



# Trustee Savings Banks Act 1985

## 1985 CHAPTER 58

An Act to make provision for the purposes of or in connection with the reorganisation into companies incorporated under the Companies Acts of the institutions regulated by or existing under the Trustee Savings Banks Act 1981 and for the treatment for the purposes of the Banking Act 1979 of any Scottish savings bank established before 28th July 1863 which has not since become a trustee savings bank. [25th July 1985]

Be it enacted by the Queen's most Excellent Majesty, by and with the advice and consent of the Lords Spiritual and Temporal, and Commons, in this present Parliament assembled, and by the authority of the same, as follows:—

### Commencement Information

II Act wholly in force at 25.9.1985 see s. 7(2).

### *Preliminary*

#### **1 Preliminary.**

(1) In this Act—

- (a) “the existing TSB group” means the following, taken as a whole—
- (i) the existing trustee savings banks certified under the <sup>M1</sup>Trustee Savings Banks Act 1969 or <sup>M2</sup>1981 (“the existing banks”);
  - (ii) the Trustee Savings Banks Central Board (“the Central Board”);
  - (iii) Trustee Savings Banks (Holdings) Limited (“the existing holding company”); and
  - (iv) the existing subsidiaries of any of the existing banks, the Central Board or the existing holding company;

and “existing” with reference to any of those banks or companies means existing immediately before the vesting day and, in the case of a bank, with a

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certification under the <sup>M3</sup>Trustee Savings Banks Act 1969 or <sup>M4</sup>1981 effective on 17th December 1984;

- (b) “the new TSB group” means the following, taken as a whole—
- (i) the companies formed or to be formed with objects including that of assuming and conducting, after the vesting day, the respective businesses of the existing banks and eligible to succeed them;
  - (ii) the companies which, immediately before the vesting day, are subsidiaries of the existing banks, the Central Board or the existing holding company;
  - (iii) the company formed or to be formed with objects including that of acting as the holding company for the companies falling within (i) and (ii) above and which, immediately before the vesting day, is a subsidiary of the Central Board (“the new holding company”);

and for the purposes of this section “formed”, with reference to the objects of a company, includes the alteration of its objects (with or without an alteration of its name);

- (c) “successor”, with reference to an existing bank, means the company formed or to be formed with objects including that of assuming and conducting its business and eligible to succeed it; and
- (d) “the vesting day” means the day appointed for the transfer by virtue of section 3 below of the assets and liabilities of any of the bodies comprising the existing TSB group to any of the bodies comprising the new TSB group.
- (2) For a company to be “eligible to succeed” an existing bank it must have been, immediately before the vesting day, a subsidiary of the Central Board or the existing holding company and it must—
- (a) in the case of the company which is to succeed the existing bank for England and Wales, be registered (and accordingly have its registered office) in England and Wales;
  - (b) in the case of the company which is to succeed the existing bank for Scotland, be registered (and accordingly have its registered office) in Scotland;
  - (c) in the case of the company which is to succeed the existing bank for Northern Ireland, be registered (and accordingly have its registered office) in Northern Ireland; and
  - (d) in the case of the company which is to succeed the existing bank for the Channel Islands, be incorporated (and accordingly have its registered office) in any of the Channel Islands.
- (3) References in this Act to a company being a subsidiary of another or being a holding company as regards another company are to be construed in accordance with the <sup>M5</sup>Companies Act 1985.
- (4) The vesting day shall be appointed by the Treasury by order made by statutory instrument after consulting the Central Board.
- (5) This Act, except section 6, has effect for the purpose of enabling the existing TSB group to be reorganised into the new TSB group and any reference in it to “the reorganisation” shall be construed accordingly.

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

C1 S. 1(4): 21.7.1986 appointed as vesting day by S.I. 1986/1222, art. 2

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#### **Marginal Citations**

- M1** 1969 c. 50.
- M2** 1981 c. 65.
- M3** 1969 c. 50.
- M4** 1981 c. 65.
- M5** 1985 c. 6.

### *The reorganisation*

## **2 The Central Board and the reorganisation.**

- (1) The Central Board shall have power to do anything (whether or not involving the expenditure or investment or borrowing of money or the acquisition or disposal of any property or rights) which in their opinion is calculated to facilitate the reorganisation or is incidental or conducive to it.
- (2) Without prejudice to the generality of subsection (1) above, the Central Board shall have power to determine the consideration due for the transfer of any assets by virtue of section 3(1)(b) or (c) below and whether or not the consideration due for the transfer or the consideration due (where any is to be due) for shares or rights to shares disposed of under subsection (1) above in connection with the reorganisation is (whether on the part of all or any description of acquirer) to be paid or left unpaid for any period or, in the case of shares or rights to shares, to be full consideration or discounted.
- (3) Any determination of the Central Board under subsection (2) above relating to the transfer of assets by virtue of section 3(1)(b) or (c) below shall be binding on the trustees (including the custodian trustees) and officers of the existing banks and their depositors.
- (4) The Central Board shall—
  - (a) after the vesting day, cease to exercise their functions except for the purposes of or in connection with the reorganisation or winding up their affairs;
  - (b) when directed to do so by the Treasury (if they have not already done so under subsection (1) above), make arrangements for securing the formation of bodies corporate with such charitable objects as the Board in each case determine and the vesting in those bodies, whether or not for any consideration, of such shares or rights to shares in the new holding company as the Board in each case determine;
  - (c) when directed to do so by the Treasury (if they have not already done so under subsection (1) above), dispose of any shares or rights to shares in the new holding company which are held by or, as the case may be, vested in the Board in connection with the reorganisation and pay the proceeds to that company;and on such day as the Treasury appoints by order made by statutory instrument the Board shall cease to exist.

