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STATUTORY INSTRUMENTS

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**1990 No. 593**

**The Companies (Northern Ireland) Order 1990**

**PART II**

**COMPANY ACCOUNTS**

*Supplementary provisions*

**Accounting standards**

**21.** The following Article is inserted in Part VIII of the 1986 Order, as the beginning of a Chapter III—

**“CHAPTER III**

**SUPPLEMENTARY PROVISIONS**

*Accounting standards*

**Accounting standards**

**264.**—(1) In this Part “accounting standards” means statements of standard accounting practice issued by such body or bodies as may be prescribed.

(2) References in this Part to accounting standards applicable to a company’s annual accounts are to such standards as are, in accordance with their terms, relevant to the company’s circumstances and to the accounts.

(3) The Department may make grants to or for the purposes of bodies concerned with—

- (a) issuing accounting standards,
- (b) overseeing and directing the issuing of such standards, or
- (c) investigating departures from such standards or from the accounting requirements of this Order and taking steps to secure compliance with them.

(4) Regulations under this Article may contain such transitional provisions as appear to the Department to be appropriate.”.

**Power to alter accounting requirements**

**22.** The following Article is inserted in Part VIII of the 1986 Order—

*“Power to alter accounting requirements***Power of Department to alter accounting requirements**

**265.**—(1) The Department may by regulations modify the provisions of this Part.

(2) Regulations which—

- (a) add to the classes of documents required to be prepared, laid before the company in general meeting or delivered to the registrar,
- (b) restrict the classes of company which have the benefit of any exemption, exception or special provision,
- (c) require additional matter to be included in a document of any class, or
- (d) otherwise render the requirements of this Part more onerous,

shall not be made unless a draft of the regulations has been laid before and approved by a resolution of the Assembly.

(3) Regulations under this Article may—

- (a) repeal and re-enact provisions with modifications of form or arrangement, whether or not they are modified in substance,
- (b) make consequential amendments or repeals in other provisions of this Order, or in other statutory provisions;
- (c) contain such transitional provisions as the Department thinks fit.

(4) Any modification by regulations under this Article of Article 266 or Schedule 10A (parent and subsidiary undertakings) does not apply for the purposes of statutory provisions outside the Companies Orders unless the regulations so provide.”.

**Parent and subsidiary undertakings**

**23.**—(1) The following Article is inserted in Part VIII of the 1986 Order—

*“Parent and subsidiary undertakings***Parent and subsidiary undertakings**

**266.**—(1) The expressions “parent undertaking” and “subsidiary undertaking” in this Part shall be construed as follows; and a “parent company” means a parent undertaking which is a company.

(2) An undertaking is a parent undertaking in relation to another undertaking, a subsidiary undertaking, if—

- (a) it holds a majority of the voting rights in the undertaking, or
- (b) it is a member of the undertaking and has the right to appoint or remove a majority of its board of directors, or
- (c) it has the right to exercise a dominant influence over the undertaking—
  - (i) by virtue of provisions contained in the undertaking’s memorandum or articles, or
  - (ii) by virtue of a control contract, or
- (d) it is a member of the undertaking and controls alone, pursuant to an agreement with other shareholders or members, a majority of the voting rights in the undertaking.

(3) For the purposes of paragraph (2) an undertaking shall be treated as a member of another undertaking—

- (a) if any of its subsidiary undertakings is a member of that undertaking, or
- (b) if any shares in that other undertaking are held by a person acting on behalf of the undertaking or any of its subsidiary undertakings.

(4) An undertaking is also a parent undertaking in relation to another undertaking, a subsidiary undertaking, if it has a participating interest in the undertaking and—

- (a) it actually exercises a dominant influence over it, or
- (b) it and the subsidiary undertaking are managed on a unified basis.

(5) A parent undertaking shall be treated as the parent undertaking of undertakings in relation to which any of its subsidiary undertakings are, or are to be treated as, parent undertakings; and references to its subsidiary undertakings shall be construed accordingly.

(6) Schedule 10A contains provisions explaining expressions used in this Article and otherwise supplementing this Article.”

(2) Schedule 9 to this Order (parent and subsidiary undertakings: supplementary provisions) is inserted after Schedule 10 to the 1986 Order, as Schedule 10A.

#### **Other interpretation provisions**

24. The following Articles are inserted in Part VIII of the 1986 Order—

##### *“Other interpretation provisions*

#### **Meaning of “undertaking” and related expressions**

267.—(1) In this Part “undertaking” means—

- (a) a body corporate or partnership, or
- (b) an unincorporated association carrying on a trade or business, with or without a view to profit.

