ICAEW KNOW-HOW
BUSINESS LAW

INTRODUCTION TO THE LAW ON DIVIDENDS

1 June 2020

This introduction to the law on dividends gives a broad explanation of that law and of the role and content of the *Guidance on realised and distributable profits (*TECH 02/17BL*)* issued by ICAEW and the Institute of Chartered Accountants of Scotland (ICAS).

It aims to inform readers who are not accountants (eg, some directors) about the subject generally and to make Tech 02/17BL and its principles more widely accessible. It also helps accountants to use TECH 02/17BL by putting it into a broader context.

This Introduction does not change or supersede TECH 02/17BL which remains in effect as written.

CONTENTS

This introduction to the law on dividends is divided into three Sections.

- **Laws relevant to dividends and other forms of distribution**. This provides an overview of the various laws that directors should be aware of before making dividend payments. These laws include laws specific to dividends in the Companies Act 2006 ('CA2006') (referred to throughout as 'dividend legislation').
- **General principles on the realisation of profits and losses.** This outlines the general principles when applying the dividend legislation, including those derived from TECH 02/17BL.
- **Directory of TECH 02/17BL.** This briefly describes the subject matter of each chapter of TECH 02/17BL to help users of that publication (typically professional accountants) to navigate its contents.

1. LAWS RELEVANT TO DIVIDENDS AND OTHER DISTRIBUTIONS

1.1 BACKGROUND

A company is legally separate from its owners (its shareholders). This means that the shareholders are not generally liable for the company's debts if it becomes insolvent.

A company's affairs are managed by its directors, who are appointed by the shareholders. In law, a company is, broadly speaking, run by its directors for the benefit of its shareholders. Their management responsibility includes compliance with applicable company law and all other laws.

The payment of a dividend to shareholders leaves the company with fewer assets with which to meet its liabilities to its creditors. For that reason, dividend legislation provides rules for the control of dividends. However, even if a dividend can be paid under the dividend legislation, other legal considerations may mean that no dividend ought to be paid, and directors should consider all of these. It is necessary to consider the whole picture.

Capital Maintenance Law

Law on Directors' Duties

Insolvency Law

Sector Regulation

Contract Law and Similar

Dividend Legislation

Some of these laws are found in Acts of Parliament (or 'statutes'), such as the CA2006, and instruments made under them (referred to collectively as legislation). Others are found in case law (also called 'common law') comprised of the precedents set by judgments in cases brought before the courts.

1.2 CAPITAL MAINTENANCE LAW

Common law has included controls on the return of capital to shareholders since at least the 19th century. Much of this law has been superseded by the dividend legislation, but some remains relevant. As is explained later, the dividend legislation operates by reference to accounts drawn up to a date in the past, but the common law on capital maintenance considers the position at the time of the dividend. Directors should consider whether there are losses arising since the date of the accounts that have depleted the distributable profits available at the date of the accounts. If there are, then the directors should not pay or propose a dividend out of distributable profits that no longer exist, as this would breach capital maintenance law.

1.3 LAW ON DIRECTORS' DUTIES

Directors must act to promote the success of the company for the benefit of its shareholders and in doing so must also have regard to various other interests, including interests of employees, the need to foster relationships with suppliers and long-term considerations.

Directors' duties require them, before recommending or paying a dividend, to consider whether the company will, following the payment of the proposed dividend, be solvent and continue to be able to pay its debts as they fall due. That decision needs to be made in light of the current and likely future financial position and needs of the company. See ICAEW's guide to directors' responsibilities for more information on the general responsibilities of directors.

1.4 INSOLVENCY LAW

Insolvency legislation (principally the Insolvency Act 1986) protects creditors and can apply to constrain dividend payments. For instance (and depending upon the detailed circumstances), dividends may constitute transactions made for the purpose of prejudicing the interests of creditors, or be undervalue transactions, transactions amounting to preferences or be made in the context of fraudulent or wrongful trading. If so and the company becomes insolvent after paying dividends (or in some cases, irrespective of whether it becomes insolvent), the courts have wide powers to apply a variety of sanctions and remedies. These include ordering directors personally to compensate the company (for the benefit of its creditors) or others.

