



Companies Act 2006

2006 CHAPTER 46

PART 15

ACCOUNTS AND REPORTS

CHAPTER 10

FILING OF ACCOUNTS AND REPORTS

Modifications etc. (not altering text)

- C1** Pt. 15 applied (with modifications) (8.12.2017) by [The Risk Transformation Regulations 2017 \(S.I. 2017/1212\)](#), regs. 1(2), **162**, 163 (with reg. 189)

Duty to file accounts and reports

441 Duty to file accounts and reports with the registrar

- (1) The directors of a company must deliver to the registrar for each financial year the accounts and reports required by—
- section 444 (filing obligations of companies subject to small companies regime),
 - [^{F1}section 444A (filing obligations of companies entitled to small companies exemption in relation to directors' report),]
 - section 445 (filing obligations of medium-sized companies),
 - section 446 (filing obligations of unquoted companies), or
 - section 447 (filing obligations of quoted companies).

[^{F2}(2) This is subject to—

- section 448 (unlimited companies exempt from filing obligations), and
- section 448A (dormant subsidiaries exempt from filing obligations).]

Status: Point in time view as at 01/12/2020.

Changes to legislation: Companies Act 2006, Chapter 10 is up to date with all changes known to be in force on or before 26 August 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)

Textual Amendments

- F1** Words in s. 441(1) inserted (6.4.2008) by [The Companies Act 2006 \(Amendment\) \(Accounts and Reports\) Regulations 2008 \(S.I. 2008/393\)](#), **reg. 6(6)**
- F2** S. 441(2) substituted (1.10.2012 with application in accordance with reg. 2 of the amending S.I.) by [The Companies and Limited Liability Partnerships \(Accounts and Audit Exemptions and Change of Accounting Framework\) Regulations 2012 \(S.I. 2012/2301\)](#), regs. 1, **10**

Modifications etc. (not altering text)

- C2** S. 441 modified (26.6.2020) by [Corporate Insolvency and Governance Act 2020 \(c. 12\)](#), **ss. 38**, 49(1) (with **ss. 2(2)**, 5(2), 19(2))
- C3** Ss. 441-448 applied (6.4.2008) by [S.I. 2005/1788](#), **reg. 29** (as substituted by [The Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), art. 3(1), **Sch. 1 para. 242(4)** (with arts. 6, 11, 12))
- C4** Ss. 441-444 applied (with modifications) (6.4.2008) by [1996 c. 52](#), **Sch. 1 para. 16D** (as substituted by [The Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), art. 3(1), **Sch. 1 para. 202(3)** (with arts. 6, 11, 12))
- C5** Ss. 441-444A applied (with modifications) (1.4.2010) by [Housing and Regeneration Act 2008 \(c. 17\)](#), **ss. 132(1)(2)**, 325; [S.I. 2010/862](#), **art. 2** (with **Sch.**)
- C6** S. 441 modified (6.4.2008) by [The Companies \(Revision of Defective Accounts and Reports\) Regulations 2008 \(S.I. 2008/373\)](#), **reg. 10(2)(d)**
- C7** S. 441 modified (6.4.2008) by [The Companies \(Revision of Defective Accounts and Reports\) Regulations 2008 \(S.I. 2008/373\)](#), **reg. 11(2)(b)**
- C8** S. 441 applied (with modifications) (1.10.2009) by [The Overseas Companies Regulations 2009 \(S.I. 2009/1801\)](#), **reg. 40** (with **Sch. 8**)
- C9** S. 441 applied (with modifications) (1.10.2009) by [The Overseas Companies Regulations 2009 \(S.I. 2009/1801\)](#), **reg. 55** (with **Sch. 8**)
- C10** Ss. 441-469 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 10** (with **reg. 7**, **Sch. 2**) (as amended (with application in accordance with **reg. 1(3)** of the amending S.I.) by [The Unregistered Companies \(Amendment\) Regulations 2013 \(S.I. 2013/1972\)](#), regs. 1(2), **2(2)(a)**)
- C11** Ss. 441-444 applied (with modifications) (1.10.2008) by [The Limited Liability Partnerships \(Accounts and Audit\) \(Application of Companies Act 2006\) Regulations 2008 \(S.I. 2008/1911\)](#), **reg. 17** (as amended (with effect in accordance with **reg. 2(2)-(5)** of the amending S.I.) by [The Limited Liability Partnerships, Partnerships and Groups \(Accounts and Audit\) Regulations 2016 \(S.I. 2016/575\)](#), regs. 2(1), 12); (as amended (with effect in accordance with **reg. 2(5)(a)** of the amending S.I.) by [The Statutory Auditors Regulations 2017 \(S.I. 2017/1164\)](#), **reg. 1(2)(3)**, **Sch. 3 para. 5** (with **reg. 2(6)(7)**); (as amended (1.4.2019) by [The Companies \(Directors Report\) and Limited Liability Partnerships \(Energy and Carbon Report\) Regulations 2018 \(S.I. 2018/1155\)](#), regs. 2, **17**)

442 Period allowed for filing accounts

- (1) This section specifies the period allowed for the directors of a company to comply with their obligation under section 441 to deliver accounts and reports for a financial year to the registrar.

This is referred to in the Companies Acts as the “period for filing” those accounts and reports.

- (2) The period is—
- (a) for a private company, nine months after the end of the relevant accounting reference period, and

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(b) for a public company, six months after the end of that period.

This is subject to the following provisions of this section.

(3) If the relevant accounting reference period is the company's first and is a period of more than twelve months, the period is—

(a) nine months or six months, as the case may be, from the first anniversary of the incorporation of the company, or

(b) three months after the end of the accounting reference period,
whichever last expires.

(4) If the relevant accounting reference period is treated as shortened by virtue of a notice given by the company under section 392 (alteration of accounting reference date), the period is—

(a) that applicable in accordance with the above provisions, or

(b) three months from the date of the notice under that section,
whichever last expires.

(5) [^{F3}Subject to subsection (5A),] if for any special reason the Secretary of State thinks fit he may, on an application made before the expiry of the period otherwise allowed, by notice in writing to a company extend that period by such further period as may be specified in the notice.

[^{F4}(5A) Any such extension must not have the effect of extending the period for filing to more than twelve months after the end of the relevant accounting reference period.]

(6) Whether the period allowed is that for a private company or a public company is determined by reference to the company's status immediately before the end of the relevant accounting reference period.

(7) In this section “the relevant accounting reference period” means the accounting reference period by reference to which the financial year for the accounts in question was determined.

Textual Amendments

F3 Words in s. 442(5) inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by [The Companies, Partnerships and Groups \(Accounts and Reports\) Regulations 2015 \(S.I. 2015/980\)](#), regs. 2(1), **8(2)(a)** (with reg. 3)

F4 S. 442(5A) inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by [The Companies, Partnerships and Groups \(Accounts and Reports\) Regulations 2015 \(S.I. 2015/980\)](#), regs. 2(1), **8(2)(b)** (with reg. 3)

Modifications etc. (not altering text)

C11 Ss. 441-444 applied (with modifications) (1.10.2008) by [The Limited Liability Partnerships \(Accounts and Audit\) \(Application of Companies Act 2006\) Regulations 2008 \(S.I. 2008/1911\)](#), reg. 17 (as amended (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by [The Limited Liability Partnerships, Partnerships and Groups \(Accounts and Audit\) Regulations 2016 \(S.I. 2016/575\)](#), regs. 2(1), 12); (as amended (with effect in accordance with reg. 2(5)(a) of the amending S.I.) by [The Statutory Auditors Regulations 2017 \(S.I. 2017/1164\)](#), reg. 1(2)(3), Sch. 3 para. 5 (with reg. 2(6)(7)); (as amended (1.4.2019) by [The Companies \(Directors Report\) and Limited Liability Partnerships \(Energy and Carbon Report\) Regulations 2018 \(S.I. 2018/1155\)](#), regs. 2, **17**)

