

1983 No. 120

COMPANIES

The Companies (Annual Return) Regulations (Northern Ireland) 1983

Made 16th May 1983

Coming into operation 1st July 1983

The Department of Economic Development, in exercise of the powers conferred by section 398(2) of the Companies Act (Northern Ireland) 1960(a) and now vested in it(b) and of every other power enabling it in that behalf, hereby makes the following regulations:

Citation and commencement

1. These regulations may be cited as the Companies (Annual Return) Regulations (Northern Ireland) 1983 and shall come into operation on 1st July 1983.

Form of annual return

2.—(1) Except as provided in paragraph (2) the form set out in the Schedule shall be substituted for the form in Part II of the Fifth Schedule to the Companies Act (Northern Ireland) 1960.

(2) Paragraph (1) shall not apply in relation to an annual return made by a company on or after 1st July 1983 in the case of which there is a duty by virtue of Article 9(3) of the Companies (Northern Ireland) Order 1978(c) to annex to the return a copy of any balance sheet laid before the company in general meeting before that date.

Sealed with the Official Seal of the Department of Economic Development for Northern Ireland on 16th May 1983.

(L.S.)

W. T. McCrory

Assistant Secretary

(a) 1960 c. 22 (N.I.)

(b) By S.I. 1982/846 (N.I. 11) Art. 4

(c) S.I. 1978/1042 (N.I. 12)

NOTES

1. Include also any indebtedness in respect of mortgages and charges which would have been required to be so registered if created after 1st July 1908.
2. If the register of members or any register of debenture holders is kept otherwise than in a legible form (e.g., on a computer) the Companies (Registers and other Records) Regulations (Northern Ireland) 1981, (S.R. 1981 No. 361) made under Article 143(4) of the Companies (Northern Ireland) Order, 1978 requires notification in the annual return of the place in Northern Ireland where such register may be inspected if that place of inspection is elsewhere than at the registered office.
If any register of debenture holders or any part of it is kept outside Northern Ireland, insert the address in Northern Ireland where any duplicate of such register or part is kept unless it is kept at the registered office.
3. Full names must be given. In the case of an individual his present Christian name(s) and surname must be given together with any previous Christian names or surnames. 'Christian name' includes a forename and 'surname', in the case of a peer or person usually known by a title different from his surname, means that title. In the case of a corporation its corporate name must be given. 'Previous Christian names or surname' does not include—
 - (a) in the case of a peer or a person usually known by a British title different from his surname, the name by which he was known previous to the adoption of or succession to the title, or
 - (b) in the case of any person, a previous Christian name or surname where that name or surname was changed or disused before the person bearing the name attained the age of eighteen years or has been changed or disused for a period of not less than twenty years, or
 - (c) in the case of a married woman, the name or surname by which she was known previous to the marriage.
4. Where all the partners in a firm are joint secretaries, only the name and principal office of the firm need be stated.
5. Where the secretary or one of the joint secretaries is a Scottish firm the details required are the firm name and its principal office.
6. Usual residential address must be given or, in the case of a corporation, the registered or principal office.
7. Include payments on application and allotment and any sums received on shares forfeited.
8. If there is insufficient space use a prescribed continuation sheet. 'Director' includes any person who occupies the position of a director by whatever name called, and any person in accordance with whose directions or instructions the directors of the company are accustomed to act.
9. The names of all bodies corporate incorporated in Northern Ireland of which the director is also a director (see note 8) or has been a director at any time during the preceding five years must be given. A current or past directorship need not be disclosed however if it has been held in a body corporate which, throughout that directorship (excluding the period of the directorship held more than five years ago), has been—
 - (a) a dormant company, i.e., one for which no significant accounting transaction (within the meaning of Article 14(6) of the Companies (Northern Ireland) Order 1982) has occurred;
 - (b) a body corporate of which the company making the return was a wholly owned subsidiary;
 - (c) a wholly owned subsidiary of the company making the return, or
 - (d) a wholly owned subsidiary of a body corporate of which the company making the return was also a wholly owned subsidiary.

A body corporate is deemed to be the wholly owned subsidiary of another if it has no members except that other and that other's wholly owned subsidiaries and its or their nominees.
10. Dates of birth need only be given in the case of directors of a company which is subject to section 176 of the Companies Act (Northern Ireland) 1960, namely a company which is a public company or being a private company, is a subsidiary of a public company, or of a body corporate registered as a public company under the law relating to companies for the time being in force in Great Britain.
11. Give list of persons holding shares or stock in the company on the fourteenth day after the holding of the annual general meeting. Show also those persons who have ceased to hold shares or stock in the company since the date of the last return or, if this is the company's first return, since the date of incorporation. If the space is insufficient use a prescribed continuation sheet.
Where a company keeping a dominion register receives at its registered office after the date when the annual return is completed, copies of entries made in the dominion register, the relevant particulars of those entries shall be included in a subsequent return.
12. If the names in the list are not arranged in alphabetical order, an index sufficient to enable the name of any person to be readily found must be annexed.
13. If the return for either of the two immediately preceding years has given as at the date of that return the full particulars required as to past and present members and the shares and stock held and transferred by them, the only particulars which need to be given are those relating to persons ceasing to be or becoming members since the date of the last return, the shares transferred since that date or the changes since that date in the amount of stock held by a member. In the case of a company keeping a dominion register the full particulars referred to above do not include particulars of entries in the dominion register not received at the registered office before the date when the relevant annual return was completed.
14. The aggregate number of shares held by each member must be stated and the aggregate must be added up so as to agree with the number of shares stated in the 'summary of share capital and debentures' (page 2, item 1) to have been taken up.
15. When the shares are of different classes these columns should be subdivided, so that the number of each class held, or transferred, may be shown separately. Where any shares have been converted into stock the amount of stock held by each member must be shown.
16. The date of registration of each transfer should be given as well as the number of shares transferred on each date. The particulars should be placed opposite the name of the transferor and not opposite that of the transferee, but the name of the transferee may be inserted in the 'remarks' column immediately opposite the particulars of each transfer.

Please do not write in this binding margin.

Annual return of a company having a share capital (continuation) Continuation sheet No. of



This sheet should be attached to and forms part of the annual return for made up to the 19..... Company number

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Please complete legibly, preferably in black type, or bold block lettering.

Particulars of the directors of the company at the date of this return (note 8)

Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 6)	
	Date of birth (where applicable) (Note 10)
Other directorships*	

*Enter particulars of other directorships held or previously held (see note 9). If this space is insufficient continue on back page.

Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 6)	
	Date of birth (where applicable) (Note 10)
Other directorships*	

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Other directorships*	

Particulars of other directorships held or previously held (note 9) specifying the director in question

Please do not write in this binding margin.



Please complete legibly, preferably in black type, or bold block lettering.

[Empty rectangular box for providing details of other directorships]

EXPLANATORY NOTE

(This note is not part of the Regulations.)

These regulations alter the form of the annual return required to be made by a company having a share capital, set out in Part II of the Fifth Schedule to the Companies Act (Northern Ireland) 1960 (1960 c. 22 (N.I.)).

The alterations—

- (i) take account of the fact that from 1st July 1983, a company will no longer be required to annex copies of accounts to the annual return (subject to certain transitional arrangements); and
- (ii) relate to entries to be made on the form where the company keeps its register of members or debenture holders otherwise than in a legible form.