

Changes to legislation: There are currently no known outstanding effects for the Commonwealth Development Corporation Act 1999. (See end of Document for details)

SCHEDULES

SCHEDULE 1 **U.K.**

Section 2(1).

DOCUMENTS TO BE FILED

Memorandum and articles

- 1 A memorandum of association for the Corporation which—
- (a) complies with the requirements of sections 1 to 3 of the ^{M1}Companies Act 1985 for the memorandum of a public company limited by shares, and
 - (b) states, as the amount of share capital with which the Corporation proposes to be registered, an amount which equals or exceeds the aggregate nominal value of the shares mentioned in the order under section 1(3)(b) of this Act.

Marginal Citations

M1 1985 c. 6.

- 2 Articles of association for the Corporation which comply with the requirements of sections 7 and 8 of the Companies Act 1985 for the articles of a company limited by shares.

Directors, secretary and registered office

- 3 A statement which—
- (a) names as the Corporation's directors and secretary the persons nominated under section 1(2)(b) and (c) of this Act, and
 - (b) complies with the requirements of section 10(2) to (6) of the Companies Act 1985.

Accounts, &c.

- 4 (1) A copy of the most recent statement of accounts prepared by the Corporation under section 16(1) of the ^{M2}Commonwealth Development Corporation Act 1978 (accounts and audit).
- (2) A copy of a report by the auditors appointed under section 16(3) of that Act stating without material qualification their opinion that the accounts were properly prepared in accordance with section 16(1) of that Act.
- (3) For the purposes of sub-paragraph (2) a qualification is material unless the auditors state in the report that the matter giving rise to the qualification is not material for the purpose of paragraph 5.

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Marginal Citations

M2 1978 c. 2.

- 5 A copy of a statement by the auditors that in their opinion the accounts show that if registration had taken place on the date of the accounts the amount of the Corporation's net assets would have been not less than the aggregate of its called-up share capital and undistributable reserves assuming—
- (a) that shares were allotted as required by the order under section 1(3)(b), and
 - (b) that the Corporation did not give notice of intention to carry on business as an investment company under section 266 of the Companies Act 1985.
- 6 A statement by the Corporation that if registration were to take place at the time of the delivery of documents the amount of the Corporation's net assets would be not less than the aggregate of its called-up share capital and undistributable reserves assuming—
- (a) that shares were allotted as required by the order under section 1(3)(b), and
 - (b) that the Corporation did not give notice of intention to carry on business as an investment company under section 266 of the ^{M3}Companies Act 1985.

Marginal Citations

M3 1985 c. 6.

- 7 A copy of the Secretary of State's order under section 1(3).

SCHEDULE 2 **U.K.**

Sections 2(5) and 5(1).

MODIFICATION OF COMPANIES ACT 1985, &c.

PART I U.K.

MODIFICATIONS BEFORE REGISTRATION

- 1 (1) The Corporation's memorandum of association shall not have names subscribed to it.
- (2) Section 2(5)(b) and (c) and (6) of the Companies Act 1985 (memorandum of association: subscribers) shall not apply.
- (3) In section 7 (articles of association) the following shall not apply—
- (a) the requirement in subsection (1) for signature by the subscribers to the memorandum, and
 - (b) subsection (3)(c).
- (4) In section 10(3) (statement of directors and secretary) the requirement for signature by the subscribers to the memorandum shall not apply.

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PART II U.K.

MODIFICATIONS ON AND AFTER REGISTRATION

General

- 2 (1) A reference to a company's incorporation shall be construed as a reference to the registration of the Corporation's memorandum and articles of association.
- (2) Sub-paragraph (1) shall not apply to any provision relating to taxation.
- 3 (1) A reference to the statement under [F¹section 12 of the Companies Act 2006] shall be construed as a reference to the statement under paragraph 3 of Schedule 1 to this Act.
- (2) A reference to documents delivered under the Companies Acts shall be taken to include a reference to documents delivered under section 2(1) of this Act.

