STATUTORY RULES OF NORTHERN IRELAND

1994 No. 133

COMPANIES
PARTNERSHIPS

Partnerships and Unlimited Companies (Accounts) Regulations (Northern Ireland) 1994

Made - - - -	*30th March 1994*
Coming into operation	*12th May 1994*

The Department of Economic Development, being a Department designated(**1**) for the purposes of section 2(2) of the European Communities Act 1972(**2**) in relation to measures relating to the drawing up, auditing and publication of accounts by partnerships, limited partnerships and unlimited companies, in exercise of the powers conferred on it by the said section 2(2) and of every power enabling it in that behalf, hereby makes the following Regulations:

Citation and commencement

1. These Regulations may be cited as the Partnerships and Unlimited Companies (Accounts) Regulations (Northern Ireland) 1994 and shall come into operation on 12th May 1994.

Interpretation

2.—(1) The Interpretation Act (Northern Ireland) 1954(**3**) shall apply to these Regulations as it applies to a Measure of the Northern Ireland Assembly.

(2) In these Regulations—

"the 1986 Order" means the Companies (Northern Ireland) Order 1986(**4**);

"the accounts", in relation to a qualifying partnership, means the annual accounts, the annual report and the auditors' report required by regulation 4;

"dealt with on a consolidated basis" means dealt with by the method of full consolidation, the method of proportional consolidation or the equity method of accounting;

(**1**) S.I. 1991 755
(**2**) 1972 c. 68; section 2 is subject to Schedule 2 to that Act and is to be read with S. I. 1984/703 (N.I.3) and S.R. 1984 No. 253
(**3**) 1954 c. 33 (N.I.)
(**4**) S.I.1986/1032 (N.I.6); Part VIII of that Order dealing with accounts and audit has been substantially amended by the Companies (Northern Ireland) Order 1990 (S.I. 1990/593 (N.I. 5))

"financial year", in relation to a qualifying partnership, means any period of not more than 18 months in respect of which a profit and loss account of the partnership is required to be made up by or in accordance with its constitution or, failing any such requirement, each period of 12 months beginning on 31st March;

"the Fourth Directive" means the Fourth Council Directive (78/660/EEC) of 25th July 1978 on the annual accounts of certain types of companies(**5**), as amended;

"general partner" has the same meaning as in the Limited Partnerships Act 1907(**6**);

"limited company" means a company limited by shares or limited by guarantee;

"limited partnership" means a partnership formed in accordance with the Limited Partnerships Act 1907;

"qualifying company" has the meaning given by regulation 9;

"qualifying partnership" has the meaning given by regulation 3;

"the Seventh Directive" means the Seventh Council Directive (83/349/EEC) of 13th June 1983 on consolidated accounts(**7**), as amended;

and other expressions shall have the meanings ascribed to them by the 1986 Order.

(3) Any reference in these Regulations to the members of a qualifying partnership shall be construed, in relation to a limited partnership, as a reference to its general partner or partners.

Qualifying partnerships

3.—(1) A partnership which is governed by the laws of Northern Ireland is a qualifying partnership for the purposes of these Regulations if each of its members is—

(a) a limited company, or

(b) an unlimited company, or a Scottish firm, each of whose members is a limited company.

(2) Where the members of a qualifying partnership include—

(a) an unlimited company, or a Scottish firm, each of whose members is a limited company, or

(b) a member of another partnership each of whose members is—

(i) a limited company, or

(ii) an unlimited company, or a Scottish firm, each of whose members is a limited company,

any reference in regulations 4 to 8 to the members of the qualifying partnership includes a reference to the members of that company, firm or other partnership.

(3) The requirements of regulations 4 to 8 shall apply without regard to any change in the members of a qualifying partnership which does not result in it ceasing to be such a partnership.

(4) Any reference in paragraph (1) or (2) to a limited company, an unlimited company, or another partnership includes a reference to any comparable undertaking incorporated in or formed under the law of any country or territory outside Northern Ireland and any reference in those paragraphs to a Scottish firm includes a reference to any comparable undertaking formed under the law of any country or territory outside the United Kingdom.

(**5**) O.J. No. L222 of 14.8.1978, pages 11 to 31. Relevant amendments to the Fourth Directive have been made by — (i) the Seventh Council Directive (83/349/EEC) of 13th June 1983 on consolidated accounts (O.J. No. L 193 of 18.7.1983, pages 1 to 17); and (ii) Council Directive (90/604/EEC) of 8th November 1990 on small and medium-sized companies (O.J. No. L317 of 16.11.90, pages 57 to 59)

(**6**) 1907 c. 24 (7 Edw 7)

(**7**) O.J. No. L193 of 18.7.1983, pages 1 to 17. Relevant amendments to the Seventh Directive have been made by Council Directive (90/604/EEC) of 8th November 1990 on small and medium-sized companies (O.J. No. L3I7 of 16.11.1990, pages 57 to 59)

Preparation of accounts of qualifying partnerships

4.—(1) Subject to regulation 7, the persons who are members of a qualifying partnership at the end of any financial year of the partnership shall , in respect of that year—

(a) prepare the like annual accounts and annual report, and

(b) cause to be prepared such an auditors' report,

as would be required under Part VIII of the 1986 Order (accounts and audit) if the partnership were a company formed and registered under that Order.

