

## SCHEDULE 2

Regulation 4

## PART I

MODIFICATIONS TO PROVISIONS OF THE 1986 ORDER  
APPLIED TO LIMITED LIABILITY PARTNERSHIPS

| <i>Provisions</i>   | <i>Modifications</i>   |
|---|--|
| <i>Interpretation</i>   |  |
| <b>Article 2(3) (general interpretation)(1)</b>                           | Delete the definitions of expressions not used in provisions which apply to limited liability partnerships and insert the following definitions<br>—<br>““limited liability partnership” has the meaning given it in section 1(2) of the Limited Liability Partnerships Act (Northern Ireland) 2002.”;<br>““shadow member” has the same meaning as it has in the Limited Liability Partnerships Regulations (Northern Ireland) 2004.”. |
| <b>Article 2A (relationship of this Order to the Insolvency Order)(2)</b> | In paragraph (1), delete all the references to provisions of the 1986 Order other than the references to Articles 418(5)(a), 453(2) and 676.   |
| <b>Article 2A (index of defined expressions)(3)</b>                       | Delete the references to expressions not used in provisions which apply to limited liability partnerships including, in particular, the following expressions:   |
| allotment (and related expressions)                                       | Article 6  |
| annual general meeting  | Article 374  |
| authorised minimum  | Article 128  |
| called-up share capital   | Article 5(1)   |

- (1) Article 2(3) was amended by section 212(3) of, and Part II of Schedule 17 to, the Financial Services Act 1986 (c. 60), by section 108 of, and Schedule 7 to, the Banking Act 1987 (c. 22), by Articles 381 and 382 of, and paragraph 1 of Schedule 9 and Schedule 10 to, the Insolvency Order (Northern Ireland) 1989, by Articles 25 and 26 of, and paragraph 1 of Schedule 10 and Schedule 15 to, the Companies (Northern Ireland) Order 1990, by Article 113 of, and Schedule 6 to, the Companies (No. 2) (Northern Ireland) Order 1990 (S.I.1990/1504 (N.I. 10)), by section 79(13) of, and paragraph 18(1) of Schedule 5 to, the Criminal Justice Act 1993 (c. 36) and by S.I. 2001/3649
- (2) Article 2A was inserted into the 1986 Order by Article 381 of, and paragraph 2 of Schedule 9 to, the Insolvency (Northern Ireland) Order 1989, and amended by Articles 61(5) and 113 of, and Schedule 6 to, the Companies (No. 2) (Northern Ireland) Order 1990, by Article 18 of, and paragraph 4(1) of Schedule 5 to, the Deregulation and Contracting Out (Northern Ireland) Order 1996 (S.I. 1996/1632 (N.I. 11)), by Article 26 of, and paragraph 3 of Schedule 3 to, the Company Directors Disqualification (Northern Ireland) Order 2002 and by S.R. 2003 No. 3
- (3) Article 2A was inserted by Article 78 of, and paragraph 1 of Schedule 5 to, the Companies (No. 2) (Northern Ireland) Order 1990

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| <i>Provisions</i>   | <i>Modifications</i> |
|---|----------------------|
| capital redemption reserve  | Article 180(1)       |
| elective resolution   | Article 387A         |
| employees' share scheme   | Article 11           |
| existing company  | Article 3(1)         |
| external branch register  | Article 370          |
| extraordinary general meeting   | Article 376          |
| extraordinary resolution  | Article 386(1)       |
| former Companies Acts   | Article 2(3)         |
| the Joint Stock Companies Acts  | Article 2(3)         |
| paid up (and related expressions)   | Article 6            |
| registered office (of a company)  | Article 295          |
| resolution for reducing share capital   | Article 145(3)       |
| share premium account   | Article 140(1)       |
| share warrant   | Article 198          |
| special notice (in relation to a resolution)  | Article 387          |
| special resolution  | Article 386(2)       |
| uncalled share capital  | Article 5(2)         |
| undistributable reserves  | Article 272(3)       |
| unlimited company   | Article 12(2)        |
| unregistered company  | Article 667          |
| <b>Article 4 (“subsidiary”, “holding company” and “wholly-owned subsidiary”)(4)</b> |                      |

For paragraph (1) there shall be substituted the following:

“(1) Subject to paragraph (1A), a company is a subsidiary of a limited liability partnership, its “holding company”, if that limited liability partnership –

- (a) holds a majority of the voting rights in it, or
- (b) is a member of it and has the right to appoint or remove a majority of its board of directors, or
- (c) is a member of it and controls alone, pursuant to an agreement with other shareholders or members, a majority of the voting rights in it,

(4) Article 4 was substituted by Article 62(1) of the Companies (No. 2) (Northern Ireland) Order 1990

| <i>Provisions</i>   | <i>Modifications</i>  |
|---|---|
|   | <p>or if it is a subsidiary of a company or limited liability partnership which is itself a subsidiary of that other company.”.</p> <p>Insert as paragraph (1A) –</p> <p>“(1A) A limited liability partnership is a subsidiary of a company or a subsidiary of another limited liability partnership, (such company or limited liability partnership being referred to in this Article as its “holding company”) if that company or limited liability partnership –</p> <ul style="list-style-type: none"><li>(a) holds a majority of the voting rights in it;</li><li>(b) is a member of it and has the right to appoint or remove a majority of other members; or</li><li>(c) is a member of it and controls, alone or pursuant to an agreement with other members, a majority of voting rights in it,</li></ul> <p>or if it is a subsidiary of a company or limited liability partnership which is itself a subsidiary of that holding company.”.</p> <p>For paragraph (2) substitute:</p> <p>“(2) A company or a limited liability partnership is a “wholly-owned subsidiary” of another company or limited liability partnership if it has no members except that other and that other's wholly-owned subsidiaries or persons acting on behalf of that other or its wholly-owned subsidiaries.”.</p> |
| <b>Article 4A (provisions supplementing Article 4)(5)</b> | <p>After paragraph (1) insert a new paragraph (1A) in the following form –</p> <p>“(1A) In Article 4(1A) (a) and (c) the references to the voting rights in a limited liability partnership are to the rights conferred on members in respect of their interest in the limited liability partnership to vote on those matters which are to be decided upon by a vote of the members of the limited liability partnership.”.</p> <p>After paragraph (2) insert a new paragraph (2A) in the following form –</p>  |

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(5) Article 4A was inserted into the 1986 Order by Article 62(1) of the Companies (No. 2) (Northern Ireland) Order 1990

