
STATUTORY INSTRUMENTS

1986 No. 1032

The Companies (Northern Ireland) Order 1986 (revoked)

PART XX

WINDING UP OF COMPANIES REGISTERED UNDER THIS ORDER OR THE FORMER COMPANIES ACTS

F1 Order repealed (prosp.)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}

CHAPTER I - V - Rep. by 1989 NI 19

CHAPTER VI

PROVISIONS AS TO DISSOLUTION

Power of court to declare dissolution of company void

602^{F1}.—(1) Where a company has been dissolved, the court may^{F2}. . . , on an application made for the purpose by the liquidator of the company or by any other person appearing to the court to be interested, make an order, on such terms as the court thinks fit, declaring the dissolution to have been void.

(2) Thereupon such proceedings may be taken as might have been taken if the company had not been dissolved.

(3) It is the duty of the person on whose application the order was made, within 7 days after its making (or such further time as the court may allow), to deliver to the registrar for registration an office copy of the order.

If the person fails to do so, he is liable to a fine and, for continued contravention, to a daily default fine.

[^{F2}(4) Subject to the following provisions, an application under this Article may not be made after the end of the period of two years from the date of the dissolution of the company.

(5) An application for the purpose of bringing proceedings against the company—

- (a) for damages in respect of personal injuries (including any sum claimed by virtue of section 14(2)(c) of the Law Reform (Miscellaneous Provisions) Act (Northern Ireland) 1937 (funeral expenses)), or
- (b) for damages under the Fatal Accidents (Northern Ireland) Order 1977,

Status: Point in time view as at 27/03/2006.

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may be made at any time; but no order shall be made on such an application if it appears to the court that the proceedings would fail by virtue of any statutory provision as to the time within which proceedings must be brought.

(6) Nothing in paragraph (5) affects the power of the court on making an order under this Article to direct that the period between the dissolution of the company and the making of the order shall not count for the purposes of any such statutory provision.

(7) In paragraph (5)(a) “personal injuries” includes any disease and any impairment of a person's physical or mental condition.]

F1 mod. by SR 2004/307

F2 1990 NI 10

Modifications etc. (not altering text)

C1 Art. 602(1) modified (prosp.) by Charities Act (Northern Ireland) 2008 (c. 12), ss. 95(3), 185(1)

Registrar may strike defunct company off register

603.—(1) If the registrar has reasonable cause to believe that a company is not carrying on business or in operation, he may send to the company by post a letter inquiring whether the company is carrying on business or in operation.

(2) If the registrar does not within one month of sending the letter receive any answer to it, he shall within 14 days after the expiration of that month send to the company by registered post or recorded delivery service a letter referring to the first letter, and stating that no answer to it has been received, and that if an answer is not received to the second letter within one month from its date, a notice will be published in the Belfast Gazette with a view to striking the company's name off the register

(3) If the registrar either receives an answer to the effect that the company is not carrying on business or in operation, or does not within one month after sending the second letter receive any answer, he may publish in the Belfast Gazette, and send to the company by post, a notice that at the expiration of 3 months from the date of that notice the name of the company mentioned in it will, unless cause is shown to the contrary, be struck off the register and the company will be dissolved.

(4) If, in a case where a company is being wound up, the registrar has reasonable cause to believe either that no liquidator is acting, or that the affairs of the company are fully wound up, and the returns required to be made by the liquidator have not been made for a period of 6 consecutive months, the registrar shall publish in the Belfast Gazette and send to the company or the liquidator (if any) a like notice as is provided in paragraph (3).

(5) At the expiration of the time mentioned in the notice the registrar may, unless cause to the contrary is previously shown by the company, strike its name off the register, and shall publish notice of this in the Belfast Gazette; and on the publication of that notice in the Belfast Gazette the company is dissolved.

(6) However—

- (a) ^{F3} the liability (if any) of every director, managing officer and member of the company continues and may be enforced as if the company has not been dissolved, and
- (b) nothing in paragraph (5) or sub-paragraph (a) affects the power of the court to wind up a company the name of which has been struck off the register.

