



# Postal Services Act 2000

## 2000 CHAPTER 26

### PART IV

#### REORGANISATION OF THE POST OFFICE

##### *Transfer of property etc.*

#### **62 Transfer of property etc. to nominated company**

- (1) On such day as the Secretary of State may by order appoint, all the property, rights and liabilities to which the Post Office was entitled or subject immediately before that day shall become by virtue of this section property, rights and liabilities of a company nominated for the purposes of this section by order of the Secretary of State.
- (2) The Secretary of State may nominate for the purposes of this section any company formed and registered under the Companies Act 1985, subject to subsections (3) and (4).
- (3) The Secretary of State shall consult the Post Office before nominating a company for the purposes of this section.
- (4) On the appointed day the company concerned must be a company limited by shares which is wholly owned by the Crown.
- (5) An order made under this section may be varied or revoked by a subsequent order at any time before any property, rights or liabilities of the Post Office vest in a company by virtue of this section.
- (6) Schedule 3 (which makes supplementary provision) shall have effect.
- (7) For the purposes of this Part a company shall be treated as wholly owned by the Crown at any time when each of the issued shares of the company is held by, or by a nominee of, the Treasury or the Secretary of State.
- (8) In this Part—  
“the appointed day” means the day appointed under this section, and

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“the Post Office company” means the company nominated for the purposes of this section.

*The Post Office company etc: government holdings*

### **63 Government holding in the Post Office company and certain subsidiaries**

- (1) The Post Office company or any of its wholly owned subsidiaries shall issue such securities of the company or subsidiary concerned as the Secretary of State may direct.
- (2) Subject to subsections (3) and (4), any such securities shall, as the Secretary of State may direct, be issued to the Treasury or the Secretary of State.
- (3) If the Secretary of State gives a direction under subsection (1) for the purpose of requiring an issue of shares or share rights for which prior approval has been given in accordance with section 67, the shares or share rights concerned shall be issued to the person approved for that purpose in accordance with that section.
- (4) If the Secretary of State gives a direction under subsection (1) for the purpose of requiring a relevant subsidiary to issue shares or share rights in it to the Post Office company or to another relevant subsidiary of which it is a subsidiary, the shares or share rights concerned shall be issued to the Post Office company or (as the case may be) to the other relevant subsidiary.
- (5) The Secretary of State shall not give a direction under this section without the consent of the Treasury or at a time when the Post Office company is not wholly owned by the Crown.
- (6) Securities to be issued in pursuance of this section shall be issued at such time or times, and (subject to subsection (7)) on such terms, as the Secretary of State may direct.
- (7) Any shares issued in pursuance of this section—
  - (a) shall be of such nominal value as the Secretary of State may direct, and
  - (b) shall be issued as fully paid and treated for the purposes of the Companies Act 1985 or the Companies (Northern Ireland) Order 1986 as if they had been paid up by virtue of payment of their nominal value in cash.
- (8) In this Part “relevant subsidiary” means any subsidiary of the Post Office company which—
  - (a) delivers relevant postal packets in the United Kingdom,
  - (b) collects relevant postal packets from access points in the United Kingdom,
  - (c) receives, sorts or conveys relevant postal packets in the United Kingdom, or
  - (d) provides a registered post service in the United Kingdom,and any other subsidiary of the Post Office company which holds shares or share rights in, or is connected to, any such subsidiary.
- (9) For the purposes of subsection (8), a subsidiary of the Post Office company is connected to another such subsidiary which falls within any of paragraphs (a) to (d) of that subsection (“the operating subsidiary”) if it forms part of a chain of subsidiaries of the Post Office company which leads to the operating subsidiary and which is identified by the fact that each member of the chain holds shares or share rights in the next subsidiary in the chain.

- (10) In subsection (8) “access point” and “relevant postal packets” have the same meaning as in section 4.

