
STATUTORY RULES OF NORTHERN IRELAND

2003 No. 5

COMPANIES

The Foreign Companies (Execution of Documents) Regulations (Northern Ireland) 2003

Made - - - - *7th January 2003*

Coming into operation *24th February 2003*

The Department of Enterprise, Trade and Investment⁽¹⁾ in exercise of the powers conferred by Article 65(5) of the Companies (No. 2) (Northern Ireland) Order 1990⁽²⁾ and now vested in it 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 Foreign Companies (Execution of Documents) Regulations (Northern Ireland) 2003 and shall come into operation on 24th February 2003.

Application of Articles 46, 46A and 46B

2. Articles 46, 46A and 46B of the Companies (Northern Ireland) Order 1986⁽³⁾ shall apply to companies incorporated outside Northern Ireland with the adaptations and modifications set out in regulations 3 to 5.

3. References in the said Articles 46, 46A and 46B to a company shall be construed as references to a company incorporated outside Northern Ireland.

Adaptation of Article 46

4. Article 46 shall apply as if—

- (a) after the words “common seal,” in sub-paragraph (a) there were inserted “or in any manner permitted by the laws of the territory in which the company is incorporated for the execution of documents by such a company,” and
- (b) for sub-paragraph (b) there were substituted—

(1) S.I.1999/283 (N.I. 1)

(2) S.I. 1990/1504 (N.I. 10)

(3) S.I. 1986/1032 (N.I. 6) Article 46 was substituted by, and Articles 46A and 46B inserted by, Article 65 of the Companies (No. 2) (Northern Ireland) Order 1990

“(b) on behalf of a company, by any person who, in accordance with the laws of the territory in which the company is incorporated, is acting under the authority (express or implied) of that company;”.

Adaptation of Article 46A

5. Article 46A shall apply as if–

(a) at the end of paragraph (2) there were inserted–

“, or if it is executed in any manner permitted by the laws of the territory in which the company is incorporated for the execution of documents by such a company.”,

(b) for paragraph (4) there were substituted–

“(4) A document which–

(a) is signed by a person or persons who, in accordance with the laws of the territory in which the company is incorporated, is or are acting under the authority (express or implied) of that company, and

(b) is expressed (in whatever form of words) to be executed by the company,

has the same effect in relation to that company as it would have in relation to a company incorporated in Northern Ireland if executed under the common seal of a company so incorporated.”, and

(c) in paragraph (6) for the words from “a director” to “directors of the company” there were substituted “a person or persons who, in accordance with the laws of the territory in which the company is incorporated, is or are acting under the authority (express or implied) of that company”.

Sealed with the Official Seal of the Department of Enterprise, Trade and Investment on 7th January 2003.

L.S.

M. Bohill
Senior Officer of the
Department of Enterprise, Trade and Investment

EXPLANATORY NOTE

(This note is not part of the Regulations.)

These Regulations, made under Article 65(5) of the Companies (No. 2) (Northern Ireland) Order 1990, apply the following provisions of the Companies (Northern Ireland) Order 1986 to companies incorporated outside Northern Ireland, with the adaptations and modifications set out in regulations 3 to 5—

- (a) Article 46 (company contracts),
- (b) Article 46A (execution of documents), and
- (c) Article 46B (pre-incorporation contracts, deeds and obligations).