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- C12** S. 442: power to modify conferred (temp.) (26.6.2020) by [Corporate Insolvency and Governance Act 2020 \(c. 12\), ss. 39\(1\), 40\(e\), 49\(1\)](#) (with ss. 2(2), 5(2), 39(8)(9))
- C13** Ss. 441-448 applied (6.4.2008) by [S.I. 2005/1788, reg. 29](#) (as substituted by [The Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), art. 3(1), **Sch. 1 para. 242(4)** (with arts. 6, 11, 12))
- C14** Ss. 441-444 applied (with modifications) (6.4.2008) by [1996 c. 52, Sch. 1 para. 16D](#) (as substituted by [The Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), art. 3(1), **Sch. 1 para. 202(3)** (with arts. 6, 11, 12))
- C15** Ss. 441-444A applied (with modifications) (1.4.2010) by [Housing and Regeneration Act 2008 \(c. 17\), ss. 132\(1\)\(2\), 325; S.I. 2010/862, art. 2](#) (with Sch.)
- C16** S. 442 applied (with modifications) (1.10.2009) by [The Overseas Companies Regulations 2009 \(S.I. 2009/1801\), reg. 40](#) (with Sch. 8)
- C17** S. 442 applied (with modifications) (1.10.2009) by [The Overseas Companies Regulations 2009 \(S.I. 2009/1801\), reg. 55](#) (with Sch. 8)
- C18** S. 442 modified (temp.) (27.6.2020) by [The Companies etc. \(Filing Requirements\) \(Temporary Modifications\) Regulations 2020 \(S.I. 2020/645\), regs. 2, 12](#)
- C19** S. 442 modified (temp.) (27.6.2020) by [The Companies etc. \(Filing Requirements\) \(Temporary Modifications\) Regulations 2020 \(S.I. 2020/645\), regs. 2, 11](#)

443 Calculation of period allowed

- (1) This section applies for the purposes of calculating the period for filing a company's accounts and reports which is expressed as a specified number of months from a specified date or after the end of a specified previous period.
- (2) Subject to the following provisions, the period ends with the date in the appropriate month corresponding to the specified date or the last day of the specified previous period.
- (3) If the specified date, or the last day of the specified previous period, is the last day of a month, the period ends with the last day of the appropriate month (whether or not that is the corresponding date).
- (4) If—
 - (a) the specified date, or the last day of the specified previous period, is not the last day of a month but is the 29th or 30th, and
 - (b) the appropriate month is February,
 the period ends with the last day of February.
- (5) “The appropriate month” means the month that is the specified number of months after the month in which the specified date, or the end of the specified previous period, falls.

Modifications etc. (not altering text)

- C10** Ss. 441-469 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\), regs. 3-5, Sch. 1 para. 10](#) (with [reg. 7, Sch. 2](#)) (as amended (with application in accordance with [reg. 1\(3\)](#) of the amending S.I.) by [The Unregistered Companies \(Amendment\) Regulations 2013 \(S.I. 2013/1972\), regs. 1\(2\), 2\(2\)\(a\)](#))
- C20** Ss. 441-448 applied (6.4.2008) by [S.I. 2005/1788, reg. 29](#) (as substituted by [The Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), art. 3(1), **Sch. 1 para. 242(4)** (with arts. 6, 11, 12))

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- C21** Ss. 441-444 applied (with modifications) (6.4.2008) by 1996 c. 52, Sch. 1 para. 16D (as substituted by The Companies Act 2006 (Consequential Amendments etc) Order 2008 (S.I. 2008/948), art. 3(1), **Sch. 1 para. 202(3)** (with arts. 6, 11, 12))
- C22** Ss. 441-444 applied (with modifications) (1.10.2008) by The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 (S.I. 2008/1911), **reg. 17** (as amended (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by The Limited Liability Partnerships, Partnerships and Groups (Accounts and Audit) Regulations 2016 (S.I. 2016/575), **regs. 2(1), 12** and as further amended (with effect in accordance with reg. 2(5)(a) of the amending S.I.) by The Statutory Auditors Regulations 2017 (S.I. 2017/1164), reg. 1(2)(3), **Sch. 3 para. 5** (with reg. 2(6(7)))
- C23** Ss. 441-444A applied (with modifications) (1.4.2010) by Housing and Regeneration Act 2008 (c. 17), **ss. 132(1)(2), 325; S.I. 2010/862, art. 2** (with Sch.)
- C24** S. 443 applied (with modifications) (6.4.2008) by The Companies (Late Filing Penalties) and Limited Liability Partnerships (Filing Periods and Late Filing Penalties) Regulations 2008 (S.I. 2008/497, **reg. 6(1), Sch. Pt. 1**)

Filing obligations of different descriptions of company

444 Filing obligations of companies subject to small companies regime

- (1) The directors of a company subject to the small companies regime—
 - (a) must deliver to the registrar for each financial year a copy of [^{F5}the balance sheet] drawn up as at the last day of that year, and
 - (b) may also deliver to the registrar—
 - (i) a copy of the company's profit and loss account for that year, and
 - (ii) a copy of the directors' report for that year.
- (2) [^{F6}Where the directors deliver to the registrar a copy of the company's profit and loss account under subsection (1)(b)(i),] the directors must also deliver to the registrar a copy of the auditor's report on [^{F7}the accounts (and any directors' report) that it delivers].

This does not apply if the company is exempt from audit and the directors have taken advantage of that exemption.

[^{F8}(2A) Where the balance sheet or profit and loss account is abridged pursuant to paragraph 1A of Schedule 1 to the Small Companies and Groups (Accounts and Directors' Report) Regulations (S.I. 2008/409), the directors must also deliver to the registrar a statement by the company that all the members of the company have consented to the abridgement.]

[^{F9}(3) [^{F10} ... the copies of accounts and reports delivered to the registrar must be copies of the company's annual accounts and reports.]

[^{F11}(3A)

[^{F11}(3B)

[^{F12}(4)

- (5) Where the directors of a company subject to the small companies regime [^{F13}...—
 - (a) do not deliver to the registrar a copy of the company's profit and loss account, or

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- (b) do not deliver to the registrar a copy of the directors' report, the copy of the balance sheet delivered to the registrar must contain in a prominent position a statement that the company's annual accounts and reports have been delivered in accordance with the provisions applicable to companies subject to the small companies regime.
- [^{F14}(5A) Subject to subsection (5C), where the directors of a company subject to the small companies regime do not deliver to the registrar a copy of the company's profit and loss account—
- (a) the copy of the balance sheet delivered to the registrar must disclose that fact, and
 - (b) unless the company is exempt from audit and the directors have taken advantage of that exemption, the notes to the balance sheet delivered must satisfy the requirements in subsection (5B).
- (5B) Those requirements are that the notes to the balance sheet must—
- (a) state whether the auditor's report was qualified or unqualified,
 - (b) where that report was qualified, disclose the basis of the qualification (reproducing any statement under section 498(2)(a) or (b) or section 498(3), if applicable),
 - (c) where that report was unqualified, include a reference to any matters to which the auditor drew attention by way of emphasis, and
 - (d) state—
 - (i) the name of the auditor and (where the auditor is a firm) the name of the person who signed the auditor's report as senior statutory auditor, or
 - (ii) if the conditions in section 506 (circumstances in which names may be omitted) are met, that a resolution has been passed and notified to the Secretary of State in accordance with that section.
- (5C) Subsection (5A) does not apply in relation to a company if—
- (a) the company qualifies as a micro-entity (see sections 384A and 384B) in relation to a financial year, and
 - (b) the company's accounts are prepared for that year in accordance with any of the micro-entity provisions.]
- (6) The copies of the balance sheet and any directors' report delivered to the registrar under this section must state the name of the person who signed it on behalf of the board.
- (7) The copy of the auditor's report delivered to the registrar under this section must—
- (a) state the name of the auditor and (where the auditor is a firm) the name of the person who signed it as senior statutory auditor, or
 - (b) if the conditions in section 506 (circumstances in which names may be omitted) are met, state that a resolution has been passed and notified to the Secretary of State in accordance with that section.
- [^{F15}(8) If more than one person is appointed as auditor, the references in subsections (5B)(d) (i) and (7)(a) to the name of the auditor are to be read as references to the names of all the auditors.]

