

SCHEDULES

SCHEDULE 1

Section 1(6).

PROVISIONS SUPPLEMENTARY TO S. 1

Preparation for transfer to successor company

- 1 Without prejudice to any powers of the Corporation or Board apart from this paragraph, the Corporation and Board may each do before the appointed day anything which in their opinion is appropriate for the purpose of facilitating the vesting in the successor company by virtue of section 1 of this Act of the property, rights and liabilities of the Corporation or Board.

Provisions as to vesting of property etc.

- 2 Any agreement made, transaction effected or other thing done by, to or in relation to the Corporation or Board which is in force or effective immediately before the appointed day shall have effect as from that day as if made, effected or done by, to or in relation to the successor company, in all respects as if the successor company were the same person, in law, as the Corporation and the Board; and accordingly references to the Corporation or Board—

- (a) in any agreement (whether or not in writing) and in any deed, bond or instrument,
- (b) in any process or other document issued, prepared or employed for the purpose of any proceeding before any court or other tribunal or authority, and
- (c) in any other document whatever (other than an enactment) relating to or affecting any property, right or liability of the Corporation or Board which vests by virtue of section 1 of this Act in the successor company,

shall be taken as from the appointed day as referring to the successor company.

- 3 Where immediately before the appointed day there is in force an agreement which—

- (a) confers or imposes on the Corporation or Board any rights or liabilities which vest in the successor company by virtue of section 1 of this Act, and
- (b) refers (in whatever terms and whether expressly or by implication) to a member or officer of the Corporation or Board,

the agreement shall have effect, in relation to anything falling to be done on or after that day, as if for that reference there were substituted a reference to such person as that company may appoint or, in default of appointment, to the officer of that company who corresponds as nearly as may be to the member or officer of the Corporation or Board in question.

- 4 (1) It is hereby declared for the avoidance of doubt that—

- (a) the effect of section 1 of this Act in relation to any contract of employment with the Corporation or Board in force immediately before the appointed

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day is merely to modify the contract (as from that day) by substituting the successor company as the employer (and not to terminate the contract or vary it in any other way); and

- (b) that section is effective to vest the rights and liabilities of the Corporation or Board under any agreement or arrangement for the payment of pensions, allowances or gratuities in the successor company along with all other rights and liabilities of the Corporation or Board.

- (2) Accordingly, for the purposes of any such agreement or arrangement as it has effect as from the appointed day—

- (a) any period of employment with, or with a subsidiary of, the Corporation or Board, and
- (b) any period of employment which would, immediately before that day, have been treated as such employment for the purposes of any such agreement or arrangement,

shall count as employment with, or with that subsidiary of, the successor company.

Disqualification of certain directors of successor company

- 5 In the House of Commons Disqualification Act 1975, in Part III of Schedule 1 (other disqualifying offices) there shall be inserted at the appropriate place—

“girector of the successor company (within the meaning of the British Technology Group Act 1991) being a director nominated or appointed by a Minister of the Crown or by a person acting on behalf of the Crown”; and a corresponding amendment shall be made in Part III of Schedule 1 to the Northern Ireland Assembly Disqualification Act 1975.

SCHEDULE 2

Section 17(2).

REPEALS

PART I

REPEALS ON APPOINTED DAY

<i>Chapter</i>	<i>Short title</i>	<i>Extent of repeal</i>
1967 c. 32.	The Development of Inventions Act 1967.	Sections 2 to 13. Section 15(3) to (8). In the Schedule, paragraphs 4 to 8.
1972 c. 11.	The Superannuation Act 1972.	In Schedule 4 the entry relating to the National Research Development Corporation.
1975 c. 68.	The Industry Act 1975.	Part I except section 1. In section 13(2) the words “the Board or” in both places. In section 14(1)

