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## STATUTORY INSTRUMENTS

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# 1986 No. 1032

## The Companies (Northern Ireland) Order 1986 (revoked)

### PART II

#### FORMATION AND REGISTRATION OF COMPANIES; JURIDICAL STATUS AND MEMBERSHIP

**F1** Order repealed (prosp.) by [Companies Act 2006 \(c. 46\)](#), ss. 1284(2), 1295, 1300(2), [Sch. 16](#) and the repeal being partly in force, as to which see individual Articles (with savings (with adaptations) by Companies Act 2006 (Commencement No. 6, Saving and Commencement Nos. 3 and 5 (Amendment)) Order 2008 (S.I. 2008/674), arts. 2(3), {4}, Sch. 2) and subject to amendments (6.4.2008) by [Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), arts. 2(2), 3(1)(b)(2), [Sch. 1 paras. 135, 147, 148](#) {Sch. 2 Note 1} (with arts. 6, 11, 12) and subject to amendments (6.4.2008) by [S.R. 2008/133](#), {regs. 2, 3}

### CHAPTER I

#### COMPANY FORMATION

##### *Memorandum of association*

##### ***Mode of forming incorporated company***

**12.—(1)** Any two or more persons associated for a lawful purpose may, by subscribing their names to a memorandum of association and otherwise complying with the requirements of this Order in respect of registration, form an incorporated company, with or without limited liability.

(2) A company so formed may be either—

- (a) a company having the liability of its members limited by the memorandum to the amount, if any, unpaid on the shares respectively held by them ( “a company limited by shares”);
- (b) a company having the liability of its members limited by the memorandum to such amount as the members may respectively thereby undertake to contribute to the assets of the company in the event of its being wound up ( “a company limited by guarantee”); or
- (c) a company not having any limit on the liability of its members ( “an unlimited company”).

(3) A “public company” is a company limited by shares or limited by guarantee and having a share capital, being a company—

- (a) the memorandum of which states that it is to be a public company, and
- (b) in relation to which the provisions of this Order or the former Companies Acts as to the registration or re-registration of a company as a public company have been complied with on or after 1st July 1983;

and a “private company” is a company that is not a public company.

*Status: Point in time view as at 01/10/2007.*

*Changes to legislation: There are currently no known outstanding effects for the The Companies (Northern Ireland) Order 1986 (revoked), PART II. (See end of Document for details)*

[<sup>F1</sup>(3A) Notwithstanding paragraph (1), one person may, for a lawful purpose, by subscribing his name to a memorandum of association and otherwise complying with the requirements of this Order in respect of registration, form an incorporated company being a private company limited by shares or by guarantee.]

(4) With effect from 1st July 1983, a company cannot be formed as, or become, a company limited by guarantee with a share capital.

**F1** SR 1992/405

### ***Requirements with respect to memorandum***

**13.**—(1) The memorandum of every company must state—

- (a) the name of the company;
- (b) that the registered office of the company is to be situated in Northern Ireland;
- (c) the objects of the company.

(2) The memorandum of a company limited by shares or by guarantee must also state that the liability of its members is limited.

(3) The memorandum of a company limited by guarantee must also state that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding a specified amount.

(4) In the case of a company having a share capital—

- (a) the memorandum must also (unless the company is an unlimited company) state the amount of the share capital with which the company proposes to be registered and the division of the share capital into shares of a fixed amount;
- (b) no subscriber of the memorandum may take less than one share; and
- (c) there must be shown in the memorandum against the name of each subscriber the number of shares he takes.

(5) [<sup>F2</sup>Subject to paragraph (5A), the memorandum] must be signed by each subscriber in the presence of at least one witness, who must attest the signature.

[<sup>F2</sup>(5A) Where the memorandum is delivered to the registrar otherwise than in legible form and is authenticated by each subscriber in such manner as is directed by the registrar, the requirements in paragraph (5) for signature in the presence of at least one witness and for attestation of the signature do not apply.]

(6) A company may not alter the conditions contained in its memorandum except in the cases, in the mode and to the extent, for which express provision is made by this Order.

**F2** SR 2003/3

### ***Forms of memorandum***

**14.** Subject to the provisions of Articles 12 and 13, the form of the memorandum of association of—

- (a) a public company, being a company limited by shares,

- (b) a public company, being a company limited by guarantee and having a share capital,
- (c) a private company limited by shares,
- (d) a private company limited by guarantee and not having a share capital,
- (e) a private company limited by guarantee and having a share capital, and
- (f) an unlimited company having a share capital,

shall be as prescribed respectively for such companies by regulations, made by the Department, or as near to that form as circumstances admit.

### [<sup>F3</sup>Statement of company's objects: general commercial company

**14A.** Where the company's memorandum states that the object of the company is to carry on business as a general commercial company—

- (a) the object of the company is to carry on any trade or business whatsoever, and
- (b) the company has power to do all such things as are incidental or conducive to the carrying on of any trade or business by it.]

F3 1990 NI 10

### [<sup>F4</sup>Resolution to alter objects

**15.**—(1) A company may by special resolution alter its memorandum with respect to the statement of the company's objects.

(2) If an application is made under Article 16, an alteration does not have effect except in so far as it is confirmed by the court.]

F4 1990 NI 10, 46(2)

### *Procedure for objecting to alteration*

**16.**—(1) Where a company's memorandum has been altered by special resolution under Article 15, application may be made to the court for the alteration to be cancelled.

(2) Such an application may be made—

- (a) by the holders of not less in the aggregate than 15 per cent. in nominal value of the company's issued share capital or any class of it or, if the company is not limited by shares, not less than 15 per cent. of the company's members; or
- (b) by the holders of not less than 15 per cent. of the company's debentures entitling the holders to object to an alteration of its objects;

but an application shall not be made by any person who has consented to or voted in favour of the alteration.

(3) The application must be made within 21 days after the date on which the resolution altering the company's objects was passed, and may be made on behalf of the persons entitled to make the application by such one or more of their number as they may appoint in writing for the purpose.

(4) The court may on such an application make an order confirming the alteration either wholly or in part and on such terms and conditions as it thinks fit, and may—

- (a) if it thinks fit, adjourn the proceedings in order that an arrangement may be made to its satisfaction for the purchase of the interests of dissentient members, and

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(b) give such directions and make such orders as it thinks expedient for facilitating or carrying into effect any such arrangement.

(5) The court's order may (if the court thinks fit) provide for the purchase by the company of the shares of any members of the company, and for the reduction accordingly of its capital, and may make such alterations in the company's memorandum and articles as may be required in consequence of that provision.

