

2007 No. 394

COMPANIES

**The Companies (Tables A to F) (Amendment) Regulations
(Northern Ireland) 2007**

Made - - - - - *6th September 2007*

Coming into operation - *1st October 2007*

The Department of Enterprise, Trade and Investment(a), in exercise of the powers conferred by Articles 14, 19 and 681 of the Companies (Northern Ireland) Order 1986(b) makes the following Regulations:

PART 1

GENERAL

Citation, commencement and interpretation

1. These Regulations may be cited as the Companies (Tables A to F) (Amendment) Regulations (Northern Ireland) 2007 and come into operation on 1st October 2007.

2. In these Regulations, references to Tables A and C are to those Tables in the Companies (Tables A to F) Regulations (Northern Ireland) 1986(c).

PART 2

AMENDMENTS APPLICABLE TO ALL COMPANIES LIMITED BY SHARES

Amendments applicable to all companies limited by shares

3.—(1) Table A is amended as follows.

(2) In regulation 1 (interpretation) omit the definition of “the Order” and insert the following definition—

““the Order” means the Companies (Northern Ireland) Order 1986 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006(d) for the time being in force;”.

(3) Regulation 36 (general meetings) ceases to have effect.

(4) In regulation 37 (general meetings)—

(a) Formerly the Department of Economic Development: see S.I. 1999/283 (N.I. 1) Article 3(5)

(b) S.I. 1986/1032 (N.I. 6)

(c) S.R. 1986 No. 264, as amended by S.R. 2003 No. 3

(d) 2006 c. 46

- (a) after the words “proceed to convene” omit the words “an extraordinary” and insert the word “a”.
 - (b) after the first reference to “general meeting” omit the words “for a date not later than eight weeks after receipt of the requisition” and insert the words “in accordance with the provisions of the Order”.
- (5) Regulation 53 (proceedings at general meetings) ceases to have effect.
- (6) In regulation 117 (winding up) after the words “with the sanction of” omit the words “an extraordinary” and insert the words “a special”.

PART 3

AMENDMENTS APPLICABLE TO PRIVATE COMPANIES LIMITED BY SHARES ONLY

Amendments applicable to private companies limited by shares only

4.—(1) Table A only so far as it relates to private companies limited by shares is amended as follows.

- (2) In regulation 38 (notice of general meetings)—
- (a) omit from “An annual general meeting and” to “All other extraordinary general” and insert the word “General”.
 - (b) After the words “notice but” omit the words “a general meeting”.
 - (c) Omit paragraph (a).
 - (d) In paragraph (b), omit the words “in the case of any other meeting” and “- five”.
 - (e) Omit the words “and, in the case of an annual general meeting, shall specify the meeting as such”.
- (3) In regulation 40 (proceedings at general meetings) at the beginning of the second sentence omit the word “Two” and insert the words “Save in the case of a company with a single member, two”.
- (4) In regulation 60 (appointment of proxy), after the words “our behalf at the” omit the words “annual/extraordinary”.
- (5) In regulation 61 (instruction of proxy), after the words “our behalf at the” omit the words “annual/extraordinary”.
- (6) Regulations 73 to 75 (appointment and retirement of directors) cease to have effect.
- (7) In regulation 76 (appointment or reappointment) after the words “No person” omit the words “other than a director retiring by rotation”.
- (8) In regulation 77 (period of notice of meeting) after the words “meeting of any person” omit the words “(other than a director retiring by rotation at the meeting)”.
- (9) In regulation 78 omit the words “Subject as aforesaid, the” and insert the word “The”.
- (10) In regulation 79 omit from “A director so appointed” to “thereof.”
- (11) Regulation 80 ceases to have effect.

PART 4

AMENDMENTS APPLICABLE TO PUBLIC COMPANIES LIMITED BY SHARES ONLY

Amendments applicable to public companies limited by shares only

5.—(1) Table A only so far as it relates to public companies limited by shares is amended as follows.

(2) In regulation 38 (notice of general meetings)—

(a) after the words “annual general meeting” where it first occurs omit the words from “and an extraordinary” to “as a director”.

(b) after the words “All other” omit the word “extraordinary”.

(3) In regulation 60 (votes of members) after the words “our behalf at the annual/” omit the word “extraordinary” and insert the words “any other”.

(4) In regulation 61 (instruction of proxy) after the words “our behalf at the annual/” omit the word “extraordinary” and insert the words “any other”.

PART 5

AMENDMENTS APPLICABLE TO COMPANIES LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

Amendments applicable to companies limited by guarantee and not having a share capital

6. In Table C before article 1 (preliminary) insert—

“A1. References in these articles to Table A are to that Table so far as it relates to private companies limited by shares.”.

Sealed with the Official Seal of the Department of Enterprise, Trade and Investment on 6th September 2007



Noel H Lavery

A senior officer of the Department of Enterprise, Trade and Investment

EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations amend the Companies (Tables A to F) Regulations (Northern Ireland) 1986 and apply to a company registered on or after 1st October 2007 which adopts Table A or Table C as Articles of Association.

Part 2 makes amendments to Table A which apply to all companies—

regulation 3(2) widens the definition of “the Order” which means the Companies (Northern Ireland) Order 1986 to include provisions of the Companies Act 2006 (“the 2006 Act”);

regulation 3(3) omits regulation 36 from Table A as references to extraordinary general meetings have no meaning under the 2006 Act;

regulation 3(4) amends regulation 37 of Table A to reflect the change in timing for calling a meeting provided by section 304 of the 2006 Act;

regulation 3(5) omits regulation 53 from Table A as it conflicts with section 281(1) of the 2006 Act for private companies and with section 281(2) of the 2006 Act for public companies;

regulation 3(6) omits the reference to extraordinary resolution in regulation 117 of Table A as this has no meaning under the 2006 Act.

Part 3 makes amendments to Table A which apply to private companies limited by shares only—

regulation 4(2) amends regulation 38 of Table A so as to omit references which are inapplicable to private companies under the 2006 Act. Similarly, regulations 4(4) and 4(5) amend regulations 60 and 61 of Table A so as to remove references to annual and extraordinary general meetings for private companies;

regulation 4(3) amends regulation 40 of Table A to reflect section 318 of the 2006 Act which sets a quorum for a meeting of one qualifying person in the case of a single member company;

regulations 4(6) to 4(11) omit or amend regulations 73 to 80 of Table A to reflect the fact that the 2006 Act does not contain provisions on the appointment and retirement of directors by rotation.

Part 4 makes amendments to Table A which apply to public companies limited by shares only. Regulations 5(2) to 5(4) amend regulations 38, 60 and 61 of Table A by omitting references to extraordinary general meetings.

Part 5 (regulation 6) amends Table C so that the version of Table A which, as modified by Table C, applies to companies limited by guarantee is the version of Table A which applies to private companies limited by shares.

An informal Keeling schedule, containing a version of Table A as it applies to a private company limited by shares; Table A as it applies to a public company limited by shares and Table C as amended by these Regulations, has been prepared as an accompaniment to these Regulations and is available on the Department’s Companies Registry website.

An impact assessment has not been produced for these Regulations as no impact on the private or voluntary sectors is foreseen.

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