(7) A notice to be sent to a liquidator under this Article may be addressed to him at his last known place of business; and a letter or notice to be sent under this Article to a company may be addressed to the company at its registered office, or if no office has been registered, to the care of some officer of the company.

If there is no officer of the company whose name and address are known to the registrar, the letter or notice may be sent to each of the persons who subscribed the memorandum, addressed to him at the address mentioned in the memorandum.

F3 mod. by SR 2004/307

Modifications etc. (not altering text)

C2 Art. 603(2) modified (prosp.) by Charities Act (Northern Ireland) 2008 (c. 12), ss. 95(4), 185(1)

Registrar may strike private company off register on application

603A ^{F4}.—(1 ^{F4} On application by a private company, the registrar may strike the company's name off the register.

(2) An application by a company under this Article shall—

- (a) ^{F4} be made on its behalf by its directors or by a majority of them,
- (b) ^{F4} be in the prescribed form, and
- (c) contain the prescribed information.

(3) The registrar shall not strike a company off under this Article until after the expiration of 3 months from the publication by him in the Belfast Gazette of a notice—

- (a) stating that he may exercise his power under this Article in relation to the company, and
- (b) inviting any person to show cause why he should not do so.

(4) Where the registrar strikes a company off under this Article, he shall publish notice of that fact in the Belfast Gazette.

(5) On the publication in the Belfast Gazette of a notice under paragraph (4), the company to which the notice relates is dissolved.

(6 ^{F4} However, the liability (if any) of every director, managing officer and member of the company continues and may be enforced as if the company had not been dissolved.

(7) Nothing in this Article affects the power of the court to wind up a company the name of which has been struck off the register.

F4 mod. by SR 2004/307

Duties in connection with making application under Article 603A

603B.—(1) A person shall not make an application under Article 603A on behalf of a company if, at any time in the previous 3 months, the company has—

- (a) changed its name,
- (b) traded or otherwise carried on business,
- (c) made a disposal for value of property or rights which, immediately before ceasing to trade or otherwise carry on business, it held for the purpose of disposal for gain in the normal course of trading or otherwise carrying on business, or
- (d) engaged in any other activity, except one which is—
 - (i) necessary or expedient for the purpose of making an application under Article 603A, or deciding whether to do so,
 - (ii) necessary or expedient for the purpose of concluding the affairs of the company,

Status: Point in time view as at 27/03/2006.

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

- (iii) necessary or expedient for the purpose of complying with any statutory requirement, or
- (iv) specified for the purposes of this head by the Department by order made subject to negative resolution.

(2) For the purposes of paragraph (1), a company shall not be treated as trading or otherwise carrying on business by virtue only of the fact that it makes a payment in respect of a liability incurred in the course of trading or otherwise carrying on business.

(3) A person shall not make an application under Article 603A on behalf of a company at a time when any of the following is the case—

- (a) an application has been made to the court under Article 418 on behalf of the company for the sanctioning of a compromise or arrangement and the matter has not been finally concluded;
- (b) a voluntary arrangement in relation to the company has been proposed under Part II of the Insolvency (Northern Ireland) Order 1989 and the matter has not been finally concluded;
- [^{F5}(c) the company is in administration under Part III of that Order;
- (ca) an application to the court for an administration order in respect of the company has been made and not finally dealt with or withdrawn;
- (cb) a copy of notice of intention to appoint an administrator of the company under paragraph 15 of Schedule B1 to that Order has been filed with the court and neither of the events mentioned in paragraph 45(2)(a) and (b) of that Schedule has occurred;
- (cc) a copy of notice of intention to appoint an administrator of the company under paragraph 23 of that Schedule has been filed with the court and neither of the events mentioned in paragraph 45(4)(a) and (b) of that Schedule has occurred;]
- (d) the company is being wound up under Part V of that Order, whether voluntarily or by the court, or a petition under that Part for the winding up of the company by the court has been presented and not finally dealt with or withdrawn;
- (e) there is a receiver or manager of the company's property.

