

STATUTORY INSTRUMENTS

1986 No. 1032

The Companies (Northern Ireland) Order 1986 (revoked)

Part VIII

Accounts and Audit

Chapter 1

Provisions Applying to Companies Generally

[^{F1}Laying and delivering of accounts and reports]

F1 1990 NI 5

F1 Order repealed (prosp.)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}

[^{F2}Accounts and reports to be laid before company in general meeting

249 ^{F3}—(1) The directors of a company shall in respect of each financial year lay before the company in general meeting [^{F4} copies of—

(a) the company's annual accounts,

(b) the directors' report,

(ba) ^{F5}

(c) (in the case of a quoted company) the directors' remuneration report, and

[the auditors' report on those accounts and that directors' report and (in the case of a quoted ^{F6}(d) company) on ^{F7} . . . the auditable part of that directors' remuneration report.]]

(2) If the requirements of paragraph (1) are not complied with before the end of the period allowed for laying and delivering accounts and reports, every person who immediately before the end of that period was a director of the company is guilty of an offence and liable to a fine and, for continued contravention, to a daily default fine.

(3) It is a defence for a person charged with such an offence to prove that he took all reasonable steps for securing that those requirements would be complied with before the end of that period.

(4) It is not a defence to prove that the documents in question were not in fact prepared as required by this Part.]

Status: Point in time view as at 31/03/2006.

Changes to legislation: There are currently no known outstanding effects for the The Companies (Northern Ireland) Order 1986 (revoked), Cross Heading: Laying and delivering of accounts and reports. (See end of Document for details)

- F2** Arts. 249, 250, 250A, 251, 252 and cross-heading inserted by 1990 NI 5, **art. 13**
- F3** mod. SR 1994/133
- F4** SR 2005/56
- F5** Art. 249(1)(ba) omitted (31.3.2006) by virtue of Companies (1986 Order) (Operating and Financial Review) (Repeal) Regulations (Northern Ireland) 2006 (S.R. 2006/94), reg. 2(2), **Sch. para. 7(a)**
- F6** SR 2005/61
- F7** Words in art. 249(1)(d) omitted (31.3.2006) by virtue of Companies (1986 Order) (Operating and Financial Review) (Repeal) Regulations (Northern Ireland) 2006 (S.R. 2006/94), reg. 2(2), **Sch. para. 7(b)**

[^{F8}Members' approval of directors' remuneration report

249A.—(1) This Article applies to every company that is a quoted company immediately before the end of a financial year.

(2) In this Article “the meeting” means the general meeting of the company before which the company's annual accounts for the financial year are to be laid.

(3) The company must, prior to the meeting, give to the members of the company entitled to be sent notice of the meeting notice of the intention to move at the meeting, as an ordinary resolution, a resolution approving the directors' remuneration report for the financial year.

(4) Notice under paragraph (3) shall be given to each such member in any manner permitted for the service on him of notice of the meeting.

(5) The business that may be dealt with at the meeting includes the resolution.

(6) The existing directors must ensure that the resolution is put to the vote of the meeting.

(7) Paragraph (5) has effect notwithstanding—

- (a) any default in complying with paragraphs (3) and (4);
- (b) anything in the company's articles.

(8) No entitlement of a person to remuneration is made conditional on the resolution being passed by reason only of the provision made by this Article.

(9) In the event of default in complying with the requirements of paragraphs (3) and (4), every officer of the company who is in default is guilty of an offence and liable to a fine.

(10) If the resolution is not put to the vote of the meeting, each existing director is guilty of an offence and liable to a fine.

(11) If an existing director is charged with an offence under paragraph (10), it is a defence for him to prove that he took all reasonable steps for securing that the resolution was put to the vote at the meeting.

(12) In this Article “existing director” means a person who, immediately before the meeting, is a director of the company.]

- F8** Art. 249A inserted by SR 2005/56, reg. 7

[^{F9}Accounts and reports to be delivered to the registrar

250^{F10}.—(1^{F11} The directors of a company shall in respect of each financial year deliver to the registrar]^{F12} a copy of—

- (a) the company's annual accounts,
- (b) the directors' report,

(ba) ^{F13}

(c) (in the case of a quoted company) the directors' remuneration report, and

[the auditors' report on those accounts and that directors' report and (in the case of a quoted ^{F14}(d) company) on ^{F15} . . . the auditable part of that directors' remuneration report.]

(2) If the requirements of paragraph (1) are not complied with before the end of the period allowed for laying and delivering accounts and reports, every person who immediately before the end of that period was a director of the company is guilty of an offence and liable to a fine and, for continued contravention, to a daily default fine.

(3) Further, if the directors of the company fail to make good the default within 14 days after the service of a notice on them requiring compliance, the court may on the application of any member or creditor of the company or of the registrar, make an order directing the directors (or any of them) to make good the default within such time as may be specified in the order. The court's order may provide that all costs of and incidental to the application shall be borne by the directors.

(4) It is a defence for a person charged with an offence under this Article to prove that he took all reasonable steps for securing that the requirements of paragraph (1) would be complied with before the end of the period allowed for laying and delivering accounts and reports.

