1986 No. 132

COMPANIES

Companies Acts (Pre-Consolidation Amendments) Order (Northern Ireland) 1986

Made . . . . . 6th May 1986

Coming into operation in accordance with Article 112(2) of the Companies (Northern Ireland) Order 1982

To be laid before Parliament

The Secretary of State, in pursuance of Article 112(1) of the Companies (Northern Ireland) Order 1982(**a**), hereby makes the following Order:

Citation and commencement

1. This Order may be cited as the Companies Acts (Pre-Consolidation Amendments) Order (Northern Ireland) 1986 and shall come into operation under and in accordance with Article 112(2) of the Companies (Northern Ireland) Order 1982.

Interpretation

2. In this Order—

"the Act of 1960" means the Companies Act (Northern Ireland) 1960(**b**);

"the Order of 1978" means the Companies (Northern Ireland) Order 1978(**c**);

"the Order of 1981" means the Companies (Northern Ireland) Order 1981(**d**);

"the Order of 1982" means the Companies (Northern Ireland) Order 1982;

"the Order of 1983" means the Companies (Beneficial Interests) (Northern Ireland) Order 1983(**e**).

Amendments of statutory provisions

3.—(1) The provisions of the Act of 1960 set out in column 2 of Part I of the Schedule shall have effect subject to the amendments set out in column 3 of that Part.

(2) The provisions of the Order of 1978 set out in column 2 of Part II of the Schedule shall have effect subject to the amendments set out in column 3 of that Part.

(3) The provisions of the Order of 1981 set out in column 2 of Part III of the Schedule shall have effect subject to the amendments set out in column 3 of that Part.

(4) The provisions of the Order of 1982 set out in column 2 of Part IV of the Schedule shall have effect subject to the amendments set out in column 3 of that Part.

(5) The provision of the Order of 1983 set out in column 2 of Part V of the Schedule shall have effect subject to the amendment set out in column 3 of that Part.

Tom King
One of Her Majesty's Principal Secretaries of State

Northern Ireland Office
6th May 1986

(a) S.I. 1982/1534 (N.I. 17)
(b) 1960 c. 22 (N.I.)
(c) S.I. 1978/1042 (N.I. 12)
(d) S.I. 1981/838 (N.I. 19)
(e) S.I. 1983/1119 (N.I. 12)

SCHEDULE

PART I

Amendments of the Act of 1960

Amendment No.	*Provision Amended*	*Amendment*
1.	Section 2(4)	For paragraph (*c*) substitute— "(*c*) there must be shown in the memorandum against the name of each subscriber the number of shares he takes.".
2.	Section 7	For subsection (1) substitute— "(1) In the case of an unlimited company having a share capital, the articles must state the amount of share capital with which the company proposes to be registered.". Omit subsections (2) and (3).
3.	Section 18	After subsection (3) insert— "(3A) Where a company changes its name under this section, the change has effect from the date on which the altered certificate of incorporation is issued by the registrar of companies.".
4.	Section 51	In subsection (6) omit the word "and" at the end of paragraph (*a*), omit paragraph (*b*) and after that subsection add the following subsection— "(7) Where a prospectus offers shares for sale— (*a*) subsection (1) applies as if the reference to allotment were a reference to sale; (*b*) subsection (2) does not apply, but— (i) if the permission referred to in subsection (1) has not been applied for as there mentioned, or has been refused as there mentioned, the offeror of the shares shall forthwith repay without interest all money received from applicants in pursuance of the prospectus, and

(ii) if any such money is not repaid within eight days after the offeror becomes liable to repay it, he shall become liable to pay interest on the money due, at the rate of 5 per cent. per annum from the end of the eighth day;

(*c*) subsections (3) to (6) apply, but in subsection (3) for the first reference to the company there shall be substituted a reference to the offeror, and for the reference to the company and every officer of the company who is in default there shall be substituted a reference to any person by or through whom the offer is made and who knowingly and wilfully authorises or permits the default.''.