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Textual Amendments

- F5** Words in s. 444(1)(a) substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by [The Companies, Partnerships and Groups \(Accounts and Reports\) Regulations 2015 \(S.I. 2015/980\)](#), regs. 2(1), **8(3)(a)** (with reg. 3)
- F6** Words in s. 444(2) inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by [The Companies, Partnerships and Groups \(Accounts and Reports\) Regulations 2015 \(S.I. 2015/980\)](#), regs. 2(1), **8(3)(b)** (with reg. 3)
- F7** Words in s. 444(2) substituted (6.4.2008) by [The Companies Act 2006 \(Amendment\) \(Accounts and Reports\) Regulations 2008 \(S.I. 2008/393\)](#), **reg. 12**
- F8** S. 444(2A) inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by [The Companies, Partnerships and Groups \(Accounts and Reports\) Regulations 2015 \(S.I. 2015/980\)](#), regs. 2(1), **8(3)(c)** (with reg. 3)
- F9** S. 444(3) substituted (with effect in accordance with reg. 2(2) of the amending S.I.) by [The Small Companies \(Micro-Entities' Accounts\) Regulations 2013 \(S.I. 2013/3008\)](#), regs. 2(1), **6(a)** (with reg. 3)
- F10** Words in s. 444(3) omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of [The Companies, Partnerships and Groups \(Accounts and Reports\) Regulations 2015 \(S.I. 2015/980\)](#), regs. 2(1), **8(3)(d)** (with reg. 3)
- F11** S. 444(3A)(3B) omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of [The Companies, Partnerships and Groups \(Accounts and Reports\) Regulations 2015 \(S.I. 2015/980\)](#), regs. 2(1), **8(3)(e)** (with reg. 3)
- F12** S. 444(4) omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of [The Companies, Partnerships and Groups \(Accounts and Reports\) Regulations 2015 \(S.I. 2015/980\)](#), regs. 2(1), **8(3)(e)** (with reg. 3)
- F13** Words in s. 444(5) omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of [The Companies, Partnerships and Groups \(Accounts and Reports\) Regulations 2015 \(S.I. 2015/980\)](#), regs. 2(1), **8(3)(f)** (with reg. 3)
- F14** S. 444(5A)-(5C) inserted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by [The Companies, Partnerships and Groups \(Accounts and Reports\) Regulations 2015 \(S.I. 2015/980\)](#), regs. 2(1), **8(3)(g)** (with reg. 3)
- F15** S. 444(8) inserted (with effect in accordance with reg. 2(3) of the amending S.I.) by [The Statutory Auditors Regulations 2017 \(S.I. 2017/1164\)](#), reg. 1(2)(3), **Sch. 1 para. 8** (with reg. 2(6)(7))

Modifications etc. (not altering text)

- C10** Ss. 441-469 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 10** (with reg. 7, Sch. 2) (as amended (with application in accordance with reg. 1(3) of the amending S.I.) by [The Unregistered Companies \(Amendment\) Regulations 2013 \(S.I. 2013/1972\)](#), regs. 1(2), **2(2)(a)**)
- C25** Ss. 441-448 applied (6.4.2008) by S.I. 2005/1788, reg. 29 (as substituted by [The Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), art. 3(1), **Sch. 1 para. 242(4)** (with arts. 6, 11, 12))
- C26** Ss. 441-444 applied (with modifications) (6.4.2008) by 1996 c. 52, Sch. 1 para. 16D (as substituted by [The Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), art. 3(1), **Sch. 1 para. 202(3)** (with arts. 6, 11, 12))
- C27** Ss. 441-444A applied (with modifications) (1.4.2010) by [Housing and Regeneration Act 2008 \(c. 17\)](#), **ss. 132(1)(2)**, 325; S.I. 2010/862, **art. 2** (with Sch.)
- C28** Ss. 441-444 applied (with modifications) (1.10.2008) by [The Limited Liability Partnerships \(Accounts and Audit\) \(Application of Companies Act 2006\) Regulations 2008 \(S.I. 2008/1911\)](#), reg. 17 (as amended (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by [The Limited Liability Partnerships, Partnerships and Groups \(Accounts and Audit\) Regulations 2016 \(S.I. 2016/575\)](#), regs. 2(1), 12); (as amended (with effect in accordance with reg. 2(5)(a) of the amending S.I.) by [The Statutory Auditors Regulations 2017 \(S.I. 2017/1164\)](#), reg. 1(2)(3), Sch. 3 para. 5 (with reg. 2(6)(7))

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Commencement Information

- II** S. 444 wholly in force at 6.4.2008; s. 444 not in force at Royal Assent see s. 1300; s. 444 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), [art. 3\(3\)](#) (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); s. 444 in force at 6.4.2008 by [S.I. 2007/3495](#), [art. 3\(1\)\(d\)](#) (with savings in [arts. 7, 12](#) and subject to transitional adaptations in [Sch. 1 para. 6](#) and with savings in [Sch. 4 paras. 6-8](#))

[^{F16} 444A] **Filing obligations of companies entitled to small companies exemption in relation to directors' report**

- (1) The directors of a company that is entitled to small companies exemption in relation to the directors' report for a financial year—
 - (a) must deliver to the registrar a copy of the company's annual accounts for that year, and
 - (b) may also deliver to the registrar a copy of the directors' report.
- (2) The directors must also deliver to the registrar a copy of the auditor's report on the accounts (and any directors' report) that it delivers. This does not apply if the company is exempt from audit and the directors have taken advantage of that exception.
- (3) The copies of the balance sheet and directors' report delivered to the registrar under this section must state the name of the person who signed it on behalf of the board.
- [^{F17}(4) The copy of the auditor's report delivered to the registrar under this section must—
 - (a) state the name of the auditor and (where the auditor is a firm) the name of the person who signed it as senior statutory auditor, or
 - (b) if the conditions in section 506 (circumstances in which names may be omitted) are met, state that a resolution has been passed and notified to the Secretary of State in accordance with that section.]

[If more than one person is appointed as auditor, the reference in subsection (4)(a) to
^{F18}(4A) the name of the auditor is to be read as a reference to the names of all the auditors.]

- (5) This section does not apply to companies within section 444 (filing obligations of companies subject to the small companies regime).]

Textual Amendments

- F16** S. 444A inserted (6.4.2008) by [The Companies Act 2006 \(Amendment\) \(Accounts and Reports\) Regulations 2008 \(S.I. 2008/393\)](#), [reg. 6\(7\)](#)
- F17** S. 444A(4) substituted (1.10.2009) by [The Companies Act 2006 \(Accounts, Reports and Audit\) Regulations 2009 \(S.I. 2009/1581\)](#), [reg. 10](#)
- F18** S. 444A(4A) inserted (with effect in accordance with reg. 2(3) of the amending S.I.) by [The Statutory Auditors Regulations 2017 \(S.I. 2017/1164\)](#), [reg. 1\(2\)\(3\)](#), [Sch. 1 para. 9](#) (with [reg. 2\(6\)\(7\)](#))

Modifications etc. (not altering text)

- C10** Ss. 441-469 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), [regs. 3-5](#), [Sch. 1 para. 10](#) (with [reg. 7](#), [Sch. 2](#)) (as amended (with application in accordance with reg. 1(3) of the amending S.I.) by [The Unregistered Companies \(Amendment\) Regulations 2013 \(S.I. 2013/1972\)](#), [regs. 1\(2\)](#), [2\(2\)\(a\)](#))
- C29** Ss. 441-448 applied (6.4.2008) by [S.I. 2005/1788](#), [reg. 29](#) (as substituted by [The Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), [art. 3\(1\)](#), [Sch. 1 para. 242\(4\)](#) (with [arts. 6, 11, 12](#)))

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C30 Ss. 441-444A applied (with modifications) (1.4.2010) by [Housing and Regeneration Act 2008 \(c. 17\)](#), [ss. 132\(1\)\(2\)](#), 325; S.I. 2010/862, [art. 2](#) (with [Sch.](#))

445 Filing obligations of medium-sized companies

- (1) The directors of a company that qualifies as a medium-sized company in relation to a financial year (see sections 465 to 467) must deliver to the registrar a copy of—
- (a) the company's annual accounts, ^{F19} ...
 - ^{F20}(aa) the strategic report, and]
 - (b) the directors' report.

- (2) They must also deliver to the registrar a copy of the auditor's report on those accounts (and on^{F21} the strategic report and] the directors' report).

This does not apply if the company is exempt from audit and the directors have taken advantage of that exemption.

^{F22}(3)

^{F23}(4)

- (5) The copies of the balance sheet [^{F24}, strategic report] and directors' report delivered to the registrar under this section must state the name of the person who signed it on behalf of the board.

- (6) The copy of the auditor's report delivered to the registrar under this section must—
- (a) state the name of the auditor and (where the auditor is a firm) the name of the person who signed it as senior statutory auditor, or
 - (b) if the conditions in section 506 (circumstances in which names may be omitted) are met, state that a resolution has been passed and notified to the Secretary of State in accordance with that section.

^{F25}(6A) If more than one person is appointed as auditor, the reference in subsection (6)(a) to the name of the auditor is to be read as a reference to the names of all the auditors.]

