



Companies Act 1989

CHAPTER 40

COMPANIES ACT 1989

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- 1 In section 46 (meaning of “unqualified” auditors’ report in section...
- 2 In section 209(5)(a)(i) for “an authorised institution” substitute “a banking...
- 3 In sections 211(9) and 215(4) for “paragraph 3 or 10...
- 4 In section 271(3), for “section 236” substitute “section 235”.
- 5 In section 272(3)— (a) for “section 228” substitute “section 226”,...
- 6 In sections 272(5) and 273(7) for “section 241(3)(b)” substitute “the...
- 7 In section 276(b) for “34(4)(b)” substitute “34(3)(a)”.
- 8 For section 279 substitute— Distributions by banking or insurance companies....
- 9 In section 289(4) for “section 252(5)” substitute “section 250(3)”.
- 10 In sections 338(4), 339(4), . . . and 344(2) for...
- 11
- 12 In section 699(3) for “section 241(3)” substitute “section 242(1)”.
- 13 In Part XXIII (oversea companies), for Chapter II (delivery of...

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- 14 In section 711(1)(k) for “section 241 (annual accounts)” substitute “section...
- 15 For section 742 (expressions used in connection with accounts) substitute—...
- 16 In section 744 (interpretation), omit the definition of “authorised institution”...
- 17 In Schedule 1, in paragraph 2(2)(a) for “section 252(5)” substitute...
- 18 (1) Schedule 2 (interpretation of references to “beneficial interest...
- 19 (1) Part II of Schedule 3 (prospectuses: auditors’ and accountants’...
- 20 In paragraph 12(b) of Schedule 4, for “section 238” substitute...
- 21 (1) Schedule 11 is amended as follows.
- 22 (1) In Schedule 15A (renumbered 15B) (provisions applicable to mergers...
- 23 In Schedule 22 (provisions applying to unregistered companies), in the...
- 24 (1) Schedule 24 (punishment of offences) is amended as follows....
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- 25 In Schedule 2 to the Betting, Gaming and Lotteries Act...

Harbours Act 1964 (c.40)

- 26 (1) Section 42 of the Harbours Act 1964 (accounts and...

Coal Industry Act 1971 (c.16)

- 27 (1) Section 8 of the Coal Industry Act 1971 (further...

Aircraft and Shipbuilding Industries Act 1977 (c.3)

- 28 (1) Section 17 of the Aircraft and Shipbuilding Industries Act...

Crown Agents Act 1979 (c.43)

- 29

British Telecommunications Act 1981 (c.38)

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Transport Act 1981 (c.56)

- 31 In section 11(4) of the Transport Act 1981, for “section...

Iron and Steel Act 1982 (c.25)

- 32 In section 24(5) of the Iron and Steel Act 1982...

Oil and Pipelines Act 1985 (c.62)

- 33 In Schedule 3 to the Oil and Pipelines Act 1985...

Patents, Designs and Marks Act 1986 (c.39)

- 34 In Schedule 2 to the Patents, Designs and Marks Act...

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Company Directors Disqualification Act 1986 (c.46)

35 (1) The Company Directors Disqualification Act 1986 is amended as...

Financial Services Act 1986 (c.60)

36

Banking Act 1987 (c.22)

37

Income and Corporation Taxes Act 1988 (c.1)

38 (1) The Income and Corporation Taxes Act 1988 is amended...

Dartford–Thurrock Crossing Act 1988 (c.20)

39 In section 33 of the Dartford–Thurrock Crossing Act 1988 (duty...

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22 Supplementary: “funded” arrangements etc.

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2 (1) Where a recognised supervisory or qualifying body amends, revokes...

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3 (1) The OFT shall keep under review the rules made...

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5 (1) The OFT may, if it thinks fit, publish any...

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Competition Act 1980 (c. 21)

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Land Charges Act 1972 (c. 61)

1 (1) Section 3 of the Land Charges Act 1972 (registration...

