



# Companies Act 2006

## 2006 CHAPTER 46

### PART 16

#### AUDIT

### CHAPTER 1

#### REQUIREMENT FOR AUDITED ACCOUNTS

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

- C1** Pt. 16 Ch. 1 applied (with modifications) (6.4.2008) by [The Bank Accounts Directive \(Miscellaneous Banks\) Regulations 2008 \(S.I. 2008/567\)](#), reg. 4, **Sch. para. 1** (with Sch. para. 11)
- C2** Pt. 16 Ch. 1 applied (with modifications) (6.4.2008) by [The Partnerships \(Accounts\) Regulations 2008 \(S.I. 2008/569\)](#), **regs. 4, 7, Sch. Pt. 1**
- C3** Pt. 16 Ch. 1 applied (with modifications) by S.I. 2008/565, reg. 3 (as substituted (with effect in accordance with reg. 2(4) of the amending S.I.) by [The Statutory Auditors Regulations 2017 \(S.I. 2017/1164\)](#), reg. 1(2)(3), **Sch. 2 para. 3** (with reg. 2(6)(7)))
- C4** Pt. 16 Ch. 1 applied (with modifications) (E.W.S.) (1.10.2018) by [The Occupational Pension Schemes \(Master Trusts\) Regulations 2018 \(S.I. 2018/1030\)](#), **regs. 1(2), 9(4)-(8)**
- C5** Pts. 1-39 modified (31.12.2020) by Regulation (EC) No. 2157/2001, Art. AAA1(3) (as inserted by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), **regs. 1, 97** (with **regs. 140-145**) (as amended by S.I. 2020/523, **regs. 1(2), 5(a)-(f)**); 2020 c. 1, Sch. 5 para. 1(1))

#### *Requirement for audited accounts*

#### **475 Requirement for audited accounts**

- (1) A company's annual accounts for a financial year must be audited in accordance with this Part unless the company—

*Status: Point in time view as at 08/03/2021.*

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- (a) is exempt from audit under—
    - section 477 (small companies),
    - [<sup>F1</sup>section 479A (subsidiary companies)] or
    - section 480 (dormant companies);
 or
  - (b) is exempt from the requirements of this Part under section 482 (non-profit-making companies subject to public sector audit).
- (2) A company is not entitled to any such exemption unless its balance sheet contains a statement by the directors to that effect.
- (3) A company is not entitled to exemption under any of the provisions mentioned in subsection (1)(a) unless its balance sheet contains a statement by the directors to the effect that—
- (a) the members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476, and
  - (b) the directors acknowledge their responsibilities for complying with the requirements of this Act with respect to accounting records and the preparation of accounts.
- (4) The statement required by subsection (2) or (3) must appear on the balance sheet above the signature required by section 414.

#### Textual Amendments

- F1** Words in s. 475(1)(a) 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, 6

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

- C6** S. 475 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. 33** (as amended (1.10.2012 with application in accordance with reg. 2 of the amending S.I.) by [S.I. 2012/2301](#), regs. 1, **20(2)**)
- C7** Ss. 475-481 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 11** (with transitional provisions and savings in regs. 7, 9, Sch. 2)
- C8** S. 475 applied (with modifications) in part (31.7.2015) by [The European Grouping of Territorial Cooperation Regulations 2015 \(S.I. 2015/1493\)](#), regs. 1(2), **7(1)** (with reg. 11)
- C9** S. 475(1) applied (with modifications) (6.4.2008) by [The Insurance Accounts Directive \(Miscellaneous Insurance Undertakings\) Regulations 2008 \(S.I. 2008/565\)](#), **reg. 3**

## 476 Right of members to require audit

- (1) The members of a company that would otherwise be entitled to exemption from audit under any of the provisions mentioned in section 475(1)(a) may by notice under this section require it to obtain an audit of its accounts for a financial year.
- (2) The notice must be given by—
- (a) members representing not less in total than 10% in nominal value of the company's issued share capital, or any class of it, or

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- (b) if the company does not have a share capital, not less than 10% in number of the members of the company.
- (3) The notice may not be given before the financial year to which it relates and must be given not later than one month before the end of that year.

