1981 No. 361

COMPANIES

The Companies (Registers and other Records) Regulations (Northern Ireland) 1981

Made . . . . . *9th November 1981*

Coming into operation . . . *1st January 1982*

The Department of Commerce, in exercise of the powers conferred on it by Article 148(4) of the Companies (Northern Ireland) Order 1978(a) hereby makes the following regulations:—

Citation and commencement

1. These regulations may be cited as the Companies (Registers and other Records) Regulations (Northern Ireland) 1981 and shall come into operation on 1st January 1982.

Interpretation

2.—(1) In these regulations, unless the context otherwise requires:—

"the Order" means the Companies (Northern Ireland) Order 1978;

"the place for inspection" means, in relation to a register, or a register of holders of debentures of a company, which is kept by recording the matters in question otherwise than in a legible form, the place where the duty to allow inspection of the register is for the time being performed in accordance with these regulations;

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

"register" means a register or other record as is mentioned in section 384(1) of the principal Act;

"the register of directors' interests" means the register required to be kept under Article 39(1) of the Order.

(2) Any reference in these regulations to the duty to allow inspection of a register, or of the register of holders of debentures, is a reference to the duty provided for in Article 148(3) of the Order to allow inspection of, or to furnish, a reproduction of the recording of the register, or of the relevant part of the recording in a legible form.

(3) Any reference in these regulations to the register of interests in voting shares shall be construed as including a reference to the separate part of that register referred to in Article 117(3) of the Order.

Requirements with respect to registers kept otherwise than in a legible form

3.—(1) This regulation applies with respect to any register specified in Schedule 1 which is kept by a company by recording the matters in question otherwise than in a legible form.

(2) The company shall perform the duty to allow inspection of any register to which this regulation applies at a place specified in Schedule 1 in relation to that register.

(a) S.I. 1978/1042 (N.I. 12) (the relevant enabling provision of this Order was brought into operation on 9th November 1981 by S.R. 1981 No. 341 (C. 8))

(b) 1960 c. 22 (N.I.)

(3) In the case of any register to which this regulation applies, the company shall not be required—

(*a*) to keep the register in any place where it is required to be kept under the Companies Acts;

(*b*) to give any notice to the registrar of companies required to be given under the Companies Acts of the place where the register is kept, or of any change in that place, or

(*c*) to include in its annual return any statement required to be given under the Companies Acts of the address of the place where the register is kept.

(4) Where provision is made in the Companies Acts with respect to default in complying with any requirement of those Acts regarding the place where a register specified in Schedule 1 is to be kept, that provision shall have effect in relation to any such register to which this regulation applies as if there were substituted for the reference therein to such default, a reference to default in complying with the requirements of paragraph (2).

Notification of place for inspection of registers

4.—(1) Subject to the provisions of paragraph (3), where a company keeps any register specified in paragraph (2) by recording the matters in question otherwise than in a legible form, the company shall send to the registrar of companies notice, in the form indicated in Part I of Schedule 2, of the place for inspection of that register and of any change in that place.

(2) The registers referred to in paragraph (1) are:—

(*a*) the register of members,

(*b*) the dominion register, and

(*c*) the register of directors' interests.

(3) The company shall not be obliged to give notice under paragraph (1)—

(*a*) where the company changes from keeping a register in a legible form to keeping it otherwise than in a legible form and the place for inspection of the register immediately following the change is the same as the place where the register was kept in a legible form immediately prior to the change, or

(*b*) in the case of a register specified in paragraph (2)(*a*) or (*c*), where since the register first came into existence—

(i) it has been kept by recording the matters in question otherwise than in a legible form, and

(ii) the place for inspection has been the registered office of the company.

(4) Where the register of members of a company is kept by recording the matters in question otherwise than in a legible form and the place for inspection of that register is elsewhere than at the registered office, the company shall include in its annual return a statement of the address of the place for inspection of that register.

(5) Subsection (7) of section 107 of the principal Act shall apply with respect to any default in complying with paragraph (1) as it applies in relation to a default in complying with subsection (5) of that section; and subsection (3) of section 119 of the principal Act shall apply with respect to any failure to comply with paragraph (4) as it applies in relation to a failure to comply with that section.

Requirements with respect to a register of debenture holders kept otherwise than in a legible form

5.—(1) This regulation applies to any register of holders of debentures of a company which is kept by a company by recording the matters in question otherwise than in a legible form.

(2) A company shall not perform the duty to allow inspection of a register to which this regulation applies elsewhere than at—

(*a*) the registered office of the company,

(*b*) any other office of the company at which the work of ensuring that the register is duly made up is done, or

(*c*) if the company arranges with some other person for the carrying out of the work referred to in (*b*) to be undertaken on behalf of the company by that other person, the office of that other person at which the work is done.

