



# Finance Act 1986

## 1986 CHAPTER 41

### PART III

#### STAMP DUTY

##### *Securities*

<sup>F1</sup>64 .....

#### Textual Amendments

**F1** S. 64 repealed (27.7.1999 with effect as mentioned in Sch. 20 Pt. V(2) Notes 1, 2 of the amending Act) by Finance Act 1999 (c. 16), s. 139, **Sch. 20 Pt. V(2)**

65 .....

<sup>F2</sup> .....

#### Textual Amendments

**F2** S. 65 repealed (27.7.1999 with effect as mentioned in Sch. 20 Pt. V(2) Notes 1, 2 of the amending Act) by Finance Act 1999 (c. 16), s. 139, **Sch. 20 Pt. V(2)**

### 66 Company's purchase of own shares

- (1) This section applies where a company purchases its own shares under section 162 of the Companies Act 1985 <sup>M1</sup> or Article 47 of the Companies (Northern Ireland) Order 1982 <sup>M2</sup>.
- (2) [<sup>F3</sup>Any return which relates to any of the shares] purchased and is delivered to the registrar of companies under section 169 [<sup>F4</sup>(1) or (1B)] of that Act or, as the case

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may be, Article 53 of that Order shall be charged with stamp duty, and treated for all purposes of the Stamp Act 1891<sup>M3</sup>, as if it were an instrument transferring the shares<sup>F5</sup> to which it relates] on sale to the company in pursuance of the contract (or contracts) of purchase concerned.

<sup>F6</sup>(2A) .....

- (3) Subject to subsection (4) below, this section applies to any return under section 169 [<sup>F7</sup>(1) or (1B)] of the Companies Act 1985, or Article 53 of the Companies (Northern Ireland) Order 1982, which is delivered to the registrar of companies on or after the day of The Stock Exchange reforms.
- (4) This section does not apply to any return to the extent that the shares to which it relates were purchased under a contract entered into before the day of The Stock Exchange reforms.
- (5) In this section “the day of The Stock Exchange reforms” means the day on which the rule of The Stock Exchange that prohibits a person from carrying on business as both a broker and a jobber is abolished.

#### Textual Amendments

- F3** Words in s. 66(2) substituted (with effect in accordance with s. 195(12) of the amending Act) by [Finance Act 2003 \(c. 14\), Sch. 40 para. 2\(a\)\(i\)](#)
- F4** Words in s. 66(2) inserted (with effect in accordance with s. 195(12) of the amending Act) by [Finance Act 2003 \(c. 14\), Sch. 40 para. 2\(a\)\(ii\)](#)
- F5** Words in s. 66(2) inserted (with effect in accordance with s. 195(12) of the amending Act) by [Finance Act 2003 \(c. 14\), Sch. 40 para. 2\(a\)\(iii\)](#)
- F6** S. 66(2A) omitted (with effect in accordance with s. 99(2) of the amending Act) by virtue of [Finance Act 2008 \(c. 9\), Sch. 32 para. 5](#)
- F7** Words in s. 66(3) inserted (with effect in accordance with s. 195(12) of the amending Act) by [Finance Act 2003 \(c. 14\), Sch. 40 para. 2\(c\)](#)

#### Marginal Citations

- M1** 1985 c. 6.
- M2** S.I. 1982/1534 (N. I. 17).
- M3** 1891 c. 39.

### *Depository receipts*

#### 67 Depository receipts

- (1) Subject to subsection (9) below, subsection (2) or (3) below (as the case may be) applies where an instrument [<sup>F8</sup>(other than a bearer instrument)] transfers relevant securities of a company incorporated in the United Kingdom to a person who at the time of the transfer falls within subsection (6), (7) or (8) below.
- <sup>F9</sup>(2) If stamp duty is chargeable on the instrument under Part I of Schedule 13 to the Finance Act 1999 (conveyance or transfer on sale), the rate at which that duty is chargeable is 1.5% of the amount or value of the consideration for the sale to which the instrument gives effect.
- (3) [<sup>F10</sup>In any other case—

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- (a) stamp duty is chargeable on the instrument under this subsection, and
  - (b)] subject to subsection (5), the rate at which that duty is chargeable is 1.5% of the value of the securities at the date the instrument is executed.]
- (4) <sup>F11</sup> .....
- (5) In a case where —
- (a) securities are issued, or securities sold are transferred, and (in either case) they are to be paid for in instalments,
  - (b) the person to whom they are issued or transferred holds them and transfers them to another person when the last instalment is paid,
  - (c) the transfer to the other person is effected by an instrument in the case of which subsection (3) above applies,
  - (d) before the execution of the instrument mentioned in paragraph (c) above an instrument is received by a person falling (at the time of the receipt) within subsection (6), (7) or (8) below,
  - (e) the instrument so received evidences all the rights which (by virtue of the terms under which the securities are issued or sold as mentioned in paragraph (a) above) subsist in respect of them at the time of the receipt, and
  - (f) the instrument mentioned in paragraph (c) above contains a statement that paragraphs (a), (b) and (e) above are fulfilled,
- subsection (3) above shall have effect as if the reference to the value there mentioned were to an amount (if any) equal to the total of the instalments payable, less those paid before the transfer to the other person is effected.
- (6) A person falls within this subsection if his business is exclusively that of holding relevant securities —
- (a) as nominee or agent for a person whose business is or includes issuing depositary receipts for relevant securities, and
  - (b) for the purposes of such part of the business mentioned in paragraph (a) above as consists of issuing such depositary receipts (in a case where the business does not consist exclusively of that).
- (7) A person falls within this subsection if —
- (a) he is specified for the purposes of this subsection by the Treasury by order made by statutory instrument, and
  - (b) his business is or includes issuing depositary receipts for relevant securities.
- (8) A person falls within this subsection if —
- (a) he is specified for the purposes of this subsection by the Treasury by order made by statutory instrument,
  - (b) he does not fall within subsection (6) above but his business includes holding relevant securities as nominee or agent for a person who falls within subsection (7)(b) above at the time of the transfer, and
  - (c) he holds relevant securities as nominee or agent for such a person, for the purposes of such part of that person's business as consists of issuing depositary receipts for relevant securities (in a case where that business does not consist exclusively of that).
- (9) Where an instrument transfers relevant securities of a company incorporated in the United Kingdom —

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- (a) to a company which at the time of the transfer falls within subsection (6) above<sup>F12</sup> . . . , and
- (b) from a company which at that time falls within that subsection<sup>F12</sup> . . . ,
- subsections (2) to (5) above shall not apply and [<sup>F13</sup>stamp duty is not chargeable on the instrument].

[<sup>F14</sup>(9A) In this section “bearer instrument” has the meaning given in paragraph 3 of Schedule 15 to the Finance Act 1999.]

- (10) This section applies to any instrument executed on or after the day on which the rule of The Stock Exchange that prohibits a person from carrying on business as both a broker and a jobber is abolished.

#### Textual Amendments

- F8** Words in s. 67(1) inserted (with effect in accordance with s. 99(2) of the amending Act) by [Finance Act 2008 \(c. 9\), Sch. 32 para. 14\(2\)](#) (with [Sch. 32 para. 23](#))
- F9** S. 67(2)(3) substituted (with effect as mentioned in [s. 112\(6\)](#) of the amending Act) by [Finance Act 1999 \(c. 16\)](#) ss. 112(4), Sch. 14 para. 12(2) (with [s. 122](#))
- F10** Words in s. 67(3) substituted (with effect in accordance with s. 99(2) of the amending Act) by [Finance Act 2008 \(c. 9\), Sch. 32 para. 14\(3\)](#) (with [Sch. 32 para. 23](#))
- F11** S. 67(4) repealed (with application as mentioned in [s. 99\(5\)](#) of the amending Act) by [Finance Act 1997 \(c. 16\)](#) ss. 99(1), 113, Sch. 18 Pt. VII Note 2
- F12** Words in s. 67(9) repealed (with effect as mentioned in [s. 134\(5\)](#) of the amending Act) by [Finance Act 2000 \(c. 17\)](#), ss. 134(3), 156, [Sch. 40 Pt. III](#) Note 2
- F13** Words in s. 67(9) substituted (with effect in accordance with s. 99(2) of the amending Act) by [Finance Act 2008 \(c. 9\), Sch. 32 para. 6](#)
- F14** S. 67(9A) inserted (with effect in accordance with s. 99(2) of the amending Act) by [Finance Act 2008 \(c. 9\), Sch. 32 para. 14\(4\)](#) (with [Sch. 32 para. 23](#))

## 68 Depository receipts: notification

- (1) A person whose business is or includes issuing depository receipts for relevant securities of a company incorporated in the United Kingdom shall notify the Commissioners of that fact before the end of the period of one month beginning with the date on which he first issues such depository receipts.
- (2) A person whose business includes (but does not exclusively consist of) holding relevant securities (being securities of a company incorporated in the United Kingdom)—
- as nominee or agent for a person whose business is or includes issuing depository receipts for relevant securities, and
  - for the purposes of such part of the business mentioned in paragraph (a) above as consists of issuing such depository receipts (in a case where the business does not consist exclusively of that),

shall notify the Commissioners of that fact before the end of the period of one month beginning with the date on which he first holds such relevant securities as such a nominee or agent and for such purposes.

- (3) A company which is incorporated in the United Kingdom and becomes aware that any shares in the company are held by a person such as is mentioned in subsection (1) or (2)

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above shall notify the Commissioners of that fact before the end of the period of one month beginning with the date on which the company first becomes aware of that fact.