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

- C2** 31.10.1990 appointed for the purposes of ss. 2(4), 4(2) by [S.I. 1990/1982](#), [art. 2](#)

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### **3 Transfer of assets, liabilities, etc. from existing to new institutions.**

- (1) Subject to subsection (8) below, on the vesting day there shall, by virtue of this subsection, be transferred to and vested in the new holding company—
  - (a) all the property, rights, liabilities and obligations of the Central Board except any shares in the new holding company;
  - (b) all the shares of the existing banks in the existing holding company; and
  - (c) all the property, rights, liabilities and obligations of the existing holding company.
- (2) Subject to paragraph 2 of Schedule 2 to this Act, the transfer of the assets specified in paragraphs (b) and (c) of subsection (1) above shall be for the consideration determined by the Central Board under section 2 above and the consideration for the transfer of the shares specified in paragraph (b) shall be treated for the purposes of this section as having accrued to the bank immediately before the transfer of the bank's assets effected by subsection (3) below.
- (3) Subject to subsections (4), (5) and (8) below, on the vesting day, there shall, by virtue of this subsection, be transferred from each of the existing banks to and vested in its successor all the property, rights, liabilities and obligations of the bank.
- (4) The liabilities referable to a depositor's deposit with a bank which are transferred by subsection (3) above to the bank's successor are liabilities to return his deposit and to pay interest on it (if it was payable) at the rate prevailing immediately before the vesting day, but, as from that day, the rights, liabilities and obligations referable to the deposit shall become instead rights, liabilities and obligations incident to the relationship of customer and banker (and variable accordingly).
- (5) The rules of each of the existing banks shall not, by virtue of subsection (3) above, bind its successor, but nothing in subsection (3) or (4) above or the foregoing provision of this subsection shall affect the continuance in force of any direction, authority or power subsisting with reference to a customer's account with a bank immediately before the transfer of the account to its successor.
- (6) References in this Act to property, rights, liabilities and obligations of any body comprised in the existing TSB group are, subject to subsection (8) below, references to property, rights, liabilities and obligations of theirs whether or not capable of being transferred or assigned and, in its application to an existing bank, property, rights, liabilities and obligations are property, rights, liabilities or obligations "of" the bank whether they are vested in or incumbent on the custodian trustees of the bank, the general trustees of the bank or the bank as an institution.
- (7) The substitution effected by the foregoing provisions of the section of a body comprised in the new TSB group for a body comprised in the existing TSB group as employer under contracts of employment subsisting immediately before the vesting day shall, in the case of the successor to an existing bank, be treated for the purposes of the application of [F1section 218(3) of the Employment Rights Act 1996] or the corresponding Northern Ireland enactment (continuity of employment on statutory substitution of employers), as the substitution of one body corporate for another body corporate.
- (8) No person holding office as a member of the Central Board, as an officer of the existing holding company, as a trustee of an existing bank or as an auditor shall be entitled, by virtue of the foregoing provisions of this section, to hold any corresponding office in any body comprised in the new TSB group.

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- (9) Schedule 1 to this Act has effect for supplementing this section.
- (10) In subsection (7) above “the corresponding Northern Ireland enactment” is paragraph 10(3) of Schedule 1 to the<sup>M6</sup>Contracts of Employment and Redundancy Payments Act (Northern Ireland) 1965.

#### Textual Amendments

**F1** Words in s. 3(7) substituted (22.8.1996) by 1996 c. 18, ss. 240, 243, **Sch. 1 para.27** (with ss. 191-195, 202)

#### Marginal Citations

**M6** 1965 c. 19. (N.I.).

## 4 Dissolution of existing banks and repeal of 1981 Act etc.

- (1) As from the vesting day the trustees of each of the existing banks—
- shall cease to act further as trustees in the business of the bank except for the purpose of preparing the accounts for the final financial year of the bank as an institution to which the<sup>M7</sup>Trustee Savings Banks Act 1981 applies; and
  - with that exception, shall be discharged from their statutory or other obligations and liabilities as trustees of the bank except as regards anything done or omitted before that day for which, in accordance with section 42 of that Act, they are personally liable;
- and when the preparation of those accounts has been completed the trustees shall vacate office.
- (2) On such day as the Treasury, by order made by statutory instrument, appoints the existing banks shall be dissolved by virtue of this subsection and the dissolution extends to any trustee savings bank to which (without its dissolution), by any amalgamation or succession of amalgamations, an existing bank has succeeded.
- (3) On such day as the Treasury, by order made by statutory instrument, appoints—
- the<sup>M8</sup>Trustee Savings Banks Act 1981, and
  - the other enactments relating to such banks,
- shall, subject to any provision made under subsection (5) below, cease to have effect.
- (4) Different days may be appointed under subsection (3) above for the repeal of different provisions.
- (5) Any order under subsection (3) above may contain such transitional and saving provisions as appear to the Treasury to be appropriate in connection with the reorganisation.
- (6) In subsection (2) above “trustee savings bank” means a bank certified under the Trustee Savings Banks Act 1981, the<sup>M9</sup>Trustee Savings Banks Act 1969, the<sup>M10</sup>Trustee Savings Banks Act 1954 or the<sup>M11</sup>Trustee Savings Banks Act 1863 and, in subsection (3)(b) above, “the other enactments relating to such banks” has the meaning given by section 7(3) below.

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

- C3** 31.10.1990 appointed for the purposes of ss. 2(4), 4(2) by [S.I. 1990/1982](#), [art. 2](#)
- C4** Power of appointment conferred by s. 4(3) partly exercised: [S.I. 1986/1220](#), 1223, 1988/1168, 1990/1982

**Marginal Citations**

- M7** [1981 c. 65.](#)
- M8** [1981 c. 65.](#)
- M9** [1969 c. 50.](#)
- M10** [1954 c. 63.](#)
- M11** [1863 c. 87.](#)

*Taxation*

**5 Taxation.**

Schedule 2 to this Act shall have effect for the purpose of making provision about taxation in relation to the reorganisation.

