

**Company reconstructions without a change of ownership**

***Summary***

1. This paper presents draft clauses which rewrite sections 343 to 344 of ICTA (company reconstructions without a change of ownership).
2. The paper contains:
  - the draft clauses, with origins;
  - draft explanatory notes; and
  - draft notes outlining two proposed changes in the law.
3. The drafting of sections 343 and 344 of ICTA is old-fashioned and gives interpreters difficulty. The draft clauses therefore radically restructure these provisions. The draft explanatory notes highlight points at which the draft clauses:
  - make explicit matters which the source legislation leaves to be inferred;
  - deliberately retain the wording of the source legislation; or
  - omit the wording of the source legislation as inappropriate or redundant.

***Questions for the committee***

4. We would be grateful for any comments you may have on these draft clauses.
5. In particular, we would welcome comments on the restructuring of the provisions and also on the proposals outlined in the draft Change Notes, which are intended for inclusion in Annex 1 to the explanatory notes on the Bill.

***Closing date for comments***

6. We would welcome any comments by 8 February 2008. If possible, they should be sent by e-mail to:

[jackie.bartlett@hmrc.gsi.gov.uk](mailto:jackie.bartlett@hmrc.gsi.gov.uk)

Written comments should be sent to:

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7. Please note that the names of respondents may be published unless they ask for their comments to be treated in confidence.

8 November 2007