If a company is insolvent, or likely to become insolvent, the directors' duty to promote the success of the company in the interests of shareholders, referred to above, changes to a duty to consider or act in the interests of creditors.

1.5 SECTOR REGULATION

Regulation applies to certain sectors. For instance, banks and insurers are subject to regulatory capital rules made by the Prudential Regulation Authority (under powers conferred on it by legislation). These require assets to be held in excess of liabilities by particular margins depending on risk factors. If a dividend payment would eliminate the required excess of assets then the institution could not pay it.

1.6 CONTRACT LAW AND SIMILAR

Contracts of the company may expressly or indirectly restrict dividend payments. For instance, contracts for borrowings from banks or debt markets may require minimum financial ratios (eg, of profitability, or of certain assets vs certain liabilities) to be maintained which may be breached if dividends are paid.

A company's own constitution, known as its articles of association, is akin to a contract between the shareholders and the company. Such articles may include direct restrictions on dividends or indirect restrictions (eg, on borrowing) that may limit the ability to pay a dividend.

1.7 DIVIDEND LEGISLATION

Part 23 of CA2006

The dividend legislation is contained in Part 23 of CA2006. Dividend payments and other distributions made in breach of its requirements are unlawful.

What are dividends and distributions?

Dividends are a form of distribution of assets by a company to its shareholders. Dividend legislation applies equally to all types of distribution, although the common law provides the principles for identifying distributions. These include not only cash dividends, but also distributions of non-cash assets (or a mixture of the two).

The test of what constitutes a distribution looks to the substance rather than the label given to the transaction. Thus a transaction involving an element of gift by the company for the benefit of a shareholder (or a party connected with a shareholder) may constitute a distribution regardless of how the transaction is characterised in documentation.

One reason this is important is that transactions within a group of companies, occasionally large transactions, might be deliberately priced at an undervalue, ie, without there being any intention to achieve an arm's-length price. For example, a company that is a trading subsidiary of a charity might gift-aid its profits to its parent charity; a company might sell a property to a sister company at less than its market price; a subsidiary company may pay the expenses of a sister company; or a subsidiary company might make a term loan to its parent company at no interest (*TECH 02/17BL Chapter 9 gives more examples)*. These are or could, therefore, be distributions under the dividend legislation.

Examples of transactions which may be distributions under the dividend legislation are not confined to intra-group ones. For example, where a private company makes a term loan at no interest to one of its directors who is also a shareholder, this may be a distribution under the dividend legislation (*TECH 02/17BL Chapter 9).*

Rules apply separately to each company in a group

The rules apply to individual companies and do not treat a group as if it were a single entity. Rather, a parent company's profits available for distribution are those resulting from its own activities and not those of its subsidiaries, save to the extent that those subsidiaries have made distributions to the parent company.

For example, many listed companies are holding companies that do not trade. Their profits available for distribution depend entirely on dividends that have been passed up to them by their trading subsidiaries, usually through layers of intermediate holding companies. It is irrelevant for a parent company that its subsidiaries have further distributable profits that they could pass up by dividend; if they have not been passed up, they do not count for the parent company.

Tests of profits available for distribution

The basic rule, applicable to all companies, is that a company's distributions must be out of:

> *'its accumulated**, realised profits**, so far as not previously utilised by distribution or capitalisation, less its accumulated, realised losses, so far as not previously written off in a reduction or reorganisation of capital duly made' (CA2006 s830(2))*

as included in its relevant accounts (see below on relevant accounts). Put simply, a dividend can only be paid out of realised profits less realised losses. This is known as the realised profits test.

Other tests may also apply to some companies.

A public company (ie one whose name ends in 'plc') is, in addition to the realised profits test, subject to the so-called 'net assets test'. The effect of this is that its profits available for distribution are as:

- those under the realised profits test;
- less any net unrealised losses; and
- less any deductions from 'equity' that are not losses (such as deductions for the cost of own shares held under employee share schemes).

