



Companies Act 2006

2006 CHAPTER 46

PART 16

AUDIT

CHAPTER 1

REQUIREMENT FOR AUDITED ACCOUNTS

Modifications etc. (not altering text)

- C1** Pt. 16 Ch. 1 applied (with modifications) (6.4.2008) by [The Bank Accounts Directive \(Miscellaneous Banks\) Regulations 2008 \(S.I. 2008/567\)](#), reg. 4, **Sch. para. 1** (with Sch. para. 11)
- C2** Pt. 16 Ch. 1 applied (with modifications) (6.4.2008) by [The Partnerships \(Accounts\) Regulations 2008 \(S.I. 2008/569\)](#), **regs. 4, 7, Sch. Pt. 1**

Requirement for audited accounts

475 Requirement for audited accounts

- (1) A company's annual accounts for a financial year must be audited in accordance with this Part unless the company—
- (a) is exempt from audit under—
 - section 477 (small companies), or
 - section 480 (dormant companies);
 - or
 - (b) is exempt from the requirements of this Part under section 482 (non-profit-making companies subject to public sector audit).
- (2) A company is not entitled to any such exemption unless its balance sheet contains a statement by the directors to that effect.

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- (3) A company is not entitled to exemption under any of the provisions mentioned in subsection (1)(a) unless its balance sheet contains a statement by the directors to the effect that—
- (a) the members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476, and
 - (b) the directors acknowledge their responsibilities for complying with the requirements of this Act with respect to accounting records and the preparation of accounts.
- (4) The statement required by subsection (2) or (3) must appear on the balance sheet above the signature required by section 414.

Modifications etc. (not altering text)

- C3** S. 475 applied (with modifications) (1.10.2008) by [The Limited Liability Partnerships \(Accounts and Audit\) \(Application of Companies Act 2006\) Regulations 2008 \(S.I. 2008/1911\)](#), **reg. 33** (as amended (1.10.2012 with application in accordance with reg. 2 of the amending S.I.) by S.I. 2012/2301, **regs. 1, 20(2)**)
- C4** Ss. 475-481 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), **regs. 3-5, Sch. 1 para. 11** (with transitional provisions and savings in **regs. 7, 9, Sch. 2**)
- C5** S. 475(1) applied (with modifications) (6.4.2008) by [The Insurance Accounts Directive \(Miscellaneous Insurance Undertakings\) Regulations 2008 \(S.I. 2008/565\)](#), **reg. 3**

476 Right of members to require audit

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

Modifications etc. (not altering text)

- C6** Ss. 475-481 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), **regs. 3-5, Sch. 1 para. 11** (with transitional provisions and savings in **regs. 7, 9, Sch. 2**)

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Exemption from audit: small companies

477 Small companies: conditions for exemption from audit

- (1) A company that meets the following conditions in respect of a financial year is exempt from the requirements of this Act relating to the audit of accounts for that year.
- (2) The conditions are—
 - (a) that the company qualifies as a small company in relation to that year,
 - (b) that its turnover in that year is [^{F1}not more than £6.5 million], and
 - (c) that its balance sheet total for that year is [^{F2}not more than £3.26 million].
- (3) For a period which is a company's financial year but not in fact a year the maximum figure for turnover shall be proportionately adjusted.
- (4) For the purposes of this section—
 - (a) whether a company qualifies as a small company shall be determined in accordance with section 382(1) to (6), and
 - (b) “balance sheet total” has the same meaning as in that section.
- (5) This section has effect subject to—
 - section 475(2) and (3) (requirements as to statements to be contained in balance sheet),
 - section 476 (right of members to require audit),
 - section 478 (companies excluded from small companies exemption), and
 - section 479 (availability of small companies exemption in case of group company).