Companies Act 1985 (c. 6)

1A Section 695A(1) is amended by the insertion of the words...
 2 (1) Schedule 24 to the Companies Act 1985 (punishment of...

Insolvency Act 1986 (c. 45)

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Company Directors Disqualification Act 1986 (c. 46)

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Electricity Act 1947 (c. 54)

2 In section 67 of the Electricity Act 1947 (interpretation)—

Landlord and Tenant Act 1954 (c. 56)

3 In section 42 of the Landlord and Tenant Act 1954...

Transport Act 1962 (c. 46)

4 In the Transport Act 1946, in the definition of “subsidiary”...

Harbours Act 1964 (c. 40)

5 In section 57(1) of the Harbours Act 1964 (interpretation), in...

General Rate Act 1967 (c. 9)

6 In section 32A of the General Rate Act 1967 (rateable...

Transport Act 1968 (c. 73)

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Post Office Act 1969 (c. 48)

8 In section 86 of the Post Office Act 1969 (interpretation),...

Industry Act 1972 (c. 63)

9 In section 10 of the Industry Act 1972 (construction credits),...

Coal Industry Act 1973 (c. 8)

10 In section 12(1) of the Coal Industry Act 1973 (interpretation)...

Industry Act 1975 (c. 68)

11 In section 37(1) of the Industry Act 1975 (interpretation), in...

Scottish Development Agency Act 1975 (c. 69)

12 In section 25(1) of the Scottish Development Agency Act 1975...

Welsh Development Agency Act 1975 (c. 70)

13 In section 27(1) of the Welsh Development Agency Act 1975...

Restrictive Trade Practices Act 1976 (c. 41)

14

Industrial Common Ownership Act 1976 (c. 78)

15 In section 2(5) of the Industrial Common Ownership Act 1976...

Aircraft and Shipbuilding Industries Act 1977 (c. 3)

16 In section 56(1) of the Aircraft and Shipbuilding Industries Act...

Changes to legislation: Companies Act 1989 is up to date with all changes known to be in force on or before 06 April 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

Nuclear Industry (Finance) Act 1977 (c. 7)

17 In section 3 of the Nuclear Industry (Finance) Act 1977...

Coal Industry Act 1977 (c. 39)

18 In section 14(1) of the Coal Industry Act 1977 (interpretation),...

Shipbuilding (Redundancy Payments) Act 1978 (c. 11)

19 In section 1(4) of the Shipbuilding (Redundancy Payments) Act 1978...

Capital Gains Tax Act 1979 (c. 14)

20

Crown Agents Act 1979 (c. 43)

21 In section 31(1) of the Crown Agents Act 1979 (interpretation),...

Competition Act 1980 (c. 21)

22 In sections 11(3)(f) and 12 of the Competition Act 1980...

British Aerospace Act 1980 (c. 26)

23 In section 14(1) of the British Aerospace Act 1980 (interpretation)—...

Local Government, Planning and Land Act 1980 (c. 65)

24 In sections 100(1), 141(7) and 170(1)(d) and (2) of the...

British Telecommunications Act 1981 (c. 38)

25 In section 85 of the British Telecommunications Act 1981 (interpretation),...

Transport Act 1981 (c. 56)

26 In section 4(2) of the Transport Act 1981 (interpretation of...

Value Added Tax Act 1983 (c. 55)

27

Telecommunications Act 1984 (c. 12)

28 In section 73(1) of the Telecommunications Act 1984 (interpretation of...

London Regional Transport Act 1984 (c. 32)

29 In section 68 of the London Regional Transport Act 1984...

Inheritance Tax Act 1984 (c. 51)

30 (1) The Inheritance Tax Act 1984 is amended as follows....

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Ordnance Factories and Military Services Act 1984 (c. 59)

31 In section 14 of the Ordnance Factories and Military Services...

Companies Act 1985 (c. 6)

32 (1) The following provisions have effect with respect to the...

