



# British Technology Group Act 1991

## 1991 CHAPTER 66

An Act to provide for the vesting of the property, rights and liabilities of the National Research Development Corporation and the National Enterprise Board in a company nominated by the Secretary of State and for the subsequent dissolution of the Corporation and Board; and for connected purposes. [22nd October 1991]

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 partly in force at Royal Assent see s. 18(2)-(4)

### *Vesting of property etc. of NRDC and NEB in a successor company*

#### **1 Vesting of property etc. of NRDC and NEB in a successor company.**

(1) On such day as the Secretary of State may by order appoint all the property, rights and liabilities to which—

- (a) the National Research Development Corporation; or
- (b) the National Enterprise Board,

was entitled or subject immediately before that day shall, subject to section 2 below, become by virtue of this section property, rights and liabilities of a company nominated for the purposes of this section by the Secretary of State; and references in this Act to the appointed day or to the successor company are references to the day so appointed or to the company so nominated respectively.

<sup>F1</sup>(2) .....

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Changes to legislation: There are currently no known outstanding effects for  
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- (3) References in this Act to property, rights and liabilities of the Corporation or Board are references to all such property, rights and liabilities, whether or not capable of being transferred or assigned by the Corporation or Board.
- (4) It is hereby declared for the avoidance of doubt that—
  - (a) any reference in this Act to property of the Corporation or Board is a reference to property of the Corporation or Board whether situated in the United Kingdom or elsewhere; and
  - (b) any reference in this Act to rights or liabilities of the Corporation or Board is a reference to rights to which the Corporation or Board is entitled, or (as the case may be) liabilities to which it is subject, whether under the law of the United Kingdom or of any part of the United Kingdom or under the law of any country or territory outside the United Kingdom.

<sup>F2</sup>(5) .....

- (6) Schedule 1 to this Act shall have effect for the purpose of supplementing the provisions of this section.

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**Subordinate Legislation Made**

**P1** S. 1(1): power of appointment conferred by s. 1(1) fully exercised by [S.I.1991/2721](#)

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**Textual Amendments**

**F1** S. 1(2) repealed (22.7.2004) by [Statute Law \(Repeals\) Act 2004 \(c. 14\)](#), [Sch. 1 Pt. 16](#) Group 2

**F2** S. 1(5) repealed (22.7.2004) by [Statute Law \(Repeals\) Act 2004 \(c. 14\)](#), [Sch. 1 Pt. 16](#) Group 2

<sup>F3</sup>**2 Extinguishment of NRDC reserve and NEB public dividend capital.**

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**Textual Amendments**

**F3** Ss. 2-7 repealed (22.7.2004) by [Statute Law \(Repeals\) Act 2004 \(c. 14\)](#), [Sch. 1 Pt. 16](#) Group 2

*Provisions relating to Government holdings in successor company*

<sup>F3</sup>**3 Initial Government holding in the successor company.**

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**Textual Amendments**

**F3** Ss. 2-7 repealed (22.7.2004) by [Statute Law \(Repeals\) Act 2004 \(c. 14\)](#), [Sch. 1 Pt. 16](#) Group 2

<sup>F3</sup>**4 Government investment in securities of the successor company.**

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**Textual Amendments**

**F3** Ss. 2-7 repealed (22.7.2004) by [Statute Law \(Repeals\) Act 2004 \(c. 14\)](#), [Sch. 1 Pt. 16](#) Group 2

**F3 5 Exercise of functions through nominees.**

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**Textual Amendments**

**F3** Ss. 2-7 repealed (22.7.2004) by [Statute Law \(Repeals\) Act 2004 \(c. 14\)](#), [Sch. 1 Pt. 16](#) Group 2

**F3 6 Target investment limit for Government shareholding.**

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**Textual Amendments**

**F3** Ss. 2-7 repealed (22.7.2004) by [Statute Law \(Repeals\) Act 2004 \(c. 14\)](#), [Sch. 1 Pt. 16](#) Group 2

**F3 7 Offers for sale of securities etc.**

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**Textual Amendments**

**F3** Ss. 2-7 repealed (22.7.2004) by [Statute Law \(Repeals\) Act 2004 \(c. 14\)](#), [Sch. 1 Pt. 16](#) Group 2

*Financial provisions relating to successor company*

**8 Financial structure of successor company.**

(1) If the aggregate nominal value of the securities of the successor company issued in pursuance of section 3 above is for the time being less than the amount of the reserve and public dividend capital extinguished by virtue of section 2 above a sum equal to the amount of the difference shall be carried by the successor company to a reserve (“the statutory reserve”).