(4) For the purposes of paragraph (3)(a), the matter is finally concluded if—

- (a) the application has been withdrawn,
- (b) the application has been finally dealt with without a compromise or arrangement being sanctioned by the court, or
- (c) a compromise or arrangement has been sanctioned by the court and has, together with anything required to be done under any provision made in relation to the matter by order of the court, been fully carried out.

(5) For the purposes of paragraph (3)(b), the matter is finally concluded if—

- (a) ^{F6} no meetings are to be summoned under Article 16 of the Insolvency (Northern Ireland) Order 1989,
- (b) ^{F6} meetings summoned under that Article fail to approve the arrangement with no, or the same, modifications,
- (c) ^{F6} an arrangement approved by meetings summoned under that Article, or in consequence of a direction under Article 19(4)(b) of that Order, has been fully implemented, or
- (d) ^{F6} the court makes an order under paragraph (5) of Article 19 of that Order revoking approval given at previous meetings and, if the court gives any directions under paragraph (6) of that Article, the company has done whatever it is required to do under those directions.

(6) A person who makes an application under Article 603A on behalf of a company shall secure that a copy of the application is given, within 7 days from the day on which the application is made, to every person who, at any time on that day, is—

- (a) a member of the company,
- (b) an employee of the company,
- (c) a creditor of the company,
- (d) a director of the company,
- (e) a manager or trustee of any pension fund established for the benefit of employees of the company, or
- (f) a person of a description specified for the purposes of this sub-paragraph by regulations made by the Department.

(7) Paragraph (6) shall not require a copy of the application to be given to a director who is a party to the application.

(8) The duty imposed by paragraph (6) shall cease to apply if the application is withdrawn before the end of the period for giving the copy application.

(9) The Department may by order, made subject to negative resolution, amend paragraph (1) for the purpose of altering the period in relation to which the doing of the things mentioned in sub-paragraphs (a) to (d) of that paragraph is relevant.

- F5** Art. 603B(3)(c)-(cc) substituted (27.3.2006) for art. 603B(3)(c) by [Insolvency \(Northern Ireland\) Order 2005 \(S.I. 2005/1455 \(N.I. 10\)\)](#), arts. 1(3), 3(3), Sch. 2 para. 16; S.R. 2006/21, **art. 2** (with S.R. 2006/22, arts. 2-7)
- F6** mod. by SR 2004/307

Modifications etc. (not altering text)

- C3** Art. 603B(6) modified (prosp.) by [Companies \(Audit, Investigations and Community Enterprise\) \(Northern Ireland\) Order 2005 \(S.I. 2005/1967 \(N.I. 17\)\)](#), **arts. 1(2), 49(3)**

Directors' duties following application under Article 603A

603C.—(1) Paragraph (2) applies in relation to any time after the day on which a company makes an application under Article 603A and before the day on which the application is finally dealt with or withdrawn.

(2) ^{F7} A person who is a director of the company at the end of a day on which a person other than himself becomes—

- (a) a member of the company,
- (b) an employee of the company,
- (c) a creditor of the company,
- (d) ^{F7} a director of the company,
- (e) a manager or trustee of any pension fund established for the benefit of employees of the company, or
- (f) a person of a description specified for the purposes of this sub-paragraph by regulations made by the Department,

shall secure that a copy of the application is given to that person within 7 days from that day.

(3) The duty imposed by paragraph (2) shall cease to apply if the application is finally dealt with or withdrawn before the end of the period for giving the copy application.

Status: Point in time view as at 27/03/2006.