- ^{F26}(7) This section does not apply to companies within—
- (a) section 444 (filing obligations of companies subject to the small companies regime), or
 - (b) section 444A (filing obligations of companies entitled to small companies exemption in relation to directors' report).]

Textual Amendments

F19 Word in s. 445(1)(a) omitted (with effect in accordance with reg. 1(4) of the amending S.I.) by virtue of [The Companies Act 2006 \(Strategic Report and Directors' Report\) Regulations 2013 \(S.I. 2013/1970\)](#), reg. 1(2)(3), [Sch. para. 9\(a\)\(i\)](#)

F20 S. 445(1)(aa) inserted (with effect in accordance with reg. 1(4) of the amending S.I.) by [The Companies Act 2006 \(Strategic Report and Directors' Report\) Regulations 2013 \(S.I. 2013/1970\)](#), reg. 1(2)(3), [Sch. para. 9\(a\)\(ii\)](#)

F21 Words in s. 445(2) inserted (with effect in accordance with reg. 1(4) of the amending S.I.) by [The Companies Act 2006 \(Strategic Report and Directors' Report\) Regulations 2013 \(S.I. 2013/1970\)](#), reg. 1(2)(3), [Sch. para. 9\(b\)](#)

Status: Point in time view as at 01/12/2020.

Changes to legislation: Companies Act 2006, Chapter 10 is up to date with all changes known to be in force on or before 26 August 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)

- F22** S. 445(3) omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of [The Companies, Partnerships and Groups \(Accounts and Reports\) Regulations 2015](#) (S.I. 2015/980), regs. 2(1), **8(4)** (with reg. 3)
- F23** S. 445(4) omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of [The Companies, Partnerships and Groups \(Accounts and Reports\) Regulations 2015](#) (S.I. 2015/980), regs. 2(1), **8(5)** (with reg. 3)
- F24** Words in s. 445(5) inserted (with effect in accordance with reg. 1(4) of the amending S.I.) by [The Companies Act 2006 \(Strategic Report and Directors' Report\) Regulations 2013](#) (S.I. 2013/1970), reg. 1(2)(3), **Sch. para. 9(c)**
- F25** S. 445(6A) inserted (with effect in accordance with reg. 2(3) of the amending S.I.) by [The Statutory Auditors Regulations 2017](#) (S.I. 2017/1164), reg. 1(2)(3), **Sch. 1 para. 10** (with reg. 2(6)(7))
- F26** S. 445(7) substituted (6.4.2008) by [The Companies Act 2006 \(Amendment\) \(Accounts and Reports\) Regulations 2008](#) (S.I. 2008/393), **reg. 6(8)**

Modifications etc. (not altering text)

- C10** Ss. 441-469 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009](#) (S.I. 2009/2436), regs. 3-5, **Sch. 1 para. 10** (with reg. 7, Sch. 2) (as amended (with application in accordance with reg. 1(3) of the amending S.I.) by [The Unregistered Companies \(Amendment\) Regulations 2013](#) (S.I. 2013/1972), regs. 1(2), **2(2)(a)**)
- C31** Ss. 441-448 applied (6.4.2008) by S.I. 2005/1788, reg. 29 (as substituted by [The Companies Act 2006 \(Consequential Amendments etc\) Order 2008](#) (S.I. 2008/948), art. 3(1), **Sch. 1 para. 242(4)** (with arts. 6, 11, 12))
- C32** S. 445 applied (with modifications) (1.10.2008) by [The Limited Liability Partnerships \(Accounts and Audit\) \(Application of Companies Act 2006\) Regulations 2008](#) (S.I. 2008/1911), **reg. 18** (as amended (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by [The Limited Liability Partnerships, Partnerships and Groups \(Accounts and Audit\) Regulations 2016](#) (S.I. 2016/575), regs. 2(1), **13** and as further amended (with effect in accordance with reg. 2(5)(a) of the amending S.I.) by [The Statutory Auditors Regulations 2017](#) (S.I. 2017/1164), reg. 1(2)(3), **Sch. 3 para. 6** (with reg. 2(6)(7)))

Commencement Information

- I2** S. 445 wholly in force at 6.4.2008; s. 445 not in force at Royal Assent see s. 1300; s. 445 in force for specified purposes at 20.1.2007 by S.I. 2006/3428, **art. 3(3)** (subject to [art. 5, Sch. 1](#) and with [arts. 6, 8, Sch. 5](#)); s. 445 in force at 6.4.2008 by S.I. 2007/3495, **art. 3(1)(d)** (with savings in [arts. 7, 12](#) and subject to transitional adaptations in [Sch. 1 para. 6](#) and with savings in [Sch. 4 paras. 6-8](#))

446 Filing obligations of unquoted companies

- (1) The directors of an unquoted company must deliver to the registrar for each financial year of the company a copy of—
- (a) the company's annual accounts, ^{F27} . . .
 - ^{F28}(aa) the strategic report,]
 - (b) the directors' report^{F29, F30} . . .
 - [any directors' remuneration report, and]
 - ^{F31}(ba)
 - (c) any separate corporate governance statement.]
- (2) The directors must also deliver to the registrar a copy of the auditor's report on those accounts (and [^{F32}the strategic report (where this is covered by the auditor's report),] the directors' report^{F33}, any directors' remuneration report^{F34}and any separate corporate governance statement]).

Status: Point in time view as at 01/12/2020.

Changes to legislation: Companies Act 2006, Chapter 10 is up to date with all changes known to be in force on or before 26 August 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)

This does not apply if the company is exempt from audit and the directors have taken advantage of that exemption.

- (3) The copies of the balance sheet^[F35], strategic report^[F36], directors' report^[F37], any directors' remuneration report] and any separate corporate governance statement] delivered to the registrar under this section must state the name of the person who signed it on behalf of the board.
- (4) The copy of the auditor's report delivered to the registrar under this section must—
- (a) state the name of the auditor and (where the auditor is a firm) the name of the person who signed it as senior statutory auditor, or
 - (b) if the conditions in section 506 (circumstances in which names may be omitted) are met, state that a resolution has been passed and notified to the Secretary of State in accordance with that section.
- ^[F38](4A) If more than one person is appointed as auditor, the reference in subsection (4)(a) to the name of the auditor is to be read as a reference to the names of all the auditors.]
- (5) This section does not apply to companies within—
- (a) section 444 (filing obligations of companies subject to the small companies regime),^{F39} . . .
 - ^[F40](aa) section 444A (filing obligations of companies entitled to small companies exemption in relation to directors' report), or]
 - (b) section 445 (filing obligations of medium-sized companies).

Textual Amendments

- F27** Word following s. 446(1)(a) omitted (27.6.2009) by virtue of [The Companies Act 2006 \(Accounts, Reports and Audit\) Regulations 2009 \(S.I. 2009/1581\)](#), **reg. 3(2)** (with application as stated in [reg. 1\(3\)](#))
- F28** S. 446(1)(aa) inserted (with effect in accordance with [reg. 1\(4\)](#) of the amending S.I.) by [The Companies Act 2006 \(Strategic Report and Directors' Report\) Regulations 2013 \(S.I. 2013/1970\)](#), [reg. 1\(2\)\(3\)](#), **Sch. para. 10(a)**
- F29** S. 446(1)(c) and preceding word inserted (27.6.2009) by [The Companies Act 2006 \(Accounts, Reports and Audit\) Regulations 2009 \(S.I. 2009/1581\)](#), **reg. 3(2)** (with application as stated in [reg. 1\(3\)](#))
- F30** Word in s. 446(1)(b) omitted (10.6.2019) by virtue of [The Companies \(Directors Remuneration Policy and Directors Remuneration Report\) Regulations 2019 \(S.I. 2019/970\)](#), [regs. 1, 22\(a\)\(i\)](#)
- F31** S. 446(1)(ba) inserted (10.6.2019) by [The Companies \(Directors Remuneration Policy and Directors Remuneration Report\) Regulations 2019 \(S.I. 2019/970\)](#), [regs. 1, 22\(a\)\(ii\)](#)
- F32** Words in s. 446(2) inserted (with effect in accordance with [reg. 1\(4\)](#) of the amending S.I.) by [The Companies Act 2006 \(Strategic Report and Directors' Report\) Regulations 2013 \(S.I. 2013/1970\)](#), [reg. 1\(2\)\(3\)](#), **Sch. para. 10(b)**
- F33** Words in s. 446(2) inserted (10.6.2019) by [The Companies \(Directors Remuneration Policy and Directors Remuneration Report\) Regulations 2019 \(S.I. 2019/970\)](#), [regs. 1, 22\(b\)](#)
- F34** Words in s. 446(2) inserted (27.6.2009) by [The Companies Act 2006 \(Accounts, Reports and Audit\) Regulations 2009 \(S.I. 2009/1581\)](#), **reg. 3(3)** (with application as stated in [reg. 1\(3\)](#))
- F35** Words in s. 446(3) inserted (with effect in accordance with [reg. 1\(4\)](#) of the amending S.I.) by [The Companies Act 2006 \(Strategic Report and Directors' Report\) Regulations 2013 \(S.I. 2013/1970\)](#), [reg. 1\(2\)\(3\)](#), **Sch. para. 10(c)**
- F36** Words in s. 446(3) substituted (27.6.2009) by [The Companies Act 2006 \(Accounts, Reports and Audit\) Regulations 2009 \(S.I. 2009/1581\)](#), **reg. 3(6)** (with application as stated in [reg. 1\(3\)](#))

