

1979 No. 191 (C. 8)

COMPANIES

**The Companies (1978 Order) (Commencement No. 2) Order
(Northern Ireland) 1979**

Made 5th June 1979

The Department of Commerce, in exercise of the powers conferred on it by Article 1(1) of the Companies (Northern Ireland) Order 1978(a) read with paragraph 2(1)(b) of Schedule 1 to the Northern Ireland Act 1974(b), hereby makes the following Order:

Citation

1. This Order may be cited as the Companies (1978 Order) (Commencement No. 2) Order (Northern Ireland) 1979.

Commencement

2. The provisions of the Companies (Northern Ireland) Order 1978 specified in the first column of the Schedule hereto shall insofar as they confer power to make regulations and orders come into operation on 18th June 1979 and shall for other purposes and to the extent mentioned in that Schedule come into operation on 31st July 1979.

Sealed with the Official Seal of the Department of Commerce for Northern Ireland on 5th June 1979.

(L.S.)

W. T. McCrory
Assistant Secretary

(a) S.I. 1978/1042 (N.I. 12)
(b) 1974 c. 28

SCHEDULE

Provisions of the Order	Subject matter of provisions
Article 2(2) to (6)	Interpretation.
Article 34	Miscellaneous amendments of principal Act concerning accounts and audit.
Article 35	Penalization of dealing by director of a company in options to buy or sell listed shares in, or listed debentures of, the company or associated companies.
Article 36	Directors' service contracts, or memorandums thereof, to be open to inspection by company's members.
Article 37	Obligation of director of a company to notify it of interests of his in shares in, or debentures of, the company or associated companies.
Article 38	Rules for giving effect to Article 37(1).
Article 39	Provisions for securing that information furnished under Article 37, and certain other information about directors' interests, is recorded and made available.
Article 40	Extension of Article 35 to spouses and children.
Article 41	Extension of Article 37 to spouses and children.
Article 42	Duty of company to notify recognised stock exchange of acquisition, etc., of its securities by director.
Article 43	Investigation of share dealings.
Article 57	Statement of first directors and secretary to be delivered on application for registration of company.
Article 58	Notification of changes in directors and secretary, etc.
Article 59	Removal of prohibition on body corporate being director of a company.
Article 60	Abolition of requirement that appointment of directors of private company must be voted on individually.

Provisions of the Order	Subject matter of provisions
Article 61	Removal of director of private company holding office for life.
Article 64	Prohibition of loans to directors to apply to private companies but not to subsidiaries where director is holding company.
Article 85	Preferential payments.
Article 89	Exemption of certain documents from stamp duty.
Article 98	Increase of monetary limits relating to winding up.
Article 100	Extension of Department's power of investigation under section 159 of the principal Act.
Article 101	Power of inspectors to secure attendance of persons for purposes of investigation.
Article 102	Power of inspectors to inform Department of matters tending to show commission of offence.
Article 103	Proceedings on inspectors' report.
Article 104	Expenses of investigation of company's affairs.
Article 105	Investigation into ownership of company.
Article 106	Extension of Department's powers of investigation to certain bodies incorporated outside Northern Ireland.
Article 107	Power of Department to require production of documents.
Article 108	Entry and search of premises.
Article 109	Provision for security of information.
Article 110	Penalization of destruction, mutilation, etc., of company documents.
Article 111	Penalization of furnishing false information under Article 107.
Article 112	Saving for solicitors and bankers.
Article 113	Restriction of institution of proceedings in respect of offences under Articles 107 to 111.

Provisions of the Order	Subject matter of provisions
Article 114	Obligation of persons to notify company of acquisition, changes in amounts of, and disposal of shares in the company carrying unrestricted voting rights.
Article 115	Power to amend percentage referred to in Article 114.
Article 116	Power of company to require disclosure of beneficial interests in its voting shares.
Article 117	Provision for securing that information furnished under Articles 114 to 116 is recorded and made available.
Article 118	Limited companies may be re-registered as unlimited.
Article 119	Unlimited companies may be re-registered as limited.
Article 120	Cesser of section 16 of the principal Act.
Article 121	Regulation of name under which Part X company may carry on business in Northern Ireland.
Article 125(1), except insofar as it amends section 52(1)(a) of the Companies Act (Northern Ireland) 1960(c)	Use of prescribed forms for notices, etc., under the principal Act.
Article 125(2), except insofar as it relates to the form provided for the purposes of section 52(1)(a) of the Companies Act (Northern Ireland) 1960	
Article 126	Size, durability and legibility of documents delivered to registrar.
Article 127	Power of registrar to accept information on microfilm, etc.
Article 131	Registered office of company.
Article 133	Exemption from prohibition imposed by section 377 of the principal Act of formation of banking partnerships with more than ten members.
Article 136	Power of Department to require company to abandon misleading name.