(6) If the court's order requires the company not to make any, or any specified, alteration in its memorandum or articles, the company does not then have power without the leave of the court to make any such alteration in breach of that requirement.

(7) An alteration in the memorandum or articles of a company made by virtue of an order under this Article, other than one made by resolution of the company, is of the same effect as if duly made by resolution; and this Order applies accordingly to the memorandum or articles as so altered.

[<sup>F5</sup>(7A) For the purposes of paragraph (2)(a), any of the company's issued share capital held as treasury shares must be disregarded.]

(8) The debentures entitling the holders to object to an alteration of a company's objects are any debentures secured by a floating charge which were issued or first issued before 1st April 1961 or form part of the same series as any debentures so issued; and a special resolution altering a company's objects requires the same notice to the holders of any such debentures as to members of the company. In the absence of provisions regulating the giving of notice to any such debenture holders, the provisions of the company's articles regulating the giving of notice to members apply.

**F5** SR 2004/275

### ***Provisions supplementing Articles 15 and 16***

**17.—**(1) Where a company passes a resolution altering its objects, then—

- (a) if with respect to the resolution no application is made under Article 16, the company shall within 15 days from the end of the period for making such an application deliver to the registrar a printed copy of its memorandum as altered; and
- (b) if such an application is made, the company shall—
  - (i) forthwith give notice (in the prescribed form) of that fact to the registrar, and
  - (ii) within 15 days from the date of any order cancelling or confirming the alteration, deliver to the registrar an office copy of the order and, in the case of an order confirming the alteration, a printed copy of the memorandum as altered.

(2) The court may by order at any time extend the time for the delivery of documents to the registrar under paragraph (1)(b) for such period as the court may think proper.

(3) If a company makes default in giving notice or delivering any document to the registrar as required by 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.

(4) The validity of an alteration of a company's memorandum with respect to the objects of the company shall not be questioned on the ground that it was not authorised by Article 15, except in proceedings taken for the purpose (whether under Article 16 or otherwise) before the expiration of 21 days after the date of the resolution in that behalf.

(5) Where such proceedings are taken otherwise than under Article 16, paragraphs (1) to (3) apply in relation to the proceedings as if they had been taken under that Article and as if an order declaring the alteration invalid were an order cancelling it, and as if an order dismissing the proceedings were an order confirming the alteration.

**Modifications etc. (not altering text)**

C1 Art. 17(3) applied (prosp.) by Charities Act (Northern Ireland) 2008 (c. 12), ss. 96(6), 185(1)

*Articles of association*

**Regulation of companies by articles of association**

18.—(1) There may in the case of a company limited by shares, and there shall in the case of a company limited by guarantee or unlimited, be registered with the memorandum articles of association signed by the subscribers to the memorandum and making regulations for the company.

(2) In the case of an unlimited company having a share capital, its articles must state the amount of share capital with which the company proposes to be registered.

(3) Articles of association must—

- (a) be printed,
- (b) be divided into paragraphs numbered consecutively, and
- (c) <sup>F6</sup>subject to paragraph (4),] be signed by each subscriber of the memorandum in the presence of at least one witness who must attest the signature.

<sup>F6</sup>(4) Where the articles are delivered to the registrar otherwise than in legible form and are authenticated by each subscriber to the memorandum in such manner as is directed by the registrar, the requirements in paragraph (3)(c) for signature in the presence of at least one witness and for attestation of the signature do not apply.]

F6 SR 2003/3

**Tables A, C, D and E**

19.—(1) Table A is as prescribed by regulations made by the Department; and a company may for its articles adopt the whole or any part of that Table.

(2) In the case of a company limited by shares, if articles are not registered or, if articles are registered, in so far as they do not exclude or modify Table A, that Table (so far as applicable, and as in force at the date of the company's registration) constitutes the company's articles in the same manner and to the same extent as if articles in the form of that Table had been duly registered.

(3) If in consequence of regulations under this Article Table A is altered, the alteration does not affect a company registered before the alteration takes effect, or revoke as respects that company any portion of the Table.

(4) The form of the articles of association of—

- (a) a company limited by guarantee and not having a share capital,
- (b) a company limited by guarantee and having a share capital, and
- (c) an unlimited company having a share capital,

shall be respectively in accordance with Table C, D or E prescribed by regulations made by the Department or as near to that form as circumstances admit.

*{prosp. insertion of art. 19A by 1990 NI10}*

19A<sup>F7</sup>

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**F7** [Art. 19A](#) inserted (prosp.) by 1990 NI 10

### ***Alteration of articles by special resolution***

**20.**—(1) Subject to the provisions of this Order and to the conditions contained in its memorandum, a company may by special resolution alter its articles.

(2) Alterations so made in the articles are (subject to this Order) as valid as if originally contained in them and are subject in like manner to alteration by special resolution.

### *Registration and its consequences*

#### ***Documents to be sent to registrar***

**21.**—(1) A company's memorandum and articles (if any) shall be delivered to the registrar.

(2) With the memorandum there shall be delivered a statement in the prescribed form containing the names and requisite particulars of—

- (a) the person who is, or the persons who are, to be the first director or directors of the company; and
- (b) the person who is, or the persons who are, to be the first secretary or joint secretaries of the company;

and the requisite particulars in each case are those set out in Schedule 1.

(3) The statement shall be signed by or on behalf of the subscribers of the memorandum and shall contain a consent signed by each of the persons named in it as a director, as secretary or as one of joint secretaries, to act in the relevant capacity.

(4) Where a memorandum is delivered by a person as agent for the subscribers, the statement shall specify that fact and the person's name and address.

(5) An appointment by a company's articles delivered with the memorandum of a person as director or secretary of the company is void unless he is named as a director or secretary in the statement.

(6) There shall in the statement be specified the intended situation of the company's registered office on incorporation.

#### ***Minimum authorised capital (public companies)***

**22.** When a memorandum delivered to the registrar under Article 21 states that the association to be registered is to be a public company, the amount of the share capital stated in the memorandum to be that with which the company proposes to be registered must not be less than the authorised minimum.

#### ***Duty of registrar***

**23.**—(1) The registrar shall not register a company's memorandum delivered under Article 21 unless he is satisfied that all the requirements of this Order in respect of registration and of matters precedent and incidental to it have been complied with.

(2) Subject to this, the registrar shall retain and register the memorandum and articles (if any) delivered to him under that Article.