Textual Amendments

- F1** Words in [Sch. 2 para. 3\(1\)](#) substituted (1.10.2009) by [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 1(2), [Sch. 1 para. 177\(4\)\(a\)](#) (with art. 10)

- 4 (1) A reference to a company's certificate of incorporation shall be construed as a reference to the certificate given under section 4(3).
- (2) A requirement for the registrar of companies to issue a certificate of incorporation to a company shall—
- (a) be construed as a requirement to issue a certificate of registration similar to the certificate under section 4(3), and
- (b) apply with such other modifications as the registrar considers necessary in consequence of paragraph (a).
- 5 In [F²section 1(1) of the Companies Act 2006] (definition of company), and in other legislation relating to companies, any reference to a company formed and registered under that Act shall have effect as if the reference to formation were omitted.

Textual Amendments

- F2** Words in [Sch. 2 para. 5](#) substituted (1.10.2009) by [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 1(2), [Sch. 1 para. 177\(4\)\(b\)](#) (with art. 10)

Effect of registration

- 6 [F³Section 16 of the Companies Act 2006] (effect of registration) shall not apply.

Textual Amendments

- F3** Words in [Sch. 2 para. 6](#) substituted (1.10.2009) by [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 1(2), [Sch. 1 para. 177\(4\)\(c\)](#) (with art. 10)

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- 7 (1) This paragraph applies in place of [^{F4}section 112(1) of the Companies Act 2006] (members).
- (2) The persons to whom shares are allotted by virtue of section 6 of this Act are deemed to have agreed to become members of the Corporation, and shall be entered as such in its register of members on registration.

Textual Amendments

- F4** Words in Sch. 2 para. 7 substituted (1.10.2009) by The Companies Act 2006 (Consequential Amendments, Transitional Provisions and Savings) Order 2009 (S.I. 2009/1941), art. 1(2), **Sch. 1 para. 177(4)(d)** (with art. 10)

Use of “limited”

^{F58}

Textual Amendments

- F5** Sch. 2 para. 8 omitted (1.10.2009) by virtue of The Companies Act 2006 (Consequential Amendments, Transitional Provisions and Savings) Order 2009 (S.I. 2009/1941), art. 1(2), **Sch. 1 para. 177(4)(e)** (with art. 10)

Certificate as to share capital

- 9 The following provisions shall not apply—
- (a) [^{F6}section 761 of the Companies Act 2006] (public company share capital requirements), and
- (b) section 122(1)(b) of the ^{M4}Insolvency Act 1986 (winding up by the court: lack of certificate under [^{F7}section 761 of 2006 Act]).

Textual Amendments

- F6** Words in Sch. 2 para. 9(a) substituted (6.4.2008) by The Companies Act 2006 (Consequential Amendments etc) Order 2008 (S.I. 2008/948), **Sch. 1 para. 209(2)** (with arts. 6, 11, 12)
- F7** Words in Sch. 2 para. 9(b) substituted (1.10.2009) by The Companies Act 2006 (Consequential Amendments, Transitional Provisions and Savings) Order 2009 (S.I. 2009/1941), art. 1(2), **Sch. 1 para. 177(4)(f)** (with art. 10)

Marginal Citations

- M4** 1986 c. 45.

Financial year

- 10 (1) This paragraph applies in place of section 223(2) of the Companies Act 1985 (first financial year).
- (2) The Corporation shall have a financial year—
- (a) beginning with the day after the last financial year of the Corporation to end before registration, and

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- (b) ending with the accounting reference date or such other date, not more than seven days before or after that date, as the directors may determine.

Accounting reference periods

- 11 (1) This paragraph applies in place of [F⁸section 391(2) to (7) of the Companies Act 2006] (accounting reference periods, &c.).
- (2) The Corporation's accounting reference date shall be the date specified by the Secretary of State under section 1(3)(a) of this Act.
- (3) The Corporation shall have an accounting reference period consisting of the period of more than six months, but not more than 18 months—
- (a) beginning with the day after the last financial year of the Corporation to end before registration, and
- (b) ending with the accounting reference date.
- (4) Each subsequent accounting reference period shall be a period of 12 months—
- (a) beginning immediately after the end of the previous accounting reference period, and
- (b) ending with the accounting reference date.
- (5) This paragraph is subject to the provisions of [F⁹section 392 of the Companies Act 2006] relating to the alteration of accounting reference dates and the consequences of such alteration.