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| <i>Provisions</i> | <i>Modifications</i>   |
|-------------------|--|
|                   | <p>“(2A) In Article 4(1A)(b) the reference to the right to appoint or remove a majority of the members of the limited liability partnership is to the right to appoint or remove members holding a majority of the voting rights referred to in paragraph (1A) and for this purpose –</p> <ul style="list-style-type: none"><li>(a) a person shall be treated as having the right to appoint a member if<ul style="list-style-type: none"><li>(i) a person’s appointment as member results directly from his appointment as a director or member of the holding company, or</li><li>(ii) the member of the limited liability partnership is the company or limited liability partnership which is the holding company; and</li></ul></li><li>(b) a right to appoint or remove which is exercisable only with the consent or concurrence of another person shall be left out of account.”.</li></ul> <p>In paragraph (7) after the words “Rights attached to shares” insert the words “or to a member’s interest in a limited liability partnership”.</p> <p>In paragraph (8) after the words “held by a company”, in both places where they occur, insert “or a limited liability partnership”.</p> <p>In paragraph (9) after the words “in the interests of a company” insert “or a limited liability partnership” and after the words “that company” in both places where they occur insert “or limited liability partnership”.</p> <p>In paragraph (10) after the words “a company” insert the words “or a limited liability partnership” and after the words “by the company” insert the words “or the limited liability partnership”.</p> <p>In paragraph (12) for the existing words substitute “In this Article “company” includes a body corporate other than a limited liability partnership.”.</p> |

**Article 7 (“non-cash asset”)**

| <i>Provisions</i>   | <i>Modifications</i>   |
|---|--|
| <b>Article 8 (“body corporate” and “corporation”)</b>                         |  |
| <b>Article 9 (“director” and “shadow director”)(6)</b>                        | Omit paragraph (3).  |
| <b>Article 10 (expressions used in connection with accounts)(7)</b>           |  |
| <i>Formalities of carrying on business</i>                                    |  |
| <b>Article 34 (minimum membership for carrying on business)(8)</b>            | Omit the words “, other than a private company limited by shares or by guarantee,”.  |
| <b>Article 46 (form of company contracts)(9)</b>                              |  |
| <b>Article 46A (execution of documents)(d)</b>                                | In paragraph (4), for “a director and the secretary of a company, or by two directors of a company,” substitute “two members of a limited liability partnership”.  |
|   | In paragraph (6), for “a director and the secretary of a company, or by two directors of the company” substitute “two members of a limited liability partnership”.   |
| <b>Article 46B (pre-incorporation contracts, deeds and obligations)(d)</b>    |  |
| <b>Article 47 (bills of exchange and promissory notes)</b>                    |  |
| <b>Article 48 (execution of deeds abroad)(10)</b>                             |  |
| <b>Article 49 (power of company to have official seal for use abroad)(11)</b> | In paragraph (1), omit the words “and whose objects require or comprise the transaction of business in foreign countries may, if authorised by its articles” and before the word “have” insert the word “may”. |

(6) Article 9 was amended by Article 36 of, and paragraph 6 of Schedule 4 to, the Companies (Northern Ireland) Order 1989 (S.I. 1989/2404 (N.I. 18)), and by S.R. 1992 No. 405

(7) Article 10 was substituted by Article 25 of, and paragraph 2 of Schedule 10 to, the Companies (Northern Ireland) Order 1990

(8) Article 34 was amended by S.R. 1992 No. 405

(9) Article 46 was substituted by, and Articles 46A and 46B were inserted by, Article 65 of the Companies (No. 2) (Northern Ireland) Order 1990

(10) Article 48 was amended by Article 65(6) of, and paragraph 1 of Schedule 4 to, the Companies (No. 2) (Northern Ireland) Order 1990

(11) Article 49 was amended by Article 65(6) of, and paragraph 2 of Schedule 4 to, the Companies (No. 2) (Northern Ireland) Order 1990

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| <i>Provisions</i>  | <i>Modifications</i>   |
|--|--|
| <b>Article 51 (authentication of documents)(12)</b>                  | For “director, secretary or other authorised officer” substitute “member”.   |
| <b>Article 52 (events affecting a company’s status)</b>              | <p>In paragraph (1), for “other persons” substitute “persons other than members of the limited liability partnership”.</p> <p>In paragraph (1)(b) omit the words “or articles”.</p> <p>Omit paragraph (1)(c).</p>  |
| <i>Miscellaneous provisions about shares and debentures</i>          |  |
| <b>Article 193 (transfer and registration)(13)</b>                   | <p>In paragraph (1), omit the words “shares in or”. For the words “company’s articles” substitute “limited liability partnership agreement”.</p> <p>In paragraph (2), omit the words “shareholder or” together with the words “shares in or”.</p> <p>Omit paragraph (3).</p> <p>Omit paragraph (4).</p> <p>In paragraph (5), omit the words “shares or”.</p> |
| <b>Article 194 (certification of transfers)</b>                      | In paragraph (1), omit the words “shares in, or” together with the words “shares or” wherever they occur.  |
| <b>Article 195 (duty of company as to issue of certificates)(14)</b> | <p>In paragraph (1), omit the word “shares,” in each of the four places that it occurs.</p> <p>Omit paragraph (3).</p> <p>In paragraph (4), omit the words “shares or” together with the word “shares,”.</p>   |
| <i>Debentures</i>  |  |
| <b>Article 199 (register of debenture holders)</b>                   |  |

(12) Article 51 was amended by Article 65(6) of, and paragraph 4 of Schedule 4 to, the Companies (No. 2) (Northern Ireland) Order 1990

(13) Article 193 was amended by S.I. 1995/3272

(14) Article 195 was amended by S.I. 2001/3649

| <i>Provisions</i>  | <i>Modifications</i>  |
|--|---|
| <b>Article 200 (right to inspect register)(15)</b>                                 | <p>In paragraph (1)(a), for the words “or any holder of shares in the company” substitute “or any member of the limited liability partnership”.</p> <p>In paragraph (2), delete “or holder of shares”.</p> <p>In paragraph (6), delete the words “in the company’s articles or”.</p>  |
| <b>Article 201 (liability of trustees of debentures)</b>                           |   |
| <b>Article 202 (perpetual debentures)</b>  |   |
| <b>Article 203 (power to re-issue redeemed debentures)</b>                         | <p>In paragraph (1)(a), omit the words “in its articles or”.</p> <p>In paragraph (1)(b), for “passing a resolution” substitute “making a determination”.</p>  |
| <b>Article 204 (contract to subscribe for debentures)</b>                          |   |
| <b>Article 205 (payment of debts out of assets subject to floating charge)(16)</b> |   |
| <i>Officers and registered office</i>  |   |
| <b>Article 295 (registered office)(17)</b>   | <p>For Article 295 there shall be substituted:</p> <p>“295.—(1) The change of registered office takes effect upon the notice of change of registered office (delivered to the registrar in accordance with paragraph 10 of the Schedule to the Limited Liability Partnerships Act (Northern Ireland) 2002), being registered by the registrar, but until the end of the period of 14 days beginning with the date on which it is registered a person may validly serve any document on the limited liability partnership at its previous registered office.</p> <p>(2) Where a limited liability partnership unavoidably ceases to perform at its registered office any duty to keep at its</p> |