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(4) Paragraph (5) applies where, at any time on or after the day on which a company makes an application under Article 603A and before the day on which the application is finally dealt with or withdrawn—

- (a) the company—
 - (i) changes its name,
 - (ii) trades or otherwise carries on business,
 - (iii) makes a disposal for value of any property or rights other than those which it was necessary or expedient for it to hold for the purpose of making, or proceeding with, an application under Article 603A, or
 - (iv) engages in any other activity, except one to which paragraph (6) applies;
- (b) an application is made to the court under Article 418 on behalf of the company for the sanctioning of a compromise or arrangement;
- (c) a voluntary arrangement in relation to the company is proposed under Part II of the Insolvency (Northern Ireland) Order 1989;
- [^{F8}(d) an application to the court for an administration order in respect of the company is made under paragraph 13 of Schedule B1 to that Order;
- (da) an administrator is appointed in respect of the company under paragraph 15 or 23 of that Schedule;
- (db) a copy of notice of intention to appoint an administrator of the company under paragraph 15 or 23 of that Schedule is filed with the court;]
- (e) there arise any of the circumstances in which, under Article 70(1) of that Order, the company may be voluntarily wound up;
- (f) a petition is presented for the winding up of the company by the court under Part V of that Order; or
- (g) a receiver or manager of the company's property is appointed.

(5)^{F7} A person who, at the end of a day on which an event mentioned in any of sub-paragraphs (a) to (g) of paragraph (4) occurs, is a director of the company shall secure that the company's application is withdrawn forthwith.

- (6) This paragraph applies to any activity which is—
- (a) necessary or expedient for the purpose of making, or proceeding with, an application under Article 603A,
 - (b) necessary or expedient for the purpose of concluding affairs of the company which are outstanding because of what has been necessary or expedient for the purpose of making, or proceeding with, such an application,
 - (c) necessary or expedient for the purpose of complying with any statutory requirement, or
 - (d)^{F7} specified for the purposes of this paragraph by the Department by order made subject to negative resolution.

(7) For the purposes of paragraph (4)(a), a company shall not be treated as trading or otherwise carrying on business by virtue only of the fact that it makes a payment in respect of a liability incurred in the course of trading or otherwise carrying on business.

F7 mod. by SR 2004/307

F8 [Art. 603C\(4\)\(d\)-\(db\)](#) substituted (27.3.2006) for art. 603C(4)(d) by [Insolvency \(Northern Ireland\) Order 2005 \(S.I. 2005/1455 \(N.I. 10\)\)](#), arts. 1(3), 3(3), Sch. 2 para. 17; S.R. 2006/21, [art. 2](#) (with S.R. 2006/22, arts. 2-7)

Articles 603B and 603C: supplementary provisions

603D^{F9}.—(1) For the purposes of section 24 of the Interpretation Act (Northern Ireland) 1954 (which relates to the service of documents by post) in its application to a document required to be given to any person under Article 603B(6) or 603C(2), the principal office of a body corporate or partnership which—

- (a) is incorporated or formed under the law of a country or territory outside the United Kingdom, and
- (b) has a place of business in the United Kingdom,

shall be taken to be its principal office in the United Kingdom.

(2) Where a creditor of the company has more than one place of business, section 24(2) of the Act of 1954 shall have effect, so far as concerns the giving of a document to him under Article 603B(6) or 603C(2), as if for paragraphs (b) and (c) there were substituted—

- “(b) it is left, or sent by post to him in accordance with subsection (1), at each place of business of his with which the company has had dealings in relation to a matter by virtue of which he is a creditor of the company.”

(3) An order or regulations under Article 603B or 603C may make such transitional provisions as the Department considers appropriate.

(4) For the purposes of Articles 603B and 603C, an application under Article 603A is withdrawn if notice of withdrawal in the prescribed form is given to the registrar.

(5) In Articles 603B and 603C, "disposal" includes part disposal.

(6) In Articles 603B and 603C and this Article, "creditor" includes a contingent or prospective creditor.

F9 mod. by SR 2004/307

Articles 603B and 603C: enforcement

603E^{F10}.—(1) A person who breaches or fails to perform a duty imposed on him by Article 603B or 603C is guilty of an offence and liable to a fine.