**64 Government investment in securities of the Post Office company and its subsidiaries**

- (1) The Treasury or, with the consent of the Treasury, the Secretary of State may at any time acquire securities of the Post Office company or of any of its subsidiaries.
- (2) The Secretary of State shall not, without the consent of the Treasury, dispose of any securities acquired by him in pursuance of this section.
- (3) Subsection (2) does not apply to any disposal which is excepted from subsection (1) or (2) of section 66 by virtue of subsection (3) or (5) of that section.

*The Post Office company etc: restrictions on dealings*

**65 Restriction on issue of shares to third parties**

- (1) No shares or share rights in the Post Office company shall be issued on or after the appointed day unless—
- (a) they are issued to the Treasury, the Secretary of State or any nominee of either of them, or
  - (b) the issue is one for which prior approval has been given in accordance with section 67.
- (2) No shares or share rights in any relevant subsidiary of the Post Office company shall be issued on or after the appointed day unless—
- (a) they are issued to the Treasury, the Secretary of State or any nominee of either of them,
  - (b) they are issued to the Post Office company or any other relevant subsidiary of which the relevant subsidiary concerned is a subsidiary or any nominee of the Post Office company or of the other relevant subsidiary, or
  - (c) the issue is one for which prior approval has been given in accordance with section 67.

**66 Restriction on disposals of shares to third parties**

- (1) Neither the Treasury nor the Secretary of State nor any nominee of either of them shall, on or after the appointed day, dispose of any of the issued shares or any share rights in the Post Office company or any relevant subsidiary which are held by him.
- (2) Neither the Post Office company nor any subsidiary of that company nor any nominee of the company or subsidiary shall, on or after the appointed day, dispose of any of the issued shares or any share rights in a relevant subsidiary which are held by the company, subsidiary or nominee concerned.
- (3) Subsection (1) does not apply in relation to any disposal by the Treasury, the Secretary of State or a nominee of either of them to any other person falling within this subsection.

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- (4) Subsection (2) does not apply in relation to any disposal by the Post Office company, any subsidiary of that company or any nominee of the company or subsidiary to any other person falling within this subsection.
- (5) Subsections (1) and (2) do not apply in relation to any disposal for which prior approval has been given in accordance with section 67.

## **67 Approved disposals**

- (1) Prior approval is given in accordance with this section if the proposed issue or disposal is approved by a resolution of each House of Parliament passed on a motion moved by or on behalf of the Secretary of State.
- (2) The motion shall, in particular, specify—
  - (a) the size and nature of the proposed issue or disposal,
  - (b) the person to whom the proposed issue or disposal is to be made, and
  - (c) the purpose of the proposed issue or disposal.
- (3) No such motion shall be moved by or on behalf of the Secretary of State in relation to a proposed issue or disposal of shares or share rights in the Post Office company unless—
  - (a) the Post Office company has agreed to be a party to a joint venture, or another arrangement for working together with another person, which the Post Office company considers to be in its commercial interests,
  - (b) the arrangement includes the proposed issue or disposal,
  - (c) the Post Office company has recommended to the Secretary of State that the proposed issue or disposal take place,
  - (d) the Secretary of State is satisfied that the proposed issue or disposal is for the purpose of securing the arrangement in question and that the arrangement is in the commercial interests of the Post Office company, and
  - (e) the Treasury have given their consent to the proposed issue or disposal.
- (4) No such motion shall be moved by or on behalf of the Secretary of State in relation to a proposed issue or disposal of shares or share rights in a relevant subsidiary unless—
  - (a) the Post Office company or the relevant subsidiary has agreed to be a party to a joint venture, or another arrangement for working together with another person, which the Post Office company considers to be in the commercial interests of the Post Office company,
  - (b) the arrangement includes the proposed issue or disposal,
  - (c) the Post Office company has recommended to the Secretary of State that the proposed issue or disposal take place,
  - (d) the Secretary of State is satisfied that the proposed issue or disposal is for the purposes of securing the arrangement in question and that the arrangement is in the commercial interests of the Post Office company, and
  - (e) the Treasury have given their consent to the proposed issue or disposal.

