



# Companies Act 1985

## 1985 CHAPTER 6

### PART XXVI

#### INTERPRETATION

#### 744 Expressions used generally in this Act

In this Act, unless the contrary intention appears, the following definitions apply—

"agent" does not include a person's counsel acting as such;

"annual return" means the return to be made by a company under section 363 or 364 (as the case may be);

"articles" means, in relation to a company, its articles of association, as originally framed or as altered by resolution, including (so far as applicable to the company) regulations contained in or annexed to any enactment relating to companies passed before this Act, as altered by or under any such enactment;

"authorised minimum" has the meaning given by section 118;

"bank holiday" means a holiday under the Banking and Financial Dealings Act 1971 ;

"books and papers" and "books or papers" include accounts, deeds, writings and documents ;

"the Companies Acts" means this Act, the Insider Dealing Act and the Consequential Provisions Act;

"the Consequential Provisions Act" means the Companies Consolidation (Consequential Provisions) Act 1985 ;

"the court", in relation to a company, means the court having jurisdiction to wind up the company;

"debenture" includes debenture stock, bonds and any other securities of a company, whether constituting a charge on the assets of the company or not;

"document" includes summons, notice, order, and other legal process, and registers;

"equity share capital" means, in relation to a company, its issued share capital excluding any part of that capital which, neither as respects dividends

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*Status: This is the original version (as it was originally enacted).*

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nor as respects capital, carries any right to participate beyond a specified amount in a distribution ;

" expert " has the meaning given by section 62 ;

" floating charge " includes a floating charge within the meaning given by section 462 ;

" the Gazette " means, as respects companies registered in England and Wales, the London Gazette and, as respects companies registered in Scotland, the Edinburgh Gazette;

" general rules " means general rules made under section 663, and includes forms;

" hire-purchase agreement " has the same meaning as in the Consumer Credit Act 1974 ;

" the Insider Dealing Act " means the Company Securities (Insider Dealing) Act 1985 ;

" insurance company " means the same as in the Insurance Companies Act 1982;

" joint stock company " has the meaning given by section 683;

" memorandum ", in relation to a company, means its memorandum of association, as originally framed or as altered in pursuance of any enactment;

" number ", in relation to shares, includes amount, where the context admits of the reference to shares being construed to include stock;

" officer ", in relation to a body corporate, includes a director, manager or secretary;

" official seal ", in relation to the registrar of companies, means a seal prepared under section 704(4) for the authentication of documents required for or in connection with the registration of companies;

" overseas company " means—

- (a) a company incorporated elsewhere than in Great Britain which, after the commencement of this Act, establishes a place of business in Great Britain, and
- (b) a company so incorporated which has, before that commencement, established a place of business and continues to have an established place of business in Great Britain at that commencement;

" place of business " includes a share transfer or share registration office;

" prescribed " means—

- (a) as respects provisions of this Act relating to winding up, prescribed by general rules under section 663, and
- (b) otherwise, prescribed by statutory instrument made by the Secretary of State ;

" prospectus " means any prospectus, notice, circular, advertisement, or other invitation, offering to the public for subscription or purchase any shares in or debentures of a company;

" prospectus issued generally " means a prospectus issued to persons who are not existing members of the company or holders of its debentures ;

" recognised bank " means a company which is recognised as a bank for the purposes of the Banking Act 1979;

" recognised stock exchange " means any body of persons which is for the time being a recognised stock exchange for the purposes of the Prevention of Fraud (Investments) Act 1958;

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" the registrar of companies " and " the registrar" mean the registrar or other officer performing under this Act the duty of registration of companies in England and Wales or in Scotland, as the case may require;

" share " means share in the share capital of a company, and includes stock (except where a distinction between shares and stock is express or implied); and

" undistributable reserves" has the meaning given by section 264(3).