

## STATUTORY INSTRUMENTS

# 2002 No. 3150

## The Company Directors Disqualification (Northern Ireland) Order 2002

### *Miscellaneous and general*

#### **Admissibility in evidence of statements**

**23.**—(1) In any proceedings (whether or not under this Order), any statement made in pursuance of a requirement imposed by or under Articles [F1 8A to 14, 17A] or 19 [F2 to 19C] or Schedule 1 or by or under rules made for the purposes of this Order under [F3 the Insolvency (Northern Ireland) Order 1989], may be used in evidence against any person making or concurring in making the statement.

(2) However, in criminal proceedings in which any such person is charged with an offence to which this paragraph applies—

- (a) no evidence relating to the statement may be adduced, and
- (b) no question relating to it may be asked,

by or on behalf of the prosecution, unless evidence relating to it is adduced, or a question relating to it is asked, in the proceedings by or on behalf of that person.

(3) Paragraph (2) applies to any offence other than—

- (a) an offence which is—
  - (i) created by rules made for the purposes of this Order under [F4 the Insolvency (Northern Ireland) Order 1989], and
  - (ii) designated for the purposes of this paragraph by such rules or by regulations;
- (b) an offence which is—
  - (i) created by regulations made under any such rules, and
  - (ii) designated for the purposes of this paragraph by such regulations; or
- (c) an offence under Article 10 of the Perjury (Northern Ireland) Order 1979 (NI 19) (false statements made otherwise than on oath).

(4) Regulations under paragraph (3)(a)(ii) shall after being made be laid before the Assembly.

**F1** Words in art. 23(1) substituted (1.10.2015) by [Small Business, Enterprise and Employment Act 2015](#) (c. 26), s. 164(1), [Sch. 8 para. 9\(14\)\(a\)](#); S.I. 2015/1689, reg. 2(h)

**F2** Words in art. 23(1) inserted (1.10.2015) by [Small Business, Enterprise and Employment Act 2015](#) (c. 26), s. 164(1), [Sch. 8 para. 9\(14\)\(b\)](#); S.I. 2015/1689, reg. 2(h)

**F3** Words in art. 23(1) substituted (1.10.2009) by [Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009](#) (S.I. 2009/1941), art. 2(1), [Sch. 1 para. 209](#) (with art. 10)

**F4** Words in art. 23(3)(a)(i) substituted (1.10.2009) by [Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009](#) (S.I. 2009/1941), art. 2(1), [Sch. 1 para. 209](#) (with art. 10)

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

- C1** Art. 23 applied by S.I. 1989/638, **reg. 20(2)** (as inserted (1.10.2009) by [European Economic Interest Grouping \(Amendment\) Regulations 2009 \(S.I. 2009/2399\)](#)), {reg. 21(4)} (with reg. 2))

#### [<sup>F5</sup>Legal professional privilege

**23A.** In proceedings against a person for an offence under this Order nothing in this Order is to be taken to require any person to disclose any information that he is entitled to refuse to disclose on grounds of legal professional privilege.]

- F5** Art. 23A 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. 226(4)** (with arts. 6, 11, 12)

#### Interaction with [<sup>F6</sup>the Insolvency (Northern Ireland) Order 1989]

**24.—**(1) Articles 4, [<sup>F7</sup>8A to 14, 17A] , 18, 19 [<sup>F8</sup>to 19C] and 23 and Schedule 1, and Articles 3 and 21 as they apply for the purposes of those provisions, are deemed included in Parts II to VII of [<sup>F9</sup>the Insolvency (Northern Ireland) Order 1989] for the purposes of the following Articles of that Order—

Article 359 (power to make insolvency rules);

Article 361 (fees orders);

Article 364 (orders extending provisions about insolvent companies to insolvent partnerships);

Article 366 (modifications of such provisions in their application to recognised banks).

(2) Article 378 of that Order (Crown application) applies to Articles 4, [<sup>F7</sup>8A to 14, 17A] , 18, 19 [<sup>F8</sup>to 19C] and 23 and Schedule 1, and Articles 3 and 21 as they apply for the purposes of those provisions, as it does to the provisions of that Order which are there mentioned.