Textual Amendments

- F1** Words in s. 477(2)(b) substituted (6.4.2008) by [The Companies Act 2006 \(Amendment\) \(Accounts and Reports\) Regulations 2008 \(S.I. 2008/393\)](#), [reg. 5\(1\)\(a\)](#)
- F2** Words in s. 477(2)(c) substituted (6.4.2008) by [The Companies Act 2006 \(Amendment\) \(Accounts and Reports\) Regulations 2008 \(S.I. 2008/393\)](#), [reg. 5\(1\)\(b\)](#)

Modifications etc. (not altering text)

- C7** Ss. 477-479 applied (with modifications) (1.10.2008) by [The Limited Liability Partnerships \(Accounts and Audit\) \(Application of Companies Act 2006\) Regulations 2008 \(S.I. 2008/1911\)](#), [reg. 34](#) (as amended (1.10.2012 with application in accordance with reg. 2 of the amending S.I.) by S.I. 2012/2301, [regs. 1, 20\(3\)](#))
- C8** Ss. 475-481 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), [regs. 3-5](#), [Sch. 1 para. 11](#) (with transitional provisions and savings in [regs. 7, 9](#), [Sch. 2](#))

478 Companies excluded from small companies exemption

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

- (a) a public company,
- (b) a company that—

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- (i) is an authorised insurance company, a banking company, an e-money issuer, [^{F3}a MiFID investment firm] or a UCITS management company, or
- (ii) carries on insurance market activity, or
- (c) a special register body as defined in section 117(1) of the Trade Union and Labour Relations (Consolidation) Act 1992 (c. 52) or an employers' association as defined in section 122 of that Act or Article 4 of the Industrial Relations (Northern Ireland) Order 1992 (S.I. 1992/807 (N.I. 5)).

Textual Amendments

F3 Words in s. 478(b)(i) substituted (1.11.2007) by The Markets in [Financial Instruments Directive \(Consequential Amendments\) Regulations 2007 \(S.I. 2007/2932\)](#), **reg. 3(5)**

Modifications etc. (not altering text)

C9 Ss. 477-479 applied (with modifications) (1.10.2008) by [The Limited Liability Partnerships \(Accounts and Audit\) \(Application of Companies Act 2006\) Regulations 2008 \(S.I. 2008/1911\)](#), **reg. 34**

C10 Ss. 475-481 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), **regs. 3-5, Sch. 1 para. 11** (with transitional provisions and savings in **regs. 7, 9, Sch. 2**)

479 Availability of small companies exemption in case of group company

- (1) A company is not entitled to the exemption conferred by section 477 (small companies) in respect of a financial year during any part of which it was a group company unless—
 - (a) the conditions specified in subsection (2) below are met, or
 - (b) subsection (3) applies.
- (2) The conditions are—
 - (a) that the group—
 - (i) qualifies as a small group in relation to that financial year, and
 - (ii) was not at any time in that year an ineligible group;
 - (b) that the group's aggregate turnover in that year is [^{F4}not more than £6.5 million net (or £7.8 million gross)];
 - (c) that the group's aggregate balance sheet total for that year is [^{F5}not more than £3.26 million net (or £3.9 million gross)].
- (3) A company is not excluded by subsection (1) if, throughout the whole of the period or periods during the financial year when it was a group company, it was both a subsidiary undertaking and dormant.
- (4) In this section—
 - (a) “group company” means a company that is a parent company or a subsidiary undertaking, and
 - (b) “the group”, in relation to a group company, means that company together with all its associated undertakings.

For this purpose undertakings are associated if one is a subsidiary undertaking of the other or both are subsidiary undertakings of a third undertaking.

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- (5) For the purposes of this section—
- (a) whether a group qualifies as small shall be determined in accordance with section 383 (companies qualifying as small: parent companies);
 - (b) “ineligible group” has the meaning given by section 384(2) and (3);
 - (c) a group's aggregate turnover and aggregate balance sheet total shall be determined as for the purposes of section 383;
 - (d) “net” and “gross” have the same meaning as in that section;
 - (e) a company may meet any relevant requirement on the basis of either the gross or the net figure.
- (6) The provisions mentioned in subsection (5) apply for the purposes of this section as if all the bodies corporate in the group were companies.