(3) <sup>F8</sup>Subject to paragraph (4), a statutory declaration] in the prescribed form by—

- (a) a solicitor engaged in the formation of a company, or

- (b) a person named as a director or secretary of the company in the statement delivered under Article 21(2),

that those requirements have been complied with shall be delivered to the registrar and the registrar may accept such a declaration as sufficient evidence of compliance.

[<sup>F8</sup>(4) In place of the statutory declaration referred to in paragraph (3), there may be delivered to the registrar using electronic communications a statement made by a person mentioned in subparagraph (a) or (b) of paragraph (3) that the requirements mentioned in paragraph (1) have been complied with; and the registrar may accept such a statement as sufficient evidence of compliance.

(5) Any person who makes a false statement under paragraph (4) which he knows to be false or does not believe to be true is liable to imprisonment or a fine, or both.]

F8 SR 2003/3

### **Effect of registration**

24.—(1) On the registration of a company's memorandum, the registrar shall give a certificate that the company is incorporated and, in the case of a limited company, that it is limited.

(2) The certificate shall be given under the registrar's hand.

(3) From the date of incorporation mentioned in the certificate, the subscribers of the memorandum, together with such other persons as may from time to time become members of the company, shall be a body corporate by the name contained in the memorandum.

(4) That body corporate is then capable forthwith of exercising all the functions of an incorporated company, but with such liability on the part of its members to contribute to its assets in the event of its being wound up as is provided by this Order<sup>F9</sup> and the Insolvency Order]. This is subject, in the case of a public company, to Article 127 (additional certificate as to compliance with share capital requirements).

(5) The persons named in the statement under Article 21 as directors, secretary or joint secretaries are, on the company's incorporation, deemed to have been respectively appointed as its first directors, secretary or joint secretaries.

(6) Where the registrar registers an association's memorandum which states that the association is to be a public company, the certificate of incorporation shall contain a statement that the company is a public company.

(7) A certificate of incorporation given in respect of an association is conclusive evidence—

- (a) that the requirements of this Order in respect of registration and of matters precedent and incidental to it have been complied with, and that the association is a company authorised to be registered, and is duly registered, under this Order; and
- (b) if the certificate contains a statement that the company is a public company, that the company is such a company.

F9 1989 NI 19

### **Effect of memorandum and articles**

25.—(1) Subject to the provisions of this Order, the memorandum and articles, when registered, bind the company and its members to the same extent as if they respectively had been signed and sealed by each member, and contained covenants on the part of each member to observe all the provisions of the memorandum and of the articles.

(2) Money payable by a member to the company under the memorandum or articles is a debt due from him to the company.

#### ***Memorandum and articles of company limited by guarantee***

**26.**—(1) In the case of a company limited by guarantee and not having a share capital, every provision in the memorandum or articles, or in any resolution of the company purporting to give any person a right to participate in the divisible profits of the company otherwise than as a member, is void.

(2) For the purposes of provisions of this Order relating to the memorandum of a company limited by guarantee, and for those of Article 12(4) and this Article, every provision in the memorandum or articles, or in any resolution, of a company so limited purporting to divide the company's undertaking into shares or interests is to be treated as a provision for a share capital, notwithstanding that the nominal amount or number of the shares or interests is not specified by the provision.

#### ***Effect of alteration on company's members***

**27.**—(1) A member of a company is not bound by an alteration made in its memorandum or articles after the date on which he became a member, if and so far as the alteration—

- (a) requires him to take or subscribe for more shares than the number held by him at the date on which the alteration is made; or
- (b) in any way increases his liability as at that date to contribute to the company's share capital or otherwise to pay money to the company.

(2) Paragraph (1) operates notwithstanding anything in the memorandum or articles; but it does not apply in a case where the member agrees in writing, either before or after the alteration is made, to be bound by the alteration.

#### ***Conditions in memorandum which could have been in articles***

**28.**—(1) A condition contained in a company's memorandum which could lawfully have been contained in articles of association instead of in the memorandum may be altered by the company by special resolution; but if an application is made to the court for the alteration to be cancelled, the alteration does not have effect except in so far as it is confirmed by the court.

(2) This Article—

- (a) is subject to Article 27, and also to Part XVIII (court order protecting minority), and
- (b) does not apply where the memorandum itself provides for or prohibits the alteration of all or any of the conditions referred to in paragraph (1), and does not authorise any variation or abrogation of the special rights of any class of members.

(3) Article 16 (except paragraphs (2)(b) and (8)) and Article 17(1) to (3) apply in relation to any alteration and to any application made under this Article as they apply in relation to alterations and applications under Articles 15 to 17.

#### ***Amendments of memorandum or articles to be recorded***

**29.**—<sup>F10</sup>(1) Where an alteration is made in a company's memorandum or articles by any statutory provision, a printed copy of the statutory provision shall, not later than 15 days after that provision comes into operation, be forwarded to the registrar and recorded by him.

(2) Where a company is required (by this Article or otherwise) to send to the registrar any document making or evidencing an alteration in the company's memorandum or articles (other



than a special resolution under Article 15) the company shall send with it a printed copy of the memorandum or articles as altered.

(3) If a company fails to comply with this Article, the company and any officer of it who is in default is liable to a fine and, for continued contravention, to a daily default fine.

**F10** mod. by SR 1986/305

### ***Copies of memorandum and articles to be given to members***

**30.**—(1) A company shall, on being so required by any member, send to him a copy of its memorandum and of its articles (if any), and a copy of any statutory provision which alters the memorandum, subject to payment—

- (a) in the case of a copy of the memorandum and of the articles, of 5 pence or such less sum as the company may determine, and
- (b) in the case of a copy of a statutory provision, of such sum not exceeding its published price as the company may require.

(2) If a company makes default in complying with this Article, the company and every officer of it who is in default is liable for each offence to a fine.

### ***Issued copy of memorandum to embody alterations***

**31.**—(1) Where an alteration is made in a company's memorandum, every copy of the memorandum issued after the date of the alteration shall be in accordance with the alteration.

(2) If, where any such alteration has been made, the company at any time after the date of the alteration issues any copies of the memorandum which are not in accordance with the alteration, it is liable to a fine, and so too is every officer of the company who is in default.

## *A company's membership*

### ***Definition of “member”***

**32.**—(1) The subscribers of a company's memorandum are deemed to have agreed to become members of the company, and on its registration shall be entered as such in its register of members.

(2) Every other person who agrees to become a member of a company, and whose name is entered in its register of members, is a member of the company.

### **[<sup>F11</sup>Membership of holding company**

**33.**—(1) Except as mentioned in this Article, a body corporate cannot be a member of a company which is its holding company and any allotment or transfer of shares in a company to its subsidiary is void.

