
STATUTORY INSTRUMENTS

1986 No. 1032

The Companies (Northern Ireland) Order 1986

PART XII

COMPANY ADMINISTRATION AND PROCEDURE

[^{F1}CHAPTER IV

Meetings and Resolutions

Resolutions

[^{F1}Registration, etc. of resolutions and agreements

388.

388.—[^{F2}(1) A copy of every resolution or agreement to which this Article applies shall, within 15 days after it is passed or made, be forwarded to the registrar and recorded by him; and it must be either a printed copy or else a copy in some other form approved by the registrar.

(2) Where a company's articles have been registered, a copy of [^{F3}every such resolution, and every resolution or agreement to which Chapter 3 of Part 3 of the Companies Act 2006 applies (resolutions and agreements affecting a company's constitution), which is] for the time being in force shall be embodied in or annexed to every copy of the articles issued after the passing of the resolution or the making of the agreement.

(3) Where a company's articles have not been registered, a printed copy of every such resolution or agreement shall be forwarded to any member at his request on payment of 5 pence or such less sum as the company may direct.

(4) This Article applies to—

- (a) special resolutions;
- (b) extraordinary resolutions;
- [^{F4}(b) an elective resolution or a resolution revoking such a resolution;]
- (c) resolutions or agreements which have been agreed to by all the members of a company but which, if not so agreed to, would not have been effective for their purpose unless (as the case may be) they had been passed as special resolutions or as extraordinary resolutions;
- (d) resolutions or agreements which have been agreed to by all the members of some class of shareholders but which, if not agreed to, would not have been effective for their purpose unless they had been passed by some particular majority or otherwise in some particular manner, and all resolutions or agreements which effectively bind all the members of any class of shareholders though not agreed to by all those members;
- (e) a resolution passed by the directors of a company in compliance with a direction under Article 41(2) (change of name on Department's direction);

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- (f) a resolution of a company to give, vary, revoke or renew an authority to the directors for the purposes of Article 90 (allotment of relevant securities);
 - (g) a resolution of the directors passed under Article 157(2) (alteration of memorandum on company ceasing to be a public company, following acquisition of its own shares);
 - (h) a resolution conferring, varying^[F5], revoking or renewing] authority under Article 176 (market purchase of company's own shares);
 - (j) a resolution for voluntary winding up, passed under^[F6] Article 70(1)(a) of the Insolvency Order]; and
 - (k) a resolution passed by the directors of an old public company, under Article 4(1) of the Consequential Provisions Order, that the company should be re-registered as a public company.
- ^[F7](l) a resolution of the directors passed by virtue of regulation 16(2) of the Uncertificated Securities Regulations 1995 (which allow title to a company's shares to be evidenced and transferred without written instrument); and
- (m) a resolution of a company passed by virtue of regulation 16(6) of the Uncertificated Securities Regulations 1995 (which prevents or reverses a resolution of the directors under regulation 16(2) of those Regulations).]

^[F8](4A) For the purposes of this Article, references to a member of a company do not include the company itself where it is such a member by virtue only of its holding shares as treasury shares, and accordingly, in such circumstances, the company is not, for those purposes, to be treated as a member of any class of the company's shareholders.]

(5) If a company fails to comply with paragraph (1), the company and every officer of it who is in default is liable to a fine and, for continued contravention, to a daily default fine.

(6) If a company fails to comply with paragraph (2) or (3), the company and every officer of it who is in default is liable to a fine.

(7) For the purposes of paragraphs (5) and (6), a liquidator of a company is deemed an officer of it.]]