(15) Article 200 was amended by Articles 77(4) and 113 of, and Schedule 6 to, the Companies (No. 2) (Northern Ireland) Order 1990

(16) Article 205 was substituted by Article 381 of, and paragraph 11 of Schedule 9 to, the Insolvency (Northern Ireland) Order 1989

(17) Article 295 was substituted by Article 71 of the Companies (No. 2) (Northern Ireland) Order 1990

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|--|---|
|  | <p>registered office any register, index or other document or to mention the address of its registered office in any document in circumstances in which it was not practicable to give prior notice to the registrar of a change in the situation of the registered office, but –</p> <ul style="list-style-type: none"> <li>(a) resumes performance of that duty at other premises as soon as practicable, and</li> <li>(b) gives notice accordingly to the registrar of a change in the situation of its registered office within 14 days of doing so,</li> </ul> <p>it shall not be treated as having failed to comply with that duty.”.</p>   |
| <b>Article 296 (register of directors and secretaries)(18)</b> | <p>For Article 296 there shall be substituted:</p> <p>“296. Where a person becomes a member or designated member of a limited liability partnership the notice to be delivered to the registrar under section 9(1) (a) of the Limited Liability Partnerships Act (Northern Ireland) 2002 shall contain the following particulars with respect to that person:</p> <ul style="list-style-type: none"> <li>(1) name, which <ul style="list-style-type: none"> <li>(a) in the case of an individual means his forename and surname (or, in the case of a peer or other person usually known by a title, his title instead of or in addition to either or both his forename and surname), and</li> <li>(b) if a corporation, its corporate name; and</li> </ul> </li> <li>(2) address, which <ul style="list-style-type: none"> <li>(a) in the case of an individual means his usual residential address; and</li> <li>(b) if a corporation, its registered or principal office; and</li> </ul> </li> <li>(3) in the case of an individual, the date of his birth.”.</li> </ul> |

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(18) Article 296 was amended by Articles 77(6) and 113 of, and Schedule 6 to, the Companies (No. 2) (Northern Ireland) Order 1990



| <i>Provisions</i>   | <i>Modifications</i>   |
|---|--|
| <i>Company identification</i>   |  |
| <b>Article 356 (company name to appear outside place of business)</b> |  |
| <b>Article 357 (company’s name to appear in its correspondence)</b>   |  |
| <b>Article 358 (company seal)(19)</b>                                 |  |
| <b>Article 359 (particulars in correspondence etc.)</b>               | <p>In paragraph (1) for sub-paragraph (c) substitute the words “in the case of a limited liability partnership, whose name ends with the abbreviation “llp” or “LLP”, the fact that it is a limited liability partnership.”.</p> <p>Also in paragraph (1) omit sub-paragraph (d).</p> <p>Omit paragraph (2).</p>   |
| <i>Annual return</i>  |  |
| <b>Article 371 (duty to deliver annual returns)(20)</b>               | <p>Article 371 of the 1986 Order shall apply to a limited liability partnership being modified so as to read as follows:</p> <p>“371.—(1) Every limited liability partnership shall deliver to the registrar successive annual returns each of which is made up to a date not later than the date which is from time to time the “return date” of the limited liability partnership, that is –</p> <ul style="list-style-type: none"><li>(a) the anniversary of the incorporation of the limited liability partnership, or</li><li>(b) if the last return delivered by the limited liability partnership in accordance with this Article was made up to a different date, the anniversary of that date.</li></ul> <p>(2) Each return shall –</p> <ul style="list-style-type: none"><li>(a) be in the prescribed form,</li><li>(b) contain the information required by Article 372, and</li></ul> |

(19) Article 358 was amended by Article 65(6) of, and paragraph 7 of Schedule 4 to, the Companies (No. 2) (Northern Ireland) Order 1990

(20) Article 371 was substituted by Article 74(1) of the Companies (No. 2) (Northern Ireland) Order 1990

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|  | <p>(c) be signed by a designated member of the limited liability partnership.</p> <p>(3) If a limited liability partnership fails to deliver an annual return in accordance with this Article before the end of the period of 28 days after the return date, the limited liability partnership is guilty of an offence and liable on summary conviction to a fine not exceeding level 5 on the standard scale. The contravention continues until such time as an annual return made up to that return date and complying with the requirements of paragraph (2) (except as to date of delivery) is delivered by the limited liability partnership to the registrar.</p> <p>(4) Where a limited liability partnership is guilty of an offence under paragraph (3) every designated member of the limited liability partnership is similarly liable unless he shows that he took all reasonable steps to avoid the commission of or the continuance of the offence.”.</p> |
| <p><b>Article 372 (contents of annual return: general)(21)</b></p> | <p>For Article 372 substitute the following –</p> <p>“372. Every annual return shall state the date to which it is made up and shall contain the following information –</p> <ul style="list-style-type: none"> <li>(a) the address of the registered office of the limited liability partnership,</li> <li>(b) the names and usual residential addresses of the members of the limited liability partnership and, if some only of them are designated members, which of them are designated members, and</li> <li>(c) if any register of debenture holders (or a duplicate of any such register or a part of it) is not kept at the registered office of the limited liability partnership, the address of the place where it is kept.”. </li></ul>  |
| <i>Auditors</i>  |   |

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(21) Article 372 was substituted by Article 74(1) of the Companies (No. 2) (Northern Ireland) Order 1990

| <i>Provisions</i>  | <i>Modifications</i>   |
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| <b>Article 392 (duty to appoint auditors)(22)</b>                              | <p>In paragraph (2), for the words from “(appointment at general meeting at which accounts are laid)” to the end substitute the words “(appointment of auditors)”.</p> <p>In paragraph (3), omit the words from “or 393A(2)” to the end.</p> <p>For paragraph (4) substitute the following paragraph:</p> <p>“(4) A person is eligible for appointment by a limited liability partnership as auditor only if, were the limited liability partnership a company, he would be eligible under Part III of the Companies (Northern Ireland) Order 1990 for appointment as a “company auditor”.”.</p> <p>Insert a new paragraph (5):</p> <p>“(5) Part III of the Companies (Northern Ireland) Order 1990 shall apply in respect of auditors of limited liability partnerships as if the limited liability partnerships were companies formed and registered under this Order, and references in Part III to an officer of a company shall include reference to a member of a limited liability partnership.”.</p> |
| <b>Article 393 (appointment at general meeting at which accounts laid)(23)</b> | <p>In the title to the Article, for the existing wording substitute “Appointment of auditors”.</p> <p>Omit paragraph (1).</p> <p>For paragraph (2) substitute:</p> <p>“(2) The designated members of a limited liability partnership shall appoint the auditors for the first financial year in respect of which auditors are appointed before the end of that financial year and thereafter before the expiration of not more than two months following the approval of the accounts for the preceding financial year in accordance with Article 241.”.</p>   |