- (4) A person who fails to comply with subsection (1) or (2) above shall be liable to a [<sup>F15</sup>penalty] not exceeding £1,000.
- (5) A company which fails to comply with subsection (3) above shall be liable to a [<sup>F15</sup>penalty] not exceeding £100.
- (6) <sup>F16</sup> .....

**Textual Amendments**

- F15** Word in s. 68(4)(5) substituted (with effect as mentioned in s. 114(2) of the amending Act) by [Finance Act 1999 \(c. 16\), s. 114\(1\), Sch. 17 para. 8](#)
- F16** S. 68(6) repealed (with effect as mentioned in Sch. 20 Pt. V(3) Note of the amending Act) by [Finance Act 1999 \(c. 16\), s. 139, Sch. 20 Pt. V\(3\)](#)

**69 Depository receipts: supplementary**

- (1) For the purposes of sections 67 and 68 above a depository receipt for relevant securities is an instrument acknowledging—
  - (a) that a person holds relevant securities or evidence of the right to receive them, and
  - (b) that another person is entitled to rights, whether expressed as units or otherwise, in or in relation to relevant securities of the same kind, including the right to receive such securities (or evidence of the right to receive them) from the person mentioned in paragraph (a) above,except that for those purposes a depository receipt for relevant securities does not include an instrument acknowledging rights in or in relation to securities if they are issued or sold under terms providing for payment in instalments and for the issue of the instrument as evidence that an instalment has been paid.
- (2) The Treasury may by regulations provide that for subsection (1) above (as it has effect for the time being) there shall be substituted a subsection containing a different definition of a depository receipt for the purposes of sections 67 and 68 above.
- (3) References in this section and sections 67 and 68 above to relevant securities, or to relevant securities of a company, are to shares in or stock or marketable securities of any company (which, unless otherwise stated, need not be incorporated in the United Kingdom).
- (4) For the purposes of section 67(3) above the value of securities at the date the instrument is executed shall be taken to be the price they might reasonably be expected to fetch on a sale at that time in the open market.
- (5) <sup>F17</sup> .....
- (6) <sup>F18</sup> .....
- (7) <sup>F18</sup> .....
- (8) <sup>F18</sup> .....

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- (9) The power to make regulations or an order under this section shall be exercisable by statutory instrument subject to annulment in pursuance of a resolution of the House of Commons.

#### Textual Amendments

- F17** S. 69(5) repealed (with effect as mentioned in Sch. 20 Pt. V(1) Notes 1, 2 of the amending Act) by Finance Act 1999 (c. 16), s. 139, **Sch. 20 Pt. V(1)**
- F18** S. 69(6)-(8) repealed (with application as mentioned in s. 99(5) of the amending Act) by Finance Act 1997 (c. 16), ss. 99(2)(b), 113, **Sch. 18 Pt. VII** Note 2

### Clearance services

#### 70 Clearance services

- (1) Subject to subsection (9) [<sup>F19</sup>and section 97A] below, subsection (2) or (3) below (as the case may be) applies where an instrument [<sup>F20</sup> (other than a bearer instrument)] transfers relevant securities of a company incorporated in the United Kingdom to a person who at the time of the transfer falls within subsection (6), (7) or (8) below.
- [<sup>F21</sup>(2) If stamp duty is chargeable on the instrument under Part I of Schedule 13 to the Finance Act 1999 (conveyance or transfer on sale), the rate at which that duty is chargeable is 1.5% of the amount or value of the consideration for the sale to which the instrument gives effect.
- (3) [<sup>F22</sup>In any other case—
- (a) stamp duty is chargeable on the instrument under this subsection, and
  - (b) subject to subsection (5), the rate at which that duty is chargeable is 1.5% of the value of the securities at the date the instrument is executed.]
- (4) [<sup>F23</sup>.....
- (5) In a case where —
- (a) securities are issued, or securities sold are transferred, and (in either case) they are to be paid for in instalments,
  - (b) the person to whom they are issued or transferred holds them and transfers them to another person when the last instalment is paid,
  - (c) the transfer to the other person is effected by an instrument in the case of which subsection (3) above applies,
  - (d) before the execution of the instrument mentioned in paragraph (c) above an instrument is received by a person falling (at the time of the receipt) within subsection (6), (7) or (8) below,
  - (e) the instrument so received evidences all the rights which (by virtue of the terms under which the securities are issued or sold as mentioned in paragraph (a) above) subsist in respect of them at the time of the receipt, and
  - (f) the instrument mentioned in paragraph (c) above contains a statement that paragraphs (a), (b) and (e) above are fulfilled,

subsection (3) above shall have effect as if the reference to the value there mentioned were to an amount (if any) equal to the total of the instalments payable, less those paid before the transfer to the other person is effected.

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- (6) A person falls within this subsection if his business is exclusively that of holding relevant securities —
- (a) as nominee or agent for a person whose business is or includes the provision of clearance services for the purchase and sale of relevant securities, and
  - (b) for the purposes of such part of the business mentioned in paragraph (a) above as consists of the provision of such clearance services (in a case where the business does not consist exclusively of that).
- (7) A person falls within this subsection if —
- (a) he is specified for the purposes of this subsection by the Treasury by order made by statutory instrument, and
  - (b) his business is or includes the provision of clearance services for the purchase and sale of relevant securities.
- (8) A person falls within this subsection if —
- (a) he is specified for the purposes of this subsection by the Treasury by order made by statutory instrument,
  - (b) he does not fall within subsection (6) above but his business includes holding relevant securities as nominee or agent for a person who falls within subsection (7)(b) above at the time of the transfer, and
  - (c) he holds relevant securities as nominee or agent for such a person, for the purposes of such part of that person's business as consists of the provision of clearance services for the purchase and sale of relevant securities (in a case where that business does not consist exclusively of that).
- (9) Where an instrument transfers relevant securities of a company incorporated in the United Kingdom —
- (a) to a company which at the time of the transfer falls within subsection (6) above<sup>F24</sup> . . . , and
  - (b) from a company which at that time falls within that subsection<sup>F24</sup> . . . ,
- subsections (2) to (5) above shall not apply and [<sup>F25</sup>stamp duty is not chargeable on the instrument].
- [<sup>F26</sup>(9A) In this section “bearer instrument” has the meaning given in paragraph 3 of Schedule 15 to the Finance Act 1999.]
- (10) This section applies to any instrument executed on or after the day on which the rule of The Stock Exchange that prohibits a person from carrying on business as both a broker and a jobber is abolished.

#### Textual Amendments

- F19** Words in s. 70(1) inserted (1.7.1996) by [Finance Act 1996 \(c. 8\), s. 196\(1\)\(6\)](#)
- F20** Words in s. 70(1) inserted (with effect in accordance with s. 99(2) of the amending Act) by [Finance Act 2008 \(c. 9\), Sch. 32 para. 15\(2\)](#) (with [Sch. 32 para. 23](#))
- F21** S. 70(2)(3) substituted (with effect as mentioned in [s. 112\(6\)](#) of the amending Act) by [Finance Act 1999 \(c. 16\), ss. 112\(4\), Sch. 14 para. 13\(2\)](#) (with [s. 122](#))
- F22** Words in s. 70(3) substituted (with effect in accordance with s. 99(2) of the amending Act) by [Finance Act 2008 \(c. 9\), Sch. 32 para. 15\(3\)](#) (with [Sch. 32 para. 23](#))
- F23** S. 70(4) repealed (with application as mentioned in [s. 99\(5\)](#) of the amending Act) by [Finance Act 1997 \(c. 16\), ss. 99\(3\), 113, Sch. 18 Pt. VII](#) Note 2

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- F24** Words in s. 70(9) repealed (with effect as mentioned in s. 134(5) of the amending Act) by Finance Act 2000 (c. 17), ss. 134(3), 156, **Sch. 40 Pt. III** Note 2
- F25** Words in s. 70(9) substituted (with effect in accordance with s. 99(2) of the amending Act) by Finance Act 2008 (c. 9), **Sch. 32 para. 7**
- F26** S. 70(9A) inserted (with effect in accordance with s. 99(2) of the amending Act) by Finance Act 2008 (c. 9), **Sch. 32 para. 15(4)** (with Sch. 32 para. 23)

## 71 Clearance services: notification

- (1) A person whose business is or includes the provision of clearance services for the purchase and sale of relevant securities of a company incorporated in the United Kingdom shall notify the Commissioners of that fact before the end of the period of one month beginning with the date on which he first provides such clearance services.
- (2) A person whose business includes (but does not exclusively consist of) holding relevant securities (being securities of a company incorporated in the United Kingdom)—
- (a) as nominee or agent for a person whose business is or includes the provision of clearance services for the purchase and sale of relevant securities, and
  - (b) for the purposes of such part of the business mentioned in paragraph (a) above as consists of the provision of such clearance services (in a case where the business does not consist exclusively of that),
- shall notify the Commissioners of that fact before the end of the period of one month beginning with the date on which he first holds such relevant securities as such a nominee or agent and for such purposes.
- (3) A company which is incorporated in the United Kingdom and becomes aware that any shares in the company are held by a person such as is mentioned in subsection (1) or (2) above shall notify the Commissioners of that fact before the end of the period of one month beginning with the date on which the company first becomes aware of that fact.
- (4) A person who fails to comply with subsection (1) or (2) above shall be liable to a [<sup>F27</sup>penalty] not exceeding £1,000.
- (5) A company which fails to comply with subsection (3) above shall be liable to a [<sup>F27</sup>penalty] not exceeding £100.
- (6) <sup>F28</sup> .....

