



# Companies Act 2006

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- 1265 The transparency obligations directive

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- 1266 Transparency rules
- 1267 Competent authority's power to call for information
- 1268 Powers exercisable in case of infringement of transparency obligation

*Other matters*

- 1269 Corporate governance rules
- 1270 Liability for false or misleading statements in certain publications
- 1271 Exercise of powers where UK is host member State
- 1272 Transparency obligations and related matters: minor and consequential amendments
- 1273 Corporate governance regulations

**PART 44**

MISCELLANEOUS PROVISIONS

*Regulation of actuaries etc*

- 1274 Grants to bodies concerned with actuarial standards etc
- 1275 Levy to pay expenses of bodies concerned with actuarial standards etc
- 1276 Application of provisions to Scotland and Northern Ireland

*Information as to exercise of voting rights by institutional investors*

- 1277 Power to require information about exercise of voting rights
- 1278 Institutions to which information provisions apply
- 1279 Shares to which information provisions apply
- 1280 Obligations with respect to provision of information

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*Disclosure of information under the Enterprise Act 2002*

1281 Disclosure of information under the Enterprise Act 2002

*Expenses of winding up*

1282 Payment of expenses of winding up

*Commonhold associations*

1283 Amendment of memorandum or articles of commonhold association

**PART 45**

NORTHERN IRELAND

1284 Extension of Companies Acts to Northern Ireland

1285 Extension of GB enactments relating to UK Societas

1286 Extension of GB enactments relating to certain other forms of business organisation

1287 Extension of enactments relating to business names

**PART 46**

GENERAL SUPPLEMENTARY PROVISIONS

*Regulations and orders*

1288 Regulations and orders: statutory instrument

1289 Regulations and orders: negative resolution procedure

1290 Regulations and orders: affirmative resolution procedure

1291 Regulations and orders: approval after being made

1292 Regulations and orders: supplementary

*“Bank of England”*

1292A “Bank of England”

*Meaning of “enactment”*

1293 Meaning of “enactment”

*Consequential and transitional provisions*

1294 Power to make consequential amendments etc

1295 Repeals

1296 Power to make transitional provision and savings

1297 Continuity of the law

**PART 47**

FINAL PROVISIONS

1298 Short title

1299 Extent

1300 Commencement

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Companies Act 2006

SCHEDULE 1 — Connected persons: references to an interest in shares or debentures

*Introduction*

- 1 (1) The provisions of this Schedule have effect for the...

*General provisions*

- 2 (1) A reference to an interest in shares includes any...

*Rights to acquire shares*

- 3 (1) A person is taken to have an interest in...

*Right to exercise or control exercise of rights*

- 4 (1) A person is taken to have an interest in...

*Bodies corporate*

- 5 (1) A person is taken to be interested in shares...

*Trusts*

- 6 (1) Where an interest in shares is comprised in property...

SCHEDULE 1A — References to people with significant control over a company

PART 1 — THE SPECIFIED CONDITIONS

*Introduction*

- 1 This Part of this Schedule specifies the conditions at least...

*Ownership of shares*

- 2 The first condition is that X holds, directly or indirectly,...

*Ownership of voting rights*

- 3 The second condition is that X holds, directly or indirectly,...

*Ownership of right to appoint or remove directors*

- 4 The third condition is that X holds the right, directly...

*Significant influence or control*

- 5 The fourth condition is that X has the right to...

*Trusts, partnerships etc*

- 6 The fifth condition is that— (a) the trustees of a...

PART 2 — HOLDING AN INTEREST IN A COMPANY ETC

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### *Introduction*

- 7 This Part of this Schedule specifies the circumstances in which,...

### *Holding an interest*

- 8 (1) V holds an interest in company W if—

### *Interests held through a legal entity*

- 9 (1) This paragraph applies where V— (a) holds an interest...

### **PART 3 — SUPPLEMENTARY PROVISION**

### *Introduction*

- 10 This Part sets out rules for the interpretation of this...

### *Joint interests*

- 11 If two or more persons each hold a share or...

### *Joint arrangements*

- 12 (1) If shares or rights held by a person and...

### *Calculating shareholdings*

- 13 (1) In relation to a legal entity that has a...

### *Voting rights*

- 14 (1) A reference to the voting rights in a legal...  
15 In applying this Schedule, the voting rights in a legal...

### *Rights to appoint or remove members of the board*

- 16 A reference to the right to appoint or remove a...  
17 References to a board of directors, in the case of...

### *Shares or rights held “indirectly”*

- 18 (1) A person holds a share “indirectly” if the person...

### *Shares held by nominees*

- 19 A share held by a person as nominee for another...

### *Rights treated as held by person who controls their exercise*

- 20 (1) Where a person controls a right, the right is...  
21 (1) “Arrangement” includes— (a) any scheme, agreement or...

### *Rights exercisable only in certain circumstances etc*

- 22 (1) Rights that are exercisable only in certain circumstances are...

### *Rights attached to shares held by way of security*

- 23 Rights attached to shares held by way of security provided...

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*Significant influence or control*

- 24 (1) The Secretary of State must issue guidance about the...

*Limited partnerships*

- 25 (1) An individual does not meet the specified condition in...  
PART 4 — POWER TO AMEND THRESHOLDS ETC  
26 (1) The Secretary of State may by regulations amend this...

SCHEDULE 1B — Enforcement of disclosure requirements

*Right to issue restrictions notice*

- 1 (1) This paragraph applies if— (a) a notice under section...

*Relevant interests*

- 2 (1) For the purposes of this Schedule, a person has...

*Effect of restrictions notice*

- 3 (1) The effect of a restrictions notice issued under paragraph...

*Protection of third party rights*

- 4 (1) The court may give a direction under this paragraph...

*Breach of restrictions*

- 5 (1) A person commits an offence if the person does...  
6 If shares in a company are issued in contravention of...  
7 (1) A person guilty of an offence under paragraph 5...

*Relaxation of restrictions*

- 8 (1) An application may be made to the court for...