(2) The prohibition does not apply where the subsidiary is concerned only as personal representative or trustee unless, in the latter case, the holding company or a subsidiary of it is beneficially interested under the trust.

For the purpose of ascertaining whether the holding company or a subsidiary is so interested, there shall be disregarded—

- (a) any interest held only by way of security for the purposes of a transaction entered into by the holding company or subsidiary in the ordinary course of a business which includes the lending of money;

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- (b) any such interest as is mentioned in Part I of Schedule 2.

<sup>F12</sup>(3) The prohibition does not apply where shares in the holding company are held by the subsidiary in the ordinary course of its business as an intermediary.

For this purpose a person is an intermediary if that person—

- (a) carries on a bona fide business of dealing in securities;
- (b) is a member of an EEA exchange (and satisfies any requirements for recognition as a dealer in securities laid down by that exchange) or is otherwise approved or supervised as a dealer in securities under the laws of an EEA State; and
- (c) does not carry on an excluded business.

(3A) The excluded businesses are the following—

- (a) any business which consists wholly or mainly in the making or managing of investments;
- (b) any business which consists wholly or mainly in, or is carried on wholly or mainly for the purpose of, providing services to persons who are connected with the person carrying on the business;
- (c) any business which consists in insurance business;
- (d) any business which consists in managing or acting as trustee in relation to a pension scheme or which is carried on by the manager or trustee of such a scheme in connection with or for the purposes of the scheme;
- (e) any business which consists in operating or acting as trustee in relation to a collective investment scheme or is carried on by the operator or trustee of such a scheme in connection with or for the purposes of the scheme.

(3B) For the purposes of paragraphs (3) and (3A)—

- (a) the question whether a person is connected with another shall be determined in accordance with the provisions of section 839 of the Income and Corporation Taxes Act 1988;
- (b) “collective investment scheme” has the meaning given in section 235 of the Financial Services and Markets Act 2000;
- (c) “EEA exchange” means a market which appears on the list drawn up by an EEA State pursuant to Article 16 of Council Directive [93/22/EEC](#) on investment services in the securities field;
- (d) “insurance business” means business which consists of the effecting or carrying out of contracts of insurance;
- (e) “securities” includes—
  - (i) options,
  - (ii) futures, and
  - (iii) contracts for differences,
 and rights or interests in those investments;
- (f) “trustee” and “the operator” shall, in relation to a collective investment scheme, be construed in accordance with section 237(2) of the Financial Services and Markets Act 2000.

(3C) Paragraph (3B) must be read with—

- (a) section 22 of the Financial Services and Markets Act 2000;
- (b) any relevant order under that section; and
- (c) Schedule 2 to that Act.

(3D) Where—

- (a) a subsidiary which is a dealer in securities has purportedly acquired shares in its holding company in contravention of the prohibition in paragraph (1); and
- (b) a person acting in good faith has agreed, for value and without notice of that contravention, to acquire shares in the holding company from the subsidiary or from someone who has purportedly acquired the shares after their disposal by the subsidiary,

any transfer to that person of the shares mentioned in sub-paragraph (a) shall have the same effect as it would have had if their original acquisition by the subsidiary had not been in contravention of the prohibition.]

(4) Where a body corporate became a holder of shares in a company—

- (a) before 1st April 1961, or
- (b) on or after that date and before<sup>[F12]</sup> 2nd August 2004], in circumstances in which this Article as it then had effect did not apply,

but at any time<sup>[F12]</sup> on or after 2nd August 2004] falls within the prohibition in paragraph (1) in respect of those shares, it may continue to be a member of that company; but for so long as that prohibition would apply, apart from this paragraph, it has no right to vote in respect of those shares at meetings of the company or of any class of its members.

(5) Where a body corporate becomes a holder of shares in a company<sup>[F12]</sup> on or after 2nd August 2004.] in circumstances in which the prohibition in paragraph (1) does not apply, but subsequently falls within that prohibition in respect of those shares, it may continue to be a member of that company; but for so long as that prohibition would apply, apart from this paragraph, it has no right to vote in respect of those shares at meetings of the company or of any class of its members.

(6) Where a body corporate is permitted to continue as a member of a company by virtue of paragraph (4) or (5), an allotment to it of fully paid shares in the company may be validly made by way of capitalisation of reserves of the company; but for so long as the prohibition in paragraph (1) would apply, apart from paragraph (4) or (5), it has no right to vote in respect of those shares at meetings of the company or of any class of its members.

(7) The provisions of this Article apply to a nominee acting on behalf of a subsidiary as to the subsidiary itself.

(8) In relation to a company other than a company limited by shares, the references in this Article to shares shall be construed as references to the interest of its members as such, whatever the form of that interest.]

**F11** 1990 NI 10, art/ 64(1)

**F12** SR 2004/263

### **Minimum membership for carrying on business**

**34**<sup>F13</sup>.—<sup>[F14]</sup>(1) If a company<sup>[F15]</sup>, other than a private company limited by shares or by guarantee,] carries on business without having at least two members and does so for more than 6 months, a person who, for the whole or any part of the period that it so carries on business after those 6 months—

- (a) is a member of the company, and
- (b) knows that it is carrying on business with only one member,

is liable (jointly and severally with the company) for the payment of the company's debts contracted during the period or, as the case may be, that part of it.

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[<sup>F14</sup>(2) 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 only by virtue of its holding shares as treasury shares.]

**F13** mod. by SR 2004/307  
**F14** SR 2004/275  
**F15** SR 1992/405

## CHAPTER II COMPANY NAMES

### *Name as stated in memorandum*

**35.**—(1) The name of a public company must end with the words “public limited company” and those words may not be preceded by the word “limited”.

(2) In the case of a company limited by shares or by guarantee (not being a public company), the name must have “limited” as its last word, subject to Article 40 (exempting, in certain circumstances, a company from the requirement to have “limited” as part of the name).

### *Prohibition on registration of certain names*

**36.**—(1) A company shall not be registered under this Order by a name—

- (a) which includes, otherwise than at the end of the name, any of the following words or expressions, that is to say, “limited”, “unlimited”[<sup>F16</sup>, “public limited company”, “community interest company” or “community interest public limited company”];
- (b) which includes otherwise than at the end of the name an abbreviation of any of those words or expressions;
- [<sup>F17</sup>(bb) which includes, at any place in the name, the expression “investment company with variable capital” or “open-ended investment company”];
- [<sup>F18</sup>(bbb) which includes, at any place in the name, the expression “limited liability partnership”];
- (c) which is the same as a name appearing in the registrar's index of company names;
- (d) the use of which by the company would in the opinion of the Department constitute a criminal offence; or
- (e) which in the opinion of the Department is offensive.