- F6** Words in art. 24 heading substituted (1.10.2009) by [Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 2(1), **Sch. 1 para. 209** (with art. 10)
- F7** Words in art. 24(1)(2) substituted (1.10.2015) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), s. 164(1), **Sch. 8 para. 9(15)(a)**; S.I. 2015/1689, reg. 2(h); S.I. 2015/1689, reg. 2(h)
- F8** Words in art. 24(1)(2) inserted (1.10.2015) by virtue of [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), s. 164(1), **Sch. 8 para. 9(15)(b)**; S.I. 2015/1689, reg. 2(h); S.I. 2015/1689, reg. 2(h)
- F9** Words in art. 24(1) substituted (1.10.2009) by [Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 2(1), **Sch. 1 para. 209** (with art. 10)

#### [<sup>F10</sup>Bank insolvency

**24A** Section 121 of the Banking Act 2009 provides for this Act to apply in relation to bank insolvency as it applies in relation to liquidation.]

- F10** Art. 24A inserted (21.2.2009) by virtue of [Banking Act 2009 \(c. 1\)](#), **ss. 121(4)**, 134, 263(1) (with s. 247); S.I. 2009/296, **art. 3**, Sch. para. 2

### [<sup>F11</sup>Bank administration

**24B** Section 155 of the Banking Act 2009 provides for this Act to apply in relation to bank administration as it applies in relation to liquidation.]

**F11** Art. 24B inserted (21.2.2009) by virtue of [Banking Act 2009 \(c. 1\)](#), **ss. 155(4)**, 167, 263(1) (with s. 247); S.I. 2009/296, **art. 3**, Sch. para. 3

### [<sup>F12</sup>Building society insolvency and special administration

**24C.** Section 90E of the Building Societies Act 1986 provides for this Act to apply in relation to building society insolvency and building society special administration as it applies in relation to liquidation.]

**F12** Art. 24C inserted (29.3.2009) by virtue of [Building Societies \(Insolvency and Special Administration\) Order 2009 \(S.I. 2009/805\)](#), **arts. 12**, 17

### [<sup>F13</sup>Application of Order to building societies

**24D.**—(1) This Order applies to building societies as it applies to companies.

(2) References in this Order to a company, or to a director or an officer of a company, include, respectively, references to a building society within the meaning of the Building Societies Act 1986 or to a director or officer, within the meaning of that Act, of a building society.

(3) In relation to a building society the definition of “shadow director” in Article 2(2) applies with the substitution of “building society” for “company”.

[  
<sup>F14</sup>(3A) In relation to a building society, this Order applies as if—

- (a) Articles 9(1)(a)(ii) [<sup>F15</sup>, 10(2)(b) and (5A) and 15A] were omitted;
- (b) references in Articles 11B(2) and 19A(3)(b) to a company which has been dissolved without becoming insolvent were omitted.]

<sup>F16</sup>(4) .....]

**F13** Arts. 24D, 24E inserted (1.10.2009) by [Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 2(1), **Sch. 1 para. 212** (with art. 10)

**F14** Art. 24D(3A) inserted (15.12.2021 for specified purposes, 15.2.2022 in so far as not already in force) by [Rating \(Coronavirus\) and Directors Disqualification \(Dissolved Companies\) Act 2021 \(c. 34\)](#), **ss. 3(8)**, 4(4)(c)(5) (with s. 3(13))

**F15** Words in art. 24D(3A)(a) substituted (26.10.2023 for specified purposes) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), **ss. 39(2)**, 219(1)(2)(b)

**F16** Art. 24D(4) omitted (1.10.2015) by virtue of [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), s. 164(1), **Sch. 8 para. 9(16)**; S.I. 2015/1689, reg. 2(h)

### Application of Order to open-ended investment companies

<sup>F17</sup>24E. ....

**F17** Art. 24E omitted (1.10.2015) by virtue of [Small Business, Enterprise and Employment Act 2015](#) (c. 26), s. 164(1), [Sch. 8 para. 9\(17\)](#); S.I. 2015/1689, reg. 2(h)

**Application of Order to incorporated friendly societies**

<sup>F18</sup>**25** .—(1) This Order applies to incorporated friendly societies as it applies to companies.

(2) References in this Order to a company, or to a director or an officer of a company include, respectively, references to an incorporated friendly society within the meaning of the Friendly Societies Act 1992 (c. 40) or to a member of the committee of management or officer, within the meaning of that Act, of an incorporated friendly society.

(3) In relation to an incorporated friendly society every reference to a shadow director shall be omitted.

[<sup>F19</sup>(3A) In relation to an incorporated friendly society, this Order applies as if [<sup>F20</sup>—

- (a) Articles 9(1)(a)(ii), 10(2)(b) and (5A) [<sup>F21</sup>, 11A to 11E and [15A](#)] were omitted;
- (b) the reference in Article 19A(3)(b) to a company which has been dissolved without becoming insolvent were omitted.]]

<sup>F22</sup>(4) .....

