1972. No. 277 **[C]**

COMPANIES

ORDER, DATED 20TH OCTOBER 1972, MADE BY THE SECRETARY OF STATE UNDER SECTION 4(3)(*a*) OF THE EUROPEAN COMMUNITIES ACT 1972.

WHEREAS by section 4(3)(*a*) of the European Communities Act 1972(**a**) (hereinafter referred to as "the Act") it is provided that where any of the subsequent sections of the Act or any paragraph of schedule 4 to the Act affects or is construed as one with an Act or Part of an Act similar in purpose to provisions having effect only in Northern Ireland, then the Governor of Northern Ireland may by Order in Council make provision corresponding to any made by the section or paragraph:

AND WHEREAS section 9 of the Act is construed as one with the Companies Act 1948(**b**) which is similar in purpose to the Companies Act (Northern Ireland) 1960(**c**) (hereinafter referred as as "the Act of 1960"):

AND WHEREAS by subsection (1)(*a*) of section 1 of the Northern Ireland (Temporary Provisions) Act 1972(**d**) it is provided that so long as that section has effect all functions which apart from that Act belong to the Governor in Council shall be discharged by the Secretary of State:

NOW THEREFORE the Secretary of State in exercise of the powers conferred on him by section 4(3)(*a*) of the Act and by section 1(1)(*a*) of the Northern Ireland (Temporary Provisions) Act 1972 and of all other powers enabling him in that behalf hereby makes the following Order:—

Citation and commencement

1. This Order may be cited as the Companies (European Communities) Order (Northern Ireland) 1972 and shall not come into operation until the entry date except to authorise the making with effect from that date of regulations made by virtue of Article 8.

Interpretation and construction

2.—(1) In this Order—

"the Act" means the European Communities Act 1972;

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

"The Communities" means the European Economic Community, the European Coal and Steel Community and the European Atomic Energy Community;

"entry date" means the date on which the United Kingdom becomes a member of the Communities.

(2) The Interpretation Act (Northern Ireland) 1954(**e**) shall apply to the interpretation of this Order as it applies to the interpretation of an Act of the Parliament of Northern Ireland.

(3) This Order shall be construed as one with the Act of 1960.

(**a**) 1972. c. 68.
(**b**) 11 & 12 Geo. 6. c. 38.
(**c**) 1960. c. 22.
(**d**) 1972. c. 22.
(**e**) 1954. c. 33.

Validity of company transactions

3. In favour of a person dealing with a company in good faith, any transaction decided on by the directors shall be deemed to be one which it is within the capacity of the company to enter into, and the power of the directors to bind the company shall be deemed to be free of any limitation under the memorandum or articles of association; and a party to a transaction so decided on shall not be bound to enquire as to the capacity of the company to enter into it or as to any such limitation on the powers of the directors, and shall be presumed to have acted in good faith unless the contrary is proved.

Pre-incorporation contracts

4. Where a contract purports to be made by a company, or by a person as agent for a company, at a time when the company has not been formed, then subject to any agreement to the contrary the contract shall have effect as a contract entered into by the person purporting to act for the company or as agent for it, and he shall be personally liable on the contract accordingly.

Publication of registered documents

5.—(1) The registrar of companies shall cause to be published in the Belfast Gazette notice of the issue or receipt by him of documents of any of the following descriptions (stating in the notice the name of the company, the description of the document and the date of issue or receipt), that is to say—

(*a*) any certificate of incorporation of a company;

(*b*) any document making or evidencing an alteration in the memorandum or articles of association of a company;

(*c*) any return relating to a company's register of directors, or notification of a change amongst its directors;

(*d*) a company's annual return;

(*e*) any notice of the situation of a company's registered office, or of any change therein;

(*f*) any copy of a winding-up order in respect of a company;

(*g*) any order for the dissolution of a company on a winding up;

(*h*) any return by a liquidator of the final meeting of a company on a winding up;

and in the following provisions of this Article "official notification" means, in relation to anything stated in a document of any of those descriptions, the notification of that document in the Belfast Gazette under this Order and, in relation to the appointment of a liquidator in a voluntary winding up, the notification thereof in the Belfast Gazette under section 275 of the Act of 1960, and "officially notified" shall be construed accordingly.

(2) A company shall not be entitled to rely against other persons on the happening of any of the following events, that is to say—

(*a*) the making of a winding-up order in respect of the company, or the appointment of a liquidator in a voluntary winding up of the company; or

(*b*) any alteration of the company's memorandum or articles of association; or

(*c*) any change among the company's directors; or