
STATUTORY RULES OF NORTHERN IRELAND

2005 No. 61

The Companies (1986 Order) (Operating and Financial Review and Directors' Report etc.) Regulations (Northern Ireland) 2005

PART V

REVISION OF DEFECTIVE REPORTS AND REVIEWS

Voluntary revision of defective reports and reviews

13.—(1) Article 253 of the 1986 Order (voluntary revision of defective accounts, statements and reports)(1) is amended as follows.

(2) In paragraph (1) –

(a) after “directors' report” insert “or operating and financial review”, and

(b) for “revised statement or report” substitute “revised statement, report or review”.

(3) In paragraph (2), for “or report”, in each place, substitute “, report or review”.

(4) In paragraph (3), after “a revised directors' report” insert “or a revised operating and financial review”.

(5) In sub-paragraphs (a) and (b) of paragraph (4), for “statement or report” substitute “, statement, report or review”.

(6) In sub-paragraph (c) of paragraph (4) –

(a) for “or report” (in the first place it occurs) substitute “, report or review”;

(b) for “based on the previous accounts or report” substitute “containing information derived from the previous accounts, report or review”.

Department's notice in respect of reports and reviews

14.—(1) Article 253A of the 1986 Order (Department's notice in respect of annual accounts)(2) is amended as follows.

(2) For paragraph (1) substitute –

“(1) Where –

(a) copies of a company's annual accounts, directors' report or operating and financial review have been sent out under Article 246, or

(b) a copy of a company's annual accounts, directors' report or operating and financial review has been laid before the company in general meeting or delivered to the registrar,

(1) Article 253 was inserted into the 1986 Order by Article 14 of the Companies (Northern Ireland) Order 1990 in place of an existing Article of that number, and amended by [S.R. 1995 No. 128](#), [S.R. 2004 No. 496](#) and [S.R. 2005 No. 56](#)

(2) Article 253A was inserted into the 1986 Order by Article 14 of the Companies (Northern Ireland) Order 1990, and amended by [S.R. 2004 No. 496](#)

and it appears to the Department that there is, or may be, a question whether the accounts, report or review comply with the requirements of this Order, it may give notice to the directors of the company indicating the respects in which it appears to the Department that such a question arises or may arise.”

(3) In paragraph (2), for “or prepare revised accounts” substitute “, report or review or prepare revised accounts or a revised report or review”.

(4) In paragraph (3), for the words from “no satisfactory explanation” onwards substitute –
“the directors have not –

(a) given a satisfactory explanation of the accounts, report or review, or

(b) revised the accounts, report or review so as to comply with the requirements of this Order, it may if it thinks fit apply to the court.”.

(5) For paragraph (4) substitute –

“(4) The provisions of this Article apply equally to revised annual accounts, revised directors' reports and revised operating and financial reviews, in which case they have effect as if the references to revised accounts, reports or reviews were references to further revised accounts, reports or reviews.”.

Application to court in respect of defective reports and reviews

15.—(1) Article 253B of the 1986 Order (application to court in respect of defective accounts)(3) is amended as follows.

(2) In paragraph (1) –

(a) after “comply” insert “, or a directors' report or operating and financial review does not comply,”; and

(b) at the end insert “or revised report or review”.

(3) After paragraph (3) insert –

“(3A) If the court orders the preparation of a revised directors' report or a revised operating and financial review it may give directions with respect to –

(a) the review of the directors' report or operating and financial review by the auditors,

(b) the revision of any directors' report, directors' remuneration report, operating and financial review or summary financial statement,

(c) the taking of steps by the directors to bring the making of the order to the notice of persons likely to rely on the previous report or review, and

(d) such other matters as the court thinks fit.”.

(4) In paragraph (4) –

(a) after “that the accounts” insert “, report or review”;

(b) in sub-paragraph (b), after “revised accounts” insert “or a revised report or review”;

(c) after “defective accounts” insert “, report or review”;

(d) for “the accounts were approved” substitute “of the approval of the accounts, report or review”;

(e) for “their approval” substitute “the approval”;

(3) Article 253B was inserted into the 1986 Order by Article 14 of the Companies (Northern Ireland) Order 1990, and amended by [S.R. 2004 No. 496](#) and [S.R. 2005 No. 56](#)

- (f) for “their being approved” substitute “that approval”.
- (5) In paragraph (5), after “accounts” (in both places) insert “, report or review”.
- (6) For paragraph (7) substitute –
 - “(7) The provisions of this Article apply equally to revised annual accounts, revised directors' reports and revised operating and financial reviews, in which case they have effect as if the references to revised accounts, reports or reviews were references to further revised accounts, reports or reviews.”.

Persons authorised to apply to court in connection with defective reports and reviews

16. In paragraph (1) of Article 253C of the 1986 Order (other persons authorised to apply to court)⁽⁴⁾ –

- (a) in sub-paragraph (a), for “the accounting requirements of this Order” substitute “the requirements of this Order relating to accounts, directors' reports and operating and financial reviews”; and
- (b) in sub-paragraph (b), for “annual accounts of companies” substitute “companies' annual accounts, directors' reports and operating and financial reviews”.

⁽⁴⁾ Article 253C was inserted into the 1989 Order by Article 14 of the Companies (Northern Ireland) Order 1990, and amended by [S.R. 2004 No. 496](#)