**F18** Mod. SR 2004/307  
**F19** Art. 25(3A) inserted (1.10.2015) by [Small Business, Enterprise and Employment Act 2015](#) (c. 26), s. 164(1), [Sch. 8 para. 9\(18\)\(a\)](#); S.I. 2015/1689, reg. 2(h)  
**F20** Art. 25(3A)(a)(b) substituted for words (15.12.2021 for specified purposes, 15.2.2022 in so far as not already in force) by [Rating \(Coronavirus\) and Directors Disqualification \(Dissolved Companies\) Act 2021](#) (c. 34), [ss. 3\(9\)](#), 4(4)(c)(5) (with s. 3(13))  
**F21** Words in art. 25(3A)(a) substituted (26.10.2023 for specified purposes) by [Economic Crime and Corporate Transparency Act 2023](#) (c. 56), [ss. 39\(3\)](#), 219(1)(2)(b)  
**F22** Art. 25(4) omitted (1.10.2015) by virtue of [Small Business, Enterprise and Employment Act 2015](#) (c. 26), s. 164(1), [Sch. 8 para. 9\(18\)\(b\)](#); S.I. 2015/1689, reg. 2(h)

[<sup>F23</sup>**Application of Order to registered societies**

**25A**.—[<sup>F24</sup>(1) This Order applies to registered societies within the meaning of the Co-operative and Community Benefit Societies Act (Northern Ireland) 1969 (“the 1969 Act”) as it applies to companies.]

(2) In its application to registered societies, this Order shall have effect as follows—

- (a) references in this Order to a company, or to a director or an officer of a company shall include, respectively, references to a registered society or to a member of the committee of management or officer, within the meaning of the [<sup>F25</sup>the 1969 Act], of a registered society;
- (b) in Article 5(1) “striking off of a company” shall include the cancellation of the registration of a registered society under that Act;
- (c) in [<sup>F26</sup>Article 6(3ZA)(a)] “the companies legislation” shall include that Act;

<sup>F27</sup>(d) .....

- (e) references to the registrar shall have effect as references to the registrar as defined in section 101(1) of that Act;
- (f) references to a shadow director shall be omitted.

- [<sup>F28</sup>(g) Articles 9(1)(a)(ii), 10(2)(b) and (5A) [<sup>F29</sup>, 11A to 11E and 15A] are to be omitted;  
(h) the reference in Article 19A(3)(b) to a company which has been dissolved without becoming insolvent is to be omitted.]
- [<sup>F30</sup>(3) .....]

- F23** Art. 25A inserted (1.7.2006) by [Industrial and Provident Societies \(Northern Ireland\) Order 2006 \(S.I. 2006/314 \(N.I. 3\)\)](#), arts. 1(3), **8**; S.R. 2006/242, **art. 2**
- F24** Art. 25A(1) substituted (6.4.2018) by [Credit Unions and Co-operative and Community Benefit Societies Act \(Northern Ireland\) 2016 \(c. 16\)](#), s. 17(2), **Sch. 1 para. 28(2)**; S.R. 2017/217, art. 2(d)
- F25** Words in art. 25A(2)(a) substituted (6.4.2018) by [Credit Unions and Co-operative and Community Benefit Societies Act \(Northern Ireland\) 2016 \(c. 16\)](#), s. 17(2), **Sch. 1 para. 28(3)**; S.R. 2017/217, art. 2(d)
- F26** Words in art. 25A(2)(c) substituted (26.10.2023 for specified purposes) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), **ss. 32(3)**, 219(1)(2)(b)
- F27** Art. 25A(2)(d) omitted (1.10.2015) by virtue of [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), s. 164(1), **Sch. 8 para. 9(19)(a)**; S.I. 2015/1689, reg. 2(h)
- F28** Art. 25A(2)(g)(h) substituted for art. 25A(2)(g) (15.12.2021 for specified purposes, 15.2.2022 in so far as not already in force) by [Rating \(Coronavirus\) and Directors Disqualification \(Dissolved Companies\) Act 2021 \(c. 34\)](#), **ss. 3(10)**, 4(4)(c)(5) (with s. 3(13))
- F29** Words in art. 25A(2)(g) substituted (26.10.2023 for specified purposes) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), **ss. 39(4)**, 219(1)(2)(b)
- F30** Art. 25A(3) omitted (1.10.2015) by virtue of [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), s. 164(1), **Sch. 8 para. 9(19)(c)**; S.I. 2015/1689, reg. 2(h)

