
STATUTORY INSTRUMENTS

1986 No. 1032

The Companies (Northern Ireland) Order 1986

PART XII

COMPANY ADMINISTRATION AND PROCEDURE

CHAPTER II

Register of Members

Obligation to keep and enter up register

360.

360.—^[F1](1) Every company shall keep a register of its members and enter in it the particulars required by this Article.

(2) There shall be entered in the register—

- (a) the names and addresses of the members;
- (b) the date on which each person was registered as a member; and
- (c) the date at which any person ceased to be a member.

(3) This paragraph applies in the case of a company having a share capital—

- (a) with the names and addresses of the members there shall be entered a statement—
 - (i) of the shares held by each member, distinguishing each share by its number (so long as the share has a number) and, where the company has more than one class of issued shares, by its class, and
 - (ii) of the amount paid or agreed to be considered as paid on the shares of each member;
- (b) where the company has converted any of its shares into stock and given notice of the conversion to the register, the register shall show the amount and class of stock held by each member, instead of the amount of shares and the particulars relating to shares specified in sub-paragraph (a).

^[F2](3A) Where a company purchases one or more of its own shares in circumstances in which Article 172A applies—

- (a) the requirements of paragraphs (2) and (3) must be complied with unless the company cancels all of the shares forthwith after the purchase in accordance with Article 172D(1), but
- (b) any share which is so cancelled must be disregarded for the purposes of paragraph (3).]

(4) In the case of a company which does not have a share capital but has more than one class of members, there shall be entered in the register, with the names and addresses of the members, the class to which each member belongs.

(5) If a company makes default in complying with this Article, 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.

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(6) An entry relating to a former member of a company may be removed from the register after the expiration of 20 years from the date on which he ceased to be a member.

(7) Liability incurred by a company from the making or deletion of an entry in its register of members or debenture holders, or from a failure to make or delete any such entry, is not enforceable more than 20 years after the date on which the entry was made or deleted or, in the case of any such failure, the failure first occurred.

This is without prejudice to any lesser period of limitation.]

Annotations:

- F1** Art. 360 repealed (6.4.2008 for art. 360(6)(7) and otherwise prosp.) 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)
- F2** SR 2004/275

^{F3}Statement that company has only one member

360A.—(1) If the number of members of a private company limited by shares or by guarantee falls to one there shall upon the occurrence of that event be entered in the company's register of members with the name and address of the sole member—

- (i) a statement that the company has only one member; and
- (ii) the date on which the company became a company having only one member.

(2) If the membership of a private company limited by shares or by guarantee increases from one to two or more members there shall upon the occurrence of that event be entered in the company's register of members, with the name and address of the person who was formerly the sole member, a statement that the company has ceased to have only one member together with the date on which that event occurred.

(3) If a company makes default in complying with this Article, 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.]

Annotations:

- F3** SR 1992/405

Location of register

361.—(1) A company's register of members shall be kept at its registered office, except that—

- (a) if the work of making it up is done at another office of the company, it may be kept there; and
- (b) if the company arranges with some other person for the making up of the register to be undertaken on its behalf by that other, it may be kept at the office of the other at which the work is done;

but it must not be kept at a place outside Northern Ireland.

(2) Subject to paragraph (3), every company shall send notice in the prescribed form to the registrar of the place where its register of members is kept, and of any change in that place.

(3) The notice need not be sent if the register has, at all times since it came into existence (or, in the case of a register in existence on 1st April 1961, at all times since then) been kept at the company's registered office.

(4) If a company makes default for 14 days in complying with paragraph (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.

Index of members

362.—(1) Every company having more than 50 members shall, unless the register of members is in such a form as to constitute in itself an index of the names of the members of the company and shall, within 14 days after the date on which any alteration is made in the register of members, make any necessary alteration in the index.

(2) The index shall in respect of each member contain a sufficient indication to enable the account of that member in the register to be readily found.

(3) The index shall be at all times kept at the same place as the register of members.