*Orders for sale*

- 9 (1) The court may order that the relevant interest subject...  
10 (1) If a relevant interest is sold in pursuance of...

*Company's power to withdraw restrictions notice*

- 11 A company that issues a person with a restrictions notice...

*Supplementary provision*

- 12 (1) The Secretary of State may by regulations make provision...

*Offence of failing to comply with notices*

- 13 (1) A person to whom a notice under section 790D...

*Offence of failing to provide information*

- 14 (1) A person commits an offence if the person—

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*False statements: basic offence*

- 14A (1) A person commits an offence if, in purported compliance...

*False statements: aggravated offence*

- 14B (1) A person commits an offence if, in purported compliance...

SCHEDULE 1C — Rules of the Takeover Panel: general principles and other provision

PART 1 — GENERAL PRINCIPLES

- 1 (1) All holders of the securities of an offeree company...
- 2 (1) The holders of the securities of an offeree company...
- 3 The board of directors of an offeree company must act...
- 4 False markets must not be created in the securities of—...
- 5 An offeror must announce a takeover bid only after—
- 6 An offeree company must not be hindered in the conduct...

PART 2 — OTHER PROVISION

*Protection of minority shareholders, the mandatory takeover bid and the equitable price*

- 7 (1) Rules must ensure that a person (“P”) is required...
- 8 (1) For the purposes of paragraph 7, “the equitable price”...
- 9 (1) Rules must ensure that the offeror may offer by...
- 10 Any rules that make provision to protect the interests of...

*Information concerning takeover bids*

- 11 (1) Rules must ensure that a decision to make a...
- 12 (1) Rules must ensure that an offeror must draw up...

*Time allowed for acceptance*

- 13 (1) Rules must ensure that, subject to any provision made...
- 14 (1) Rules may contain provision changing the time allowed for...

*Disclosure*

- 15 Rules must ensure that a takeover bid must be made...
- 16 Rules must ensure that all information and documents required by...

*Obligations of the board of directors of the offeree company*

- 17 (1) Rules must ensure that, during the relevant period, the...
- 18 (1) Rules must ensure that the board of directors of...

*Other rules applicable to the conduct of takeover bids*

- 19 Rules must make provision governing the conduct of takeover bids...

*Interpretation*

- 20 (1) In this Schedule— “offer document” means a document required...
- 21 (1) In this Schedule, other than in the listed provisions,...

SCHEDULE 2 — Specified persons, descriptions of disclosures etc for the purposes of section 948



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## PART 1 — SPECIFIED PERSONS

### (A) UNITED KINGDOM

- 1 The Secretary of State.
- 2 The Department of Enterprise, Trade and Investment for Northern Ireland....
- 3 The Treasury.
- 4 The Bank of England.
- 5 The Financial Services Authority.
- 6 The Commissioners for Her Majesty's Revenue and Customs.
- 7 The Lord Advocate.
- 8 The Director of Public Prosecutions.
- 9 The Director of Public Prosecutions for Northern Ireland.
- 10 A constable.
- 11 A procurator fiscal.
- 12 The Scottish Ministers.

### (B) JERSEY

- 1 The Minister for Economic Development.
- 2 The Minister for Treasury and Resources.
- 3 The Jersey Financial Services Commission.
- 4 The Comptroller of Income Tax.
- 5 The Agent of the Impôts.
- 6 Her Majesty's Attorney General for Jersey.
- 7 The Viscount.
- 8 A police officer (within the meaning of the Interpretation (Jersey)...

### (C) GUERNSEY

- 1 The Commerce and Employment Department.
- 2 The Treasury and Resources Department.
- 3 The Guernsey Financial Services Commission.
- 4 The Director of Income Tax.
- 5 The Chief Officer of Customs and Excise.
- 6 Her Majesty's Procureur.
- 7 A police officer (within the meaning of the Companies (Guernsey)...

### (D) ISLE OF MAN

- 1 (1) The members and officers of each of the Departments...
- 2 The Treasury of the Isle of Man.
- 3 The Financial Supervision Commission of the Isle of Man.
- 4 Her Majesty's Attorney General of the Isle of Man.
- 5 A constable (within the meaning of the Interpretation Act 1976...

## PART 2 — SPECIFIED DESCRIPTIONS OF DISCLOSURES

**Changes to legislation:** Companies Act 2006 is up to date with all changes known to be in force on or before 20 May 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) View outstanding changes

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## (A) UNITED KINGDOM

- 1 A disclosure for the purpose of enabling or assisting a...
- 2 A disclosure for the purpose of enabling or assisting an...
- 3 A disclosure for the purpose of enabling or assisting a...
- 4 A disclosure for the purpose of enabling or assisting a...
- 5 A disclosure for the purpose of enabling or assisting a...
- 6 A disclosure for the purpose of enabling or assisting a...
- 7 A disclosure for the purpose of enabling or assisting the...
- 8 A disclosure for the purpose of enabling or assisting a...
- 9 A disclosure for the purpose of enabling or assisting a...
- 10 A disclosure for the purpose of enabling or assisting a...
- 11 A disclosure for the purpose of enabling or assisting the...
- 12 A disclosure for the purpose of enabling or assisting a...
- 13 A disclosure for the purpose of enabling or assisting the...
- 14 A disclosure for the purpose of enabling or assisting the...
- 15 A disclosure for the purpose of enabling or assisting the...
- 16 A disclosure for the purpose of enabling or assisting a...
- 17 A disclosure for the purpose of enabling or assisting an...
- 18 . . . . .
- 19 A disclosure for the purpose of enabling or assisting a...
- 20 A disclosure for the purpose of enabling or assisting the...
- 21 A disclosure for the purpose of enabling or assisting the...
- 22 A disclosure for the purpose of enabling or assisting the...
- 23 A disclosure for the purpose of enabling or assisting the...
- 24 A disclosure for the purpose of enabling or assisting organs...
- 25 A disclosure for the purpose of enabling or assisting the...
- 26 . . . . .
- 27 A disclosure with a view to the institution of, or...
- 28 A disclosure for the purpose of enabling or assisting an...
- 29 A disclosure for the purpose of enabling or assisting the...
- 30 A disclosure for the purpose of enabling or assisting the...
- 31 A disclosure for the purpose of enabling or assisting the...
- 32 A disclosure by the Gambling Commission to the Comptroller and...
- 33 A disclosure for the purposes of enabling or assisting a...
- 34 A disclosure for the purpose of enabling or assisting an...
- 35 A disclosure for the purpose of enabling or assisting an...
- 36A A disclosure for the purpose of enabling or assisting the...
- 36 A disclosure for the purpose of enabling or assisting a...
- 37 A disclosure for the purpose of enabling or assisting the...
- 38 A disclosure for the purpose of enabling or assisting the...
- 39 A disclosure for the purpose of enabling or assisting a...
- 40 (1) A disclosure for the purpose of enabling or assisting...
- 41 A disclosure for the purpose of enabling or assisting a...
- 42 A disclosure for the purpose of enabling or assisting a...
- 43 A disclosure with a view to the institution of, or...
- 44 A disclosure for the purpose of enabling or assisting a...
- 45 A disclosure for the purpose of enabling or assisting a...
- 46 A disclosure for the purpose of enabling or assisting the...
- 47 A disclosure for the purpose of enabling or assisting a...
- 48 A disclosure with a view to the institution of, or...
- 49 A disclosure with a view to the institution of, or...

