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## STATUTORY INSTRUMENTS

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# 1986 No. 1032

## The Companies (Northern Ireland) Order 1986 (revoked)

### <sup>F1F1F1F1</sup>Part VIII

#### Accounts and Audit

##### Chapter 1

##### Provisions Applying to Companies Generally

#### *DIRECTORS' REPORT*

- F1** Order repealed (prosp.) by [Companies Act 2006 \(c. 46\)](#), ss. 1284(2), 1295, 1300(2), [Sch. 16](#) and the repeal being partly in force, as to which see individual Articles (with savings (with adaptations) by Companies Act 2006 (Commencement No. 6, Saving and Commencement Nos. 3 and 5 (Amendment)) Order 2008 (S.I. 2008/674), arts. 2(3), {4}, Sch. 2) and subject to amendments (6.4.2008) by [Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), arts. 2(2), 3(1)(b)(2), [Sch. 1 paras. 135, 147, 148](#) {Sch. 2 Note 1} (with arts. 6, 11, 12) and subject to amendments (6.4.2008) by [S.R. 2008/133](#), {regs. 2, 3}

#### **Duty to prepare directors' report**

**242.**—(1) The directors of a company shall for each financial year prepare a report (a “directors' report”) complying with the general requirements of Article 242ZZA, and containing the business review specified in Article 242ZZB.

(2) For a financial year in which—

- (a) the company is a parent company, and
- (b) the directors of the company prepare group accounts,

the directors' report must be a consolidated report (a “group directors' report”) relating, to the extent specified in the following provisions of this Part, to the company and its subsidiary undertakings included in the consolidation.

<sup>F1</sup>(3) A group directors' report may, where appropriate, give greater emphasis to the matters that are significant to the company and its subsidiary undertakings included in the consolidation, taken as a whole.

(4) In the case of a quoted company, a directors' report need not contain any information included in the operating and financial review for that financial year (see Article 242AA).

(5) If a directors' report does not comply with the provisions of this Part relating to the preparation and contents of the report, every director of the company who—

- (a) knew that it did not comply or was reckless as to whether it complied, and
  - (b) failed to take all reasonable steps to secure compliance with the provision in question,
- is guilty of an offence and liable to a fine.

*Status: Point in time view as at 01/01/2006.*

*Changes to legislation: There are currently no known outstanding effects for the The Companies (Northern Ireland) Order 1986 (revoked), Cross Heading: DIRECTORS' REPORT. (See end of Document for details)*

F1 prosp. insertion by 2005 NI 17

### **Directors' report: general requirements**

**242ZZA.**—(1) The directors' report for a financial year must state—

- (a) the names of the persons who, at any time during the financial year, were directors of the company,
- (b) the principal activities of the company in the course of the year, and
- (c) the amount (if any) that the directors recommend should be paid by way of dividend.

(2) In relation to a group directors' report paragraph (1)(b) has effect as if the reference to the company was a reference to the company and its subsidiary undertakings included in the consolidation.

(3) The report must also comply with Schedule 7 as regards the disclosure of the matters mentioned there.

(4) In Schedule 7—

Part I relates to matters of a general nature, including changes in asset values, directors' shareholdings and other interests and contributions for political and charitable purposes;

Part II relates to the acquisition by a company of its own shares or a charge on them;

Part III relates to the employment, training and advancement of disabled persons;

Part V relates to the involvement of employees in the affairs, policy and performance of the company;

Part VI relates to the company's policy and practice on the payment of creditors.

### **Directors' report: business review**

**242ZZB.**—(1) The directors' report for a financial year must contain—

- (a) a fair review of the business of the company, and
- (b) a description of the principal risks and uncertainties facing the company.

(2) The review required is a balanced and comprehensive analysis of—

- (a) the development and performance of the business of the company during the financial year, and
- (b) the position of the company at the end of that year,

consistent with the size and complexity of the business.

(3) The review must, to the extent necessary for an understanding of the development, performance or position of the business of the company, include—

- (a) analysis using financial key performance indicators, and
- (b) where appropriate, analysis using other key performance indicators, including information relating to environmental matters and employee matters.

(4) The review must, where appropriate, include references to, and additional explanations of, amounts included in the annual accounts of the company.

(5) In this Article, “key performance indicators” means factors by reference to which the development, performance or position of the business of the company can be measured effectively.

(6) In relation to a group directors' report this Article has effect as if the references to the company were references to the company and its subsidiary undertakings included in the consolidation.

F2

**F2** prosp. rep. by 2005 NI 17 (which amendment repealed (6.4.2008) by Companies Act 2006 (c. 46), s. 1295, Sch. 16; S.I. 2007/3495, art. 8(a), Sch. 2 Pt. 2)

### Approval and signing of directors' report

**242A**<sup>F3</sup>.—(1) The directors' report shall be approved by the board of directors and signed on behalf of the board by a director or the secretary of the company.

(2) Every copy of the directors' report which is laid before the company in general meeting, or which is otherwise circulated, published or issued, shall state the name of the person who signed it on behalf of the board.

(3) The copy of the directors' report which is delivered to the registrar shall be signed on behalf of the board by a director or the secretary of the company.

(4) If a copy of the directors' report—

(a) is laid before the company, or otherwise circulated, published or issued, without the report having been signed as required by this Article or without the required statement of the signatory's name being included, or

(b) is delivered to the registrar without being signed as required by this Article,

the company and every officer of it who is in default is guilty of an offence and liable to a fine.

**F3** mod. SR 1994/133

**Status:**

Point in time view as at 01/01/2006.

**Changes to legislation:**

There are currently no known outstanding effects for the The Companies (Northern Ireland) Order 1986 (revoked), Cross Heading: DIRECTORS' REPORT.