
STATUTORY INSTRUMENTS

1991 No. 2128

COMPANIES

**The Companies Act 1985 (Disclosure of
Remuneration for Non-Audit Work) Regulations 1991**

Made - - - - *21st September 1991*
23rd September
Laid before Parliament *1991*
Coming into force - - *14th October 1991*

The Secretary of State, in exercise of his powers under section 390B of the Companies Act 1985⁽¹⁾ and of all other powers enabling him in that behalf, hereby makes the following Regulations:

Citation and commencement

1. These Regulations may be cited as the Companies Act 1985 (Disclosure of Remuneration for Non-Audit Work) Regulations 1991 and shall come into force on 14th October 1991.

Interpretation

2. In these Regulations, unless the context otherwise requires—

“the 1985 Act” means the Companies Act 1985;

“the 1989 Act” means the Companies Act 1989⁽²⁾;

“annual accounts” has the meaning given in section 262(1) of the 1985 Act⁽³⁾;

“associate” in relation to a company’s auditors, means a person who is to be regarded as an associate of those auditors by virtue of regulation 3 of these Regulations;

“associated undertaking” in relation to a company means any undertaking which, in accordance with section 258 of the 1985 Act⁽⁴⁾, is a subsidiary undertaking of the company other than a subsidiary undertaking formed under the law of a country or territory outside the United Kingdom;

“director” and “group” have the respective meanings given in section 53(1) of the 1989 Act; and

(1) 1985 c. 6; section 390B was inserted into the Companies Act 1985 by section 121 of the Companies Act 1989 (c. 40).

(2) 1989 c. 40.

(3) Section 262 was inserted into the 1985 Act by section 22 of the 1989 Act.

(4) Section 258 was inserted into the 1985 Act by section 21 of the 1989 Act.

“remuneration” includes sums paid in respect of expenses.

Persons who are to be regarded as associates of a company’s auditors

3.—(1) This regulation applies in order to determine whether a person is to be regarded as an associate of a company’s auditors in any financial year of a company in relation to which disclosure must be made in the annual accounts of that company relating to that year by virtue of regulation 5 of these Regulations.

(2) Where a company’s auditors are a body corporate, each of the following shall be regarded as an associate of theirs in a relevant financial year—

- (a) any partnership in which the auditors were, at any time in the financial year, a partner;
- (b) any partnership in which a director of the auditors was, at any time in the financial year, a partner;
- (c) any body corporate which was, at any time in the financial year, in the same group as the auditors;
- (d) any body corporate which was an associated undertaking of the auditors or of a body corporate in the same group as the auditors at any time in the financial year;
- (e) any body corporate in which any director of the auditors either alone or with any associate of the auditors was, at any time in the financial year, entitled to exercise, or control the exercise of, 20% or more of the voting rights at any general meeting and any body corporate which was, at any time in the financial year, in the same group as any such body corporate; and
- (f) any director of the auditors.

(3) Where a company’s auditors are a partnership, each of the following shall be regarded as an associate of theirs in a relevant financial year—

- (a) any other partnership which had, at any time in the financial year, a partner in common with the auditors;
- (b) any body corporate which was, at any time in the financial year, a partner in the auditors;
- (c) any body corporate in which, whether alone or with any associate of the auditors, the auditors or any partner in the auditors was, at any time in the financial year, entitled to exercise, or control the exercise of, 20% or more of the voting rights at any general meeting;
- (d) any body corporate which was, at any time in the financial year, in the same group as any such body corporate as is mentioned in sub-paragraph (b) or (c) above; and
- (e) any partner in the auditors.

(4) Where a company’s auditor is an individual, each of the following shall be regarded as an associate of his in a relevant financial year—

- (a) any partnership in which the auditor was, at any time in the financial year, a partner; and
- (b) any body corporate in which the auditor or any associate of his was, at any time in the financial year, entitled to exercise or control the exercise of 20% or more of the voting rights at any general meeting and any body corporate which was, at any time in that year, in the same group as any such body corporate.

(5) Each of the following shall be regarded as an associate of a company’s auditors in a relevant financial year whether the auditors are a body corporate, a partnership or an individual, that is to say, any person who was, at any time in that financial year, entitled to receive 20% or more of the auditors’ profits and any person of whose profits the auditors were, in that financial year entitled to receive 20% or more.

Application to small or medium sized companies

4. In relation to a company which qualifies as small or medium sized by virtue of section 247 of the 1985 Act⁽⁵⁾, these regulations shall not require the information specified in regulation 5 below to be disclosed in notes to the annual accounts of the company relating to a financial year in respect of which the company is entitled to the exemptions mentioned in section 246 of the 1985 Act⁽⁶⁾.

Disclosure of remuneration for non-audit work

5.—(1) Subject to paragraph (3) below, there shall be disclosed in notes to the annual accounts of a company relating to each financial year beginning on or after 1st October 1991—

- (a) the aggregate of the remuneration, if any, in respect of work carried out in that year of the company's auditors during that year and of any person who is treated, by virtue of regulation 3, as having been an associate of the company's auditors in that year; and
- (b) the aggregate of the remuneration, if any, in respect of work carried out during the previous financial year of the company's auditors and of any person who is treated, by virtue of regulation 3, as having been an associate of the company's auditors in that previous financial year

for services other than those of the auditors in their capacity as such supplied—

- (i) to the company; and
- (ii) to an associated undertaking of the company in any case in which the company's auditors or any associates of the company's auditors are auditors of the relevant associated undertaking.

(2) This regulation applies to benefits in kind as to payments in cash, and, in relation to any such benefit, its nature and its estimated money value shall also be disclosed in the note.

(3) Paragraph (1) above does not require disclosure of remuneration for a financial year beginning before 1st October 1991.

(4) Where more than one person has been appointed as a company's auditor in a single financial year, paragraph (1) above has effect to require separate disclosure in respect of remuneration of each such person and their associates.

Duty of auditors to supply information

6. The auditors of a company shall supply the directors of the company with such information as is necessary to enable relevant associates of the auditors to be identified for the purposes of regulation 5 of these Regulations.

21st September 1991

John Redwood
Minister of State,
Department of Trade and Industry

(5) Section 247 of the Companies Act 1985 was inserted by section 13(1) of the Companies Act 1989.

(6) Section 246 of the Companies Act 1985 was inserted by section 13(1) of the Companies Act 1989.

Status: This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

EXPLANATORY NOTE

(This note is not part of the Regulations)

The Regulations require remuneration of a company's auditors and their associates for non-audit work done for a company and its associated undertakings to be disclosed in notes to the company's annual accounts prepared in respect of financial years beginning on or after 1st October 1991. The Regulations place the auditors of a company under a duty to provide the company's directors with the information necessary to enable the relevant associates to be identified. Article 4 of the Regulations contains a limited exemption for small and medium-sized companies.