

SCHEDULES

SCHEDULE 20

Article 638

EFFECT OF REGISTRATION UNDER ARTICLE 629

F1 Order repealed (prosp.)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}

Interpretation

1. In this Schedule—

“registration” means registration in pursuance of Article 629, and

“instrument” includes deed of settlement, contract of copartnership and letters patent.

Vesting of property

2. All property belonging to or vested in the company at the date of its registration passes to and vests in the company on registration for all the estate and interest of the company in the property.

Existing liabilities

3. Registration does not affect the company's rights or liabilities in respect of any debt or obligation incurred, or contract entered into by, to, with, or on behalf of, the company before registration.

Pending actions at law

4.—(1) All actions and other legal proceedings which at the time of the company's registration are pending by or against the company, or the public officer or any member of it, may be continued in the same manner as if the registration had not taken place.

(2) However, execution shall not issue against the effects of any individual member of the company on any judgement, decree or order obtained in such an action or proceeding; but in the event of the company's property and effects being insufficient to satisfy the judgement, decree or order, an order may be obtained for winding up the company.

Status: Point in time view as at 01/01/2006.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), SCHEDULE 20. (See end of Document for details)

The company's constitution

5.—(1) All provisions contained in any statutory provision or other instrument constituting or regulating the company are deemed to be conditions and regulations of the company, in the same manner and with the same incidents as if so much of them as would, if the company had been formed under this Order, have been required to be inserted in the memorandum, were contained in a registered memorandum, and the residue were contained in registered articles.

(2) The provisions brought in under this paragraph include, in the case of a company registered as a company limited by guarantee, those of the resolution declaring the amount of the guarantee; and they include also the statement under Article 630(5)(a), and any statement under Article 633(2).

6.—(1) All the provisions of this Order apply to the company, and to its members, contributories and creditors, in the same manner in all respects as if it had been formed under this Order, subject as follows.

(2) Table A does not apply unless adopted by special resolution.

(3) Provisions relating to the numbering of shares do not apply to any joint stock company whose shares are not numbered.

(4) Subject to the provisions of this Schedule, the company does not have power—

- (a) to alter any provision contained in a statutory provision relating to the company,
- (b) without the sanction of the Department, to alter any provision contained in letters patent relating to the company.

(5) The company does not have power to alter any provision contained in a royal charter or letters patent with respect to the company's objects.

[^{F1}(6) Where by virtue of sub-paragraph (4) or (5) a company does not have power to alter a provision, it does not have power to ratify acts of the directors in contravention of the provision.]

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Capital structure

7. Provisions of this Order with respect to—

- (a) the registration of an unlimited company as limited,
- (b) the powers of an unlimited company on registration as a limited company to increase the nominal amount of its share capital and to provide that a portion of its share capital shall not be capable of being called up except in the event of winding up, and
- (c) the power of a limited company to determine that a portion of its share capital shall not be capable of being called up except in that event,

apply, notwithstanding any provisions contained in a statutory provision, royal charter or other instrument constituting or regulating the company.

Supplementary

8. Nothing in paragraphs 5 to 7 authorises a company to alter any such provisions contained in an instrument constituting or regulating the company as would, if the company had originally been formed under this Order, have been required to be contained in the memorandum and are not authorised to be altered by this Order.

9. None of the provisions of this Order (except Article 454(3)) derogates from any power of altering the company's constitution or regulations which may, by virtue of any statutory provision or other instrument constituting or regulating it, be vested in the company.

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), SCHEDULE 20.