### Textual Amendments

- F27** Word in s. 71(4)(5) substituted (with effect as mentioned in s. 114(2) of the amending Act) by Finance Act 1999 (c. 16), s. 114(1), **Sch. 17 para. 8**
- F28** S. 71(6) repealed (with effect as mentioned in Sch. 20 Pt. V(3) Note of the amending Act) by Finance Act 1999 (c. 16), s. 139, **Sch. 20 Pt. V(3)**

## 72 Clearance services: supplementary

- (1) References in sections 70 and 71 above to relevant securities, or to relevant securities of a company, are to shares in or stock or marketable securities of any company (which, unless otherwise stated, need not be incorporated in the United Kingdom).



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- (2) For the purposes of section 70(3) above the value of securities at the date the instrument is executed shall be taken to be the price they might reasonably be expected to fetch on a sale at that time in the open market.
- (3) <sup>F29</sup> .....
- (4) <sup>F30</sup> .....

#### Textual Amendments

- F29** S. 72(3) repealed (with effect as mentioned in Sch. 20 Pt. V(1) Notes 1, 2 of the amending Act) by Finance Act 1999 (c. 16), s. 139, **Sch. 20 Pt. V(1)**
- F30** S. 72(4) repealed (with application as mentioned in s. 99(5) of the amending Act) by Finance Act 1997 (c. 16), ss. 99(4)(b), 113, **Sch. 18 Pt. VII**

#### *[<sup>F31</sup>Transfers between depositary receipt system and clearance system]*

#### Textual Amendments

- F31** S. 72A and cross-heading inserted (28.7.2000 with effect as mentioned in s. 134(5)(a) of the amending Act) by 2000 c. 17, s. 134(1)(5) (which inserting provision is repealed by 2000 c. 17, s. 156, **Sch. 40 Pt. III** Note 3)

#### **[<sup>F32</sup>72A Transfers between depositary receipt system and clearance system.**

- (1) Where an instrument transfers relevant securities of a company incorporated in the United Kingdom between a depositary receipt system and a clearance system—
- (a) the provisions of section 67(2) to (5) or, as the case may be, section 70(2) to (5) above shall not apply, and
- [<sup>F33</sup>(b) stamp duty is not chargeable on the instrument.]
- (2) A transfer between a depositary receipt system and a clearance system means a transfer—
- (a) from (or to) a company that at the time of the transfer falls within section 67(6) above, and
- (b) to (or from) a company that at that time falls within section 70(6) above.
- (3) This section does not apply to a transfer from a clearance system (that is, from such a company as is mentioned in subsection (2)(b) above) if at the time of the transfer an election is in force under section 97A below in relation to the clearance services for the purposes of which the securities are held immediately before the transfer.]

#### Textual Amendments

- F32** S. 72A and cross-heading inserted (28.7.2000 with effect as mentioned in s. 134(5)(a) of the amending Act) by 2000 c. 17, s. 134(1)(5) (which inserting provision is repealed by 2000 c. 17, s. 156, **Sch. 40 Pt. III** Note 3)
- F33** S. 72A(1)(b) substituted (with effect in accordance with s. 99(2) of the amending Act) by Finance Act 2008 (c. 9), **Sch. 32 para. 8**

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### *Reconstructions and acquisitions*

<sup>F34</sup>73 .....

#### **Textual Amendments**

**F34** S. 73 repealed by Finance Act 1986 (c. 41, SIF 114), s. 114, **Sch. 23 Pt. IX(1)** Note 1

#### **74 Reconstructions etc: repeals.**

- (1) The following provisions shall cease to have effect—
  - (a) section 55 of the <sup>M4</sup>Finance Act 1927 and section 4 of the <sup>M5</sup>Finance Act (Northern Ireland) 1928 (reconstructions and amalgamations);
  - (b) paragraph 12(1) and (1A) of Schedule 18 to the <sup>M6</sup>Finance Act 1980 (demergers);
  - (c) sections 78, 79 and 80 of the Finance Act 1985 (takeovers and winding-up).
- (2) In paragraph 12(3) of Schedule 18 to the Finance Act 1980 for the words “sub-paragraph (2) above” there shall be substituted the words “this paragraph”.
- (3) This section applies to any instrument executed in pursuance of a contract made on or after the day on which the rule of The Stock Exchange that prohibits a person from carrying on business as both a broker and a jobber is abolished.

#### **Marginal Citations**

**M4** 1927 c. 10.  
**M5** 1928 c. 9 (N.I.).  
**M6** 1980 c. 48.

#### **75 Acquisitions: reliefs.**

- (1) This section applies where a company (the acquiring company) acquires the whole or part of an undertaking of another company (the target company) in pursuance of a scheme for the reconstruction of the target company.
- (2) If the first and second conditions (as defined below) are fulfilled, stamp duty under [<sup>F35</sup>Part I of Schedule 13 to the Finance Act 1999 (conveyance or transfer on sale)] shall not be chargeable on an instrument executed for the purposes of or in connection with the transfer of the undertaking or part.
- (3) An instrument on which stamp duty is not chargeable by virtue only of subsection (2) above shall not be taken to be duly stamped unless it is stamped with the duty to which it would be liable but for that subsection or it has, in accordance with section 12 of the Stamp Act 1891, been stamped with a particular stamp denoting that it is not chargeable with any duty.
- (4) The first condition is <sup>F36</sup>... that the consideration for the acquisition—
  - (a) consists of or includes the issue of [<sup>F37</sup>non-redeemable] shares in the acquiring company to all the shareholders of the target company;

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- (b) includes nothing else (if anything) but the assumption or discharge by the acquiring company of liabilities of the target company.

[<sup>F38</sup>In paragraph (a) above, “non-redeemable shares” means shares which are not redeemable shares.]

(5) The second condition is that—

- (a) the acquisition is effected for bona fide commercial reasons and does not form part of a scheme or arrangement of which the main purpose, or one of the main purposes, is avoidance of liability to stamp duty, income tax, corporation tax or capital gains tax,
- (b) after the acquisition has been made, each shareholder of each of the companies is a shareholder of the other, and
- (c) after the acquisition has been made, the proportion of shares of one of the companies held by any shareholder is the same [<sup>F39</sup>, or as nearly as may be the same,] as the proportion of shares of the other company held by that shareholder.

[<sup>F40</sup>(5A) If immediately before the acquisition the target company or the acquiring company holds any of its own shares, the shares are to be treated for the purposes of subsections (4) and (5) as having been cancelled before the acquisition (and, accordingly, the company is to be treated as if it were not a shareholder of itself).]

- (6) This section applies to any instrument which is executed after 24th March 1986 unless it is executed in pursuance of an unconditional contract made on or before 18th March 1986.
- (7) This section shall be deemed to have come into force on 25th March 1986.

#### Textual Amendments

- F35** Words in s. 75(2) substituted (27.7.1999 with effect as mentioned in s. 112(6) of the amending Act) by [Finance Act 1999 \(c. 16\)](#), ss. 112(4)(6), [Sch. 14 para. 14](#) (with s. 122)
- F36** Words in s. 75(4) repealed (with effect in accordance with s. 169(5) of the amending Act) by [Finance Act 2006 \(c. 25\)](#), s. 169(2)(a), [Sch. 26 Pt. 7\(5\)](#)
- F37** Words in s. 75(4)(a) inserted (28.7.2000 with effect as mentioned in s. 127(5) of the amending Act) by [2000 c. 17](#), s. 127(2)
- F38** Words in s. 75(4) added (28.7.2000 with effect as mentioned in s. 127(5) of the amending Act) by [2000 c. 17](#), s. 127(3)
- F39** Words in s. 75(5)(c) inserted (with effect in accordance with s. 169(5) of the amending Act) by [Finance Act 2006 \(c. 25\)](#), s. 169(2)(b)
- F40** [S. 75\(5A\)](#) inserted (with effect in accordance with s. 74(4) of the amending Act) by [Finance Act 2007 \(c. 11\)](#), s. 74(1)

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

- C1** S. 75 excluded (28.4.1997) by [S.I. 1997/1156](#), [reg. 12](#)

## 76 Acquisitions: further provisions about reliefs.

- (1) This section applies where a company (the acquiring company) acquires the whole or part of an undertaking of another company (the target company).

