

**Beta** This part of GOV.UK is being rebuilt – [find out what beta means \(/help/beta\)](#)

## HMRC internal manual

# Corporate Intangibles Research and Development Manual

From: [HM Revenue & Customs](#)  
([/government/organisations/hm-revenue-customs](#))

Published 11 March 2016

Updated: 10 September 2025 - [See all updates](#)

[Back to contents](#) > [CIRD10000](#) > [CIRD43000](#)

## CIRD43100 - Intangible assets: disincorporation relief: post-FA 2002 goodwill: conditions for relief FA13/S58 (1)

### Conditions

A claim for disincorporation relief may be made where all of the following apply:

- a company transfers its business to some or all of its shareholders.
- the transfer is a qualifying business transfer.
- the business transfer date falls within the period 1 April 2013 to 31 March 2018.

## **FA13/S58 (3)**

### **Business transfer date**

The business transfer date is normally the date on which the business is transferred. But where the business is transferred under contract, the same rule as in section 28 TCGA 1992 applies. The business transfer date is the date on which the contract was made or, where the contract is conditional, the date on which that condition was satisfied and not, if different, the time at which the business was conveyed or transferredCG14261.

Where the business transfer involves more than one contract, the business transfer date is the date under which the goodwill is transferred.

## **FA13/S59**

### **Qualifying business transfer**

A qualifying business transfer must meet all of the following five conditions:

1. the business is transferred as a going concern.
2. the business is transferred together with all of the assets of the business, or together with all of those assets apart from cash.
3. the total market value of the qualifying assets at the time of the transfer does not exceed £100,000.
4. the shareholders to whom the business is transferred are individuals.

5. those shareholders have held shares in the company throughout the 12 months prior to the transfer.

Individuals must not be acting as a member of a limited liability partnership (there is no restriction on individuals who intend to carry on the business as a sole trader or in a general partnership)

[Top of page](#)

## FA13/S59 (10)

### Qualifying assets

Qualifying assets are restricted to the following

- goodwill,
- an interest in land not held as trading stock.

### Claims

For further information on how to make a claim see [CIRD43400 \(https://www.gov.uk/hmrc-internal-manuals/corporate-intangibles-research-and-development-manual/cird43400\)](https://www.gov.uk/hmrc-internal-manuals/corporate-intangibles-research-and-development-manual/cird43400).

← **Previous page**  
(/hmrc-internal-manuals/corporate-intangibles-research-and-development-manual/cird43050)

---

→ **Next page**  
(/hmrc-internal-manuals/corporate-intangibles-research-and-development-manual/cird43150)



**OGI**

All content is available under the [Open Government Licence v3.0](#), except where otherwise stated



© Crown copyright