Provisions of the Order	Subject matter of provisions
Article 137	Exemption from obligation to print certain resolutions.
Article 139	Increase of maximum charges for copies of registers of debenture holders, debenture trust deeds and registers of members.
Article 140	Application of Part III of the principal Act to companies incorporated outside Northern Ireland.
Article 143	Amendments to section 137 of the principal Act.
Article 145	Application of this Order to certain companies not formed under the principal Act.
Article 146	Fees payable to registrar.
Article 149	Summary proceedings.
Article 150	Admissibility in evidence of certain matter.
Article 151	Application of certain supplementary provisions of the principal Act to this Order.
Article 152	Regulations and orders.
Article 153(1), insofar as it relates to the amendment of the statutory provisions mentioned below in relation to Schedule 6	Minor and consequential amendments.
Article 153(2), insofar as it relates to the repeal of the statutory provisions mentioned below in relation to Schedule 7	Repeals.
Article 153(4)	Saving for offences under enactments repealed or revoked.
Schedule 3	Monetary limits relating to winding up.
Schedule 4, except insofar as it relates to the amendment of section 52(1)(a) of the Companies Act (Northern Ireland) 1960	Prescribed forms for principal Act.
Schedule 6, Part I, insofar as it amends the following provisions of the Companies Act (Northern Ireland) 1960, namely:—	Amendments to the principal Act.

Provisions of the Order	Subject matter of provisions
<p>sections 15(2) (except to the extent that that subsection has effect in relation to a statutory declaration in a case where the memorandum of a company has been delivered to the registrar before the commencement of this Order), 38(7)(b), 39(1)(b), 51(1), 52(1)(a), 300, 358, 365(8)(b), 366(1)(b), 381(6), 389(1), 391 and 392,</p> <p>in Schedule 1, regulation 112 in Part I of Table A and Article 57 of Table C, regulation 129 in Part I of Table A and Article 64 of Table C,</p> <p>in Schedule 1, regulation 7 in Part II of Table A,</p> <p>in Schedule 3, paragraph 6,</p> <p>Schedule 11;</p> <p>Schedule 6, Part II, insofar as it amends Article 47 of the Insurance Companies (Northern Ireland) Order 1976(d).</p> <p>Schedule 7, insofar as it provides for the repeal of or of words in, the following provisions:—</p> <p>(a) section 16 of the Companies Act (Northern Ireland) 1960,</p> <p>in section 18(2) of that Act, the words "If a company" to the end of the subsection,</p> <p>in section 29 of that Act, the words "subsection (1) of section one hundred and fifty-two",</p> <p>section 65(1)(g) of that Act,</p> <p>in section 72(2) of that Act, the words "Subject to subsection (7)",</p> <p>sections 72(7) and 104 of that Act,</p> <p>in section 137(2) of that Act, the word "private",</p> <p>sections 137(5)(e) and 143(7) of that Act,</p> <p>in section 152(1) of that Act, the words "in the case of a company not being a private company",</p> <p>section 152(2) of that Act,</p> <p>in section 152(7) of that Act, the words "or subsection (2)",</p> <p>section 152(8)(b) of that Act,</p>	<p>Miscellaneous amendments.</p> <p>Repeals.</p>