(22) Article 392 was inserted into the 1986 Order by Articles 53 and 54(1) of the Companies (No. 2) (Northern Ireland) Order 1990 in place of an existing Article of that number and amended by [S.R. 1995 No. 128](#)

(23) Article 393 was inserted into the 1986 Order by Articles 53 and 54(1) of the Companies (No. 2) (Northern Ireland) Order 1990 in place of an existing Article of that number

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|---|--|
|   | <p>For paragraph (3) substitute:</p> <p>“(3) The auditor of a limited liability partnership shall hold office until not later than the expiration of two months following the approval in accordance with Article 241 of the accounts for the financial year in respect of which the auditor was appointed.”.</p> <p>For paragraph (4) substitute:</p> <p>“(4) If the designated members fail to exercise their powers under paragraph (2), the powers may be exercised by the members of the limited liability partnership in a meeting convened for the purpose.”.</p> |
| <b>Article 395 (appointment by Department in default of appointment by company)(24)</b> | <p>In paragraph (1), omit the words “re-appointed or deemed to be re-appointed”.</p> <p>In paragraph (2), for the word “officer” substitute the words “designated member”.</p>   |
| <b>Article 396 (filling of casual vacancies)(25)</b>                                    | <p>In paragraph (1), for “directors, or the company in general meeting,” substitute “designated members”.</p> <p>Omit paragraph (3).</p> <p>Omit paragraph (4).</p>  |
| <b>Article 396A (certain companies exempt from obligation to appoint auditors)(26)</b>  | <p>For paragraph (3) substitute:</p> <p>“(3) The designated members may appoint auditors and the auditors so appointed shall hold office until the expiration of two months following the approval in accordance with Article 241 of the accounts for the financial year in respect of which the auditor was appointed.”.</p> <p>Omit paragraph (4).</p> <p>For paragraph (5) substitute:</p>  |

(24) Article 395 was inserted into the 1986 Order by Articles 53 and 54(1) of the Companies (No. 2) (Northern Ireland) Order 1990 in place of an existing Article of that number

(25) Article 396 was inserted into the 1986 Order by Articles 53 and 54(1) of the Companies (No. 2) (Northern Ireland) Order 1990 in place of an existing Article of that number

(26) Article 396A was inserted into the 1986 Order by Articles 53 and 54(1) of the Companies (No. 2) (Northern Ireland) Order 1990, substituted by [S.R. 1995 No. 128](#), and amended by [S.R. 2001 No. 153](#)

| <i>Provisions</i>   | <i>Modifications</i>   |
|---|--|
|   | <p>“(5) If the designated members fail to exercise their powers under paragraph (3), the powers may be exercised by the members of the limited liability partnership in a meeting convened for the purpose.”</p>   |
| <b>Article 397A (rights to information)(27)</b>   |  |
| <b>Article 398 (right to attend company meetings)(28)</b>                                 | <p>In paragraph (1)(a), (b) and (c), omit the word “general” in each place where it occurs.</p> <p>At the end of paragraph (1)(a), add the words “and where any part of the business of the meeting concerns them as auditors.”</p> <p>At the end of paragraph (1)(b), add the words “where any part of the business of the meeting concerns them as auditors.”</p> <p>Omit paragraph (1A).</p> <p>Omit paragraph (2).</p> |
| <b>Article 398A (remuneration of auditors)(29)</b>  | <p>For paragraph (1) substitute:</p> <p>“(1) The remuneration of auditors appointed by the limited liability partnership shall be fixed by the designated members or in such manner as the members of the limited liability partnership may determine.”</p> <p>In paragraph (2), omit the words “directors or the”, in both places where they occur, and omit the words “as the case may be”.</p>                          |
| <b>Article 398B (remuneration of auditors or their associates for non-audit work)(30)</b> |  |
| <b>Article 399 (removal of auditors)(31)</b>  | <p>In paragraph (1), for the words “A company may by ordinary resolution” substitute “The</p>  |

(27) Article 397A was inserted into the 1986 Order by Articles 53 and 55(1) of the Companies (No. 2) (Northern Ireland) Order 1990

(28) Article 398 was inserted into the 1986 Order by Articles 53 and 55(1) of the Companies (No. 2) (Northern Ireland) Order 1990 in place of an existing Article of that number and amended by Article 5(6) of, and Schedule 4 to, the Deregulation (Northern Ireland) Order 1997 (S.I. 1997/2984 (N.I. 22)) and S.R. 2003 No. 3

(29) Article 398A was inserted into the 1986 Order by Articles 53 and 56 of the Companies (No. 2) (Northern Ireland) Order 1990

(30) Article 398B was inserted into the 1986 Order by Articles 53 and 56 of the Companies (No. 2) (Northern Ireland) Order 1990

(31) Article 399 was inserted into the 1986 Order by Articles 53 and 57(1) of the Companies (No. 2) (Northern Ireland) Order 1990 in place of an existing Article of that number

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|--|--|
|  | designated members of a limited liability partnership may” and for the words “between it and” substitute “with”.   |
|  | In paragraph (2):<br>(a) for the words “a resolution removing an auditor is passed at a general meeting of a company, the company” substitute the words “the designated members of the limited liability partnership have made a determination to remove an auditor, the designated members”;<br>(b) for the words “every officer of it who is in default” substitute “every designated member of it who is in default”. |
|  | In paragraph (4), omit the word “general”.   |
| <b>Article 399A (rights of auditors who are removed or not re-appointed)(32)</b> |  |
|  | For paragraph (1) substitute:<br>“(1) The designated members shall give seven days –<br>(a) any auditor whom it is proposed to remove before the expiration of his term of office; or<br>(b) a retiring auditor where it is proposed to appoint as auditor a person other than the retiring auditor.”.   |
|  | Omit paragraph (2).  |
|  | In paragraph (3), for the words “intended resolution” substitute the word “proposal” and omit the words “of the company”.  |
|  | In paragraph (4), omit the words “(unless the representations are received by it too late for it to do so)”.   |
|  | Omit paragraph (4)(a).   |
|  | In paragraph (4)(b), for the words “of the company to whom notice in writing of the meeting is or has been sent” substitute “within twenty-one days of receipt”.   |
|  | For paragraph (5) substitute:  |