(2) A person who fails to perform a duty imposed on him by Article 603B(6) or 603C(2) with the intention of concealing the making of the application in question from the person concerned is guilty of an offence and liable to imprisonment or a fine, or both.

(3) In any proceedings for an offence under paragraph (1) consisting of breach of a duty imposed by Article 603B(1) or (3), it shall be a defence for the accused to prove that he did not know, and could not reasonably have known, of the existence of the facts which led to the breach.

(4) In any proceedings for an offence under paragraph (1) consisting of failure to perform the duty imposed by Article 603B(6), it shall be a defence for the accused to prove that he took all reasonable steps to perform the duty.

(5) In any proceedings for an offence under paragraph (1) consisting of failure to perform a duty imposed by Article 603C(2) or (5) it shall be a defence for the accused to prove—

- (a) that at the time of the failure he was not aware of the fact that the company had made an application under Article 603A, or
- (b) that he took all reasonable steps to perform the duty.

F10 mod. by SR 2004/307

Status: Point in time view as at 27/03/2006.

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Other offences connected with Article 603A

603F^{F11}.—(1) Where a company makes an application under Article 603A, any person who, in connection with the application, knowingly or recklessly furnishes any information to the registrar which is false or misleading in a material particular is guilty of an offence and liable to a fine.

(2) Any person who knowingly or recklessly makes an application to the registrar which purports to be an application under Article 603A, but which is not, is guilty of an offence and liable to a fine.

F11 mod. by SR 2004/307

Objection to striking off by person aggrieved

604^{F12}.—(1) This Article applies if a company or any member or creditor of it feels aggrieved by the company having been struck off the register.

(2) The court, on an application by the company or the member or creditor made before the expiration of 20 years from publication in the Belfast Gazette of notice under Article 603, may, if satisfied that the company was at the time of the striking off carrying on business or in operation, or otherwise that it is just that the company be restored to the register, order the company's name to be restored.

[^{F13}(2A) Paragraphs (2B) and (2D) apply if a company has been struck off the register under Article 603A.

(2B) The court, on an application by a notifiable person made before the expiration of 20 years from publication in the Belfast Gazette of notice under Article 603A(4), may, if satisfied—

- (a) that any duty under Article 603B or 603C with respect to the giving to that person of a copy of the company's application under Article 603A was not performed,
- (b) that the making of the company's application under Article 603A involved a breach of duty under Article 603B(1) or (3), or
- (c) that it is for some other reason just to do so,

order the company's name to be restored to the register.

(2C) In paragraph (2B), “notifiable person” means a person to whom a copy of the company's application under Article 603A was required to be given under Article 603B or 603C.

(2D) The court, on an application by the Department made before the expiration of 20 years from publication in the Belfast Gazette of notice under Article 603A(4), may, if satisfied that it is in the public interest to do so, order the company's name to be restored.]

(3) On an office copy of [^{F13} an order under paragraph (2), (2B) or (2D)] being delivered to the registrar for registration the company [^{F13} to which the order relates] is deemed to have continued in existence as if its name had not been struck off; and the court may by the order give such directions and make such provisions as seem just for placing the company and all other persons in the same position (as nearly as may be) as if the company's name had not been struck off.

F12 mod. by SR 2004/307

F13 1994 c. 40

Property of dissolved company to be a bona vacantia

605^{F14}.—^{F15F16}(1) When a company is dissolved, all property and rights whatsoever vested in or held on trust for the company immediately before its dissolution (including leasehold property, but

not including property held by the company on trust for any other person) are deemed to be bona vacantia and—

- (a) accordingly belong to the Crown, and
- (b) vest and may be dealt with in the same manner as other bona vacantia accruing to the Crown.

(2) Except as provided by Article 606, the foregoing provisions of this Article have effect subject and without prejudice to any order made by the court under Article 602 or 604.