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

- C10** Ss. 475-481 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 11** (with transitional provisions and savings in regs. 7, 9, Sch. 2)
- C11** S. 476 applied (with modifications) (31.7.2015) by [The European Grouping of Territorial Cooperation Regulations 2015 \(S.I. 2015/1493\)](#), regs. 1(2), **7(1)** (with reg. 11)

*Exemption from audit: small companies*

**477 Small companies: conditions for exemption from audit**

- (1) A company that [<sup>F2</sup>qualifies as a small company in relation to] a financial year is exempt from the requirements of this Act relating to the audit of accounts for that year.
- (2) <sup>F3</sup> .....
- (3) <sup>F3</sup> .....
- (4) For the purposes of this section—
  - (a) whether a company qualifies as a small company shall be determined in accordance with section 382(1) to (6), <sup>F4</sup> . . .
  - (b) <sup>F4</sup> .....
- (5) This section has effect subject to—
  - section 475(2) and (3) (requirements as to statements to be contained in balance sheet),
  - section 476 (right of members to require audit),
  - section 478 (companies excluded from small companies exemption), and
  - section 479 (availability of small companies exemption in case of group company).

**Textual Amendments**

- F2** Words in s. 477(1) 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, **4(a)**
- F3** S. 477(2)(3) omitted (1.10.2012 with application in accordance with reg. 2 of the amending S.I.) by virtue of [The Companies and Limited Liability Partnerships \(Accounts and Audit Exemptions and Change of Accounting Framework\) Regulations 2012 \(S.I. 2012/2301\)](#), regs. 1, **4(b)**
- F4** S. 477(4)(b) and preceding word omitted (1.10.2012 with application in accordance with reg. 2 of the amending S.I.) by virtue of [The Companies and Limited Liability Partnerships \(Accounts and Audit Exemptions and Change of Accounting Framework\) Regulations 2012 \(S.I. 2012/2301\)](#), regs. 1, **4(c)**

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

- C12** Ss. 475-481 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 11** (with transitional provisions and savings in regs. 7, 9, Sch. 2)
- C13** Ss. 477-479 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. 34** (as amended (1.10.2012 with application in accordance with reg. 2 of the amending S.I.) by S.I. 2012/2301, regs. 1, **20(3)**), as amended (E.W.S.) (1.10.2018) by [The Occupational Pension Schemes \(Master Trusts\) Regulations 2018 \(S.I. 2018/1030\)](#), regs. 1(2), **31(4)** and as amended (31.12.2020) by [The Statutory Auditors and Third Country Auditors \(Amendment\) \(EU Exit\) Regulations 2019 \(S.I. 2019/177\)](#), regs. 2, **50(a)**; 2020 c. 1, **Sch. 5 para. 1(1)**)

#### 478 Companies excluded from small companies exemption

A company is not entitled to the exemption conferred by section 477 (small companies) if it was at any time within the financial year in question—

- (a) a public company,
- (b) a company that—
  - (i) is an authorised insurance company, a banking company, an e-money issuer, [<sup>F5</sup>a MiFID investment firm] or a UCITS management company, [<sup>F6</sup>or]
  - (ii) carries on insurance market activity, or
  - [<sup>F7</sup>(iii) is a scheme funder of a Master Trust scheme within the meanings given by section 39(1) of the Pension Schemes Act 2017 (interpretation of Part 1), 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 (N.I. 5)).

#### Textual Amendments

- F5** Words in s. 478(b)(i) substituted (1.11.2007) by [The Markets in Financial Instruments Directive \(Consequential Amendments\) Regulations 2007 \(S.I. 2007/2932\)](#), **reg. 3(5)**
- F6** Word in s. 478(b)(i) omitted (E.W.S.) (1.10.2018) by virtue of [The Occupational Pension Schemes \(Master Trusts\) Regulations 2018 \(S.I. 2018/1030\)](#), regs. 1(2), **30(4)(a)**
- F7** S. 478(b)(iii) inserted (E.W.S.) (1.10.2018) by [The Occupational Pension Schemes \(Master Trusts\) Regulations 2018 \(S.I. 2018/1030\)](#), regs. 1(2), **30(4)(b)**

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

- C13** Ss. 477-479 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. 34** (as amended (1.10.2012 with application in accordance with reg. 2 of the amending S.I.) by S.I. 2012/2301, regs. 1, **20(3)**), as amended (E.W.S.) (1.10.2018) by [The Occupational Pension Schemes \(Master Trusts\) Regulations 2018 \(S.I. 2018/1030\)](#), regs. 1(2), **31(4)** and as amended (31.12.2020) by [The Statutory Auditors and Third Country Auditors \(Amendment\) \(EU Exit\) Regulations 2019 \(S.I. 2019/177\)](#), regs. 2, **50(a)**; 2020 c. 1, **Sch. 5 para. 1(1)**)
- C14** Ss. 475-481 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 11** (with transitional provisions and savings in regs. 7, 9, Sch. 2)