(2) Except with the approval of the Department, a company shall not be registered under this Order by a name which—

- (a) in the opinion of the Department would be likely to give the impression that the company is connected in any way with Her Majesty's Government or with any district council; or
- (b) includes any word or expression for the time being prescribed in regulations under Article 39.

(3) In determining for the purposes of paragraph (1)(c) whether one name is the same as another, there are to be disregarded—

- (a) the definite article, where it is the first word of the name;
- (b) the following words and expressions where they appear at the end of the name, that is to say—  
“company”, “and company”, “company limited”, “and company limited”, “limited”, “unlimited”[<sup>F19</sup> . . . “public limited company”[<sup>F20</sup>, “community interest company”, “community

interest public limited company”];<sup>F19F17</sup> . . . “investment company with variable capital”];<sup>F17</sup> and open-ended investment company]

(c) abbreviations of any of those words or expressions where they appear at the end of the name; and

(d) type and case of letters, accents, spaces between letters and punctuation marks;

and “and” and “&” are to be taken as the same.

**F16** Words in art. 36(1)(a) substituted (6.4.2007) by Companies Act 2006 (Commencement No. 2, Consequential Amendments, Transitional Provisions and Savings) Order 2007 (S.I. 2007/1093), arts. 1(3), 6(2), **Sch. 4 para. 48(a)** (with art. 11(1))

**F17** SR 2004/335

**F18** SR 2004/307

**F19** SR 1997/251

**F20** Words in art. 36(3)(b) inserted (6.4.2007) by Companies Act 2006 (Commencement No. 2, Consequential Amendments, Transitional Provisions and Savings) Order 2007 (S.I. 2007/1093), arts. 1(3), 6(2), **Sch. 4 para. 48(b)** (with art. 11(1))

**Modifications etc. (not altering text)**

**C2** Art. 36(3) applied (with modifications) (prosp.) by Charities Act (Northern Ireland) 2008 (c. 12), ss. 20(7), 185(1)

**Alternatives of statutory designations**

**37.—**(1) A company which by any provision of this Order is either required or entitled to include in its name, as the last part, any of the words specified in paragraph (4) may, instead of those words, include as the last part of its name the abbreviations there specified as alternatives in relation to those words.

(2) A reference in this Order to the name of a company or to the inclusion of any of those words in a company's name includes a reference to the name including (in place of any of the words so specified) the appropriate alternative, or to the inclusion of the appropriate alternative, as the case may be.

(3) A provision of this Order requiring a company not to include any of those words in its name also requires it not to include the abbreviated alternative specified in paragraph (4).

(4) For the purposes of this Article—

(a) the alternative of “limited” is “ltd.”; and

(b) the alternative of “public limited company” is “p.l.c.”<sup>F21</sup>; and

(c) the alternative of “community interest company” is “c.i.c.”; and

(d) the alternative of “community interest public limited company” is “community interest p.l.c.”.]

**F21** Art. 37(4)(c)(d) and preceding word inserted (6.4.2007) by Companies Act 2006 (Commencement No. 2, Consequential Amendments, Transitional Provisions and Savings) Order 2007 (S.I. 2007/1093), arts. 1(3), 6(2), **Sch. 4 para. 49** (with art. 11(1))

*Status: Point in time view as at 01/10/2007.*

*Changes to legislation: There are currently no known outstanding effects for the The Companies (Northern Ireland) Order 1986 (revoked), PART II. (See end of Document for details)*

### **Change of name**

**38.**—(1) A company may by special resolution change its name (but subject to Article 41 in the case of a company which has received a direction under paragraph (2) of that Article from the Department).

- (2) Where a company has been registered by a name which—
- (a) is the same as or, in the opinion of the Department, too like a name appearing at the time of the registration in the registrar's index of company names, or
  - (b) is the same as or, in the opinion of the Department, too like a name which should have appeared in that index at that time,

the Department may within 12 months of that time, in writing, direct the company to change its name within such period as the Department may specify.

Article 36(3) applies in determining under this paragraph whether a name is the same as or too like another.

(3) If it appears to the Department that misleading information has been given for the purpose of a company's registration with a particular name, or that undertakings or assurances have been given for that purpose and have not been fulfilled, the Department may within 5 years of the date of the company's registration with that name in writing direct the company to change its name within such period as the Department may specify.

(4) Where a direction has been given under paragraph (2) or (3), the Department may by a further direction in writing extend the period within which the company is to change its name, at any time before the end of that period.

(5) A company which fails to comply with a direction under this Article, and any officer of it who is in default, is liable to a fine and, for continued contravention, to a daily default fine.

(6) Where a company changes its name under this Article, the registrar shall (subject to Article 36) enter the new name on the register in place of the former name, and shall issue a certificate of incorporation altered to meet the circumstances of the case; and the change of name has effect from the date on which the altered certificate is issued.

(7) A change of name by a company under this Article does not affect any rights or obligations of the company or render defective any legal proceedings by or against it; and any legal proceedings that might have been continued or commenced against it by its former name may be continued or commenced against it by its new name.

### **Regulations about names**

**39.**—<sup>F22</sup>(1) The Department may by regulations—

- (a) prescribe words or expressions for the registration of which as or as part of a company's corporate name the Department's approval is required under Article 36(2)(b), and
- (b) in relation to any such word or expression, prescribe a government department or other body as the relevant body for the purposes of paragraph (2).

(2) Where a company proposes to have as, or as part of, its corporate name any such word or expression in relation to which a relevant body has been prescribed under paragraph (1)(b), a request shall be made (in writing) to the relevant body to indicate whether (and if so why) it has any objections to the proposal; and the person to make the request is—

- (a) in the case of a company seeking to be registered under this Part, the person making the statutory declaration<sup>F23</sup> under Article 23(3) or statement under Article 23(4) (as the case may be)],

- (b) in the case of a company seeking to be registered under Article 629, the persons making the statutory declaration<sup>F23</sup> under Article 635(2) or statement under Article 635(2A) (as the case may be)], and
  - (c) in any other case, a director or secretary of the company concerned.
- (3) The person who has made that request to the relevant body shall submit to the registrar a statement that it has been made and a copy of any response received from that body, together with—
- (a) the requisite statutory declaration<sup>F23</sup> or statement], or
  - (b) a copy of the special resolution changing the company's name,
- according as the case is the one or the other of those mentioned in paragraph (2).
- (4) Articles 658 and 659 (public inspection of documents kept by registrar) do not apply to documents sent under paragraph (3) other than documents mentioned in sub-paragraphs (a) and (b) of that paragraph.
- (5) Regulations under this Article may contain such transitional provisions and savings as the Department thinks appropriate.
- (6) The regulations shall be laid before the Assembly after being made and shall cease to have effect at the end of the statutory period next after the regulations have been so laid (but without prejudice to anything previously done by virtue of the regulations or to the making of new regulations) unless during that period they are approved by a resolution of the Assembly.]