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<i>Chapter</i>	<i>Short title</i>	<i>Extent of repeal</i>
		and (4) the words “or the Board”.In section 16(1)(b) and (4) the words “or the Board”.In section 19(3)(i) the words “the Board or”.In section 20(3) the words “; the Board”.Section 26.In section 37, in subsection (1) the definitions of “accounting year” and “wholly owned subsidiary” and subsections (2) and (4).In Schedule 1, paragraphs 7 to 10, 18, 19 and 20.Schedule 2.
1979 c. 32.	The Industry Act 1979.	In section 1, in subsection (1) the words “section 8 of the Industry Act 1975”, “the National Enterprise Board” and “that Board and”, in subsections (5) and (7) the figure “8” and in subsection (6) the figure “8(4)(b)” and the words “the Board or”.In the Schedule the entry relating to the Industry Act 1975.
1980 c. 33.	The Industry Act 1980.	Section 1(1).In section 2, in subsection (1) the words “the National Enterprise Board” and paragraph (a) and in subsections (2) and (3) the words “the National Enterprise Board”.Section 4(1).Section 5(3) and (5).Section 6(1).Section 8(1).In section 21(2) the words “section 2(2) of the Industry Act 1975” and “the National Enterprise Board”.
1980 c. 65.	The Local Government, Planning and Land Act 1980.	In section 170(2) the words “and the National Enterprise Board”.
1981 c. 6.	The Industry Act 1981.	Section 1.
1981 c. 68.	The Broadcasting Act 1981.	In section 65(2) the words “each of section 9 of the Industry Act 1975 and”.In Part II of Schedule 3 the entry relating to section 9 of the Industry Act 1975.

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<i>Chapter</i>	<i>Short title</i>	<i>Extent of repeal</i>
1983 c. 29.	The Miscellaneous Financial Provisions Act 1983.	In Schedule 2 the entry relating to the Industry Act 1975.
1985 c. 9.	The Companies Consolidation (Consequential Provisions) Act 1985.	In Schedule 2 the entry relating to section 12(3) of the Development of Inventions Act 1967, in the entry relating to section 37(1) of the Industry Act 1975 the words from “and in the definition of “wholly-owned subsidiary”” onwards and the entries relating to Schedules 1 and 2 to that Act.
1986 c. 60.	The Financial Services Act 1986.	In Schedule 16, paragraph 10.
1988 c. 50.	The Housing Act 1988.	In Schedule 9, in paragraph 4(b) the words “the National Enterprise Board”.
1989 c. 43.	The Statute Law (Repeals) Act 1989.	In Schedule 2, paragraph 13.
1990 c. 42.	The Broadcasting Act 1990.	In Schedule 20, paragraph 22. In Schedule 22, paragraph 5(2)(a).

PART II

<i>Repeals on dissolution of Corporation</i>	<i>Chapter</i>	<i>Short title</i>	<i>Extent of repeal</i>
1967 c. 32.	The Development of Inventions Act 1967.	Section 1. Section 15(1) and (2). The Schedule so far as unrepealed.	
1975 c. 24.	The House of Commons Disqualification Act 1975.	In Part III of Schedule 1 the entries relating to the chairman and managing director of the National Research Development Corporation.	
1975 c. 25.	The Northern Ireland Assembly Disqualification Act 1975.	In Part II of Schedule 1 the entry relating to	

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<i>Repeals on dissolution of Corporation</i>	<i>Chapter</i>	<i>Short title</i>	<i>Extent of repeal</i>
			members of the National Research Development Corporation.

PART III

<i>Repeals on dissolution of Board</i>	<i>Chapter</i>	<i>Short title</i>	<i>Extent of repeal</i>
1975 c. 24.	The House of Commons Disqualification Act 1975.	In Part III of Schedule 1 the entries relating to the chairman and chief executive of the National Enterprise Board.	
1975 c. 25.	The Northern Ireland Assembly Disqualification Act 1975.	In Part II of Schedule 1 the entry relating to the National Enterprise Board and in Part III of that Schedule the entry relating to the chief executive of the National Enterprise Board.	
1975 c. 68.	The Industry Act 1975.	Section 1.Schedule 1 so far as unrepealed.	
1980 c. 33.	The Industry Act 1980.	Section 7.	