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#### 479 Availability of small companies exemption in case of group company

- (1) A company is not entitled to the exemption conferred by section 477 (small companies) in respect of a financial year during any part of which it was a group company unless—
- [<sup>F8</sup>(a) the group—
- (i) qualifies as a small group in relation to that financial year, and
  - (ii) was not at any time in that year an ineligible group, or]
- (b) subsection (3) applies.
- (2) <sup>F9</sup>.....
- (3) A company is not excluded by subsection (1) if, throughout the whole of the period or periods during the financial year when it was a group company, it was both a subsidiary undertaking and dormant.
- (4) In this section—
- (a) “group company” means a company that is a parent company or a subsidiary undertaking, and
  - (b) “the group”, in relation to a group company, means that company together with all its associated undertakings.
- For this purpose undertakings are associated if one is a subsidiary undertaking of the other or both are subsidiary undertakings of a third undertaking.
- (5) For the purposes of this section—
- (a) whether a group qualifies as small shall be determined in accordance with section 383 (companies qualifying as small: parent companies);
  - (b) “ineligible group” has the meaning given by section 384(2) and (3);
  - (c) <sup>F10</sup>.....
  - (d) <sup>F10</sup>.....
  - (e) <sup>F10</sup>.....
- (6) The provisions mentioned in subsection (5) apply for the purposes of this section as if all the bodies corporate in the group were companies.

#### Textual Amendments

- F8** S. 479(1)(a) 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, **5(a)**
- F9** S. 479(2) omitted (1.10.2012 with application in accordance with reg. 2 of the amending S.I.) by virtue of [The Companies and Limited Liability Partnerships \(Accounts and Audit Exemptions and Change of Accounting Framework\) Regulations 2012 \(S.I. 2012/2301\)](#), regs. 1, **5(b)**
- F10** S. 479(5)(c)(d)(e) omitted (1.10.2012 with application in accordance with reg. 2 of the amending S.I.) by virtue of [The Companies and Limited Liability Partnerships \(Accounts and Audit Exemptions and Change of Accounting Framework\) Regulations 2012 \(S.I. 2012/2301\)](#), regs. 1, **5(c)**

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

- C13** Ss. 477-479 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. **34** (as amended (1.10.2012 with application in accordance with reg. 2 of the amending S.I.) by S.I. 2012/2301, regs. 1, **20(3)**), as amended (E.W.S.) (1.10.2018) by [The Occupational Pension Schemes](#)

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- (Master Trusts) Regulations 2018 (S.I. 2018/1030), regs. 1(2), **31(4)** and as amended (31.12.2020) by The Statutory Auditors and Third Country Auditors (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/177), regs. 2, **50(a)**; 2020 c. 1, **Sch. 5 para. 1(1)**)
- C15** Ss. 475-481 applied (with modifications) (1.10.2009) by The Unregistered Companies Regulations 2009 (S.I. 2009/2436), regs. 3-5, **Sch. 1 para. 11** (with transitional provisions and savings in regs. 7, 9, Sch. 2)

*<sup>F11</sup>Exemption from audit: qualifying subsidiaries*

**Textual Amendments**

- F11** Ss. 479A-479C and cross-heading 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, 7

**479A Subsidiary companies: conditions for exemption from audit**

- (1) A company is exempt from the requirements of this Act relating to the audit of individual accounts for a financial year if—
- (a) it is itself a subsidiary undertaking, and
  - (b) its parent undertaking is established under the law of [<sup>F12</sup>any part of the United Kingdom].
- (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 479C 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—
    - [<sup>F13</sup>(i) if the undertaking is a company, the requirements of Part 15 of this Act, or, if the undertaking is not a company, the legal requirements which apply to the drawing up of consolidated accounts for that undertaking, or]
    - (ii) [<sup>F14</sup>UK-adopted international accounting standards (within the meaning given by section 474(1))],
  - (d) the parent undertaking must disclose in the notes to the consolidated accounts that the company is exempt from the requirements of this Act relating to the audit of individual accounts by virtue of this section, and
  - (e) the directors of the company must deliver to the registrar on or before the date that they file the accounts for that year—
    - (i) a written notice of the agreement referred to in subsection (2)(a),
    - (ii) the statement referred to in section 479C(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.