'Equity' (sometimes called 'shareholders' funds') is one of the sections of a company's balance sheet, along with sections for assets and liabilities. It is equal in amount to assets less liabilities.

There are alternative rules for 'investment companies' under the dividend legislation.

The role of TECH 02/17BL and meaning of realised profit

CA2006 defines a realised profit as:

> *'such profits and losses as fall to be treated as realised in accordance with principles generally accepted at the time when the accounts are prepared, with respect to the determination for accounting purposes of realised profits or losses.' (CA2006 s853(4))*

The law therefore depends on there being some generally accepted principles. TECH 02/17BL fills what would otherwise be a gap in this respect. It is a statement of what is generally accepted practice in relation to the meaning of realised profits, arrived at after open consultation. ICAEW, with ICAS in recent years, has been fulfilling this need since the first dividend legislation in 1980 (previously the area was subject to complex common law). The general principles are described in Section 2 of this Introduction.

Note, however, that the dividend legislation applies a different definition of realised profits for certain insurance companies (not addressed here).

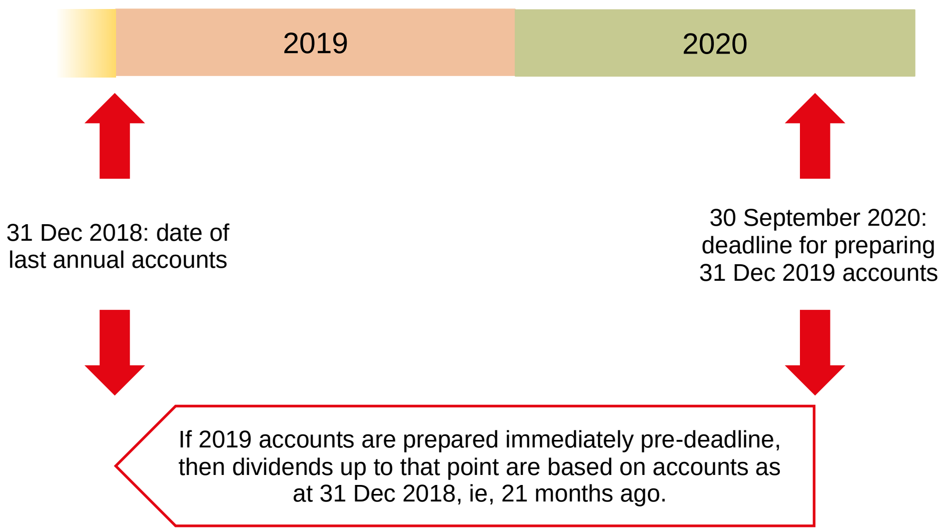
Accounts to be used in calculating realised profits or losses

Under the dividend legislation, a company's realised profits are those included in its 'relevant accounts' (CA2006 s836). Those accounts are:

- its last annual accounts (as circulated to shareholders and meeting other formalities);
- if the company wishes to distribute realised profits arising since the date of the last annual accounts, a more up to date set of accounts drawn up to a more recent date that includes those later realised profits. These are known as 'interim accounts' (not to be confused with listed companies' consolidated half-year accounts published under listing requirements); or
- initial accounts for a newly incorporated company (not considered further here).

If the company is a parent company that prepares consolidated accounts, then its individual accounts (and not its consolidated accounts) are the 'relevant accounts'.

There will typically be a time lag between the date of the last annual accounts and the date the related dividend is paid, and this could (in the case of a private ('Ltd') company) be up to 21 months (see diagram below); the greater the lag, the more important it will generally be for directors to consider whether subsequent losses have eroded the realised profits included within the annual accounts, to avoid any breach of capital maintenance law.



