
STATUTORY INSTRUMENTS

1986 No. 1032

The Companies (Northern Ireland) Order 1986

PART X

**A COMPANY'S MANAGEMENT; DIRECTORS AND SECRETARIES;
THEIR QUALIFICATIONS, DUTIES AND RESPONSIBILITIES**

Officers and registered office

Directors

290. ^{F1}

Annotations:

F1 Art. 290 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12)

Secretary

291. ^{F2}

Annotations:

F2 Art. 291 repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 2 (with arts. 7, 12)

Acts done by person in dual capacity

292. ^{F3}

Annotations:

F3 Art. 292 repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 2 (with arts. 7, 12)

Validity of acts of directors

293. ^{F4}

Annotations:

F4 Art. 293 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12, Sch. 3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. 4(2))

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Qualifications of company secretaries

294. ^{F5}

Annotations:
F5 Art. 294 repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), Sch. 16; S.I. 2007/3495, art. 8(a), Sch. 2 Pt. 2 (with arts. 7, 12, Sch. 4 para. 5(2))

[^{F6}Registered office

295 ^{F7}.—(1) A company shall at all times have a registered office to which all communications and notices may be addressed.

(2) On incorporation the situation of the company's registered office is that specified in the statement sent to the registrar under Article 21.

(3) The company may change the situation of its registered office from time to time by giving notice in the prescribed form to the registrar.

(4) The change takes effect upon the notice being registered by the registrar, but until the end of the period of 14 days beginning with the date on which it is registered a person may validly serve any document on the company at its previous registered office.

(5) For the purposes of any duty of a company—

- (a) to keep at its registered office, or make available for public inspection there, any register, index or other document, or
- (b) to mention the address of its registered office in any document,

a company which has given notice to the registrar of a change in the situation of its registered office may act on the change as from such date, not more than 14 days after the notice is given, as it may determine.

(6) Where a company unavoidably ceases to perform at its registered office any such duty as is mentioned in paragraph (5)(a) in circumstances in which it was not practicable to give prior notice to the registrar of a change in the situation of its registered office, but—

- (a) resumes performance of that duty at other premises as soon as practicable, and
- (b) gives notice accordingly to the registrar of a change in the situation of its registered office within 14 days of doing so,

it shall not be treated as having failed to comply with that duty.

(7) In proceedings for an offence of failing to comply with any such duty as is mentioned in paragraph (5), it is for the person charged to show that by reason of the matters referred to in that paragraph or paragraph (6) no offence was committed.]

Annotations:
F6 1990 NI 10
F7 mod. by SR 2004/307

Register of directors and secretaries

296 ^{F8}.—^{F9}(1) Every company shall keep, at the same office as its register of members is kept, a register of its directors and secretaries; and the register shall, with respect to the particulars to be contained in it of those persons, comply with Articles 297 and 298.

(2) The company shall, within the period of 14 days from the occurrence of—

- (a) any change among its directors or in its secretary, or
- (b) any change in particulars contained in the register,

send to the registrar a notification in the prescribed form of the change and of the date on which it occurred; and a notification of a person having become a director or secretary, or one of joint secretaries, of the company shall contain a consent, signed by that person, to act in the relevant capacity.

(3) The register shall^{F10} . . . be open to the inspection of any member of the company without charge and of any other person on payment of^{F10} such fee as may be prescribed].

(4) If an inspection required under this Article is refused, or if default is made in complying with paragraph (1) or (2), 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.

(5) In the case of a refusal of inspection of the register, the court may by order compel an immediate inspection of it.

(6) For the purposes of this Article and Article 297, a shadow director of a company is deemed a director and officer of it.

Annotations:

- F8** mod. by 2000 c. 38
- F9** mod. by SR 2004/307
- F10** 1990 NI 10

Particulars of directors to be registered under Article 296

297.—(1) Subject to the provisions of this Article, the register kept by a company under Article 296 shall contain the following particulars with respect to each director—

- (a) in the case of an individual—
 - (i) his present^{F11} name],
 - (ii) any former^{F11} name],
 - (iii) his usual residential address,
 - (iv) his nationality,
 - (v) his business occupation (if any),
 - (vi) particulars of any other directorships held by him or which have been held by him, and
 - ^{F11}(vii) the date of his birth;]
- (b) in the case of a corporation^{F11} or Scottish firm], its corporate^{F11} or firm] name and registered or principal office, and particulars of any other directorships held by it or which have been held by it.

^{F11}(2) In paragraph (1)(a)—

- (a) “name” means a person's Christian name (or other forename) and surname, except that in the case of a peer, or an individual usually known by a title, the title may be stated instead of his Christian name (or other forename) and surname, or in addition to either or both of them; and
- (b) the reference to a former name does not include—
 - (i) in the case of a peer, or an individual normally known by a British title, the name by which he was known previous to the adoption of or succession to the title, or

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- (ii) in the case of any person, a former name which was changed or disused before he attained the age of 18 years or which has been changed or disused for 20 years or more, or
 - (iii) in the case of a married woman, the name by which she was known previous to the marriage.]
- (3) It is not necessary for the register to contain on any day particulars of a directorship—
- (a) which has not been held by a director at any time during the 5 years preceding that day,
 - (b) which is held by a director in a company which—
 - (i) is dormant or grouped with the company keeping the register, and
 - (ii) if he also held that directorship for any period during those 5 years, was for the whole of that period either dormant or so grouped,
 - (c) which was held by a director for any period during those 5 years in a company which for the whole of that period was either dormant or grouped with the company keeping the register.
- (4) For the purposes of paragraph (3), “company” includes any body incorporated in Northern Ireland; and—
- (a) [^{F12}section 481 of the Companies Act 2006] applies as regards whether and when a company is or has been dormant, and
 - (b) a company is to be regarded as being or having been grouped with another at any time if at that time it is or was a company of which the other is or was a wholly-owned subsidiary, or if it is or was a wholly-owned subsidiary of the other or of another company of which that other is or was a wholly-owned subsidiary.

Annotations:

F11 1990 NI 10

F12 Words in art. 297(4)(a) 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. 136** (with arts. 6, 11, 12)

Particulars of secretaries to be registered under Article 296

298.—(1) The register to be kept by a company under Article 296 shall contain the following particulars with respect to the secretary [^{F13}(if any)] or, where there are joint secretaries, with respect to each of them—

- (a) in the case of an individual, his present[^{F14} name], any former[^{F14} name] and his usual residential address, and
- (b) in the case of a body corporate or a Scottish firm, its corporate or firm name and registered or principal office.

(2) Where all the partners in a firm are joint secretaries, the name and principal office of the firm may be stated instead of the particulars mentioned in paragraph (1).

[^{F14}(3) Article 297(2)(a) and (b) apply for the purposes of the obligation under paragraph (1)(a) of this Article to state the name or former name of an individual.]

Annotations:

F13 Words in art. 298(1) inserted (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. 137** (with arts. 6, 11, 12)

F14 1990 NI 10

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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.))