5. Section 55(4) — In the definition of ''family'', after ''step-children'' insert ''and adopted children''.

6. Section 63 — In subsection (1) after ''notice'' insert ''in the prescribed form''.

7. Section 85 — In subsection (4) for ''to a default fine'' substitute ''on summary conviction to a fine not exceeding one-fifth of the statutory maximum and, for continued contravention, to a daily default fine not exceeding one-fiftieth of the statutory maximum.''.

8. Section 103A — At the end of the section add as a subsection (2)—

''(2) In relation to such a company sections 101 and 102 apply with the substitution, for the reference to the office at which the register of members is kept, of a reference to the company's principal place of business in Northern Ireland.''.

9. Section 116 — After subsection (2) insert the following subsections—

''(2A) The notice required to be given by subsection (2) shall be given within fourteen days of the opening of the office or of the change or discontinuance, as the case may be.

(2B) If default is made in complying with this section the company and every officer of it who is in default is liable on summary conviction to a fine not exceeding one-fifth of the statutory maximum and, for continued contravention, to a daily default fine not exceeding one-fiftieth of the statutory maximum.''.

At the end of subsection (3) add ''and includes the Republic of Ireland.''.

10. Section 117 — After subsection (3) insert the following subsections—

Amendment No.	*Provision Amended*	*Amendment*
		"(3A) If default is made in complying with subsection (3), the company and every officer of it who is in default is liable on summary conviction to a fine not exceeding one-fifth of the statutory maximum and, for continued contravention, to a daily default fine not exceeding one-fiftieth of the statutory maximum. (3B) Where, by virtue of section 107(3)(*b*), the principal register 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 subsection (3)(*b*), he is liable to the same penalty as if he were an officer of the company who was in default.".
11.	Section 118	After "dominion register" insert "(other than such a register kept in Great Britain)".
12.	Section 119	In subsection (1) for "the form set out in Part II of that Schedule" substitute "the prescribed form".
13.	Section 120	In subsection (3) for "annexed to" substitute "included in".
14.	Section 121	In subsection (2) for the words from the beginning to "default fine" substitute— "If a company fails to comply with this section, the company and every officer of the company who is in default shall be liable on summary conviction to a fine not exceeding the statutory maximum or on conviction after continued contravention to a default fine (within the meaning of Article 81(2) of the Companies (Northern Ireland) Order 1981) not exceeding one-tenth of the statutory maximum.".
15.	Section 137(5)	In paragraph (*c*) after the word "resolutions", where it first occurs, insert "or agreements".
16.	Section 140	In subsection (2) as originally enacted for "sixpence" substitute "3 pence".
17.	Section 146	In subsection (4) for the words from "the end of its financial year" to the end of the subsection substitute— "the end of its relevant financial year, that is—

(*a*) if its financial year ends with that of the holding company, that financial year, and

(*b*) if not, the subsidiary's financial year ending last before the end of the financial year of the holding company dealt with in the group accounts,

and with the subsidiary's profit or loss for its relevant financial year.''.

18. Section 146A — In subsection (2) for the words from ''the end of its financial year'' to the end of the subsection substitute—

''the end of its relevant financial year, that is—

(*a*) if its financial year ends with that of the holding company, that financial year, and

(*b*) if not, the subsidiary's financial year ending last before the end of the financial year of the holding company dealt with in the group accounts,

and with the subsidiary's profit or loss for its relevant financial year.''.

19. Section 161 — In subsection (2) for ''business'' substitute ''affairs''.

20. Section 191 — At the end of subsection (2), add—

''(*g*) where the director is a corporation, its corporate name and registered or principal office and particulars of any other directorships held by it or which have been held by it.''.

21. Section 288 — In subsection (1) for ''the presentation of a bankruptcy petition on which he is adjudged'' substitute ''he became''.

22. Section 312 — For subsection (1) substitute the following two subsections—

''(1) When a company is being wound up in Northern Ireland, the court may refer the whole or any part of the examination of witnesses—

(*a*) to a specified county court in Northern Ireland, or

(*b*) to a specified county court in England, or

(*c*) to the sheriff principal for a specified sheriffdom in Scotland,

(''specified'' meaning specified in the order of the winding-up court).

(1A) Any person exercising jurisdiction as a judge of the court to which the reference is made under subsection (1)(*a*) shall be a commissioner for the purposes of this section.''.