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- (2) If [<sup>F41</sup>the first and second conditions (as defined below)] is fulfilled, and stamp duty under [<sup>F42</sup>Part I of Schedule 13 to the Finance Act 1999 (conveyance or transfer on sale)] is chargeable on an instrument executed for the purposes of or in connection with—
- (a) the transfer of the undertaking or part, or
  - (b) the assignment to the acquiring company by a creditor of the target company of any relevant debts (secured or unsecured) owed by the target company,
- the rate at which the duty is charged under that heading shall not exceed that mentioned in subsection (4) below.
- (3) [<sup>F43</sup>The first condition] is <sup>F44</sup>... that the consideration for the acquisition—
- (a) consists of or includes the issue of [<sup>F45</sup>non-redeemable shares (within the meaning of section 75(4)(a) above)] in the acquiring company to the target company or to all or any of its shareholders;
  - (b) includes nothing else (if anything) but cash not exceeding 10 per cent. of the nominal value of those shares, or the assumption or discharge by the acquiring company of liabilities of the target company, or both.
- [<sup>F46</sup>(3A) The second condition applies only in relation to an instrument transferring land in the United Kingdom and is that the acquiring company is not associated with another company that is a party to arrangements with the target company relating to shares of the acquiring company issued in connection with the transfer of the undertaking or part.
- <sup>F46</sup>(3B) Where an instrument transfers land in the United Kingdom together with other property, the provisions of this section apply as if there were two separate instruments, one relating to land in the United Kingdom and the other relating to other property.]
- (4) The rate is the rate of [<sup>F47</sup>0.5%] of the amount or value of the consideration for the sale to which the instrument gives effect.
- (5) An instrument on which, by virtue only of [<sup>F48</sup>this section], the rate at which stamp duty is charged is not to exceed that mentioned in subsection (4) above shall not be taken to be duly stamped unless it is stamped with the duty to which it would be liable but for [<sup>F48</sup>this section] or it has, in accordance with section 12 of the Stamp Act 1891, been stamped with a particular stamp denoting that it is duly stamped.
- (6) In subsection (2)(b) above “relevant debts” means—
- (a) any debt in the case of which the assignor is a bank or trade creditor, and
  - (b) any other debt incurred not less than two years before the date on which the instrument is executed.
- [<sup>F49</sup>(6A) For the purposes of subsection (3A) above—
- (a) companies are associated if one has control of the other or both are controlled by the same person or persons, and
  - (b) “arrangements” includes any scheme, agreement or understanding, whether or not legally enforceable.
- The references in paragraph (a) above to control shall be construed in accordance with section 416 of the Taxes Act 1988.]
- (7) This section applies to any instrument executed on or after the day on which the rule of The Stock Exchange that prohibits a person from carrying on business as both a broker and a jobber is abolished.

*Status: Point in time view as at 01/04/2009.*

*Changes to legislation: There are currently no known outstanding effects for the Finance Act 1986, PART III. (See end of Document for details)*

### Textual Amendments

- F41** Words in s. 76(2) substituted (*retrospective to 24.4.2002 and with application as mentioned in s. 112(7)(8) of the amending Act*) by 2002 c. 23, s. 112(1)(2)(7)-(9)
- F42** Words in s. 76(2) substituted (27.7.1999 with effect as mentioned in s. 112(6) of the amending Act) by 1999 c. 16, ss. 112(4)(6), 122, **Sch. 14 para. 15(2)**
- F43** Words in s. 76(3) substituted (*retrospective to 24.4.2002 and with application as mentioned in s. 112(7)(8) of the amending Act*) by 2002 c. 23, s. 112(1)(3)(7)-(9)
- F44** Words in s. 76(3) repealed (with effect in accordance with s. 169(5) of the amending Act) by **Finance Act 2006 (c. 25), s. 169(3), Sch. 26 Pt. 7(5)**
- F45** Words in s. 76(3)(a) substituted (28.7.2000 with effect as mentioned in s. 127(5) of the amending Act) by 2000 c.17, **s. 127(4)**
- F46** S. 76(3A)(3B) inserted (*retrospective to 24.4.2002 and with application as mentioned in s. 112(7)(8) of the amending Act*) by 2002 c. 23, s. 112(1)(4)(7)-(9)
- F47** Words in s. 76(4) substituted (27.7.1999 with effect as mentioned in s. 112(6) of the amending Act) by 1999 c. 16, ss. 112(4)(6), 122, **Sch. 14 para. 15(3)**
- F48** Words in s. 76(5) substituted (*retrospective to 24.4.2002 and with application as mentioned in s. 112(7)(8) of the amending Act*) by 2002 c. 23, s. 112(1)(5)(7)-(9)
- F49** S. 76(6A) inserted (*retrospective to 24.4.2002 and with application as mentioned in s. 112(7)(8) of the amending Act*) by 2002 c. 23, s. 112(1)(6)-(9)

### Modifications etc. (not altering text)

- C2** S. 76 excluded (28.4.1997) by **S.I. 1997/1156, reg. 12**  
S. 76 restricted (*retrospective to 24.4.2002*) by **Finance Act 2002 (c. 23), s. 113(1)(a)(9)**

## 77 Acquisition of target company's share capital

- (1) Stamp duty under [<sup>F50</sup>Part I of Schedule 13 to the Finance Act 1999 (conveyance or transfer on sale)] shall not be chargeable on an instrument transferring shares in one company (the target company) to another company (the acquiring company) if the conditions mentioned in subsection (3) below are fulfilled.
- (2) An instrument on which stamp duty is not chargeable by virtue only of subsection (1) above shall not be taken to be duly stamped unless it is stamped with the duty to which it would be liable but for that subsection or it has, in accordance with section 12 of the Stamp Act 1891, been stamped with a particular stamp denoting that it is not chargeable with any duty.
- (3) The conditions are that —
  - <sup>F51</sup>(a) .....
  - (b) the transfer forms part of an arrangement by which the acquiring company acquires the whole of the issued share capital of the target company,
  - (c) the acquisition is effected for bona fide commercial reasons and does not form part of a scheme or arrangement of which the main purpose, or one of the main purposes, is avoidance of liability to stamp duty, stamp duty reserve tax, income tax, corporation tax or capital gains tax,
  - (d) the consideration for the acquisition consists only of the issue of shares in the acquiring company to the shareholders of the target company,
  - (e) after the acquisition has been made, each person who immediately before it was made was a shareholder of the target company is a shareholder of the acquiring company,

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- (f) after the acquisition has been made, the shares in the acquiring company are of the same classes as were the shares in the target company immediately before the acquisition was made,
- (g) after the acquisition has been made, the number of shares of any particular class in the acquiring company bears to all the shares in that company the same proportion [<sup>F52</sup>, or as nearly as may be the same proportion,] as the number of shares of that class in the target company bore to all the shares in that company immediately before the acquisition was made, and
- (h) after the acquisition has been made, the proportion of shares of any particular class in the acquiring company held by any particular shareholder is the same [<sup>F53</sup>, or as nearly as may be the same,] as the proportion of shares of that class in the target company held by him immediately before the acquisition was made.

[<sup>F54</sup>(3A) If immediately before the acquisition the target company or the acquiring company holds any of its own shares, the shares are to be treated for the purposes of subsection (3) as having been cancelled before the acquisition (and, accordingly, the company is to be treated as if it were not a shareholder of itself).]

- (4) In this section references to shares and to share capital include references to stock.
- (5) This section applies to any instrument executed on or after 1st August 1986.

**Textual Amendments**

- F50** Words in s. 77(1) substituted (with effect as mentioned in s. 112(6) of the amending Act) by [Finance Act 1999 \(c. 16\)](#), ss. 112(4), [Sch. 14 para. 16](#) (with s. 122)
- F51** S. 77(3)(a) repealed (with effect in accordance with s. 169(5) of the amending Act) by [Finance Act 2006 \(c. 25\)](#), s. 169(4)(a), [Sch. 26 Pt. 7\(5\)](#)
- F52** Words in s. 77(3)(g) inserted (with effect in accordance with s. 169(5) of the amending Act) by [Finance Act 2006 \(c. 25\)](#), s. [169\(4\)\(b\)](#)
- F53** Words in s. 77(3)(h) inserted (with effect in accordance with s. 169(5) of the amending Act) by [Finance Act 2006 \(c. 25\)](#), s. [169\(4\)\(c\)](#)
- F54** S. 77(3A) inserted (with effect in accordance with s. 74(4) of the amending Act) by [Finance Act 2007 \(c. 11\)](#), s. [74\(2\)](#)

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

- C3** S. 77 excluded (28.4.1997) by [S.I. 1997/1156](#), [reg. 12](#)

*Loan capital, letters of allotment etc.*

**78 Loan capital.**

- <sup>F55</sup>(1) .....
- <sup>F55</sup>(2) .....
- <sup>F55</sup>(3) .....
- <sup>F55</sup>(4) .....
- <sup>F55</sup>(5) .....
- <sup>F55</sup>(6) .....

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- (7) In this section “loan capital” means—
- (a) any debenture stock, corporation stock or funded debt, by whatever name known, issued by a body corporate or other body of persons (which here includes a local authority and any body whether formed or established in the United Kingdom or elsewhere);
  - (b) any capital raised by such a body if the capital is borrowed or has the character of borrowed money, and whether it is in the form of stock or any other form;
  - (c) stock or marketable securities issued by the government of any country or territory outside the United Kingdom;
  - <sup>F56</sup>(d) any capital raised under arrangements which fall within section 48A of the Finance Act 2005 [<sup>F57</sup>or section 507 of the Corporation Tax Act 2009] (alternative finance investment bonds).]

<sup>F55</sup>(8) .....

- (9) In this section “designated international organisation” means an international organisation designated for the purposes of section [<sup>F58</sup>324 of the Taxes Act 1988] by an order made under subsection (1) of that section.

<sup>F55</sup>(10) .....

<sup>F55</sup>(11) .....

<sup>F55</sup>(12) .....

<sup>F55</sup>(13) .....

<sup>F55</sup>(14) .....