**F22** Art. 39 repealed (1.1.2007 for certain purposes, otherwise prosp.) by [Companies Act 2006 \(c. 46\)](#), ss. 1284(2), 1295, 1300(2), [Sch. 16](#); S.I. 2006/3428, [art. 7\(a\)](#), Sch. 2 Pt. 2 (with arts. 6, 8, Sch. 5)

**F23** SR 2003/3

### ***Exemption from requirement of “limited” as part of the name***

**40.**—(1) Certain companies are exempt from requirements of this Order relating to the use of the word “limited” as part of the company name.

(2) A private company (including a private company about to be registered) limited by guarantee is exempt from those requirements and so too is a company which on 30th June 1983 was a private company limited by shares with a name which, by virtue of a licence under section 19 of the Act of 1960, did not include the word “limited”; but in either case the company must, to have the exemption, comply with the requirements of paragraph (3).

- (3) Those requirements are that—
- (a) the objects to the company are (or, in the case of a company about to be registered, are to be) the promotion of commerce, art, science, education, religion, charity or any profession, and anything incidental or conducive to any of those objects; and
  - (b) the company's memorandum or articles—
    - (i) require its profits (if any) or other income to be applied in promoting its objects,
    - (ii) prohibit the payment of dividends to its members, and
    - (iii) require all the assets which would otherwise be available to its members generally to be transferred on its winding up either to another body with objects similar to its own or to another body the objects of which are the promotion of charity and anything incidental or conducive thereto (whether or not the body is a member of the company).

*Status: Point in time view as at 01/10/2007.*

*Changes to legislation: There are currently no known outstanding effects for the The Companies (Northern Ireland) Order 1986 (revoked), PART II. (See end of Document for details)*

(4) [<sup>F24</sup>Subject to paragraph (5A), a statutory declaration] that a company complies with the requirements of paragraph (3) may be delivered to the registrar, who may accept the declaration as sufficient evidence of the matters stated in it<sup>F24</sup> . . . .

(5) The statutory declaration must be in the prescribed form and be made—

- (a) in the case of a company to be formed, by a solicitor engaged in its formation or by a person named as director or secretary in the statement delivered under Article 21(2);
- (b) in the case of a company to be registered in pursuance of Article 629, by two or more directors or other principal officers of the company; and
- (c) in the case of a company proposing to change its name so that it ceases to have the word “limited” as part of its name, by a director or secretary of the company.

[<sup>F24</sup>(5A) In place of the statutory declaration referred to in paragraph (4), there may be delivered to the registrar using electronic communications a statement made by a person falling within the applicable sub-paragraph of paragraph (5) stating that the company complies with the requirements of paragraph (3); and the registrar may accept such a statement as sufficient evidence of the matters stated in it.

(5B) The registrar may refuse to register a company by a name which does not include the word “limited” unless a statutory declaration under paragraph (4) or statement under paragraph (5A) has been delivered to him.

(5C) Any person who makes a false statement under paragraph (5A) which he knows to be false or does not believe to be true is liable to imprisonment or a fine, or both.]

(6) References in this Article to the word “limited” include the appropriate alternative.

(7) A company which [<sup>F25</sup>under this Article] is exempt from requirements relating to the use of the word “limited” and does not include that word as part of its name, is also exempt from the requirements of this Order relating to the publication of its name and the sending of lists of members to the registrar.

<p><b>F24</b> SR 2003/3</p> <p><b>F25</b> Words in <a href="#">art. 40(7)</a> inserted (6.4.2007) by <a href="#">Companies Act 2006 (Commencement No. 2, Consequential Amendments, Transitional Provisions and Savings) Order 2007 (S.I. 2007/1093)</a>, arts. 1(3), 6(2), <a href="#">Sch. 4 para. 50</a> (with <a href="#">art. 11(1)</a>)</p>
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**Provisions applying to company exempt under Article 40**

**41.**—(1) A company which is exempt under Article 40 and whose name does not include the word “limited” shall not alter its memorandum or articles so that it ceases to comply with the requirements of paragraph (3) of that Article.

(2) If it appears to the Department that such a company—

- (a) has carried on any business other than the promotion of any of the objects mentioned in that paragraph; or
- (b) has applied any of its profits or other income otherwise than in promoting such objects; or
- (c) has paid a dividend to any of its members,

the Department may, in writing, direct the company to change its name by resolution of the directors within such period as may be specified in the direction, so that its name ends with the word “limited”.

<sup>F26</sup> . . . . .

[<sup>F27</sup>(2A) Where such a resolution is passed by the directors, the company must give notice to the registrar of the change.



(2B) Where a company changes its name under this Article, the registrar shall (subject to Article 36) enter the new name on the register in place of the former name, and shall issue a certificate of incorporation altered to meet the circumstances of the case; and the change of name has effect from the date on which the altered certificate is issued.

(2C) A change of name by a company under this Article does not affect any right or obligations of the company or render defective any legal proceedings by or against it; and any legal proceedings that might have been continued or commenced against it by its former name may be continued or commenced against it by its new name.]

(3) A company which has received a direction under paragraph (2) shall not thereafter be registered by a name which does not include the word “limited”, without the approval of the Department.

(4) References in this Article to the word “limited” include the appropriate alternative.

(5) A company which contravenes paragraph (1), and any officer of it who is in default, is liable to a fine and, for continued contravention, to a daily default fine.

(6) A company which fails to comply with a direction by the Department under paragraph (2), and any officer of the company who is in default, is liable to a fine and, for continued contravention, to a daily default fine.