*Miscellaneous and general*

**6** ..... <sup>F2</sup>

**Textual Amendments**

- F2** [S. 6](#) repealed by [Banking Act 1987 \(c. 22, SIF 10\)](#), s. 108(2), [Sch. 7 Pt. I](#)

**7 Short title, commencement, repeals and extent.**

- (1) This Act may be cited as the Trustee Savings Banks Act 1985.
- (2) This Act shall come into force at the end of the period of two months beginning with the day on which it is passed.
- (3) The enactments to be repealed or revoked under section 4(3) above are those specified in Schedule 4 to this Act and, for the purposes of that subsection, “the other enactments relating to such banks” means the enactments so specified other than the Trustee Savings Banks Act 1981.
- (4) Subject to subsection (5) below, this Act extends to Northern Ireland, the Isle of Man and the Channel Islands and shall have effect in that island or those islands subject to such adaptations and modifications as Her Majesty may by Order in Council specify.
- (5) Where any enactment repealed or instrument revoked under section 4(3) above extends to any part of the United Kingdom or to the Isle of Man or the Channel Islands, the repeal or revocation extends to that part, that island or those islands.

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## SCHEDULES

### SCHEDULE 1

#### TRANSFER PROVISIONS: SUPPLEMENTARY

##### PART I

###### PRELIMINARY

- 1 (1) This Schedule has effect in relation to the transfer by section 3 above of any property, rights, liabilities or obligations of a body comprised in the existing TSB group to a body comprised in the new TSB group and, subject to sub-paragraph (2) below, “transferor” and “transferee” shall be construed accordingly.
- (2) In the application of this Schedule to a transfer of any property, rights, liabilities or obligations of an existing bank, “transferor” means the custodian trustees of the bank, the general trustees of the bank or the bank as an institution, as the case requires and, as regards property, rights, liabilities and obligations derived from an amalgamation or succession of amalgamations of trustee savings banks, includes (as the case requires) the custodian trustees of any bank, the general trustees of any bank or any bank (as an institution), to which the existing bank has succeeded.
- (3) In sub-paragraph (2) above, “trustee savings bank” means a bank certified under the <sup>M12</sup>Trustee Savings Banks Act 1981, the <sup>M13</sup>Trustee Savings Banks Act 1969, the <sup>M14</sup>Trustee Savings Banks Act 1954 or the <sup>M15</sup>Trustee Savings Banks Act 1863.

###### Marginal Citations

**M12** 1981 c. 65.

**M13** 1969 c. 50.

**M14** 1954 c. 63.

**M15** 1863 c. 87.

##### PART II

###### GENERAL PROVISIONS

###### *Construction of agreements and documents*

- 2 (1) Where there subsists immediately before the vesting day an agreement to which the transferor is a party, the agreement shall have effect on and after the vesting day—
  - (a) as if the transferee had been the party to the agreement; and
  - (b) as respects anything falling to be done on or after the vesting day, with the modifications set out in sub-paragraph (2) below.

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- (2) Those modifications are the substitution—
- (a) for any reference (whether express or implied and, if express, however worded) to the transferor, of a reference to the transferee, and
  - (b) for any reference in general terms (however worded) to persons employed by or agents of the transferor, of a reference to persons employed by or agents of the transferee.
- 3 (1) Any instrument or other document (not being an agreement to which paragraph 2 above applies or an enactment) in being immediately before the vesting day which refers, whether specifically or generally, to the transferor shall have effect on and after the vesting day, as respects anything falling to be done on or after that day, with the modifications prescribed by paragraph 2(2) above.
- (2) Sub-paragraph (1) above applies to testamentary instruments made before the vesting day whether the testator dies before or after that day.
- (3) As regards negotiable instruments and orders for payment of money, sub-paragraph (1) above applies to an instrument or order drawn, given, accepted, or endorsed on or after the vesting day as it applies to one drawn, given, accepted or endorsed before that day.

#### *Remedies*

- 4 Without prejudice to the generality of the provisions of paragraphs 2 and 3 above, the transferee and any other person shall, as from the vesting day, have the same rights, powers and remedies (and in particular the same rights and powers as to the taking or resisting of legal proceedings or the making or resisting of applications to any authority) for ascertaining, perfecting or enforcing any right, liability or obligation transferred to the transferee by section 3 above as he would have had if that right, liability or obligation had at all times been a right, liability or obligation of the transferee.
- 5 Without prejudice to the generality of the provisions of paragraphs 2 and 3 above, any legal proceedings or applications to any authority pending immediately before the vesting day by or against the transferor in so far as they relate to any property, right, liability or obligation transferred to the transferee by section 3 above or to any agreement relating to any such property, right, liability or obligation shall be continued by or against the transferee to the exclusion of the transferor.

### PART III

#### SPECIFIC ASPECTS OF THE REORGANISATION

##### *Accounting provisions*

- 6 (1) In any case where—
- (a) a transfer is effected by section 3(1)(a) or (3) above, and
  - (b) the vesting day falls less than twelve months after the end of a financial year of the transferor,
- each of the statutory accounts prepared by the directors of the transferee in respect of a period which includes or consists of the whole or any part of the transitional period



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shall deal with the affairs of the transferor during so much of the transitional period as falls within that period as well as, and as one with, the affairs of the transferee.