(2) The statutory reserve may only be applied by the successor company in paying up unissued shares of the company to be allotted to its members as fully paid bonus shares.  
<sup>F4</sup> ...

<sup>F5</sup>(3) .....

(4) Notwithstanding subsection (2) above, no part of the statutory reserve shall count as an undistributable reserve of the successor company for the purposes of [<sup>F6</sup>section 831(4) (d) of the Companies Act 2006] (restriction on distribution of assets); but for the purpose of determining under [<sup>F7</sup>section 831] whether the successor company may make a distribution at any time, any amount for the time being standing to the credit

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of the statutory reserve (excluding any amount which under subsection (2) above is authorised to be, but has not yet been, applied as if it were profits available for distribution) shall be treated for the purposes of [F8section 831(4)(c)] as if it were unrealised profits of the company.

- (5) For the purposes of any statutory accounts of the successor company—
- (a) all the property, rights and liabilities to which the Corporation or Board was entitled or subject immediately before the end of the last financial year of the Corporation or Board ending before the appointed day shall be taken to have been vested in the successor company by virtue of section 1 above, and to have been so vested immediately after the end of that year; and
  - (b) the value or amount (as at the time of vesting) of any asset or liability of the Corporation or Board taken to have been vested in the successor company by virtue of paragraph (a) above shall be taken to be the value or (as the case may be) the amount assigned to that asset or liability for the purposes of the corresponding statement of accounts prepared by the Corporation or Board in respect of the financial year referred to in that paragraph.
- (6) For the purposes of any statutory accounts of the successor company the amount to be included in respect of any item shall be determined as if anything done by the Corporation or Board (whether by way of acquiring, revaluing or disposing of any asset, or incurring, revaluing or discharging any liability, or by carrying any amount to any provision or reserve, or otherwise) had been done by the successor company.

Accordingly (but without prejudice to the generality of the preceding provision) the amount to be included from time to time in any reserves of the successor company as representing its accumulated realised profits shall be determined as if any profits realised and retained by the Corporation or Board had been realised and retained by the company.

- (7) References in this section to the statutory accounts of the successor company are to any accounts prepared by that company for the purposes of any provision of [F9the Companies Act 2006] (including group accounts).

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#### Textual Amendments

- F4** Words in s. 8(2) repealed (22.7.2004) by [Statute Law \(Repeals\) Act 2004 \(c. 14\)](#), [Sch. 1 Pt. 16](#) Group 2
- F5** S. 8(3) repealed (22.7.2004) by [Statute Law \(Repeals\) Act 2004 \(c. 14\)](#), [Sch. 1 Pt. 16](#) Group 2
- F6** Words in s. 8(4) substituted (6.4.2008) by [The Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), [Sch. 1 para. 181\(2\)\(a\)](#) (with arts. 6, 11, 12)
- F7** Words in s. 8(4) substituted (6.4.2008) by [The Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), [Sch. 1 para. 181\(2\)\(b\)](#) (with arts. 6, 11, 12)
- F8** Words in s. 8(4) substituted (6.4.2008) by [The Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), [Sch. 1 para. 181\(2\)\(c\)](#) (with arts. 6, 11, 12)
- F9** Words in s. 8(7) substituted (6.4.2008) by [The Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), [Sch. 1 para. 181\(3\)](#) (with arts. 6, 11, 12)
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#### Commencement Information

- I2** S. 8 wholly in force at 6.1.1992 see ss. 1(1), 18(2) and [S.I. 1991/2721](#), [art.2](#)

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**F109 Loans by Secretary of State to successor company.**

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**Textual Amendments**

**F10** S. 9 repealed (22.7.2004) by [Statute Law \(Repeals\) Act 2004 \(c. 14\)](#), [Sch. 1 Pt. 16](#) Group 2

**10 Temporary restrictions on successor company's borrowings etc.**

- (1) If the articles of association of the successor company confer on the Secretary of State powers exercisable with the consent of the Treasury for, or in connection with, restricting the sums of money which may during any period be borrowed or raised by the successor company and its subsidiaries, taken as a whole, those powers shall be exercisable in the national interest notwithstanding any rule of law and the provisions of any enactment.
- (2) For the purposes of this section any alteration of the articles of association of the successor company which—
  - (a) has the effect of conferring or extending any such power as is mentioned in subsection (1) above, and
  - (b) is made at a time when that company has ceased to be wholly owned by the Crown,shall be disregarded.