(32) Article 399A was inserted into the 1986 Order by Articles 53 and 57(1) of the Companies (No. 2) (Northern Ireland) Order 1990

| <i>Provisions</i>   | <i>Modifications</i>  |
|---|---|
|   | <p>“(5) If a copy of the representations is not sent out as required by paragraph (4), then unless paragraph (6) applies, the limited liability partnership and any designated member in default commits an offence. A person guilty of an offence under this Article is liable on summary conviction to a fine not exceeding level 3 on the standard scale.”.</p> <p>In paragraph (6), the words “and the representations need not be read at the meeting” shall be omitted.</p>   |
| <b>Article 400 (resignation of auditors)(33)</b>                                | <p>In the second paragraph of paragraph (3), for “and every officer of it who is in default” substitute “and every designated member of it who is in default”.</p>  |
| <b>Article 400A (rights of resigning auditors)(34)</b>                          | <p>In paragraph (2), for “directors” substitute “designated members” and for “an extraordinary general meeting of the company” substitute “a meeting of the members of the limited liability partnership”.</p> <p>In paragraph (3), omit “, or” from sub-paragraph (a) and omit sub-paragraph (b).</p> <p>In paragraph (5), for “directors” substitute “designated members” and for “director” substitute “designated member”.</p> <p>In paragraph (8), omit the word “general” and the phrase “(a) or (b)”.</p>  |
| <b>Article 401A (statement by person ceasing to hold office as auditor)(35)</b> |   |
| <b>Article 401B (offences of failing to comply with Article 401A)(36)</b>       |   |
| <i>Registration of charges</i>  |   |
|   | <p>(33) Article 400 was inserted into the 1986 Order by Articles 53 and 57(1) of the Companies (No. 2) (Northern Ireland) Order 1990 in place of an existing Article of that number</p> <p>(34) Article 400A was inserted into the 1986 Order by Articles 53 and 57(1) of the Companies (No. 2) (Northern Ireland) Order 1990</p> <p>(35) Article 401A was inserted into the 1986 Order by Articles 53 and 58(1) of the Companies (No. 2) (Northern Ireland) Order 1990</p> <p>(36) Article 401B was inserted into the 1986 Order by Articles 53 and 58(1) of the Companies (No. 2) (Northern Ireland) Order 1990</p> |

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| <i>Provisions</i>  | <i>Modifications</i>  |
|--|---|
| The following references are to Articles of the 1986 Order which were replaced by Article 28 of the Companies (No. 2) (Northern Ireland) Order 1990. They will apply to limited liability partnerships until the said Article 28 is commenced. |   |
| <b>Article 402 (certain charges void if not registered)(37)</b>  |   |
| <b>Article 403 (charges which have to be registered)(38)</b>   | In paragraph (1), delete sub-paragraphs (b) and (g).  |
| <b>Article 404 (formalities of registration (debentures))</b>  | In paragraph (1)(b), for the word “resolutions” substitute “determinations of the limited liability partnership”.                                       |
| <b>Article 405 (verification of charge on property outside Northern Ireland)</b>   |   |
| <b>Article 406 (company’s duty to notify registrar of charges it creates)</b>  |   |
| <b>Article 407 (charges existing on property acquired)</b>   |   |
| <b>Article 409 (register of charges to be kept by registrar)</b>   |   |
| <b>Article 410 (endorsement of certificate on debentures)</b>  |   |
| <b>Article 411 (entries of satisfaction and release)(39)</b>   | In paragraph (1A), after “of the company” insert “or designated member, administrator or administrative receiver of the limited liability partnership”. |
| <b>Article 412 (rectification of register of charges)</b>  | In paragraph (1), omit the words “or shareholders”.   |
| <b>Article 413 (registration of enforcement of security)</b>   |   |
| <b>Article 414 (companies to keep copies of instruments creating charges)</b>  |   |

(37) Article 402 was amended by Article 381 of, and paragraph 15 of Schedule 9 to, the Insolvency (Northern Ireland) Order 1989

(38) Article 403 was amended by section 303(1) of, and paragraph 35 of Schedule 7 to, the Copyright, Designs and Patents Act 1988 (c. 48) and by section 106(2) of, and Schedule 5 to, the Trade Marks Act 1994 (c. 26)

(39) Article 411 was amended by [S.R. 2003 No. 3](#)



| <i>Provisions</i>   | <i>Modifications</i>   |
|---|--|
| <b>Article 415 (company’s register of charges)</b>                                      | In paragraph (1), for “limited company” substitute “company (including limited liability partnership)”.  |
| <b>Article 416 (right to inspect instruments which create charges etc.)</b>             | In paragraph (1) delete “in general meeting”.  |
| <i>Arrangements and reconstructions</i>   |  |
| <b>Article 418 (power of company to compromise with creditors and members)(40)</b>      | In paragraph (3), omit the words “and a copy of every such order shall be annexed to every copy of the company’s memorandum issued after the order has been made or, in the case of a company not having a memorandum, of every copy so issued of the instrument constituting the company or defining its constitution.” For the semi-colon after the word “registration” substitute a full stop.<br><br>Omit paragraph (5).                         |
| <b>Article 419 (information as to compromise to be circulated)(41)</b>                  | In paragraph (2), omit the words “as directors or”.  |
| <b>Article 420 (provisions for facilitating company reconstruction or amalgamation)</b> | In paragraph (3)(b) for the words “policies or other like interests” substitute “policies, other like interests or, in the case of a limited liability partnership, property or interests in the limited liability partnership”.<br><br>In paragraph (6), for the words ““company” includes only a company as defined in Article 3(1)” substitute ““company” includes only a company as defined in Article 3(1) or a limited liability partnership”. |
| <i>Investigation of companies and their affairs: requisition of documents</i>           |  |

(40) Article 418 was amended by Article 381 of, and paragraph 16 of Schedule 9 to, the Insolvency (Northern Ireland) Order 1989

(41) Article 419 was amended by Article 381 of, and paragraph 17 of Schedule 9 to, the Insolvency (Northern Ireland) Order 1989

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| <i>Provisions</i>   | <i>Modifications</i>   |
|---|--|
| <b>Article 424 (investigation of a company on its own application or that of its members)</b> | For paragraph (2) substitute the following –<br>“(2) The appointment may be made on the application of the limited liability partnership or on the application of not less than one-fifth in number of those who appear from notifications made to the registrar to be currently members of the limited liability partnership.”. |
| <b>Article 425 (other company investigations)(42)</b>   | In paragraph (4), for the words “but to whom shares in the company have been transferred or transmitted by operation of law” substitute “but to whom a member’s share in the limited liability partnership has been transferred or transmitted by operation of law”.   |
| <b>Article 426 (inspectors' powers during investigation)(43)</b>                              |  |
| <b>Article 427 (production of documents and evidence to inspectors)(44)</b>                   |  |
| <b>Article 429 (obstruction of inspectors treated as contempt of court)(45)</b>               |  |
| <b>Article 430 (inspectors' reports)(46)</b>  |  |
| <b>Article 431 (power to bring civil proceedings on company’s behalf)(47)</b>                 |  |
| <b>Article 432 (expenses of investigating a company’s affairs)(48)</b>                        | In paragraph (5), omit sub-paragraph (b) together with the word “or” at the end of sub-paragraph (a).  |
| <b>Article 434 (inspectors' report to be evidence)(49)</b>                                    |  |

