

SCHEDULE 4

Regulations 83 and 86

MODIFICATIONS OF THE 1986 ORDER AND THE INSOLVENCY (NORTHERN IRELAND) ORDER 1989

Modifications applying before registration

1.—(1) The converting SE's memorandum and articles of association shall not have names subscribed on them.

(2) Article 13(4)(b) and (c), (5) and (5A) of the 1986 Order(1) (memorandum of association: subscribers) shall not apply.

- (3) In Article 18 of the 1986 Order(1) (articles of association) the following shall not apply –
- (a) the requirement in paragraph (1) for signature by the subscribers to the memorandum,
 - (b) paragraph (3)(c), and
 - (c) paragraph (4).

(4) Article 21 of the 1986 Order (documents to be sent to registrar) shall not apply.

Modifications applying on or after registration

2. A reference to a company's incorporation shall be construed as a reference to the registration of a converting SE's memorandum and articles of association.

3. A reference to documents delivered under the 1986 Order shall be taken to include a reference to documents delivered under regulation 83.

4.—(1) A reference to a company's certificate of incorporation shall be construed as a reference to the certificate given under regulation 85(3).

- (2) A requirement for the registrar to issue a certificate of incorporation to a company shall –
- (a) be construed as a requirement to issue a certificate of registration similar to the certificate under regulation 85(3), and
 - (b) apply with such other modifications as the registrar considers necessary in consequence of head (a).

5. In Article 3 of the 1986 Order (definition of company), and in other legislation relating to companies, any reference to a company formed and registered under that Order shall have effect as if the reference to formation were omitted.

Effect of registration

6. Article 24 of the 1986 Order(2) (effect of registration) shall not apply.

7. Article 32(1) of the 1986 Order (definition of “member”) shall not apply.

Use of “limited”

8. In Article 44 of the 1986 Order (penalty for improper use of “limited”) the reference to incorporation with limited liability shall be construed as a reference to registration as a company with limited liability.

(1) Articles 13 and 18 were amended by [S.R. 2003 No. 3](#)

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(2) Article 24 was amended by Article 381 of, and paragraph 3 of Schedule 9 to, the Insolvency (Northern Ireland) Order 1989 ([S.I. 1989/2405 \(N.I. 19\)](#))

Status: This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

Certificate as to share capital

9. The following provisions shall not apply –
- (a) Article 127 of the 1986 Order⁽³⁾ (public company share capital requirements), and
 - (b) Article 102(1)(b) of the Insolvency (Northern Ireland) Order 1989 (winding up by the High Court: lack of certificate under Article 127 of 1986 Order).

Fees

10. In any regulations made under Article 657 of the 1986 Order⁽⁴⁾ a reference to a certificate of incorporation shall be construed as including a reference to –
- (a) a certificate under regulation 85(3), and
 - (b) a certificate issued in accordance with paragraph 4(2).

Accounting reference date

11. No modification made under this Schedule shall affect the determination of the accounting reference date of a converting SE by the application of Article 232(3A) of the 1986 Order⁽⁵⁾, by virtue of Article 61, or of regulation 81 prior to the registration of the converting SE under regulation 85.

(3) Article 127 was amended by [S.R. 2003 No. 3](#)

(4) Article 657 was amended by Articles 61(2) and 113 of, and Schedule 6 to, the Companies (No. 2)(Northern Ireland) Order 1990, and by Article 15 of the Financial Provisions (Northern Ireland) Order 1993 ([S.I. 1993/1252 \(N.I. 5\)](#))

(5) Article 232 was inserted into the 1986 Order by Article 5 of the Companies (Northern Ireland) Order 1990 ([S.I. 1990/593\(N.I. 5\)](#)) in place of an existing Article of that number, and amended by [S.R. 1997 No. 314](#)