(4) If default is made in complying with this Article, 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.

Entries in register in relation to share warrants

363.—(1) On the issue of a share warrant the company shall strike out of its register of members the name of the member then entered therein as holding the shares specified in the warrant as if he had ceased to be a member, and shall enter in the register the following particulars, namely—

- (a) the fact of the issue of the warrant;
- (b) a statement of the shares included in the warrant, distinguishing each share by its number so long as the share has a number; and
- (c) the date of the issue of the warrant.

(2) Subject to the company's articles, the bearer of a share warrant is entitled, on surrendering it for cancellation, to have his name entered as a member in the register of members.

(3) The company is responsible for any loss incurred by any person by reason of the company entering in the register the name of a bearer of a share warrant in respect of the shares therein specified without the warrant being surrendered and cancelled.

(4) Until the warrant is surrendered, the particulars specified in paragraph (1) are deemed to be those required by this Order to be entered in the register of members; and, on the surrender, the date of the surrender must be entered.

(5) Except as provided by Article 299(2) (director's share qualification), the bearer of a share warrant may, if the articles of the company so provide, be deemed a member of the company within the meaning of this Order, either to the full extent or for any purposes defined in its articles.

Inspection of register and index

364. ^{F4}

Annotations:

F4 Art. 364 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. 2(2))

Non-compliance with Articles 361, 362 and 364; agent's default

365. Where under Article 361(1)(b) the register of members is kept at the office of some person other than the company, and by reason of any default of his the company fails to comply with—

- Article 361(2) (notice to registrar),
- Article 362(3) (index to be kept with register), or

^{F5} ... ,

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or with any requirement of this Order as to the production of the register, that other person is liable to the same penalties as if he were an officer of the company who was in default, . . .

Annotations:

F5 Words in [art. 365](#) 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. 2](#))

Power to close register

366. A company may, on giving notice by advertisement in a newspaper circulating in the district in which the company's registered office is situated, close the register of members for any time or times not exceeding in the whole 30 days in each year.

Power of court to rectify register

367.—(1) If—

- (a) the name of any person is, without sufficient cause, entered in or omitted from a company's register of members, or
- (b) default is made or unnecessary delay takes place in entering on the register the fact of any person ceased to be a member,

the person aggrieved, or any member of the company, or the company, may apply to the court for rectification of the register.

(2) The court may either refuse the application or may order rectification of the register and payment by the company of any damages sustained by any party aggrieved.

(3) On such an application the court may decide any question relating to the title of a person who is a party to the application to have his name entered in or omitted from the register, whether the question arises between members or alleged members, or between members or alleged members on the one hand and the company on the other hand, and generally may decide any question necessary or expedient to be decided for rectification of the register.

(4) In the case of a company required by this Order to send a list of its members to the registrar, the court, when making an order for rectification of the register, shall by its order direct notice of the rectification to be given to the registrar.

Trusts not be entered on register

368. No notice of any trust, expressed, implied or constructive, shall be entered on the register, or be receivable by the registrar.

Register to be evidence

369. The register of members is prima facie evidence of any matters which are by this Order directed or authorised to be inserted in it.

External branch registers

370.—(1) A company having a share capital whose objects comprise the transaction of business in any of the countries or territories specified in Part I of Schedule 14 may cause to be kept in any such country or territory in which it transacts business a branch register of members resident in that country or territory.

(2) Such a branch register is to be known as an “external branch register”; and—

- (a) any dominion register kept by a company under section 116 of the Act of 1960 is to become known as an external branch register of the company;
 - (b) where any statutory provision or instrument (including in particular a company's articles) refers to a company's dominion register, that reference is to be read (unless the context otherwise requires) as being to an external branch register kept under this Article; and
 - (c) references to a colonial register occurring in articles registered before 1st January 1933 are to be read as referring to an external branch register.
- (3) Part II of Schedule 14 has effect with respect to external branch registers kept under this Article.

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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.))