

Status: Point in time view as at 31/03/1997.

Changes to legislation: There are currently no known outstanding effects for the Companies Act 1985, Part I. (See end of Document for details)

SCHEDULES

^{F1}SCHEDULE 13

PROVISIONS SUPPLEMENTING AND INTERPRETING SECTIONS 324 TO 328

Textual Amendments

- F1** Schs. 1-15B repealed (prosp.) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16** and the repeal being partly in force, as to which see individual provisions

Modifications etc. (not altering text)

- C1** Sch. 13 excluded (12.2.1992) by S.I. 1992/225, **reg. 23(1)(b)**.
Sch. 13 modified (12.2.1992) by S.I. 1992/225, reg. 121, **Sch. 8 para. 1(b)**.

PART I

RULES FOR INTERPRETATION OF THE SECTIONS AND ALSO SECTION 346(4) AND (5)

Modifications etc. (not altering text)

- C1** Sch. 13 Pt. I applied (E.W.) (1.1.1993) by Charities Act 1992 (c. 41), s. 32(2), **Sch. 2 para. 4(2)**; S.I. 1992/1900, art. 4, **Sch.3**.
Sch. 13 Pt. I applied (E.W.) (1.8.1993) by 1993 c. 10, ss. 36(2), 99(1), **Sch. 5 para. 4(2)**
Sch. 13 Pt. 1 applied (S.) (1.4.2006) by Charities and Trustee Investment (Scotland) 2005 (asp 10), ss. **105(3)**, 107(2); S.S.I. 2006/189, **art. 2(1)**, Sch. Pt. 1 (with art. 3(1)(2))

- 1 (1) A reference to an interest in shares or debentures is to be read as including any interest of any kind whatsoever in shares or debentures.
- (2) Accordingly, there are to be disregarded any restraints or restrictions to which the exercise of any right attached to the interest is or may be subject.
- 2 Where property is held on trust and any interest in shares or debentures is comprised in the property, any beneficiary of the trust who (apart from this paragraph) does not have an interest in the shares or debentures is to be taken as having such an interest; but this paragraph is without prejudice to the following provisions of this Part of this Schedule.
- 3 (1) A person is taken to have an interest in shares or debentures if—
- (a) he enters into a contract for their purchase by him (whether for cash or other consideration), or

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- (b) not being the registered holder, he is entitled to exercise any right conferred by the holding of the shares or debentures, or is entitled to control the exercise of any such right.
- (2) For purposes of sub-paragraph (1)(b), a person is taken to be entitled to exercise or control the exercise of a right conferred by the holding of shares or debentures if he—
- (a) has a right (whether subject to conditions or not) the exercise of which would make him so entitled, or
- (b) is under an obligation (whether or not so subject) the fulfilment of which would make him so entitled.
- (3) A person is not by virtue of sub-paragraph (1)(b) taken to be interested in shares or debentures by reason only that he—
- (a) has been appointed a proxy to vote at a specified meeting of a company or of any class of its members and at any adjournment of that meeting, or
- (b) has been appointed by a corporation to act as its representative at any meeting of a company or of any class of its members.
- 4 A person is taken to be interested in shares or debentures if a body corporate is interested in them and—
- (a) that body corporate or its directors are accustomed to act in accordance with his directions or instructions, or
- (b) he is entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of that body corporate.
- As this paragraph applies for the purposes of section 346(4) and (5), “more than one-half” is substituted for “one-third or more”.
- 5 Where a person is entitled to exercise or control the exercise of one-third or more of the voting power at general meetings of a body corporate, and that body corporate is entitled to exercise or control the exercise of any of the voting power at general meetings of another body corporate (“the effective voting power”), then, for purposes of paragraph 4(b), the effective voting power is taken to be exercisable by that person.
- As this paragraph applies for the purposes of section 346(4) and (5), “more than one-half” is substituted for “one-third or more”.
- 6 (1) A person is taken to have an interest in shares or debentures if, otherwise than by virtue of having an interest under a trust—
- (a) he has a right to call for delivery of the shares or debentures to himself or to his order, or
- (b) he has a right to acquire an interest in shares or debentures or is under an obligation to take an interest in shares or debentures;
- whether in any case the right or obligation is conditional or absolute.
- (2) Rights or obligations to subscribe for shares or debentures are not to be taken, for purposes of sub-paragraph (1), to be rights to acquire, or obligations to take, an interest in shares or debentures.