**Textual Amendments**

- F55** S. 78(1)-(6)(8)(10)-(14) repealed (27.7.1999 with effect as mentioned in Sch. 20 Pt. V(2) Notes 1, 2 of the amending Act) by 1999 c. 16, s. 139, **Sch. 20 Pt. V(2)**
- F56** S. 78(7)(d) inserted (with effect in accordance with s. 154(5) of the amending Act) by **Finance Act 2008 (c. 9), s. 154(2)**
- F57** Words in s. 78(7)(d) inserted (with effect in accordance with s. 1329(1) of the amending Act) by **Corporation Tax Act 2009 (c. 4), s. 1329(1), Sch. 1 para. 323** (with Sch. 2 Pts. 1, 2)
- F58** Words substituted by **Income and Corporation Taxes Act 1988 (c. 1, SIF 63:1), s. 844, Sch. 29 para. 32**

**79 Loan capital: new provisions.**

<sup>F59</sup>(1) .....

- (2) Stamp duty under [<sup>F60</sup>Schedule 15 to the Finance Act 1999 (bearer instruments)] shall not be chargeable on the issue of an instrument which relates to loan capital or on the transfer of the loan capital constituted by, or transferable by means of, such an instrument.
- (3) Stamp duty shall not be chargeable on an instrument which transfers loan capital issued or raised by —
  - (a) the financial support fund of the Organisation for Economic Co-operation and Development,

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- (b) the Inter-American Development Bank, or
  - (c) an organisation which was a designated international organisation at the time of the transfer (whether or not it was such an organisation at the time the loan capital was issued or raised).
- (4) Subject to subsections (5) and (6) below, stamp duty shall not be chargeable on an instrument which transfers any other loan capital.
- (5) Subsection (4) above does not apply to an instrument transferring loan capital which, at the time the instrument is executed, carries a right (exercisable then or later) of conversion into shares or other securities, or to the acquisition of shares or other securities, including loan capital of the same description.
- (6) Subject to [<sup>F61</sup>subsections (7) to (7B)] below, subsection (4) above does not apply to an instrument transferring loan capital which, at the time the instrument is executed or any earlier time, carries or has carried —
- (a) a right to interest the amount of which exceeds a reasonable commercial return on the nominal amount of the capital,
  - (b) a right to interest the amount of which falls or has fallen to be determined to any extent by reference to the results of, or of any part of, a business or to the value of any property, or
  - (c) a right on repayment to an amount which exceeds the nominal amount of the capital and is not reasonably comparable with what is generally repayable (in respect of a similar nominal amount of capital) under the terms of issue of loan capital listed in the Official List of The Stock Exchange.
- (7) Subsection (4) above shall not be prevented from applying to an instrument by virtue of subsection (6)(a) or (c) above by reason only that the loan capital concerned carries a right to interest, or (as the case may be) to an amount payable on repayment, determined to any extent by reference to an index showing changes in the general level of prices payable in the United Kingdom over a period substantially corresponding to the period between the issue or raising of the loan capital and its repayment.
- [<sup>F62</sup>(7A) Subsection (4) above shall not be prevented from applying to an instrument by virtue of subsection (6)(b) above by reason only that the loan capital concerned carries a right to interest which—
- (a) reduces in the event of the results of a business or part of a business improving, or the value of any property increasing, or
  - (b) increases in the event of the results of a business or part of a business deteriorating, or the value of any property diminishing.]

[<sup>F63</sup>(7B) Subsection (4) shall not be prevented from applying to a capital market instrument by virtue of subsection (6)(b) by reason only that the capital market investment concerned carries or has carried a right to interest which ceases or reduces if, or to the extent that, the issuer, after meeting or providing for other obligations specified in the capital market arrangement concerned, has insufficient funds available from that capital market arrangement to pay all or part of the interest otherwise due.]

[<sup>F64</sup>(8) Where stamp duty is chargeable under Part I of Schedule 13 to the Finance Act 1999 (conveyance or transfer on sale) on an instrument which transfers loan capital, the rate at which duty is charged under that Part shall be 0.5% of the amount or value of the consideration for the sale to which the instrument gives effect.]



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[<sup>F65</sup>(8A) In the application of this section to loan capital that falls within paragraph (d) of section 78(7) (alternative finance investment bonds)—

(a) subsection (6) has effect as if—

(i) paragraph (a) were omitted, and

(ii) for paragraph (c) there were substituted—

“(c) a right at the end of the bond term (within the meaning of section 48A(1) of the Finance Act 2005 [<sup>F66</sup>or section 507(1) of the Corporation Tax Act 2009]) to a payment of an amount that exceeds the aggregate of—

(i) the amount paid for the issue of the bond, and

(ii) the notional payment amount;

and for this purpose the “notional payment amount” means the amount of the payments that would represent a reasonable commercial return (within the meaning of section 48A(1) of the Finance Act 2005 [<sup>F66</sup>or section 507(1) of the Corporation Tax Act 2009]) on the bond over the bond term, less the amount of the payments actually made.”,

(b) subsections (6)(b), (7), (7A), (7B) and (13) have effect as if references to interest were references to additional payments (“additional payments” having the same meaning as in section 48A of the Finance Act 2005 [<sup>F67</sup>or section 507 of the Corporation Tax Act 2009]), and

(c) subsections (7B) and (13) also have effect as if—

(i) references to a capital market investment were references to the loan capital falling within paragraph (d) of section 78(7), and

(ii) references to a capital market arrangement were to the arrangements under which that loan capital is raised.]

<sup>F59</sup>(9) .....

<sup>F59</sup>(10) .....

<sup>F59</sup>(11) .....

(12) Subsections (7), (9) <sup>F68</sup> . . . of section 78 above shall apply as if references to that section included references to this.

[<sup>F69</sup>(13) In this section—

“capital market instrument” means an instrument transferring a capital market investment issued as part of a capital market arrangement, and

“capital market investment” and “capital market arrangement” have the same meaning as in section 72B of the Insolvency Act 1986 (see paragraphs 1 to 3 of Schedule 2A to that Act).]

#### Textual Amendments

**F59** S. 79(1)(9)-(11) repealed (27.7.1999 with effect as mentioned in Sch. 20 Pt. V(2) Notes 1, 2 of the amending Act) by [Finance Act 1999 \(c. 16\)](#), s. 138, [Sch. 20 Pt. V\(2\)](#)

**F60** Words in s. 79(2) substituted (with application as mentioned in s. 113(4) of the amending Act) by [Finance Act 1999 \(c. 16\)](#), s. 113(3), [Sch. 16 para. 5](#)

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- F61** Words in s. 79(6) substituted (with effect in accordance with s. 101(5) of the amending Act) by Finance Act 2008 (c. 9), s. 101(2)
- F62** S. 79(7A) inserted (with effect as mentioned in s. 133(2)(3) of the amending Act) by Finance Act 2000 (c. 17), s. 133(1)
- F63** S. 79(7B) inserted (with effect in accordance with s. 101(5) of the amending Act) by Finance Act 2008 (c. 9), s. 101(3)
- F64** S. 79(8) substituted (with effect as mentioned in s. 112(6) of the amending Act) by Finance Act 1999 (c. 16), s. 112(4), Sch. 14 para. 17 (with s. 122)
- F65** S. 79(8A) inserted (with effect in accordance with s. 154(5) of the amending Act) by Finance Act 2008 (c. 9), s. 154(3)
- F66** Words in s. 79(8A)(a)(ii) inserted (with effect in accordance with s. 1329(1) of the amending Act) by Corporation Tax Act 2009 (c. 4), s. 1329(1), Sch. 1 para. 324(a) (with Sch. 2 Pts. 1, 2)
- F67** Words in s. 79(8A)(b) inserted (with effect in accordance with s. 1329(1) of the amending Act) by Corporation Tax Act 2009 (c. 4), s. 1329(1), Sch. 1 para. 324(b) (with Sch. 2 Pts. 1, 2)
- F68** Words in s. 79(12) repealed (27.7.1999 with effect as mentioned in Sch. 20 Pt. V(2) Notes 1, 2 of the amending Act) by Finance Act 1999 (c. 16), s. 139, Sch. 20 Pt. V(2)
- F69** S. 79(13) inserted (with effect in accordance with s. 101(5) of the amending Act) by Finance Act 2008 (c. 9), s. 101(4)

**F70** 80 .....

#### Textual Amendments

- F70** Ss. 80-84 repealed by Finance Act 1990 (c. 29, SIF 114), s. 132, Sch. 19 Pt. VI; and the repealed ss. 80-83 are subject to further amendments by: S.I. 1992/3286, reg. 2; 1997 c. 16, ss. 97, 98, 113, Sch. 18 Pt. VIII, Notes 1, 3, 4; S.I. 1998/3177, regs. 25, 27, 29; 1999 c. 16, ss. 112(4)(6), 122, 139, Sch. 14 paras. 18, 19, Sch. 20 Pt. V(2), Notes 1, 2 (which amending Sch. 14 paras. 18, 19 are repealed by 1999 c. 16, ss. 123(3)(4), 139, Sch. 20 Pt. V(6) Note); and S.I. 2001/3629, arts. 7, 109, Sch.

