
STATUTORY INSTRUMENTS

1986 No. 1032

The Companies (Northern Ireland) Order 1986 (revoked)

PART XII

COMPANY ADMINISTRATION AND PROCEDURE

F1 Order repealed (prosp.) by [Companies Act 2006 \(c. 46\)](#), ss. 1284(2), 1295, 1300(2), [Sch. 16](#) and the repeal being partly in force, as to which see individual Articles (with savings (with adaptations) by [Companies Act 2006 \(Commencement No. 6, Saving and Commencement Nos. 3 and 5 \(Amendment\)\) Order 2008 \(S.I. 2008/674\)](#), arts. 2(3), {4}, Sch. 2) and subject to amendments (6.4.2008) by [Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), arts. 2(2), 3(1)(b)(2), Sch. 1 paras. 135, 147, 148 {Sch. 2 Note 1} (with arts. 6, 11, 12) and subject to amendments (6.4.2008) by [S.R. 2008/133](#), {regs. 2, 3}

CHAPTER I

Company Identification

Company name to appear outside place of business

356. ^{F1}

F1 [Art. 356](#) repealed (1.10.2008) by [Companies Act 2006 \(c. 46\)](#), ss. 1284(2), 1295, 1300(2), [Sch. 16](#); [S.I. 2007/3495](#), [art. 8\(a\)](#), Sch. 3 Pt. 2 (with arts. 7, 12)

Company's name to appear in its correspondence, etc.

357. ^{F2}

F2 [Art. 357](#) repealed (1.10.2008) by [Companies Act 2006 \(c. 46\)](#), ss. 1284(2), 1295, 1300(2), [Sch. 16](#); [S.I. 2007/3495](#), [art. 8\(a\)](#), Sch. 3 Pt. 2 (with arts. 7, 12)

Company seal

358 ^{F3}.—^{F4}(1) A company which has a common seal shall have its name engraved in legible characters on the seal; and if it fails to comply with this paragraph it is liable to a fine.]

(2) If an officer of a company or a person on its behalf uses or authorises the use of any seal purporting to be a seal of the company on which its name is not engraved as required by paragraph (1), he is liable to a fine.

F3 mod. by [SR 2004/307](#)

F4 [1990 NI 10](#)

Status: Point in time view as at 01/10/2008.

Changes to legislation: There are currently no known outstanding effects for the The Companies (Northern Ireland) Order 1986 (revoked), PART XII. (See end of Document for details)

Particulars in correspondence, etc.

359. ^{F5}

F5 Art. 359 repealed (1.10.2008) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), Sch. 16; S.I. 2007/3495, art. 8(a), Sch. 3 Pt. 2 (with arts. 7, 12)

CHAPTER II

Register of Members

Obligation to keep and enter up register

360.—^{F6}(1) Every company shall keep a register of its members and enter in it the particulars required by this Article.

(2) There shall be entered in the register—

- (a) the names and addresses of the members;
- (b) the date on which each person was registered as a member; and
- (c) the date at which any person ceased to be a member.

(3) This paragraph applies in the case of a company having a share capital—

- (a) with the names and addresses of the members there shall be entered a statement—
 - (i) of the shares held by each member, distinguishing each share by its number (so long as the share has a number) and, where the company has more than one class of issued shares, by its class, and
 - (ii) of the amount paid or agreed to be considered as paid on the shares of each member;
- (b) where the company has converted any of its shares into stock and given notice of the conversion to the register, the register shall show the amount and class of stock held by each member, instead of the amount of shares and the particulars relating to shares specified in sub-paragraph (a).

^{F7}(3A) Where a company purchases one or more of its own shares in circumstances in which Article 172A applies—

- (a) the requirements of paragraphs (2) and (3) must be complied with unless the company cancels all of the shares forthwith after the purchase in accordance with Article 172D(1), but
- (b) any share which is so cancelled must be disregarded for the purposes of paragraph (3).]

(4) In the case of a company which does not have a share capital but has more than one class of members, there shall be entered in the register, with the names and addresses of the members, the class to which each member belongs.

(5) If a company makes default in complying with this Article, the company and every officer of it who is in default is liable to a fine and, for continued contravention, to a daily default fine.

(6) An entry relating to a former member of a company may be removed from the register after the expiration of 20 years from the date on which he ceased to be a member.

(7) Liability incurred by a company from the making or deletion of an entry in its register of members or debenture holders, or from a failure to make or delete any such entry, is not enforceable more than 20 years after the date on which the entry was made or deleted or, in the case of any such failure, the failure first occurred.

This is without prejudice to any lesser period of limitation.]

- F6** Art. 360 repealed (6.4.2008 for art. 360(6)(7) and otherwise prosp.) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), Sch. 16; S.I. 2007/3495, art. 8(a), Sch. 2 Pt. 2 (with arts. 7, 12)
- F7** SR 2004/275

[^{F8}Statement that company has only one member

360A.—(1) If the number of members of a private company limited by shares or by guarantee falls to one there shall upon the occurrence of that event be entered in the company's register of members with the name and address of the sole member—

- (i) a statement that the company has only one member; and
- (ii) the date on which the company became a company having only one member.

