
STATUTORY INSTRUMENTS

1986 No. 1032

The Companies (Northern Ireland) Order 1986 (revoked)

PART XXV

MISCELLANEOUS AND SUPPLEMENTARY PROVISIONS

F1 Order repealed (prosp.)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}

Arts. 665#666 rep. by 2003 NI 17

Unregistered companies

667.—(1) The provisions of this Order specified in the first column of Schedule 21 (relating respectively to the matters specified in the second column of the Schedule) apply to all bodies corporate incorporated in and having a principal place of business in Northern Ireland, other than those mentioned in paragraph (2), as if they were companies registered under this Order, but subject to any limitations mentioned in relation to those provisions respectively in the third column and to such adaptations and modifications (if any) as may be specified by regulations made by the Department.

- (2) The said provisions do not apply by virtue of this Article to any of the following—
- (a) any body incorporated by or registered under any statutory provision,
 - (b) any body not formed for the purpose of carrying on a business which has for its object the acquisition of gain by the body or its individual members,
 - (c) any body for the time being exempted by direction of the Department.
- [^{F1}(d) any open#ended investment company within the meaning of the [Open#Ended Investment Companies Regulations \(Northern Ireland\) 2004](#).]

(3) Where against any provision of this Order specified in the first column of Schedule 21 there appears in the third column the entry “Subject to Article 667(3)”, it means that the provision is to apply by virtue of this Article so far only as may be specified by regulations made by the Department and to such bodies corporate as may be so specified.

(4) The provisions specified in the first column of the Schedule also apply in like manner in relation to any unincorporated body of persons entitled by virtue of letters patent to any of the privileges conferred by the Chartered Companies Act 1837 and not registered under any other statutory provision, but subject to the like exceptions as are provided for in the case of bodies corporate by paragraph (2)(b) and (c).

Status: Point in time view as at 01/10/2007.

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

(5) This Article does not repeal or revoke in whole or in part any statutory provision, royal charter or other instrument constituting or regulating any body in relation to which the said provisions are applied by virtue of this Article or restrict the power of Her Majesty to grant a charter in lieu of or supplementary to any such charter as aforesaid; but, in relation to any such body, the operation of any such statutory provision, charter or instrument is suspended in so far as it is inconsistent with any of the said provisions as they apply for the time being to that body.

F1 SR 2004/335

Power of company to provide for employees on cessation or transfer of business

668.—(1) The powers of a company include (if they would not otherwise do so apart from this Article) power to make the following provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries, that is to say, provision in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

(2) The power conferred by paragraph (1) is exercisable notwithstanding that its exercise is not in the best interests of the company.

(3) The power which a company may exercise by virtue only of paragraph (1) shall only be exercised by the company if sanctioned—

- (a) in a case not falling within sub-paragraph (b) or (c), by an ordinary resolution of the company, or
- (b) if so authorised by its memorandum or articles, by a resolution of the directors, or
- (c) if its memorandum or articles require the exercise of the power to be sanctioned by a resolution of the company of some other description for which more than a simple majority of the members voting is necessary, with the sanction of a resolution of that description;

and in any case after compliance with any other requirements of its memorandum or articles applicable to its exercise.

(4) Any payment which may be made by a company under this Article may, if made before the commencement of any winding up of the company, be made out of profits of the company which are available for dividend.

Certain companies to publish periodical statement

669. ^{F2}

F2 Art. 669 repealed (6.4.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), Sch. 16; S.I. 2006/3428, arts. 4(2)(a), 7(c), Sch. 4 Pt. 2 (subject to art. 5, Sch. 1 and with arts. 6, 8, Sch. 5)

Production and inspection of books where offence suspected

670.—(1) This Article applies if, on an application made in accordance with rules of court to the High Court by the Director of Public Prosecutions for Northern Ireland, the Department or a chief superintendent of the Royal Ulster Constabulary there is shown to be reasonable cause to believe that any person has, while an officer of a company, committed an offence in connection with the management of the company's affairs and that evidence of the commission of the offence is to be found in any books or papers of or under the control of the company.

(2) An order may be made—

- (a) authorising any person named in it to inspect the books or papers in question, or any of them, for the purpose of investigating and obtaining evidence of the offence, or
 - (b) ^{F3} requiring the secretary of the company or such other officer of it as may be named in the order to produce the books or papers (or any of them) to a person named in the order at a place so named.
- (3) Paragraph (2) applies also in relation to any books or papers of a person carrying on the business of banking so far as they relate to the company's affairs, as it applies to any books or papers of or under the control of the company, except that no such order as is referred to in paragraph (2) (b) shall be made by virtue of this paragraph.
- (4) The decision of the High Court on an application under this Article is not appealable.