(42) Article 425 was amended by Article 3 of the Companies (No. 2) (Northern Ireland) Order 1990

(43) Article 426 was amended by section 212(3) of, and Part II of Schedule 17 to, the Financial Services Act 1986

(44) Article 427 was amended by Article 4(1) to (5) of the Companies (No. 2) (Northern Ireland) Order 1990, and by section 59 of, and paragraphs 13 and 14 of Schedule 3 to, the Youth Justice and Criminal Evidence Act 1999 (c. 23)

(45) Article 429 was amended by Article 4(6) of the Companies (No. 2) (Northern Ireland) Order 1990

(46) Article 430 was amended by section 182 of, and paragraph 11 of Schedule 13 to, the Financial Services Act 1986 and by Article 5 of the Companies (No. 2) (Northern Ireland) Order 1990

(47) Article 431 was amended by Article 6 of the Companies (No. 2) (Northern Ireland) Order 1990

(48) Article 432 was amended by Article 7 of the Companies (No. 2) (Northern Ireland) Order 1990

(49) Article 434 was amended by Article 9 of the Companies (No. 2) (Northern Ireland) Order 1990

| <i>Provisions</i>   | <i>Modifications</i>  |
|---|---|
| <b>Article 440 (Department’s power to require production of documents)(50)</b>  |   |
| <b>Article 441 (entry and search of premises)(51)</b>   |   |
| <b>Article 442 (provision for security of information obtained)(52)</b>   |   |
| <b>Article 443 (punishment for destroying, mutilating, etc. company documents)(53)</b>  | Omit paragraph (1A).  |
| <b>Article 444 (punishment for furnishing false information)(54)</b>  |   |
| <b>Article 444A (disclosure of information by Department or inspector)(55)</b>  | In paragraph (1), for the words “Articles 427 to 439” substitute “Articles 427 to 434”.<br><br>Omit paragraph (5).  |
| <b>Article 445 (privileged information)(56)</b>   | In paragraph (1), for the words “Articles 424 to 439” substitute “Articles 424 to 434”.<br><br>In paragraph (1A), for the words “Article 427, 436 or 439” substitute “Article 427”. |
| <i>Fraudulent trading</i>   |   |
| <b>Article 451 (punishment for fraudulent trading)</b>  |   |
| <i>Protection of company’s members against unfair prejudice</i>   |   |
| <hr/>   |   |
| (50) Article 440 was amended by Articles 11 and 113 of, and Schedule 6 to, the Companies (No. 2) (Northern Ireland) Order 1990 and by section 59 of, and paragraphs 13 and 15 of Schedule 3 to, the Youth Justice and Criminal Evidence Act 1999  |   |
| (51) Article 441 was substituted by Article 12(1) of the Companies (No. 2) (Northern Ireland) Order 1990  |   |
| (52) Article 442 was amended by sections 182 and 212(3) of, and paragraph 13 of Schedule 13 and Part II of Schedule 17 to, the Financial Services Act 1986 (c. 60), by Article 25(2) of, and Part I of Schedule 4 to, the Companies (Northern Ireland) Order 1989, by Articles 13 and 113 of, and Schedule 6 to, the Companies (No. 2) (Northern Ireland) Order 1990, by section 120 of, and paragraph 30 of Schedule 21 to, the Friendly Societies Act 1992 (c. 40), by section 79(13) of, and paragraph 19 of Schedule 5 to, the Criminal Justice Act 1993 (c. 36), by Article 119 of, and paragraph 10 of Schedule 1 to, the Pensions (Northern Ireland) Order 1995 (S.I. 1995/3213 (N.I. 22)), by section 23 of, and paragraph 63 of Schedule 5 to, the Bank of England Act 1998 (c. 11), by Article 26(2) of, and paragraph 5 of Schedule 3 to, the Company Directors Disqualification (Northern Ireland) Order 2002, by S.I. 1994/1696 and S.I. 2001/3649 |   |
| (53) Article 443 was amended by Article 14 of the Companies (No. 2) (Northern Ireland) Order 1990 and by S.I. 2001/3649   |   |
| (54) Article 444 was amended by Article 15 of the Companies (No. 2) (Northern Ireland) Order 1990   |   |
| (55) Article 444A was inserted into the 1986 Order by section 182 of, and paragraph 14 of Schedule 13 to, the Financial Services Act 1986, and substituted by Article 16 of the Companies (No. 2) (Northern Ireland) Order 1990. It was amended by section 79(13) of, and paragraph 20 of Part II of Schedule 5 to, the Criminal Justice Act 1993, by S.I. 1994/1696 and S.I. 2001/3649   |   |
| (56) Article 445 was amended by Articles 17 and 113 of, and Schedule 6 to, the Companies (No. 2) (Northern Ireland) Order 1990, by S.I. 1994/1696 and S.I. 2001/3649  |   |

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| <i>Provisions</i>  | <i>Modifications</i>  |
|--|---|
| <b>Article 452 (order on application of company member)(57)</b>                | <p>At the beginning of paragraph (1), insert the words “Subject to paragraph (1A),”.</p> <p>After paragraph (1) insert as paragraph (1A):</p> <p>“(1A) The members of a limited liability partnership may by unanimous agreement exclude the right contained in paragraph (1) for such period as shall be agreed. The agreement referred to in this paragraph shall be recorded in writing.”.</p> <p>Omit paragraph (2).</p>  |
| <b>Article 453 (order on application of Department)(58)</b>                    | <p>Omit paragraph (2).</p>  |
| <b>Article 454 (provisions as to petitions and orders under this Part)(59)</b> | <p>In paragraph (2)(d), for the words “the shares of any members of the company by other members or by the company itself and, in the case of a purchase by the company itself, the reduction of the company’s capital accordingly” substitute the words “the shares of any members in the limited liability partnership by other members or by the limited liability partnership itself”.</p> <p>In paragraph (3), for the words “memorandum or articles” substitute the words “limited liability partnership agreement”.</p> <p>For the existing words of paragraph (4) substitute the words “Any alteration in the limited liability partnership agreement made by virtue of an order under this Part is of the same effect as if duly agreed by the members of the limited liability partnership and the provisions of this Order apply to the limited liability partnership agreement as so altered accordingly.”.</p> |

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(57) Article 452 was amended by Article 78 of, and paragraph 11 of Schedule 5 to, the Companies (No. 2) (Northern Ireland) Order 1990

(58) Article 453 was amended by Articles 78 and 113 of, and paragraph 11 of Schedule 5 and Schedule 6 to, the Companies (No. 2) (Northern Ireland) Order 1990 and by S.I. [2001/3649](#)