- (2) Any statutory accounts (including, in particular, group accounts) falling to be prepared by the directors of the new holding company by reference to accounts (or matters reflected in accounts) prepared in respect of a period which includes or consists of the whole or any part of the transitional period by the directors of a successor to an existing bank shall be prepared by reference to the accounts (or the matters reflected in the accounts) as prepared in accordance with sub-paragraph (1) above for that period.
- (3) If, in a case where sub-paragraph (1) above applies, the day with which the transitional period begins falls before the date of incorporation of the transferee, section 224(4) of the <sup>M16</sup>Companies Act 1985 (which defines a company's first accounting reference period) or, in Northern Ireland, [<sup>F3</sup>Article 232(4) of the Companies (Northern Ireland) Order 1986] (which makes similar provision) shall have effect in relation to the transferee as if for the reference to the date of incorporation of the company there were substituted a reference to the day with which the transitional period begins; and references in the Companies Act 1985 and the corresponding Northern Ireland legislation to the first accounting reference period shall be construed accordingly.
- (4) In any case where sub-paragraph (1) above applies, the transferor shall be under no obligation, with respect to the transitional period, to prepare or submit its statutory accounts.
- (5) In any case where a transfer is effected by section 3(1)(a) or (3) above—
  - (a) the transferor shall furnish the transferee with all such information, and afford all such other assistance, as the transferee may reasonably require to enable its directors to discharge their duties in relation to the statutory accounts; and
  - (b) the transferee shall furnish the transferor with all such information, and afford all such other assistance, as the transferor may reasonably require to enable the transferor to discharge its duties in relation to its statutory accounts for its final financial year.
- (6) In this paragraph—

“corresponding Northern Ireland legislation” means the [<sup>F4</sup>Companies (Northern Ireland) Order 1986];

“final financial year”, in relation to a transferor, means the financial year referred to in sub-paragraph (1)(b) above;

“financial year”, in relation to a transferor,—

  - (a) except in a case falling within paragraph (b) below, has the meaning given by section 54(1) of the <sup>M17</sup>Trustee Savings Banks Act 1981, and
  - (b) where the transferor is the Central Board, has the meaning given by paragraph 15(5) of Schedule 2 to that Act;

“statutory accounts” means—

  - (a) in relation to a transferee, any accounts or statement of accounts required to be prepared by any provision of the <sup>M18</sup>Companies Act 1985 or the corresponding Northern Ireland legislation; and

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- (b) in relation to a transferor, any accounts or statements of account required to be prepared by section 23 of or paragraph 15 of Schedule 2 to the<sup>M19</sup> Trustee Savings Banks Act 1981;

“transitional period” means the period beginning immediately after the end of the transferor’s final financial year and ending with the dissolution of the transferor.

#### Textual Amendments

**F3** Words substituted by S.I. 1986/1035 (N.I. 9), art. 23, Sch. 1 Pt. II

**F4** Words substituted by S.I. 1986/1035 (N.I. 9), art. 23, Sch. 1 Pt. II

#### Marginal Citations

**M16** 1985 c. 6.

**M17** 1981 c. 65.

**M18** 1985 c. 6.

**M19** 1981 c. 65.

#### *Profits available for distribution*

- 7 (1) where, in the case of a transfer effected by section 3(1)(a) or (3) above, immediately before the vesting day the transferor had any qualifying reserves, the corresponding reserves of the transferee immediately after the transfer shall be treated for the purposes of the Companies Act 1985 and the corresponding Northern Ireland legislation as accumulated, realised profits of the transferee.
- (2) Where, in the case of a transfer effected by section 3(1)(a) or (3) above, immediately before the vesting day some part of the transferor’s reserves represents the amount by which unrealised surpluses attributable to an increase in the value of land exceed unrealised deficits attributable to a decrease in the value of land, then, for the purposes of the Companies Act 1985 and the corresponding Northern Ireland legislation—
- (a) so much of that increase or decrease in value as is realised on or after the vesting day shall be treated as realised profits or, as the case may be, realised losses of the transferee; and
- (b) so much as remains unrealised at any time after the vesting day shall be treated as unrealised profits or, as the case may be, unrealised losses of the transferee at that time.
- (3) So much of a transferee’s profits available for distribution by virtue of subparagraph (1) or (2) above as is distributed to the new holding company shall be treated, for the purposes of the Companies Act 1985 and the corresponding Northern Ireland legislation, as realised profits of that company.
- (4) For the purposes of this paragraph all the reserves of a transferor are “qualifying” reserves except—
- (a) so much of those reserves as represents the amount by which unrealised surpluses attributable to an increase in the value of land exceed unrealised deficits attributable to a decrease in the value of land;
- (b) those reserves of the Central Board known as the Mutual Assistance Fund and the Closed Banks Fund; and

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- (c) those reserves of the Central Board derived from the transfer to the Board of the assets and liabilities of the Trustee Savings Banks Association and the Trustee Savings Banks Employers' Council.
- (5) In this paragraph—
- (a) any expression used in the <sup>M20</sup>Companies Act 1985 or the corresponding Northern Ireland legislation has the same meaning as in that Act or that legislation; and
  - (b) “corresponding Northern Ireland legislation” means the [<sup>F5</sup>Companies (Northern Ireland) Order 1986].

**Textual Amendments**

**F5** Words substituted by [S.I. 1986/1035 \(N.I. 9\), art. 23, Sch. 1 Pt. II](#)

**Marginal Citations**

**M20** [1985 c. 6.](#)

8, 9. . . . . <sup>F6</sup>

**Textual Amendments**

**F6** [Sch. 1 paras. 8, 9](#) repealed by [Banking Act 1987 \(c. 22, SIF 10\), s. 108\(2\), Sch. 7 Pt. I](#)

*Trustee investment in new holding company*

- 10 For the purposes of paragraph 3 of Part IV of Schedule 1 to the <sup>M21</sup>Trustee Investments Act 1961 (securities not wider-range investments, and debentures not narrower-range investments, unless the company has paid dividends in each of the five calendar years preceding the year in which the investment is made), the new holding company shall be taken to have paid a dividend as mentioned in paragraph (b) of that paragraph—
- (a) in each of the five years immediately preceding the year in which the vesting day falls; and
  - (b) in that year, if the company does not in fact pay such a dividend.

