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STATUTORY RULES OF NORTHERN IRELAND

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**2008 No. 379**

**COMPANIES**

**The Companies (1986 Order) (Annual Return)  
and Companies (Principal Business Activities)  
(Amendment) Regulations (Northern Ireland) 2008**

*Made* - - - - *16th September 2008*

*Coming into operation* *1st October 2008*

The Department of Enterprise, Trade and Investment<sup>(1)</sup> makes the following Regulations in exercise of the powers conferred by Articles 372(3), 373(1) and 681(1) of the Companies (Northern Ireland) Order 1986<sup>(2)</sup>.

**Citation, commencement, application and interpretation**

1.—(1) These Regulations may be cited as the Companies (1986 Order) (Annual Return) and Companies (Principal Business Activities) (Amendment) Regulations (Northern Ireland) 2008 and come into operation on 1st October 2008.

(2) These Regulations apply in relation to annual returns made up to 1st October 2008 or a later date.

(3) In these Regulations—

“the 1986 Order” means the Companies (Northern Ireland) Order 1986; and

“the 1991 Regulations” means the Companies (Forms) (Amendment No. 2 and Company’s Type and Principal Business Activities) Regulations (Northern Ireland) 1991<sup>(3)</sup>.

**Repeals and amendments of Article 372 of the 1986 Order**

2.—(1) In Article 372(1) of the 1986 Order (contents of annual return: general) the following provisions are repealed—

(a) in sub-paragraph (e), head (ii) (requirement to list for individual directors their other directorships and former names) and the word “and” immediately preceding it;

(b) sub-paragraph (f) (requirement to list for a corporate director its other directorships); and

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

(2) [S.I. 1986/1032 \(N.I. 6\)](#); Articles 372 and 373 were substituted by Article 74(1) of the Companies (No. 2) (Northern Ireland) Order 1990 ([S.I. 1990/1504 \(N.I. 10\)](#))

(3) [S.R. 1991 No. 399](#), as amended by [S.R. 2003 No. 4](#)

- (c) sub-paragraph (i) (requirement to state whether elective resolutions under Articles 260 or 374A(4) of the 1986 Order are in operation).
- (2) In Article 372(1) of the 1986 Order, at the end of the paragraph, add—
  - “(j) whether the company was a traded company at any time during the return period.”.

### **Information about shareholders**

- 3. In Article 372A(5) of the 1986 Order (contents of annual return: particulars of share capital and shareholders)—
  - (a) in the heading omit “and shareholders”;
  - (b) in paragraph (1) omit “and members”; and
  - (c) omit paragraphs (4) to (7).
- 4. After Article 372A of the 1986 Order insert—

#### **“Contents of annual return: information about shareholders: non-traded companies**

**372B.**—(1) The annual return of a company that was a non-traded company throughout the return period shall also contain the following information.

(2) The return shall contain a list of the names of every person who was a member of the company at any time during the return period.

If the names are not arranged in alphabetical order the return shall have annexed to it an index sufficient to enable the name of any person in the list to be easily found.

- (3) The return shall also state—
  - (a) the number of shares of each class held at the end of the date to which the return is made up by each person who was a member of the company at that time,
  - (b) the number of shares of each class transferred during the return period by or to each person who was a member of the company at any time during that period, and
  - (c) the dates of registration of those transfers.
- (4) If either of the two immediately preceding returns has given the full particulars required by paragraphs (2) and (3), the return need only give such particulars as relate—
  - (a) to persons who became, or ceased to be, members during the return period, and
  - (b) to shares transferred during that period.

(5) Paragraphs (2) and (3) do not require the inclusion of particulars entered in an overseas branch register if copies of those entries have not been received at the company’s registered office by the date to which the return is made up.

Those particulars shall be included in the company’s next annual return after they are received.

#### **Contents of annual return: information about shareholders: traded companies**

**372C.**—(1) The annual return of a company that was a traded company at any time during the return period shall also contain the following information.

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(4) Article 374A was inserted by Article 50(2) of S.I. 1990/1504 (N.I. 10)  
(5) Article 372A was substituted by Article 74(1) of S.I. 1990/1504 (N.I. 10)

(2) The return shall contain a list of the names and addresses of every person who held at least 5% of the issued shares of any class of the company at any time during the return period.

If the names are not arranged in alphabetical order the return shall have annexed to it an index sufficient to enable the name of any person in the list to be easily found.

