



Telecommunications Act 1984

1984 CHAPTER 12

PART V

TRANSFER OF UNDERTAKING OF BRITISH TELECOMMUNICATIONS

Miscellaneous and supplemental

70 Application of law in relation to offer of shares or debentures of the successor company.

^{F1}(1) This section applies where the Secretary of State or a nominee of his offers for sale to the public shares or debentures of the successor company at a time when that company is wholly owned by the Crown; and in this section “full prospectus” means a prospectus which complies, or is deemed to comply, with the requirements of ^{F2}Schedule 3 to the ^{M1}Companies Act 1985] (matters to be specified in prospectus and reports to be set out therein).

(2) If the shares or debentures are offered by a full prospectus as respects which the conditions mentioned in subsection (3) below are fulfilled (in this section referred to as “the offer prospectus”), any form of application for the shares or debentures may (instead of being issued with a full prospectus) be issued with a notice given by the Secretary of State which includes—

- (a) a brief description of the shares or debentures offered, the terms of the offer, the successor company’s business and its financial position;
- (b) an indication of the places in the United Kingdom where copies of the offer prospectus are to be available for inspection by members of the public; and
- (c) a statement of the effect of subsections (4) and (5) below.

(3) The said conditions are—

- (a) that a copy of the prospectus has been delivered to the registrar of companies in pursuance of ^{F3}section 64(1) of the Companies Act 1985]; and
- (b) that arrangements have been made with a view to securing—

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- (i) that on or before the date of receipt of the form of application by a member of the public a copy of the prospectus is published in not less than four national newspapers; and
 - (ii) that on that date copies of the prospectus are generally available in the United Kingdom for inspection by members of the public.
- (4) Where a form of application is issued without a full prospectus but with a notice given by the Secretary of State under subsection (2) above, then, for the purposes of any enactment or any rule of law—
- (a) the notice shall be taken to have incorporated the offer prospectus; and
 - (b) any application for the shares or debentures which is made in pursuance of the notice shall be taken to have been made in pursuance of that prospectus.
- (5) Where a form of application is issued without a full prospectus, neither the form of application nor any document which is issued with it shall be regarded—
- (a) as a prospectus for the purposes of [^{F4}Chapter I of Part III of the Companies Act 1985] (prospectus requirements); or
 - (b) as a circular for the purposes of section 14 of the Prevention of Fraud (Investments) Act 1958 or section 13 of the ^{M2}Prevention of Fraud (Investments) Act (Northern Ireland) ^{M3}1940 (circulars relating to investments),
- but only, where the form of application is issued without a notice given by the Secretary of State under subsection (2) above, for the purpose of determining the liability of persons other than the Secretary of State.]

Textual Amendments

- F1** Ss. 69-71 repealed (25.7.2003 for specified purposes, 29.12.2003 otherwise) by [Communications Act 2003 \(c. 21\)](#), ss. 398(2)(f), 406, 408, 411, [Sch. 19\(1\)](#) (with [Sch. 18](#), [Sch. 19\(1\)](#) Note 1); S.I. 2003/1900, arts. 1(2), [2\(1\)](#), 3(1), [Sch. 1](#) (with art. 3(2)) (as amended (8.12.2003) by S.I. 2003/3142, art. 1(3)); S.I. 2003/3142, [art. 3](#), [Sch. 1](#) (with art. 11)
- F2** Words substituted by [Companies Consolidation \(Consequential Provisions\) Act 1985 \(c. 9, SIF 27\)](#), s. 30, [Sch. 2](#)
- F3** Words substituted by [Companies Consolidation \(Consequential Provisions\) Act 1985 \(c. 9, SIF 27\)](#), s. 30, [Sch. 2](#)
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Marginal Citations

- M1** 1985 c. 6.
M2 1940 c. 9 (N.I.).
M3 1940 c. 9 (N.I.).

71 Application of Trustee Investments Act 1961 in relation to investment in the successor company.

- [^{F5}(1) For the purpose of applying paragraph 3(b) of Part IV of Schedule 1 to the ^{M4}Trustee Investments Act 1961 (which provides that shares and debentures of a company shall not count as wider-range and narrower-range investments respectively within the meaning of that Act unless the company has paid dividends in each of the five years

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immediately preceding that in which the investment is made) in relation to investment in shares or debentures of the successor company during the calendar year in which the transfer date falls (“the first investment year”) or during any year following that year, the successor company shall be deemed to have paid a dividend as there mentioned—

- (a) in any year preceding the first investment year which is included in the relevant five years; and
 - (b) in the first investment year, if that year is included in the relevant five years and the successor company does not in fact pay such a dividend in that year.
- (2) In subsection (1) above “the relevant five years” means the five years immediately preceding the year in which the investment in question is made or proposed to be made.]

Textual Amendments

F5 Ss. 69-71 repealed (25.7.2003 for specified purposes, 29.12.2003 otherwise) by [Communications Act 2003 \(c. 21\)](#), ss. 398(2)(f), 406, 408, 411, [Sch. 19\(1\)](#) (with [Sch. 18](#), [Sch. 19\(1\) Note 1](#)); [S.I. 2003/1900](#), arts. 1(2), [2\(1\)](#), 3(1), [Sch. 1](#) (with [art. 3\(2\)](#) (as amended (8.12.2003) by [S.I. 2003/3142](#), [art. 1\(3\)](#))); [S.I. 2003/3142](#), [art. 3](#), [Sch. 1](#) (with [art. 11](#))

Marginal Citations

M4 1961 c. 62.