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| <p><b>F26</b> Words in art. 41(2) omitted (1.10.2007) by virtue of <a href="#">Companies Act 2006 (Commencement No. 3, Consequential Amendments, Transitional Provisions and Savings) Order 2007 (S.I. 2007/2194)</a>, arts. 1(3)(a), 10(1), <b>Sch. 4 para. 17(1)</b> (with art. 12)</p> <p><b>F27</b> Art. 41(2A)-(2C) inserted (1.10.2007) by <a href="#">Companies Act 2006 (Commencement No. 3, Consequential Amendments, Transitional Provisions and Savings) Order 2007 (S.I. 2007/2194)</a>, arts. 1(3)(a), 10(1), <b>Sch. 4 para. 17(1)</b> (with art. 12)</p> |
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### ***Power to require company to abandon misleading name***

**42.**—(1) If in the opinion of the Department the name by which a company is registered gives so misleading an indication of the nature of its activities as to be likely to cause harm to the public, the Department may direct it to change its name.

(2) The direction must, if not duly made the subject of an application to the court under paragraph (3), be complied with within a period of 6 weeks from the date of the direction or such longer period as the Department may think fit to allow.

(3) The company may, within a period of 3 weeks from the date of the direction, apply to the court to set it aside; and the court may set the direction aside or confirm it and, if it confirms the direction, shall specify a period within which it must be complied with.

(4) If a company makes default in complying with a direction under this Article, it is liable to a fine and, for continued contravention, to a daily default fine.

(5) Where a company changes its name under this Article, the registrar shall (subject to Article 36) enter the new name on the register in place of the former name, and shall issue a certificate of incorporation altered to meet the circumstances of the case; and the change of name has effect from the date on which the altered certificate is issued.

(6) A change of name by a company under this Article does not affect any of its rights or obligations or render defective any legal proceedings by or against it; and any legal proceedings that might have been continued or commenced against it by its former name may be continued or commenced against it by its new name.

*Status: Point in time view as at 01/10/2007.*

*Changes to legislation: There are currently no known outstanding effects for the The Companies (Northern Ireland) Order 1986 (revoked), PART II. (See end of Document for details)*

### ***Prohibition on trading under misleading name***

**43.**—(1) A person who is not a public company is guilty of an offence if he carries on any trade, profession or business under a name which includes, as its last part, the words “public limited company” or any contraction or imitation of those words.

(2) A public company is guilty of an offence if, in circumstances in which the fact that it is a public company is likely to be material to any person, it uses a name which may reasonably be expected to give the impression that it is a private company.

(3) A person guilty of an offence under paragraph (1) or (2) and, if that person is a company, any officer of the company who is in default, is liable to a fine and, for continued contravention, to a daily default fine.

### ***Penalty for improper use of “limited”***

**44.** If any person trades or carries on business under a name or title of which the word “limited”, or any contraction or imitation of that word, is the last word, that person, unless duly incorporated with limited liability, is liable to a fine and, for continued contravention, to a daily default fine.

### **[<sup>F28</sup>Penalty for improper use of “community interest company”**

**44A.**—(1) A company which is not a community interest company is guilty of an offence if it carries on any trade, profession or business under a name which includes any of the expressions specified in paragraph (3).

(2) A person other than a company is guilty of an offence if it carries on any trade, profession or business under a name which includes any of those expressions (or any contraction of them) as its last part.

(3) The expressions are—

- (a) “community interest company”, and
- (b) “community interest public limited company”.

(4) Paragraphs (1) and (2) do not apply—

- (a) to a person who was carrying on a trade, profession or business under the name in question at any time during the period beginning with 1st January 2005 and ending with 15th March 2005, or
- (b) if the name in question was on 15th March 2005 a registered trade mark or Community trade mark (within the meaning of the Trade Marks Act 1994), to a person who was on that date a proprietor or licensee of that trade mark.

(5) A person guilty of an offence under paragraph (1) or (2) and, if that person is a company, any officer of the company who is in default, is liable to a fine and, for continued contravention, to a daily default fine.]

**F28** Art. 44A inserted (6.4.2007) by [The Companies Act 2006 \(Commencement No. 2, Consequential Amendments, Transitional Provisions and Savings\) Order 2007 \(S.I. 2007/1093\)](#), arts. 1(3), 6(2), [Sch. 4 para. 51](#) (with art. 11(1))

*{prosp. insertion of art. 44A by 2005 NI17}*

**4A**<sup>F29</sup>

**F29** prosp. insertion by 2005 NI 17 (which amendment repealed (6.4.2007) by Companies Act 2006 (c. 46), s. 1295, Sch. 16; S.I. 2007/1093, art. 5, Sch. 2 Pt. 2)

## CHAPTER III

### A COMPANY'S CAPACITY; FORMALITIES OF CARRYING ON BUSINESS

#### **A company's capacity not limited by its memorandum**

**45.**—(1) The validity of an act done by a company shall not be called into question on the ground of lack of capacity by reason of anything in the company's memorandum.

(2) A member of a company may bring proceedings to restrain the doing of an act which but for paragraph (1) would be beyond the company's capacity; but no such proceedings shall lie in respect of an act to be done in fulfilment of a legal obligation arising from a previous act of the company.

(3) It remains the duty of the directors to observe any limitations on their powers flowing from the company's memorandum; and action by the directors which but for paragraph (1) would be beyond the company's capacity may only be ratified by the company by special resolution.

A resolution ratifying such action shall not affect any liability incurred by the directors or any other person; relief from any such liability must be agreed to separately by special resolution.

(4) The operation of this Article is restricted by Article 9A of the Charities (Northern Ireland) Order 1987 in relation to companies which are charities; and Article 330A below (invalidity of certain transactions to which directors or their associates are parties) has effect notwithstanding this Article.

#### **Modifications etc. (not altering text)**

**C3** Art. 45 restricted (prosp.) by Charities Act (Northern Ireland) 2008 (c. 12), ss. 97(1), 185(1)

#### **Power of directors to bind the company**

**45A.**—(1) In favour of a person dealing with a company in good faith, the power of the board of directors to bind the company, or authorise others to do so, shall be deemed to be free of any limitation under the company's constitution.

(2) For this purpose—

- (a) a person “deals with” a company if he is a party to any transaction or other act to which the company is a party;
- (b) a person shall not be regarded as acting in bad faith by reason only of his knowing that an act is beyond the powers of the directors under the company's constitution; and
- (c) a person shall be presumed to have acted in good faith unless the contrary is proved.

(3) The references above to limitations on the directors' powers under the company's constitution include limitations deriving—

- (a) from a resolution of the company in general meeting or a meeting of any class of shareholders, or
- (b) from any agreement between the members of the company or of any class of shareholders.

(4) Paragraph (1) does not affect any right of a member of the company to bring proceedings to restrain the doing of an act which is beyond the powers of the directors; but no such proceedings shall lie in respect of an act to be done in fulfilment of a legal obligation arising from a previous act of the company.