(59) Article 454 was amended by Article 381 of, and paragraph 18 of Schedule 9 to, the Insolvency (Northern Ireland) Order 1989

| <i>Provisions</i>  | <i>Modifications</i>  |
|--|---|
|  | Omit paragraph (5).   |
| <i>Matters arising subsequent to winding up</i>  |   |
| <b>Article 602 (power of court to declare dissolution of company void)(60)</b>             |   |
| <b>Article 603 (registrar may strike defunct company off the register)</b>                 |   |
|  | In paragraph (6)(a), omit the word “director,”.   |
| <b>Article 603A (registrar may strike private company off register on application)(61)</b> | <p>In this Article the references to “a private company” shall include a reference to “a limited liability partnership”.</p> <p>In paragraph (1) the following shall be substituted for the existing wording:<br/>“On application by two or more designated members of a limited liability partnership, the registrar may strike the limited liability partnership’s name off the register”.</p> <p>Omit paragraph (2)(a) and in paragraph (2)(b) after the word “be” insert the word “made”.</p> <p>In paragraph (6), omit the word “director,”.</p> |
| <b>Article 603B (duties in connection with making application under Article 603A)(62)</b>  | <p>In paragraph (5)(a), for “no meetings are” substitute “no meeting is”.</p> <p>In paragraph (5)(b), for “meetings summoned under that Article fail” substitute “the meeting summoned under that Article fails”.</p> <p>In paragraph (5)(c), for “meetings” substitute “a meeting”.</p> <p>In paragraph (5)(d), for “at previous meetings” substitute “at a previous meeting”.</p>   |
| <b>Article 603C (directors' duties following application under Article 603A)(b)</b>        |   |

- (60) Article 602 was amended by Article 381 of, and paragraph 19 of Schedule 9 to, the Insolvency (Northern Ireland) Order 1989 and by Articles 75 and 113 of, and Schedule 6 to, the Companies (No. 2) (Northern Ireland) Order 1990
- (61) Article 603A was inserted into the 1986 Order by section 13(2) of, and paragraphs 1 and 2 of Schedule 6 to, the Deregulation and Contracting Out Act 1994 (c. 40)
- (62) Articles 603B and 603C were inserted into the 1986 Order by section 13(2) of, and paragraphs 1 and 2 of Schedule 6 to, the Deregulation and Contracting Out Act 1994

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| <i>Provisions</i>   | <i>Modifications</i>  |
|---|---|
|   | In paragraph (2), for the words “is a director of the company” substitute “is a designated member of the limited liability partnership”.  |
|   | In paragraph (2), omit sub-paragraph (d).   |
|   | In paragraph (5) for the words “is a director of the company” substitute “is a designated member of the limited liability partnership”.   |
|   | In paragraph (6), omit sub-paragraph (d).   |
| <b>Article 603D (Articles 603B and 603C: supplementary provisions)(63)</b>            |   |
| <b>Article 603E (Articles 603B and 603C: enforcement)(a)</b>                          |   |
| <b>Article 603F (other offences connected with Article 603A)(a)</b>                   |   |
| <b>Article 604 (objection to striking off by person aggrieved)(64)</b>                |   |
| <b>Article 605 (property of dissolved company to be bona vacantia)</b>                |   |
| <b>Article 606 (effect on Article 605 of company’s revival after dissolution)</b>     |   |
| <b>Article 607 (Crown disclaimer of property vesting as bona vacantia)</b>            |   |
| <b>Article 608 (effect of Crown disclaimer under Article 607)(65)</b>                 |   |
| <b>Article 609 (liability for rentcharge on company’s land after dissolution)(66)</b> |   |
| <i>Overseas limited liability partnerships</i>  |   |
| <b>Article 643 (obligation to state name and other particulars)(67)</b>               |   |
|   | For the wording of paragraph (1) there shall be substituted the following words:<br>“Every overseas limited liability partnership shall – |

(63) Articles 603D to 603F were inserted into the 1986 Order by section 13(2) of, and paragraphs 1 and 2 of Schedule 6 to, the Deregulation and Contracting Out Act 1994 (c. 40)

(64) Article 604 was amended by section 13(2) of, and paragraphs 1 and 3 of Schedule 6 to, the Deregulation and Contracting Out Act 1994

(65) Article 608 was amended by Article 381 of, and paragraph 20 of Schedule 9 to, the Insolvency (Northern Ireland) Order 1989

(66) Article 609 was amended by Article 381 of, and paragraph 21 of Schedule 9 to, the Insolvency (Northern Ireland) Order 1989

(67) Article 643 was amended by section 212 (3) of, and Part II of Schedule 17 to, the Financial Services Act 1986, and by S.R. 1993 No. 198

| <i>Provisions</i> | <i>Modifications</i>   |
|-------------------|--|
|                   | <p>(a) in every prospectus inviting subscriptions for its debentures in Northern Ireland, state the country in which the limited liability partnership is incorporated,</p> <p>(b) conspicuously exhibit on every place where it carries on business in Northern Ireland the name of the limited liability partnership and the country in which it is incorporated,</p> <p>(c) cause the name of the limited liability partnership and the country in which it is incorporated to be stated in legible characters in all bill heads, letter paper, and in all notices and other official publications and communications of the limited liability partnership.”.</p> |

For paragraph (3) there shall be substituted the following words:

“For the purposes of this Article “oversea limited liability partnership” means a body incorporated or otherwise established outside Northern Ireland whose name under its law of incorporation or establishment includes the words “limited liability partnership.””.

Paragraphs (4) and (5) shall be omitted.

*The registrar of companies: his functions and offices*

**Article 653 (registration office and registrar)(68)**

**Article 654 (companies' registered numbers)(69)**

Omit paragraph (5).

**Article 655 (delivery to the registrar of documents in legible form)(70)**

In paragraph (2)(a), omit the words from “and, if the document is delivered” to the end of that paragraph.

(68) Article 653 was amended by Article 18 of, and paragraph 4(3) of Schedule 5 to, the Deregulation and Contracting Out (Northern Ireland) Order 1996 (S.I. 1996/1632 (N.I. 11))

(69) Article 654 was substituted by Article 78 of, and paragraph 13 of Schedule 5 to, the Companies (No. 2) (Northern Ireland) Order 1990, and amended by S.R. 1993 No. 198

(70) Article 655 was substituted by Article 59(1) of the Companies (No. 2) (Northern Ireland) Order 1990 and amended by S.R. 1993 No. 198