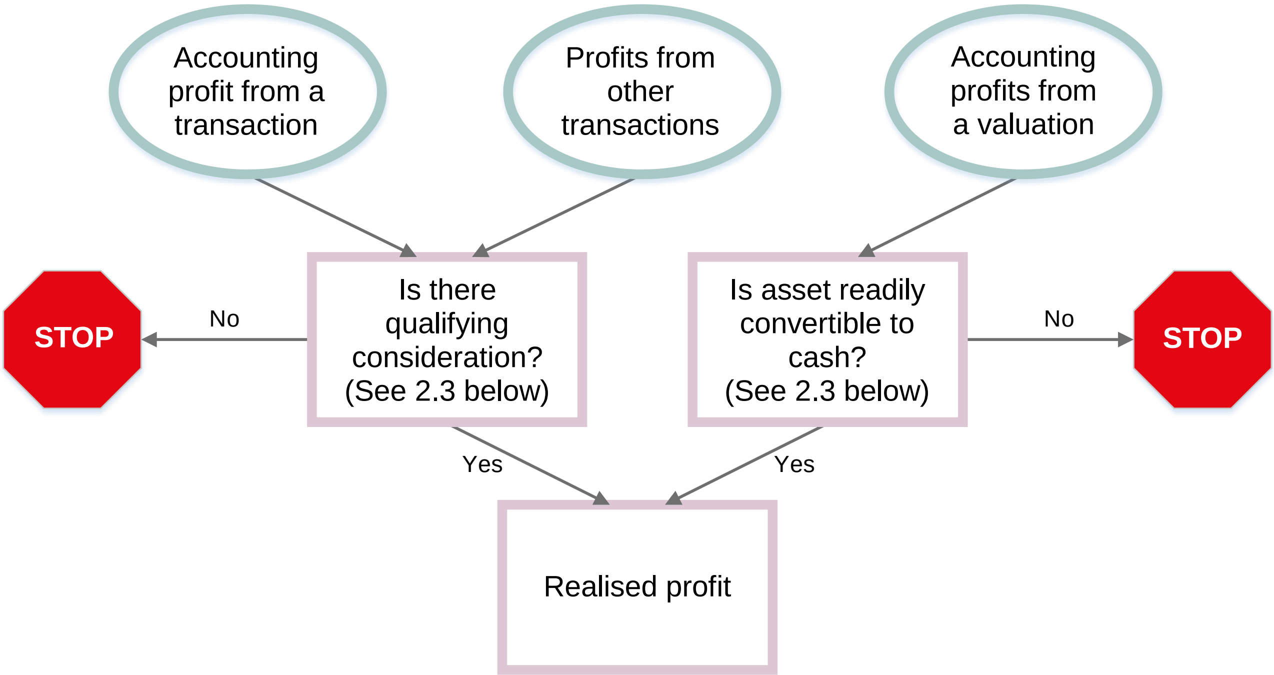
There are different rules for private and public companies governing the way in which interim accounts must be prepared and other formalities. For example, a public company must first file its interim accounts with Companies House.

The requirements for use of 'relevant accounts' and the procedures to be followed are strict and failure to meet the requirements will make payment of the dividends unlawful.

2. GENERAL PRINCIPLES ON REALISATION

2.1 WHAT PROFITS AND LOSSES ARE REALISED?

For there to be a realised profit under generally accepted principles there must first be a profit, and then that profit must be realised. The following diagram broadly illustrates the sources of profits and the subsequent tests that apply. The subsequent paragraphs explain each of them.



2.2 WHAT IS A PROFIT?

Accounting profits from transactions and valuations

Accounting standards determine what profits (and losses) are reported in the financial statements. They can be broadly categorised as profits from transactions and profits from valuations.

A commonplace transaction occurs when a company provides goods or services. When they are provided the company recognises the 'consideration' (what is paid or due to the company for those goods or services). The profit is recognised irrespective of whether the consideration is cash received on delivery (which is relatively rare in practice), an invoice due for payment or even if the invoice has not yet been issued.

This is familiar to accountants worldwide as the 'accruals' basis. It reflects the fact that goods or services have been provided under contract law and the contract provides for consideration in exchange. Long-term contract accounting is an example of the accruals basis: the consideration is recognised as revenue as the contract activity progresses rather than waiting until the billing date (which might even be at the very end).