Textual Amendments

- F8** Words in Sch. 2 para. 11(1) substituted (6.4.2008) by [The Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), [Sch. 1 para. 209\(3\)\(a\)](#) (with arts. 6, 11, 12)
- F9** Words in Sch. 2 para. 11(5) substituted (6.4.2008) by [The Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), [Sch. 1 para. 209\(3\)\(b\)](#) (with arts. 6, 11, 12)

Status as investment company

- 12 (1) [F¹⁰Section 833 of the Companies Act 2006] (investment company) shall have effect with the omission of subsection (2)(d) in relation to any accounting reference period which—
- (a) falls within the exempt period, or
- (b) begins before and ends within the exempt period.
- (2) [F¹¹Section 834(2)(a) of the Companies Act 2006] (holdings in groups) shall not apply for the purposes of determining whether the Corporation complies with the requirement in [F¹²section 833(2)(b) of that Act] at any time during the exempt period.
- (3) Paragraph 73(a) of Schedule 4 to the Companies Act 1985 (company accounts: investment company) shall be taken to be satisfied in relation to the financial year of the Corporation during which it first becomes an investment company.
- (4) If at any time which falls within the exempt period and within the first period during which the Corporation is an investment company—

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- (a) the Corporation is prohibited under section 265(4) of that Act from making a distribution by virtue of that section, and
- (b) the prohibition arises by reason only that the condition in section 265(4)(a) is not satisfied,

the prohibition shall be ignored for the purposes of paragraph 73(b) of Schedule 4 to that Act.

(5) In this paragraph—

“the exempt period” means the exempt period for the purposes of Schedule 3 to this Act, and

“investment company” has the meaning assigned by ^{F13}section 833(1) of the Companies Act 2006].

Textual Amendments

- F10** Words in Sch. 2 para. 12(1) substituted (6.4.2008) by The Companies Act 2006 (Consequential Amendments etc) Order 2008 (S.I. 2008/948), Sch. 1 para. 209(4)(a) (with arts. 6, 11, 12)
- F11** Words in Sch. 2 para. 12(2) substituted (6.4.2008) by The Companies Act 2006 (Consequential Amendments etc) Order 2008 (S.I. 2008/948), Sch. 1 para. 209(4)(b)(i) (with arts. 6, 11, 12)
- F12** Words in Sch. 2 para. 12(2) substituted (6.4.2008) by The Companies Act 2006 (Consequential Amendments etc) Order 2008 (S.I. 2008/948), Sch. 1 para. 209(4)(b)(ii) (with arts. 6, 11, 12)
- F13** Words in Sch. 2 para. 12(5) substituted (6.4.2008) by The Companies Act 2006 (Consequential Amendments etc) Order 2008 (S.I. 2008/948), Sch. 1 para. 209(4)(c) (with arts. 6, 11, 12)

Registration of charges

- 13 (1) This paragraph applies to a charge which—
- (a) is created by the Corporation before registration, and
 - (b) is of a kind to which section 395 of the Companies Act 1985 applies (charges void if not registered).
- (2) Sections 395 to 409 of that Act shall apply to a charge to which this paragraph applies—
- (a) with the following modifications, and
 - (b) without prejudice to any action taken to enforce a charge before registration.
- (3) The reference in section 395(1) to the date of the charge’s creation shall be construed as a reference to the date of registration.
- (4) The Corporation’s duty under section 399(1) in relation to a charge to which this paragraph applies includes a duty to give notice of the effect of this paragraph as soon as practicable after registration to the person entitled to the charge.

Fees

- 14 ^{F14}(1)
- (2) In any regulations made under ^{F15}...^{F16} section 1063 of the Companies Act 2006 (fees payable to registrar)] a reference to a certificate of incorporation shall be construed as including a reference to—
- (a) a certificate under section 4(3), and

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- (b) a certificate issued in accordance with paragraph 4(2).