(2) If the membership of a private company limited by shares or by guarantee increases from one to two or more members there shall upon the occurrence of that event be entered in the company's register of members, with the name and address of the person who was formerly the sole member, a statement that the company has ceased to have only one member together with the date on which that event occurred.

(3) If a company makes default in complying with this Article, the company and every officer of it who is in default is liable to a fine and, for continued contravention, to a daily default fine.]

- F8** SR 1992/405

Location of register

361.—(1) A company's register of members shall be kept at its registered office, except that—

- (a) if the work of making it up is done at another office of the company, it may be kept there; and
- (b) if the company arranges with some other person for the making up of the register to be undertaken on its behalf by that other, it may be kept at the office of the other at which the work is done;

but it must not be kept at a place outside Northern Ireland.

(2) Subject to paragraph (3), every company shall send notice in the prescribed form to the registrar of the place where its register of members is kept, and of any change in that place.

(3) The notice need not be sent if the register has, at all times since it came into existence (or, in the case of a register in existence on 1st April 1961, at all times since then) been kept at the company's registered office.

(4) If a company makes default for 14 days in complying with paragraph (2), the company and every officer of it who is in default is liable to a fine and, for continued contravention, to a daily default fine.

Index of members

362.—(1) Every company having more than 50 members shall, unless the register of members is in such a form as to constitute in itself an index of the names of the members of the company and shall, within 14 days after the date on which any alteration is made in the register of members, make any necessary alteration in the index.

(2) The index shall in respect of each member contain a sufficient indication to enable the account of that member in the register to be readily found.

Status: Point in time view as at 01/10/2008.

Changes to legislation: There are currently no known outstanding effects for the The Companies (Northern Ireland) Order 1986 (revoked), PART XII. (See end of Document for details)

(3) The index shall be at all times kept at the same place as the register of members.

(4) If default is made in complying with this Article, the company and every officer of it who is in default is liable to a fine and, for continued contravention, to a daily default fine.

Entries in register in relation to share warrants

363.—(1) On the issue of a share warrant the company shall strike out of its register of members the name of the member then entered therein as holding the shares specified in the warrant as if he had ceased to be a member, and shall enter in the register the following particulars, namely—

- (a) the fact of the issue of the warrant;
- (b) a statement of the shares included in the warrant, distinguishing each share by its number so long as the share has a number; and
- (c) the date of the issue of the warrant.

(2) Subject to the company's articles, the bearer of a share warrant is entitled, on surrendering it for cancellation, to have his name entered as a member in the register of members.

(3) The company is responsible for any loss incurred by any person by reason of the company entering in the register the name of a bearer of a share warrant in respect of the shares therein specified without the warrant being surrendered and cancelled.

(4) Until the warrant is surrendered, the particulars specified in paragraph (1) are deemed to be those required by this Order to be entered in the register of members; and, on the surrender, the date of the surrender must be entered.

(5) Except as provided by Article 299(2) (director's share qualification), the bearer of a share warrant may, if the articles of the company so provide, be deemed a member of the company within the meaning of this Order, either to the full extent or for any purposes defined in its articles.

Inspection of register and index

364. ^{F9}

<p>F9 Art. 364 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), Sch. 16; S.I. 2007/2194, arts. 1(3)(a), 8, Sch. 2 Pt. 2 (with art. 12, Sch. 3 para. 2(2))</p>

Non-compliance with Articles 361, 362 and 364; agent's default

365. Where under Article 361(1)(b) the register of members is kept at the office of some person other than the company, and by reason of any default of his the company fails to comply with—

- Article 361(2) (notice to registrar),
- Article 362(3) (index to be kept with register), or

^{F10} . . . ,

or with any requirement of this Order as to the production of the register, that other person is liable to the same penalties as if he were an officer of the company who was in default, ^{F10} . . .

<p>F10 Words in art. 365 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), Sch. 16; S.I. 2007/2194, arts. 1(3)(a), 8, Sch. 2 Pt. 2 (with art. 12, Sch. 3 para. 2)</p>
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Power to close register

366. A company may, on giving notice by advertisement in a newspaper circulating in the district in which the company's registered office is situated, close the register of members for any time or times not exceeding in the whole 30 days in each year.

Power of court to rectify register

367.—(1) If—

- (a) the name of any person is, without sufficient cause, entered in or omitted from a company's register of members, or
- (b) default is made or unnecessary delay takes place in entering on the register the fact of any person ceased to be a member,

the person aggrieved, or any member of the company, or the company, may apply to the court for rectification of the register.

(2) The court may either refuse the application or may order rectification of the register and payment by the company of any damages sustained by any party aggrieved.

(3) On such an application the court may decide any question relating to the title of a person who is a party to the application to have his name entered in or omitted from the register, whether the question arises between members or alleged members, or between members or alleged members on the one hand and the company on the other hand, and generally may decide any question necessary or expedient to be decided for rectification of the register.