F14 mod. 1986 c. 53

F15 mod. prosp. by 1992 c. 40

F16 mod. by SR 2004/307

Effect on Article 605 of company's revival after dissolution

606 ^{F17}—^{F18F19}(1) The Crown, in whom any property or right is vested by Article 605, may dispose of, or an interest in, that property or right notwithstanding that an order may be made under Article 602 or 604.

- (2) Where such an order is made—
- (a) it does not affect the disposition (but without prejudice to the order so far as it relates to any other property or right previously vested in or held on trust for the company), and
 - (b) the Crown shall pay to the company an amount equal to—
 - (i) the amount of any consideration received for the property or right, or interest therein, or
 - (ii) the value of any such consideration at the time of the disposition,

or if no consideration was received, an amount equal to the value of the property, right or interest disposed of, as at the date of the disposition.

(3) This Article applies in relation to the disposition of any property, right or interest on or after 1st July 1983, whether the company concerned was dissolved before, on or after that day.

F17 mod. 1986 c. 53

F18 mod. prosp. by 1992 c. 40

F19 mod. by SR 2004/307

Crown disclaimer of property vesting as bona vacantia

607 ^{F20}—^{F21F22}(1) Where any property vests in the Crown under Article 605 the Crown's title to it under that Article may be disclaimed by a notice signed by the Treasury Solicitor.

(2) The right to execute a notice of disclaimer under this Article may be waived by or on behalf of the Crown either expressly or by taking possession or other act evincing that intention.

- (3) A notice of disclaimer under this Article is of no effect unless it is executed—
- (a) within 12 months of the date on which the vesting of the property under Article 605 came to the notice of the Treasury Solicitor, or
 - (b) if an application in writing is made to the Treasury Solicitor by any person interested in the property requiring him to decide whether he will or will not disclaim, within a period of 3 months after the receipt of the application or such further period as may be allowed by the court.

Status: Point in time view as at 27/03/2006.

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(4) A statement in a notice of disclaimer of any property under this Article that the vesting of it came to the notice of the Treasury Solicitor on a specified date, or that no such application as is mentioned in paragraph (3)(b) was received by him with respect to the property before a specified date, is sufficient evidence of the fact stated, until the contrary is proved.

(5) A notice of disclaimer under this Article shall be delivered to the registrar for registration; and copies of it shall be published in the Belfast Gazette and sent to any persons who have given the Treasury Solicitor notice that they claim to be interested in the property.

F20 mod. 1986 c. 53
F21 mod. prosp. by 1992 c. 40
F22 mod. by SR 2004/307

Effect of Crown disclaimer under Article 607

608 ^{F23} ^{F24F25} Where notice of disclaimer is executed under Article 607 as respects any property, that property is deemed not to have vested in the Crown under Article 605 and as regards that property, [^{F26} Article 152(3) and Articles 153 to 156 of the Insolvency Order shall apply] as if the property had been disclaimed by the liquidator under [^{F26} that Article 152] immediately before the dissolution of the company.

F23 mod. 1986 c. 53
F24 mod. prosp. by 1992 c. 40
F25 mod. by SR 2004/307
F26 1989 NI 19

Liability for rentcharge on company's land after dissolution

609 ^{F27} ^{F28F29} (1) [^{F30} Article 154 of the Insolvency Order shall apply] to land which by operation of law vests subject to a rentcharge in the Crown or any other person on the dissolution of a company as it applies to land so vesting on a disclaimer under [^{F30} that Article].

(2) In this Article “company” includes any body corporate.

F27 mod. 1986 c. 53
F28 mod. prosp. by 1992 c. 40
F29 mod. by SR 2004/307
F30 1989 NI 19

Arts. 610-624 rep. by 1989 NI 19

CHAPTER VII - rep. by 1989 NI 19

Status:

Point in time view as at 27/03/2006.

Changes to legislation:

There are currently no known outstanding effects for the The Companies (Northern Ireland) Order 1986 (revoked), PART XX.