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- (3) This section has effect subject to—  
section 475(2) and (3) (requirements as to statements contained in balance sheet),  
and  
section 476 (right of members to require audit).

#### Textual Amendments

- F12** Words in s. 479A(1)(b) substituted (31.12.2020) by S.I. 2019/177, regs. 2, **4(a)** (as substituted by The Statutory Auditors, Third Country Auditors and International Accounting Standards (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/1392), regs. 1(2), **4** (with transitional provisions in S.I. 2019/177, Sch. 4 paras. 1(za), **1A** as inserted by S.I. 2020/108, regs. 1(2)(a), **4**); 2020 c. 1, **Sch. 5 para. 1(1)**)
- F13** S. 479A(2)(c)(i) substituted (31.12.2020) by S.I. 2019/177, regs. 2, **4(b)** (as substituted by The Statutory Auditors, Third Country Auditors and International Accounting Standards (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/1392), regs. 1(2), **4** (with transitional provisions in S.I. 2019/177, **Sch. 4 para. 1(za)** as inserted by S.I. 2020/108, regs. 1(2)(a), **4(a)**)); 2020 c. 1, **Sch. 5 para. 1(1)**)
- F14** Words in s. 479A(2)(c)(ii) substituted (31.12.2020 with effect in relation to financial years beginning on or after IP completion day) by The International Accounting Standards and European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2019 (S.I. 2019/685), reg. 1(2) (3), **Sch. 1 para. 22** (with reg. 1(4)-(8), Sch. 1 para. 64) (as amended by S.I. 2020/335, regs. 1, 3, 4 and S.I. 2020/523, regs. 1(2), 22, 25(b)); 2020 c. 1, Sch. 5 para. 1(1)

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

- C16** Ss. 479A-479C applied (with modifications) by The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 (S.I. 2008/1911), **reg. 34A** (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(4)**) (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), **20**; as amended (31.12.2020) by The International Accounting Standards and European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2019 (S.I. 2019/685), reg. 1(2), Sch. 1 para. 58(8) (with reg. 1(4)-(8), **Sch. 1 para. 65**) (as amended by S.I. 2020/335, regs. 1, 3, 4 and S.I. 2020/523, regs. 1(2), **22**, 25(c)); 2020 c. 1, **Sch. 5 para. 1(1)**; and as amended (31.12.2020) by The Statutory Auditors, Third Country Auditors and International Accounting Standards (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/1392), regs. 1(2), **7**; 2020 c. 1, **Sch. 5 para. 1(1)**)
- C17** S. 479A(1)(b) modified (31.12.2020) by S.I. 2019/177, **Sch. 4 para. 1A** (as inserted by The Statutory Auditors and Third Country Auditors (Amendment) (EU Exit) Regulations 2020 (S.I. 2020/108), regs. 1(2)(a), **4(b)**)

### 479B Companies excluded from the subsidiary companies audit exemption

A company is not entitled to the exemption conferred by section 479A (subsidiary companies) if it was at any time within the financial year in question—

- [<sup>F15</sup>(a) a traded company as defined in section 474(1),]  
(b) a company that—  
(i) is an authorised insurance company, a banking company, an e-money issuer, a MiFID investment firm or a UCITS management company,[<sup>F16</sup> or]  
(ii) carries on insurance market activity, or

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[ is a scheme funder of a Master Trust scheme within the meanings <sup>F17</sup>(iii) given by section 39(1) of the Pension Schemes Act 2017 (interpretation of Part 1), 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

- F15** S. 479B(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), **10(3)** (with reg. 3)
- F16** Word in s. 479B(b)(i) omitted (E.W.S.) (1.10.2018) by virtue of [The Occupational Pension Schemes \(Master Trusts\) Regulations 2018 \(S.I. 2018/1030\)](#), regs. 1(2), **30(5)(a)**
- F17** S. 479B(b)(iii) inserted (E.W.S.) (1.10.2018) by [The Occupational Pension Schemes \(Master Trusts\) Regulations 2018 \(S.I. 2018/1030\)](#), regs. 1(2), **30(5)(b)**

