1986 No. 305

COMPANIES

Companies (Unregistered Companies) Regulations (Northern Ireland) 1986

Made	*24th September 1986*
Coming into operation	*27th October 1986*

The Department of Economic Development, in exercise of the powers conferred on it by Articles 667(1) and (3) and 681(1) of and Schedule 21 to the Companies (Northern Ireland) Order 1986(**a**) and of every other power enabling it in that behalf, hereby makes the following regulations:

Citation and commencement

1. These regulations may be cited as the Companies (Unregistered Companies) Regulations (Northern Ireland) 1986 and shall come into operation on 27th October 1986.

Interpretation

2. In these regulations—

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

"instrument constituting or regulating the company" means any statutory provision, royal charter, letters patent, deed of settlement, contract of co-partnery, or other instrument constituting or regulating the company; and

"unregistered company" means any body corporate, incorporated in and having a principal place of business in Northern Ireland, other than a body corporate mentioned in Article 667(2) of the Order.

Revocation

3. The Companies (Unregistered Companies) Regulations (Northern Ireland) 1966(**b**) are hereby revoked.

Application of the provisions of the Companies (Northern Ireland) Order 1986 to unregistered companies

4. Subject to regulation 5, the provisions of the Order specified in the Schedule to these regulations shall apply to any unregistered company.

5. For the purposes of the application to any unregistered company of the provisions which apply to it by virtue of regulation 4—

(*a*) that company shall be deemed to be a company registered in Northern Ireland;

(*b*) references to the registered office of a company shall be construed as references to the principal office of the company in Northern Ireland;

(*c*) references to a public company shall be construed as references to an unregistered company which has power under the instrument constituting or regulating it to offer its shares or debentures to the public, and references to a private company shall be construed as references to an unregistered company which does not have power so to offer its shares or debentures; and

(**a**) S.I. 1986/1032 (N.I. 6)
(**b**) S.R. & O. (N.I.) 1966 No. 38

(*d*) the said provisions shall be subject to the modifications and extensions set out in regulation 6.

6. The modifications and extensions referred to in regulation 5(*d*) are the following—

(*a*) for references to the memorandum or articles of association of a company there shall be substituted references to any instrument constituting or regulating the company;

(*b*) Article 29 of the Order shall have effect as if—

(i) for the words ''by any statutory provision, a printed copy of the statutory provision'' there were substituted the words ''a printed copy of the instrument effecting the alteration'' and for the words ''that provision comes into operation'' there were substituted the words ''that instrument comes into operation''; and

(ii) in the case of a company incorporated on or after the coming into operation of these regulations, it required a printed copy of any instrument constituting or regulating the company to be forwarded to the registrar not later than fifteen days after the date of the incorporation of the company and recorded by him, notwithstanding that such instrument has not been the subject of any alteration;

(*c*) Article 45 of the Order shall have effect as though it were expressed to be without prejudice to any rule of law which gives to a person dealing with a company incorporated by letters patent or by royal charter any greater protection in relation to the capacity of such a company than that afforded by that Article;

(*d*) in Articles 50 and 196, for the references to the common seal of the company there shall be substituted references to the common or other authorised seal of the company;

(*e*) Article 195(4) shall have effect as if for the words ''paragraph (1)'' there were substituted ''any provision of any instrument constituting or regulating the company'';

(*f*) in Article 359(1) of the Order for paragraphs (*a*) to (*d*) there shall be substituted the following—

''(*a*) the number which has been allocated to the company by the registrar;

(*b*) the address of its principal office; and

(*c*) the manner in which it was incorporated and, if it is a limited company, that fact'';

(*g*) notice of the receipt by the registrar of—

(i) any instrument constituting or regulating the company; and

(ii) any notice of the situation of the company's principal office

shall be included in the matters which the registrar is required to cause to be published in the Belfast Gazette by virtue of Article 660 of the Order;

(*h*) Schedule 4 to the Order shall have effect as if—

(i) item K, II in balance sheet format 1 and liability item A, II in balance sheet format 2;

(ii) paragraph 51(2);

(iii) Part V; and

(iv) Part VI;

were omitted;