Textual Amendments

- F4** Words in s. 479(2)(b) substituted (6.4.2008) by [The Companies Act 2006 \(Amendment\) \(Accounts and Reports\) Regulations 2008 \(S.I. 2008/393\)](#), **reg. 5(2)(a)**
- F5** Words in s. 479(2)(c) substituted (6.4.2008) by [The Companies Act 2006 \(Amendment\) \(Accounts and Reports\) Regulations 2008 \(S.I. 2008/393\)](#), **reg. 5(2)(b)**

Modifications etc. (not altering text)

- C11** Ss. 477-479 applied (with modifications) (1.10.2008) by [The Limited Liability Partnerships \(Accounts and Audit\) \(Application of Companies Act 2006\) Regulations 2008 \(S.I. 2008/1911\)](#), **reg. 34** (as amended (1.10.2012 with application in accordance with reg. 2 of the amending S.I.) by S.I. 2012/2301, **regs. 1, 20(3)**)
- C12** Ss. 475-481 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), **regs. 3-5, Sch. 1 para. 11** (with transitional provisions and savings in **regs. 7, 9, Sch. 2**)

VALID FROM 01/10/2012

[F6] Exemption from audit: qualifying subsidiaries

Textual Amendments

- F6** Ss. 479A-479C and cross-heading inserted (1.10.2012 with application in accordance with reg. 2 of the amending S.I.) by [The Companies and Limited Liability Partnerships \(Accounts and Audit Exemptions and Change of Accounting Framework\) Regulations 2012 \(S.I. 2012/2301\)](#), **regs. 1, 7**

479A Subsidiary companies: conditions for exemption from audit

- (1) A company is exempt from the requirements of this Act relating to the audit of individual accounts for a financial year if—
- (a) it is itself a subsidiary undertaking, and
 - (b) its parent undertaking is established under the law of an EEA State.
- (2) Exemption is conditional upon compliance with all of the following conditions—

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- (a) all members of the company must agree to the exemption in respect of the financial year in question,
 - (b) the parent undertaking must give a guarantee under section 479C in respect of that year,
 - (c) the company must be included in the consolidated accounts drawn up for that year or to an earlier date in that year by the parent undertaking in accordance with—
 - (i) the provisions of the Seventh Directive (83/349/EEC), or
 - (ii) international accounting standards,
 - (d) the parent undertaking must disclose in the notes to the consolidated accounts that the company is exempt from the requirements of this Act relating to the audit of individual accounts by virtue of this section, and
 - (e) the directors of the company must deliver to the registrar on or before the date that they file the accounts for that year—
 - (i) a written notice of the agreement referred to in subsection (2)(a),
 - (ii) the statement referred to in section 479C(1),
 - (iii) a copy of the consolidated accounts referred to in subsection (2)(c),
 - (iv) a copy of the auditor's report on those accounts, and
 - (v) a copy of the consolidated annual report drawn up by the parent undertaking.
- (3) This section has effect subject to—
- section 475(2) and (3) (requirements as to statements contained in balance sheet), and
 - section 476 (right of members to require audit).

Modifications etc. (not altering text)

C13 Ss. 479A, 479B, 479C applied (with modifications) by [The Limited Liability Partnerships \(Accounts and Audit\) \(Application of Companies Act 2006\) Regulations 2008 \(S.I. 2008/1911\)](#), [reg. 34A](#) (as inserted (1.10.2012 with application in accordance with reg. 2 of the amending S.I.) by [S.I. 2012/2301](#), [regs. 1, 20\(4\)](#))

479B Companies excluded from the subsidiary companies audit exemption

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

- (a) a quoted company as defined in section 385(2) of this Act,
- (b) a company that—
 - (i) is an authorised insurance company, a banking company, an e-money issuer, a MiFID investment firm or a UCITS management company, or
 - (ii) carries on insurance market activity, or
- (c) a special register body as defined in section 117(1) of the Trade Union and Labour Relations (Consolidation) Act 1992 (c 52) or an employers' association as defined in section 122 of that Act or Article 4 of the Industrial Relations (Northern Ireland) Order 1992 (S.I. 1992/807) (NI 5).