This accruals basis, which has applied since at least the 19th century, results in profits once the transaction has occurred.

Accounting standards sometimes allow or require an asset to be carried in the balance sheet at an updated valuation, usually called 'fair value', instead of at its cost (the amount paid by the company at some time in the past when it acquired the asset). This may result in a valuation profit. For example, factory buildings and equipment may be held at fair value, as may investment property. Some financial instruments are required to be held at fair value, such as derivatives; this is sometimes known as mark-to-market accounting or, if estimated because a market price or rate is not available, mark-to-model.

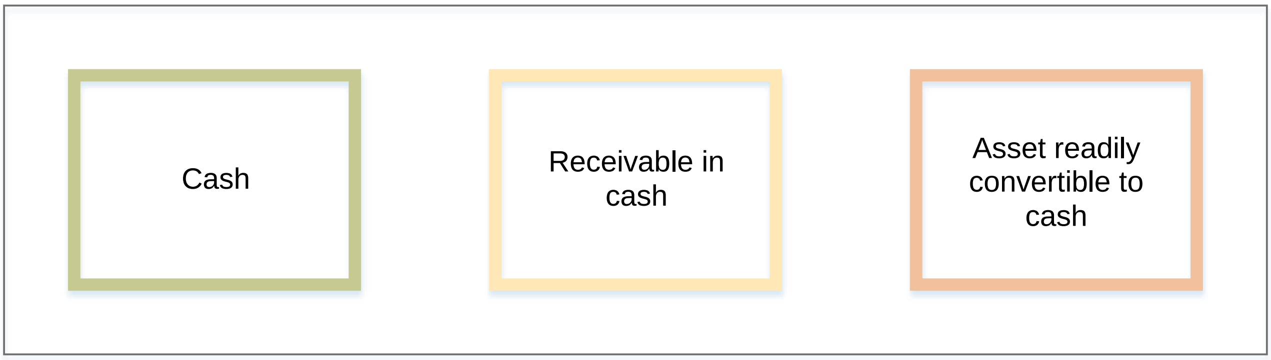
Profits from other transactions

Some transactions are not reported in the financial statements as profits but are nevertheless profits for the purposes of the dividend legislation. For instance, relevant profits may occur if shareholders inject assets for no consideration; or when they inject non-cash assets in return for shares, but certain reliefs in legislation apply such that capital is not increased by the same amount. Such occurrences may seem out of the ordinary, but they do occur from time to time, and when they do the amounts are often large. (*see TECH 02/17BL Chapters 3 and 9*).

2.3 WHAT PROFIT IS REALISED?

Realised transaction profits and qualifying consideration

A profit from a transaction is realised if its consideration is 'qualifying consideration'. There are different tests for this, as shown in the following diagram, and only one need be met:



The **cash** test is the simplest. It will be met if the amount due has been collected in cash before the balance sheet date. This is the case whether payment was made on delivery or, as is more usually the case, the company had a receivable from the other party to the transaction (eg, invoice awaiting payment) and the amount has been collected in cash by that date.

If by the date of the balance sheet the amount remains receivable or accrued (eg, in respect of deliveries of goods made in the month or so before the balance sheet date, but not yet paid for), then it would count as an amount **receivable** under the tests above. The criteria for whether such a receivable is qualifying consideration are concerned with the ability and intention to collect the amount. They are that:

- the debtor is capable of settling the receivable within a reasonable period of time; and
- there is a reasonable certainty that the debtor will be capable of settling when called upon to do so; and
- there is an expectation that the receivable will be settled.

Receivables in normal commercial transactions with third parties will typically meet the cash or receivables tests and so lead to realised profits.

The criteria may not be met in some cases, particularly for transactions within a group, which may not be on normal commercial terms and may be for large amounts. For instance, where a parent company has dividends receivable from its subsidiaries or a company has receivables from the sale of a major asset (say, a property or shares in another group company) to a sister company, there may be no expectation that the transaction will be settled.

