

SCHEDULE 1

PROVISIONS OF THE COMPANIES ACTS APPLYING TO UNREGISTERED COMPANIES

Accounts

10.—^{F1}(1) Sections 380 to 414, 415 to 416, 418 to 419A, 423 to 425, 430 to 438, 441 to 469 and 471 to 474 of the Companies Act 2006 (accounts and reports) apply to unregistered companies, with the following modifications.]

(2) In section 383(6)(a) (small companies: determination of net amounts), for “regulations under section 404” substitute “Part 1 of Schedule 4 to the Small Companies and Groups (Accounts and Directors' Report) Regulations 2008 (S.I. 2008/409) or Schedule 3 to the Large and Medium-sized Companies and Groups (Accounts and Directors' Reports) Regulations 2008 (S.I. 2008/410)”.

(3) In section 396 (Companies Act individual accounts)—

(a) for subsection (3) (requirements as to form and content of accounts etc) substitute—

“(3) The accounts must comply with the provisions of—

(a) regulation 3 of the Small Companies and Groups (Accounts and Directors' Report) Regulations 2008 (S.I. 2008/409), or

(b) regulations 3 and 4 of the Large and Medium-sized Companies and Groups (Accounts and Directors' Reports) Regulations 2008 (S.I. 2008/410),

as to the form and content of the balance sheet and profit and loss account, and additional information to be provided by way of notes to the accounts.”;

(b) in subsection (4) (additional information) after “regulations” insert “ specified in subsection (3) ”.

(4) In section 404 (Companies Act group accounts)—

(a) for subsection (3) (requirements as to form and content of accounts etc) substitute—

“(3) The accounts must comply with the provisions of—

(a) regulation 6 of the Small Companies and Groups (Accounts and Directors' Report) Regulations 2008 (S.I. 2008/409), or

(b) regulation 6 of the Large and Medium-sized Companies and Groups (Accounts and Directors' Reports) Regulations 2008 (S.I. 2008/410),

as to the form and content of the consolidated balance sheet and consolidated profit and loss account, and additional information to be provided by way of notes to the accounts.”;

(b) in subsection (4) (additional information) after “regulations” insert “ specified in subsection (3) ”.

(5) In section 409 (information about related undertakings), for subsections (1) to (3) substitute—

“(1) The notes to the company's annual accounts must contain the information about related undertakings required by—

(a) regulations 4 and 7 of the Small Companies and Groups (Accounts and Directors' Report) Regulations 2008 (S.I. 2008/409), or

(b) regulation 5 of the Large and Medium-sized Companies and Groups (Accounts and Directors' Reports) Regulations 2008 (S.I. 2008/410).

(2) That information need not be disclosed with respect to an undertaking that—

(a) is established under the law of a country outside the United Kingdom, or

(b) carries on business outside the United Kingdom,

Changes to legislation: There are currently no known outstanding effects for the The Unregistered Companies Regulations 2009, Paragraph 10. (See end of Document for details)

if the following conditions are met.”.

(6) In section 412 (information about directors' benefits: remuneration)—

(a) for subsections (1) to (3) substitute—

“(1) The information about directors' remuneration required by—

(a) the Small Companies and Groups (Accounts and Directors' Report) Regulations 2008 (S.I. 2008/409), or

(b) the Large and Medium-sized Companies and Groups (Accounts and Directors' Reports) Regulations 2008 (S.I. 2008/410),

must be given in notes to the company's annual accounts.”;

(b) in subsection (4) for “and regulations made under it” substitute “ and the regulations specified in subsection (1) ”;

(c) in subsection (5) for “regulations under this section” substitute “ and the regulations specified in subsection (1) ”.

(7) In section 416 (contents of directors' report: general), for subsection (4) substitute—

“(4) The directors' report must comply with the provisions of—

(a) the Small Companies and Groups (Accounts and Directors' Report) Regulations 2008 (S.I. 2008/409), or

(b) the Large and Medium-sized Companies and Groups (Accounts and Directors' Reports) Regulations 2008 (S.I. 2008/410),

as to other matters to be included in the report.”.

^{F2}(8)

^{F2}(9)

^{F2}(10)

^{F2}(11)

(12) In section 444(3) (filing obligations of companies subject to small companies regime: copies of accounts and reports)—

(a) in paragraph (a) for “regulations made by the Secretary of State” substitute “ regulation 5 of the Small Companies and Groups (Accounts and Directors' Report) Regulations 2008 (S.I. 2008/409) ”;

(b) in paragraph (b) for “the regulations” substitute “ that regulation ”.

(13) In section 445(3) (filing obligations of medium-sized companies: copies of accounts and reports)—

(a) in paragraph (a) for “regulations made by the Secretary of State” substitute “ regulation 4 of the Large and Medium-sized Companies and Groups (Accounts and Directors' Reports) Regulations 2008 (S.I. 2008/410) ”;

(b) in paragraph (b) for “the regulations” substitute “ that regulation ”.

^{F3}(14)

^{F3}(15)

(16) In section 453 (civil penalty for failure to file accounts and reports)—

(a) in subsection (2) (determination of amount), for “regulations made by the Secretary of State” substitute “ the relevant provisions of the Companies (Late Filing Penalties) and Limited Liability Partnerships (Filing Periods and Late Filing Penalties) Regulations 2008 (S.I. 2008/497) ”;

- (b) omit subsection (5).
- (17) In section 454 (voluntary revision of accounts), for subsections (3) to (5) substitute—
 - “(3) The provisions of the Companies (Revision of Defective Accounts) Regulations 2008 (S.I. 2008/373) apply.”.
- (18) In section 457 (other persons authorised to apply to the court)—
 - (a) for subsections (1) to (3) substitute—
 - “(1) The Companies (Defective Accounts and Directors' Reports) (Authorised Person) and Supervision of Accounts and Reports (Prescribed Body) Order 2008 (S.I. 2008/623) apply as regards—
 - (a) the persons authorised by the Secretary of State for the purposes of section 456 (application to court in respect of defective accounts or reports), and
 - (b) the requirements and other provisions applying to the exercise of functions as an authorised person.”;
 - (b) omit subsections (5) to (7).
- (19) In section 464 (accounting standards)—
 - [^{F4}(a) in subsection (1) for “such body or bodies as may be prescribed by regulations” substitute “ the Financial Reporting Council Limited ”.]
 - (b) omit subsection (3).

F1	Sch. 1 para. 10(1) substituted (with application in accordance with reg. 1(3) of the amending S.I.) by The Unregistered Companies (Amendment) Regulations 2013 (S.I. 2013/1972) , regs. 1(2), 2(2)(a)
F2	Sch. 1 para. 10(8)-(11) omitted (with application in accordance with reg. 1(3) of the amending S.I.) by virtue of The Unregistered Companies (Amendment) Regulations 2013 (S.I. 2013/1972) , regs. 1(2), 2(2)(b)
F3	Sch. 1 para. 10(14)(15) omitted (with effect in accordance with reg. 2(2)-(5) of the amending S.I.) by virtue of The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015 (S.I. 2015/980) , regs. 2(1), 44
F4	Sch. 1 para. 10(19)(a) substituted (2.7.2012) by The Statutory Auditors (Amendment of Companies Act 2006 and Delegation of Functions etc) Order 2012 (S.I. 2012/1741) , art. 1(2), Sch. para. 10

Changes to legislation:

There are currently no known outstanding effects for the The Unregistered Companies Regulations 2009, Paragraph 10.