### *Financial provisions*

#### **68 Loans by the Secretary of State to the Post Office company and its subsidiaries**

- (1) The Secretary of State may, on or after the appointed day and with the approval of the Treasury, make loans to the Post Office company or any of its subsidiaries.
- (2) Interest shall be paid on loans made by the Secretary of State under this section at such rates as the Secretary of State may, with the approval of the Treasury, direct.
- (3) Subject to that, the loans shall be on such terms as may be—
  - (a) agreed between the Secretary of State and the company to which the loan is made, and
  - (b) approved by the Treasury.
- (4) The terms shall, in particular, include provision as to the times and methods of payment of the principal and interest.
- (5) The power of the Secretary of State to make loans under this section includes power to make loans in currencies other than sterling.
- (6) The Treasury may issue out of the National Loans Fund to the Secretary of State such sums as are necessary to enable him to make loans under this section.
- (7) Such sums may be issued in sterling or, where the loan is to be in a currency other than sterling, in that currency or in sterling.
- (8) Any sums received by the Secretary of State by way of repayment of, or interest on, a loan made by him under this section shall be paid into the National Loans Fund.

#### **69 Guarantees by the Secretary of State for the Post Office company and its subsidiaries**

- (1) The Secretary of State may, on or after the appointed day and in such manner and on such conditions as he considers appropriate, guarantee the discharge of any financial obligation of the Post Office company or any of its subsidiaries.
- (2) As soon as practicable after giving a guarantee under subsection (1), the Secretary of State shall lay a statement of the guarantee before each House of Parliament.
- (3) If any sums are paid by the Secretary of State in fulfilment of a guarantee given under subsection (1), the Post Office company or the subsidiary concerned shall make to the Secretary of State, at such times and in such manner as the Secretary of State may direct—
  - (a) payments, of such amounts as the Secretary of State may direct, in or towards repayment of the sums paid by the Secretary of State, and
  - (b) payments of interest on what is outstanding in respect of the sums paid by the Secretary of State, at such rate as the Secretary of State may direct.
- (4) If any sums are paid by the Secretary of State in fulfilment of a guarantee given under subsection (1), the Secretary of State shall—
  - (a) lay a statement relating to the sums before each House of Parliament as soon as practicable after the end of the financial year in which the sums were paid, and

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- (b) lay a statement before each House of Parliament as soon as practicable after the end of any subsequent financial year in which there is an outstanding liability in relation to the obligation which is the subject of the guarantee.
- (5) Any statement under subsection (4) shall include a statement of—
  - (a) any amounts received by the Secretary of State during the financial year concerned in or towards repayment of, or as interest in respect of, sums paid by him in fulfilment of any guarantee given under subsection (1), and
  - (b) any amounts outstanding at the end of that year in respect of sums so paid by the Secretary of State.

## **70 Extinguishment of certain liabilities**

- (1) The Secretary of State may, on or after the appointed day, by order extinguish all or any of the liabilities of the Post Office company or of any of its subsidiaries in respect of—
  - (a) such sums paid by the Treasury, in fulfilment of guarantees given under section 38 of the Post Office Act 1969, as may be specified in the order, or
  - (b) such sums paid by the Secretary of State, in fulfilment of guarantees given under section 69 of this Act, as may be specified in the order.
- (2) The Secretary of State may, on or after the appointed day, by order extinguish such liabilities to him of the Post Office company or of any of its subsidiaries as may be specified in the order; but the order shall not specify liabilities which—
  - (a) may be extinguished under subsection (1), or
  - (b) relate to taxes, duties or fines.
- (3) Before exercising any power under subsection (1) or (2) in relation to liabilities of the Post Office company, the Secretary of State shall consult that company.
- (4) Before exercising any power under subsection (1) or (2) in relation to liabilities of a subsidiary of the Post Office company, the Secretary of State shall consult the Post Office company and the subsidiary.
- (5) The Secretary of State may by order repeal this section.
- (6) The Secretary of State shall not exercise any power conferred on him by subsection (1), (2) or (5) without the consent of the Treasury.