**Commencement Information**

**I3** S. 10 wholly in force at 6.1.1992 see ss. 1(1), 18(2) and [S.I. 1991/2721](#), [art. 2](#)

*Dissolution of the Corporation and Board*

**11 Dissolution of the Corporation and Board.**

- (1) The Corporation and Board shall continue in existence after the appointed day until dissolved in accordance with subsection (2) below; and in relation to each of those bodies the period of its continued existence after the appointed day is referred to in this Act as “the transitional period”.
- (2) If in the case of either of those bodies the Secretary of State is satisfied that nothing further remains to be done by it under Schedule 3 to this Act, he may, after consulting that body and the successor company, by order dissolve that body on a day specified in the order.

**Commencement Information**

**I4** S. 11 wholly in force at 6.1.1992 see ss. 1(1), 18(2) and [S.I. 1991/2721](#), [art.2](#)

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### *Supplementary provisions*

## 12 Corporation tax.

- (1) Subject to subsection (2) below, the successor company shall be treated for the purposes of the Corporation Tax Acts as if it were the same person as the Corporation and the Board.
- (2) Notwithstanding subsection (1) above, section [F11]8 of the Taxation of Chargeable Gains Act 1992] (computation of chargeable gains) shall apply to the successor company without regard to any allowable losses of the Corporation or the Board.
- (3) Any share issued by the successor company in pursuance of section 3 above shall be treated for the purposes of the Corporation Tax Acts as if it had been issued wholly in consideration of a subscription paid to that company of an amount equal to the nominal value of the share.
- (4) Any debenture issued by the successor company in pursuance of that section shall be treated for the purposes of those Acts as if it had been issued—
  - (a) wholly in consideration of a loan made to that company of an amount equal to the principal sum payable under the debenture; and
  - (b) wholly and exclusively for the purposes of the trade carried on by that company.

#### Textual Amendments

- F11** Words in s. 12(2) substituted (6.3.1992 with effect as mentioned in s. 289 of the amending Act) by [Taxation of Chargeable Gains Act 1992 \(c. 12\)](#), s. 290, **Sch. 10**, para.25 (with ss. 60, 101(1), 171 and 201(3))

#### Commencement Information

- I5** S. 12 wholly in force at 6.1.1992 see ss. 1(1), 18(2) and [S.I. 1991/2721](#), **art. 2**

## <sup>F12</sup>13 Application of Trustee Investments Act 1961 in relation to investment in the successor company.

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#### Textual Amendments

- F12** S. 13 repealed (22.7.2004) by [Statute Law \(Repeals\) Act 2004 \(c. 14\)](#), **Sch. 1 Pt. 16** Group 2

## 14 Orders.

- (1) Any power of the Secretary of State to make an order under this Act shall be exercisable by statutory instrument.
- (2) Any statutory instrument containing an order made by the Secretary of State under section <sup>F13</sup>... 17(1) below shall be subject to annulment in pursuance of a resolution of either House of Parliament.

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### Textual Amendments

- F13** Words in s. 14(2) repealed (22.7.2004) by Statute Law (Repeals) Act 2004 (c. 14), Sch. 1 Pt. 16 Group 2

## 15 Administrative expenses.

Any administrative expenses incurred by the Secretary of State or the Treasury in consequence of the provisions of this Act shall be paid out of money provided by Parliament.

### Commencement Information

- I6** S. 15 wholly in force at 6.1.1992 see ss. 1(1), 18(2) and S.I. 1991/2721, art.2

## 16 Interpretation.

(1) In this Act—

“the appointed day” means the day appointed under section 1(1) above;

“the Board” means the National Enterprise Board;

“the Corporation” means the National Research Development Corporation;

“debenture” includes debenture stock;

“financial year”, in relation to the Corporation, means a year ending on 31st March and, in relation to the Board, means the accounting year as defined in section 37(1) of the <sup>M1</sup>Industry Act 1975;

“securities”, in relation to a company, includes shares, debentures, bonds and other securities of the company, whether or not constituting a charge on the assets of the company;

“shares” includes stock;

“the successor company” means the company nominated for the purposes of section 1 above;

“the transitional period” has the meaning given by section 11(1) above.