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- 50 A disclosure for the purposes of proceedings before a tribunal...
- 51 A disclosure for the purpose of enabling or assisting a...
- 52 (1) A disclosure with a view to the institution of,...
- 53 (1) A disclosure with a view to the institution of,...

#### (B) JERSEY

- 1 A disclosure for the purpose of enabling or assisting an...
- 2 A disclosure for the purpose of enabling or assisting a...
- 3 A disclosure for the purpose of enabling or assisting an...
- 4 A disclosure for the purpose of enabling or assisting the...
- 5 A disclosure for the purpose of enabling or assisting the...
- 6 A disclosure for the purpose of enabling or assisting the...
- 7 A disclosure for the purpose of enabling or assisting the...
- 8 A disclosure for the purpose of enabling or assisting Her...
- 9 A disclosure for the purpose of enabling or assisting Her...
- 10 A disclosure for the purpose of enabling or assisting the...
- 11 A disclosure with a view to the institution of, or...
- 12 (1) A disclosure with a view to the institution of,...
- 13 (1) A disclosure with a view to the institution of,...

#### (C) GUERNSEY

- 1 A disclosure for the purpose of enabling or assisting the...
- 2 A disclosure for the purpose of enabling or assisting a...
- 3 A disclosure for the purpose of enabling or assisting Her...
- 4 A disclosure for the purpose of enabling or assisting the...
- 5 A disclosure for the purpose of enabling or assisting any...
- 6 A disclosure with a view to the institution of, or...
- 7 (1) A disclosure with a view to the institution of,...
- 8 (1) A disclosure with a view to the institution of,...

#### (D) ISLE OF MAN

- 1 A disclosure for the purpose of enabling or assisting an...
- 2 A disclosure for the purpose of enabling or assisting a...
- 3 A disclosure for the purpose of enabling or assisting the...
- 4 A disclosure for the purpose of enabling or assisting an...
- 5 A disclosure for the purpose of enabling or assisting the...
- 6 A disclosure for the purpose of enabling or assisting an...
- 7 A disclosure for the purpose of enabling or assisting the...
- 8 A disclosure with a view to the institution of, or...
- 9 A disclosure for the purpose of enabling or assisting—
- 10 A disclosure for the purpose of enabling or assisting the...
- 11 A disclosure for the purpose of enabling or assisting the...
- 12 A disclosure for the purpose of enabling or assisting the...
- 13 A disclosure for the purpose of enabling or assisting Her...
- 14 A disclosure for the purpose of enabling or assisting the...
- 15 A disclosure for the purpose of enabling or assisting an...
- 16 (1) A disclosure with a view to the institution of,...

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- 17 (1) A disclosure with a view to the institution of,...

## (E) GENERAL

- 1 A disclosure for the purpose of enabling or assisting—
  - 2 (1) A disclosure for the purpose of enabling or assisting...
  - 3 A disclosure with a view to the institution of, or...
  - 4 A disclosure for the purpose of the provision of a...
  - 5 A disclosure in pursuance of any EU obligation.
- ### PART 3 — OVERSEAS REGULATORY BODIES
- 1 (1) A disclosure is made in accordance with this Part...
  - 2 In determining whether to disclose information to a person or...

## SCHEDULE 3 — Amendments of remaining provisions of the Companies Act 1985 relating to offences

### *Failure to give information about interests in shares etc*

- 1 (1) In subsection (3) of section 444 of the Companies...

### *Obstruction of rights conferred by a warrant or failure to comply with requirement under section 448*

- 2 (1) In section 448(7) of the Companies Act 1985 (obstruction...

### *Wrongful disclosure of information to which section 449 applies*

- 3 (1) Section 449 of the Companies Act 1985 (wrongful disclosure...

### *Destruction, mutilation etc of company documents*

- 4 (1) For subsection (3) of section 450 of the Companies...

### *Provision of false information in purported compliance with section 447*

- 5 (1) For subsection (2) of section 451 of the Companies...

### *Obstruction of inspector, etc exercising power to enter and remain on premises*

- 6 (1) Section 453A of the Companies Act 1985 (obstruction of...

### *Attempted evasion of restrictions under Part 15*

- 7 (1) In subsection (1) of section 455 of the Companies...

## SCHEDULE 4 — Documents and information sent or supplied to a company

### Part 1 — INTRODUCTION

### *Application of Schedule*

- 1 (1) This Schedule applies to documents or information sent or...
- ### Part 2 — COMMUNICATIONS IN HARD COPY FORM

### *Introduction*

- 2 A document or information is validly sent or supplied to...