33

34 Section 293 of the Companies Act 1985 (age limit for...

35 Nothing in section 144(1) affects the operation of Part XIII A...

36 For the purposes of section 719 of the Companies Act...

37

38

Transport Act 1985 (c. 67)

39 In section 137(1) of the Transport Act 1985 (interpretation), in...

Housing Act 1985 (c. 68)

40 In section 622 of the Housing Act 1985 (minor definitions):...

Housing Associations Act 1985 (c. 69)

41 In section 101 of the Housing Associations Act 1985 (minor...

Atomic Energy Authority Act 1986 (c. 3)

42 In section 9 of the Atomic Energy Authority Act 1986...

Airports Act 1986 (c. 31)

43 In section 82 of the Airports Act 1986 (general interpretation),...

Gas Act 1986 (c. 44)

44 In the Gas Act 1986— (a) in section 48(1) (interpretation...

Building Societies Act 1986 (c. 53)

45 In section 119 of the Building Societies Act 1986 (interpretation),...

Income and Corporation Taxes Act 1988 (c. 1)

46 In section 141 of the Income and Corporation Taxes Act...

British Steel Act 1988 (c. 35)

47 In section 15(1) of the British Steel Act 1988 (interpretation),...

SCHEDULE 19 — Minor amendments of the Companies Act 1985

Correction of cross-reference

1 In section 321 of the Companies Act 1985 (exceptions from...

Particulars to be given of directors and secretaries

2

Changes to legislation: Companies Act 1989 is up to date with all changes known to be in force on or before 06 April 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

- 3
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Transactions with directors not requiring authorisation

- 8

Time limit for holding extraordinary general meeting convened on members' requisition

- 9 In section 368 of the Companies Act 1985 (extraordinary general...

Removal of restriction on transfer of shares

- 10 (1) In section 456(3) of the Companies Act 1985 (removal...

Protection of company's members against unfair prejudice

- 11 In Part XVII of the Companies Act 1985 (protection of...

Requirements for registration by joint stock companies

- 12 In section 684(1) of the Companies Act 1985 (requirements for...

Delivery of documents by oversea companies

- 13 In Chapter I of Part XXIII of the Companies Act...

Companies' registered numbers

- 14 For section 705 of the Companies Act 1985 (Companies' registered...

Exemptions from limit of 20 on members of partnership

- 15 (1) Section 716 of the Companies Act 1985 (prohibition of...
- 16 (1) Section 717 of the Companies Act 1985 (limited partnerships:...

Meaning of "officer who is in default"

- 17 In section 730 of the Companies Act 1985 (punishment of...

Offences committed by partnerships and other unincorporated bodies

- 18 In section 734 of the Companies Act 1985 (criminal proceedings...

Meaning of "office copy" in Scotland

- 19 In Part XXVI of the Companies Act 1985 (interpretation), after...

Index of defined expressions

- 20 In Part XXVI of the Companies Act 1985 (interpretation), after...

Fraudulent trading by unregistered companies

- 21 In Schedule 22 to the Companies Act 1985 (provisions applying...

Changes to legislation: Companies Act 1989 is up to date with all changes known to be in force on or before 06 April 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

SCHEDULE 20 — Amendments about mergers and related matters

Fair Trading Act 1973 (c. 41)

- 1 In section 46 of the Fair Trading Act 1973, subsection...
- 2 (1) In section 60 of that Act—
- 3 In section 63(1) of that Act, for “to 75 of...
- 4 In section 66 of that Act— (a) in subsections (1)...
- 5 (1) In section 67 of that Act, in subsection (2)(a),...
- 6 In section 68(4) of that Act, after “the Secretary of...
- 7 In section 71 of that Act— (a) in subsection (1)...
- 8 In section 74(1) of that Act— (a) the words “and...
- 9 In section 75(4) of that Act— (a) after “sections 66”...
- 10 Paragraphs 4 to 9 (and the repeals in Schedule 24...
- 11 At the end of section 76 of that Act there...
- 12 (1) In section 83 of that Act, after subsection (3)...
- 13 (1) In section 85 of that Act, for subsection (7)...
- 14 (1) In section 88 of that Act, in subsection (1)...
- 15 (1) In section 89 of that Act, in subsection (1),...
- 16 (1) Section 90 of that Act is amended as follows....
- 17 In section 132(1) of that Act, after “85(6)” there is...
- 18 (1) In Schedule 3 to that Act, in paragraph 16(2)...
- 19 (1) Schedule 8 to that Act is amended as follows....
- 20 (1) In Schedule 9 to that Act, in paragraph 4...