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- F37** Words in s. 446(3) inserted (10.6.2019) by [The Companies \(Directors Remuneration Policy and Directors Remuneration Report\) Regulations 2019 \(S.I. 2019/970\)](#), regs. 1, **22(c)**
- F38** S. 446(4A) inserted (with effect in accordance with reg. 2(3) of the amending S.I.) by [The Statutory Auditors Regulations 2017 \(S.I. 2017/1164\)](#), reg. 1(2)(3), **Sch. 1 para. 11** (with reg. 2(6)(7))
- F39** Word in s. 446(5) omitted (6.4.2008) by virtue of [The Companies Act 2006 \(Amendment\) \(Accounts and Reports\) Regulations 2008 \(S.I. 2008/393\)](#), **reg. 6(9)**
- F40** S. 446(5)(aa) inserted (6.4.2008) by [The Companies Act 2006 \(Amendment\) \(Accounts and Reports\) Regulations 2008 \(S.I. 2008/393\)](#), **reg. 6(9)(a)**

Modifications etc. (not altering text)

- C10** Ss. 441-469 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 10** (with reg. 7, Sch. 2) (as amended (with application in accordance with reg. 1(3) of the amending S.I.) by [The Unregistered Companies \(Amendment\) Regulations 2013 \(S.I. 2013/1972\)](#), regs. 1(2), **2(2)(a)**)
- C33** Ss. 441-448 applied (6.4.2008) by S.I. 2005/1788, reg. 29 (as substituted by [The Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), art. 3(1), **Sch. 1 para. 242(4)** (with arts. 6, 11, 12))
- C34** S. 446 applied (with modifications) (1.10.2008) by [The Limited Liability Partnerships \(Accounts and Audit\) \(Application of Companies Act 2006\) Regulations 2008 \(S.I. 2008/1911\)](#), reg. 19 (as amended (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by [The Limited Liability Partnerships, Partnerships and Groups \(Accounts and Audit\) Regulations 2016 \(S.I. 2016/575\)](#), regs. 2(1), 14); (as amended (with effect in accordance with reg. 2(5)(a) of the amending S.I.) by [The Statutory Auditors Regulations 2017 \(S.I. 2017/1164\)](#), reg. 1(2)(3), Sch. 3 para. 7 (with reg. 2(6)(7)); (1.4.2019) by [The Companies \(Directors Report\) and Limited Liability Partnerships \(Energy and Carbon Report\) Regulations 2018 \(S.I. 2018/1155\)](#), regs. 2, **18**)

Commencement Information

- I3** S. 446 wholly in force at 6.4.2008; s. 446 not in force at Royal Assent see s. 1300; s. 446 in force at 6.4.2008 by S.I. 2007/3495, **art. 3(1)(d)** (with savings in arts. 7, 12 and subject to transitional adaptations in [Sch. 1 para. 8](#) (as amended (temp. from 27.6.2009) by [Companies Act 2006 \(Accounts, Reports and Audit\) Regulations 2009 \(S.I. 2009/1581\)](#), **reg. 3(4)(5)** (with application in accordance with reg. 1(3))) and with savings in Sch. 4 paras. 6-8)

447 Filing obligations of quoted companies

- (1) The directors of a quoted company must deliver to the registrar for each financial year of the company a copy of—
 - (a) the company's annual accounts,
 - (b) the directors' remuneration report,^{F41} . . .
 - [^{F42}(ba) the strategic report,]
 - (c) the directors' report.^{F43}, and
 - (d) any separate corporate governance statement.]
- (2) They must also deliver a copy of the auditor's report on those accounts (and on the directors' remuneration report^{F44}the strategic report (where this is covered by the auditor's report),]^{F45}, the directors' report and any separate corporate governance statement]).
- (3) The copies of the balance sheet, the directors' remuneration report [^{F46}, the strategic report]^{F47}, the directors' report and any separate corporate governance statement] delivered to the registrar under this section must state the name of the person who signed it on behalf of the board.

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- (4) The copy of the auditor's report delivered to the registrar under this section must—
- (a) state the name of the auditor and (where the auditor is a firm) the name of the person who signed it as senior statutory auditor, or
 - (b) if the conditions in section 506 (circumstances in which names may be omitted) are met, state that a resolution has been passed and notified to the Secretary of State in accordance with that section.

[^{F48}(5) If more than one person is appointed as auditor, the reference in subsection (4)(a) to the name of the auditor is to be read as a reference to the names of all the auditors.]

Textual Amendments

- F41** Word at end of s. 447(1)(b) omitted (27.6.2009) by virtue of [The Companies Act 2006 \(Accounts, Reports and Audit\) Regulations 2009](#) (S.I. 2009/1581), **reg. 4(2)** (with application as stated in [reg. 1\(3\)](#))
- F42** S. 447(1)(ba) inserted (with effect in accordance with [reg. 1\(4\)](#) of the amending S.I.) by [The Companies Act 2006 \(Strategic Report and Directors' Report\) Regulations 2013](#) (S.I. 2013/1970), [reg. 1\(2\)\(3\)](#), **Sch. para. 11(a)**
- F43** S. 447(1)(d) and preceding word inserted (27.6.2009) by [The Companies Act 2006 \(Accounts, Reports and Audit\) Regulations 2009](#) (S.I. 2009/1581), **reg. 4(2)** (with application as stated in [reg. 1\(3\)](#))
- F44** Words in s. 447(2) inserted (with effect in accordance with [reg. 1\(4\)](#) of the amending S.I.) by [The Companies Act 2006 \(Strategic Report and Directors' Report\) Regulations 2013](#) (S.I. 2013/1970), [reg. 1\(2\)\(3\)](#), **Sch. para. 11(b)**
- F45** Words in s. 447(2) substituted (27.6.2009) by [The Companies Act 2006 \(Accounts, Reports and Audit\) Regulations 2009](#) (S.I. 2009/1581), **reg. 4(3)** (with application as stated in [reg. 1\(3\)](#))
- F46** Words in s. 447(3) inserted (with effect in accordance with [reg. 1\(4\)](#) of the amending S.I.) by [The Companies Act 2006 \(Strategic Report and Directors' Report\) Regulations 2013](#) (S.I. 2013/1970), [reg. 1\(2\)\(3\)](#), **Sch. para. 11(c)**
- F47** Words in s. 447(3) substituted (27.6.2009) by [The Companies Act 2006 \(Accounts, Reports and Audit\) Regulations 2009](#) (S.I. 2009/1581), **reg. 4(6)** (with application as stated in [reg. 1\(3\)](#))
- F48** S. 447(5) inserted (with effect in accordance with [reg. 2\(3\)](#) of the amending S.I.) by [The Statutory Auditors Regulations 2017](#) (S.I. 2017/1164), [reg. 1\(2\)\(3\)](#), **Sch. 1 para. 12** (with [reg. 2\(6\)\(7\)](#))

Modifications etc. (not altering text)

- C10** Ss. 441-469 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009](#) (S.I. 2009/2436), [regs. 3-5](#), **Sch. 1 para. 10** (with [reg. 7](#), [Sch. 2](#)) (as amended (with application in accordance with [reg. 1\(3\)](#) of the amending S.I.) by [The Unregistered Companies \(Amendment\) Regulations 2013](#) (S.I. 2013/1972), [regs. 1\(2\)](#), **2(2)(a)**)
- C35** Ss. 441-448, 451-453 applied (6.4.2008) by S.I. 2005/1788, [reg. 29](#) (as substituted by [The Companies Act 2006 \(Consequential Amendments etc\) Order 2008](#) (S.I. 2008/948), [art. 3\(1\)](#), **Sch. 1 para. 242(4)** (with [arts. 6, 11, 12](#)))
- C36** Ss. 418-469 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009](#) (S.I. 2009/2436), [regs. 3-5](#), **Sch. 1 para. 10** (with transitional provisions and savings in [regs. 7, 9](#), [Sch. 2](#))