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*Method of communication in hard copy form*

- 3 (1) A document or information in hard copy form may...

*Address for communications in hard copy form*

- 4 A document or information in hard copy form may be...

PART 2A — COMMUNICATIONS IN ELECTRONIC FORM FROM THE REGISTRAR  
OR THE SECRETARY OF STATE

- 4A (1) A document or information is validly sent or supplied...

Part 3 — COMMUNICATIONS IN ELECTRONIC FORM IN OTHER CASES

*Introduction*

- 5 A document or information is validly sent or supplied to...

*Conditions for use of communications in electronic form*

- 6 A document or information may only be sent or supplied...

*Address for communications in electronic form*

- 7 (1) Where the document or information is sent or supplied...

Part 4 — OTHER AGREED FORMS OF COMMUNICATION

- 8 A document or information that is sent or supplied to...

SCHEDULE 5 — Communications by a company

Part 1 — INTRODUCTION

*Application of this Schedule*

- 1 This Schedule applies to documents or information sent or supplied...

Part 2 — COMMUNICATIONS IN HARD COPY FORM

*Introduction*

- 2 A document or information is validly sent or supplied by...

*Method of communication in hard copy form*

- 3 (1) A document or information in hard copy form must...

*Address for communications in hard copy form*

- 4 (1) A document or information in hard copy form may...

Part 3 — COMMUNICATIONS IN ELECTRONIC FORM

*Introduction*

- 5 A document or information is validly sent or supplied by...

*Agreement to communications in electronic form*

- 6 A document or information may only be sent or supplied...

*Address for communications in electronic form*

- 7 (1) Where the document or information is sent or supplied...

Part 4 — COMMUNICATIONS BY MEANS OF A WEBSITE

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### *Use of website*

- 8 A document or information is validly sent or supplied by...

### *Agreement to use of website*

- 9 A document or information may only be sent or supplied...

### *Deemed agreement of members of company etc to use of website*

- 10 (1) This paragraph applies to a document or information to...

### *Deemed agreement of debenture holders to use of website*

- 11 (1) This paragraph applies to a document or information to...

### *Availability of document or information*

- 12 (1) A document or information authorised or required to be...

### *Notification of availability*

- 13 (1) The company must notify the intended recipient of—

### *Period of availability on website*

- 14 (1) The company must make the document or information available...

### *Part 5 — OTHER AGREED FORMS OF COMMUNICATION*

- 15 A document or information that is sent or supplied otherwise...

### *Part 6 — SUPPLEMENTARY PROVISIONS*

### *Joint holders of shares or debentures*

- 16 (1) This paragraph applies in relation to documents or information...

### *Death or bankruptcy of holder of shares*

- 17 (1) This paragraph has effect in the case of the...

### *SCHEDULE 6 — Meaning of “subsidiary” etc: supplementary provisions*

### *Introduction*

- 1 The provisions of this Part of this Schedule explain expressions...

### *Voting rights in a company*

- 2 In section 1159(1)(a) and (c) the references to the voting...

### *Right to appoint or remove a majority of the directors*

- 3 (1) In section 1159(1)(b) the reference to the right to...

### *Rights exercisable only in certain circumstances or temporarily incapable of exercise*

- 4 (1) Rights which are exercisable only in certain circumstances shall...

### *Rights held by one person on behalf of another*

- 5 Rights held by a person in a fiduciary capacity shall...

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- 6 (1) Rights held by a person as nominee for another...

*Rights attached to shares held by way of security*

- 7 Rights attached to shares held by way of security shall...

*Rights attributed to holding company*

- 8 (1) Rights shall be treated as held by a holding...

*Disregard of certain rights*

- 9 The voting rights in a company shall be reduced by...

*Supplementary*

- 10 References in any provision of paragraphs 5 to 9 to...

SCHEDULE 7 — Parent and subsidiary undertakings: supplementary provisions

*Introduction*

- 1 The provisions of this Schedule explain expressions used in section...

*Voting rights in an undertaking*

- 2 (1) In section 1162(2)(a) and (d) the references to the...

*Right to appoint or remove a majority of the directors*

- 3 (1) In section 1162(2)(b) the reference to the right to...

*Right to exercise dominant influence*

- 4 (1) For the purposes of section 1162(2)(c) an undertaking shall...

*Rights exercisable only in certain circumstances or temporarily incapable of exercise*

- 5 (1) Rights which are exercisable only in certain circumstances shall...

*Rights held by one person on behalf of another*

- 6 Rights held by a person in a fiduciary capacity shall...

- 7 (1) Rights held by a person as nominee for another...

*Rights attached to shares held by way of security*

- 8 Rights attached to shares held by way of security shall...

*Rights attributed to parent undertaking*

- 9 (1) Rights shall be treated as held by a parent...

*Disregard of certain rights*

- 10 The voting rights in an undertaking shall be reduced by...

*Supplementary*

- 11 References in any provision of paragraphs 6 to 10 to...

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## SCHEDULE 8 — Index of defined expressions

## SCHEDULE 9 — Removal of special provisions about accounts and audit of charitable companies

### Part 1 — THE COMPANIES ACT 1985 (C. 6)

- 1 Removal of special provisions about accounts and audit of charitable companies
- 2 Removal of special provisions about accounts and audit of charitable companies
- 3 Removal of special provisions about accounts and audit of charitable companies
- 4 Removal of special provisions about accounts and audit of charitable companies
- 5 Removal of special provisions about accounts and audit of charitable companies
- 6 Removal of special provisions about accounts and audit of charitable companies
- 7 Removal of special provisions about accounts and audit of charitable companies
- 8 Removal of special provisions about accounts and audit of charitable companies

### Part 2 — THE COMPANIES (NORTHERN IRELAND) ORDER 1986 (S.I. 1986/1032 (N.I. 6))

- 9 Removal of special provisions about accounts and audit of charitable companies
- 10 Removal of special provisions about accounts and audit of charitable companies
- 11 Removal of special provisions about accounts and audit of charitable companies
- 12 Removal of special provisions about accounts and audit of charitable companies
- 13 Removal of special provisions about accounts and audit of charitable companies
- 14 Removal of special provisions about accounts and audit of charitable companies
- 15 Removal of special provisions about accounts and audit of charitable companies
- 16 Removal of special provisions about accounts and audit of charitable companies

## SCHEDULE 10 — Recognised supervisory bodies

### Part 1 — GRANT AND REVOCATION OF RECOGNITION OF A SUPERVISORY BODY

#### *Application for recognition of supervisory body*

- 1 (1) A supervisory body may apply to the Secretary of...