F3 mod. by SR 2004/307

Form of company registers, etc.

671 ^{F4}.—(1) Any register, index, minute book or accounting records required by the Companies Orders to be kept by a company may be kept either by making entries in bound books or by recording the matters in question in any other manner.

(2) Where any such register, index, minute book or accounting record is not kept by making entries in a bound book, but by some other means, adequate precautions shall be taken for guarding against falsification and facilitating its discovery.

(3) If default is made in complying with paragraph (2), the company and every officer of it who is in default is liable to a fine and, for continued contravention, to a daily default fine.

F4 mod. by SR 2004/307

Use of computers for company records

672.—(1) The power conferred on a company by Article 671 to keep a register or other record by recording the matters in question otherwise than by making entries in bound books includes power to keep the register or other record by recording those matters otherwise than in a legible form, so long as the recording is capable of being reproduced in a legible form.

(2) ^{F5} Any provision of an instrument made by a company before 1st January 1982 which requires a register of holders of the company's debentures to be kept in a legible form is to be read as requiring the register to be kept in a legible or non-legible form.

(3) If any such register or other record of a company as is mentioned in Article 671(1), or a register of holders of a company's debentures, is kept by the company by recording the matters in question otherwise than in a legible form, any duty imposed on the company by this Order to allow inspection of, or to furnish a copy of, the register or other record or any part of it is to be treated as a duty to allow inspection of, or to furnish, a reproduction of the recording or of the relevant part of it in a legible form.

(4) The Department may by regulations make such provision in addition to paragraph (3) as it considers appropriate in connection with such registers or other records as are mentioned in that paragraph and are kept as there mentioned; and the regulations may make modifications of provisions of this Order relating to such registers or other records.

F5 mod. by SR 2004/307

Status: Point in time view as at 01/10/2007.

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

[^{F6}Obligations of company as to inspection of registers, &c.

672A ^{F7}.—(1) The Department may make provision by regulations as to the obligations of a company which is required by any provision of this Order—

- (a) to make available for inspection any register, index or document, or
- (b) to provide copies of any such register, index or document, or part of it;

and a company which fails to comply with the regulations shall be deemed to have refused inspection or, as the case may be, to have failed to provide a copy.

(2) The regulations may make provision as to the time, duration and manner of inspection, including the circumstances in which and extent to which the copying of information is permitted in the course of inspection.

(3) The regulations may define what may be required of the company as regards the nature, extent and manner of extracting or presenting any information for the purposes of inspection or the provision of copies.

(4) Where there is power to charge a fee, the regulations may make provision as to the amount of the fee and the basis of its calculation.

(5) Nothing in any provision of this Order or in the regulations shall be construed as preventing a company from affording more extensive facilities than are required by the regulations or, where a fee may be charged, from charging a lesser fee than that prescribed or no fee at all.]

F6 [Art. 672A](#) inserted 1990 NI 10, [art. 77](#)

F7 mod. by SR 2004/307

Service of documents

673. A document may be served on a company by leaving it at, or sending it by post to, the company's registered office.

Costs and expenses in actions by certain limited companies

674 ^{F8}. Where a limited company is plaintiff in an action or other legal proceeding, the court having jurisdiction in the matter may, if it appears by credible testimony that there is reason to believe that the company will be unable to pay the defendant's costs if successful in his defence, require sufficient security to be given for those costs, and may stay all proceedings until the security is given.

F8 mod. by SR 2004/307

Power of court to grant relief in certain cases

675.—(1 ^{F9} If in any proceedings for negligence, default, breach of duty or breach of trust against an officer of a company or a person employed by a company as auditor (whether he is or is not an officer of the company) it appears to the court hearing the case that that officer or person is or may be liable in respect of the negligence, default, breach of duty or breach of trust, but that he has acted honestly and reasonably, and that having regard to all the circumstances of the case (including those connected with his appointment) he ought fairly to be excused for the negligence, default, breach of duty or breach of trust, that court may relieve him, either wholly or partly, from his liability on such terms as it thinks fit.

(2 ^{F9} If any such officer or person as mentioned in paragraph (1) has reason to apprehend that any claim will or might be made against him in respect of any negligence, default, breach of duty

or breach of trust, he may apply to the court for relief; and the court on the application has the same power to relieve him as under this Article it would have had if it had been a court before which proceedings against that person for negligence, default, breach of duty or breach of trust had been brought.