(4) In the case of a company required by this Order to send a list of its members to the registrar, the court, when making an order for rectification of the register, shall by its order direct notice of the rectification to be given to the registrar.

Trusts not be entered on register

368. No notice of any trust, expressed, implied or constructive, shall be entered on the register, or be receivable by the registrar.

Register to be evidence

369. The register of members is prima facie evidence of any matters which are by this Order directed or authorised to be inserted in it.

External branch registers

370.—(1) A company having a share capital whose objects comprise the transaction of business in any of the countries or territories specified in Part I of Schedule 14 may cause to be kept in any such country or territory in which it transacts business a branch register of members resident in that country or territory.

(2) Such a branch register is to be known as an “external branch register”; and—

- (a) any dominion register kept by a company under section 116 of the Act of 1960 is to become known as an external branch register of the company;
- (b) where any statutory provision or instrument (including in particular a company's articles) refers to a company's dominion register, that reference is to be read (unless the context otherwise requires) as being to an external branch register kept under this Article; and
- (c) references to a colonial register occurring in articles registered before 1st January 1933 are to be read as referring to an external branch register.

Status: Point in time view as at 01/10/2008.

Changes to legislation: There are currently no known outstanding effects for the The Companies (Northern Ireland) Order 1986 (revoked), PART XII. (See end of Document for details)

(3) Part II of Schedule 14 has effect with respect to external branch registers kept under this Article.

CHAPTER III ANNUAL RETURN

Duty to deliver annual returns

371^{F11}.—(1) Every company shall deliver to the registrar successive annual returns each of which is made up to a date not later than the date which is from time to time the company's "return date", that is—

- (a) the anniversary of the company's incorporation, or
- (b) if the company's last return delivered in accordance with this Chapter was made up to a different date, the anniversary of that date.

(2) Each return shall—

- (a) be in the prescribed form,
- (b) contain the information required by or under the following provisions of this Chapter, and
- (c) be signed by a director or the secretary of the company;

and it shall be delivered to the registrar within 28 days after the date on which it is made up.

(3) If a company fails to deliver an annual return in accordance with this Chapter before the end of the period of 28 days after a return date, the company is guilty of an offence and liable to a fine and, in the case of continued contravention, to a daily default fine.

The contravention continues until such time as an annual return made up to that return date and complying with the requirements of paragraph (2) (except as to date of delivery) is delivered by the company to the registrar.

(4) Where a company is guilty of an offence under paragraph (3), every director or secretary of the company is similarly liable unless he shows that he took all reasonable steps to avoid the commission or continuation of the offence.

(5) The references in this Article to a return being delivered "in accordance with this Chapter" are—

- (a) in relation to a return made after the coming into operation of Article 74 of the Companies (No. 2) (Northern Ireland) Order 1990, to a return with respect to which all the requirements of paragraph (2) are complied with;
- (b) in relation to a return made before that time, to a return with respect to which the formal and substantive requirements of this Chapter as it then had effect were complied with, whether or not the return was delivered in time.

F11 mod. by SR 2004/307

Contents of annual return: general

372^{F12}.—(1) Every annual return shall state the date to which it is made up and shall contain the following information—

- (a) the address of the company's registered office;
- (b) the type of company it is and its principal business activities;
- (c) the name and address of the company secretary [^{F13}(if any)];

- (d) the name and address of every director of the company;
 - (e) in the case of each individual director—
 - (i) his nationality, date of birth and business occupation, ^{F14} . . .
 - (ii) ^{F14}
 - (f) ^{F15}
 - (g) if the register of members is not kept at the company's registered office, the address of the place where it is kept;
 - (h) if any register of debenture holders (or a duplicate of any such register or a part of it) is not kept at the company's registered office, the address of the place where it is kept;
 - (i) ^{F16}
 - [^{F17}(j) whether the company was a traded company at any time during the return period.]
- (2) The information as to the company's type shall be given by reference to the classification scheme prescribed for the purposes of this Article.
- (3) The information as to the company's principal business activities may be given by reference to one or more categories of any prescribed system of classifying business activities.
- (4) A person's "name" and "address" mean, respectively—
- (a) in the case of an individual, his Christian name (or other forename) and surname and his usual residential address;
 - (b) in the case of a corporation or Scottish firm, its corporate or firm name and its registered or principal office.
- (5) In the case of a peer, or an individual usually known by a title, the title may be stated instead of his Christian name (or other forename) and surname or in addition to either or both of them.
- (6) Where all the partners in a firm are joint secretaries, the name and principal office of the firm may be stated instead of the names and addresses of the partners.