#### *Grant and refusal of recognition*

- 2 (1) The Secretary of State may, on an application duly...



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*Revocation of recognition*

- 3 (1) A recognition order in respect of a body may...

*Transitional provision*

- 4 A recognition order made and not revoked under—

*Orders not statutory instruments*

- 5 Orders under this Part of this Schedule shall not be...

Part 2 — REQUIREMENTS FOR RECOGNITION OF A SUPERVISORY BODY

*Delegation etc. of tasks by competent authority*

- 5A The body (“B”) must have rules providing that—

*Consultation*

- 5B The body must consult with the competent authority and with...

*Holding of appropriate qualification*

- 6 (1) The body must have rules to the effect that...  
7 (1) This paragraph explains what is meant in paragraph 6(1)(b)...  
7A (1) The body must have rules and practices governing the...

*Auditors to be fit and proper persons*

- 8 (1) The body must have adequate rules and practices designed...

*Professional integrity and independence*

- 9 (1) The body must have adequate rules and practices designed...

*Technical standards*

- 10 (1) The body must have rules and practices as to—...

*Technical standards for group audits*

- 10A (1) The body must have rules and practices as to...

*Public interest entity reporting requirements*

- 10B . . . . .

*Public interest entity independence requirements*

- 10C (1) . . . . .

*Procedures for maintaining competence*

- 11 The body must have rules and practices designed to ensure...

*Monitoring and enforcement*

- 12 (1) The body must— (a) have adequate resources for the...

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*Monitoring of audits*

- 13 (1) The body must— (a) have adequate arrangements for enabling...

*Membership, eligibility and enforcement*

- 14 The rules and practices of the body relating to—

*Investigation of complaints*

- 15 (1) The body must have effective arrangements for the investigation...

*Independent investigation for enforcement purposes*

- 16 (1) The body must have rules and practices designed to...

*Transfer of papers to third countries*

- 16A (1) The body must have adequate rules and practices designed...

*Transfer to approved third country competent authority*

- 16AA The requirements of this paragraph are that—

*Transfer for purposes of investigation of auditor*

- 16AB (1) The requirements of this paragraph are that—

*Meeting of claims arising out of audit work*

- 17 (1) The body must have adequate rules or arrangements designed...

*Register of auditors and other information to be made available*

- 18 The body must have rules requiring persons eligible under its...

*Taking account of costs of compliance*

- 19 The body must have satisfactory arrangements for taking account, in...

*Promotion and maintenance of standards*

- 20 The body must be able and willing—

*Supplementary: funding of arrangements*

- 20ZA (1) This paragraph applies where, under regulation 3 of the...

*Interpretation*

- 20A (1) In this Part of this Schedule— “ the Audit...  
Part 3 — ARRANGEMENTS IN WHICH RECOGNISED SUPERVISORY BODIES  
ARE REQUIRED TO PARTICIPATE

*Arrangements for setting standards relating to professional integrity and independence*

- 21 Arrangements in which recognised supervisory bodies are required to participate

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*Arrangements for setting technical standards*

- 22 Arrangements in which recognised supervisory bodies are required to participate

*Arrangements for setting standards relating to public interest entity reporting requirements*

- 22A Arrangements in which recognised supervisory bodies are required to participate

*Arrangements for setting standards relating to public interest entity independence requirements*

- 22B Arrangements in which recognised supervisory bodies are required to participate

*Arrangements for independent monitoring of audits of listed companies and other major bodies*

- 23 Arrangements in which recognised supervisory bodies are required to participate

*Arrangements for independent monitoring of third country audits*

- 23A Arrangements in which recognised supervisory bodies are required to participate

*Arrangements for independent investigation for disciplinary purposes of public interest cases*

- 24 Arrangements in which recognised supervisory bodies are required to participate

*Supplementary: arrangements to operate independently of body*

- 25 Arrangements in which recognised supervisory bodies are required to participate

*Supplementary: funding of arrangements*

- 26 Arrangements in which recognised supervisory bodies are required to participate

*Supplementary: scope of arrangement*

- 27 Arrangements in which recognised supervisory bodies are required to participate

SCHEDULE 11 — Recognised professional qualifications

Part 1 — GRANT AND REVOCATION OF RECOGNITION OF A PROFESSIONAL QUALIFICATION

*Application for recognition of professional qualification*

- 1 (1) A qualifying body may apply to the Secretary of...

*Grant and refusal of recognition*

- 2 (1) The Secretary of State may, on an application duly...

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*Revocation of recognition*

- 3 (1) A recognition order may be revoked by a further...

*Transitional provision*

- 4 A recognition order made and not revoked under—

*Orders not statutory instruments*

- 5 Orders under this Part of this Schedule shall not be...

Part 2 — REQUIREMENTS FOR RECOGNITION OF A PROFESSIONAL  
QUALIFICATION

*Entry requirements*

- 6 (1) The qualification must only be open to persons who—...

*Requirement for theoretical instruction or professional experience*

- 7 (1) The qualification must be restricted to persons who—

*Examination*

- 8 (1) The qualification must be restricted to persons who have...

*Practical training*

- 9 (1) The qualification must be restricted to persons who have...

*Supplementary provision with respect to a sufficient period of professional experience*

- 10 (1) Periods of theoretical instruction in the fields of finance,...