#### [<sup>F71</sup>80A Sales to intermediaries.

- [<sup>F72</sup>(1) Stamp duty shall not be chargeable on an instrument transferring stock of a particular kind on sale to a person or the person's nominee if—
- (a) the person is a member of a regulated market on which stock of that kind is regularly traded; and
  - (b) the person is an intermediary and is recognised as such by the market in accordance with arrangements approved by the Commissioners.
- (1A) Stamp duty shall not be chargeable on an instrument transferring stock of a particular kind on sale to a person or the person's nominee if—
- (a) the person is a member of a multilateral trading facility, or a recognised foreign exchange, on which stock of that kind is regularly traded;
  - (b) the person is an intermediary and is recognised as such by the facility or exchange in accordance with arrangements approved by the Commissioners; and
  - (c) the sale is effected on the facility or exchange.
- (1B) Stamp duty shall not be chargeable on an instrument transferring stock of a particular kind on sale to a person or the person's nominee if—

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- (a) the person is an intermediary who is approved for the purposes of this section by the Commissioners; and
  - (b) stock of that kind is regularly traded on a regulated market.
- (1C) Stamp duty shall not be chargeable on an instrument transferring stock of a particular kind on sale to a person or the person's nominee if—
- (a) the person is an intermediary who is approved for the purposes of this section by the Commissioners;
  - (b) stock of that kind is regularly traded on a multilateral trading facility or a recognised foreign exchange; and
  - (c) the sale is effected on the facility or exchange.
- (2) Stamp duty shall not be chargeable on an instrument transferring stock of a particular kind on sale to a person or the person's nominee if—
- (a) the person is a member of a regulated market, a multilateral trading facility or a recognised foreign options exchange;
  - (b) options to buy or sell stock of that kind are regularly traded on, and are listed by or quoted on, that market, facility or exchange;
  - (c) the person is an options intermediary and is recognised as such by that market, facility or exchange in accordance with arrangements approved by the Commissioners; and
  - (d) stock of that kind is regularly traded on a regulated market.
- (2A) Stamp duty shall not be chargeable on an instrument transferring stock of a particular kind on sale to a person or the person's nominee if—
- (a) the person is a member of a regulated market, a multilateral trading facility or a recognised foreign options exchange;
  - (b) options to buy or sell stock of that kind are regularly traded on, and are listed by or quoted on, that market, facility or exchange;
  - (c) the person is an options intermediary and is recognised as such by that market, facility or exchange in accordance with arrangements approved by the Commissioners; and
  - (d) the sale is effected on a relevant qualifying exchange on which stock of that kind is regularly traded or is effected on a relevant qualifying exchange pursuant to the exercise of a relevant option and options to buy or sell stock of that kind are regularly traded on, and are listed by or quoted on, that exchange;
- and in paragraph (d) “relevant qualifying exchange” means a multilateral trading facility, a recognised foreign options exchange or a recognised foreign exchange.
- (2B) Stamp duty shall not be chargeable on an instrument transferring stock of a particular kind on sale to a person or the person's nominee if—
- (a) the person is an options intermediary who is approved for the purposes of this section by the Commissioners;
  - (b) options to buy or sell stock of that kind are regularly traded on, and are listed by or quoted on, a regulated market, a multilateral trading facility or a recognised foreign options exchange; and
  - (c) stock of that kind is regularly traded on a regulated market.
- (2C) Stamp duty shall not be chargeable on an instrument transferring stock of a particular kind on sale to a person or the person's nominee if—

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- (a) the person is an options intermediary who is approved for the purposes of this section by the Commissioners;
  - (b) options to buy or sell stock of that kind are regularly traded on, and are listed by or quoted on, a regulated market, a multilateral trading facility or a recognised foreign options exchange; and
  - (c) the sale is effected on a relevant qualifying exchange on which stock of that kind is regularly traded or is effected on a relevant qualifying exchange pursuant to the exercise of a relevant option and options to buy or sell stock of that kind are regularly traded on, and are listed by or quoted on, that exchange;
- and in paragraph (c) “relevant qualifying exchange” means a multilateral trading facility, a recognised foreign options exchange or a recognised foreign exchange.]
- (4) For the purposes of this section—
- (a) an intermediary is a person who carries on a bona fide business of dealing in stock and does not carry on an excluded business; and
  - (b) an options intermediary is a person who carries on a bona fide business of dealing in quoted or listed options to buy or sell stock and does not carry on an excluded business.
- (5) The excluded businesses are the following—
- (a) any business which consists wholly or mainly in the making or managing of investments;
  - (b) any business which consists wholly or mainly in, or is carried on wholly or mainly for the purpose of, providing services to persons who are connected with the person carrying on the business;
  - (c) any business which consists in insurance business;
  - (d) any business which consists in managing or acting as trustee in relation to a pension scheme or which is carried on by the manager or trustee of such a scheme in connection with or for the purposes of the scheme;
  - (e) any business which consists in operating or acting as trustee in relation to a collective investment scheme or is carried on by the operator or trustee of such a scheme in connection with or for the purposes of the scheme.
- (6) A sale is effected on [<sup>F73</sup>a facility or] an exchange for the purposes of [<sup>F74</sup>this section] if (and only if)—
- (a) it is subject to the rules of [<sup>F75</sup>the facility or exchange]; and
  - (b) it is reported to [<sup>F75</sup>the facility or exchange] in accordance with the rules of [<sup>F75</sup>the facility or exchange].
- [ The Commissioners may approve a person for the purposes of this section only if the
- <sup>F76</sup>(6A) person is authorised under the law of an EEA State to provide any of the investment services or activities listed in Section A 2 or 3 of Annex I to the Directive (execution of orders on behalf of clients and dealing on own account), whether or not the person is authorised under the Directive.]
- (7) An instrument on which stamp duty is not chargeable by virtue only of this section shall not be deemed to be duly stamped unless it has been stamped with a stamp denoting that it is not chargeable with any duty; and notwithstanding anything in section 122(1) of the <sup>M7</sup>Stamp Act 1891, the stamp may be a stamp of such kind as the Commissioners may prescribe.]

*Status: Point in time view as at 01/04/2009.*

*Changes to legislation: There are currently no known outstanding effects for the Finance Act 1986, PART III. (See end of Document for details)*

#### Textual Amendments

- F71** S. 80A inserted (20.10.1997) by 1997 c. 16, s. 97(1)(4); S.I. 1997/2428, art. 2
- F72** S. 80A(1)-(2C) substituted for s. 80A(1)-(3) (with effect in accordance with Sch. 21 para. 1(5) of the amending Act) by Finance Act 2007 (c. 11), Sch. 21 para. 1(2)
- F73** Words in s. 80A(6) inserted (with effect in accordance with Sch. 21 para. 1(5) of the amending Act) by Finance Act 2007 (c. 11), Sch. 21 para. 1(3)(a)
- F74** Words in s. 80A(6) substituted (with effect in accordance with Sch. 21 para. 1(5) of the amending Act) by Finance Act 2007 (c. 11), Sch. 21 para. 1(3)(b)
- F75** Words in s. 80A(6) substituted (with effect in accordance with Sch. 21 para. 1(5) of the amending Act) by Finance Act 2007 (c. 11), Sch. 21 para. 1(3)(c)
- F76** S. 80A(6A) inserted (with effect in accordance with Sch. 21 para. 1(5) of the amending Act) by Finance Act 2007 (c. 11), Sch. 21 para. 1(4)

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

- C4** S. 80A extended (12.10.2004) by The Stamp Duty and Stamp Duty Reserve Tax (Extension of Exceptions relating to Recognised Exchanges) Regulations 2004 (S.I. 2004/2421), art. 1, reg. 2
- C5** S. 80A: power to extend conferred (20.7.2005) by Finance (No. 2) Act 2005 (c. 22), s. 50(1)-(4)
- C6** S. 80A extended (with modifications) (11.8.2005) by The Stamp Duty and Stamp Duty Reserve Tax (Extension of Exceptions relating to Recognised Exchanges) Regulations 2005 (S.I. 2005/1990), regs. 1, 2-7
- C7** S. 80A extended (16.2.2006) by The Stamp Duty and Stamp Duty Reserve Tax (Extension of Exceptions relating to Recognised Exchanges) Regulations 2006 (S.I. 2006/139), regs. 1, 2(1)
- C8** S. 80A: power to extend conferred (24.7.2002) by 2002 c. 23, s. 117(2)
- C9** S. 80A extended (26.7.2002) by S.I. 2002/1975, reg. 2

#### Marginal Citations

- M7** 1891 c. 39.

### [<sup>F77</sup>80B Intermediaries: supplementary.

(1) For the purposes of section 80A above the question whether a person is connected with another shall be determined in accordance with the provisions of section 839 of the <sup>M8</sup>Income and Corporation Taxes Act 1988.

<sup>F78</sup>(2) In section 80A above and this section—

“collective investment scheme” has the meaning given in section 75 of the <sup>M9</sup>Financial Services Act 1986;

[<sup>F79</sup>“the Directive” means Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments, as amended from time to time;]

<sup>F80</sup> ...

“EEA State” [<sup>F81</sup>, in relation to any time, means a State which at that time is a member State or any other State which at that time] is a contracting party to the agreement on the European Economic Area signed at Oporto on the 2nd May 1992 as adjusted by the Protocol signed at Brussels on the 17th March 1993 [<sup>F82</sup>(as modified or supplemented from time to time)];

“insurance business” means long term business or general business as defined in section 1 of the <sup>M10</sup>Insurance Companies Act 1982;

“quoted or listed options” means options which are quoted on or listed by an EEA exchange or a recognised foreign options exchange;

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“stock” includes any marketable security;  
“trustee” and “the operator” shall, in relation to a collective investment scheme, be construed in accordance with section 75(8) of the Financial Services Act 1986.

[ Each of the following expressions—  
<sup>F83</sup>(2A) “multilateral trading facility”, and  
“regulated market”,  
has the same meaning in section 80A above as it has for the purposes of the Directive.]