72 Tax provisions.

- (1) [^{F6}Subject to subsection (2) below and paragraph 39 of Schedule 5 to this Act,] the successor company shall be treated for all purposes of corporation tax [^{F6}and development land tax]as if it were the same person as British Telecommunications.
- (2) [^{F7}The successor company shall not by virtue of subsection (1) above be regarded as a body falling within section [^{F8}170(12) of the Taxation of Chargeable Gains Act 1992] (bodies established for carrying on industries or undertakings under national ownership or control) or subsection (10) of section 23 of the ^{M5}Development Land Tax Act 1976 (statutory undertakers); and subsection (1) above shall not be regarded as preventing the vesting in the successor company of an interest of British Telecommunications constituting a disposal for the purposes of the said section 23.]
- [^{F9}(3) Where, in the discharge of any liability which is vested in the successor company by this Act, the successor company makes payments—
 - (a) to an occupational pension scheme,
 - (b) with a view to the provision of benefits authorised under Chapter 3 of Part 4 of the Finance Act 2004, and
 - (c) for persons who are employees of the Post Office,
 the Taxes Acts shall have effect in relation to those payments as if those persons were employees of the successor company and in this subsection expressions which are used in Part 4 of the Finance Act 2004 have the same meanings as in that Part.]
- (4) [^{F7}The vesting in the successor company by virtue of section 60 above of liability for any loan made to British Telecommunications shall not affect any direction in respect of the loan which has been given by the Treasury under section [^{F10}581] of the Income and Corporation Taxes Act [^{F10}1988] (income tax exemption for interest on foreign currency securities).]

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- (5) ^{F7}If the transfer date falls before the end of the period of three years beginning with 1st October 1981, then, for the purposes of section 29 of the ^{M6}Value Added Tax Act 1983 (value added tax: group registration) the successor company, the Post Office and any bodies corporate resident in the United Kingdom which are subsidiaries of either of those bodies shall be eligible to be treated as members of a group from that date until the end of that period; and where, by virtue of this subsection, two or more bodies are so treated, the Commissioners of Customs and Excise shall, as soon as practicable after the end of that period, terminate that treatment from such date as may be specified in the notice.]

Textual Amendments

- F6** Words in s. 72(1) repealed (25.7.2003 for specified purposes, 29.12.2003 otherwise) by Communications Act 2003 (c. 21), ss. 406, 408, 411, **Sch. 19(1)** (with Sch. 18, Sch. 19(1) Note 1); S.I. 2003/1900, arts. 1(2), **2(1)**, 3(1), Sch. 1 (with art. 3(2) (as amended (8.12.2003) by S.I. 2003/3142, art. 1(3))); S.I. 2003/3142, **art. 3**, Sch. 1 (with art. 11)
- F7** S. 72(2)(4)(5) repealed (25.7.2003 for specified purposes, 29.12.2003 otherwise) by Communications Act 2003 (c. 21), ss. 398(2)(g), 406, 408, 411, **Sch. 19(1)** (with Sch. 18, Sch. 19(1) Note 1); S.I. 2003/1900, arts. 1(2), **2(1)**, 3(1), Sch. 1 (with art. 3(2) (as amended (8.12.2003) by S.I. 2003/3142, art. 1(3))); S.I. 2003/3142, **art. 3**, Sch. 1 (with art. 11)
- F8** Words in s. 72(2) substituted (6.3.1992 with effect as mentioned in s. 289(1)(2) of the amending Act) by Taxation of Chargeable Gains Act 1992 (c. 12), ss. 289, 290(1), **Sch. 10 para. 7** (with ss. 60, 101(1), 201(3)).
- F9** S. 72(3) substituted (6.4.2006) by The Taxation of Pension Schemes (Consequential Amendments) Order 2006 (S.I. 2006/745), **art. 2**
- F10** Words substituted by Income and Corporation Taxes Act 1988 (c. 1, SIF 63:1), s. 844, Sch. 29 para. 32, **Sch. 30 para. 6(1)**

Marginal Citations

- M5** 1976 c. 24.
M6 1983 c. 55.

73 Interpretation of Part V.

^{F11}(1) In this Part—

- “debenture” includes debenture stock;
- “securities”, in relation to a company, includes shares, debentures, bonds and other securities of the company, whether or not constituting a charge on the assets of the company;
- “shares” includes stock;
- “subsidiary” has ^{F12}the meaning given by section 736 of] the ^{M7}^{F13}Companies Act 1985].

- (2) An order under section 60 above nominating any company for the purposes of that section and an order under subsection (1) of that section appointing the transfer date may be varied or revoked by a subsequent order at any time before any property, rights or liabilities vest in any company by virtue of section 60 above.

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- (3) A company shall be regarded for the purposes of this Part as wholly owned by the Crown at any time when all the issued shares in the company are held by or on behalf of the Crown.]

Textual Amendments

- F11** S. 73 repealed (25.7.2003 for specified purposes, 29.12.2003 otherwise) by [Communications Act 2003](#) (c. 21), ss. 398(2)(h), 406, 408, 411, [Sch. 19\(1\)](#) (with [Sch. 18](#), [Sch. 19\(1\)](#) Note 1); S.I. 2003/1900, arts. 1(2), [2\(1\)](#), 3(1), [Sch. 1](#) (with art. 3(2) (as amended (8.12.2003) by S.I. 2003/3142, art. 1(3))); S.I. 2003/3142, [art. 3](#), [Sch. 1](#) (with art. 11)
- F12** Words substituted by [Companies Act 1989](#) (c.40, SIF 27), s. 144(4), [Sch. 18 para. 28](#)
- F13** Words substituted by [Companies Consolidation \(Consequential Provisions\) Act 1985](#) (c. 9, SIF 27), s. 30, [Sch. 2](#)

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- M7** 1985 c. 6.

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