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

- C18** S. 479B amendment to earlier affecting provision S.I. 2008/1911, reg. 34A (E.W.S.) (1.10.2018) by [The Occupational Pension Schemes \(Master Trusts\) Regulations 2018 \(S.I. 2018/1030\)](#), regs. 1(2), **31(5)**
- C19** Ss. 479A, 479B, 479C applied (with modifications) by [The Limited Liability Partnerships \(Accounts and Audit\) \(Application of Companies Act 2006\) Regulations 2008 \(S.I. 2008/1911\)](#), reg. 34A (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(4)) (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), 20)

### 479C Subsidiary companies audit 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,
  - <sup>F18</sup>(b) the registered number (if any) of the parent undertaking,]
  - <sup>F19</sup>(c) .....
  - (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

- F18** S. 479C(2)(b) substituted (31.12.2020) by S.I. 2019/177, regs. 2, **4A(a)** (as substituted by The Statutory Auditors, Third Country Auditors and International Accounting Standards (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/1392), regs. 1(2), **4**;) 2020 c. 1, **Sch. 5 para. 1(1)**
- F19** S. 479C(2)(c) omitted (31.12.2020) by virtue of S.I. 2019/177, regs. 2, **4A(b)** (as substituted by The Statutory Auditors, Third Country Auditors and International Accounting Standards (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/1392), regs. 1(2), **4**;) 2020 c. 1, **Sch. 5 para. 1(1)**

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

- C20** Ss. 479A-479C applied (with modifications) by The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 (S.I. 2008/1911), **reg. 34A** (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(4)**) (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), **20** and as amended (31.12.2020) by The Statutory Auditors, Third Country Auditors and International Accounting Standards (Amendment) (EU Exit) Regulations 2019 (S.I. 2019/1392), regs. 1(2), **7**; 2020 c. 1, **Sch. 5 para. 1(1)**)

#### *Exemption from audit: dormant companies*

### **480 Dormant companies: conditions for exemption from audit**

- (1) A company is exempt from the requirements of this Act relating to the audit of accounts in respect of a financial year if—
- (a) it has been dormant since its formation, or
  - (b) it has been dormant since the end of the previous financial year and the following conditions are met.
- (2) The conditions are that the company—
- (a) as regards its individual accounts for the financial year in question—
    - (i) is entitled to prepare accounts in accordance with the small companies regime (see sections 381 to 384), or
    - (ii) would be so entitled but for having been a public company or a member of an ineligible group, and
  - (b) is not required to prepare group accounts for that year.
- (3) This section has effect subject to—
- section 475(2) and (3) (requirements as to statements to be contained in balance sheet),
  - section 476 (right of members to require audit), and
  - section 481 (companies excluded from dormant companies exemption).

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

- C21** Ss. 480, 481 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. 35** (as

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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), 23)

- C22** Ss. 475-481 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 11** (with transitional provisions and savings in regs. 7, 9, Sch. 2)
- C23** S. 480 applied (with modifications) (31.7.2015) by [The European Grouping of Territorial Cooperation Regulations 2015 \(S.I. 2015/1493\)](#), regs. 1(2), **7(1)** (with reg. 11)

#### 481 Companies excluded from dormant companies exemption

A company is not entitled to the exemption conferred by section 480 (dormant companies) if it was at any time within the financial year in question a company that—

- [<sup>F20</sup>(za) is a traded company as defined in section 474(1),]
- (a) is an authorised insurance company, a banking company, an e-money issuer, [<sup>F21</sup>a MiFID investment firm] or a UCITS management company, or
- (b) carries on insurance market activity.

#### Textual Amendments

- F20** S. 481(za) 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), **10(4)** (with reg. 3)
- F21** Words in s. 481(a) substituted (1.11.2007) by [The Markets in Financial Instruments Directive \(Consequential Amendments\) Regulations 2007 \(S.I. 2007/2932\)](#), **reg. 3(6)**

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

- C24** Ss. 480, 481 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. 35** (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), 23)
- C25** Ss. 475-481 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 11** (with transitional provisions and savings in regs. 7, 9, Sch. 2)
- C26** S. 481 applied (with modifications) (31.7.2015) by [The European Grouping of Territorial Cooperation Regulations 2015 \(S.I. 2015/1493\)](#), regs. 1(2), **7(1)** (with reg. 11)

### *Companies subject to public sector audit*

#### 482 Non-profit-making companies subject to public sector audit

- (1) The requirements of this Part as to audit of accounts do not apply to a company for a financial year if it is non-profit-making and its accounts—
- [<sup>F22</sup>(a) are subject to audit by the Comptroller and Auditor General by virtue of an order under section 25(6) of the Government Resources and Accounts Act 2000;
- (ab) are subject to audit by the Auditor General for Wales by virtue of—
- (i) an order under section 144 of the Government of Wales Act 1998, or