- (3) In section 80A above “recognised foreign exchange” means a market which—  
(a) is not in an EEA State; and  
(b) is specified in regulations made by the Treasury under this subsection.
- (4) In section 80A above and this section “recognised foreign options exchange” means a market which—  
(a) is not in an EEA State; and  
(b) is specified in regulations made by the Treasury under this subsection.
- (5) In section 80A above “the exercise of a relevant option” means—  
(a) the exercise by the options intermediary concerned of an option to buy stock;  
or  
(b) the exercise of an option binding the options intermediary concerned to buy stock.

[ The Treasury may by regulations amend section 80A above and this section (as they  
<sup>F84</sup>(5A) have effect for the time being) in order to extend the exemption from duty under that section.]

- (6) The Treasury may by regulations provide that section 80A above shall not have effect in relation to instruments executed in pursuance of kinds of agreement specified in the regulations.
- (7) The Treasury may by regulations provide that if—  
(a) an instrument falls within [<sup>F85</sup>any of subsections (1) to (2C)] of section 80A above, and  
(b) stamp duty would be chargeable on the instrument apart from that section,  
stamp duty shall be chargeable on the instrument at a rate, specified in the regulations, which shall not exceed 10p for every £100 or part of £100 of the consideration for the sale.
- (8) The Treasury may by regulations change the meaning of “intermediary” or “options intermediary” for the purposes of section 80A above by amending subsection (4) or (5) of that section (as it has effect for the time being).
- (9) The power to make regulations under subsections (3) to (8) above shall be exercisable by statutory instrument subject to annulment in pursuance of a resolution of the House of Commons.]

#### Textual Amendments

**F77** S. 80B inserted (20.10.1997) by 1997 c. 16, s. 97(1)(4); S.I. 1997/2428, art. 2

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- F78** Words in s. 80B(2) substituted (1.4.2007 for specified purposes, 1.11.2007 in so far as not already in force) by [The Financial Services and Markets Act 2000 \(Markets in Financial Instruments\) Regulations 2007 \(S.I. 2007/126\)](#), reg. 1(2), [Sch. 6 para. 8\(2\)](#)
- F79** Words in s. 80B(2) inserted (19.7.2007) by [Finance Act 2007 \(c. 11\)](#), [Sch. 21 para. 2\(2\)\(a\)](#)
- F80** Words in s. 80B(2) repealed (with effect in accordance with Sch. 21 para. 2(6) of the amending Act) by [Finance Act 2007 \(c. 11\)](#), [Sch. 21 para. 2\(2\)\(b\)](#), [Sch. 27 Pt. 4\(2\)](#)
- F81** Words in s. 80B(2) substituted (19.7.2007) by [Finance Act 2007 \(c. 11\)](#), [Sch. 21 para. 2\(2\)\(c\)](#)
- F82** Words in s. 80B(2) inserted (19.7.2007) by [Finance Act 2007 \(c. 11\)](#), [Sch. 21 para. 2\(2\)\(c\)](#)
- F83** [S. 80B\(2A\)](#) inserted (with effect in accordance with Sch. 21 para. 2(6) of the amending Act) by [Finance Act 2007 \(c. 11\)](#), [Sch. 21 para. 2\(3\)](#)
- F84** [S. 80B\(5A\)](#) inserted (with effect in accordance with Sch. 21 para. 2(6) of the amending Act) by [Finance Act 2007 \(c. 11\)](#), [Sch. 21 para. 2\(4\)](#)
- F85** Words in s. 80B(7) substituted (with effect in accordance with Sch. 21 para. 2(6) of the amending Act) by [Finance Act 2007 \(c. 11\)](#), [Sch. 21 para. 2\(5\)](#)

#### Marginal Citations

- M8** 1988 c. 1.  
**M9** 1986 c. 60.  
**M10** 1982 c. 50.

### [<sup>F86</sup>80C Repurchases and stock lending.

- (1) This section applies where a person (A) has entered into an arrangement with another person (B) under which—
- (a) B is to transfer stock of a particular kind to A or his nominee, and
  - (b) stock of the same kind and amount is to be transferred by A or his nominee to B or his nominee,
- and the conditions set out in subsection [<sup>F87</sup> (2A) or] (3) below are fulfilled.
- (2) Stamp duty shall not be chargeable on an instrument transferring stock to B or his nominee or A or his nominee in accordance with the arrangement.

[ The conditions in this subsection are—

- <sup>F88</sup>(2A) (a) that A or B is authorised under the law of an EEA State to provide any of the investment services or activities listed in Section A 2 or 3 of Annex I to the Directive (execution of orders on behalf of clients and dealing on own account) in relation to stock of the kind concerned, whether or not A or B is authorised under the Directive; and
- (b) that stock of the kind concerned is regularly traded on a regulated market.]

(3) The conditions [<sup>F89</sup> in this subsection] are—

- (a) that the arrangement is effected on [<sup>F90</sup> a regulated market, a multilateral trading facility] or a recognised foreign exchange; and
- (b) that stock of the kind concerned is regularly traded on that [<sup>F91</sup> market, facility or] exchange.

(4) An arrangement does not fall within subsection (1) above if—

- (a) the arrangement is not such as would be entered into by persons dealing with each other at arm's length; or
- (b) under the arrangement any of the benefits or risks arising from fluctuations, before the transfer to B or his nominee takes place, in the market value of the stock accrues to, or falls on, A.



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- (5) An instrument on which stamp duty is not chargeable by virtue only of subsection (2) above shall not be deemed to be duly stamped unless it has been stamped with a stamp denoting that it is not chargeable with any duty; and notwithstanding anything in section 122(1) of the <sup>M11</sup>Stamp Act 1891, the stamp may be a stamp of such kind as the Commissioners may prescribe.
- (6) An arrangement is effected on [<sup>F92</sup>a market, a facility or] an exchange for the purposes of subsection (3) above if (and only if)—
- (a) it is subject to the rules of [<sup>F93</sup>the market, facility or exchange]; and
  - (b) it is reported to [<sup>F93</sup>the market, facility or exchange] in accordance with the rules of [<sup>F93</sup>the market, facility or exchange].
- (7) In this section—
- [<sup>F94</sup>“the Directive” has the meaning given in section 80B(2) above;]  
[<sup>F94</sup>“EEA State” has the meaning given in section 80B(2) above;]  
<sup>F95</sup> ...  
“recognised foreign exchange” has the meaning given in section 80B(3) above.
- [ Each of the following expressions—
- <sup>F96</sup>(7A) “multilateral trading facility”, and  
“regulated market”,  
has the same meaning in this section as it has for the purposes of the Directive.]
- (8) The Treasury may by regulations provide that if stamp duty would be chargeable on an instrument but for subsection (2) above, stamp duty shall be chargeable on the instrument at a rate, specified in the regulations, which shall not exceed 10p for every £100 or part of £100 of the consideration for the transfer.
- (9) The Treasury may by regulations amend this section (as it has effect for the time being) in order—
- (a) to change the conditions for exemption from duty under this section; or
  - (b) to provide that this section does not apply in relation to kinds of arrangement specified in the regulations.
- (10) The power to make regulations under subsection (8) or (9) above shall be exercisable by statutory instrument subject to annulment in pursuance of a resolution of the House of Commons.]

#### Textual Amendments

- F86** S. 80C inserted (20.10.1997) by 1997 c. 16, s. 98(1)(3); S.I. 1997/2428, art. 2
- F87** Words in s. 80C(1) inserted (with effect in accordance with Sch. 21 para. 5(8) of the amending Act) by Finance Act 2007 (c. 11), Sch. 21 para. 5(2)
- F88** S. 80C(2A) inserted (with effect in accordance with Sch. 21 para. 5(8) of the amending Act) by Finance Act 2007 (c. 11), Sch. 21 para. 5(3)
- F89** Words in s. 80C(3) inserted (with effect in accordance with Sch. 21 para. 5(8) of the amending Act) by Finance Act 2007 (c. 11), Sch. 21 para. 5(4)(a)
- F90** Words in s. 80C(3) substituted (with effect in accordance with Sch. 21 para. 5(8) of the amending Act) by Finance Act 2007 (c. 11), Sch. 21 para. 5(4)(b)
- F91** Words in s. 80C(3) inserted (with effect in accordance with Sch. 21 para. 5(8) of the amending Act) by Finance Act 2007 (c. 11), Sch. 21 para. 5(4)(c)



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- F92** Words in s. 80C(6) inserted (with effect in accordance with Sch. 21 para. 5(8) of the amending Act) by [Finance Act 2007 \(c. 11\)](#), [Sch. 21 para. 5\(5\)\(a\)](#)
- F93** Words in s. 80C(6) substituted (with effect in accordance with Sch. 21 para. 5(8) of the amending Act) by [Finance Act 2007 \(c. 11\)](#), [Sch. 21 para. 5\(5\)\(b\)](#)
- F94** Words in s. 80C(7) inserted (with effect in accordance with Sch. 21 para. 5(8) of the amending Act) by [Finance Act 2007 \(c. 11\)](#), [Sch. 21 para. 5\(6\)\(a\)](#)
- F95** Words in s. 80C(7) repealed (with effect in accordance with Sch. 21 para. 5(8) of the amending Act) by [Finance Act 2007 \(c. 11\)](#), [Sch. 21 para. 5\(6\)\(b\)](#), [Sch. 27 Pt. 4\(2\)](#)
- F96** S. 80C(7A) inserted (with effect in accordance with Sch. 21 para. 5(8) of the amending Act) by [Finance Act 2007 \(c. 11\)](#), [Sch. 21 para. 5\(7\)](#)

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

- C10** S. 80C extended (12.10.2004) by [The Stamp Duty and Stamp Duty Reserve Tax \(Extension of Exceptions relating to Recognised Exchanges\) Regulations 2004 \(S.I. 2004/2421\)](#), art. 1, [reg. 2](#)
- C11** S. 80C: power to extend conferred (20.7.2005) by [Finance \(No. 2\) Act 2005 \(c. 22\)](#), [s. 50\(1\)-\(4\)](#)
- C12** S. 80C extended (with modifications) (11.8.2005) by [The Stamp Duty and Stamp Duty Reserve Tax \(Extension of Exceptions relating to Recognised Exchanges\) Regulations 2005 \(S.I. 2005/1990\)](#), regs. 1, [2-7](#)
- C13** S. 80C extended (16.2.2006) by [The Stamp Duty and Stamp Duty Reserve Tax \(Extension of Exceptions relating to Recognised Exchanges\) Regulations 2006 \(S.I. 2006/139\)](#), regs. 1, [2\(1\)](#)
- C14** S. 80C: power to extend conferred (24.7.2002) by [2002 c. 23](#), [s. 117\(2\)](#)
- C15** S. 80C extended (26.7.2002) by [S.I. 2002/1975](#), [art. 2](#)

**Marginal Citations**

- M11** [1891 c. 39](#).

