
STATUTORY INSTRUMENTS

1986 No. 1032

The Companies (Northern Ireland) Order 1986

PART XII

COMPANY ADMINISTRATION AND PROCEDURE

[^{F1}CHAPTER IV

Meetings and Resolutions

Annotations:

F1 1990 NI 10

Meetings

Annual general meeting

374. ^{F2}

Annotations:

F2 Art. 374 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12, Sch. 3 paras. 29(3), 35(1)(a))

[^{F3}Election by private company to dispense with annual general meetings

[^{F3}374A. ^{F4}

Annotations:

F3 1990 NI 10

F4 Art. 374A repealed (20.1.2007 for 374A(3A)(6) and 1.10.2007 otherwise) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2006/3428, **art. 7(b)**, Sch. 3 Pt. 2 (with arts. 6, 8, Sch. 5); S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12)

Department's power to call meeting in default

375. ^{F5}

Annotations:

F5 Art. 375 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12)

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Extraordinary general meeting on member's requisition

376. ^{F6}

Annotations:

F6 Art. 376 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12, Sch. 3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. 25(2))

Length of notice for calling meetings

377. ^{F7}

Annotations:

F7 Art. 377 repealed (20.1.2007 for art. 377(5)-(11) and 1.10.2007 otherwise) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2006/3428, **art. 7(b)**, Sch. 3 Pt. 2 (with arts. 6, 8, Sch. 5); S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12, Sch. 3 paras. 26(2)(3), 37(2))

General provisions as to meetings and votes

378. ^{F8}

Annotations:

F8 Art. 378 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12, Sch. 3 paras. 22(2)(3), 26(2)(3), 30(2)(3))

Quorum at meetings of the sole member

378A. ^{F9}

Annotations:

F9 Art. 378A repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12, Sch. 3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. 30(2)(3))

Power of court to order meeting

379. ^{F10}

Annotations:

F10 Art. 379 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12)

Proxies

380. ^{F11}

Annotations:

F11 Art. 380 repealed (20.1.2007 for art. 380(2A)(2B)(6A) and 1.10.2007 otherwise) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), **Sch. 16**; S.I. 2006/3428, **art. 7(b)**, Sch. 3 Pt. 2 (with arts. 6, 8, Sch. 5); S.I. 2007/2194, arts. 1(3)(a), **8**, Sch. 2 Pt. 2 (with art. 12, Sch. 3 para. 30(2)(3))

Right to demand a poll

381. ^{F12}

Annotations:

F12 Art. 381 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. 30(2)(3))

Voting on a poll

382. ^{F13}

Annotations:

F13 Art. 382 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. 30(2)(3))

Representation of bodies corporate at meetings

383. ^{F14}]

Annotations:

F14 Art. 383 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. 30(2)(3))

Resolutions

Circulation of members' resolutions

384. ^{F15}

Annotations:

F15 Art. 384 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. 29(2), 38(2))

In certain cases, compliance with Article 384 not required

385. ^{F16}

Annotations:

F16 Art. 385 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. 29(2), 38(2))

Extraordinary and special resolutions

386. ^{F17}

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Annotations:

F17 Art. 386 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. 22(2)(3), 30(2)(3))

Resolution requiring special notice

387. ^{F18}

Annotations:

F18 Art. 387 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. 27(2))

[^{F19} Elective resolution of private company

387A.

387A.—[^{F20}(1) An election by a private company for the purposes of—

- (a) Article 90A (election as to duration of authority to allot shares),
- (b) Article 260 (election to dispense with laying of accounts and reports before general meeting),
- (c) Article 374A (election to dispense with holding of annual general meeting),
- (d) Article 377(4) or 386(3) (election as to majority required to authorise short notice of meeting), or
- (e) Article 394 (election to dispense with appointment of auditors annually),

shall be made by resolution of the company in general meeting in accordance with this Article.

Such a resolution is referred to in this Order as an “elective resolution”.

(2) An elective resolution is not effective unless—

- (a) at least 21 days' notice in writing is given of the meeting, stating that an elective resolution is to be proposed and stating the terms of the resolution, and
- (b) the resolution is agreed to at the meeting, in person or by proxy, by all the members entitled to attend and vote at the meeting.

[^{F21}(2A) An elective resolution is effective notwithstanding the fact that less than 21 days' notice in writing of the meeting is given if all the members entitled to attend and vote at the meeting so agree.]

[^{F22}(2B) For the purposes of this Article, notice in writing of the meeting is to be taken as given to a person where notice of the meeting is sent using electronic communications to such address as may for the time being be notified by that person to the company for that purpose.