A transaction might result in the receipt of qualifying consideration in the form of an asset that is **readily convertible to cash**. The criteria for this are concerned with the basis of the asset's valuation and the immediate practical ability to convert:

- the valuation uses only observable (available from markets) prices or rates; and
- the valuation is for the immediate conversion of the asset or liability to cash, or to close out a derivative position, without any negotiation or marketing; and

- the company's circumstances do not prevent such immediate cash conversion or close out.

Realised valuation profits

A profit arising from a valuation adjustment is a realised profit if it is readily convertible to cash as described above.

Only some financial instruments are likely to meet this test. For instance, valuation gains on quoted shares would, as, most likely, would those on a straightforward interest rate swap; but those on unquoted shares would not, nor would those on complex or illiquid derivatives or on land and buildings. A rule of thumb would be to ask whether the asset could have been sold at the balance sheet date for its carrying amount by means of a simple telephone call.

It does not matter whether the valuation profit is reported in the profit and loss account or in other comprehensive income (an adjunct to the profit and loss account for certain profits and losses). The test of realisation is independent of that.

Other realisation tests

There are a number of other tests for realisation (*See TECH 02/17BL Chapter 3)*. For example, a previously unrealised profit is treated as realised when it is reversed by a realised loss. Suppose, for illustration, a property was revalued above cost to fair value, giving an unrealised profit, but is later fully written off, giving a realised loss, following its destruction by a fire. That earlier valuation gain becomes realised by the corresponding write-off that reverses it; the overall result from original purchase to destruction is that, logically, the company has a realised loss of the original cost and no more.

2.4 LOSSES AND REALISED LOSSES

Losses can arise from transactions or valuations in the same way as profits. They may, however, may be recognised earlier. For instance, a loss will be provided for on an onerous contract when it becomes onerous even if that is in advance of delivery of the goods or services; for example on long-term contracts or similar. Losses can also arise from a write-down (also known as impairment) of assets, when their carrying amount is no longer recoverable through use (or re-sale).

All losses are realised losses except in limited circumstances. The playing field is deliberately tilted so that it is easier to have a realised loss than a realised profit. This reflects the concept of prudence applied to whether profits and losses are treated as realised.

The exceptions include that losses from fair value accounting are realised or unrealised on the same basis as valuation gains on the same item. However, that part of such a loss that would have been recorded even without fair value accounting – eg, because the asset's cost is no longer recoverable – is nevertheless a realised loss. For instance, there may be a cumulative valuation loss on a downwards revaluation to fair value (open market value) of a manufacturing facility; but to the extent that its original cost can no longer be recovered through use, that loss is a realised loss. (*See TECH 02/17BL Chapter 4)*

The exceptions also include losses on hedging instruments when the related gain on the hedged item has not yet arisen. (*See TECH 02/17BL, Chapter 5)*

Note, however, that, as explained at 1.7 above, the distributable profits of a public company are reduced by unrealised losses (in excess of unrealised profits).

2.5 ANTI-AVOIDANCE – THE OVERALL COMMERCIAL EFFECT OF LINKED TRANSACTIONS

TECH 02/17BL goes to some length to close off the possibility of ‘structuring around’ its rules (*eg see Chapters 3 and 9)*. For example, suppose a company (i) receives a cash dividend from its wholly-owned subsidiary, and then (ii) as was always pre-planned and intended, because the subsidiary needs to retain the cash, subscribes the same cash amount for an issue of further shares from that subsidiary company.

If step (i) were considered on its own the company would have a realised profit, as the transaction has resulted in the receipt of qualifying consideration (cash). However, TECH 02/17BL provides important and lengthy guidance to determine when two or more transactions, such as steps (i) and (ii) here, should be regarded as linked (whether legally or otherwise), circular or artificial; and if so requires all of those transactions to be considered as a whole. The result would be that overall the commercial effect on the company here is the receipt of a dividend in the form of shares in the subsidiary, which are not qualifying consideration (eg, they are not readily convertible to cash) and so the dividend receipt profit is unrealised.