Textual Amendments

- F14** Sch. 2 para. 14(1) omitted (1.10.2009) by virtue of [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 1(2), **Sch. 1 para. 177(4)(g)(i)** (with art. 10)
- F15** Words in Sch. 2 para. 14(2) omitted (1.10.2009) by virtue of [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 1(2), **Sch. 1 para. 177(4)(g)(ii)** (with art. 10)
- F16** Words in Sch. 2 para. 14(2) inserted (6.4.2008) by [The Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), **Sch. 1 para. 209(5)** (with arts. 6, 11, 12)

Shadow directors

- 15 (1) For the purposes of the provisions [^{F17}of the Companies Act 2006] listed in subparagraph (2), neither the Secretary of State nor the Treasury shall be regarded as a shadow director of the Corporation or of a company associated with the Corporation at any time while the Crown continues to hold any special share provided for under the Corporation's articles of association.

[^{F18}(2) The provisions are—

- (a) section 162 (register of directors);
- (b) Chapter 3 of Part 10 (declaration of interest in existing transaction or arrangement);
- (c) sections 190 to 196 (transactions requiring members' approval: substantial property transactions);
- (d) sections 197 to 214 (transactions requiring members' approval: loans etc.).]

Textual Amendments

- F17** Words in Sch. 2 para. 15(1) inserted (1.10.2009) by [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 1(2), **Sch. 1 para. 177(4)(h)(i)** (with art. 10)
- F18** Sch. 2 para. 15(2) substituted (1.10.2009) by [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 1(2), **Sch. 1 para. 177(4)(h)(ii)** (with art. 10)

The exempt period

- 1 (1) The exempt period for the purposes of this Schedule shall begin with a day appointed by the Secretary of State by order made by statutory instrument.
- (2) If—

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- (a) an order is made under section 18(5) as a result of which section 18(1)(b) ceases to have effect, and
 - (b) the Crown ceases on any day to hold any special share provided for under the Corporation's articles of association,
- the exempt period for the purposes of this Schedule shall end with that day.

Modifications etc. (not altering text)

C1 Sch. 3 para. 1(1): 1.5.2003 appointed for beginning of exempt period by S.I. 2003/1282, art. 2

Exemption from tax

- 2 (1) The Corporation shall not be chargeable to corporation tax on profits arising during the exempt period.
- (2) The Corporation shall not have a liability to tax by virtue of section 747(4)(a) of the Income and Corporation Taxes Act 1988 (controlled foreign companies) in respect of profits arising during the exempt period.

Residence for tax purposes

- 3 (1) Sub-paragraph (2) shall apply if—
- (a) the exempt period ends, and
 - (b) at that time the Corporation would be regarded for the purposes of the ^{M5}Taxes Acts as resident in the United Kingdom by virtue only of section 66 of the Finance Act 1988 (company incorporated in UK).
- (2) That section shall not apply in relation to the Corporation at any time during the period beginning with the end of the exempt period and ending in accordance with sub-paragraph (3).
- (3) The period shall end—
- (a) with the seventh anniversary of the final day of the exempt period, or
 - (b) if earlier, at any time when the Corporation comes to be regarded for the purposes of the Taxes Acts as resident in the United Kingdom (otherwise than by virtue of section 66).
- (4) The following provisions shall not apply where the ^{M6}Corporation ceases to be resident in the United Kingdom by virtue of sub-paragraph (2)—
- (a) section 179 of the Taxation of Chargeable Gains Act 1992 (company ceasing to be member of group);
 - (b) section 185 of that Act (deemed disposal of assets when company ceases to be resident in UK).
- (5) In this paragraph “the Taxes Acts” has the same meaning as in the ^{M7}Taxes Management Act 1970.

Marginal Citations

M5 1988 c. 39.

M6 1992 c. 12.

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M7 1970 c. 9.

Groups of companies, &c.