Commencement Information

- I4** S. 447 wholly in force at 6.4.2008; s. 447 not in force at Royal Assent see s. 1300; s. 447 in force at 6.4.2008 by S.I. 2007/3495, **art. 3(1)(d)** (with savings in [arts. 7, 12](#) and subject to transitional adaptations in [Sch. 1 para. 9](#) (as amended (temp. from 27.6.2009) by [Companies Act 2006 \(Accounts, Reports and Audit\) Regulations 2009](#) (S.I. 2009/1581), **reg. 3(4)(5)** (with application in accordance with [reg. 1\(3\)](#))) and with savings in [Sch. 4 paras. 6-8](#))

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448 Unlimited companies exempt from obligation to file accounts

- (1) The directors of an unlimited company are not required to deliver accounts and reports to the registrar in respect of a financial year if the following conditions are met.
- (2) The conditions are that at no time during the relevant accounting reference period—
 - (a) has the company been, to its knowledge, a subsidiary undertaking of an undertaking which was then limited, or
 - (b) have there been, to its knowledge, exercisable by or on behalf of two or more undertakings which were then limited, rights which if exercisable by one of them would have made the company a subsidiary undertaking of it, or
 - (c) has the company been a parent company of an undertaking which was then limited.

The references above to an undertaking being limited at a particular time are to an undertaking (under whatever law established) the liability of whose members is at that time limited.

- (3) The exemption conferred by this section does not apply if—
 - (a) the company is a banking or insurance company or the parent company of a banking or insurance group, or
 - ^{F49}(b) each of the members of the company is—
 - (i) a limited company,
 - (ii) another unlimited company each of whose members is a limited company, ^{F50} . . .
 - (iii) a Scottish partnership ^{F51}which is not a limited partnership,] each of whose members is a limited company ^{F52}, or
 - (iv) a Scottish partnership which is a limited partnership, each of whose general partners is a limited company.]]

^{F53}The references in paragraph (b) to a limited company, another unlimited company ^{F54}, a Scottish partnership which is not a limited partnership or a Scottish partnership which is a limited partnership] include a comparable undertaking incorporated in or formed under the law of a country or territory outside the United Kingdom.]

- (4) Where a company is exempt by virtue of this section from the obligation to deliver accounts—
 - (a) section 434(3) (requirements in connection with publication of statutory accounts: meaning of “statutory accounts”) has effect with the substitution for the words “as required to be delivered to the registrar under section 441” of the words “as prepared in accordance with this Part and approved by the board of directors”; and
 - (b) section 435(1)(b) (requirements in connection with publication of non-statutory accounts: statement whether statutory accounts delivered) has effect with the substitution for the words from “whether statutory accounts” to “have been delivered to the registrar” of the words “that the company is exempt from the requirement to deliver statutory accounts”.

^{F55}(5) In this section—

“general partner” means—

- (a) in relation to a Scottish partnership which is a limited partnership, a person who is a general partner within the meaning of the Limited Partnerships Act 1907 ^{F56}; and

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- (b) in relation to an undertaking incorporated in or formed under the law of any country or territory outside the United Kingdom and which is comparable to a Scottish partnership which is a limited partnership, a person comparable to such a general partner;
- “ limited partnership ” means a partnership registered under the Limited Partnerships Act 1907; and the “ relevant accounting reference period ”, in relation to a financial year, means the accounting reference period by reference to which that financial year was determined.]

Textual Amendments

- F49** S. 448(3)(b) substituted (6.4.2008) by [The Companies Act 2006 \(Amendment\) \(Accounts and Reports\) Regulations 2008 \(S.I. 2008/393\)](#), [reg. 13\(a\)](#)
- F50** Word in s. 448(3)(b) omitted (with effect in accordance with reg. 1(2) of the amending S.I.) by virtue of [The Companies and Partnerships \(Accounts and Audit\) Regulations 2013 \(S.I. 2013/2005\)](#), regs. 1(1), [2\(4\)\(a\)](#) (with reg. 1(5)(6))
- F51** Words in s. 448(3)(b)(iii) inserted (with effect in accordance with reg. 1(2) of the amending S.I.) by [The Companies and Partnerships \(Accounts and Audit\) Regulations 2013 \(S.I. 2013/2005\)](#), regs. 1(1), [2\(4\)\(b\)](#) (with reg. 1(5)(6))
- F52** S. 448(3)(b)(iv) and word inserted (with effect in accordance with reg. 1(2) of the amending S.I.) by [The Companies and Partnerships \(Accounts and Audit\) Regulations 2013 \(S.I. 2013/2005\)](#), regs. 1(1), [2\(4\)\(c\)](#) (with reg. 1(5)(6))
- F53** Words in s. 448(3) inserted (6.4.2008) by [The Companies Act 2006 \(Amendment\) \(Accounts and Reports\) Regulations 2008 \(S.I. 2008/393\)](#), [reg. 13\(b\)](#)
- F54** Words in s. 448(3) substituted (with effect in accordance with reg. 1(2) of the amending S.I.) by [The Companies and Partnerships \(Accounts and Audit\) Regulations 2013 \(S.I. 2013/2005\)](#), regs. 1(1), [2\(5\)](#) (with reg. 1(5)(6))
- F55** S. 448(5) substituted (with effect in accordance with reg. 1(2) of the amending S.I.) by [The Companies and Partnerships \(Accounts and Audit\) Regulations 2013 \(S.I. 2013/2005\)](#), regs. 1(1), [2\(6\)](#) (with reg. 1(5)(6))
- F56** 1907 c.24.

Modifications etc. (not altering text)

- C10** Ss. 441-469 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, [Sch. 1 para. 10](#) (with reg. 7, Sch. 2) (as amended (with application in accordance with reg. 1(3) of the amending S.I.) by [The Unregistered Companies \(Amendment\) Regulations 2013 \(S.I. 2013/1972\)](#), regs. 1(2), [2\(2\)\(a\)](#))
- C37** Ss. 441-448 applied (6.4.2008) by [S.I. 2005/1788](#), reg. 29 (as substituted by [The Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), art. 3(1), [Sch. 1 para. 242\(4\)](#) (with arts. 6, 11, 12))
- C38** Ss. 418-469 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, [Sch. 1 para. 10](#) (with transitional provisions and savings in regs. 7, 9, Sch. 2)

^{F57} **Dormant subsidiaries exempt from obligation to file accounts**

448A

- (1) The directors of a company are not required to deliver a copy of the company's individual accounts to the registrar in respect of a financial year if—
- the company is a subsidiary undertaking,
 - it has been dormant throughout the whole of that year, and
 - its parent undertaking is established under the law of an EEA State.

Status: Point in time view as at 01/12/2020.

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- (2) Exemption is conditional upon compliance with all of the following conditions—
- (a) all members of the company must agree to the exemption in respect of the financial year in question,
 - (b) the parent undertaking must give a guarantee under section 448C in respect of that year,
 - (c) the company must be included in the consolidated accounts drawn up for that year or to an earlier date in that year by the parent undertaking in accordance with—
 - ^{F58}(i) the provisions of Directive 2013/34/ EU of the European Parliament and of the Council on the annual financial statements, consolidated financial statements and related reports of certain types of undertakings, or]
 - (ii) international accounting standards,
 - (d) the parent undertaking must disclose in the notes to the consolidated accounts that the directors of the company are exempt from the requirement to deliver a copy of the company's individual accounts to the registrar by virtue of this section, and
 - (e) the directors of the company must deliver to the registrar within the period for filing the company's accounts and reports for that year—
 - (i) a written notice of the agreement referred to in subsection (2)(a),
 - (ii) the statement referred to in section 448C(1),
 - (iii) a copy of the consolidated accounts referred to in subsection (2)(c),
 - (iv) a copy of the auditor's report on those accounts, and
 - (v) a copy of the consolidated annual report drawn up by the parent undertaking.