(5) It is not a defence in any proceedings under this Article to prove that the documents in question were not in fact prepared as required by this Part.]

F9	Arts. 249, 250, 250A, 251, 252 and cross-heading inserted by 1990 NI 5, art. 13
F10	mod. SR 1994/133
F11	prosp. mod. by 2005 NI 17
F12	SR 2005/56
F13	Art. 250(1)(ba) omitted (31.3.2006) by virtue of Companies (1986 Order) (Operating and Financial Review) (Repeal) Regulations (Northern Ireland) 2006 (S.R. 2006/94), reg. 2(2), Sch. para. 8(a)
F14	SR 2005/61
F15	Words in art. 250(1)(d) omitted (31.3.2006) by virtue of Companies (1986 Order) (Operating and Financial Review) (Repeal) Regulations (Northern Ireland) 2006 (S.R. 2006/94), reg. 2(2), Sch. para. 8(b)

[^{F16}Civil penalty for failure to deliver accounts

250A ^{F17}.—(1) Where the requirements of Article 250(1) are not complied with before the end of the period allowed for laying and delivering accounts and reports, the company is liable to a civil penalty.

This is in addition to any liability of the directors under Article 250.

(2) The amount of the penalty is determined by reference to the length of the period between the end of the period allowed for laying and delivering accounts and reports and the day on which the requirements are complied with, and whether the company is a public or private company, as follows:—

^{F18} Length of period]	^{F18} Public company]	^{F18} Private company]
^{F18} Not more than 3 months.]	^{F18} £500]	^{F18} £100]
^{F18} More than 3 months but not more than 6 months.]	^{F18} £1,000]	^{F18} £250]

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[^{F18} More than 6 months but not more than 12 months.]	[^{F18} £2,000]	[^{F18} £500]
[^{F18} More than 12 months.]	[^{F18} £5,000]	[^{F18} £1,000]

(3) The penalty may be recovered by the registrar and shall be paid by him into the Consolidated Fund.

(4) It is not a defence in proceedings under this Article to prove that the documents in question were not in fact prepared as required by this Part.]

F16 Arts. 249, 250, 250A, 251, 252 and cross-heading inserted by 1990 NI 5, art. 13
F17 mod. SR 1994/133
F18 1990 NI 5

[^{F19}Delivery and publication of accounts in ECUs

250B ^{F20}.—(1) The amounts set out in the annual accounts of a company may also be shown in the same accounts translated into ECUs.

(2) When complying with Article 250, the directors of a company may deliver to the registrar an additional copy of the company's annual accounts in which the amounts have been translated into ECUs.

(3) In both cases—

- (a) the amounts must have been translated at the relevant exchange rate prevailing on the balance sheet date, and
- (b) that rate must be disclosed in the notes to the accounts.

(4) For the purposes of Article 248 any additional copy of the company's annual accounts delivered to the registrar under paragraph (2) shall be treated as statutory accounts of the company and, in the case of such a copy, references in Article 248 to the auditors' report under Article 243 shall be read as references to the auditors' report on the annual accounts of which it is a copy.

(5) In this Article —

“ECU” means a unit with a value equal to the value of the unit of account known as the ecu used in the European Monetary System, and

“relevant exchange rate” means the rate of exchange used for translating the value of the ecu for the purposes of that System.]

F19 SR 1992/503
F20 mod. SR 1994/133

Art. 251 rep. by SR 2004/496

[^{F21}Period allowed for laying and delivering accounts and reports

252 ^{F22}.—(1) The period allowed for laying and delivering accounts and reports is—

- (a) for a private company, 10 months after the end of the relevant accounting reference period, and
- (b) for a public company, 7 months after the end of that period.

This is subject to the following provisions of this Article.

(2) If the relevant accounting reference period is the company's first and is a period of more than 12 months, the period allowed is—

- (a) 10 months or 7 months, as the case may be, from the first anniversary of the incorporation of the company, or
- (b) 3 months from the end of the accounting reference period,

whichever last expires.

Para. (3) rep. by SR 2004/496

(4) If the relevant accounting period is treated as shortened by virtue of a notice given by the company under Article 233 (alteration of accounting reference date), the period allowed for laying and delivering accounts is that applicable in accordance with the above provisions or 3 months from the date of the notice under that Article, whichever last expires.

(5) If for any special reason the Department thinks fit it may, on an application made before the expiry of the period otherwise allowed, by notice in writing to a company extend that period by such further period as may be specified in the notice.

(6) In this Article “the relevant accounting reference period” means the accounting reference period by reference to which the financial year for the accounts in question was determined.]

F21 Arts. 249, 250, 250A, 251, 252 and cross-heading inserted by 1990 NI 5, **art. 13**

F22 mod. SR 1994/133

Modifications etc. (not altering text)

C1 Art. 252 modified (1.10.2007 with effect as mentioned in Sch. 4 para. 19(8) of the amending S.I.) by Companies Act 2006 (Commencement No. 3, Consequential Amendments, Transitional Provisions and Savings) Order 2007 (S.I. 2007/2194), arts. 1(3), 10(1), **Sch. 4 para. 19(4)** (with art. 12)

Status:

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Changes to legislation:

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