This is without prejudice to paragraph 1.

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- 7 Persons having a joint interest are deemed each of them to have that interest.
- 8 It is immaterial that shares or debentures in which a person has an interest are unidentifiable.
- 9 So long as a person is entitled to receive, during the lifetime of himself or another, income from trust property comprising shares or debentures, an interest in the shares or debentures in reversion or remainder or (as regards Scotland) in fee, are to be disregarded.
- 10 A person is to be treated as uninterested in shares or debentures if, and so long as, he holds them under the law in force in England and Wales as a bare trustee or as a custodian trustee, or under the law in force in Scotland, as a simple trustee.
- 11 There is to be disregarded an interest of a person subsisting by virtue of—
- [^{F1}(a) any unit trust scheme which is an authorised unit trust scheme within the meaning of the Financial Services Act 1986];
 - (b) a scheme made under section 22 [^{F2}or 22A] of the ^{M1}Charities Act 1960 [^{F3}or section 24 or 25 of the Charities Act 1993], section 11 of the ^{M2}Trustee Investments Act 1961 or section 1 of the ^{M3}Administration of Justice Act 1965; or
 - (c) the scheme set out in the Schedule to the ^{M4}Church Funds Investment Measure 1958.

Textual Amendments

- F1** Sch. 13 para. 11(a) substituted by Financial Services Act 1986 (c. 60, SIF 69), s. 212(2), **Sch. 16 para. 25**
- F2** Words in Sch. 13 para. 11(b) inserted (1.9.1992) by Charities Act 1992 (c. 41), s. 78(1), **Sch. 6 para. 11(b)**; S.I. 1992/1900, art. 2, **Sch. 1**.
- F3** Words in Sch. 13 para. 11(b) inserted (1.8.1993) by 1993 c. 10, ss. 98(1), 99(1), **Sch. 6 para. 20(3)**

Marginal Citations

- M1** 1960 c. 58.
- M2** 1961 c. 62.
- M3** 1965 c. 2.
- M4** 1958 No. 1.

- 12 There is to be disregarded any interest—
- (a) of the Church of Scotland General Trustees or of the Church of Scotland Trust in shares or debentures held by them;
 - (b) of any other person in shares or debentures held by those Trustees or that Trust otherwise than as simple trustees.
- “The Church of Scotland General Trustees” are the body incorporated by the order confirmed by the ^{M5}Church of Scotland (General Trustees) Order

Status: Point in time view as at 31/03/1997.

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Confirmation Act 1921; and “the Church of Scotland Trust” is the body incorporated by the order confirmed by the ^{M6}Church of Scotland Trust Order Confirmation Act 1932.

Modifications etc. (not altering text)

C2 Sch. 13 para. 12 modified (1.1.1995: the day appointed by the Edinburgh Gazette for the coming into force of the amending Act) by 1994 c. V, s. 1, Sch. para. 42(2)

Marginal Citations

M5 1921 c. xxv.

M6 1932 c. xxi.

- 13 Delivery to a person’s order of shares or debentures in fulfilment of a contract for the purchase of them by him or in satisfaction of a right of his to call for their delivery, or failure to deliver shares or debentures in accordance with the terms of such a contract or on which such a right falls to be satisfied, is deemed to constitute an event in consequence of the occurrence of which he ceases to be interested in them, and so is the lapse of a person’s right to call for delivery of shares or debentures.

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