F12 mod. by SR 2004/307

F13 Words in art. 372(1)(c) inserted (6.4.2008) by Companies Act 2006 (Consequential Amendments etc) Order 2008 (S.I. 2008/948), arts. 2(2), 3(1)(b), **Sch. 1 para. 139** (with arts. 6, 11, 12)

F14 Art. 372(1)(e)(ii) and preceding word repealed (1.10.2008) by Companies (1986 Order) (Annual Return) and Companies (Principal Business Activities) (Amendment) Regulations (Northern Ireland) 2008 (S.R. 2008/379), **reg. 2(1)(a)** (with reg. 1(2))

F15 Art. 372(1)(f) repealed (1.10.2008) by Companies (1986 Order) (Annual Return) and Companies (Principal Business Activities) (Amendment) Regulations (Northern Ireland) 2008 (S.R. 2008/379), **reg. 2(1)(b)** (with reg. 1(2))

F16 Art. 372(1)(i) repealed (1.10.2008) by Companies (1986 Order) (Annual Return) and Companies (Principal Business Activities) (Amendment) Regulations (Northern Ireland) 2008 (S.R. 2008/379), **reg. 2(1)(c)** (with reg. 1(2))

F17 Art. 372(1)(j) inserted (1.10.2008) by Companies (1986 Order) (Annual Return) and Companies (Principal Business Activities) (Amendment) Regulations (Northern Ireland) 2008 (S.R. 2008/379), **reg. 2(2)** (with reg. 1(2))

Contents of annual return: particulars of share capital ^{F18} . . .

372A.—(1) The annual return of a company having a share capital shall contain the following information with respect to its share capital ^{F19}

Status: Point in time view as at 01/10/2008.

Changes to legislation: There are currently no known outstanding effects for the The Companies (Northern Ireland) Order 1986 (revoked), PART XII. (See end of Document for details)

- (2) The return shall state the total number of issued shares of the company at the date to which the return is made up and the aggregate nominal value of those shares.
- (3) The return shall state with respect to each class of shares in the company—
 - (a) the nature of the class, and
 - (b) the total number and aggregate nominal value of issued shares of that class at the date to which the return is made up.
- (4) ^{F20}
- (5) ^{F20}
- (6) ^{F20}
- (7) ^{F20}
- (8) Where the company has converted any of its shares into stock, the return shall give the corresponding information in relation to that stock, stating the amount of stock instead of the number or nominal value of shares.

<p>F18 Words in art. 372A heading omitted (1.10.2008) by virtue of Companies (1986 Order) (Annual Return) and Companies (Principal Business Activities) (Amendment) Regulations (Northern Ireland) 2008 (S.R. 2008/379), reg. 3(a) (with reg. 1(2))</p> <p>F19 Words in art. 372A(1) omitted (1.10.2008) by virtue of Companies (1986 Order) (Annual Return) and Companies (Principal Business Activities) (Amendment) Regulations (Northern Ireland) 2008 (S.R. 2008/379), reg. 3(b) (with reg. 1(2))</p> <p>F20 Art. 372A(4)-(7) omitted (1.10.2008) by virtue of Companies (1986 Order) (Annual Return) and Companies (Principal Business Activities) (Amendment) Regulations (Northern Ireland) 2008 (S.R. 2008/379), reg. 3(c) (with reg. 1(2))</p>
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Contents of annual return: information about shareholders: non-traded companies

- 372B.**—(1) The annual return of a company that was a non-traded company throughout the return period shall also contain the following information.
- (2) The return shall contain a list of the names of every person who was a member of the company at any time during the return period. If the names are not arranged in alphabetical order the return shall have annexed to it an index sufficient to enable the name of any person in the list to be easily found.
 - (3) The return shall also state—
 - (a) the number of shares of each class held at the end of the date to which the return is made up by each person who was a member of the company at that time,
 - (b) the number of shares of each class transferred during the return period by or to each person who was a member of the company at any time during that period, and
 - (c) the dates of registration of those transfers.
 - (4) If either of the two immediately preceding returns has given the full particulars required by paragraphs (2) and (3), the return need only give such particulars as relate—
 - (a) to persons who became, or ceased to be, members during the return period, and
 - (b) to shares transferred during that period.
 - (5) Paragraphs (2) and (3) do not require the inclusion of particulars entered in an overseas branch register if copies of those entries have not been received at the company's registered office by the date to which the return is made up. Those particulars shall be included in the company's next annual return after they are received.

Contents of annual return: information about shareholders: traded companies

372C.—(1) The annual return of a company that was a traded company at any time during the return period shall also contain the following information.

(2) The return shall contain a list of the names and addresses of every person who held at least 5% of the issued shares of any class of the company at any time during the return period. If the names are not arranged in alphabetical order the return shall have annexed to it an index sufficient to enable the name of any person in the list to be easily found.

(3) The return shall also state—

- (a) the number of shares of each class held at the end of the date to which the return is made up by each person who held at least 5% of the issued shares of any class of the company at that time,
- (b) the number of shares of each class transferred during the return period by or to each person who held at least 5% of the issued shares of any class of the company at any time during the return period, and
- (c) the dates of registration of those transfers.

(4) If either of the two immediately preceding returns has given the full particulars required by paragraphs (2) and (3), the return need only give such particulars as relate—

- (a) to persons who came to hold, or ceased to hold, at least 5% of the issued shares of any class of the company during the return period, and
- (b) to shares transferred during that period.