- 4 (1) The Corporation cannot be a member of a group of companies for the purposes of Chapter I of Part VI of the Taxation of Chargeable Gains Act 1992 (groups of companies) at any time during the exempt period.
- (2) Where a company ceases to be a member of a group of companies by virtue of subparagraph (1), section 179 of that Act shall not apply.
- 5 (1) The Corporation cannot be a member of a group of companies for the purposes of Chapter IV of Part X of the ^{M8}Income and Corporation Taxes Act 1988 (group relief) at any time during the exempt period.
- (2) The Corporation cannot be a surrendering company for the purposes of a consortium claim within the meaning of section 402(3) of that Act.

Marginal Citations

M8 1988 c. 1.

Distributions

- 6 (1) This paragraph applies where the Corporation makes a distribution during the exempt period.
- (2) The following provisions shall not apply in relation to the distribution—
- (a) [F19section 1285 of the Corporation Tax Act 2009] (exemption from corporation tax);
- ^{F20}(b)
- (3) The distribution shall be treated for the purposes of [F21income tax as dividends of a non-UK resident company chargeable under Chapter 4 of Part 4 of the Income Tax (Trading and Other Income) Act 2005 (and accordingly as relevant foreign income for the purposes of that Act), and for the purposes of corporation tax][F22as dividends of a non-UK resident company chargeable under Chapter 2 of Part 10 of the Corporation Tax Act 2009.]
- ^{F23}(4)
- (5) In this paragraph “distribution” has the same meaning as it has in the Corporation Taxes Acts by virtue of [F24Chapter 2 of Part 23 of the Corporation Tax Act 2010] (company distributions).

Textual Amendments

- F19** Words in Sch. 3 para. 6(2)(a) substituted (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. 461(2)(a)** (with Sch. 2 Pts. 1, 2)
- F20** Sch. 3 para. 6(2)(b) omitted (with effect in accordance with Sch. 1 para. 73 of the amending Act) by virtue of Finance Act 2016 (c. 24), **Sch. 1 para. 59**

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- F21** Words in Sch. 3 para. 6(3) substituted (6.4.2005) by [Income Tax \(Trading and Other Income\) Act 2005 \(c. 5\), s. 883\(1\), Sch. 1 para. 510\(3\)](#) (with Sch. 2)
- F22** Words in Sch. 3 para. 6(3) substituted (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. 461\(3\)](#) (with Sch. 2 Pts. 1, 2)
- F23** Sch. 3 para. 6(4) repealed (6.4.2005) by [Income Tax \(Trading and Other Income\) Act 2005 \(c. 5\), s. 883\(1\), Sch. 1 para. 510\(4\), Sch. 3](#) (with Sch. 2)
- F24** Words in Sch. 3 para. 6(5) substituted (with effect in accordance with s. 1184(1) of the amending Act) by [Corporation Tax Act 2010 \(c. 4\), s. 1184\(1\), Sch. 1 para. 303\(3\)](#) (with Sch. 2)

SCHEDULE 4 **U.K.**

Section 27.

REPEALS

Chapter	Short title	Extent of repeal
1972 c. 11.	Superannuation Act 1972.	In Schedule 4, the entry relating to the Commonwealth Development Corporation.
1975 c. 24.	House of Commons Disqualification Act 1975.	In Part II of Schedule 1, the entry relating to the Commonwealth Development Corporation.
1975 c. 25.	Northern Ireland Assembly Disqualification Act 1975.	In Part II of Schedule 1, the entry relating to the Commonwealth Development Corporation.
1978 c. 2.	Commonwealth Development Corporation Act 1978.	Section 1(2) to (4). Sections 2 to 18. Schedule 1.
1980 c. 63.	Overseas Development and Co-operation Act 1980.	Section 1(9).
1982 c. 54.	Commonwealth Development Corporation Act 1982.	The whole Act.
1983 c. 29.	Miscellaneous Financial Provisions Act 1983.	Section 4(2).
1986 c. 25.	Commonwealth Development Corporation Act 1986.	The whole Act.
1995 c. 9.	Commonwealth Development Corporation Act 1995.	The whole Act.
1996 c. 28.	Commonwealth Development Corporation Act 1996.	The whole Act.
1999 c. 20.	Commonwealth Development Corporation Act 1999.	Section 24.

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