**Marginal Citations**

**M21** [1961 c. 62.](#)

*Status as authorised institutions for certain purposes, etc.*

- 11 (1) This paragraph applies where the transferee is the successor to an existing bank.
- (2) Subject to sub-paragraph (4) below, the transferee shall be included among the institutions which—

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- (a) are “banks” for the purposes of section 59 of the <sup>M22</sup> Building Societies Act 1962 or section 59 of the <sup>M23</sup> Building Societies Act (Northern Ireland) 1967 (authorised banks for investment of surplus funds);
- (b) are “banks” for the purposes of the <sup>M24</sup> Solicitors Act 1974 or section 35 of the <sup>M25</sup> Solicitors (Scotland) Act 1980 (accounts at banks);
- (c) are “authorised banks” for the purposes of <sup>F7</sup> . . . section 87 of the <sup>M26</sup> Industrial and Provident Societies Act (Northern Ireland) 1969 (borrowing and investment);
- (d) are recognised lending institutions or recognised savings institutions for the purposes of the <sup>M27</sup> Home Purchase Assistance and Housing Corporation Guarantee Act 1978 or Part IX of the <sup>M28</sup> Housing (Northern Ireland) Order 1981 (advances by Secretary of State and the Department of the Environment respectively);

and, for the purposes of the said sections 59, shall be treated as having been designated as an authorised bank by order under each of those sections (without prejudice, however, to the power of variation conferred thereby) and similarly for the purposes of the said section 87.

- (3) . . . . . <sup>F8</sup>
- (4) The transferee shall not be included, or included at any time, among the institutions specified in sub-paragraph (2) above unless the following conditions are satisfied or satisfied at that time, that is to say—
  - (a) the existing bank must have been so included immediately before the vesting day; and
  - (b) in the case of the institutions specified in heads (b), (c) and (d) of that sub-paragraph, the transferee must be [<sup>F9</sup>a deposit-taker].

[<sup>F10</sup>(4A) “Deposit taker” means—

- (a) a person who has permission under Part 4 of the Financial Services and Markets Act 2000 to accept deposits; or
- (b) an EEA firm of the kind mentioned in paragraph 5(b) of Schedule 3 to that Act which has permission under paragraph 15 of that Schedule (as a result of qualifying for authorisation under paragraph 12(1) of that Schedule) to accept deposits or other repayable funds from the public.

(4B) But a person is not a deposit-taker if he has permission to accept deposits only for purpose of carrying on another regulated activity in accordance with that permission.

(4C) Sub-paragraphs (4A) and (4B) must be read with—

- (a) section 22 of the Financial Services and Markets Act 2000;
- (b) any relevant order under that section; and
- (c) Schedule 2 to that Act.]

- (5) Any authority of an existing bank subsisting under section 51(2) of the <sup>M29</sup> Government Annuities Act 1929 with regard to contracts under Part II of that Act (trustee savings banks as agents as respects Government annuities) immediately before the vesting day shall become, as from that day, an authority of the same scope (and on the same terms as to allowances) to the bank’s successor as regards any money becoming payable upon or due under such contracts on or after that day.

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#### Textual Amendments

- F7** Words in Sch. 1 para. 11(2)(c) omitted (2.7.2002) by S.I. 2002/1501, **art. 18**
- F8** Sch. 1 para. 11(3) repealed by Banking Act 1987 (c. 22, SIF 10), s. 108(1)(2), Sch. 6 para. 19(a), **Sch. 7 Pt. I**
- F9** Words in Sch. 1 para. 11(4)(b) substituted (1.12.2001) by S.I. 2001/3649, **arts. 1, 297(2)**
- F10** Sch. 1 para. 11(4A)-(4C) inserted (1.12.2001) by S.I. 2001/3649, **arts. 1, 297(3)**

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

- C5** In Schedule 1, paragraph 11(2)(a) and so much of that subparagraph as relates to the section 59 specified therein repealed by Building Societies Act 1986 (c. 53, SIF 16), s. 120, **Sch. 19 Pt. I**

#### Marginal Citations

- M22** 1962 c. 37
- M23** 1967 c. 31. (N.I.).
- M24** 1974 c. 47.
- M25** 1980 c. 46.
- M26** 1969 c. 24 (N.I.).
- M27** 1978 c. 27
- M28** S.I. 1981/156 (N.I.3).
- M29** 1929 c. 29.

#### *The Fund for the Banks for Savings*

- 12 Until the day appointed for the closure of the Fund for the Banks for Savings any provision of Schedule 5 to the <sup>M30</sup>Trustee Savings Banks Act 1981 shall, as from the vesting day so long as it remains in force, apply as if any reference to a trustee savings bank (within the meaning of that Act) were or included (as the case requires) a reference to any successor of a trustee savings bank with sums standing to its credit by virtue of section 3(3) above on that day; and any function conferred or imposed on any person by any provision of that Schedule may be exercised or shall be performed by or in relation to the bank's successor and the sums standing to its credit on and after that day.

#### Marginal Citations

- M30** 1981 c. 65.

#### *The National Savings Stock Register*

- 13 On such day as the Treasury by statutory instrument appoints the parts of the National Savings Stock Register kept by trustees of the existing banks shall be closed and all the stock registered in those parts shall be transferred to that part of the Register kept by the Director of Savings.

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## SCHEDULE 2

### TAXATION

#### *Capital allowances*

- 1 (1) For the purposes of the allowances and charges provided for by [<sup>F11</sup>the Capital Allowances Act 2001] the trade of an existing bank shall not be treated as permanently discontinued and the trade of its successor shall not be treated as a new trade set up and commenced by the successor.
- (2) There shall be made to or on the successor in accordance with [<sup>F12</sup>that Act] all such allowances and charges as would, if the bank had continued to carry on the trade, have fallen to be made to or on it, and the amount of any such allowance or charge shall be computed as if the successor had been carrying on the trade since the bank began to do so and as if everything done to or by the bank had been done to or by the successor.
- (3) No transfer of assets from the bank to its successor effected by section 3 above shall be treated as giving rise to any such allowance or charge.