(5) Paragraphs (2) and (3) do not require the inclusion of particulars entered in an overseas branch register if copies of those entries have not been received at the company's registered office by the date to which the return is made up. Those particulars shall be included in the company's next annual return after they are received.

Contents of annual return: information about shareholders: supplementary

372D.—(1) In Articles 372, 372B and 372C—

“non-traded company” means a company none of whose shares are shares admitted to trading on a regulated market (so that “traded company” means a company any of whose shares are shares admitted to trading on a regulated market);

“regulated market” means a market which appears on the list drawn up by an EEA State pursuant to Article 47 of Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments; and

“return period”, in relation to an annual return, means the period beginning immediately after the date to which the last return was made up (or, in the case of the first return, with the incorporation of the company) and ending with the date to which the return is made up.

(2) Where a company has converted any of its shares into stock, the return shall give information in relation to that stock corresponding to that required by Article 372B or 372C (as the case may be) in relation to shares of the company, stating the amount of stock instead of the number of shares.

Supplementary provisions: regulations and interpretation

373.—(1) The Department may by regulations make further provision as to the information to be given in a company's annual return, which may amend or repeal the provisions of Articles 372 and 372A.

(2) For the purposes of this Chapter, except Article 371(2)(c) (signature of annual return), a shadow director shall be deemed to be a director.

Status: Point in time view as at 01/10/2008.

Changes to legislation: There are currently no known outstanding effects for the The Companies (Northern Ireland) Order 1986 (revoked), PART XII. (See end of Document for details)

CHAPTER IV

Meetings and Resolutions

Meetings

Annual general meeting

374. ^{F21}

F21 Art. 374 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12, Sch. 3 paras. 29(3), 35(1)(a))

Election by private company to dispense with annual general meetings

374A. ^{F22}

F22 Art. 374A repealed (20.1.2007 for art. 374A(3A)(6) and otherwise prosp.) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2006/3428, **art. 7(b)**, Sch. 3 Pt. 2 (with arts. 6, 8, Sch. 5)

Department's power to call meeting in default

375. ^{F23}

F23 Art. 375 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12)

Extraordinary general meeting on member's requisition

376. ^{F24}

F24 Art. 376 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12, Sch. 3 para. 25(2))

Length of notice for calling meetings

377. ^{F25}

F25 Art. 377 repealed (20.1.2007 for art. 377(5)-(11) and otherwise prosp.) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2006/3428, **art. 7(b)**, Sch. 3 Pt. 2 (with arts. 6, 8, Sch. 5)

General provisions as to meetings and votes

378. ^{F26}

F26 Art. 378 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12, Sch. 3 paras. 22(2)(3), 26(2)(3), 30(2)(3))

Quorum at meetings of the sole member

378A. ^{F27}

F27 Art. 378A repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12, Sch. 3 para. 30(2)(3))

Power of court to order meeting

379. ^{F28}

F28 Art. 379 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12)

Proxies

380. ^{F29}

F29 Art. 380 repealed (20.1.2007 for certain purposes, otherwise prosp.) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2006/3428, **art. 7(b)**, Sch. 3 Pt. 2 (with arts. 6, 8, Sch. 5)

Right to demand a poll

381. ^{F30}

F30 Art. 381 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12, Sch. 3 para. 30(2)(3))

Voting on a poll

382. ^{F31}

F31 Art. 382 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12, Sch. 3 para. 30(2)(3))

Representation of bodies corporate at meetings

383. ^{F32}

F32 Art. 383 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12, Sch. 3 para. 30(2)(3))

Status: Point in time view as at 01/10/2008.

Changes to legislation: There are currently no known outstanding effects for the The Companies (Northern Ireland) Order 1986 (revoked), PART XII. (See end of Document for details)

Resolutions

Circulation of members' resolutions

384. ^{F33}

F33 Art. 384 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12, Sch. 3 para. 29(2), 38(2))

In certain cases, compliance with Article 384 not required

385. ^{F34}

F34 Art. 385 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12, Sch. 3 para. 29(2), 38(2))

Extraordinary and special resolutions

386. ^{F35}

F35 Art. 386 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12, Sch. 3 para. 22(2)(3), 30(2)(3))

Resolution requiring special notice

387. ^{F36}

F36 Art. 387 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12, Sch. 3 para. 27(2))

[^{F37}E] **Elective resolution of private company**

387A.—[^{F38}(1) An election by a private company for the purposes of—

- (a) Article 90A (election as to duration of authority to allot shares),
- (b) Article 260 (election to dispense with laying of accounts and reports before general meeting),
- (c) Article 374A (election to dispense with holding of annual general meeting),
- (d) Article 377(4) or 386(3) (election as to majority required to authorise short notice of meeting), or
- (e) Article 394 (election to dispense with appointment of auditors annually),

shall be made by resolution of the company in general meeting in accordance with this Article.

Such a resolution is referred to in this Order as an “elective resolution”.