(2) In this Part references to shares—

- (a) in relation to an undertaking with a share capital, are to allotted shares;
- (b) in relation to an undertaking with capital but no share capital, are to rights to share in the capital of the undertaking; and
- (c) in relation to an undertaking without capital, are to interests—
  - (i) conferring any right to share in the profits or liability to contribute to the losses of the undertaking, or
  - (ii) giving rise to an obligation to contribute to the debts or expenses of the undertaking in the event of a winding up.

(3) Other expressions appropriate to companies shall be construed, in relation to an undertaking which is not a company, as references to the corresponding persons, officers, documents or organs, as the case may be, appropriate to undertakings of that description.

This is subject to provision in any specific context providing for the translation of such expressions.

(4) References in this Part to “fellow subsidiary undertakings” are to undertakings which are subsidiary undertakings of the same parent undertaking but are not parent undertakings or subsidiary undertakings of each other.

(5) In this Part “group undertaking”, in relation to an undertaking, means an undertaking which is—

- (a) a parent undertaking or subsidiary undertaking of that undertaking, or
- (b) a subsidiary undertaking of any parent undertaking of that undertaking.

### **Participating interests**

**268.**—(1) In this Part a “participating interest” means an interest held by an undertaking in the shares of another undertaking which it holds on a long-term basis for the purpose of securing a contribution to its activities by the exercise of control or influence arising from or related to that interest.

(2) A holding of 20 per cent. or more of the shares of an undertaking shall be presumed to be a participating interest unless the contrary is shown.

(3) The reference in paragraph (1) to an interest in shares includes—

- (a) an interest which is convertible into an interest in shares, and
- (b) an option to acquire shares or any such interest;

and an interest or option falls within sub-paragraph (a) or (b) notwithstanding that the shares to which it relates are, until the conversion or the exercise of the option, unissued.

(4) For the purposes of this Article an interest held on behalf of an undertaking shall be treated as held by it.

(5) For the purposes of this Article as it applies in relation to the expression “participating interest” in Article 266(4) (definition of “subsidiary undertaking”)—

- (a) there shall be attributed to an undertaking any interests held by any of its subsidiary undertakings, and
- (b) the references in paragraph (1) to the purpose and activities of an undertaking include the purposes and activities of any of its subsidiary undertakings and of the group as a whole.

(6) In the balance sheet and profit and loss formats set out in Part I of Schedule 4, “participating interest” does not include an interest in a group undertaking.

(7) For the purposes of this Article as it applies in relation to the expression “participating interest”—

- (a) in those formats as they apply in relation to group accounts, and
- (b) in paragraph 20 of Schedule 4A (group accounts: undertakings to be accounted for as associated undertakings),

the references in paragraphs (1) to (4) to the interest held by, and the purposes and activities of, the undertaking concerned shall be construed as references to the interest held by, and the purposes and activities of, the group (within the meaning of paragraph 1 of that Schedule).

### **Notes to the accounts**

**269.**—(1) Information required by this Part to be given in notes to a company’s annual accounts may be contained in the accounts or in a separate document annexed to the accounts.

(2) References in this Part to a company’s annual accounts, or to a balance sheet or profit and loss account, include notes to the accounts giving information which is required by any provision of this Order, and required or allowed by any such provision to be given in a note to company accounts.

## Minor definitions

270.—(1) In this Part—

“annual accounts” means—

- (a) the individual accounts required by Article 234, and
- (b) any group accounts required by Article 235,

(but see also Article 238 (treatment of individual profit and loss account where group accounts prepared));

“annual report”, in relation to a company, means the directors' report required by Article 242;

“balance sheet date” means the date as at which the balance sheet was made up;

“capitalisation”, in relation to work or costs, means treating that work or those costs as a fixed asset;

“credit institution” means an undertaking carrying on a deposit-taking business within the meaning of the Banking Act 1987(1);

“fixed assets” means assets of a company which are intended for use on a continuing basis in the company's activities, and “current assets” means assets not intended for such use;

“group” means a parent undertaking and its subsidiary undertakings;

“included in the consolidation”, in relation to group accounts, or “included in consolidated group accounts”, means that the undertaking is included in the accounts by the method of full (and not proportional) consolidation, and references to an undertaking excluded from consolidation shall be construed accordingly;

“purchase price”, in relation to an asset of a company or any raw materials or consumables used in the production of such an asset, includes any consideration (whether in cash or otherwise) given by the company in respect of that asset or those materials or consumables, as the case may be;

“qualified”, in relation to an auditors' report, means that the report does not state the auditors' unqualified opinion that the accounts have been properly prepared in accordance with this Order or, in the case of an undertaking not required to prepare accounts in accordance with this Order, under any corresponding legislation under which it is required to prepare accounts;

“true and fair view” refers—

- (a) in the case of individual accounts, to the requirement of Article 234(2), and
- (b) in the case of group accounts, to the requirement of Article 235(3);

“turnover”, in relation to a company, means the amounts derived from the provision of goods and services falling within the company's ordinary activities, after deduction of—

- (i) trade discounts,
- (ii) value added tax, and
- (iii) any other taxes based on the amounts so derived.