*The body offering the qualification*

- 11 (1) The body offering the qualification must have—

SCHEDULE 11A — Specified persons, descriptions, disclosures etc for the purposes  
of section 1224A

PART 1 — SPECIFIED PERSONS

- 1 The Secretary of State.
- 2 The Department of Enterprise, Trade and Investment for Northern Ireland....
- 3 The Treasury.
- 4 The Bank of England.
- 5 The Financial Services Authority.
- 6 The Commissioners for Her Majesty's Revenue and Customs.
- 7 The Lord Advocate.
- 8 The Director of Public Prosecutions.
- 9 The Director of Public Prosecutions for Northern Ireland.
- 10 A constable.
- 11 A procurator fiscal.
- 12 The Scottish Ministers.
- 13 A body designated by the Secretary of State under section...
- 14 A recognised supervisory body.
- 15 A recognised qualifying body.

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- 16 The competent authority.
- 17 The Independent Supervisor.
- 17A A recognised supervisory body as defined in section 1217(4) and...
- 17B A recognised qualifying body as defined in section 1219(13) as...
- 17C A body designated by the Secretary of State under section...
- 17D A body with which a recognised supervisory body within the...

PART 2 — SPECIFIED DESCRIPTIONS OF DISCLOSURES

- 18 A disclosure for the purpose of enabling or assisting a...
- 19 A disclosure for the purpose of enabling or assisting an...
- 20 A disclosure for the purpose of enabling or assisting a...
- 21 A disclosure for the purpose of enabling or assisting a...
- 22 A disclosure for the purpose of enabling or assisting a...
- 23 A disclosure for the purpose of enabling or assisting a...
- 24 A disclosure for the purpose of enabling or assisting the...
- 25 A disclosure for the purpose of enabling or assisting a...
- 26 A disclosure for the purpose of enabling or assisting a...
- 27 A disclosure for the purpose of enabling or assisting a...
- 28 A disclosure for the purpose of enabling or assisting the...
- 29 A disclosure for the purpose of enabling or assisting a...
- 30 A disclosure for the purpose of enabling or assisting the...
- 31 A disclosure for the purpose of enabling or assisting the...
- 32 A disclosure for the purpose of enabling or assisting the...
- 33 A disclosure for the purpose of enabling or assisting a...
- 34 A disclosure for the purpose of enabling or assisting the...
- 35 A disclosure for the purpose of enabling or assisting the...
- 36 A disclosure for the purpose of enabling or assisting—
- 37 A disclosure for the purpose of enabling or assisting the...
- 38 A disclosure for the purpose of enabling or assisting organs...
- 39 A disclosure for the purpose of enabling or assisting the...
- 40 Specified persons, descriptions, disclosures for the purposes of section 1224A
- 41 A disclosure with a view to the institution of, or...
- 42 A disclosure for the purpose of enabling or assisting an...
- 43 A disclosure for the purpose of enabling or assisting the...
- 44 A disclosure for the purpose of enabling or assisting the...
- 45 A disclosure for the purpose of enabling or assisting the...
- 46 A disclosure for the purpose of enabling or assisting the...
- 47 A disclosure by the Gambling Commission to the Comptroller and...
- 48 A disclosure for the purposes of enabling or assisting a...
- 49 A disclosure for the purpose of enabling or assisting an...
- 50 A disclosure for the purpose of enabling or assisting an...
- 51 A disclosure for the purpose of enabling or assisting a...
- 51A A disclosure for the purpose of enabling or assisting the...
- 52 A disclosure for the purpose of enabling or assisting the...
- 53 A disclosure for the purpose of enabling or assisting the...
- 54 A disclosure for the purpose of enabling or assisting a...
- 55 A disclosure for the purpose of enabling or assisting a...
- 56 A disclosure for the purpose of enabling or assisting a...
- 57 A disclosure for the purpose of enabling or assisting a...
- 58 A disclosure with a view to the institution of, or...
- 59 A disclosure for the purpose of enabling or assisting a...
- 60 A disclosure for the purpose of enabling or assisting a...
- 61 A disclosure for the purpose of making available to an...

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- 62 A disclosure for the purpose of making available to the...
- 63 A disclosure for the purpose of enabling or assisting an...
- 64 A disclosure for the purpose of enabling or assisting the...
- 65 A disclosure for the purpose of enabling or assisting a...
- 66 A disclosure for the purpose of enabling or assisting an...
- 67 A disclosure for the purpose of enabling or assisting the...
- 68 A disclosure with a view to the institution of, or...
- 69 A disclosure for the purpose of enabling or assisting a...
- 70 A disclosure with a view to the institution of, or...
- 71 A disclosure with a view to the institution of, or...
- 72 A disclosure for the purposes of proceedings before the Financial...
- 73 A disclosure for the purposes of proceedings before a tribunal...
- 74 A disclosure for the purpose of enabling or assisting a...
- 75 A disclosure with a view to the institution of, or...
- 76 A disclosure with a view to the institution of, or...
- 77 A disclosure for the purpose of the provision of a...
- 78 A disclosure in pursuance of any assimilated obligation .
- PART 3 — OVERSEAS REGULATORY BODIES
- 79 A disclosure is made in accordance with this Part of...
- 80 A disclosure is made in accordance with this Part of...

## SCHEDULE 12 — Arrangements in which registered third country auditors are required to participate

### *Arrangements for independent monitoring of audits of UK-traded third country companies*

- 1 (1) The arrangements referred to in section 1242(1)(a) are appropriate...

### *Arrangements for independent investigations for disciplinary purposes*

- 2 (1) The arrangements referred to in section 1242(1)(b) are appropriate...

### *Supplementary: arrangements to operate independently of third country auditor*

- 3 (1) This paragraph applies for the purposes of—

### *Supplementary: funding of arrangements*

- 4 (1) The registered third country auditor must pay any of...

### *Supplementary: scope of arrangements*

- 5 Arrangements may qualify as arrangements within either of paragraphs 1...

