

SCHEDULE 2

Amendments of Part XXIII of the 1986 Order

Part II

Delivery of Accounts and reports

14. Chapter II of Part XXIII(1) shall be amended as mentioned in paragraphs 15 to 17.
15. After Article 648A there shall be inserted—

“Companies to which the Eleventh Company Law Directive applies

648AA.—(1) This Article applies to any limited company which—

- (a) is incorporated outside the United Kingdom and Gibraltar
- (b) has a branch in Northern Ireland, and
- (c) is not an institution to which Article 648A applies.

(2) Schedule 20D (delivery of accounts and reports) shall have effect in relation to any company to which this Article applies.”.

16. In Article 648(B)(2), there shall be inserted at the end “or to any limited company which is incorporated outside the United Kingdom and Gibraltar and has a branch in the United Kingdom”.
17. After Schedule 20C there shall be inserted—

“SCHEDULE 20D

Article 648AA

Delivery of Reports and Accounts: Companies to which the Eleventh Company Law Directive applies

Part I

Companies required to make disclosure under Parent Law

Scope of Part

1. This Part applies to any company to which Article 648AA applies which is required by its parent law to prepare, have audited and disclose accounts.

Duty to deliver copies in Northern Ireland

2.—(1) This paragraph applies in respect of each branch which a company to which this part applies has in Northern Ireland.

(2) The Company shall deliver to the registrar for registration in respect of the branch copies of all the accounting documents prepared in relation to a financial period of the company which are disclosed in accordance with its parent law on or after the end of the period allowed for

(1) Chapter II of Part XXIII was substituted for the existing chapter of that number by Article 25 of, and paragraph 18 of Schedule 10 to, the Companies (Northern Ireland) Order 1990

(2) Article 648B is inserted into the 1986 Order by regulation 2

Status: This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

compliance in respect of the branch with paragraph 1 of Schedule 20A or, if earlier, the date on which the company complies with that paragraph in respect of the branch.

(3) Where the company's parent law permits it to discharge its obligation with respect to the disclosure of accounting documents by disclosing documents in a modified form, it may discharge its obligation under sub-paragraph (2) by delivering copies of documents modified as permitted by that law.

(4) If any document, a copy of which is delivered under sub-paragraph (2), is in a language other than English, the company shall annex to the copy delivered a translation of it into English, certified in the prescribed manner to be a correct translation.

3. Paragraph 2 shall not require documents to be delivered in respect of a branch if—
- (a) before the end of the period allowed for compliance with that paragraph, they are delivered in respect of another branch in the United Kingdom, and
 - (b) the particulars registered under Schedule 20A in respect of the branch indicate an intention that they are to be registered in respect of that other branch and include the details of that other branch mentioned in paragraph 4(b) of that Schedule.

Time for delivery

4. The period allowed for delivery, in relation to a document required to be delivered under paragraph 2, is 3 months from the date on which the document is first disclosed in accordance with the company's parent law.

Penalty for non-compliance

5.—(1) If a company fails to comply with paragraph 2 before the end of the period allowed for compliance, it, and every person who immediately before the end of that period was a director of it, is guilty of an offence and liable to a fine and, for continued contravention, to a daily default fine.

(2) It is a defence for a person charged with an offence under this paragraph to prove that he took all reasonable steps for securing compliance with paragraph 2.

Interpretation

6.—(1) In this Part—

“financial period”, in relation to a company, means a period for which the company is required or permitted by its parent law to prepare accounts;

“parent law”, in relation to a company, means the law of the country in which the company is incorporated;

and references to disclosure are to public disclosure.

(2) For the purposes of this Part, the following are accounting documents in relation to a financial period of a company—

- (a) the accounts of the company for the period, including, if it has one or more subsidiaries, any consolidated accounts of the group.
- (b) any annual report of the directors for the period.
- (c) the report of the auditors on the accounts mentioned in head (a), and
- (d) any report of the auditors on the report mentioned in head (b).

Part II

Companies not required to make disclosure under Parent Law

Scope of Part

7. This Part applies to any company to which Article 648AA applies which is not required by the law of the country in which it is incorporated to prepare, have audited and to disclose publicly accounts.

Preparation of accounts and reports

8. A company to which this Part applies shall in respect of each financial year of the company prepare the like accounts and directors' report, and cause to be prepared such an auditors' report as would be required if the company were a company to which Article 649(3) applied.

9. Articles 231 to 233 (financial year and accounting reference periods) apply to a company to which this Part applies subject to the following modifications—

- (a) for the references to the incorporation of the company there shall be substituted references to the company becoming a company to which this Part applies, and
- (b) Article 233(4) (restriction on frequency with which current accounting reference period may be extended) shall be omitted.

Duty to delivery accounts and reports

10.—(1) A company to which this Part applies shall in respect of each financial year of the company deliver to the registrar copies of the accounts and reports prepared in accordance with paragraph 8.

(2) If any document comprised in those accounts or reports is in a language other than English, the company shall annex to the copy delivered a translation of it into English, certified in the prescribed manner to be a correct translation.

(3) A company required to deliver documents under this paragraph in respect of a financial year shall deliver them in respect of each branch which it has in Northern Ireland at the end of that year.

(4) Sub-paragraph (3) is without prejudice to Article 645A.

11. Paragraph 10 shall not require documents to be delivered in respect of a branch if—

- (a) before the end of the period allowed for compliance with that paragraph, they are delivered in respect of another branch in the United Kingdom, and
- (b) the particulars registered under paragraph 1 of Schedule 20A in respect of the branch indicate an intention that they are to be registered in respect of that other branch and include the details of that other branch mentioned in paragraph 4(b) of that Schedule.

Time for delivery

12.—(1) The period allowed for delivery accounts and reports under paragraph 10 is 13 months after the end of the relevant accounting reference period, subject to the following provisions of this paragraph.

(3) Article 649 of the 1986 Order was substituted by Article 25 of, and paragraph 18 of Schedule 10 to, the Companies (Northern Ireland) Order 1990

Status: This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

(2) If the relevant accounting reference period is the company's first and is a period of more than 12 months, the period allowed is 13 months from the first anniversary of the company's becoming a company to which this Part applies.

(3) If the relevant accounting reference period is treated as shortened by virtue of a notice given by the company under Article 233, the period allowed is that applicable in accordance with the above provisions or three months from the date of the notice under that Article, whichever last expires.

(4) If for any special reason the Department thinks fit it may, on an application made before the expiry of the period otherwise allowed, by notice in writing to a company to which this Part applies extend that period by such further period as may be specified in the notice.

(5) In this paragraph "the relevant accounting reference period" means the accounting reference period by reference to which the financial year for the accounts in question was determined.

Penalty for non-compliance

13.—(1) If the requirements of paragraph 10 are not complied with before the end of the period allowed for delivering accounts and reports, or if the accounts and reports delivered do not comply with the requirements of this Order, the company and every person who immediately before the end of that period was a director of the company is guilty of an offence and liable to a fine and, for continued contravention, to a daily default fine.

(2) It is a defence for a person charged with such an offence to prove that he took all reasonable steps for securing that the requirements in question would be complied with.

(3) It is not a defence in relation to a failure to deliver copies to the registrar to prove that the documents in question were not in fact prepared as required by this Order."