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Modifications etc. (not altering text)

C14 Ss. 479A, 479B, 479C applied (with modifications) by [The Limited Liability Partnerships \(Accounts and Audit\) \(Application of Companies Act 2006\) Regulations 2008 \(S.I. 2008/1911\)](#), reg. 34A (as inserted (1.10.2012 with application in accordance with reg. 2 of the amending S.I.) by [S.I. 2012/2301](#), regs. 1, **20(4)**)

479C Subsidiary companies audit exemption: parent undertaking declaration of guarantee

- (1) A guarantee is given by a parent undertaking under this section when the directors of the subsidiary company deliver to the registrar a statement by the parent undertaking that it guarantees the subsidiary company under this section.
- (2) The statement under subsection (1) must be authenticated by the parent undertaking and must specify—
 - (a) the name of the parent undertaking,
 - (b) if the parent undertaking is incorporated in the United Kingdom, its registered number (if any),
 - (c) if the parent undertaking is incorporated outside the United Kingdom and registered in the country in which it is incorporated, the identity of the register on which it is registered and the number with which it is so registered,
 - (d) the name and registered number of the subsidiary company in respect of which the guarantee is being given,
 - (e) the date of the statement, and
 - (f) the financial year to which the guarantee relates.
- (3) A guarantee given under this section has the effect that—
 - (a) the parent undertaking guarantees all outstanding liabilities to which the subsidiary company is subject at the end of the financial year to which the guarantee relates, until they are satisfied in full, and
 - (b) the guarantee is enforceable against the parent undertaking by any person to whom the subsidiary company is liable in respect of those liabilities.]

Modifications etc. (not altering text)

C15 Ss. 479A, 479B, 479C applied (with modifications) by [The Limited Liability Partnerships \(Accounts and Audit\) \(Application of Companies Act 2006\) Regulations 2008 \(S.I. 2008/1911\)](#), reg. 34A (as inserted (1.10.2012 with application in accordance with reg. 2 of the amending S.I.) by [S.I. 2012/2301](#), regs. 1, **20(4)**)

Exemption from audit: dormant companies

480 Dormant companies: conditions for exemption from audit

- (1) A company is exempt from the requirements of this Act relating to the audit of accounts in respect of a financial year if—
 - (a) it has been dormant since its formation, or

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

Modifications etc. (not altering text)

- C16** Ss. 480, 481 applied (with modifications) (1.10.2008) by [The Limited Liability Partnerships \(Accounts and Audit\) \(Application of Companies Act 2006\) Regulations 2008 \(S.I. 2008/1911\)](#), **reg. 35**
- C17** Ss. 475-481 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), **regs. 3-5, Sch. 1 para. 11** (with transitional provisions and savings in **regs. 7, 9, Sch. 2**)

481 Companies excluded from dormant companies exemption

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

- (a) is an authorised insurance company, a banking company, an e-money issuer, [^{F7}a MiFID investment firm] or a UCITS management company, or
- (b) carries on insurance market activity.

Textual Amendments

- F7** Words in s. 481(a) substituted (1.11.2007) by [The Markets in Financial Instruments Directive \(Consequential Amendments\) Regulations 2007 \(S.I. 2007/2932\)](#), **reg. 3(6)**

Modifications etc. (not altering text)

- C18** Ss. 480, 481 applied (with modifications) (1.10.2008) by [The Limited Liability Partnerships \(Accounts and Audit\) \(Application of Companies Act 2006\) Regulations 2008 \(S.I. 2008/1911\)](#), **reg. 35**
- C19** Ss. 475-481 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), **regs. 3-5, Sch. 1 para. 11** (with transitional provisions and savings in **regs. 7, 9, Sch. 2**)

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Companies subject to public sector audit

