

SCHEDULE 1

Article 3(1)(c)

<i>Short title and chapter</i>	<i>Extent of repeal brought into force</i>
Companies Act 1985 (c.6)	<p>In section 240—</p> <p>(a) in subsection (1), the words from “or, as the case may be,” to “section 249A(2)”;</p> <p>(b) in subsection (3)(c), the words from “and, if no such report” to “any financial year”;</p> <p>(c) subsection (3)(e) and the word “; and” preceding it;</p> <p>(d) in the closing words of subsection (3), the words from “or any report” to “section 249A(2)”.</p> <p>In section 245(4)(b), the words “or reporting accountant”.</p> <p>In section 249A—</p> <p>(a) subsections (2), (3A) and (4);</p> <p>(b) in subsection (6A), the words “or (2)”;</p> <p>(c) in subsection (7), the definition of “gross income” and the word “; and” preceding it.</p> <p>In section 249B—</p> <p>(a) in the opening words of subsection (1), the words “or (2)”;</p> <p>(b) in subsection (1C)(b), the words from “where the company referred to” to “is not a charity”;</p> <p>(c) in subsection (3), the words “or (2)”;</p> <p>(d) in subsection (4), in the opening words and in paragraph (a), the words “or (2)”.</p> <p>Sections 249C and 249D.</p> <p>Section 249E(2).</p> <p>In section 262A, the entry for “reporting accountant”.</p>

SCHEDULE 2

Article 4(2) and (3)

SAVING FOR SMALL CHARITABLE COMPANIES IN
NORTHERN IRELAND: CONSEQUENTIAL PROVISION

1.—(1) Articles 257A and 257B to 257E of the Companies (Northern Ireland) Order 1986 as they apply by virtue of article 4(1) of this Order have effect with the following adaptations.

(2) Expressions used in those Articles, as so applied, have the same meaning as in the Companies Acts (as defined in section 2(1) of the Companies Act 2006).

Article 257A (exemptions from audit)

- 2.—(1) Article 257A of the Companies (Northern Ireland) Order 1986 is adapted as follows.
- (2) In paragraph (1) after “a company which” insert “is a charity and which”.
 - (3) In paragraphs (1) and (2) for “this Part” substitute “Part 16 of the Companies Act 2006”.
 - (4) In paragraphs (3)(a) and (4)(a) for “Article 254” substitute “section 477 of the Companies Act 2006”.
 - (5) For paragraph (3)(b) substitute—
 - “(b) its gross income is not more than £90,000, and”.
 - (6) Omit paragraphs (3A) and (6A).
 - (7) In paragraph (7), in the definition of “balance sheet total” for “has the meaning given by Article 255(5)” substitute “has the same meaning as in section 477 of the Companies Act 2006”.

Article 257B (cases where exemptions not available)

- 3.—(1) Article 257B of the Companies (Northern Ireland) Order 1986 is adapted as follows.
- (2) In paragraph (1A) omit “(within the meaning of Article 257AA)”.
 - (3) In paragraph (1C)(a), (b) and (c) for “Article 257” substitute “section 479 of the Companies Act 2006”.
 - (4) In paragraph (1C)(a) for “Article 256(2)” substitute “section 384(2) and (3) of the Companies Act 2006”.
 - (5) In paragraph (1C)(b) omit—
 - (a) the words “, where the company referred to in paragraph (1B) is a charity,”, and
 - (b) the words from “or, where” to “million gross”.
 - (6) In paragraph (3) omit “or by paragraph (1) of Article 257AA”.
 - (7) In paragraph (4)—
 - (a) in the opening words, omit “or by paragraph (1) of Article 257AA”;
 - (b) in sub-paragraph (a), omit “or paragraph (1) of Article 257AA”;
 - (c) in sub-paragraph (c)(i), for “Article 229” substitute “section 386 of the Companies Act 2006”;
 - (d) in sub-paragraph (c)(ii)—
 - (i) for “Article 234” substitute “section 396 of the Companies Act 2006”, and
 - (ii) for “this Order” substitute “Part 15 of that Act”.
 - (8) In paragraph (5), for “Article 241” substitute “section 414 of the Companies Act 2006”.