Textual Amendments

- F57** Ss. 448A-448C inserted (1.10.2012 with application in accordance with reg. 2 of the amending S.I.) by [The Companies and Limited Liability Partnerships \(Accounts and Audit Exemptions and Change of Accounting Framework\) Regulations 2012 \(S.I. 2012/2301\)](#), regs. 1, **11**
- F58** S. 448A(2)(c)(i) substituted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by [The Companies, Partnerships and Groups \(Accounts and Reports\) Regulations 2015 \(S.I. 2015/980\)](#), regs. 2(1), **8(6)** (with reg. 3)

Modifications etc. (not altering text)

- C10** Ss. 441-469 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 10** (with reg. 7, Sch. 2) (as amended (with application in accordance with reg. 1(3) of the amending S.I.) by [The Unregistered Companies \(Amendment\) Regulations 2013 \(S.I. 2013/1972\)](#), regs. 1(2), **2(2)(a)**)
- C39** Ss. 448A, 448B, 448C applied (with modifications) by [The Limited Liability Partnerships \(Accounts and Audit\) \(Application of Companies Act 2006\) Regulations 2008 \(S.I. 2008/1911\)](#), **reg. 19A** (as inserted (1.10.2012 with application in accordance with reg. 2 of the amending S.I.) by S.I. 2012/2301, **regs. 1, 20(7)**) (as amended (17.5.2016) by [The Limited Liability Partnerships, Partnerships and Groups \(Accounts and Audit\) Regulations 2016 \(S.I. 2016/575\)](#), regs. 2(1), **15**)

448B Companies excluded from the dormant subsidiaries exemption

- (b) a company that—

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- (i) is an authorised insurance company, a banking company, an e-Money issuer, a MiFID investment firm or a UCITS management company, or
- (ii) carries on insurance market activity, or
- (c) a special register body as defined in section 117(1) of the Trade Union and Labour Relations (Consolidation) Act 1992 (c 52) or an employers' association as defined in section 122 of that Act or Article 4 of the Industrial Relations (Northern Ireland) Order 1992 (S.I. 1992/807) (NI 5).

Textual Amendments

F57 Ss. 448A-448C inserted (1.10.2012 with application in accordance with reg. 2 of the amending S.I.) by [The Companies and Limited Liability Partnerships \(Accounts and Audit Exemptions and Change of Accounting Framework\) Regulations 2012 \(S.I. 2012/2301\)](#), regs. 1, **11**

Modifications etc. (not altering text)

C10 Ss. 441-469 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 10** (with [reg. 7, Sch. 2](#)) (as amended (with application in accordance with reg. 1(3) of the amending S.I.) by [The Unregistered Companies \(Amendment\) Regulations 2013 \(S.I. 2013/1972\)](#), regs. 1(2), **2(2)(a)**)

C40 Ss. 448A, 448B, 448C applied (with modifications) by [The Limited Liability Partnerships \(Accounts and Audit\) \(Application of Companies Act 2006\) Regulations 2008 \(S.I. 2008/1911\)](#), **reg. 19A** (as inserted (1.10.2012 with application in accordance with reg. 2 of the amending S.I.) by [S.I. 2012/2301](#), **regs. 1, 20(7)**) (as amended (17.5.2016) by [The Limited Liability Partnerships, Partnerships and Groups \(Accounts and Audit\) Regulations 2016 \(S.I. 2016/575\)](#), regs. 2(1), **15**)

448C Dormant subsidiaries filing exemption: parent undertaking declaration of guarantee

- (1) A guarantee is given by a parent undertaking under this section when the directors of the subsidiary company deliver to the registrar a statement by the parent undertaking that it guarantees the subsidiary company under this section.
- (2) The statement under subsection (1) must be authenticated by the parent undertaking and must specify—
 - (a) the name of the parent undertaking,
 - (b) if the parent undertaking is incorporated in the United Kingdom, its registered number (if any),
 - (c) if the parent undertaking is incorporated outside the United Kingdom and registered in the country in which it is incorporated, the identity of the register on which it is registered and the number with which it is so registered,
 - (d) the name and registered number of the subsidiary company in respect of which the guarantee is being given,
 - (e) the date of the statement, and
 - (f) the financial year to which the guarantee relates.
- (3) A guarantee given under this section has the effect that—
 - (a) the parent undertaking guarantees all outstanding liabilities to which the subsidiary company is subject at the end of the financial year to which the guarantee relates, until they are satisfied in full, and

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- (b) the guarantee is enforceable against the parent undertaking by any person to whom the subsidiary company is liable in respect of those liabilities.]

Textual Amendments

F57 Ss. 448A-448C inserted (1.10.2012 with application in accordance with reg. 2 of the amending S.I.) by [The Companies and Limited Liability Partnerships \(Accounts and Audit Exemptions and Change of Accounting Framework\) Regulations 2012 \(S.I. 2012/2301\)](#), regs. 1, **11**

Modifications etc. (not altering text)

C10 Ss. 441-469 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 10** (with reg. 7, Sch. 2) (as amended (with application in accordance with reg. 1(3) of the amending S.I.) by [The Unregistered Companies \(Amendment\) Regulations 2013 \(S.I. 2013/1972\)](#), regs. 1(2), **2(2)(a)**)

C41 Ss. 448A, 448B, 448C applied (with modifications) by [The Limited Liability Partnerships \(Accounts and Audit\) \(Application of Companies Act 2006\) Regulations 2008 \(S.I. 2008/1911\)](#), **reg. 19A** (as inserted (1.10.2012 with application in accordance with reg. 2 of the amending S.I.) by S.I. 2012/2301, **regs. 1, 20(7)**) (as amended (17.5.2016) by [The Limited Liability Partnerships, Partnerships and Groups \(Accounts and Audit\) Regulations 2016 \(S.I. 2016/575\)](#), regs. 2(1), **15**)

Requirements where abbreviated accounts delivered

^{F59} **449 Special auditor's report where abbreviated accounts delivered**

.....

Textual Amendments

F59 S. 449 omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of [The Companies, Partnerships and Groups \(Accounts and Reports\) Regulations 2015 \(S.I. 2015/980\)](#), regs. 2(1), **8(8)** (with reg. 3)

^{F60} **450 Approval and signing of abbreviated accounts**

.....

Textual Amendments

F60 S. 450 omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of [The Companies, Partnerships and Groups \(Accounts and Reports\) Regulations 2015 \(S.I. 2015/980\)](#), regs. 2(1), **8(9)** (with reg. 3)

Failure to file accounts and reports

451 Default in filing accounts and reports: offences

- (1) If the requirements of section 441 (duty to file accounts and reports) are not complied with in relation to a company's accounts and reports for a financial year before the

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end of the period for filing those accounts and reports, every person who immediately before the end of that period was a director of the company commits an offence.

- (2) It is a defence for a person charged with such an offence to prove that he took all reasonable steps for securing that those requirements would be complied with before the end of that period.
- (3) It is not a defence to prove that the documents in question were not in fact prepared as required by this Part.
- (4) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding [^{F61}one-tenth of level 5 on the standard scale][^{F61}one-tenth of the greater of £5,000 or level 4 on the standard scale].

Textual Amendments

F61 Words in s. 451(4) substituted (E.W.) (12.3.2015) by [The Legal Aid, Sentencing and Punishment of Offenders Act 2012 \(Fines on Summary Conviction\) Regulations 2015 \(S.I. 2015/664\)](#), reg. 1(1), **Sch. 3 para. 9(13)** (with reg. 5(1))

Modifications etc. (not altering text)