### [<sup>F31</sup>Application of Order to credit unions

- 25B.**—(1) This Order applies to credit unions as it applies to companies.
- (2) Accordingly, in this Order—
- (a) references to a company include a credit union,
- (b) references to a director of a company include a member of the board of directors of a credit union, and
- (c) references to an officer of a company include an officer of a credit union.
- (3) In its application in relation to credit unions, this Order has effect as if—
- (a) in Article 5(1) the reference to striking off included the cancellation of the registration of a credit union under the 1985 Order;
- (b) in [<sup>F32</sup>Article 6(3ZA)(a) the reference] to the companies legislation included the 1985 Order;
- [<sup>F33</sup>(c) Articles 9(1)(a)(ii), 10(2)(b) and (5A) [<sup>F34</sup>, 11A to 11E and 15A] were omitted;
- (ca) the reference in Article 19A(3)(b) to a company which has been dissolved without becoming insolvent were omitted;]
- (d) references to the registrar were to the [<sup>F35</sup>Financial Conduct Authority] ;
- (e) references to a shadow director were omitted.
- (4) In this Article—
- “board of directors”, “credit union” and “officer” (in relation to a credit union) have the meaning given by Article 2(2) of the 1985 Order;
- “the 1985 Order” means the Credit Unions (Northern Ireland) Order 1985.]

- F31** Art. 25B inserted (23.4.2016) by [Credit Unions and Co-operative and Community Benefit Societies Act \(Northern Ireland\) 2016](#) (c. 16), **ss. 7**, 17(1)
- F32** Words in [art. 25B\(3\)\(b\)](#) substituted (26.10.2023 for specified purposes) by [Economic Crime and Corporate Transparency Act 2023](#) (c. 56), **ss. 32(4)**, 219(1)(2)(b)
- F33** [Art. 25B\(3\)\(c\)\(ca\)](#) substituted for [art. 25B\(3\)\(c\)](#) (15.12.2021 for specified purposes, 15.2.2022 in so far as not already in force) by [Rating \(Coronavirus\) and Directors Disqualification \(Dissolved Companies\) Act 2021](#) (c. 34), **ss. 3(11)**, 4(4)(c)(5) (with s. 3(13))
- F34** Words in [art. 25B\(3\)\(c\)](#) substituted (26.10.2023 for specified purposes) by [Economic Crime and Corporate Transparency Act 2023](#) (c. 56), **ss. 39(5)**, 219(1)(2)(b)
- F35** Words in [art. 25B\(3\)\(d\)](#) substituted (6.4.2018 immediately after 2016 c. 16 (N.I.), s. 8(2) comes into force) by [The Financial Services Act 2012 \(Mutual Societies\) Order 2018](#) (S.I. 2018/323), [art. 1](#), **Sch. 4 para. 7** (with [art. 3](#))

### [<sup>F36</sup>Application of Order to protected cell companies

**25C.—(1)** In this Article—

- (a) “protected cell company” means a protected cell company incorporated under Part 4 of the Risk Transformation Regulations 2017 which has its registered office in Northern Ireland; and
- (b) a reference to a part of a protected cell company is a reference to the core or a cell of the protected cell company (see regulations 42 and 43 of the Risk Transformation Regulations 2017).

(2) This Order applies to protected cell companies as it applies to companies.

(3) Accordingly, in this Order, references to a company are to be read as including references to a protected cell company.

(4) As they apply in relation to protected cell companies, the provisions of this Order have effect with the following modifications—

[ Articles 9(1)(a)(ii) [<sup>F38</sup>, 10(2)(b) and (5A) and 15A] are to be omitted;

<sup>F37</sup>(za)

- (zb) references in Articles 11B(2) and 19A(3)(b) to a company which has been dissolved without becoming insolvent are to be omitted;]
- (a) references to the administration, insolvency, liquidation or winding up of a company are to be read as references to the administration, insolvency, liquidation or winding up of a part of a protected cell company;
- (b) references to striking off are to be read as including references to dissolution;
- (c) references to a director of a company which is or has been insolvent are to be read as references to the director of a protected cell company, a part of which is or has been insolvent;
- (d) references to a director of a company which is being or has been wound up are to be read as references to the director of a protected cell company, a part of which is being or has been wound up;
- (e) references to the companies legislation are to be read as references to Part 4 of, and Schedules 1 to 3 to, the Risk Transformation Regulations 2017;
- (f) references to the Insolvency (Northern Ireland) Order 1989 are to be read as references to that Order as applied by Part 4 of, and Schedules 1 to 3 to, the Risk Transformation Regulations 2017;

- (g) references to sections 452 and 456 of the Companies Act 2006 are to be read as references to those sections as applied by regulation 163 of the Risk Transformation Regulations 2017;
  - (h) references to the registrar of companies are to be read as references to the Financial Conduct Authority; and
  - (i) references to an overseas company include references to a protected cell company incorporated under the Risk Transformation Regulations 2017 which has its registered office in England and Wales (or Wales) or Scotland.
- (5) Where two or more parts of a protected cell company are or have been insolvent, then Articles 9 to 10A and 11A to 11C apply in relation to each part separately.
- (6) A contribution to the assets of a protected cell company given in accordance with a compensation order under Article 19A(1) or a compensation undertaking under Article 19A(2) is to be held by the protected cell company on behalf of the part of the protected cell company specified in the order or undertaking.]