Provisions of the Order	Subject matter of provisions
<p>in section 169(1) of that Act, the words "after the expiration of three months from the commencement of this Act",</p> <p>section 169(2) of that Act,</p> <p>in section 172(1) of that Act, the words from "shall not be capable" to "articles and" and the words "the registration of the articles or",</p> <p>sections 172(4), 176(5), 181(1)(a) and 186 of that Act,</p> <p>in section 189(1) of that Act, the words "one hundred and eighty-six and",</p> <p>sections 189(2) and 208 of that Act,</p> <p>in section 350(2) of that Act, the words "or marriage of any female contributory" and "and to the liabilities of husbands and wives",</p> <p>section 390 of that Act,</p> <p>in section 399(4) of that Act, the word "not",</p> <p>sections 403(5) and 403(9)(d) of that Act,</p> <p>Schedule 14 to that Act;</p>	
<p>(b) section 3 of the Companies (Amendment) Act (Northern Ireland) 1963(e);</p>	
<p>(c) sections 18, 19 and 20 of the Protection of Depositors Act (Northern Ireland) 1964(f);</p>	
<p>(d) in Schedule 2 to the Miscellaneous Transferred Excise Duties Act (Northern Ireland) 1972(g), in paragraph 14(1), paragraph (b), the word "or" immediately preceding that paragraph and the words "or company",</p> <p>in Schedule 2 to that Act, paragraph 14(2)(b);</p>	
<p>(e) in section 41(1)(d) of the Finance Act 1972(h), the words "or section 287 of the Companies Act (Northern Ireland) 1960" and "or section 92 of the Act of 1960",</p> <p>in section 41(2)(d) of that Act, the words "or section 287 of the Act of 1960" and "or section 92 of the Act of 1960",</p>	

(e) 1963 c. 25 (N.I.)

(f) 1964 c. 22 (N.I.)

(g) 1972 c. 11 (N.I.)

(h) 1972 c. 41

Provisions of the Order	Subject matter of provisions
<p>in Schedule 7 to that Act, in paragraph 18(1)(d), the words "or section 287 of the Companies Act (Northern Ireland) 1960" and "or section 92 of the Act of 1960",</p> <p>in Schedule 7 to that Act, in paragraph 18(2)(d), the words "or section 287 of the Act of 1960" and "or section 92 of the Act of 1960";</p> <p>(f) in Schedule 2 to the Social Security (Consequential Provisions) Act 1975(i), paragraph 80;</p> <p>(g) in Schedule 5 to the Social Security Pensions (Northern Ireland) Order 1975(j), paragraph 5;</p> <p>(h) Articles 42 and 43, 47(3), (4) and (5), 48 to 52 and 72(4) to (6) and (10) of the Insurance Companies (Northern Ireland) Order 1976, in Schedule 1 to that Order, the amendments to the Companies Act (Northern Ireland) 1960;</p> <p>(i) Article 43(1)(a) of the Industrial Relations (No. 2) (Northern Ireland) Order 1976(k);</p> <p>(j) Articles 1(2) and 3 of the Preferential Payments in Insolvency (Northern Ireland) Order 1977(l);</p> <p>(k) in Part I of Schedule 15 to the Rates (Northern Ireland) Order 1977(m), paragraph 12;</p>	

(i) 1975 c. 18

(j) S.I. 1975/1503 (N.I. 15)

(k) S.I. 1976/2147 (N.I. 28)

(l) S.I. 1977/1253 (N.I. 20)

(m) S.I. 1977/2157 (N.I. 28)

EXPLANATORY NOTE

(This note is not part of the Order, but is intended to indicate its general purport.)

This Order brings into operation provisions of the Companies (Northern Ireland) Order 1978 which—

- (a) penalize dealings by directors, their spouses or children in certain options and require the disclosure to the company of their interests in shares in, or debentures of, the company or associated companies;
- (b) give the Department new powers to inspect the books and papers of companies and extend the existing powers of the Department and inspectors to investigate the affairs of companies;
- (c) require the notification to listed companies of the acquisition or disposal of substantial interests in shares carrying unrestricted voting rights and provide that the notified information be made available for inspection;
- (d) provide for the re-registration of limited companies as unlimited companies and vice versa;
- (e) give the Department additional powers of control over the names of companies;
- (f) amend the law relating to the delivery of certain documents to the registrar of companies;
- (g) otherwise amend the Companies Act (Northern Ireland) 1960.

1979 No. 192**Use of Roads (Crumlin Kart Race) Order (Northern Ireland) 1979**

This Order, being of a temporary character, is not printed at length in this volume.