## **71 Limit on loans and other arrangements with government**

- (1) The Secretary of State and the Treasury shall exercise their powers under or by virtue of this Act so as to ensure that, on and after the appointed day, the Crown's financial arrangements with the Post Office company and any of its subsidiaries do not at any time exceed £5,000 million or such greater sum as the Secretary of State may by order specify.
- (2) For the purposes of subsection (1) the Crown's financial arrangements with the Post Office company and any of its subsidiaries are the aggregate of—
  - (a) amounts outstanding in respect of the principal of loans made under section 37 of the Post Office Act 1969,
  - (b) amounts outstanding (otherwise than by way of interest) in respect of sums paid by the Treasury in fulfilment of guarantees given under section 38 of that Act,

- (c) amounts outstanding in respect of the principal of loans made under section 68 of this Act,
  - (d) amounts outstanding (otherwise than by way of interest) in respect of sums paid by the Secretary of State in fulfilment of guarantees given under section 69 of this Act,
  - (e) amounts outstanding in respect of the principal of debt securities issued in pursuance of section 63 of this Act, and
  - (f) liabilities extinguished under section 70 of this Act so far as they are not replaced with corresponding liabilities.
- (3) No order shall be made under subsection (1) unless a draft of it has been approved by a resolution of the House of Commons.
- (4) For the purposes of this section equivalents in sterling shall be calculated as the Secretary of State considers appropriate.

## **72 Reserves of the Post Office company and its subsidiaries**

- (1) The Secretary of State may, on or after the appointed day, give directions to the Post Office company—
- (a) requiring it to allocate to a reserve generally, or to a reserve for a particular purpose, or to cause any of its subsidiaries so to allocate to a reserve, either a specified amount or such amount as the Post Office company considers appropriate,
  - (b) requiring it to re-allocate for a specified purpose, or to cause any of its subsidiaries so to re-allocate, the whole or any part of any amount previously allocated by the Post Office company or (as the case may be) subsidiary to a reserve for some other purpose, or
  - (c) with respect to the application by the Post Office company or any of its subsidiaries of amounts allocated to a reserve in accordance with a direction under this section.
- (2) Directions requiring the allocation of any amount to a reserve may provide for it to be so allocated either at a specified time or during the course of a specified period.
- (3) Directions under subsection (1)(c) may, in particular, require amounts allocated to a reserve in accordance with a direction under this section to be applied as if they were profits available for distribution within the meaning of section 263(1) of the Companies Act 1985 or Article 271(1) of the Companies (Northern Ireland) Order 1986 (distributions to be made out of profits).
- (4) Despite subsection (3), no part of a reserve to which amounts have been allocated in accordance with this section shall count as an undistributable reserve of the company concerned for the purposes of section 264(3)(d) of the Act of 1985 or Article 272(3)(d) of the Order of 1986 (restriction on distribution of assets).
- (5) For the purpose of determining under section 264 of the Act of 1985 or Article 272 of the Order of 1986 whether the company concerned may make a distribution at any time, any amount for the time being standing to the credit of the reserve concerned (excluding any amount which by virtue of subsection (3) above is authorised to be, but has not yet been, applied as if it were profits available for distribution) shall be treated for the purposes of section 264(3)(c) of the Act of 1985 or Article 272(3)(c) of the Order of 1986 as if it were unrealised profits of the company.

- (6) The Secretary of State shall consult the Post Office company before giving a direction under this section.
- (7) No direction shall be given under this section without the consent of the Treasury.