**F97** **81** .....

**Textual Amendments**

- F97** Ss. 80-84 repealed by [Finance Act 1990 \(c. 29, SIF 114\)](#), s. 132, [Sch. 19 Pt. VI](#); and the repealed ss. 80-83 are subject to further amendments by: [S.I. 1992/3286](#), [reg. 2](#); [1997 c. 16](#), ss. 97, 98, 113, [Sch. 18 Pt. VIII](#), Notes 1, 3, 4; [S.I. 1998/3177](#), [regs. 25, 27, 29](#); [1999 c. 16](#), ss. 112(4)(6), 122, 139, [Sch. 14 paras. 18, 19](#), [Sch. 20 Pt. V\(2\)](#), Notes 1, 2 (which amending [Sch. 14 paras. 18, 19](#) are repealed by [1999 c. 16](#), ss. 123(3)(4), 139, [Sch. 20 Pt. V\(6\)](#) Note); and [S.I. 2001/3629](#), arts. 7, 109, [Sch.](#)

**F98** **82** .....

**Textual Amendments**

- F98** Ss. 80-84 repealed by [Finance Act 1990 \(c. 29, SIF 114\)](#), s. 132, [Sch. 19 Pt. VI](#); and the repealed ss. 80-83 are subject to further amendments by: [S.I. 1992/3286](#), [reg. 2](#); [1997 c. 16](#), ss. 97, 98, 113, [Sch. 18 Pt. VIII](#), Notes 1, 3, 4; [S.I. 1998/3177](#), [regs. 25, 27, 29](#); [1999 c. 16](#), ss. 112(4)(6), 122, 139, [Sch. 14 paras. 18, 19](#), [Sch. 20 Pt. V\(2\)](#), Notes 1, 2 (which amending [Sch. 14 paras. 18, 19](#) are repealed by [1999 c. 16](#), ss. 123(3)(4), 139, [Sch. 20 Pt. V\(6\)](#) Note); and [S.I. 2001/3629](#), arts. 7, 109, [Sch.](#)

**F99** **83** .....

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### Textual Amendments

**F99** Ss. 80-84 repealed by Finance Act 1990 (c. 29, SIF 114), s. 132, **Sch. 19 Pt. VI**; and the repealed ss. 80-83 are subject to further amendments by: S.I. 1992/3286, **reg. 2**; 1997 c. 16, ss. 97, 98, 113, **Sch. 18 Pt. VIII**, Notes 1, 3, 4; S.I. 1998/3177, **regs. 25, 27, 29**; 1999 c. 16, ss. 112(4)(6), 122, 139, **Sch. 14 paras. 18, 19, Sch. 20 Pt. V(2)**, Notes 1, 2 (which amending Sch. 14 paras. 18, 19 are repealed by 1999 c. 16, ss. 123(3)(4), 139, **Sch. 20 Pt. V(6)** Note); and S.I. 2001/3629, arts. 7, 109, **Sch.**

### <sup>F100</sup>84 Miscellaneous exemptions

- (1) In section 127(1) of the Finance Act 1976 <sup>M12</sup>(no stamp duty on transfer to stock exchange nominee executed for purposes of a stock exchange transaction) the words “ which is executed for the purposes of a stock exchange transaction ” shall be omitted.
- (2) Stamp duty shall not be chargeable on an instrument effecting a transfer of stock if—
  - (a) the transferee is a recognised investment exchange or a nominee of a recognised investment exchange, and
  - (b) an agreement which relates to the stamp duty which would (apart from this subsection) be chargeable on the instrument, and was made between the Commissioners and the investment exchange under section 33 of the Finance Act 1970, is in force at the time of the transfer.
- (3) Stamp duty shall not be chargeable on an instrument effecting a transfer of stock if—
  - (a) the transferee is a recognised clearing house or a nominee of a recognised clearing house, and
  - (b) an agreement which relates to the stamp duty which would (apart from this subsection) be chargeable on the instrument, and was made between the Commissioners and the clearing house under section 33 of the Finance Act 1970 <sup>M13</sup>, is in force at the time of the transfer.
- (4) Subsection (1) above applies to any transfer giving effect to a transaction carried out on or after the day of The Stock Exchange reforms.
- (5) Subsection (2) above applies to any instrument giving effect to a transaction carried out on or after such day as the Commissioners may appoint by order made by statutory instrument.
- (6) Subsection (3) above applies to any instrument giving effect to a transaction carried out on or after such day as the Commissioners may appoint by order made by statutory instrument.

### Textual Amendments

**F100** Ss. 80-84 repealed by Finance Act 1990 (c. 29, SIF 114), s. 132, **Sch. 19 Pt. VI**; and the repealed ss. 80-83 are subject to further amendments by: S.I. 1992/3286, **reg. 2**; 1997 c. 16, ss. 97, 98, 113, **Sch. 18 Pt. VIII**, Notes 1, 3, 4; S.I. 1998/3177, **regs. 25, 27, 29**; 1999 c. 16, ss. 112(4)(6), 122, 139, **Sch. 14 paras. 18, 19, Sch. 20 Pt. V(2)**, Notes 1, 2 (which amending Sch. 14 paras. 18, 19 are repealed by 1999 c. 16, ss. 123(3)(4), 139, **Sch. 20 Pt. V(6)** Note); and S.I. 2001/3629, arts. 7, 109, **Sch.**

### Marginal Citations

**M12** 1976 c. 40.  
**M13** 1970 c. 24.

*Status: Point in time view as at 01/04/2009.*

*Changes to legislation: There are currently no known outstanding effects for the Finance Act 1986, PART III. (See end of Document for details)*

## 85 Supplementary

- (1) Section 42(1) of the Finance Act 1920<sup>M14</sup> (reduction of duty in case of certain transfers to jobbers or nominees or qualified dealers) shall have effect, in the case of any transfer giving effect to a transaction carried out on or after the day of The Stock Exchange reforms as if the following were omitted—
  - (a) in that subsection, the words “ a jobber or his nominee or to” and in the proviso to it the words “jobber or”(in each place);
  - (b) in subsection (3) of that section, paragraph (d) of the definition of “qualified dealer”(Stock Exchange brokers).
- (2) Section 34 of the Finance Act 1961<sup>M15</sup> and section 4 of the Finance Act (Northern Ireland) 1961<sup>M16</sup> (borrowing of stock by jobbers) shall not apply where stock is transferred in discharge of an undertaking given on or after the day of The Stock Exchange reforms.
- (3) Section 42(1) of the Finance Act 1920 shall not apply to any transfer giving effect to a transaction carried out on or after such day as is specified for this purpose in regulations made under section 81(5) above; and different days may be so specified for different purposes.
- (4) Section 127(2) of the Finance Act 1976<sup>M17</sup> (transfer otherwise than on sale from stock exchange nominee to jobber) shall not apply to any transfer giving effect to a transaction carried out on or after the day of The Stock Exchange reforms.
- (5) In sections 81, 82 and 84 above and this section—
  - (a) “the day of The Stock Exchange reforms” means the day on which the rule of The Stock Exchange that prohibits a person from carrying on business as both a broker and a jobber is abolished,
  - (b) references to a recognised investment exchange are to a recognised investment exchange within the meaning [<sup>F101</sup>given by section 285(1)(a) of the Financial Services and Markets Act 2000],
  - (c) references to a recognised clearing house are to a recognised clearing house within the meaning [<sup>F102</sup>given by section 285(1)(b) of the Financial Services and Markets Act 2000], and
  - (d) “stock” includes marketable security.

### Textual Amendments

**F101** Words in s. 85(5)(b) substituted (with effect as mentioned in art. 8(4) of the amending S.I.) by S.I. 2001/3629, art. 8(2)

**F102** Words in s. 85(5)(c) substituted (with effect as mentioned in art. 8(4) of the amending S.I.) by S.I. 2001/3629, art. 8(3)

### Marginal Citations

**M14** 1920 c. 18.

**M15** 1961 c. 36.

**M16** 1961 c. 10 (N. I.).

**M17** 1976 c. 40.

**Status:**

Point in time view as at 01/04/2009.

**Changes to legislation:**

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