(2) An elective resolution is not effective unless—

- (a) at least 21 days' notice in writing is given of the meeting, stating that an elective resolution is to be proposed and stating the terms of the resolution, and

- (b) the resolution is agreed to at the meeting, in person or by proxy, by all the members entitled to attend and vote at the meeting.

[^{F39}(2A) An elective resolution is effective notwithstanding the fact that less than 21 days' notice in writing of the meeting is given if all the members entitled to attend and vote at the meeting so agree.]

[^{F40}(2B) For the purposes of this Article, notice in writing of the meeting is to be taken as given to a person where notice of the meeting is sent using electronic communications to such address as may for the time being be notified by that person to the company for that purpose.

(2C) For the purposes of this Article a notice in writing of the meeting is also to be treated as given to a person where—

- (a) the company and that person have agreed that notices of meetings required to be given to that person may instead be accessed by him on a web site;
- (b) the meeting is a meeting to which that agreement applies;
- (c) that person is notified, in manner for the time being agreed between him and the company for the purpose, of—
- (i) the publication of the notice on a web site;
- (ii) the address of that web site; and
- (iii) the place on that web site where the notice may be accessed, and how it may be accessed; and
- (d) the notice continues to be published on that web site throughout the period beginning with the giving of that notification and ending with the conclusion of the meeting;

and for the purposes of this Article a notice treated in accordance with this paragraph as given to any person is to be treated as so given at the time of the notification mentioned in sub-paragraph (c).

(2D) A notification given for the purposes of paragraph (2C)(c) must—

- (a) state that it concerns a notice of a company meeting at which an elective resolution is to be proposed, and
- (b) specify the place, date and time of the meeting.

(2E) Nothing in paragraph (2C) shall invalidate the proceedings of a meeting where—

- (a) any notice that is required to be published as mentioned in sub-paragraph (d) of that paragraph is published for a part, but not all, of the period mentioned in that sub-paragraph; and
- (b) the failure to publish that notice throughout that period is wholly attributable to circumstances which it would not be reasonable to have expected the company to prevent or avoid.

(2F) In so far as the articles of the company do not provide for notices and notifications to be served using electronic communications, the provisions of Table A (as for the time being in operation) as to such service shall apply.]

(3) The company may revoke an elective resolution by passing an ordinary resolution to that effect.

(4) An elective resolution shall cease to have effect if the company is re-registered as a public company.

(5) An elective resolution may be passed or revoked in accordance with this Article, and the provisions referred to in [^{F40} paragraphs (1) and (2B) to (2E)] have effect, notwithstanding any contrary provision in the company's articles of association.

Status: Point in time view as at 01/10/2008.

Changes to legislation: There are currently no known outstanding effects for the The Companies (Northern Ireland) Order 1986 (revoked), PART XII. (See end of Document for details)

[^{F40}(6) In this article, “address” includes any number or address used for the purposes of electronic communications.]]

F37 Art. 387A subst. by 1990 NI 10, art. 51

F38 Art. 387A repealed (20.1.2007 for art. 387A(2B)-(2F)(6), 1.10.2007 for art. 387A(1)(b)-(e) and otherwise prosp.) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), Sch. 16; S.I. 2006/3428, art. 7(b), Sch. 3 Pt. 2 (with arts. 6, 8, Sch. 5); S.I. 2007/2194, arts. 1(3)(a), 8, Sch. 2 Pt. 2 (with art. 12)

F39 1997 NI 22

F40 SR 2003/3

Registration, etc. of resolutions and agreements

388.—[^{F41}(1) A copy of every resolution or agreement to which this Article applies shall, within 15 days after it is passed or made, be forwarded to the registrar and recorded by him; and it must be either a printed copy or else a copy in some other form approved by the registrar.

(2) Where a company's articles have been registered, a copy of [^{F42}every such resolution, and every resolution or agreement to which Chapter 3 of Part 3 of the Companies Act 2006 applies (resolutions and agreements affecting a company's constitution), which is] for the time being in force shall be embodied in or annexed to every copy of the articles issued after the passing of the resolution or the making of the agreement.

(3) Where a company's articles have not been registered, a printed copy of every such resolution or agreement shall be forwarded to any member at his request on payment of 5 pence or such less sum as the company may direct.

(4) This Article applies to—

- (a) special resolutions;
- (b) extraordinary resolutions;

[^{F43}(bb) an elective resolution or a resolution revoking such a resolution;]

- (c) resolutions or agreements which have been agreed to by all the members of a company but which, if not so agreed to, would not have been effective for their purpose unless (as the case may be) they had been passed as special resolutions or as extraordinary resolutions;
- (d) resolutions or agreements which have been agreed to by all the members of some class of shareholders but which, if not agreed to, would not have been effective for their purpose unless they had been passed by some particular majority or otherwise in some particular manner, and all resolutions or agreements which effectively bind all the members of any class of shareholders though not agreed to by all those members;
- (e) a resolution passed by the directors of a company in compliance with a direction under Article 41(2) (change of name on Department's direction);
- (f) a resolution of a company to give, vary, revoke or renew an authority to the directors for the purposes of Article 90 (allotment of relevant securities);
- (g) a resolution of the directors passed under Article 157(2) (alteration of memorandum on company ceasing to be a public company, following acquisition of its own shares);
- (h) a resolution conferring, varying[^{F44}, revoking or renewing] authority under Article 176 (market purchase of company's own shares);
- (j) a resolution for voluntary winding up, passed under[^{F45} Article 70(1)(a) of the Insolvency Order]; and

(k) a resolution passed by the directors of an old public company, under Article 4(1) of the Consequential Provisions Order, that the company should be re-registered as a public company.