(2) A company shall be regarded for the purposes of this Act as wholly owned by the Crown at any time when each of the issued shares of the company is held by, or by a nominee of, the Treasury or the Secretary of State.

### Commencement Information

- I7** S. 16 partly in force at Royal Assent; s. 16(1) in force see s. 18(3); s. 16 wholly in force at 6.1.1992 see ss. 1(1), 18(2) and S.I. 1991/2721, art. 2

### Marginal Citations

- M1** 1975 c. 68.

## 17 Consequential amendments, repeals and transitional provisions.

(1) The Secretary of State may by order make—

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- (a) such consequential modifications of any provision contained in any Act (whether public general or local) passed, or subordinate legislation made, before the appointed day as appear to him to be necessary or expedient in connection with any reference in that Act or subordinate legislation to the Corporation or the Board;
- (b) such transitional or saving provision as appears to him to be necessary or expedient in connection with the coming into force of any provision of this Act;

and any provision of an order made under this subsection after the appointed day may be made so as to have effect as from that or any later day.

- (2) The enactments mentioned in Schedule 2 to this Act (which include certain spent enactments) are hereby repealed to the extent specified in the third column of that Schedule.
- (3) The transitional provisions and savings contained in Schedule 3 to this Act shall have effect.

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

**C1** S. 17(2) excluded (with effect as from 6.1.1992) by [S.I. 1992/8](#), [arts.3, 4](#)

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**Commencement Information**

**I8** S. 17 wholly in force at 6.1.1992 see ss. 1(1), 18(2) and [S.I. 1991/2721](#), [art.2](#)

**18 Short title, commencement and extent.**

- (1) This Act may be cited as the British Technology Group Act 1991.
- (2) Subject to subsections (3) and (4) below, this Act shall come into force on the appointed day.
- (3) Sections 1, 2, 7, 14, 16(1), this section and paragraph 1 of Schedule 1 shall come into force at the passing of this Act.
- (4) Parts II and III of Schedule 2 shall come into force on the dissolution of the Corporation or, as the case may be, the Board.
- (5) Except for sections 3 to 6, 8 to 10 and 13, this Act extends to Northern Ireland.



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## SCHEDULES

### SCHEDULE 1

Section 1(6).

#### PROVISIONS SUPPLEMENTARY TO S. 1

##### *Preparation for transfer to successor company*

F14<sup>1</sup> .....

#### Textual Amendments

**F14** Sch. 1 para. 1 repealed (22.7.2004) by Statute Law (Repeals) Act 2004 (c. 14), Sch. 1 Pt. 16 Group 2

##### *Provisions as to vesting of property etc.*

- 2 Any agreement made, transaction effected or other thing done by, to or in relation to the Corporation or Board which is in force or effective immediately before the appointed day shall have effect as from that day as if made, effected or done by, to or in relation to the successor company, in all respects as if the successor company were the same person, in law, as the Corporation and the Board; and accordingly references to the Corporation or Board—
- (a) in any agreement (whether or not in writing) and in any deed, bond or instrument,
  - (b) in any process or other document issued, prepared or employed for the purpose of any proceeding before any court or other tribunal or authority, and
  - (c) in any other document whatever (other than an enactment) relating to or affecting any property, right or liability of the Corporation or Board which vests by virtue of section 1 of this Act in the successor company,
- shall be taken as from the appointed day as referring to the successor company.

#### Commencement Information

**I9** Sch. 1 para. 2 wholly in force at 6.1.1992 see ss. 1(1), 18(2) and S.I. 1991/2721, art.2

- 3 Where immediately before the appointed day there is in force an agreement which—
- (a) confers or imposes on the Corporation or Board any rights or liabilities which vest in the successor company by virtue of section 1 of this Act, and
  - (b) refers (in whatever terms and whether expressly or by implication) to a member or officer of the Corporation or Board,
- the agreement shall have effect, in relation to anything falling to be done on or after that day, as if for that reference there were substituted a reference to such person as that company may appoint or, in default of appointment, to the officer of that

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company who corresponds as nearly as may be to the member or officer of the Corporation or Board in question.