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- (ii) paragraph 18 of Schedule 8 to the Government of Wales Act 2006;]
  - (b) are accounts—
    - (i) in relation to which section 21 of the Public Finance and Accountability (Scotland) Act 2000 (asp 1) (audit of accounts: Auditor General for Scotland) applies, or
    - (ii) that are subject to audit by the Auditor General for Scotland by virtue of an order under section 483 (Scottish public sector companies: audit by Auditor General for Scotland); or
  - (c) are subject to audit by the Comptroller and Auditor General for Northern Ireland by virtue of an order under Article 5(3) of the Audit and Accountability (Northern Ireland) Order 2003 (S.I. 2003/418 (N.I. 5)).
- (2) In the case of a company that is a parent company or a subsidiary undertaking, subsection (1) applies only if every group undertaking is non-profit-making.
- (3) In this section “non-profit-making” has the same meaning as in<sup>F23</sup> Article 54 of the Treaty on the Functioning of the European Union].
- (4) This section has effect subject to section 475(2) (balance sheet to contain statement that company entitled to exemption under this section).

#### Textual Amendments

- F22** S. 482(1)(a)(ab) substituted for s. 482(1)(a) (6.11.2009) by [The Government of Wales Act 2006 \(Consequential Modifications, Transitional Provisions and Saving\) Order 2009 \(S.I. 2009/2958\)](#), **art. 10(2)**
- F23** Words in s. 482(3) substituted (1.8.2012) by [The Treaty of Lisbon \(Changes in Terminology or Numbering\) Order 2012](#), art. 3(1), {Sch. Pt. 1} (with art. 2(2))

### 483 Scottish public sector companies: audit by Auditor General for Scotland

- (1) The Scottish Ministers may by order provide for the accounts of a company having its registered office in Scotland to be audited by the Auditor General for Scotland.
- (2) An order under subsection (1) may be made in relation to a company only if it appears to the Scottish Ministers that the company—
  - (a) exercises in or as regards Scotland functions of a public nature none of which relate to reserved matters (within the meaning of the Scotland Act 1998 (c. 46)), or
  - (b) is entirely or substantially funded from a body having accounts falling within paragraph (a) or (b) of subsection (3).
- (3) Those accounts are—
  - (a) accounts in relation to which section 21 of the Public Finance and Accountability (Scotland) Act 2000 (asp 1) (audit of accounts: Auditor General for Scotland) applies,
  - (b) accounts which are subject to audit by the Auditor General for Scotland by virtue of an order under this section.
- (4) An order under subsection (1) may make such supplementary or consequential provision (including provision amending an enactment) as the Scottish Ministers think expedient.

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- (5) An order under subsection (1) shall not be made unless a draft of the statutory instrument containing it has been laid before, and approved by resolution of, the Scottish Parliament.

#### Commencement Information

- I1** S. 483 wholly in force at 6.4.2008; s. 483 not in force at Royal Assent, see s. 1300; s. 473 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. 483 in force at 6.4.2008 by [S.I. 2007/3495](#), [art. 3\(1\)\(d\)](#) (with [arts. 7, 12](#), [Sch. 4 paras. 9-19](#))

### *General power of amendment by regulations*

#### **484 General power of amendment by regulations**

- (1) The Secretary of State may by regulations amend this Chapter or section 539 (minor definitions) so far as applying to this Chapter by adding, altering or repealing provisions.
- (2) The regulations may make consequential amendments or repeals in other provisions of this Act, or in other enactments.
- (3) Regulations under this section imposing new requirements, or rendering existing requirements more onerous, are subject to affirmative resolution procedure.
- (4) Other regulations under this section are subject to negative resolution procedure.

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

- C27** Ss. 484-539 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), [regs. 3-5](#), [Sch. 1 para. 11](#) (with transitional provisions and savings in [regs. 7, 9](#), [Sch. 2](#))

#### Commencement Information

- I2** S. 484 wholly in force at 6.4.2008; s. 484 not in force at Royal Assent, see s. 1300; s. 484 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. 484 in force at 6.4.2008 by [S.I. 2007/3495](#), [art. 3\(1\)\(d\)](#) (with [arts. 7, 12](#), [Sch. 4 paras. 9-19](#))

**Status:**

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**Changes to legislation:**

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