[^{F46}(l) a resolution of the directors passed by virtue of regulation 16(2) of the Uncertificated Securities Regulations 1995 (which allow title to a company's shares to be evidenced and transferred without written instrument); and

(m) a resolution of a company passed by virtue of regulation 16(6) of the Uncertificated Securities Regulations 1995 (which prevents or reverses a resolution of the directors under regulation 16(2) of those Regulations).]

[^{F47}(4A) For the purposes of this Article, references to a member of a company do not include the company itself where it is such a member by virtue only of its holding shares as treasury shares, and accordingly, in such circumstances, the company is not, for those purposes, to be treated as a member of any class of the company's shareholders.]

(5) If a company fails to comply with paragraph (1), the company and every officer of it who is in default is liable to a fine and, for continued contravention, to a daily default fine.

(6) If a company fails to comply with paragraph (2) or (3), the company and every officer of it who is in default is liable to a fine.

(7) For the purposes of paragraphs (5) and (6), a liquidator of a company is deemed an officer of it.]

- F41** Art. 388 repealed (1.10.2007 for art. 388(4)(a)(c)-(m), 6.4.2008 for art. 388(4)(b) and otherwise prosp.) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), Sch. 16; S.I. 2007/2194, arts. 1(3)(a), 8, Sch. 2 Pt. 2 (with art. 12, Sch. 3 para. 1(2)) (as amended by S.I. 2007/2607, art. 4(3)(a)); S.I. 2007/3495, art. 8(a), Sch. 2 Pt. 2 (with arts. 7, 12)
- F42** Words in art. 388(2) substituted (6.4.2008) by Companies Act 2006 (Consequential Amendments etc) Order 2008 (S.I. 2008/948), arts. 2(2), 3(1)(b), Sch. 1 para. 140 (with arts. 6, 11, 12)
- F43** 1990 NI 5
- F44** 1989 NI 18
- F45** 1989 NI 19
- F46** SI 1995/3272
- F47** SR 2004/275

Resolution passed at adjourned meeting

389. ^{F48}

- F48** Arts. 389-391 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), Sch. 16; S.I. 2007/2194, arts. 1(3)(a), 8, Sch. 2 Pt. 2 (with art. 12, Sch. 3 paras. 19(2), 24(2), 40(2))

Written resolutions of private companies

Written resolutions of private companies

389A. ^{F49}

- F49** Arts. 389-391 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), Sch. 16; S.I. 2007/2194, arts. 1(3)(a), 8, Sch. 2 Pt. 2 (with art. 12, Sch. 3 paras. 19(2), 24(2), 40(2))

Status: Point in time view as at 01/10/2008.

Changes to legislation: There are currently no known outstanding effects for the The Companies (Northern Ireland) Order 1986 (revoked), PART XII. (See end of Document for details)

Duty to notify auditors of proposed written resolution

389B. ^{F50}

F50 Arts. 389-391 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12, Sch. 3 paras. 19(2), 24(2), 40(2))

Written resolutions: supplementary provisions

389C. ^{F51}

F51 Arts. 389-391 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12, Sch. 3 paras. 19(2), 24(2), 40(2))

Records of proceedings

Minutes of meetings

390. ^{F52}

F52 Arts. 389-391 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12, Sch. 3 paras. 19(2), 24(2), 40(2))

Recording of written resolutions

390A. ^{F53}

F53 Arts. 389-391 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12, Sch. 3 paras. 19(2), 24(2), 40(2))

Recording of decisions by the sole member

390B. ^{F54}

F54 Arts. 389-391 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12, Sch. 3 paras. 19(2), 24(2), 40(2))

Inspection of minute books

391. ^{F55}

F55 Arts. 389-391 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12, Sch. 3 paras. 19(2), 24(2), 40(2))

Chapter V

AUDITORS

Appointment of auditors

Duty to appoint auditors

392. ^{F56}

F56 Art. 392 repealed (1.10.2007 for certain purposes and otherwise prosp.) by [Companies Act 2006](#) (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12, Sch. 3 para. 44(2))

Appointment at general meeting at which accounts laid

393. ^{F57}

F57 Art. 393 repealed (1.10.2007 for certain purposes and otherwise prosp.) by [Companies Act 2006](#) (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12, Sch. 3 para. 44(2))

Appointment by private company which is not obliged to lay accounts

393A. ^{F58}

F58 Art. 393A repealed (1.10.2007) by [Companies Act 2006](#) (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12, Sch. 3 para. 44(2))

Election by private company to dispense with annual appointment

394. ^{F59}

F59 Art. 394 repealed (1.10.2007) by [Companies Act 2006](#) (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12, Sch. 3 para. 44(2))

Appointment by Department in default of appointment by company

395. ^{F60}

F60 Art. 395 repealed (1.10.2007 for certain purposes otherwise prosp.) by [Companies Act 2006](#) (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12, Sch. 3 para. 44(2))

Filling of casual vacancies

396. ^{F61}

Status: Point in time view as at 01/10/2008.