Competition Act 1980 (c. 21)

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Telecommunications Act 1984 (c. 12)

- 25 (1) In section 13(9) of the Telecommunications Act 1984, after...

Financial Services Act 1986 (c. 60)

- 26

SCHEDULE 21 —

Part I — U.K. INVESTMENT EXCHANGES

Default Rules

1

Content of rules

2

Notification to other parties affected

3

Changes to legislation: Companies Act 1989 is up to date with all changes known to be in force on or before 06 April 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

Application of default rules to designated non-members

4

Delegation of functions in connection with default procedures

5

Co-operation with other authorities

6

Margin

7

Part II — U.K. CLEARING HOUSES

Default rules

8

Content of rules

9

10

Notification to other parties affected

11

Delegation of functions in connection with default procedures

12

Co-operation with other authorities

13

Margin

14

Part III — OVERSEAS INVESTMENT EXCHANGES AND CLEARING HOUSES

15

SCHEDULE 22 —

Introductory

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Recognised investment exchanges and clearing houses

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Changes to legislation: Companies Act 1989 is up to date with all changes known to be in force on or before 06 April 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

Market charges

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Supplementary provisions

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SCHEDULE 23 —

Part I — GENERAL AMENDMENTS

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Part II — AMENDMENTS RELATING TO FRIENDLY SOCIETIES

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Changes to legislation: Companies Act 1989 is up to date with all changes known to be in force on or before 06 April 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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SCHEDULE 24 — Repeals

Changes to legislation:

Companies Act 1989 is up to date with all changes known to be in force on or before 06 April 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.

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Changes and effects yet to be applied to :

- s. 56(5) repealed by [2006 c. 46 Sch. 16](#)
- s. 57 repealed by [2006 c. 46 Sch. 16](#)
- s. 64(2) repealed by [2006 c. 46 Sch. 16](#)
- s. 66(3) repealed by [2006 c. 46 Sch. 16](#)
- s. 71 repealed by [2006 c. 46 Sch. 16](#)
- s. 87(4) words inserted by [S.I. 2005/1967 \(N.I.\) Sch. 2 para. 22](#) (This amendment not applied to legislation.gov.uk. The affecting Order is repealed by Companies Act 2006 (c. 46), ss. 1295, 1300(2), Sch. 16, the repeal was brought into force on different dates, the final date being 1.10.2009, see S.I. 2008/2860, art. 4, Sch. 1 Pt. 2 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch. and S.I. 2009/2476, reg. 2(3)(4))); for details of the earlier dates see individual provisions in previous version of the Order)
- s. 135 repealed by [2006 c. 46 Sch. 16](#)
- s. 140 repealed by [2007 asp 3 s. 46\(5\)](#)
- s. 144(6) repealed by [2006 c. 46 Sch. 16](#)
- s. 191 words inserted by [2012 c. 21 Sch. 18 para. 71\(3\)](#) (This amendment was superseded by the effect of S.I. 2013/504, regs. 1(2), 4(19), Sch.)
- s. 191 words inserted by [2012 c. 21 Sch. 18 para. 71\(4\)](#) (This amendment was superseded by the effect of S.I. 2013/504, regs. 1(2), 4(19), Sch.)
- s. 191 words omitted by [2012 c. 21 Sch. 18 para. 71\(2\)](#) (This amendment was superseded by the effect of S.I. 2013/504, regs. 1(2), 4(19), Sch.)
- Sch. 18 para. 1 repealed by [1994 c. 21 Sch. 11 Pt. 3](#)