### *Specification of particular arrangements by the Secretary of State*

- 6 (1) If there exist two or more sets of arrangements...

## SCHEDULE 13 — Supplementary provisions with respect to delegation order

### *Operation of this Schedule*

- 1 (1) This Schedule has effect in relation to a body...

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### *Status*

- 2 The body is not to be regarded as acting on...

### *Name, members and chairman*

- 3 (1) The body is to be known by such name...

### *Financial provisions*

- 4 (1) The body must pay to its chairman and members...

### *Proceedings*

- 5 (1) The delegation order may contain such provision as the...

### *Fees*

- 6 (1) The body may retain fees payable to it.

### *Legislative functions*

- 7 (1) Regulations or an order made by the body in...  
8 (1) Immediately after an instrument is made it must be...  
9 (1) The production of a printed copy of an instrument...

### *Report and accounts*

- 10 (1) The body must, at least once in each calendar...

### *Other supplementary provisions*

- 11 (1) The transfer of a function to a body designated...  
12 Where a delegation order is revoked, the Secretary of State...  
13 (1) This paragraph applies where the body is an unincorporated...

## SCHEDULE 14 — Statutory auditors: consequential amendments

### *Companies (Audit, Investigations and Community Enterprise) Act 2004 (c. 27)*

- 1 (1) Section 16 of the Companies (Audit, Investigations and Community...

## SCHEDULE 15 — Transparency obligations and related matters: minor and consequential amendments

### Part 1 — AMENDMENTS OF THE FINANCIAL SERVICES AND MARKETS ACT 2000

- 1 Part 6 of the Financial Services and Markets Act 2000...  
2 In section 73 (general duty of competent authority), after subsection...  
3 In section 73A (Part 6 Rules), after subsection (5) insert—...  
4 For the cross-heading before section 90 substitute “ Compensation for...  
5 For the heading to section 90 substitute “ Compensation for...  
6 (1) Section 91 (penalties for breach of Part 6 rules)...  
7 In section 96B (persons discharging managerial responsibilities and connected persons)—...  
8 In section 97(1) (appointment by the competent authority of persons...  
9 In section 99 (fees) after subsection (1B) insert—

**Changes to legislation:** Companies Act 2006 is up to date with all changes known to be in force on or before 20 May 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) [View outstanding changes](#)

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- 10 (1) Section 102A (meaning of “securities” etc) is amended as...
- 11 (1) Section 103(1) (interpretation of Part 6) is amended as...
- 12 In section 429(2) (Parliamentary control of statutory instruments:  
affirmative procedure)...
- Part 2 — AMENDMENTS OF THE COMPANIES (AUDIT, INVESTIGATIONS  
AND COMMUNITY ENTERPRISE) ACT 2004
- 13 Chapter 2 of Part 1 of the Companies (Audit, Investigations...
- 14 (1) Section 14 (supervision of periodic accounts and reports of...
- 15 (1) Section 15 (application of certain company law provisions to...

#### SCHEDULE 16 — Repeals



### Changes to legislation:

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[View outstanding changes](#)

### Changes and effects yet to be applied to :

- Pt. 3 Ch. 3 excluded by [2008 c. 12 \(N.I.\) s. 112\(7\)](#)
- s. 155 omitted by [2015 c. 26 s. 87\(2\)](#)
- s. 156(1) words substituted by [2015 c. 26 s. 87\(3\)\(a\)](#)
- s. 156(4) words substituted by [2015 c. 26 s. 87\(3\)\(b\)](#)
- s. 394C(2)(b) substituted by [S.I. 2019/145 Sch. 2 para. 6\(a\)](#) (This amendment not applied to legislation.gov.uk. Sch. 2 para. 6(a) substituted immediately before IP completion day by S.I. 2019/1392, regs. 1(2), 10(a))
- s. 414A(5) applied by S.I. 2008/373, reg. 4A(2) (as inserted) by [S.I. 2013/1971 reg. 5](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)
- s. 414D(1)(2) applied (with modifications) by S.I. 2008/373, reg. 4A(1) (as inserted) by [S.I. 2013/1971 reg. 5](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)
- s. 422A applied (with modifications) by S.I. 2008/373, reg. 6A (as inserted) by [S.I. 2013/1971 reg. 6](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)
- s. 448C(2)(b) substituted by [S.I. 2019/145 Sch. 2 para. 14\(a\)](#) (This amendment not applied to legislation.gov.uk. Sch. 2 para. 14(a) substituted immediately before IP completion day by S.I. 2019/1392, regs. 1(2), 10(b))
- s. 474(1) word substituted by [S.I. 2017/1255 reg. 7\(b\)](#) (The effect has not been applied because paragraph (c) of the definition in which the substitution of the word takes place was itself fully substituted on the same date.)
- s. 479A amendment to earlier affecting provision S.I. 2008/1911, reg. 34A by [S.I. 2019/177 reg. 50\(b\)](#) (This amendment not applied to legislation.gov.uk. Reg. 50(b) substituted by reg. 50(b)(c) immediately before IP completion day by S.I. 2019/1392, regs. 1(2), 7)
- s. 479A(1)(b) words inserted by [S.I. 2019/177 reg. 4\(a\)](#) (This amendment not applied to legislation.gov.uk. Reg. 4 substituted by regs. 4, 4A immediately before IP completion day by S.I. 2019/1392, regs. 1(2), 4)
- s. 479A(2)(c)(i) words inserted by [S.I. 2019/177 reg. 4\(b\)\(ii\)](#) (This amendment not applied to legislation.gov.uk. Reg. 4 substituted by regs. 4, 4A immediately before IP completion day by S.I. 2019/1392, regs. 1(2), 4)
- s. 495(2)-(4) applied (with modifications) by [2009 c. 20 s. 44\(2\)\(b\)](#)
- s. 495(2)-(4) applied (with modifications) by [2009 c. 20 s. 44\(3\)\(b\)](#)
- s. 496-501 applied (with modifications) by [2009 c. 20 s. 44\(2\)\(b\)](#)
- s. 498-501 applied (with modifications) by [2009 c. 20 s. 44\(3\)\(b\)](#)
- s. 834(5) words inserted by [2009 c. 10 Sch. 22 para. 11\(4\)](#)
- s. 854-859 amendment to earlier affecting provision S.I. 2009/2436, Sch. 2 para 13(1) by [S.I. 2017/693 reg. 34](#)
- s. 1081 amendment to earlier affecting provision S.I. 2009/1803, reg. 64 by [S.I. 2024/54 reg. 14](#)
- s. 1087 amendment to earlier affecting provision S.I. 2009/1803, reg. 66 by [S.I. 2024/54 reg. 15](#)
- s. 1093-1098 amendment to earlier affecting provision S.I. 2009/1803, reg. 67 by [S.I. 2024/54 reg. 16](#)
- s. 1095 amendment to earlier affecting provision S.I. 2004/2326, Sch. 1A para. 5 by [S.I. 2024/410 Sch. 2 para. 2\(2\)\(b\)](#)