Article 257C (the report required for the purposes of Article 257A(2))

- 4.—(1) Article 257C of the Companies (Northern Ireland) Order 1986 is adapted as follows.
- (2) In paragraph (2)—
 - (a) in sub-paragraph (a), for “Article 229” substitute “section 386 of the Companies Act 2006”, and
 - (b) in sub-paragraph (b), omit “of this Order”.
 - (3) In paragraph (3), for “Article 229” substitute “section 386 of the Companies Act 2006”.
 - (4) For paragraph (6) substitute—

- “(6) The provisions referred to in paragraph (2)(b) are—
- (a) section 396(3) of the Companies Act 2006 and regulation 3(1) of, and Schedule 1 to, the Small Companies and Groups (Accounts and Directors’ Report) Regulations 2008(1) (form and content of balance sheet and profit and loss account and additional information to be provided in notes to accounts);
 - (b) section 409 of the Companies Act 2006, and regulation 4 of, and paragraphs 5 to 8 and 11(1), (3) and (4) of Schedule 2 to, those Regulations (notes to accounts: information about related undertakings);
 - (c) section 412 of that Act, and regulation 5 of, and Schedule 3 to, those Regulations (notes to accounts: information about directors’ remuneration).”.

Article 257D (the reporting accountant)

5.—(1) Article 257D of the Companies (Northern Ireland) Order 1986 is adapted as follows.

(2) In paragraph (1)(b)—

- (a) in paragraph (i), for “auditor under Chapter V of Part XII” substitute “statutory auditor under Part 42 of the Companies Act 2006”, and
- (b) in paragraph (ii), for “appointment as auditor under that Chapter” substitute “such appointment”.

(3) In paragraph (2), for “Part III of the Companies (Northern Ireland) Order 1990” substitute “Part 42 of the Companies Act 2006”.

(4) In paragraph (3), for “Article 29 of the Companies (Northern Ireland) Order 1990” substitute “section 1216 of the Companies Act 2006”.

(5) For paragraph (5) substitute—

“(5) A person may not be appointed by a company as a reporting accountant if he would be prohibited from acting as auditor of that company by virtue of section 1214 of the Companies Act 2006 (independence requirement).”.

Article 257E (effect of exemptions)

6.—(1) Article 257E of the Companies (Northern Ireland) Order 1986 is adapted as follows.

(2) Omit paragraphs (1) and (1A).

(3) For paragraph (2) substitute—

“(2) Where the directors of a company have taken advantage of the exemption conferred by Article 257A(2), the provisions of the Companies Act 2006 listed in paragraph (3) apply to the reporting accountant and a reporting accountant’s report as they apply to an auditor of the company and an auditor’s report on the company’s accounts, subject to any necessary modifications.

(3) The provisions are—

- (a) sections 423 to 425 (duty to circulate copies of annual accounts);
- (b) sections 431 and 432 (right of member or debenture holder to demand copies of accounts);
- (c) sections 434 to 436 (requirements in connection with publication of accounts);
- (d) sections 441 to 444A (duty to file accounts with registrar of companies);

(1) [S.I. 2008/409](#).

Status: This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

- (e) section 454(4)(b) and regulations made under that provision (functions of auditor in relation to revised accounts);
 - (g) sections 499 to 501 (auditor’s right to information);
 - (h) sections 505 and 506 (name of auditor to be stated in published copies of report).
- (4) In sections 505 and 506 as they apply by virtue of paragraph (3) in a case where the reporting accountant is a firm, any reference to the senior statutory auditor shall be read as a reference to the person who signed the report on behalf of the firm.”.

SCHEDULE 3

Article 5

AMENDMENTS OF EARLIER COMMENCEMENT ORDERS

Companies Act 2006 (Commencement No. 3, Consequential Amendments, Transitional Provisions and Savings) Order 2007 (S.I. 2007/2194 (C. 84))

1.—(1) As from 1st October 2008—

- (a) the transitional adaptations of sections 205 and 234 of the Companies Act 2006 by paragraphs 11 and 12 of Schedule 1 to the Companies Act 2006 (Commencement No. 3, Consequential Amendments, Transitional Provisions and Savings) Order 2007 cease to have effect, and
 - (b) those sections have effect instead with the following adaptation.
- (2) In section 205(5) and section 234(6), for the words from “section 661(3)” to “innocent nominee” substitute “section 144(3) or (4) of the Companies Act 1985 or Article 154(3) or (4) of the Companies (Northern Ireland) Order 1986 (acquisition of shares by innocent nominee)”.

2.—(1) Schedule 3 to the Companies Act 2006 (Commencement No. 3, Consequential Amendments, Transitional Provisions and Savings) Order 2007 (transitional provisions and savings) is amended as follows.

(2) After paragraph 26 (notice of meetings) insert—

“**26A.**—(1) The following provisions have effect for the purposes of section 307(6)(a) of the Companies Act 2006 (private company: requisite percentage for calling general meeting at short notice).

