STATUTORY RULES OF NORTHERN IRELAND

# 2008 No. 379

# COMPANIES

## The Companies (1986 Order) (Annual Return) and Companies (Principal Business Activities) (Amendment) Regulations (Northern Ireland) 2008

*Made - - - - 16th September 2008*

*Coming into operation 1st October 2008*

The Department of Enterprise, Trade and Investment(**1**) makes the following Regulations in exercise of the powers conferred by Articles 372(3), 373(1) and 681(1) of the Companies (Northern Ireland) Order 1986(**2**).

### Citation, commencement, application and interpretation

**1.**—(1) These Regulations may be cited as the Companies (1986 Order) (Annual Return) and Companies (Principal Business Activities) (Amendment) Regulations (Northern Ireland) 2008 and come into operation on 1st October 2008.

(2) These Regulations apply in relation to annual returns made up to 1st October 2008 or a later date.

(3) In these Regulations—

"the 1986 Order" means the Companies (Northern Ireland) Order 1986; and

"the 1991 Regulations" means the Companies (Forms) (Amendment No. 2 and Company's Type and Principal Business Activities) Regulations (Northern Ireland) 1991(**3**).

### Repeals and amendments of Article 372 of the 1986 Order

**2.**—(1) In Article 372(1) of the 1986 Order (contents of annual return: general) the following provisions are repealed—

(a) in sub-paragraph (e), head (ii) (requirement to list for individual directors their other directorships and former names) and the word "and" immediately preceding it;

(b) sub-paragraph (f) (requirement to list for a corporate director its other directorships); and

(**1**) Formerly the Department of Economic Development: see S.I. 1999/283 (N.I. 1) Article 3(5)
(**2**) S.I. 1986/1032 (N.I. 6); Articles 372 and 373 were substituted by Article 74(1) of the Companies (No. 2) (Northern Ireland) Order 1990 (S.I. 1990/1504 (N.I. 10))
(**3**) S.R. 1991 No. 399, as amended by S.R. 2003 No. 4

(c) sub-paragraph (i) (requirement to state whether elective resolutions under Articles 260 or 374A(**4**) of the 1986 Order are in operation).

(2) In Article 372(1) of the 1986 Order, at the end of the paragraph, add—

"(j) whether the company was a traded company at any time during the return period.".

**Information about shareholders**

**3.** In Article 372A(**5**) of the 1986 Order (contents of annual return: particulars of share capital and shareholders)—

(a) in the heading omit "and shareholders";

(b) in paragraph (1) omit "and members"; and

(c) omit paragraphs (4) to (7).

**4.** After Article 372A of the 1986 Order insert—

"**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.

(**4**) Article 374A was inserted by Article 50(2) of S.I. 1990/1504 (N.I. 10)
(**5**) Article 372A was substituted by Article 74(1) of S.I. 1990/1504 (N.I. 10)