**Commencement Information**

**I10** Sch. 1 para. 3 wholly in force at 6.1.1992 see ss. 1(1), 18(2) and [S.I. 1991/2721](#), **art. 2**

- 4 (1) It is hereby declared for the avoidance of doubt that—
- (a) the effect of section 1 of this Act in relation to any contract of employment with the Corporation or Board in force immediately before the appointed day is merely to modify the contract (as from that day) by substituting the successor company as the employer (and not to terminate the contract or vary it in any other way); and
  - (b) that section is effective to vest the rights and liabilities of the Corporation or Board under any agreement or arrangement for the payment of pensions, allowances or gratuities in the successor company along with all other rights and liabilities of the Corporation or Board.
- (2) Accordingly, for the purposes of any such agreement or arrangement as it has effect as from the appointed day—
- (a) any period of employment with, or with a subsidiary of, the Corporation or Board, and
  - (b) any period of employment which would, immediately before that day, have been treated as such employment for the purposes of any such agreement or arrangement,
- shall count as employment with, or with that subsidiary of, the successor company.

**Commencement Information**

**I11** Sch. 1 para. 4 wholly in force at 6.1.1992 see ss. 1(1), 18(2) and [S.I. 1991/2721](#), **art. 2**

*Disqualification of certain directors of successor company*

- 5 In the <sup>M2</sup>House of Commons Disqualification Act 1975, in Part III of Schedule 1 (other disqualifying offices) there shall be inserted at the appropriate place— “ Director of the successor company (within the meaning of the British Technology Group Act 1991) being a director nominated or appointed by a Minister of the Crown or by a person acting on behalf of the Crown; ”and a corresponding amendment shall be made in Part III of Schedule 1 to the <sup>M3</sup>Northern Ireland Assembly Disqualification Act 1975.

**Commencement Information**

**I12** Sch. 1 para. 5 wholly in force at 6.1.1992 see ss. 1(1), 18(2) and [S.I. 1991/2721](#), **art. 2**

**Marginal Citations**

**M2** 1975 c. 24.

**M3** 1975 c. 25.

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## SCHEDULE 2

Section 17(2).

### REPEALS

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

**C2** Sch. 2 excluded (with effect as from 6.1.1992) by [S.I. 1992/8](#), [arts.3, 4](#)

#### Commencement Information

**I13** Sch. 2 partly in force at 6.1.1992 see ss. 1(1), 18(2) and [S.I. 1991/2721](#), [art. 2](#)

### PART I

#### REPEALS ON APPOINTED DAY

#### Commencement Information

**I14** Sch. 2 Part I wholly in force at 6.1.1992 see ss. 1(1), 18(2) and [S.I. 1991/2721](#), [art. 2](#)

Chapter	Short title	Extent of repeal
1967 c. 32.	The Development of Inventions Act 1967.	Sections 2 to 13. Section 15(3) to (8). In the Schedule, paragraphs 4 to 8.
1972 c. 11.	The Superannuation Act 1972.	In Schedule 4 the entry relating to the National Research Development Corporation.
1975 c. 68.	The Industry Act 1975.	Part I except section 1. In section 13(2) the words the Board or in both places. In section 14(1) and (4) the words or the Board. In section 16(1)(b) and (4) the words or the Board. In section 19(3)(i) the words the Board or. In section 20(3) the words , the Board. Section 26. In section 37, in subsection (1) the definitions of accounting year and wholly owned subsidiary and subsections (2) and (4). In Schedule 1, paragraphs 7 to 10, 18, 19 and 20. Schedule 2.
1979 c. 32.	The Industry Act 1979.	In section 1, in subsection (1) the words “section 8 of the Industry Act 1975”, “the National Enterprise