(3) Where the case to which paragraph (1) applies is being tried by a judge with a jury, the judge, after hearing the evidence, may, if he is satisfied that the defendant ought in pursuance of that paragraph to be relieved either in whole or in part from the liability sought to be enforced against him, withdraw the case in whole or in part from the jury and forthwith direct judgement to be entered for the defendant on such terms as to costs or expenses or otherwise as the judge may think proper.

F9 mod. by SR 2004/307

Enforcement of High Court orders

676^{F10}. Orders made by the High Court under this Order may be enforced in the same manner as orders made in an action pending in that court.

F10 mod. by SR 2004/307

Annual report by the Department

677.^{F11}

F11 Art. 677 repealed (6.4.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), Sch. 16; S.I. 2006/3428, arts. 4(2)(a), 7(c), Sch. 4 Pt. 2 (subject to art. 5, Sch. 1 and with arts. 6, 8, Sch. 5)

Punishment of offences

678^{F12}.—(1) Schedule 23 has effect with respect to the way in which offences under this Order are punishable on conviction.

(2) In relation to an offence under a provision of this Order specified in the first column of the Schedule (the general nature of the offence being described in the second column), the third column shows whether the offence is punishable on conviction on indictment, or on summary conviction, or either in the one way or the other.

(3) The fourth column of the Schedule shows, in relation to an offence, the maximum punishment by way of fine or imprisonment under this Order which may be imposed on a person convicted of the offence in the way specified in relation to it in the third column (that is to say, on indictment or summarily), a reference to a period of years or months being to a term of imprisonment of that duration.

(4) The fifth column shows (in relation to an offence for which there is an entry in that column) that a person convicted of the offence after continued contravention is liable to a daily default fine; that is to say, he is liable on a second or subsequent summary conviction of the offence to the fine specified in that column for each day on which the contravention is continued (instead of the penalty specified for the offence in the fourth column of the Schedule).

(5) For the purpose of any provision of the Companies Orders which provides that an officer of a company^{F13} or other body] who is in default is liable to a fine or penalty, the expression “officer who is in default” means any officer of the company^{F13} or other body] who knowingly and wilfully authorises or permits the default, refusal or contravention mentioned in that provision.

Status: Point in time view as at 01/10/2007.

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

F12 mod. by SR 2004/307

F13 1990 NI 10

Modifications etc. (not altering text)

C1 Art. 678(4) applied (temp.) (15.12.2007) by [Companies \(Cross-Border Mergers\) Regulations 2007 \(S.I. 2007/2974\)](#), reg. 4, **Sch. 1 para. 2**

C2 Art. 678(5) applied (temp.) (15.12.2007) by [Companies \(Cross-Border Mergers\) Regulations 2007 \(S.I. 2007/2974\)](#), reg. 4, **Sch. 1 para. 2**

Summary proceedings

679^{F14}.—(1) Summary proceedings for any offence under the Companies Orders may (without prejudice to any jurisdiction exercisable apart from this paragraph) be taken against a body corporate at any place at which the body has a place of business, and against any other person at any place at which he is for the time being.

(2) Notwithstanding anything in Article 19(1)(a) of the Magistrates' Courts (Northern Ireland) Order 1981, a magistrates' court shall have jurisdiction to hear and determine a complaint charging the commission of a summary offence under the Companies Orders provided that the complaint is made within 3 years from the time when the offence was committed and within 12 months from the date on which evidence, sufficient in the opinion of the Director of Public Prosecutions for Northern Ireland or the Department (as the case may be) to justify the proceedings, comes to his or the Department's knowledge.

(3) For the purposes of this Article, a certificate of the Director of Public Prosecutions for Northern Ireland or the Department (as the case may be) as to the date on which such evidence as is referred to in paragraph (2) came to his or its knowledge is conclusive evidence.

F14 mod. by SR 2004/307

Modifications etc. (not altering text)

C3 Art. 679 applied (temp.) (15.12.2007) by [Companies \(Cross-Border Mergers\) Regulations 2007 \(S.I. 2007/2974\)](#), reg. 4, **Sch. 1 para. 2**

Prosecution by public authorities

680.—(1)^{F15} In respect of an offence under any of Articles 218,^[F16 253E,]^{F17} 332, 337,^{F18} 440 to 444 and 448 proceedings shall not be instituted except by or with the consent of the appropriate authority.