Annotations:

- F1** 1990 NI 10
- F2** Art. 388 repealed (1.10.2007 for art. 388(4)(a)(c)-(m), 6.4.2008 for art. 388(4)(b) and otherwise prosp.) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12, Sch. 3 para. 1(2)) (as amended by S.I. 2007/2607, art. 4(3)(a)); S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 2 (with arts. 7, 12)
- F3** Words in art. 388(2) substituted (6.4.2008) by Companies Act 2006 (Consequential Amendments etc) Order 2008 (S.I. 2008/948), arts. 2(2), 3(1)(b), **Sch. 1 para. 140** (with arts. 6, 11, 12)
- F4** 1990 NI 5
- F5** 1989 NI 18
- F6** 1989 NI 19
- F7** SI 1995/3272
- F8** SR 2004/275

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Changes and effects yet to be applied to :

- art. 388(2) words substituted by S.I. 2007/2194 Sch. 4 para. 17(9)
- art. 388(2) words substituted by S.I. 2008/948 Sch. 1 para. 140

Changes and effects yet to be applied to the whole Order associated Parts and Chapters:

- Order applied (with modifications) by S.I. 2011/245 Sch. 6 Pt. 1
- Order modified by S.I. 2009/317 art. 3 Sch.
- Order savings for effects of 2006 c. 46 Sch. 16 by S.I. 2009/1801 Sch. 8
- Order savings for effects of 2006 c. 46 Sch. 16 by S.I. 2009/1804 Sch. 1 2

Whole provisions yet to be inserted into this Order (including any effects on those provisions):

- s. 172D(3) words substituted by S.I. 2007/1093 Sch. 3 para. 2
- Sch. 4 para. 89 savings for effects of 2006 c. 46 Sch. 16 by S.I. 2008/948 art. 9(1)
- Sch. 4 para. 88 savings for effects of 2006 c. 46 Sch. 16 by S.I. 2008/948 art. 9(1)(2)
- Sch. 4 para. 87 savings for effects of 2006 c. 46 Sch. 16 by S.I. 2008/948 art. 9(2)
- Sch. 6 para. 15(a)(b) words repealed by S.I. 2008/948 Sch. 1 para. 147(1)(a) Sch. 2
- Sch. 6 para. 16(a)(b) words repealed by S.I. 2008/948 Sch. 1 para. 147(1)(b) Sch. 2
- Sch. 15D para. 16(j)(k) inserted by S.I. 2008/1277 Sch. 2 para. 79(b)
- Sch. 15D para. 16(h) revoked by S.I. 2008/1277 Sch. 2 para. 79(a) Sch. 4 Pt. 2
- Sch. 15D para. 36 words substituted by S.I. 2007/1093 Sch. 4 para. 54(a)
- Sch. 15D para. 36 words substituted by S.I. 2007/1093 Sch. 4 para. 54(b)
- Sch. 15D para. 1 words substituted by S.I. 2008/948 Sch. 1 para. 149
- art. 21(2)(ba)(bb) substituted for art. 21(2)(b) by S.I. 2008/948 Sch. 1 para. 113
- art. 250A(2A) inserted by S.R. 2008/133 reg. 2(2)
- art. 372(1)(j) added by S.R. 2008/379 reg. 2(2)
- art. 372A heading text amended by S.R. 2008/379 reg. 3(a)
- art. 372B-372D inserted by S.R. 2008/379 reg. 4
- art. 446D and cross-heading inserted by S.I. 2008/948 Sch. 1 para. 141

Commencement Orders yet to be applied to the The Companies (Northern Ireland) Order 1986

Commencement Orders bringing legislation that affects this Order into force:

- S.I. 2007/1093 art. 2 5 Sch. 2 commences (2006 c. 46)
- S.I. 2007/2194 art. 2-5 8 Sch. 2 commences (2006 c. 46)
- S.I. 2007/2607 art. 2 commences (2006 c. 46)
- S.I. 2007/3495 art. 3-5 8 Sch. 2 3 commences (2006 c. 46)
- S.I. 2008/674 art. 2 commences (2006 c. 46)
- S.I. 2008/1886 art. 2 commences (2006 c. 46)
- S.I. 2008/2860 art. 3 4 Sch. 1 commences (2006 c. 46)
- S.I. 2009/296 art. 2 3 Sch. commences (2009 c. 1)
- S.I. 2009/1604 art. 2 commences (2005 c. 4)
- S.R. 2007/95 art. 2 commences (S.I. 1986/1032 (N.I.))
- S.R. 2007/194 art. 2 Sch. commences (S.I. 2006/3336 (N.I.))
- S.R. 2013/145 art. 2 Sch. commences (2008 c. 12 (N.I.))