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		Board” and “that Board and”, in subsections (5) and (7) the figure “8” and in subsection (6) the figure “8(4)(b)” and the words “the Board or”. In the Schedule the entry relating to the Industry Act 1975.
1980 c. 33.	The Industry Act 1980.	Section 1(1). In section 2, in subsection (1) the words the National Enterprise Board and paragraph (a) and in subsections (2) and (3) the words the National Enterprise Board. Section 4(1). Section 5(3) and (5). Section 6(1). Section 8(1). In section 21(2) the words section 2(2) of the Industry Act 1975 and the National Enterprise Board.
1980 c. 65.	The Local Government, Planning and Land Act 1980.	In section 170(2) the words “and the National Enterprise Board”.
1981 c. 6.	The Industry Act 1981.	Section 1.
1981 c. 68.	The Broadcasting Act 1981.	In section 65(2) the words “each of section 9 of the Industry Act 1975 and”. In Part II of Schedule 3 the entry relating to section 9 of the Industry Act 1975.
1983 c. 29.	The Miscellaneous Financial Provisions Act 1983.	In Schedule 2 the entry relating to the Industry Act 1975.
1985 c. 9.	The Companies Consolidation (Consequential Provisions) Act 1985.	In Schedule 2 the entry relating to section 12(3) of the Development of Inventions Act 1967, in the entry relating to section 37(1) of the Industry Act 1975 the words from “and in the definition of “wholly-owned subsidiary”” onwards and the entries relating to Schedules 1 and 2 to that Act.
1986 c. 60.	The Financial Services Act 1986.	In Schedule 16, paragraph 10.
1988 c. 50.	The Housing Act 1988.	In Schedule 9, in paragraph 4(b) the words “the National Enterprise Board”.

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1989 c. 43.	The Statute Law (Repeals) Act 1989.	In Schedule 2, paragraph 13.
1990 c. 42.	The Broadcasting Act 1990.	In Schedule 20, paragraph 22. In Schedule 22, paragraph 5(2)(a).

PROSPECTIVE

## PART II

### REPEALS ON DISSOLUTION OF CORPORATION

Chapter	Short title	Extent of repeal
1967 c. 32.	The Development of Inventions Act 1967.	Section 1. Section 15(1) and (2). The Schedule so far as unrepealed.
1975 c. 24.	The House of Commons Disqualification Act 1975.	In Part III of Schedule 1 the entries relating to the chairman and managing director of the National Research Development Corporation.
1975 c. 25.	The Northern Ireland Assembly Disqualification Act 1975.	In Part II of Schedule 1 the entry relating to members of the National Research Development Corporation.

PROSPECTIVE

## PART III

### REPEALS ON DISSOLUTION OF BOARD

Chapter	Short title	Extent of repeal
1975 c. 24.	The House of Commons Disqualification Act 1975.	In Part III of Schedule 1 the entries relating to the chairman and chief executive of the National Enterprise Board.
1975 c. 25.	The Northern Ireland Assembly Disqualification Act 1975.	In Part II of Schedule 1 the entry relating to the National Enterprise Board and in Part III of that Schedule the

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		entry relating to the chief executive of the National Enterprise Board.
1975 c. 68.	The Industry Act 1975.	Section 1.Schedule 1 so far as unrepealed.
1980 c. 33.	The Industry Act 1980.	Section 7.

### SCHEDULE 3

Section 17(3).

### TRANSITIONAL PROVISIONS AND SAVINGS

#### Commencement Information

**I15** Sch. 3 wholly in force at 6.1.1992 see ss. 1(1), 18(2) and [S.I. 1991/2721, art. 2](#)

#### *Constitution of the Corporation and Board*

- 1 During the transitional period section 1(2) of the <sup>M4</sup>Development of Inventions Act 1967 (constitution of the Corporation) shall have effect as if for “less than four” there were substituted “less than three” and section 1(2) of the <sup>M5</sup>Industry Act 1975 (constitution of the Board) shall have effect as if for “not less than eight” there were substituted “not less than three”.

#### Commencement Information

**I16** Sch. 3 para. 1 wholly in force at 6.1.1992 see ss. 1(1), 18(2) and [S.I. 1991/2721, art. 2](#)

#### Marginal Citations

**M4** 1967 c. 32.

**M5** 1975 c. 68.

#### *Vesting of foreign property etc. in the successor company*

- 2 (1) It shall be the duty of the Corporation and the Board and of the successor company to take, as and when during the transitional period the successor company considers appropriate, all such steps as may be requisite to secure that the vesting in the successor company by virtue of section 1 of this Act or this paragraph of any foreign property, right or liability is effective under the relevant foreign law.
- (2) Until the vesting in the successor company by virtue of section 1 of this Act or this paragraph of any foreign property, right or liability is effective under the relevant foreign law, it shall be the duty of the Corporation and the Board during the transitional period to hold that property or right for the benefit of, or to discharge that liability on behalf of, the successor company.
- (3) Nothing in sub-paragraphs (1) and (2) above shall be taken as prejudicing the effect under the law of the United Kingdom, or of any part of the United Kingdom, of the

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vesting in the successor company by virtue of section 1 of this Act or this paragraph of any foreign property, right or liability.