(2) The accounts required by this regulation—

(a) shall be prepared within a period of 10 months beginning immediately after the end of the financial year, and

(b) shall state that they are prepared under this regulation.

(3) The Schedule (which makes certain modifications and adaptations for the purposes of this regulation). shall have effect.

Delivery of accounts of qualifying partnerships to registrar etc.

5.—(1) Subject to regulation 7, each limited company which is a member of a qualifying partnership at the end of any financial year of the partnership shall append to the copy of its annual accounts which is next delivered to the registrar in accordance with Article 250 of the 1986 Order(**8**) a copy of the accounts of the partnership prepared for that year under regulation 4.

(2) Subject to regulation 7, a limited company which is a member of a qualifying partnership shall supply to any person upon request—

(a) the name of each member which is to deliver, or has delivered, a copy of the latest accounts of the partnership to the registrar under paragraph (1), and

(b) the name of each member incorporated in a member State other than the United Kingdom which is to publish, or has published, the latest accounts of the partnership in accordance with the provisions of the Fourth or Seventh Directive.

Publication of accounts of qualifying partnerships at head office

6.—(1) Subject to paragraph (2) and regulation 7, this regulation applies where a qualifying partnership's head office is in Northern Ireland and each of its members is—

(a) an undertaking comparable to a limited company which is incorporated in a country or territory outside the United Kingdom, or

(b) an undertaking comparable to an unlimited company or partnership—

(i) which is incorporated in or formed under the law of such a country or territory, and

(ii) each of whose members is such an undertaking as is mentioned in sub-paragraph (a).

(2) Paragraph (1) does not apply where any member of a qualifying partnership is—

(a) an undertaking comparable to a limited company which is incorporated in a member State other than the United Kingdom, or

(b) an undertaking comparable to an unlimited company or partnership—

(i) which is incorporated in or formed under the law of such a State, and

(ii) each of whose members is such an undertaking as is mentioned in sub-paragraph (a),

(**8**) Article 250 was substituted by Article 13 of the Companies (Northern Ireland) Order 1990

and (in either case) the latest accounts of the qualifying partnership have been or are to be appended to the accounts of any member of the partnership and published under the law of that State and in accordance with the provisions of the Fourth or Seventh Directive.

(3) The members of the qualifying partnership—

(a) shall make the latest accounts of the partnership available for inspection by any person, without charge and during business hours, at the head office of the partnership, and

(b) if any document comprised in those accounts is in a language other than English, shall annex to that document a translation of it into English, certified in accordance with regulation 5 of the Companies (Forms) (Amendment) Regulations (Northern Ireland) 1990(**9**) to be a correct translation.

(4) A member of the qualifying partnership shall supply to any person upon request—

(a) a copy of the accounts required by paragraph (3)(a) to be made available for inspection, and

(b) a copy of any translation required by paragraph 3(b) to be annexed to any document comprised in those accounts,

at a price not exceeding the administrative cost of making the copy.

Exemption from regulations 4 to 6 where accounts consolidated

7.—(1) The members of a qualifying partnership are exempt from the requirements of regulations 4 to 6 if the partnership is dealt with on a consolidated basis in group accounts prepared by—

(a) a member of the partnership which is established under the law of a member State, or

(b) a parent undertaking of such a member which is so established,

and (in either case) the conditions mentioned in paragraph (2) are complied with.

(2) The conditions are—

(a) that the group accounts are prepared and audited under the law of the member State concerned in accordance with the provisions of the Seventh Directive, and

(b) the notes to those accounts disclose that advantage has been taken of the exemption conferred by this regulation.

(3) Where advantage is taken of the exemption conferred by this regulation, any member of the qualifying partnership which is a limited company must disclose on request the name of at least one member or parent undertaking in whose group accounts the partnership has been or is to be dealt with on a consolidated basis.

Penalties for non-compliance with regulations 4 to 6

8.—(1) If, in respect of a financial year of a qualifying partnership, the requirements of paragraph (1) of regulation 4 are not complied with within the period referred to in paragraph (2) of that regulation, every person who was a member of the partnership at the end of that year is guilty of an offence and liable on summary conviction to a fine not exceeding £2,000.

(2) If the accounts of a qualifying partnership—

(a) a copy of which is delivered to the registrar under regulation 5, or

(b) which are made available for inspection under regulation 6,

do not comply with the requirements of regulation 4(1), every person who, at the time when the copy was so delivered or (as the case may be) the accounts were first made available for inspection,

(**9**) S.R. 1990 No. 383