(2) In the case of an undertaking not trading for profit, any reference in this Part to a profit and loss account is to an income and expenditure account; and references to profit

and loss and, in relation to group accounts, to a consolidated profit and loss account shall be construed accordingly.

(3) References in this Part to “realised profits” and “realised losses”, in relation to a company’s accounts, are to such profits or losses of the company as fall to be treated as realised in accordance with principles generally accepted, at the time when the accounts are prepared, with respect to the determination for accounting purposes of realised profits or losses.

This is without prejudice to—

- (a) the construction of any other expression (where appropriate) by reference to accepted accounting principles or practice, or
- (b) any specific provision for the treatment of profits or losses of any description as realised.

### **Index of defined expressions**

**270A.** The following Table shows the provisions of this Part defining or otherwise explaining expressions used in this Part (other than expressions used only in the same Article or paragraph)—

|   |                               |
|---|-------------------------------|
| accounting reference date and accounting reference period | Article 232                   |
| accounting standards and applicable accounting standards  | Article 264                   |
| annual accounts   |                               |
| (generally)   | Article 270(1)                |
| (includes notes to the accounts)                          | Article 269(2)                |
| annual report   | Article 270(1)                |
| associated undertaking (in Schedule 4A)                   | paragraph 20 of that Schedule |
| balance sheet (includes notes)                            | Article 269(2)                |
| balance sheet date  | Article 270(1)                |
| banking group   | Article 263A(3)               |
| capitalisation (in relation to work or costs)             | Article 270(1)                |
| credit institution  | Article 270(1)                |
| current assets  | Article 270(1)                |
| fellow subsidiary undertaking                             | Article 267(4)                |
| financial year  | Article 231                   |
| fixed assets  | Article 270(1)                |
| group   | Article 270(1)                |
| group undertaking   | Article 267(5)                |
| historical cost accounting rules (in Schedule 4)          | paragraph 29 of that Schedule |

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| included in the consolidation and related expressions             | Article 270(1)                           |
| individual accounts   | Article 234(1)                           |
| insurance group   | Article 263A(4)                          |
| lease, long lease and short lease                                 |  |
| —in Schedule 4  | paragraph 82 of that Schedule            |
| —in Schedule 9  | paragraph 34 of that Schedule            |
| listed investment   |  |
| —in Schedule 4  | paragraph 83 of that Schedule            |
| —in Schedule 9  | paragraph 33 of that Schedule            |
| notes to the accounts   | Article 269(1)                           |
| parent undertaking (and parent company)                           | Article 266 and Schedule 10A             |
| participating interest  | Article 268                              |
| pension costs (in Schedule 4)                                     | paragraph 92(2) and (3) of that Schedule |
| period allowed for laying and delivering accounts and reports     | Article 252                              |
| profit and loss account   |  |
| (includes notes)  | Article 269(2)                           |
| (in relation to a company not trading for profit)                 | Article 270(2)                           |
| provision   |  |
| —in Schedule 4  | paragraphs 87 and 88 of that Schedule    |
| —in Schedule 9  | paragraph 32 of that Schedule            |
| purchase price  | Article 270(1)                           |
| qualified   | Article 270(1)                           |
| realised losses and realised profits                              | Article 270(3)                           |
| reserve (in Schedule 9)   | paragraph 32 of that Schedule            |
| shares  | Article 267(2)                           |
| social security costs (in Schedule 4)                             | paragraph 92(1) and (3) of that Schedule |
| special provisions for banking and insurance companies and groups | Articles 263 and 263A                    |
| subsidiary undertaking  | Article 266 and Schedule 10A             |
| true and fair view  | Article 270(1)                           |
| turnover  | Article 270(1)                           |
| undertaking and related expressions                               | Article 267(1) to (3).”.                 |

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**Consequential amendments**

**25.** The statutory provisions specified in Schedule 10 have effect with the amendments specified there, which are consequential on the amendments made by the preceding provisions of this Part.

**Repeals consequential on Part II**

**26.** The statutory provisions set out in Part I of Schedule 15 are hereby repealed to the extent specified in the third column of that Part, being repeals consequential on this Part.