(2C) For the purposes of this Article a notice in writing of the meeting is also to be treated as given to a person where—

- (a) the company and that person have agreed that notices of meetings required to be given to that person may instead be accessed by him on a web site;
- (b) the meeting is a meeting to which that agreement applies;
- (c) that person is notified, in manner for the time being agreed between him and the company for the purpose, of—
 - (i) the publication of the notice on a web site;

- (ii) the address of that web site; and
- (iii) the place on that web site where the notice may be accessed, and how it may be accessed; and
- (d) the notice continues to be published on that web site throughout the period beginning with the giving of that notification and ending with the conclusion of the meeting;

and for the purposes of this Article a notice treated in accordance with this paragraph as given to any person is to be treated as so given at the time of the notification mentioned in sub-paragraph (c).

(2D) A notification given for the purposes of paragraph (2C)(c) must—

- (a) state that it concerns a notice of a company meeting at which an elective resolution is to be proposed, and
- (b) specify the place, date and time of the meeting.

(2E) Nothing in paragraph (2C) shall invalidate the proceedings of a meeting where—

- (a) any notice that is required to be published as mentioned in sub-paragraph (d) of that paragraph is published for a part, but not all, of the period mentioned in that sub-paragraph; and
- (b) the failure to publish that notice throughout that period is wholly attributable to circumstances which it would not be reasonable to have expected the company to prevent or avoid.

(2F) In so far as the articles of the company do not provide for notices and notifications to be served using electronic communications, the provisions of Table A (as for the time being in operation) as to such service shall apply.]

(3) The company may revoke an elective resolution by passing an ordinary resolution to that effect.

(4) An elective resolution shall cease to have effect if the company is re-registered as a public company.

(5) An elective resolution may be passed or revoked in accordance with this Article, and the provisions referred to in^[F22] paragraphs (1) and (2B) to (2E)] have effect, notwithstanding any contrary provision in the company's articles of association.

^[F22](6) In this article, “address” includes any number or address used for the purposes of electronic communications.]]]

Annotations:

F19 1990 NI 10

F20 Art. 387A repealed (20.1.2007 for art. 387A(2B)-(2F)(6), 1.10.2007 for art. 387A(1)(b)-(e) and otherwise prosp.) by Companies Act 2006 (c. 46), ss. 1284(2), 1295, 1300(2), Sch. 16; S.I. 2006/3428, art. 7(b), Sch. 3 Pt. 2 (with arts. 6, 8, Sch. 5); S.I. 2007/2194, arts. 1(3)(a), 8, Sch. 2 Pt. 2 (with art. 12)

F21 1997 NI 22

F22 SR 2003/3

Registration, etc. of resolutions and agreements

388.

388.—^[F23](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 [^{F24}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;
- [^{F25}(bb) 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);
- (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 [^{F26}, revoking or renewing] authority under Article 176 (market purchase of company's own shares);
- (j) a resolution for voluntary winding up, passed under [^{F27} 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.
- [^{F28}(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).]

[^{F29}(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:

- F23** 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)
- F24** 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)
- F25** 1990 NI 5
- F26** 1989 NI 18
- F27** 1989 NI 19
- F28** SI 1995/3272
- F29** SR 2004/275

Resolution passed at adjourned meeting

389. ^{F30}

Annotations:

- F30** Arts. 389-391 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 paras. 19(2), 24(2), 40(2))

[^{F31}Written resolutions of private companies

Annotations:

- F31** 1990 NI 10

Written resolutions of private companies

389A. ^{F32}

Annotations:

- F32** Arts. 389-391 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 paras. 19(2), 24(2), 40(2))

Duty to notify auditors of proposed written resolution

389B. ^{F33}

Annotations:

- F33** Arts. 389-391 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 paras. 19(2), 24(2), 40(2))

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Written resolutions: supplementary provisions

389C. ^{F34}]

Annotations:

F34 Arts. 389-391 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 paras. 19(2), 24(2), 40(2))

Records of proceedings

Minutes of meetings

390. ^{F35}

Annotations:

F35 Arts. 389-391 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 paras. 19(2), 24(2), 40(2))

Recording of written resolutions

390A. ^{F36}

Annotations:

F36 Arts. 389-391 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 paras. 19(2), 24(2), 40(2))

Recording of decisions by the sole member

390B. ^{F37}

Annotations:

F37 Arts. 389-391 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 paras. 19(2), 24(2), 40(2))

Inspection of minute books

391. ^{F38}]

Annotations:

F38 Arts. 389-391 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 paras. 19(2), 24(2), 40(2))

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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.))