- (4) The Corporation and the Board shall have all such powers as may be requisite for the performance of its duties under this paragraph, but—
- (a) it shall be the duty of the successor company during the transitional period to act on behalf of the Corporation and the Board (so far as possible) in performing the duties imposed on them by this paragraph; and
  - (b) any foreign property, rights and liabilities acquired or incurred by the Corporation or Board during that period shall immediately become property, rights and liabilities of the successor company.
- (5) References in this paragraph to any foreign property, right or liability are references to any property, right or liability as respects which any issue arising in any proceedings would have been determined (in accordance with the rules of private international law) by reference to the law of a country or territory outside the United Kingdom.
- (6) Any expenses incurred by the Corporation or Board under this paragraph shall be met by the successor company.

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**Commencement Information**

**I17** Sch. 3 para. 2 wholly in force at 6.1.1992 see ss. 1(1), 18(2) and [S.I. 1991/2721](#), [art. 2](#)

*Application of enactments to certain continuing liabilities*

- 3 (1) Where any loan made to the Corporation under section 7 of the <sup>M6</sup>Development of Inventions Act 1967 or to the Board under paragraph 2 of Schedule 2 to the <sup>M7</sup>Industry Act 1975 (loans by Secretary of State) is in existence immediately before the appointed day, any terms which are then applicable to the loan shall continue to apply to it after it becomes a liability of the successor company by virtue of section 1 of this Act; and section 7(5) of the Act of 1967 and paragraph 2(2) of Schedule 2 to the Act of 1975 shall continue to have effect as respects sums received by virtue of this paragraph.
- (2) Any sums received by the Secretary of State from the successor company in the discharge of any liability to make a payment under paragraph 5(3) or (3A) of Schedule 2 to the Industry Act 1975 (public dividend capital) which accrued before the appointed day (and accordingly has become a liability of the successor company by virtue of section 1 of this Act) shall be paid into the Consolidated Fund.

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**Commencement Information**

**I18** Sch. 3 para. 3 wholly in force at 6.1.1992 see ss. 1(1), 18(2) and [S.I. 1991/2721](#), [art. 2](#)

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**Marginal Citations**

**M6** 1967 c. 32.

**M7** 1975 c. 68.

*Status: This version of this Act contains provisions that are prospective.*  
*Changes to legislation: There are currently no known outstanding effects for the British Technology Group Act 1991. (See end of Document for details)*

*Treasury guarantees*

- 4 Sub-paragraphs (2) to (5) of paragraph 4 of Schedule 2 to the Industry Act 1975 (Treasury guarantees) shall continue to apply in relation to any guarantee given by the Treasury under that paragraph with respect to a liability of the Board which becomes a liability of the successor company by virtue of section 1 of this Act, but as if the reference to the Board in sub-paragraph (4) were a reference to the successor company.

**Commencement Information**

**I19** Sch. 3 para. 4 wholly in force at 6.1.1992 see ss. 1(1), 18(2) and [S.I. 1991/2721](#), [art. 2](#)

*Final reports and accounts of the Corporation and the Board*

- 5 (1) Notwithstanding the repeal of section 13(2) of the Development of Inventions Act 1967 and paragraph 8 of Schedule 2 to the Industry Act 1975 (reports to the Secretary of State)—
- (a) it shall continue to be the duty of the Corporation and the Board to make a report to the Secretary of State in accordance with those provisions in respect of each financial year of the Corporation and Board ending before the appointed day; and
  - (b) the Secretary of State shall lay a copy of any such report before each House of Parliament.
- (2) Notwithstanding the repeal of section 12 of the Act of 1967 and paragraph 7 of Schedule 2 to the Act of 1975 (accounts and audit)—
- (a) it shall continue to be the duty of the Corporation and Board to prepare such statements of accounts as are mentioned in those provisions in respect of each financial year of the Corporation or Board ending before the appointed day; and
  - (b) those provisions shall continue to apply during the transitional period in relation to those accounts and in relation also to the auditing of accounts kept in accordance with those provisions in respect of each such financial year.
- (3) Any expenses incurred by the Corporation or Board under this paragraph shall be met by the successor company.