### **73 Statutory accounts of the Post Office company**

- (1) For the purposes of any statutory accounts of the Post Office company—
- (a) the transfer effected by virtue of section 62 shall be taken to have been a transfer of all the property, rights and liabilities to which the Post Office was entitled or subject immediately before the end of the last accounting year of the Post Office ending before the appointed day and to have been effected immediately after the end of that year, and
  - (b) the value or amount (as at the time of transfer) of any asset or liability of the Post Office taken to have been transferred to the Post Office company by virtue of paragraph (a) shall be taken to be the value or (as the case may be) the amount assigned to that asset or liability for the purposes of the corresponding statement of accounts prepared by the Post Office in relation to that year.
- (2) For the purposes of any statutory accounts of the Post Office company the amount to be included in respect of any item shall be determined as if anything done by the Post Office (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 Post Office company.
- (3) Accordingly (but without prejudice to the generality of subsection (2))—
- (a) the amount to be included from time to time in any reserves of the Post Office company as representing its accumulated realised profits shall be determined as if any profits realised and retained by the Post Office had been realised and retained by the Post Office company, and
  - (b) the amount to be included from time to time in any statutory accounts of the Post Office company as representing its accumulated realised losses shall be determined as if any losses realised by the Post Office had been realised by the Post Office company.
- (4) In this section “statutory accounts”, in relation to the Post Office company, means any accounts of that company prepared for the purposes of any provision of the Companies Act 1985 (including group accounts).

### **74 Further provisions relating to the capital structure of the Post Office company**

- (1) If the Secretary of State so directs, the Post Office company shall be taken to have assumed a debt to the Secretary of State of such amount as may be specified in the direction.
- (2) The terms of any such debt, including the terms as to the payment of interest and repayment, shall be such as the Secretary of State may from time to time determine.
- (3) The Post Office company shall issue such debt securities of the company as the Secretary of State may direct; and any such securities shall, as the Secretary of State may direct, be issued to the Treasury or the Secretary of State.



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- (4) Debt securities to be issued in pursuance of subsection (3) shall be issued at such time or times, and on such terms, as the Secretary of State may direct.
- (5) Subsections (3) and (4) are without prejudice to any power conferred by section 63.
- (6) The Secretary of State may by order repeal this section.
- (7) The Secretary of State—
  - (a) shall not exercise any power under this section without the consent of the Treasury or before the appointed day, and
  - (b) shall, before exercising any such power (other than the power under subsection (6)), consult the Post Office company.
- (8) In this Part “debt securities” means any instrument creating or acknowledging indebtedness which is issued by a company including, in particular, debentures, loan stock, bonds and certificates of deposit.

#### *Dissolution of the Post Office*

### **75 Dissolution of the Post Office**

- (1) The Post Office shall continue in existence after the appointed day until it is dissolved in accordance with this section.
- (2) The Secretary of State may by order, after consulting the Post Office and the Post Office company, dissolve the Post Office on a day specified in the order.
- (3) No order shall be made under subsection (2) unless the Secretary of State is satisfied that nothing further remains to be done by the Post Office under paragraph 9 of Schedule 3 or an order made under this Act.

#### *Supplementary provisions*

### **76 Accounts of the Secretary of State in relation to loans**

- (1) The Secretary of State shall, in respect of each financial year, prepare in such form and manner as the Treasury may direct, an account of—
  - (a) sums issued to him under section 68(6),
  - (b) sums received by him as mentioned in section 68(8), and
  - (c) the disposal by him of the sums mentioned in paragraphs (a) and (b).
- (2) The Secretary of State shall send the account to the Comptroller and Auditor General not later than the end of the month of November in the following financial year.
- (3) The Comptroller and Auditor General shall—
  - (a) examine, certify and report on the account, and
  - (b) lay copies of it, together with his report, before each House of Parliament.

### **77 Publicity requirements for certain accounts and reports of the Post Office company**

- (1) The Post Office company shall send to the Secretary of State—

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- (a) a copy of all annual accounts of the company on which the company's auditors have made a report under section 235 of the Companies Act 1985, and
  - (b) a copy of the auditor's report,
- as soon as practicable after the report has been made.
- (2) The Post Office company shall send to the Secretary of State a copy of the report prepared by its directors under section 234 of the Companies Act 1985 in relation to any year which includes the appointed day or any subsequent year as soon as practicable after the report has been approved and signed under section 234A of that Act.
- (3) The Secretary of State shall lay a copy of the accounts and reports received by him under this section before each House of Parliament.
- (4) In this section "annual accounts" means annual accounts (within the meaning of Part VII of the Companies Act 1985) which relate to any year which includes the appointed day or to any subsequent year.