- s. 1253D(2)(f) omitted by [S.I. 2010/2537 reg. 4\(1\)](#) (This amendment not applied to legislation.gov.uk. Regs. 1(3) and 4 revoked (17.6.2016) without ever being in force by S.I. 2016/649, reg. 22. Reg. 1(3) was previously substituted by S.I. 2013/1672, reg. 13 thereby changing the commencement date for this amendment to 1.8.2016.)
- s. 1253D(2)(g) omitted by [S.I. 2010/2537 reg. 4\(1\)](#) (This amendment not applied to legislation.gov.uk. Regs. 1(3) and 4 revoked (17.6.2016) without ever being in force by S.I. 2016/649, reg. 22. Reg. 1(3) was previously substituted by S.I. 2013/1672, reg. 13 thereby changing the commencement date for this amendment to 1.8.2016.)
- s. 1253E(8) words substituted by [S.I. 2010/2537 reg. 4\(3\)\(a\)](#) (This amendment not applied to legislation.gov.uk. Regs. 1(3) and 4 revoked (17.6.2016) without ever being in force by S.I. 2016/649, reg. 22. Reg. 1(3) was previously substituted by S.I. 2013/1672, reg. 13 thereby changing the commencement date for this amendment to 1.8.2016.)
- s. 1253E(8)(a) words substituted by [S.I. 2010/2537 reg. 4\(3\)\(b\)](#) (This amendment not applied to legislation.gov.uk. Regs. 1(3) and 4 revoked (17.6.2016) without ever being in force by S.I. 2016/649, reg. 22. Reg. 1(3) was previously substituted by S.I. 2013/1672, reg. 13 thereby changing the commencement date for this amendment to 1.8.2016.)
- s. 1253DE(1)(a) words substituted by [S.I. 2010/2537 reg. 4\(2\)\(a\)](#) (This amendment not applied to legislation.gov.uk. Regs. 1(3) and 4 revoked (17.6.2016) without ever being in force by S.I. 2016/649, reg. 22. Reg. 1(3) was previously substituted by S.I. 2013/1672, reg. 13 thereby changing the commencement date for this amendment to 1.8.2016.)
- s. 1253DE(1)(c) words substituted by [S.I. 2010/2537 reg. 4\(2\)\(b\)](#) (This amendment not applied to legislation.gov.uk. Regs. 1(3) and 4 revoked (17.6.2016) without ever being in force by S.I. 2016/649, reg. 22. Reg. 1(3) was previously substituted by S.I. 2013/1672, reg. 13 thereby changing the commencement date for this amendment to 1.8.2016.)
- Sch. 1 para. 6(4) words inserted by [2008 c. 12 \(N.I.\) Sch. 8 para. 13\(6\)](#)
- Sch. 10 para. 6(1)(c) substituted by [S.I. 2019/177 reg. 28\(a\)](#) (This amendment not applied to legislation.gov.uk. Reg. 28(a) substituted immediately before IP completion day by S.I. 2020/523, regs. 1(2), 14(e)(ii))
- Sch. 10 para. 7(2)(a)(ii) words omitted by [S.I. 2019/177 reg. 29\(a\)](#) (This amendment not applied to legislation.gov.uk. Reg. 29 substituted immediately before IP completion day by S.I. 2020/523, regs. 1(2), 14(f))
- Sch. 10 para. 7(2)(b)(ii) words omitted by [S.I. 2019/177 reg. 29\(a\)](#) (This amendment not applied to legislation.gov.uk. Reg. 29 substituted immediately before IP completion day by S.I. 2020/523, regs. 1(2), 14(f))

#### **Changes and effects yet to be applied to the whole Act associated Parts and Chapters:**

- Act amendment to earlier affecting provision S.I. 2008/373 reg. 11(1) by [S.I. 2013/1971 reg. 9\(a\)](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)
- Act amendment to earlier affecting provision S.I. 2008/373 reg. 3(4) by [S.I. 2013/1971 reg. 4](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)

#### **Whole provisions yet to be inserted into this Act (including any effects on those provisions):**

- s. 479A(2)(c)(zi) inserted by [S.I. 2019/177 reg. 4\(b\)\(i\)](#) (This amendment not applied to legislation.gov.uk. Reg. 4 substituted by regs. 4, 4A immediately before IP completion day by S.I. 2019/1392, regs. 1(2), 4)
- Sch. 10 para. 6(2D) inserted by [S.I. 2019/177 reg. 28\(e\)](#) (This amendment not applied to legislation.gov.uk. Reg. 28(e) omitted immediately before IP completion day by virtue of S.I. 2020/523, regs. 1(2), 14(e)(iv))

- Sch. 10 para. 7(2A) inserted by [S.I. 2019/177 reg. 29\(b\)](#) (This amendment not applied to legislation.gov.uk. Reg. 29 substituted immediately before IP completion day by S.I. 2020/523, regs. 1(2), 14(f))