#### **Textual Amendments**

**F11** Words in [Sch. 2 para. 1\(1\)](#) substituted (22.3.2001 with effect as mentioned in [s. 579\(1\)](#) of the amending Act) by [2001 c. 2, s. 578, Sch. 2 para. 10\(a\)](#)

**F12** Words in [Sch. 2 para. 1\(2\)](#) substituted (22.3.2001 with effect as mentioned in [s. 579\(1\)](#) of the amending Act) by [2001 c. 2, s. 578, Sch. 2 para. 10\(b\)](#)

#### *Chargeable gains*

- 2 (1) For the purposes of the [<sup>F13</sup>1992 Act], the transfer of any assets effected by section 3 above shall be deemed to be for a consideration such that no gain or loss accrues to the transferor.
- (2) Schedule [<sup>F13</sup>2 to the 1992 Act] shall have effect in relation to any asset so transferred as if the acquisition or provision of it by the transferor had been the acquisition or provision of it by the transferee.
- (3) In paragraph 3 of Schedule 13 to the <sup>M31</sup>Finance Act 1982 (indexation: subsequent disposals following no gain/no loss disposals), the following shall be added at the end of sub-paragraph (3)—
- “(e) paragraph 2 of Schedule 2 to the Trustee Savings Banks Act 1985.”.

#### **Textual Amendments**

**F13** Words in [Sch. 2 para. 2](#) substituted (6.3.1992 with effect as mentioned in [s. 289\(1\)\(2\)](#) of the amending Act) by [Taxation of Chargeable Gains Act 1992 \(c. 12\), ss. 289, 290, Sch. 10 para. 10\(1\)\(a\)\(b\)](#) (with [ss. 60, 101\(1\), 201\(3\)](#))

#### **Marginal Citations**

**M31** [1982 c. 39.](#)

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- 3 (1) For the purposes of Chapter [F14]III of Part II of the 1992 Act] (computation of chargeable gains)—
- (a) the shares in the successor to Trustee Savings Bank of the Channel Islands acquired by the new holding company on or before the vesting day shall be taken to have been so acquired for a consideration equal to the value of the assets transferred to the successor by section 3 above (as shown by the statutory accounts for the final financial year of Trustee Savings Bank of the Channel Islands) less the amount of any liabilities so transferred (as so shown); and
  - (b) the shares in the other successors to the existing banks acquired by the new holding company on or before the vesting day shall be deemed to have been acquired by the new holding company before 6th April 1945 and for no consideration or incidental cost.
- (2) For the purposes of paragraph [F14]16 of Schedule 2 to the 1992 Act] (election for valuation at 6th April 1965) the market value of the shares mentioned in subparagraph (1)(b) above, shall be determined by applying the formula—

$$£X = £Y \times \frac{A}{B}$$

Where—

X is the market value of those shares;

Y is the value of the assets of the transferor (as shown by the statutory accounts for its final financial year) less the aggregate of the amount of its liabilities (as so shown);

A is the period beginning with 6th April 1945 and ending with 5th April 1965; and

B is the period beginning with 6th April 1945 and ending with the vesting day.

#### Textual Amendments

**F14** Words in Sch. 2 para. 3 substituted (6.3.1992 with effect as mentioned in s. 289(1)(2) of the amending Act) by Taxation of Chargeable Gains Act 1992 (c. 12), ss. 289, 290, Sch. 10 para. 10(2)(a)(b) (with ss. 60, 101(1), 201(3))

- 4 (1) Where the liability in respect of any debt owed to an existing bank, the existing holding company or the Central Board, is transferred by section 3 above, the transferee shall be treated as the original creditor for the purposes of section [F15]251] of the [F16]1992 Act] (debts).
- (2) On a 75 per cent. subsidiary (“the existing subsidiary”) of an existing bank becoming a 75 per cent. subsidiary of the bank’s successor, section [F17]178 or 179 of the 1992 Act] (company ceasing to be a member of a group) shall not have effect as respects any assets transferred (at any time) by the bank to the subsidiary; but on the subsidiary ceasing to be a member of the group of companies (“the group”) of which the successor and the new holding company are both members, section [F17]178 or 179 of

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the 1992 Act] shall apply as if the assets acquired by the subsidiary from the bank had been acquired by it from the bank’s successor.

- (3) No provision made by this Act shall be treated, for the purposes of section [F1530] of the [F161992 Act] (value-shifting), as a scheme or arrangement.
- (4) For the purposes of the [F161992 Act], any allowable losses accruing in any accounting period to the Central Board or to an existing bank shall, so far as they have not been allowed as a deduction from chargeable gains, be treated as allowable losses which accrued in that accounting period to the new holding company or, as the case may be, successor.

**Textual Amendments**

- F15** Words in Sch. 2 para. 4 substituted (6.3.1992 with effect as mentioned in s. 289(1)(2) of the amending Act) by Taxation of Chargeable Gains Act 1992 (c. 12), ss. 289, 290, Sch. 10 para. 10(3)(b) (with ss. 60, 101(1), 201(3))
- F16** Words in Sch. 2 para. 4 substituted (6.3.1992 with effect as mentioned in s. 289(1)(2) of the amending Act) by Taxation of Chargeable Gains Act 1992 (c. 12), ss. 289, 290, Sch. 10 para. 10(3)(a) (with ss. 60, 101(1), 201(3))
- F17** Words in Sch. 2 para. 4 substituted (6.3.1992 with effect as mentioned in s. 289(1)(2) of the amending Act) by virtue of Taxation of Chargeable Gains Act 1992 (c. 12), ss. 289, 290, Sch. 10 para. 10(3)(c) (with ss. 60, 101(1), 201(3)).