- C10** Ss. 441-469 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 10** (with reg. 7, Sch. 2) (as amended (with application in accordance with reg. 1(3) of the amending S.I.) by [The Unregistered Companies \(Amendment\) Regulations 2013 \(S.I. 2013/1972\)](#), regs. 1(2), **2(2)(a)**)
- C42** Ss. 451-453 applied (6.4.2008) by [S.I. 2005/1788](#), reg. 29 (as substituted by [The Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), art. 3(1), **Sch. 1 para. 242(4)** (with arts. 6, 11, 12))
- C43** S. 451 applied (with modifications) (6.4.2008) by [The Companies \(Revision of Defective Accounts and Reports\) Regulations 2008 \(S.I. 2008/373\)](#), **reg. 8(3)**
- C44** S. 451 applied (with modifications) (6.4.2008) by [The Companies \(Revision of Defective Accounts and Reports\) Regulations 2008 \(S.I. 2008/373\)](#), **reg. 14(3)**
- C45** S. 451 applied (with modifications) (6.4.2008) by [The Companies \(Revision of Defective Accounts and Reports\) Regulations 2008 \(S.I. 2008/373\)](#), **reg. 15(5)**
- C46** S. 451 applied (with modifications) (6.4.2008) by [The Companies \(Revision of Defective Accounts and Reports\) Regulations 2008 \(S.I. 2008/373\)](#), **reg. 16(3)**
- C47** S. 451 applied (with modifications) (1.10.2009) by [The Overseas Companies Regulations 2009 \(S.I. 2009/1801\)](#), **reg. 41** (with Sch. 8)
- C48** S. 451 applied (with modifications) (1.10.2009) by [The Overseas Companies Regulations 2009 \(S.I. 2009/1801\)](#), **reg. 56** (with Sch. 8)
- C49** Ss. 418-469 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 10** (with transitional provisions and savings in regs. 7, 9, Sch. 2)
- C50** Ss. 451-453 applied (with modifications) (1.10.2008) by [The Limited Liability Partnerships \(Accounts and Audit\) \(Application of Companies Act 2006\) Regulations 2008 \(S.I. 2008/1911\)](#), reg. 22 (as amended: (1.4.2019) by [The Companies \(Directors Report\) and Limited Liability Partnerships \(Energy and Carbon Report\) Regulations 2018 \(S.I. 2018/1155\)](#), regs. 2, **19(3)-(5)**); and (with effect for financial years beginning on or after 6.4.2021) by [The European Grouping of Territorial Cooperation and Limited Liability Partnerships etc. \(Revocations and Amendments\) \(EU Exit\) Regulations 2021 \(S.I. 2021/153\)](#), regs. 1, **13(3)-(5)**)

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452 Default in filing accounts and reports: court order

- (1) If—
- (a) the requirements of section 441 (duty to file accounts and reports) are not complied with in relation to a company's accounts and reports for a financial year before the end of the period for filing those accounts and reports, and
 - (b) the directors of the company fail to make good the default within 14 days after the service of a notice on them requiring compliance,
- the court may, on the application of any member or creditor of the company or of the registrar, make an order directing the directors (or any of them) to make good the default within such time as may be specified in the order.
- (2) The court's order may provide that all costs (in Scotland, expenses) of and incidental to the application are to be borne by the directors.

Modifications etc. (not altering text)

- C10** Ss. 441-469 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 10** (with reg. 7, Sch. 2) (as amended (with application in accordance with reg. 1(3) of the amending S.I.) by [The Unregistered Companies \(Amendment\) Regulations 2013 \(S.I. 2013/1972\)](#), regs. 1(2), **2(2)(a)**)
- C50** Ss. 451-453 applied (with modifications) (1.10.2008) by [The Limited Liability Partnerships \(Accounts and Audit\) \(Application of Companies Act 2006\) Regulations 2008 \(S.I. 2008/1911\)](#), reg. 22 (as amended: (1.4.2019) by [The Companies \(Directors Report\) and Limited Liability Partnerships \(Energy and Carbon Report\) Regulations 2018 \(S.I. 2018/1155\)](#), regs. 2, **19(3)-(5)**; and (with effect for financial years beginning on or after 6.4.2021) by [The European Grouping of Territorial Cooperation and Limited Liability Partnerships etc. \(Revocations and Amendments\) \(EU Exit\) Regulations 2021 \(S.I. 2021/153\)](#), regs. 1, **13(3)-(5)**)
- C51** Ss. 451-453 applied (6.4.2008) by S.I. 2005/1788, reg. 29 (as substituted by [The Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), art. 3(1), **Sch. 1 para. 242(4)** (with arts. 6, 11, 12))
- C52** S. 452 applied (with modifications) (6.4.2008) by [The Companies \(Revision of Defective Accounts and Reports\) Regulations 2008 \(S.I. 2008/373\)](#), **reg. 8(3)**
- C53** S. 452 applied (with modifications) (6.4.2008) by [The Companies \(Revision of Defective Accounts and Reports\) Regulations 2008 \(S.I. 2008/373\)](#), **reg. 14(3)**
- C54** S. 452 applied (with modifications) (6.4.2008) by [The Companies \(Revision of Defective Accounts and Reports\) Regulations 2008 \(S.I. 2008/373\)](#), **reg. 15(5)**
- C55** S. 452 applied (with modifications) (6.4.2008) by [The Companies \(Revision of Defective Accounts and Reports\) Regulations 2008 \(S.I. 2008/373\)](#), **reg. 16(3)**
- C56** Ss. 418-469 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 10** (with transitional provisions and savings in regs. 7, 9, Sch. 2)
- C57** S. 452 modified by S.I. 2002/3150 (N.I. 4) art. 25C(4)(g) (as inserted (8.12.2017) by [The Risk Transformation Regulations 2017 \(S.I. 2017/1212\)](#), reg. 1(2), **Sch. 4 para. 5** (with reg. 189))
- C58** S. 452 modified by 1986 c. 46, s. 22H(4)(h) (as inserted (8.12.2017) by [The Risk Transformation Regulations 2017 \(S.I. 2017/1212\)](#), reg. 1(2), **Sch. 4 para. 3** (with reg. 189))
- C59** S. 452 modified by 1986 c. 46, s. 22H(4)(g) (as inserted (8.12.2017) by [The Risk Transformation Regulations 2017 \(S.I. 2017/1212\)](#), reg. 1(2), **Sch. 4 para. 3** (with reg. 189))
- C60** S. 452 modified by S.I. 2002/3150 (N.I. 4) art. 25C(4)(g) (as inserted (8.12.2017) by [The Risk Transformation Regulations 2017 \(S.I. 2017/1212\)](#), reg. 1(2), **Sch. 4 para. 5** (with reg. 189))

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453 Civil penalty for failure to file accounts and reports

- (1) Where the requirements of section 441 are not complied with in relation to a company's accounts and reports for a financial year before the end of the period for filing those accounts and reports, the company is liable to a civil penalty.

This is in addition to any liability of the directors under section 451.

- (2) The amount of the penalty shall be determined in accordance with regulations made by the Secretary of State by reference to—
- (a) the length of the period between the end of the period for filing the accounts and reports in question and the day on which the requirements are complied with, and
 - (b) whether the company is a private or public company.
- (3) The penalty may be recovered by the registrar and is to be paid into the Consolidated Fund.
- (4) It is not a defence in proceedings under this section to prove that the documents in question were not in fact prepared as required by this Part.
- (5) Regulations under this section having the effect of increasing the penalty payable in any case are subject to affirmative resolution procedure.

Otherwise, the regulations are subject to negative resolution procedure.

Modifications etc. (not altering text)

- C10** Ss. 441-469 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 10** (with reg. 7, Sch. 2) (as amended (with application in accordance with reg. 1(3) of the amending S.I.) by [The Unregistered Companies \(Amendment\) Regulations 2013 \(S.I. 2013/1972\)](#), regs. 1(2), **2(2)(a)**)
- C50** Ss. 451-453 applied (with modifications) (1.10.2008) by [The Limited Liability Partnerships \(Accounts and Audit\) \(Application of Companies Act 2006\) Regulations 2008 \(S.I. 2008/1911\)](#), reg. 22 (as amended: (1.4.2019) by [The Companies \(Directors Report\) and Limited Liability Partnerships \(Energy and Carbon Report\) Regulations 2018 \(S.I. 2018/1155\)](#), regs. 2, **19(3)-(5)**; and (with effect for financial years beginning on or after 6.4.2021) by [The European Grouping of Territorial Cooperation and Limited Liability Partnerships etc. \(Revocations and Amendments\) \(EU Exit\) Regulations 2021 \(S.I. 2021/153\)](#), regs. 1, **13(3)-(5)**)
- C61** Ss. 451-453 applied (6.4.2008) by S.I. 2005/1788, reg. 29 (as substituted by [The Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), art. 3(1), **Sch. 1 para. 242(4)** (with arts. 6, 11, 12))
- C62** Ss. 418-469 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 10** (with transitional provisions and savings in regs. 7, 9, Sch. 2)

Commencement Information

- I5** S. 453 wholly in force at 6.4.2008; s. 453 not in force at Royal Assent, see s. 1300; s. 453 in force for specified purposes at 20.1.2007 by S.I. 2006/3428, **art. 3(3)** (subject to **art. 5, Sch. 1** and with **arts. 6, 8, Sch. 5**); s. 453 in force at 6.4.2008 by S.I. 2007/3495, **art. 3(1)(d)** (with **arts. 7, 12, Sch. 4 paras. 6-8**)

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