
EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations amend the Companies (Tables A to F) Regulations (Northern Ireland) 1986 and apply to a company registered on or after 1st October 2007 which adopts Table A or Table C as Articles of Association.

Part 2 makes amendments to Table A which apply to all companies—

regulation 3(2) widens the definition of “the Order” which means the Companies (Northern Ireland) Order 1986 to include provisions of the Companies Act 2006 (“the 2006 Act”);

regulation 3(3) omits regulation 36 from Table A as references to extraordinary general meetings have no meaning under the 2006 Act;

regulation 3(4) amends regulation 37 of Table A to reflect the change in timing for calling a meeting provided by section 304 of the 2006 Act;

regulation 3(5) omits regulation 53 from Table A as it conflicts with section 281(1) of the 2006 Act for private companies and with section 281(2) of the 2006 Act for public companies;

regulation 3(6) omits the reference to extraordinary resolution in regulation 117 of Table A as this has no meaning under the 2006 Act.

Part 3 makes amendments to Table A which apply to private companies limited by shares only—

regulation 4(2) amends regulation 38 of Table A so as to omit references which are inapplicable to private companies under the 2006 Act. Similarly, regulations 4(4) and 4(5) amend regulations 60 and 61 of Table A so as to remove references to annual and extraordinary general meetings for private companies;

regulation 4(3) amends regulation 40 of Table A to reflect section 318 of the 2006 Act which sets a quorum for a meeting of one qualifying person in the case of a single member company;

regulations 4(6) to 4(11) omit or amend regulations 73 to 80 of Table A to reflect the fact that the 2006 Act does not contain provisions on the appointment and retirement of directors by rotation.

Part 4 makes amendments to Table A which apply to public companies limited by shares only. Regulations 5(2) to 5(4) amend regulations 38, 60 and 61 of Table A by omitting references to extraordinary general meetings.

Part 5 (regulation 6) amends Table C so that the version of Table A which, as modified by Table C, applies to companies limited by guarantee is the version of Table A which applies to private companies limited by shares.

An informal Keeling schedule, containing a version of Table A as it applies to a private company limited by shares; Table A as it applies to a public company limited by shares and Table C as amended by these Regulations, has been prepared as an accompaniment to these Regulations and is available on the Department’s Companies Registry website.

An impact assessment has not been produced for these Regulations as no impact on the private or voluntary sectors is foreseen.