(3) The requirements of section 85 of the principal Act (provisions as to registers of debenture holders) and sections 119 and 120 and Schedule 5 to that Act (annual returns) shall not apply to a register to which this regulation applies insofar as they relate to any of the following matters—

(*a*) the place where the register is permitted to be kept,

(*b*) the giving of notice to the registrar of companies of the place where the register is kept or of any change in that place, and

(*c*) the inclusion in the annual return of a statement of the address of the place where the register is kept.

Notification of the place for inspection of registers of debenture holders

6.—(1) Subject to paragraph (2), where the place for inspection of a register to which regulation 5 applies is in Northern Ireland, the company shall send to the registrar of companies, notice in the form indicated in Part II of Schedule 2 of the place for inspection of that register and of any change in that place.

(2) The company shall not be obliged to give notice under paragraph (1)—

(*a*) where a company changes from keeping the register in a legible form to keeping it otherwise than in a legible form and the place for inspection of the register immediately following the change is the same as the place where the register was kept in a legible form immediately prior to the change, or

(*b*) where since the register first came into existence—

(i) it has been kept by recording the matters in question otherwise than in a legible form, and

(ii) the place for inspection has been the registered office of the company.

(3) Where the place for inspection of a register to which regulation 5 applies is situated in Northern Ireland elsewhere than at the registered office of the company, the company shall include in its annual return a statement of the address of that place.

(4) Subsection (3) of section 119 of the principal Act shall apply with respect to any failure to comply with paragraph (3) as it applies in relation to a failure to comply with that section.

Other provisions relating to registers kept otherwise than in a legible form

7.—(1) Where a register or a register of holders of debentures, is kept by recording the matters in question otherwise than in a legible form, any reference to such register in any provision of the Companies Acts relating to the place where a duplicate of such register, another register or duplicate of another register is required to be kept, shall be construed as a reference to the place for inspection of the first mentioned register.

(2) Where the place for inspection of the register of members is the office of some person other than the company and by reason of any default of that person, the company fails to comply with—

(*a*) the provisions of regulation 3 relating to the duty to allow inspection of the index of the register of members, or

(*b*) the provisions of regulation 4 relating to the register of members,

section 111 of the principal Act (consequences of failure to comply with requirements as to register owing to agent's default) shall apply with respect to such failure as it applies in relation to a failure to comply with the provisions specified in that section by reason of any default of the person other than the company, at whose office the register of members is kept.

(3) Where a dominion register is kept by a company by recording the matters in question otherwise than in a legible form, section 117(2) of the principal Act shall have effect as if, for the references to the district and the dominion where that register is kept, there were substituted references to the district and the dominion where the place for inspection of the register is situated.

(4) Where the register of directors' interests is kept by a company by recording the matters in question otherwise than in a legible form, Article 39(13) of the Order shall have effect as if, for the reference to that register, there were substituted a reference to a reproduction of the recording of that register in a legible form.

(5) Where the books of account of a company are kept otherwise than in a legible form and the place for inspection of such books is outside Northern Ireland, section 141(4) of the principal Act shall have effect as if, for the references to the books of account being kept at a place outside Northern Ireland, there were substituted references to the place for inspection of such books being kept at a place outside Northern Ireland.

Sealed with the Official Seal of the Department of Commerce for Northern Ireland on 9th November 1981.

(L.S.) *W. T. McCrory*
Assistant Secretary

SCHEDULE 1 Regulation 3

Places for Performance of Duty to Allow Inspection of Registers Kept Otherwise than in a Legible Form

Statutory Provision	*Register*	*Place*
COMPANIES ACT (NORTHERN IRELAND) 1960		
Section 102(1)	Register of charges	(*a*) Where the register of members is kept otherwise than in a legible form, the place for inspection of that register. (*b*) Where the register of members is kept in a legible form, the place where it is so kept.
Section 107(3) and (4)	Register of members	The registered office of the company provided that— (*a*) if the work of making up the register is done at another office of the company, the place for inspection may be that other office, and (*b*) if the company arranges with some other person for the making up of the register to be undertaken on behalf of the company by that other person, the place for inspection may be the office of that other person at which the work is done; so however that the place for inspection shall not be at a place outside Northern Ireland.
Section 108(3)	Index of the register of members	(*a*) Where the register of members is kept otherwise than in a legible form, the place for inspection of that register. (*b*) Where that register is kept in a legible form, the place where it is so kept.
Section 116(1)	Dominion register	Any place where, but for these regulations, the register would be permitted to be kept under section 116 of the principal Act.
Section 117(3)	Duplicate of dominion register	The registered office of the company.
Section 141(3)	Books of account	The registered office of the company or such other place as the directors of the company think fit.
Section 191(1)	Register of directors and secretaries	(*a*) Where the register of members is kept otherwise than in a legible form, the place of inspection of that register. (*b*) Where the register of members is kept in a legible form, the place where it is so kept.