



# Companies Act 1985

## 1985 CHAPTER 6

### PART VII

#### ACCOUNTS AND AUDIT

#### CHAPTER I

##### PROVISIONS APPLYING TO COMPANIES GENERALLY

##### *[<sup>F1</sup> Annual accounts]*

#### **[<sup>F1</sup>228 Exemption for parent companies included in accounts of larger group.**

- (1) A company is exempt from the requirement to prepare group accounts if it is itself a subsidiary undertaking and its immediate parent undertaking is established under the law of a member State of the European Economic Community, in the following cases—
- (a) where the company is a wholly-owned subsidiary of that parent undertaking;
  - (b) where the parent undertaking holds more than 50 per cent. of the shares in the company and notice requesting the preparation of group accounts has not been served on the company by shareholders holding in aggregate—
    - (i) more than half of the remaining shares in the company, or
    - (ii) 5 per cent. of the total shares in the company.
- Such notice must be served not later than six months after the end of the financial year before that to which it relates.
- (2) Exemption is conditional upon compliance with all of the following conditions—
- (a) that the company is included in consolidated accounts for a larger group drawn up to the same date, or to an earlier date in the same financial year, by a parent undertaking established under the law of a member State of the European Economic Community;

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*Status: Point in time view as at 06/01/1997. This version of this provision has been superseded.*

*Changes to legislation: There are currently no known outstanding effects for the Companies Act 1985, Section 228. (See end of Document for details)*

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- (b) that those accounts are drawn up and audited, and that parent undertaking's annual report is drawn up, according to that law, in accordance with the provisions of the Seventh Directive (83/349/EEC) [<sup>F2</sup>(where applicable as modified by the provisions of the Bank Accounts Directive 86/635/EEC) [<sup>F3</sup>or the Insurance Accounts Directive (91/674/EEC)]];
  - (c) that the company discloses in its individual accounts that it is exempt from the obligation to prepare and deliver group accounts;
  - (d) that the company states in its individual accounts the name of the parent undertaking which draws up the group accounts referred to above and—
    - (i) if it is incorporated outside Great Britain, the country in which it is incorporated,
    - <sup>F4</sup>(ii) .....
    - (iii) if it is unincorporated, the address of its principal place of business;
  - (e) that the company delivers to the registrar, within the period allowed for delivering its individual accounts, copies of those group accounts and of the parent undertaking's annual report, together with the auditors' report on them; and
  - (f) [<sup>F5</sup>(subject to section 710B(6) (delivery of certain Welsh documents without a translation))]that if any document comprised in accounts and reports delivered in accordance with paragraph (e) is in a language other than English, there is annexed to the copy of that document delivered a translation of it into English, certified in the prescribed manner to be a correct translation.
- (3) The exemption does not apply to a company any of whose securities are listed on a stock exchange in any member State of the European Economic Community.
- (4) Shares held by directors of a company for the purpose of complying with any share qualification requirement shall be disregarded in determining for the purposes of subsection (1)(a) whether the company is a wholly-owned subsidiary.
- (5) For the purposes of subsection (1)(b) shares held by a wholly-owned subsidiary of the parent undertaking, or held on behalf of the parent undertaking or a wholly-owned subsidiary, shall be attributed to the parent undertaking.
- (6) In subsection (3) "securities" includes—
  - (a) shares and stock,
  - (b) debentures, including debenture stock, loan stock, bonds, certificates of deposit and other instruments creating or acknowledging indebtedness,
  - (c) warrants or other instruments entitling the holder to subscribe for securities falling within paragraph (a) or (b), and
  - (d) certificates or other instruments which confer—
    - (i) property rights in respect of a security falling within paragraph (a), (b) or (c),
    - (ii) any right to acquire, dispose of, underwrite or convert a security, being a right to which the holder would be entitled if he held any such security to which the certificate or other instrument relates, or
    - (iii) a contractual right (other than an option) to acquire any such security otherwise than by subscription.]

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#### **Textual Amendments**

- F1** New ss. 228, 229 inserted (subject to the savings and transitional provisions in S.I. 1990/355, arts. 6–9, **Sch. 2**), by **Companies Act 1989 (c. 40, SIF 27)**, **ss. 1, 5(3), 213(2)** as part of the text inserted in place of ss. 221–262 (as mentioned in s. 1(a) of the 1989 Act)
- F2** Words in s. 228(2)(b) inserted (1.1.1993) by S.I. 1992/3178, **reg. 4**.
- F3** Words in s. 228(2)(b) inserted (19.12.1993) by S.I. 1993/3246, regs. 5(1), 6, 7, **Sch. 2 para. 1**
- F4** S. 228(2)(d)(ii) repealed (2.2.1996) by S.I. 1996/189, **reg. 4**
- F5** Words in s. 228(2)(f) inserted (1.2.1994) by 1993 c. 38, **s. 30(3)**; S.I. 1994/115, **art. 2(2)**

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#### **Modifications etc. (not altering text)**

- C1** Ss. 226–237 extended (with modifications) (19.12.1993) by S.I. 1993/3245, **reg. 3**
- C2** S. 228(6)(b) extended (24.6.2003) by **The Uncertificated Securities (Amendment) (Eligible Debt Securities) Regulations 2003 (S.I. 2003/1633)**, reg. 15, **Sch. 2 para. 8(2)(e)**

**Status:**

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**Changes to legislation:**

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