(2) That authority is—

- (a)^{F15} for an offence under any of Articles 218,^[F16 253E,]^{F17} 332 and 337, the Department or the Director of Public Prosecutions for Northern Ireland,
- (b)^{F15} for an offence under any of Articles^{F18} 440 to 444, either one of those two persons or the Industrial Assurance Commissioner for Northern Ireland, and
- (c)^{F15} for an offence under Article 448, the Department.

(3)^{F15} Where proceedings are instituted under the Companies Orders against any person by the Director of Public Prosecutions for Northern Ireland or by or on behalf of the Department, nothing in those Orders is to be taken to require any person to disclose any information which he is entitled to refuse to disclose on grounds of legal professional privilege.

- F15 mod. by SR 2004/307
- F16 2004 c.27
- F17 prosp. insertion. 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)
- F18 prosp. subst. by 2005 NI 17

Modifications etc. (not altering text)

- C4 Art. 680(3) applied (temp.) (15.12.2007) by Companies (Cross-Border Mergers) Regulations 2007 (S.I. 2007/2974), reg. 4, Sch. 1 para. 2

[^{F19}Offences by bodies corporate

680A.—(1 ^{F20} For the purposes of offences under any of Articles 218, 224(3), [^{F21} 253E(3)^{F22}], 401B(1)^{F23} or 440 to 444, section 20(2) of the Interpretation Act (Northern Ireland) 1954 applies with the omission of the words “the liability of whose members is limited” and where the affairs of a body corporate are managed by its members, applies in relation to the acts and defaults of a member in connection with his functions of management as if he were a director of the body corporate.

(2) In paragraph (1) and in section 20(2) of the Interpretation Act (Northern Ireland) 1954 as it applies by virtue of paragraph (1) “director” includes a shadow director.]

- F19 1990 NI 10, art. 20
- F20 mod. by SR 2004/307
- F21 2004 c.27
- F22 prosp. insertion by 2005 NI 17
- F23 prosp. subst. by 2005 NI 17

[^{F24}Criminal proceedings against unincorporated bodies

680B ^{F25}.—(1) Proceedings for an offence alleged to have been committed under any of Articles [^{F26} 253E(3), ^{F27F28} 397A(3), 401B(1) or ^{F29} 440 to 444 by an unincorporated body shall be brought in the name of that body (and not in that of any of its members), and for the purposes of any such proceedings any rules of court relating to the service of documents apply as if that body were a corporation.

(2) A fine imposed on an unincorporated body on its conviction of such an offence shall be paid out of the funds of that body.

(3) Section 18 of the Criminal Justice Act (Northern Ireland) 1945 and Article 166 of and Schedule 4 to the Magistrates' Courts (Northern Ireland) Order 1981 (procedure on charge of offence against a corporation) apply in a case in which an unincorporated body is charged with such an offence as they apply in the case of a corporation.

(4) Where such an offence committed by a partnership is proved to have been committed with the consent or connivance of, or to be attributable to any neglect on the part of, a partner, he as well as the partnership is guilty of the offence and liable to be proceeded against and punished accordingly.

(5) Where such an offence committed by an unincorporated body (other than a partnership) is proved to have been committed with the consent or connivance of, or to be attributable to any neglect on the part of, any officer of the body or any member of its governing body, he as well as the body is guilty of the offence and liable to be proceeded against and punished accordingly.]

- F24 1990 NI 10, art. 20

Status: Point in time view as at 01/10/2007.

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

F25 mod. by SR 2004/307

F26 2004 c.27

F27 prosp. insertion. 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**)

F28 prosp. rep. by 2005 NI 17

F29 prosp. subst. by 2005 NI 17

Modifications etc. (not altering text)

C5 Art. 680B applied (temp.) (15.12.2007) by Companies (Cross-Border Mergers) Regulations 2007 (S.I. 2007/2974), reg. 4, **Sch. 1 para. 2**

Regulations

681 ^{F30}.—(1) Subject to paragraph (4), the Department may make regulations for prescribing anything which is authorised or required by the Companies Orders to be prescribed.

(2) Regulations under those Orders may contain such consequential, incidental or supplementary provisions as the Department thinks appropriate.

(3) Save as otherwise expressly provided by those Orders, all regulations under them shall be subject to negative resolution.

Para. (4) rep. by 1989 NI 19

F30 mod. by SR 2004/307

Status:

Point in time view as at 01/10/2007.

Changes to legislation:

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