SCHEDULE 3

Section 17(3).

TRANSITIONAL PROVISIONS AND SAVINGS

Constitution of the Corporation and Board

- 1 During the transitional period section 1(2) of the Development of Inventions Act 1967 (constitution of the Corporation) shall have effect as if for “less than four” there were substituted “less than three” and section 1(2) of the Industry Act 1975 (constitution of the Board) shall have effect as if for “not less than eight” there were substituted “not less than three”.

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Vesting of foreign property etc. in the successor company

- 2
- (1) It shall be the duty of the Corporation and the Board and of the successor company to take, as and when during the transitional period the successor company considers appropriate, all such steps as may be requisite to secure that the vesting in the successor company by virtue of section 1 of this Act or this paragraph of any foreign property, right or liability is effective under the relevant foreign law.
 - (2) Until the vesting in the successor company by virtue of section 1 of this Act or this paragraph of any foreign property, right or liability is effective under the relevant foreign law, it shall be the duty of the Corporation and the Board during the transitional period to hold that property or right for the benefit of, or to discharge that liability on behalf of, the successor company.
 - (3) Nothing in sub-paragraphs (1) and (2) above shall be taken as prejudicing the effect under the law of the United Kingdom, or of any part of the United Kingdom, of the vesting in the successor company by virtue of section 1 of this Act or this paragraph of any foreign property, right or liability.
 - (4) The Corporation and the Board shall have all such powers as may be requisite for the performance of its duties under this paragraph, but—
 - (a) it shall be the duty of the successor company during the transitional period to act on behalf of the Corporation and the Board (so far as possible) in performing the duties imposed on them by this paragraph; and
 - (b) any foreign property, rights and liabilities acquired or incurred by the Corporation or Board during that period shall immediately become property, rights and liabilities of the successor company.
 - (5) References in this paragraph to any foreign property, right or liability are references to any property, right or liability as respects which any issue arising in any proceedings would have been determined (in accordance with the rules of private international law) by reference to the law of a country or territory outside the United Kingdom.
 - (6) Any expenses incurred by the Corporation or Board under this paragraph shall be met by the successor company.

Application of enactments to certain continuing liabilities

- 3
- (1) Where any loan made to the Corporation under section 7 of the Development of Inventions Act 1967 or to the Board under paragraph 2 of Schedule 2 to the Industry Act 1975 (loans by Secretary of State) is in existence immediately before the appointed day, any terms which are then applicable to the loan shall continue to apply to it after it becomes a liability of the successor company by virtue of section 1 of this Act; and section 7(5) of the Act of 1967 and paragraph 2(2) of Schedule 2 to the Act of 1975 shall continue to have effect as respects sums received by virtue of this paragraph.
 - (2) Any sums received by the Secretary of State from the successor company in the discharge of any liability to make a payment under paragraph 5(3) or (3A) of Schedule 2 to the Industry Act 1975 (public dividend capital) which accrued before the appointed day (and accordingly has become a liability of the successor company by virtue of section 1 of this Act) shall be paid into the Consolidated Fund.

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Treasury guarantees

- 4 Sub-paragraphs (2) to (5) of paragraph 4 of Schedule 2 to the Industry Act 1975 (Treasury guarantees) shall continue to apply in relation to any guarantee given by the Treasury under that paragraph with respect to a liability of the Board which becomes a liability of the successor company by virtue of section 1 of this Act, but as if the reference to the Board in sub-paragraph (4) were a reference to the successor company.