## **78 Information requirements on the Post Office company**

- (1) The Treasury may, on or after the appointed day, serve notice on the Post Office company—
- (a) requiring it to supply to the Treasury such information—
    - (i) as the Treasury may reasonably require for the performance of their functions in relation to public sector finance, and
    - (ii) as may be specified or described in the notice, and
  - (b) specifying the time, place, manner and form in which any such information is to be supplied and the person to whom it is to be supplied.
- (2) If a person makes default in complying with a notice under subsection (1), the court may, on the application of the Treasury, make such order as the court considers appropriate for requiring the default to be made good.
- (3) Any such order may, in particular, provide that all the costs or expenses of and incidental to the application shall be borne—
- (a) by the person in default, or
  - (b) if officers of a company are responsible for its default, by those officers.
- (4) In this section "the court"—
- (a) in relation to England and Wales or Northern Ireland, means the High Court, and
  - (b) in relation to Scotland, means the Court of Session.

## **79 Exercise of functions through nominees**

- (1) The Treasury or, with the consent of the Treasury, the Secretary of State may for the purposes of sections 63, 64 or 74(3) and (4) appoint a person to act as the nominee, or one of the nominees, of the Treasury or the Secretary of State.
- (2) In accordance with directions given by the Treasury or, with the consent of the Treasury, the Secretary of State—

- (a) securities may be issued in pursuance of section 63 or 74(3) and (4) to a nominee of the Treasury or the Secretary of State appointed for the purposes of that section, and
  - (b) a nominee of the Treasury or the Secretary of State appointed for the purposes of section 64 may acquire securities in pursuance of that section.
- (3) A person holding any securities or rights as a nominee of the Treasury or the Secretary of State by virtue of this section shall hold and deal with them (or any of them) on such terms and in such manner as the Treasury or, with the consent of the Treasury, the Secretary of State may direct.

## **80 Shadow directors**

- (1) For the purposes of the provisions of the Companies Act 1985 listed in subsection (2) neither the Treasury nor the Secretary of State shall be regarded as a shadow director of the Post Office company.
- (2) The provisions are—
- (a) section 288 (register of directors),
  - (b) section 305 (directors' names on correspondence etc),
  - (c) section 317 (disclosure of interests in contracts),
  - (d) section 320 (transactions involving directors),
  - (e) section 323 (prohibition on dealing in share options),
  - (f) section 324 (disclosure of shareholdings),
  - (g) section 325 (register of directors' interests), and
  - (h) section 330 (restriction on loans).

## **81 Tax**

Schedule 4 (taxation provisions in relation to the transfer to the Post Office company) shall have effect.

## **82 Interpretation: Part IV**

- (1) In this Part—
- “the appointed day” has the meaning given by section 62(8),
  - “debenture” includes debenture stock,
  - “debt securities” has the meaning given by section 74(8),
  - “the Post Office company” has the meaning given by section 62(8),
  - “relevant subsidiary” has the meaning given by section 63(8),
  - “securities”, in relation to a company, includes shares, debt securities and other securities of the company, whether or not constituting a charge on the assets of the company, and the right to subscribe for, or to acquire, such securities and any other rights in connection with such securities,
  - “share rights” means, in relation to any shares, rights to subscribe for, or to acquire, the shares and any other rights in connection with the shares,
  - “shares” includes stock, and
  - “wholly owned by the Crown” has the meaning given by section 62(7).

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- (2) References in this Part to property, rights and liabilities of the Post Office are references to all such property, rights and liabilities, whether or not capable of being transferred or assigned by the Post Office.
- (3) It is hereby declared for the avoidance of doubt that—
- (a) any reference in this Part to property of the Post Office is a reference to property of the Post Office whether situated in the United Kingdom or elsewhere, and
  - (b) any reference in this Part to rights or liabilities of the Post Office is a reference to rights to which the Post Office is entitled, or (as the case may be) liabilities to which it is subject, whether under the law of the United Kingdom or of any part of the United Kingdom or under the law of any country or territory outside the United Kingdom.