As can be seen from this example, this so-called ‘linkage guidance’ of TECH 02/17BL is most likely to be relevant to transactions within groups and which can often be for large amounts. Other examples within groups could include cases where the profit is generated by a sale of an asset to another group company rather than a dividend; and where the proceeds of the profit-generating transaction are lent to another group company but the loan does not meet the qualifying consideration criteria for receivables, or where the proceeds are used to buy, from yet another group company, another asset that is not qualifying consideration, or where the proceeds are simply transferred into another company for no consideration at all.

Structured transactions within groups can also involve a great many steps and not just two as illustrated here. The ‘linkage guidance’ applies however many steps there are. They must be examined to determine if they are linked and if so be tested for realisation on a combined basis, ie, is there an increase in qualifying consideration from the starting point before the first linked transaction through to the end point after the last linked transaction? Further, this analysis needs to be done for each company in the group that is party to these transactions, because each company’s distributable profits are determined for it alone.

3. DIRECTORY OF THE CONTENTS OF TECH 02/17BL

In printed form, TECH 02/17BL runs to 173 pages. The outline in Section 2 above is necessarily incomplete. It is intended simply to give an understanding of the main principles. The full text of TECH 02/17BL itself aims at providing comprehensive guidance and includes numerous examples and applications of the principles to specific circumstances. Nothing in this introduction to the law on dividends affects TECH 02/17BL, which continues to represent generally accepted accounting principles on the subject.

To further assist readers to use TECH 02/17BL, the following is a brief description of the subject matter of each of its chapters and appendices.

Chapter 1 – Introduction

- Sets out its status as generally accepted practice for determining realised profits.

Chapter 2 – The legal framework

- Explains the dividend legislation and something of the common law, in particular what constitutes a distribution, including that the assumption of a liability or the granting of a guarantee may constitute distributions.
- Explains the particular legislation for determining the amount and lawfulness of a distribution of non-cash assets (distribution in kind).
- Explains what accounts are ‘relevant accounts’ (2.12-2.24).
- Highlights alternative tests for investment companies (2.44-2.47A).

- Outlines special rules that apply to certain insurance companies for determining realised profits (2.48-2.60).

Chapter 3 – Realised profits

- Sets out the main principles: what is a profit (3.8) and the tests for what are realised profits and realised losses (3.9, 3.10) including the meaning of 'qualifying consideration', including that it includes the release, or the settlement or assumption by another party, of all or part of a liability (3.11) and of 'readily convertible to cash' (3.12).
- Includes some examples of what are realised and unrealised, with particular emphasis on those that might be considered problematic, for example certain instances of deferred tax, exchange of assets, hedging, goodwill, correction of errors, and changes in circumstances, including changes in accounting policies.
- Sets out the anti-avoidance 'linkage guidance' (3.5, 3.5A and 3.43-3.75).
- Explains how a capital reduction may lead to a realised profit.

Chapter 4 – Fair value accounting

- Enlarges on the application of the readily-convertible-to-cash test to fair value accounting, with some examples. Covers losses arising from fair value (4.29-4.33).

Chapter 5 – Hedge accounting

- Sets out the principle that when hedge accounting is obtained in accordance with applicable accounting standards, it is necessary to test the combined effect of both the hedging instrument and the hedged item for realisation.
- Also sets out that when only the hedging instrument gains or losses have so far been recognised (applicable to a particular form of hedge accounting), then those gains or losses are unrealised.

Chapter 6 – Issues arising from IAS 32 and section 22 of FRS 102

- Deals with matters arising from the fact that accounting standards require financial instruments to be presented in the accounts according to their substance, which may differ from their legal form. Thus shares, eg, redeemable preference shares, may be presented as debt rather than equity and dividends as an expense rather than a distribution; and instruments that are not shares, eg, options to issue shares, may be presented as equity.
- Sets out ten principles to address this in relation to determining distributable profits and illustrates their application through eight examples.
- For instance, a distribution on a share is not a 'loss' in law and so would not be treated as a loss under the principles for realised profits and losses even if presented as a loss (expense) under accounting standards.