Final reports and accounts of the Corporation and the Board

- 5 (1) Notwithstanding the repeal of section 13(2) of the Development of Inventions Act 1967 and paragraph 8 of Schedule 2 to the Industry Act 1975 (reports to the Secretary of State)—
- (a) it shall continue to be the duty of the Corporation and the Board to make a report to the Secretary of State in accordance with those provisions in respect of each financial year of the Corporation and Board ending before the appointed day; and
 - (b) the Secretary of State shall lay a copy of any such report before each House of Parliament.
- (2) Notwithstanding the repeal of section 12 of the Act of 1967 and paragraph 7 of Schedule 2 to the Act of 1975 (accounts and audit)—
- (a) it shall continue to be the duty of the Corporation and Board to prepare such statements of accounts as are mentioned in those provisions in respect of each financial year of the Corporation or Board ending before the appointed day; and
 - (b) those provisions shall continue to apply during the transitional period in relation to those accounts and in relation also to the auditing of accounts kept in accordance with those provisions in respect of each such financial year.
- (3) Any expenses incurred by the Corporation or Board under this paragraph shall be met by the successor company.

Accounts of the Secretary of State

- 6 Notwithstanding the repeal of section 7(6) of the Act of 1967 and paragraph 2(3) of Schedule 2 to the Act of 1975 (accounts of the Secretary of State), those provisions shall continue to apply in relation to—
- (a) any financial year down to and including that in which the appointed day falls; and
 - (b) any subsequent financial year in which the Secretary of State receives any sum by virtue of paragraph 3 above.

Payment of dividend by successor company before laying or delivery of accounts

- 7 (1) Where it is proposed to declare a distribution during the accounting reference period of the successor company which includes the appointed day, or before any accounts are laid or delivered to the registrar of companies in respect of that period, sections 270 to 276 of the Companies Act 1985 (relevant accounts) shall have effect as if—
- (a) such accounts as are mentioned in sub-paragraph (2) below were accounts relevant under section 270, and

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- (b) references in section 273 to initial accounts included references to any such accounts,
and, if any direction has been given under section 8(2) of this Act which is relevant to the making of that distribution, shall accordingly have effect subject to that direction.
- (2) The accounts referred to in sub-paragraph (1)(a) and (b) above are such accounts as, on the assumptions stated in sub-paragraph (3) below, would have been prepared under Part VII of the Companies Act 1985 in respect of the relevant year.
- (3) Those assumptions are—
- (a) that the relevant year had been a financial year of the successor company;
 - (b) that the vesting effected by section 1 of this Act had been a vesting of all the property, rights and liabilities to which the Corporation or Board was entitled or subject immediately before the beginning of the relevant year and had been effected immediately after the beginning of that year;
 - (c) that the value of any asset and the amount of any liability of the Corporation or Board vested in the successor company by virtue of that section had been the value or (as the case may be) the amount assigned to that asset or liability for the purposes of the statement of accounts prepared by the Corporation or Board in respect of its financial year immediately preceding the relevant year;
 - (d) that any securities of the successor company issued or allotted before the declaration of the distribution had been issued or allotted before the end of the relevant year; and
 - (e) such other assumptions (if any) as may appear to the directors of the successor company to be necessary or expedient for the purposes of this paragraph.
- (4) For the purposes of such accounts as are mentioned in sub-paragraph (2) above the amount to be included in respect of any item shall be determined as if anything done by the Corporation or Board (whether by way of acquiring, revaluing or disposing of any asset, or incurring, revaluing or discharging any liability, or by carrying any amount to any provision or reserve, or otherwise) had been done by the successor company.
- Accordingly (but without prejudice to the generality of the preceding provision) the amount to be included in any reserves of the successor company as representing its accumulated realised profits shall be determined as if any profits realised and retained by the Corporation or Board had been realised and retained by the company.
- (5) Any such accounts shall not be regarded as statutory accounts for the purposes of section 8 of this Act.
- (6) In this paragraph “the relevant year” means the last financial year of the Corporation or Board ending before the appointed day.