- 5 For the purposes of the Act of 1979, gains arising on the disposal by the Central Board of any shares or rights to shares in the new holding company shall not be chargeable gains.

*General*

- 6 (1) Section [F18100] of the Taxes Act (valuation of trading stock on discontinuance of trade) shall not apply in relation to the discontinuance of the business of an existing bank.
- (2) The transfer of any trading stock investment from an existing bank to its successor effected by section 3 above shall be treated, for the purposes of corporation tax, as not constituting a disposal of that investment by the bank; but on the disposal of any such investment by the successor, the gain or, as the case may be, loss accruing to the successor shall be calculated (for the purposes of corporation tax) as if the investment had been acquired by the successor for the same consideration as that for which it was acquired by the bank.
- (3) ..... F19
- (4) Subject to any claim made by an existing bank under subsection (2) of section [F20393] of the Taxes Act (set off of losses against total profits), its successor shall be entitled to relief under subsection (1) of that section (carry forward of losses), as for a loss sustained by the successor in carrying on the trade, for any amount for which the bank would have been entitled to claim relief if it had continued to carry on the trade.
- (5) ..... F21



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- (8) Section [F22410(1) to (6) of the Taxes Act] (group relief: effect of arrangements for transfer of company to another group) shall not apply in relation to any transfer effected by section 3 above.

**Textual Amendments**

- F18** Number substituted by [Income and Corporation Taxes Act 1988 \(c.1, SIF 63:1\)](#), s. 844, **Sch. 29 para. 32 Table**
- F19** [Sch. 2 para. 6\(3\)](#) repealed by [Income and Corporation Taxes Act 1988 \(c. 1, SIF 63:1\)](#), s. 844, [Sch. 30 para. 6\(1\)](#), **Sch. 31**
- F20** Number substituted by [Income and Corporation Taxes Act 1988 \(c. 1, SIF 63:1\)](#), s. 844, **Sch. 29 para. 32 Table**
- F21** [Sch. 2 para. 6\(5\)–\(7\)](#) repealed by [Income and Corporation Taxes Act 1988 \(c. 1, SIF 63:1\)](#), s. 844, [Sch. 30 para. 6\(1\)](#), **Sch. 31**
- F22** Words substituted by [Income and Corporation Taxes Act 1988 \(c. 1, SIF 63:1\)](#), s. 844, **Sch. 29 para. 32 Table**

*Deduction of tax from certain loan interest*

- 7 (1) ..... F23

- (2) Section [F24369 of the Taxes Act] (deduction of tax from certain loan interest) shall have effect, on and after the vesting day, in relation to any loans made by an existing bank, as if the bank and its successor were a single qualifying lender.

**Textual Amendments**

- F23** [Sch. 2 para. 7\(1\)](#) repealed by [Income and Corporation Taxes Act 1988 \(c. 1, SIF 63:1\)](#), s. 844, [Sch. 30 para. 6\(1\)](#), **Sch. 31**
- F24** Words substituted by virtue of [Income and Corporation Taxes Act 1988 \(c. 1, SIF 63:1\)](#), s. 844, **Sch. 29 para. 32 Table**

*Stamp duty*

- 8 No transfer effected by section 3 above shall give rise to any liability to stamp duty.

*Interpretation*

- 9 (1) In this Schedule—

F25

.....  
“further successor”, in relation to the successor to an existing bank, means any body to which the bank’s business, or any part of that business, is transferred after having been assumed by the successor;

“the Taxes Act” means the [Income and Corporation Taxes Act \[F261988\]](#);

“trading stock investment” means any investment on the disposal of which any gain or loss accruing would be treated as a trading profit or, as the case may be, loss for the purposes of Case I of Schedule D; and

“transferee” and “transferor”, in relation to any transfer of property, rights, liabilities or obligations effected by section 3 above, means respectively the

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person to whom and the person from whom they are so transferred.[<sup>F27</sup>the 1992 Act” means the Taxation of Chargeable Gains Act 1992;]

- (2) Paragraph 1 above shall be construed as one with the provisions mentioned there and the other provisions of this Schedule shall be construed, so far as they relate to corporation tax, as one with the Corporation Tax Acts and, so far as they relate to capital gains tax, as one with the [<sup>F28</sup>1992 Act].

#### Textual Amendments

- F25** Definition in Sch. 2 para. 9(1) repealed by [Income and Corporation Taxes Act 1988 \(c. 1, SIF 63:1\)](#), s. 844, Sch. 30 para. 6(1), **Sch. 31**
- F26** Words in Sch. 2 para. 9(1) substituted by [Income and Corporation Taxes Act 1988 \(c. 1, SIF 63:1\)](#), s. 844, **Sch. 29 para. 32** Table
- F27** Words added at the end of Sch. 2 para. 9(1) (6.3.1992 with effect as mentioned in s. 289(1)(2) of the amending Act) by [Taxation of Chargeable Gains Act 1992 \(c. 12\)](#), ss. 289, 290, **Sch. 10 para. 10(4)(a)** (with ss. 60, 101(1), 201(3))
- F28** Words in Sch. 2 para. 9(2) substituted (6.3.1992 with effect as mentioned in s. 289(1)(2) of the amending Act) by [Taxation of Chargeable Gains Act 1992 \(c. 12\)](#), ss. 289, 290, **Sch. 10 para. 10(4)(b)** (with ss. 60, 101(1), 201(3))

### SCHEDULE 3

. . . <sup>F29</sup>

#### Textual Amendments

- F29** [Sch. 3](#) repealed by [Banking Act 1987 \(c. 22, SIF 10\)](#), s. 108(2), **Sch. 7 Pt. I**

### SCHEDULE 4

Sections 4(3) and 7(3).