Chapter 7 – Employee share schemes

- Explains that the expense for equity-settled share-based payment (granting share options to employees) generally does not affect distributable profits, because it does not affect assets and liabilities (the expense is usually accompanied by an equal and opposite entry in equity).
- Addresses holdings on trust of the company's own shares for subsequent transfer to employees. These result in their purchase price being deducted from equity rather than shown as an asset in the balance sheet. Explains the consequences of this particularly for a 'plc', which is that the amount deducted reduces distributable profits due to the 'net assets test' (see 1.3 above).

Chapter 8 – Retirement benefit schemes

- Sets out that the cumulative expense for a company's final salary (defined benefit) pension scheme is a realised loss. This applies whether the loss was shown in the profit and loss account or other comprehensive income. Explains that a cumulative profit (in practice rare) could only be a realised profit if the trustees have agreed to refund a specific amount.

Chapter 9 – Intra-group transactions

- Explains how the main principles (of chapter 3) apply to a company participating in cash pooling arrangements within a group, to transfers of businesses from another company in the group, and to loans made and received with another group member at off-market interest rates (such as zero).
- Explains how relevant profits may occur if shareholders inject assets for no consideration; or when they inject non-cash assets in return for shares.
- Illustrates the application of the 'linkage guidance' to dividends and sales of assets within groups.

Chapter 10 – Miscellaneous issues

- Applies the main principles (of chapter 3) to some cases not covered elsewhere. This includes certain matters arising from a change in the set of accounting standards applied by the company (eg, moving to EU-endorsed IFRS), deferred tax on business combinations, contract accounting, asset swaps and the attribution of unrealised profits among fungible (interchangeable) assets when some of them are distributed in kind.

Chapter 11 – Foreign currency capital and use of presentation currencies

- Addresses, in eight principles, the application of the common law of capital maintenance when a company's shares' par value is denominated in a different currency from that of its business operations and financing (known as its 'functional currency'); if the company has a branch with a different functional currency from the rest of the company; and if the accounts are presented other than in the functional currency.

Chapter 12 – Cash box structures

- Addresses so-called 'cash box' legal arrangements sometimes used to effect a cash issue of shares but, unusually, without the full amount of cash being treated under legislation as capital. It is an example of a case where there is a profit recognised in law but not in accounting terms (as referred to at 2.1 above). The issue is whether the cash not represented by capital is a realised profit.
- Requires the 'linkage guidance' to be applied to that issue; and because the cash is usually intended/ pre-planned for a specific use and often not being held as cash or other qualifying consideration, there will usually be no realised profit.

Appendices 1-8

1 – Contains six in-depth examples of the application of the statutory rules on the amount and consequent lawfulness (or otherwise) of distributions in kind.

2 – Contains eight in-depth examples illustrating the application of chapter 6.

3 – Withdrawn.

4 – Contains brief examples illustrating the application of chapter 8.

5, 6, 7 – Contain ten in-depth examples illustrating the application of chapter 11.

8 – Contains brief examples illustrating the application of chapter 10 on distributions in kind of fungible assets.

Further resources:

ICAEW and ICAS's *Guidance on realised and distributable profits (*TECH 02/17BL*)*

ICAEW's 24-page summary of TECH 02/17BL '*UK distributable profits – a UK regulation factsheet*' for members of ICEW's Financial Reporting Faculty and available from this link.

ICAEW's TECH 16/14 '*Guidance to the charity sector on distributions by subsidiaries of charitable parent'* available from this link.

ICAEW's *'Guide to Directors' Responsibilities'* available from this link*.*

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We believe that chartered accountancy can be a force for positive change. So we attract the brightest and best people and give them the skills and values they need to ensure businesses are successful, societies prosper and our planet's resources are managed sustainably.

Founded in 1880, we have a long history of contribution to the public interest and we continue to nurture collaborative global connections with governments, regulators and business leaders. By sharing our insight, expertise and understanding we can create a world of strong economies and a sustainable future.

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