- F36** Art. 25C inserted (8.12.2017) by [The Risk Transformation Regulations 2017 \(S.I. 2017/1212\)](#), reg. 1(2), **Sch. 4 para. 5** (with reg. 189)
- F37** Art. 25C(4)(za)(zb) inserted (15.12.2021 for specified purposes, 15.2.2022 in so far as not already in force) by [Rating \(Coronavirus\) and Directors Disqualification \(Dissolved Companies\) Act 2021 \(c. 34\)](#), **ss. 3(12)**, 4(4)(c)(5) (with s. 3(13))
- F38** Words in art. 25C(4)(za) substituted (26.10.2023 for specified purposes) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), **ss. 39(6)**, 219(1)(2)(b)

### [<sup>F39</sup>Power to amend application of Order in relation to relevant entities

**25D.**—(1) The Secretary of State or the Department may by regulations amend this Order for the purpose of applying, or modifying the application of, any of its provisions in relation to relevant entities.

- (2) For that purpose, the regulations may in particular—
- (a) extend the company disqualification conditions to include corresponding conditions relating to a relevant entity;
  - (b) limit the company disqualification conditions to remove conditions relating to a relevant entity;
  - (c) modify which company disqualification conditions can, in combination with each other, result in a person being disqualified under this Order;
  - (d) provide for any of the company disqualification conditions to result in or contribute to a person being disqualified from acting in a role or doing something in relation to a relevant entity.

(3) The Secretary of State must obtain the consent of the Department before making regulations under this Article.

(4) In this Article “the company disqualification conditions” means the conditions that can result in or contribute to a person being disqualified under this Order from acting in a role or doing something in relation to any entity.

- (5) In this Article a “relevant entity” means—
- (a) a limited partnership registered under the Limited Partnerships Act 1907;
  - (b) a limited liability partnership registered under the Limited Liability Partnerships Act 2000;
  - (c) a partnership, other than a limited partnership, that is—

- (i) constituted under the law of Scotland, and
- (ii) a qualifying partnership within the meaning given by regulation 3 of the Partnerships (Accounts) Regulations 2008.

(6) Regulations under this Article may make consequential, supplementary, incidental, transitional or saving provision.

(7) The provision which may be made by regulations made by the Secretary of State by virtue of paragraph (6) includes provision amending provision made by or under either of the following, whenever passed or made—

- (a) an Act;
- (b) Northern Ireland legislation.

(8) The provision which may be made by regulations made by the Department by virtue of paragraph (6) includes provision amending provision made by or under Northern Ireland legislation, whenever passed or made.

(9) Regulations made by the Secretary of State under this Article are to be made by statutory instrument.

(10) A statutory instrument containing regulations made by the Secretary of State under this Article may not be made unless a draft of the instrument has been laid before and approved by a resolution of each House of Parliament.

(11) Regulations made by the Department under this Article are subject to negative resolution.]

**F39** Art. 25D inserted (26.10.2023 for specified purposes) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), ss. 155(3), 219(1)(2)(b)

### **Transitional provisions, savings, amendments and repeals**

**26.—**(1) The transitional provisions and savings in Schedule 2 shall have effect for the purposes of this Order.

(2) The statutory provisions specified in Schedule 3 shall have effect subject to the amendments specified there, being amendments consequential on the provisions of this Order.

(3) The Department may by order, subject to negative resolution, make—

- (a) any supplementary, incidental or consequential provision, and
- (b) any transitory, transitional or saving provision,

which it considers necessary or expedient for the purposes of this Order.

(4) An order under paragraph (3) may—

- (a) modify, exclude or apply (with or without modifications) any statutory provision;
- (b) make consequential amendments, repeals and revocations of any such provision.

(5) Subject to paragraph (1) and any transitory, transitional or saving provision made under paragraph (3), the statutory provisions specified in Schedule 4 are hereby repealed to the extent specified in column 2 of that Schedule.



**Changes to legislation:**

There are currently no known outstanding effects for the The Company Directors Disqualification (Northern Ireland) Order 2002, Miscellaneous and general.