(2) If immediately before 1st October 2007 there was in force in relation to a company a resolution under section 369(4) of the 1985 Act or Article 377(4) of the 1986 Order—

- (a) specifying 90%, or
- (b) under which the company in general meeting had determined that the percentage should be 90%,

any provision of the company’s articles specifying a higher percentage shall be disregarded.

(3) If immediately before 1st October 2007 there was in force in relation to a company a resolution under section 369(4) of the 1985 Act or Article 377(4) of the 1986 Order—

- (a) specifying a percentage greater than 90% but less than 95%, or
- (b) under which the company in general meeting had determined a percentage greater than 90% but less than 95%,

any provision of the company’s articles specifying a different percentage shall be disregarded.

(4) Sub-paragraph (2) or (3) does not apply in relation to provisions of the company's articles adopted on or after 1st October 2007.”

(3) In paragraph 48 (company investigations), for “1035 to 1039” substitute “1035 to 1037 and 1038(1)”.

Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007 (S.I. 2007/3495 (C. 150))

3. In article 9(4) of the Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007, insert “the” before “1985”.

4. The revocation by article 10(1)(b) of the Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007 of paragraph 15(2) of Schedule 1 to the Companies Act 2006 (Commencement No. 3, Consequential Amendments, Transitional Provisions and Savings) Order 2007 (transitional adaptation: period within which public company must hold AGM) does not have effect in relation to a company until—

- (a) the directors of the company have complied with section 241 of the Companies Act 1985(2) or Article 249 of the Companies (Northern Ireland) Order 1986(3) in respect of the last financial year of the company beginning before 6th April 2008, or
- (b) the first financial year of the company beginning on or after that date comes to an end.

5. In Schedule 1 to the Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007 (transitional adaptations), omit paragraphs 1 and 2 (so that those paragraphs do not come into force on 6th April 2008).

6.—(1) Schedule 4 to the Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007 (transitional provisions and savings) is amended as follows.

(2) In paragraph 2(2) (retention of particulars removed from register of members), for “2008” substitute “2018”.

(3) In paragraph 35(2)(c)(ii), insert “section” before “233”.

(4) In paragraph 38(3) (statutory auditors: saving for approval of overseas qualifications), after “1989 or” insert “by the Department of Enterprise, Trade and Investment in force under”.

(5) For paragraph 43 (expenses of winding up) substitute—

“**43.—(1)** The amendment made to the Insolvency Act 1986(4) by section 1282(1) of the Companies Act 2006 (expenses of winding up) applies—

- (a) to a creditors' voluntary winding up—
 - (i) for which the resolution is passed, or
 - (ii) where commenced as a members' voluntary winding up, for which the conversion to a creditors' voluntary winding up under section 96 of the Insolvency Act 1986 takes effect, or
 - (iii) in respect of which a notice is registered under paragraph 83 of Schedule B1 to the Insolvency Act 1986,on or after 6th April 2008;
- (b) to a members' voluntary winding up for which the resolution is passed on or after 6th April 2008;

(2) Section 241 was substituted by section 11 of the Companies Act 1989 (c.40).

(3) Article 249 was substituted by Article 13 of the Companies (Northern Ireland) Order 1990 (S.I. 1990/595 (N.I. 5)).

(4) 1986 c.45.

Status: This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

(c) to the winding up of a company by the court where the winding-up order is made on or after 6th April 2008, except where the order is made following a resolution for voluntary winding up passed by the company before 6th April 2008.

(2) The amendment made to the Insolvency (Northern Ireland) Order 1989⁽⁵⁾ by section 1282(2) of the Companies Act 2006 (expenses of winding up) applies—

(a) to a creditors' voluntary winding up—

(i) in respect of which the resolution is passed, or

(ii) where it commenced as a members' voluntary winding up, for which the conversion to a creditors' voluntary winding up under Article 82 of the Order takes effect, or

(iii) in respect of which a notice is registered under paragraph 84 of Schedule B1 to the Order,

on or after 6th April 2008;

(b) to a members' voluntary winding up for which the resolution is passed on or after 6th April 2008;

(c) to the winding up of a company by the court where the winding-up order is made on or after 6th April 2008, except where the order is made following a resolution for voluntary winding up passed by the company before 6th April 2008.”.

(6) The amendments in this paragraph come into force at the same time as the provision amended.

7. In Schedule 5 to the Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007 (amendments of earlier commencement orders), in paragraph 2(2) for “2006” substitute “1985”.

(5) S.I. 1989/2405 (N.I. 19).