Changes to legislation: There are currently no known outstanding effects for the The Companies (Northern Ireland) Order 1986 (revoked), PART XII. (See end of Document for details)

F61 Art. 396 repealed (1.10.2007 for certain purposes otherwise prosp.) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12, Sch. 3 para. 44(2))

Certain companies exempt from obligation to appoint auditors

396A. ^{F62}

F62 Art. 396A repealed (1.10.2007 for certain purposes otherwise prosp.) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12, Sch. 3 para. 44(2))

Art. 397 rep. by 1990 NI 5

Rights of auditors

Rights to information

397A. ^{F63}

F63 Arts. 397A-400A repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 2 (with arts. 7, 12, Sch. 4 paras. 11(2)(3), 12(2)(4), 13(2), 14(2), 15(2))

Offences relating to the provision of information to auditors

397B. ^{F64}

F64 Arts. 397A-400A repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 2 (with arts. 7, 12, Sch. 4 paras. 11(2)(3), 12(2)(4), 13(2), 14(2), 15(2))

Right to attend company meetings, &c.

398. ^{F65}

F65 Arts. 397A-400A repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 2 (with arts. 7, 12, Sch. 4 paras. 11(2)(3), 12(2)(4), 13(2), 14(2), 15(2))

Remuneration of auditors

Remuneration of auditors

398A. ^{F66}

F66 Arts. 397A-400A repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), Sch. 16; S.I. 2007/3495, art. 8(a), Sch. 2 Pt. 2 (with arts. 7, 12, Sch. 4 paras. 11(2)(3), 12(2)(4), 13(2), 14(2), 15(2))

Remuneration of auditors or their associates for non-audit work

F67 **398B** **F68** **F69**

F67 prosp. subst. by 2005 NI 17
F68 mod. by SR 2004/307
F69 Arts. 397A-400A repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), Sch. 16; S.I. 2007/3495, art. 8(a), Sch. 2 Pt. 2 (with arts. 7, 12, Sch. 4 paras. 11(2)(3), 12(2)(4), 13(2), 14(2), 15(2))

Removal, resignation, &c. of auditors

Removal of auditors

399. **F70**

F70 Arts. 397A-400A repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), Sch. 16; S.I. 2007/3495, art. 8(a), Sch. 2 Pt. 2 (with arts. 7, 12, Sch. 4 paras. 11(2)(3), 12(2)(4), 13(2), 14(2), 15(2))

Rights of auditors who are removed or not re-appointed

399A. **F71**

F71 Arts. 397A-400A repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), Sch. 16; S.I. 2007/3495, art. 8(a), Sch. 2 Pt. 2 (with arts. 7, 12, Sch. 4 paras. 11(2)(3), 12(2)(4), 13(2), 14(2), 15(2))

Resignation of auditors

400. **F72**

F72 Arts. 397A-400A repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), Sch. 16; S.I. 2007/3495, art. 8(a), Sch. 2 Pt. 2 (with arts. 7, 12, Sch. 4 paras. 11(2)(3), 12(2)(4), 13(2), 14(2), 15(2))

Rights of resigning auditors

400A. **F73**

F73 Arts. 397A-400A repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), Sch. 16; S.I. 2007/3495, art. 8(a), Sch. 2 Pt. 2 (with arts. 7, 12, Sch. 4 paras. 11(2)(3), 12(2)(4), 13(2), 14(2), 15(2))

Status: Point in time view as at 01/10/2008.

Changes to legislation: There are currently no known outstanding effects for the The Companies (Northern Ireland) Order 1986 (revoked), PART XII. (See end of Document for details)

Termination of appointment of auditors not appointed annually

401. ^{F74}

F74 Art. 401 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12)

Statement by person ceasing to hold office as auditor

401A ^{F75} ^{F76}

F75 mod. by SR 2004/307

F76 Arts. 401A-401B repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 2 (with arts. 7, 12, Sch. 4 para. 16(2))

Offences of failing to comply with Article 401A

401B ^{F77} ^{F78}

F77 mod. by SR 2004/307

F78 Arts. 401A-401B repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 2 (with arts. 7, 12, Sch. 4 para. 16(2))

Status:

Point in time view as at 01/10/2008.

Changes to legislation:

There are currently no known outstanding effects for the The Companies (Northern Ireland) Order 1986 (revoked), PART XII.