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

- (1) The requirements of this Part as to audit of accounts do not apply to a company for a financial year if it is non-profit-making and its accounts—
 - [^{F8}(a) are subject to audit by the Comptroller and Auditor General by virtue of an order under section 25(6) of the Government Resources and Accounts Act 2000;
 - (ab) are subject to audit by the Auditor General for Wales by virtue of—
 - (i) an order under section 144 of the Government of Wales Act 1998, or
 - (ii) paragraph 18 of Schedule 8 to the Government of Wales Act 2006;]
 - (b) are accounts—
 - (i) in relation to which section 21 of the Public Finance and Accountability (Scotland) Act 2000 (asp 1) (audit of accounts: Auditor General for Scotland) applies, or
 - (ii) that are subject to audit by the Auditor General for Scotland by virtue of an order under section 483 (Scottish public sector companies: audit by Auditor General for Scotland); or
 - (c) are subject to audit by the Comptroller and Auditor General for Northern Ireland by virtue of an order under Article 5(3) of the Audit and Accountability (Northern Ireland) Order 2003 (S.I. 2003/418 (N.I. 5)).
 - (2) In the case of a company that is a parent company or a subsidiary undertaking, subsection (1) applies only if every group undertaking is non-profit-making.
 - (3) In this section “non-profit-making” has the same meaning as in [^{F9} Article 54 of the Treaty on the Functioning of the European Union].
 - (4) This section has effect subject to section 475(2) (balance sheet to contain statement that company entitled to exemption under this section).

Textual Amendments

- F8** S. 482(1)(a)(ab) substituted for s. 482(1)(a) (6.11.2009) by [The Government of Wales Act 2006 \(Consequential Modifications, Transitional Provisions and Saving\) Order 2009 \(S.I. 2009/2958\)](#), **art. 10(2)**
- F9** Words in s. 482(3) substituted (1.8.2012) by [The Treaty of Lisbon \(Changes in Terminology or Numbering\) Order 2012](#), art. 3(1), {Sch. Pt. 1} (with art. 2(2))

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

- (1) The Scottish Ministers may by order provide for the accounts of a company having its registered office in Scotland to be audited by the Auditor General for Scotland.
- (2) An order under subsection (1) may be made in relation to a company only if it appears to the Scottish Ministers that the company—
 - (a) exercises in or as regards Scotland functions of a public nature none of which relate to reserved matters (within the meaning of the Scotland Act 1998 (c. 46)), or

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- (b) is entirely or substantially funded from a body having accounts falling within paragraph (a) or (b) of subsection (3).
- (3) Those accounts are—
- (a) accounts in relation to which section 21 of the Public Finance and Accountability (Scotland) Act 2000 (asp 1) (audit of accounts: Auditor General for Scotland) applies,
 - (b) accounts which are subject to audit by the Auditor General for Scotland by virtue of an order under this section.
- (4) An order under subsection (1) may make such supplementary or consequential provision (including provision amending an enactment) as the Scottish Ministers think expedient.
- (5) An order under subsection (1) shall not be made unless a draft of the statutory instrument containing it has been laid before, and approved by resolution of, the Scottish Parliament.

Commencement Information

- II** S. 483 wholly in force at 6.4.2008; s. 483 not in force at Royal Assent, see s. 1300; s. 473 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), **art. 3(3)** (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); s. 483 in force at 6.4.2008 by [S.I. 2007/3495](#), **art. 3(1)(d)** (with [arts. 7, 12](#), [Sch. 4 paras. 9-19](#))

General power of amendment by regulations

484 General power of amendment by regulations

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

Modifications etc. (not altering text)

- C20** Ss. 484-539 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), [regs. 3-5](#), **Sch. 1 para. 11** (with transitional provisions and savings in [regs. 7, 9](#), [Sch. 2](#))

Commencement Information

- I2** S. 484 wholly in force at 6.4.2008; s. 484 not in force at Royal Assent, see s. 1300; s. 484 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), **art. 3(3)** (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); s. 484 in force at 6.4.2008 by [S.I. 2007/3495](#), **art. 3(1)(d)** (with [arts. 7, 12](#), [Sch. 4 paras. 9-19](#))

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Changes to legislation:

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