**Commencement Information**

**I20** Sch. 3 para. 5 wholly in force at 6.1.1992 see ss. 1(1), 18(2) and [S.I. 1991/2721](#), [art. 2](#)

*Accounts of the Secretary of State*

- 6 Notwithstanding the repeal of section 7(6) of the Act of 1967 and paragraph 2(3) of Schedule 2 to the Act of 1975 (accounts of the Secretary of State), those provisions shall continue to apply in relation to—
- (a) any financial year down to and including that in which the appointed day falls; and
  - (b) any subsequent financial year in which the Secretary of State receives any sum by virtue of paragraph 3 above.



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*Status:* This version of this Act contains provisions that are prospective.  
*Changes to legislation:* There are currently no known outstanding effects for the British Technology Group Act 1991. (See end of Document for details)

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**Commencement Information**

**I21** Sch. 3 para. 6 wholly in force at 6.1.1992 see ss. 1(1), 18(2) and [S.I. 1991/2721](#), [art. 2](#)

*Payment of dividend by successor company before laying or delivery of accounts*

- 7 (1) Where it is proposed to declare a distribution during the accounting reference period of the successor company which includes the appointed day, or before any accounts are laid or delivered to the registrar of companies in respect of that period, sections 270 to 276 of the <sup>M8</sup>Companies Act 1985 (relevant accounts) shall have effect as if—
- (a) such accounts as are mentioned in sub-paragraph (2) below were accounts relevant under section 270, and
  - (b) references in section 273 to initial accounts included references to any such accounts,
- and, if any direction has been given under section 8(2) of this Act which is relevant to the making of that distribution, shall accordingly have effect subject to that direction.
- (2) The accounts referred to in sub-paragraph (1)(a) and (b) above are such accounts as, on the assumptions stated in sub-paragraph (3) below, would have been prepared under Part VII of the <sup>M9</sup>Companies Act 1985 in respect of the relevant year.
- (3) Those assumptions are—
- (a) that the relevant year had been a financial year of the successor company;
  - (b) that the vesting effected by section 1 of this Act had been a vesting of all the property, rights and liabilities to which the Corporation or Board was entitled or subject immediately before the beginning of the relevant year and had been effected immediately after the beginning of that year;
  - (c) that the value of any asset and the amount of any liability of the Corporation or Board vested in the successor company by virtue of that section had been the value or (as the case may be) the amount assigned to that asset or liability for the purposes of the statement of accounts prepared by the Corporation or Board in respect of its financial year immediately preceding the relevant year;
  - (d) that any securities of the successor company issued or allotted before the declaration of the distribution had been issued or allotted before the end of the relevant year; and
  - (e) such other assumptions (if any) as may appear to the directors of the successor company to be necessary or expedient for the purposes of this paragraph.
- (4) For the purposes of such accounts as are mentioned in sub-paragraph (2) above the amount to be included in respect of any item shall be determined as if anything done by the Corporation or Board (whether by way of acquiring, revaluing or disposing of any asset, or incurring, revaluing or discharging any liability, or by carrying any amount to any provision or reserve, or otherwise) had been done by the successor company.

Accordingly (but without prejudice to the generality of the preceding provision) the amount to be included in any reserves of the successor company as representing its accumulated realised profits shall be determined as if any profits realised and retained by the Corporation or Board had been realised and retained by the company.

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*Status: This version of this Act contains provisions that are prospective.*  
*Changes to legislation: There are currently no known outstanding effects for the British Technology Group Act 1991. (See end of Document for details)*

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- (5) Any such accounts shall not be regarded as statutory accounts for the purposes of section 8 of this Act.
- (6) In this paragraph “the relevant year” means the last financial year of the Corporation or Board ending before the appointed day.

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**Commencement Information**

**I22** Sch. 3 para. 7 wholly in force at 6.1.1992 see ss. 1(1), 18(2) and [S.I. 1991/2721, art. 2](#)

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**Marginal Citations**

**M8** 1985 c. 6.

**M9** 1985 c. 6.

**Status:**

This version of this Act contains provisions that are prospective.

**Changes to legislation:**

There are currently no known outstanding effects for the British Technology Group Act 1991.