#### REPEALS

Chapter	Short title	Extent of repeal
42 & 43 Vict. c. 11.	Bankers' Books Evidence Act 1879.	In section 9(1), paragraph (b).
46 & 47 Vict. c. 1.	Consolidated Fund (Permanent Charges Redemption) Act 1883.	In section 2(1), the words "trustee savings banks and".
50 & 51 Vict. c. 40.	Savings Banks Act 1887.	In section 10, the words "or to trustee savings banks".
4 & 5 Geo. 5. c. 59.	Bankruptcy Act 1914.	In section 33(9) the words "or of section 45 of the Trustee Savings Banks Act 1981".

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11 & 12 Geo. 5. c. 32.	Finance Act 1921.	In Schedule 3, in paragraph 1, the words from “registered”, where first occurring, to “otherwise” and in the proviso, the words “to the trustees of the savings bank”, “cheque or”, in each place where occurring, “a cheque signed by the trustees of the savings bank or” and “the trustees”, where last occurring and, in the paragraph following the proviso, the words “a trustee savings bank” and, in paragraph 8, the words from “and the trustees” to “bank”.
18 & 19 Geo. 5. c. 43.	Agricultural Credits Act 1928.	In section 5(7), in the definition of “Bank”, the words from “a trustee savings” to “1981”.
19 & 20 Geo. 5. c. 15.	Agricultural Credits (Scotland) Act 1929.	In section 9(2), in the definition of “Bank”, the words from “a trustee savings” to “1981”.
19 & 20 Geo. 5. c. 29.	Government Annuities Act 1929.	Section 51(2).
9 & 10 Geo. 6. c. 64.	Finance Act 1946.	In section 66 the words from the beginning to “accordingly”.
8 & 9 Eliz. 2. c. 37. 1960 c. 22 (N.I.).	Payment of Wages Act 1960. Companies Act (Northern Ireland) 1960.	In section 7(6), paragraph (a). In section 348, the words from “any trustee” to “1981, and”.
9 & 10 Eliz. 2. c. 62.	Trustee Investments Act 1961.	Section 349(8). In section 17(3), the words “and to trustee savings banks”.
9 & 10 Eliz. 2. C.A.M. No. 3.	Clergy Pensions Measure 1961.	In section 32, in subsection (1), in paragraph (b) the words “ordinary deposits in a trustee savings bank” and in paragraph (m) the words from “by way of special investment” to “savings bank or” and in subsection (8) the definitions of “ordinary

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		deposits” and “special investment”.
10 & 11 Eliz. 2. c. 37.	Building Societies Act 1962.	In section 59(5), the words “trustee savings bank or other”.
1965 c. 32.	Administration of Estates (Small Payments) Act 1965.	In section 5(1) the words “or to section 27(4) of the Trustee Savings Banks Act 1981”.
		In section 6(3), the words “or section 28 of the Trustee Savings Banks Act 1981”.
1967 c. 31. (N.I.).	Building Societies Act (Northern Ireland) 1967.	In section 59(5), the words “trustee savings bank or other”.
1969 c. 32.	Finance Act 1969.	In section 52(1) the words from “through”, where first occurring, to “or”, where first occurring.
1969 c. 24 (N.I.).	Industrial and Provident Societies Act (Northern Ireland) 1969.	In section 87(7), as added by Schedule 6 to the Banking Act 1979, paragraph (b).
1970 c. 12 (N.I.).	Payment of Wages Act (Northern Ireland) 1970.	In section 7(5), paragraph (a).
1970 c. 31 (N.I.).	Friendly Societies Act (Northern Ireland) 1970.	In section 39(1)(b), the words from “or in” to “1981”.
		In section 39(5) the words from “or on” to “bank” and “or them”.
1971 c. 29.	National Savings Bank Act 1971.	Section 2(2).
		Sections 13 and 14.
		In section 27, the definition of “trustee savings bank”.
1973 c. 36.	Northern Ireland Constitution Act 1973.	In Schedule 3, paragraph 20.
1974 c. 9.	Pensions (Increase) Act 1974.	In section 6(2), paragraph (b) and the word “and” immediately preceding it.
1974 c. 46.	Friendly Societies Act 1974.	In section 46(1)(a), the words from “or in” to “1981”.
		In section 46(3) the words from “or on” to “bank” and “or them”.

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1974 c. 47.	Solicitors Act 1974.	In section 87(1), in the definition of “bank”, paragraph (c) and the word “and” immediately preceding it.
S.I. 1976/1212 (N.I. 21).	Financial Provisions (Northern Ireland) Order 1976.	In Article 15, the words “Trustee Savings Banks”.
1978 c. 27.	Home Purchase Assistance and Housing Corporation Guarantee Act 1978.	In the Schedule, paragraph 6.
1979 c. 34.	Credit Unions Act 1979.	Section 31(1)(b).
1979 c. 37.	Banking Act 1979.	In section 36, in subsection (1) paragraphs (d) and (e) and in subsection (5) (c) the words “either a trustee savings bank or”.  In section 50(1), the definition of “trustee savings bank”.  In Schedule 1, in paragraph 4, the words “A trustee savings bank or” and, in paragraph 12, the words “a trustee savings bank”.
1980 c. 46.	Solicitors (Scotland) Act 1980.	Section 35(2)(b).
1981 c. 38.	British Telecommunications Act 1981.	In section 67(4)(c) the words “or a trustee savings bank”.
1981 c. 65.	Trustee Savings Banks Act 1981.	The whole Act.
S.I. 1981/156 (N.I. 3).	Housing (Northern Ireland) Order 1981.	In Schedule 10, paragraph 3.
S.I. 1982/1534 (N.I. 17).	Companies (Northern Ireland) Order 1982.	Article 72(5)(a)(ii).
1985 c. 6.	Companies Act 1985.	In section 665, the words from “any trustee” to “banks and”.  Section 666(6).

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**Changes to legislation:**

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