(3) The return shall also state—

- (a) the number of shares of each class held at the end of the date to which the return is made up by each person who held at least 5% of the issued shares of any class of the company at that time,
- (b) the number of shares of each class transferred during the return period by or to each person who held at least 5% of the issued shares of any class of the company at any time during the return period, and
- (c) the dates of registration of those transfers.

(4) If either of the two immediately preceding returns has given the full particulars required by paragraphs (2) and (3), the return need only give such particulars as relate—

- (a) to persons who came to hold, or ceased to hold, at least 5% of the issued shares of any class of the company during the return period, and
- (b) to shares transferred during that period.

(5) Paragraphs (2) and (3) do not require the inclusion of particulars entered in an overseas branch register if copies of those entries have not been received at the company's registered office by the date to which the return is made up.

Those particulars shall be included in the company's next annual return after they are received.

### **Contents of annual return: information about shareholders: supplementary**

**372D.**—(1) In Articles 372, 372B and 372C—

“non-traded company” means a company none of whose shares are shares admitted to trading on a regulated market (so that “traded company” means a company any of whose shares are shares admitted to trading on a regulated market);

“regulated market” means a market which appears on the list drawn up by an EEA State pursuant to Article 47 of Directive [2004/39/EC](#) of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments<sup>(6)</sup>; and

“return period”, in relation to an annual return, means the period beginning immediately after the date to which the last return was made up (or, in the case of the first return, with the incorporation of the company) and ending with the date to which the return is made up.

(2) Where a company has converted any of its shares into stock, the return shall give information in relation to that stock corresponding to that required by Article 372B or 372C (as the case may be) in relation to shares of the company, stating the amount of stock instead of the number of shares.”.

### **Amendments of the 1991 Regulations**

5.—(1) The 1991 Regulations are amended in accordance with paragraphs (2) to (4).

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(6) OJ No. L145, 30.4.2004, p.1

(2) In regulation 2 (interpretation), for the definition of “the Standard Industrial Classification of Economic Activities 1992” substitute—

““the UK Standard Industrial Classification of Economic Activities 2003” means the edition published by Her Majesty’s Stationery Office of the publication of that name prepared by the Office of National Statistics(7);”.

(3) For paragraph (2) of regulation 5 (classification of company’s type and principal business activities) substitute the following paragraph—

“(2) With effect from 1st October 2008, the UK Standard Industrial Classification of Economic Activities 2003, with the addition of the codes set out in Part II of Schedule 3 is prescribed for the purposes of Article 372(3).”.

(4) For Part II of Schedule 3 (code added to the Standard Industrial Classification of Economic Activities 1992 Classification) substitute the part set out in the Schedule.

Sealed with the Official Seal of the Department of Enterprise, Trade and Investment on 16th September 2008



*Noel H Lavery*  
A senior officer of the Department of Enterprise,  
Trade and Investment

SCHEDULE

Regulation 5(4)

“Codes added to the UK Standard Industrial Classification of Economic Activities 2003 Classification

7499	Non-Trading Company
9800	Residents’ Property Management Company
9999	Dormant Company”

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**EXPLANATORY NOTE**

*(This note is not part of the Regulations)*

These Regulations repeal, with effect from 1 October 2008, certain provisions in Article 372 of the Companies (Northern Ireland) Order 1986 ([S.I. 1986/1032 \(N.I. 6\)](#)) (“the 1986 Order”), which specifies information to be included in the annual return delivered to the registrar of companies under Article 371 of the 1986 Order. These provisions include the requirement for companies to list the other directorships and former names of individual directors; the other directorships of corporate directors and the requirement for private companies to state whether resolutions are in operation enabling the company to dispense with the laying of accounts and reports before the company in general meeting, or to dispense with the holding of annual general meetings.

The Regulations also relate to information to be provided about share capital and shareholders in the annual return of a company under the 1986 Order. The type of information to be supplied depends on whether or not any of the company’s shares were shares admitted to trading on a regulated market during the period to which the return relates.

The Companies (Forms) (Amendment No. 2 and Company’s Type and Principal Business Activities) Regulations (Northern Ireland) 1991 ([S.R. 1991 No. 399](#)) are amended by prescribing additional codes for non-trading companies and dormant companies for the purposes of Article 372(3) of the 1986 Order (classifying the principal business activities of a company).

Due to the very small number of Northern Ireland-based public limited companies which trade in a regulated market, an impact assessment is considered unnecessary.