*Status: Point in time view as at 01/10/2007.*

*Changes to legislation: There are currently no known outstanding effects for the The Companies (Northern Ireland) Order 1986 (revoked), PART II. (See end of Document for details)*

(5) Nor does that paragraph affect any liability incurred by the directors, or any other person, by reason of the directors' exceeding their powers.

(6) The operation of this Article is restricted by Article 9A of the Charities (Northern Ireland) Order 1987 in relation to companies which are charities; and Article 330A below (invalidity of certain transactions to which directors or their associates are parties) has effect notwithstanding this Article.

**Modifications etc. (not altering text)**

C4 Art. 45A restricted (prosp.) by Charities Act (Northern Ireland) 2008 (c. 12), ss. 97(1), 185(1)

**No duty to enquire as to capacity of company or authority of directors**

**45B.** A party to a transaction with a company is not bound to enquire as to whether it is permitted by the company's memorandum or as to any limitation on the powers of the board of directors to bind the company or authorise others to do so.

**Form of company contracts**

**46**<sup>F30</sup>. <sup>F31</sup>A contract may be made—

- (a) by a company, by writing under its common seal, or
- (b) on behalf of a company, by any person acting under its authority, express or implied;

and any formalities required by law in the case of a contract made by an individual also apply, unless a contrary intention appears, to a contract made by or on behalf of a company.

**F30** mod. by SR 2003/5

**F31** mod. by SR 2004/307

**Execution of documents**

**46A**<sup>F32</sup>.—(1) The following provisions have effect with respect to the execution of documents by a company.

(2) A document is executed by a company by the affixing of its common seal.

(3) A company need not have a common seal, however, and the following paragraphs apply whether it does or not.

(4)<sup>F33</sup> A document signed by a director and the secretary of a company, or by two directors of a company,<sup>[F34</sup> or a liquidator of a company,] and expressed (in whatever form of words) to be executed by the company has the same effect as if executed under the common seal of the company.

(5) A document executed by a company which makes it clear on its face that it is intended by the person or persons making it to be a deed has effect, upon delivery, as a deed; and it shall be presumed, unless a contrary intention is proved, to be delivered upon its being so executed.

(6)<sup>F33</sup> In favour of a purchaser a document shall be deemed to have been duly executed by a company if it purports to be signed by a director and the secretary of the company, or by two directors of the company,<sup>[F34</sup> or the liquidator of the company,] and, where it makes it clear on its face that it is intended by the person or persons making it to be a deed, to have been delivered upon its being executed.

A “purchaser” means a purchaser in good faith for valuable consideration and includes a lessee, mortgagee or other person who for valuable consideration acquires an interest in property.

**F32** mod. by SR 2003/5  
**F33** mod. by SR 2004/307  
**F34** 2005 NI 7

### **Pre-incorporation contracts and deeds**

**46B**<sup>F35</sup>.—(1) A contract which purports to be made by or on behalf of a company at a time when the company has not been formed has effect, subject to any agreement to the contrary, as one made with the person purporting to act for the company or as agent for it, and he is personally liable on the contract accordingly.

(2) Paragraph (1) applies to the making of a deed as it applies to the making of a contract.

**F35** mod. by SR 2004/307

### ***Bills of exchange and promissory notes***

**47**<sup>F36</sup>. A bill of exchange or promissory note is deemed to have been made, accepted or endorsed on behalf of a company if made, accepted or endorsed in the name of, or by or on behalf or on account of, the company by a person acting under its authority.

**F36** mod. by SR 2004/307

### ***Execution of deeds abroad***

**48**<sup>F37</sup>.—(1) A company may, by writing under its common seal, empower any person, either generally or in respect of any specified matters, as its attorney, to execute deeds on its behalf in any place elsewhere than in the United Kingdom.

[<sup>F38</sup>(2) A deed executed by such an attorney on behalf of the company has the same effect as if it were executed under the company's common seal.]

**F37** mod. by SR 2004/307  
**F38** 1990 NI 10

### ***Power of company to have official seal for use abroad***

**49.**—(1 <sup>F39</sup> A company [<sup>F40</sup> which has a common seal and] whose objects require or comprise the transaction of business in foreign countries may, if authorised by its articles, have for use in any territory, district, or place elsewhere than in the United Kingdom, an official seal, which shall be a facsimile of [<sup>F40</sup> its common seal], with the addition on its face of the name of every territory, district or place where it is to be used.

[<sup>F40</sup>(2) The official seal when duly affixed to a document has the same effect as the company's common seal.]

(3) A company having an official seal for use in any such territory, district or place may, by writing under its common seal, authorise any person appointed for the purpose in that territory, district or place to affix the official seal to any deed or other document to which the company is party in that territory, district or place.

**Status:** Point in time view as at 01/10/2007.

**Changes to legislation:** There are currently no known outstanding effects for the The Companies (Northern Ireland) Order 1986 (revoked), PART II. (See end of Document for details)

(4) As between the company and a person dealing with such an agent, the agent's authority continues during the period (if any) mentioned in the instrument conferring the authority, or if no period is there mentioned, then until notice of the revocation or determination of the agent's authority has been given to the person dealing with him.

(5) The person affixing the official seal shall certify in writing on the deed or other instrument to which the seal is affixed the date on which and the place at which it is affixed.

**F39** mod. by SR 2004/307

**F40** 1990 NI 10

### ***Official seal for share certificates, etc.***

**50.** <sup>F41</sup>A company<sup>F42</sup> which has a common seal] may have, for use for sealing securities issued by the company and for sealing documents creating or evidencing securities so issued, an official seal which is a facsimile of<sup>F42</sup> its common seal] with the addition on its face of the word "Securities".<sup>F42</sup> The official seal when duly affixed to a document has the same effect as the company's common seal.]

**F41** mod. by SR 1986/305

**F42** 1990 NI 10

### ***Authentication of documents***

**51.** <sup>F43</sup> .....

**F43** Art. 51 repealed (6.4.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), Sch. 16; S.I. 2006/3428, art. 4(2)(b) (subject to art. 5, Sch. 1 and with arts. 6, 8, Sch. 5)

### ***Events affecting a company's status***

**52.** <sup>F44</sup> .....

**F44** Art. 52 repealed (1.1.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), Sch. 16; S.I. 2006/3428, art. 7(a), Sch. 2 Pt. 2 (with arts. 6, 8, Sch. 5)

**Status:**

Point in time view as at 01/10/2007.

**Changes to legislation:**

There are currently no known outstanding effects for the The Companies (Northern Ireland) Order 1986 (revoked), PART II.