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| <i>Provisions</i>  | <i>Modifications</i>  |
|--|---|
| <b>Article 656A (the keeping of company records by the registrar)(71)</b>                            | Omit paragraph (4).   |
| <b>Article 656B (delivery to the registrar using electronic communications)(72)</b>                  | In paragraph (3), omit the word “or” at the end of sub-paragraph (a) and omit sub-paragraph (b).  |
| <b>Article 657 (fees payable to the registrar)(73)</b>   |   |
| <b>Article 658 (inspection, etc. of records kept by registrar)(74)</b>                               |   |
| <b>Article 659 (certificate of incorporation)(75)</b>  |   |
| <b>Article 659A (provision and authentication by registrar of documents in non-legible form)(76)</b> |   |
| <b>Article 660 (public notice by registrar of receipt or issue of certain documents)(77)</b>         | In paragraph (1), delete “or articles” in sub-paragraph (b) and delete sub-paragraphs (d) to (j), (l), (m) and (s) to (z).                                |
| <b>Article 662 (enforcement of company’s duty to make returns)(78)</b>                               | In paragraph (1), for “any officer” substitute “any designated member”.<br><br>In paragraphs (2) and (3), for “officers” substitute “designated members”. |
| <b>Article 663 (registrar’s index of company and corporate names)(79)</b>                            |   |

(71) Article 656A was inserted into the 1986 Order by Article 60(1) of the Companies (No. 2) (Northern Ireland) Order 1990

(72) Article 656B was inserted into the 1986 Order by [S.R. 2003 No. 3](#)

(73) Article 657 was amended by Articles 61(2) and 113 of, and Schedule 6 to, the Companies (No. 2) (Northern Ireland) Order 1990, and by Article 15 of the Financial Provisions (Northern Ireland) Order 1993 (S.I. [1993/1252 \(N.I. 5\)](#))

(74) Article 658 was substituted by Article 60(2) of the Companies (No. 2) (Northern Ireland) Order 1990 and amended by paragraph 4 of Schedule 1 to, the Civil Evidence (Northern Ireland) Order 1997 (S.I. [1997/2983 \(N.I. 21\)](#))

(75) Article 659 was substituted by Article 60(2) of the Companies (No. 2) (Northern Ireland) Order 1990

(76) Article 659A was inserted into the 1986 Order by Article 60(2) of the Companies (No. 2) (Northern Ireland) Order 1990

(77) Article 660 was amended by Article 25 of, and paragraph 19 of Schedule 10 to, the Companies (Northern Ireland) Order 1990, by Article 49(2) of the Companies (No. 2) (Northern Ireland) Order 1990, by Article 381 of, and paragraph 22 of Schedule 9 to, the Insolvency (Northern Ireland) Order 1989, by [S.R. 1987 No. 442](#), [S.R. 1993 No. 198](#) and [S.R. 2003 No. 3](#)

(78) Article 662 was amended by Article 61(4) of the Companies (No. 2) (Northern Ireland) Order 1990

(79) Article 663 was amended by [S.R. 1993 No. 198](#) and by paragraph 1 of the Schedule to the Limited Liability Partnerships Act (Northern Ireland) 2002



| <i>Provisions</i>   | <i>Modifications</i>   |
|---|--|
| <b>Article 664A (interpretation)(80)</b><br><i>Miscellaneous and supplementary provisions</i> |  |
| <b>Article 670 (production and inspection of books where offence suspected)</b>               | In paragraph (2)(b), for the words “the secretary of the company or such other” substitute “such”.   |
| <b>Article 671 (form of company registers, etc)</b>   |  |
| <b>Article 672 (use of computers for company records)</b>                                     | Omit paragraph (2).  |
| <b>Article 672A (obligations of company as to inspections of registers, etc)(81)</b>          |  |
| <b>Article 674 (costs and expenses in actions by certain limited companies)</b>               | References to a “limited company” shall include references to a “limited liability partnership”.   |
| <b>Article 675 (power of court to grant relief in certain cases)</b>                          | In paragraph (1), delete the words “an officer of a company or” and “officer or”.<br><br>In paragraph (2), delete the words “officer or”.                                |
| <b>Article 676 (enforcement of High Court orders)</b>   |  |
| <b>Article 677 (annual report by the Department)</b>  |  |
| <b>Article 678 (punishment of offences)(82)</b>   |  |
| <b>Article 679 (summary proceedings)</b>  |  |
| <b>Article 680 (prosecution by public authorities)</b>  | In paragraph (1), for the words “Articles 218, 332, 337, 440 to 444 and 448” substitute “Articles 440 to 444”.<br><br>In paragraph (2), omit sub-paragraphs (a) and (c). |

(80) Article 664A was inserted into the 1986 Order by Article 61(1) of the Companies (No. 2) (Northern Ireland) Order 1990

(81) Article 672A was inserted into the 1986 Order by Article 77 (1) of the Companies (No. 2) (Northern Ireland) Order 1990

(82) Article 678 was amended by Article 78 of, and paragraph 16 of Schedule 5 to, the Companies (No. 2) (Northern Ireland) Order 1990

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| <i>Provisions</i>  | <i>Modifications</i>  |
|--|---|
|  | In paragraph (2)(b), for the words “either one of those two persons” substitute “either the Department, the Director of Public Prosecutions for Northern Ireland”.  |
|  | Omit paragraph (3).   |
| <b>Article 680A (offences by body corporate)(83)</b>                         |   |
|  | In paragraph (1), delete the references to Articles 218 and 224(3).   |
| <b>Article 680B (criminal proceedings against unincorporated bodies)(84)</b> |   |
| <b>Article 681 (regulations)(85)</b>   |   |
| <b>Schedule 23 (punishment of offences under this Order)(86)</b>             | <p>Delete the references to those Articles which are not applied to limited liability partnerships including, in particular, the following Articles:</p> <p>Article 17(3) company failing to deliver to the registrar notice of other document, following alteration of its objects;</p> <p>Article 29(3) company failing to notify registrar of change in memorandum or articles;</p> <p>Article 30(2) company failing to send to one of its members a copy of the memorandum or articles, when so required by the member;</p> <p>Article 31(2) where company’s memorandum altered, company issuing copy of the memorandum without the alteration;</p> <p>Article 38(5) company failing to change name on direction of Department;</p> <p>Article 41(5) company altering its memorandum or articles, so ceasing to be exempt from having “limited” after its name;</p> |

(83) Article 680A was inserted into the 1986 Order by Article 20(1) of the Companies (No. 2) (Northern Ireland) Order 1990

(84) Article 680B was inserted into the 1986 Order by Article 20(1) of the Companies (No. 2) (Northern Ireland) Order 1990

(85) Article 681 was amended by Article 382 of, and Schedule 10 to, the Insolvency (Northern Ireland) Order 1989

(86) Schedule 23 was amended by Article 212(2) and (3) of, and paragraph 42 of Schedule 16 and Part II of Schedule 17 to, the Financial Services Act 1986, by Articles 25(3) and 35(1) of, and Schedule 5 to, the Companies (Northern Ireland) Order 1989, by Article 382 of, and Schedule 10 to, the Insolvency (Northern Ireland) Order 1989, by Articles 25 and 26 of, and paragraph 27 of Schedule 10 and Part I of Schedule 15 to, the Companies (Northern Ireland) Order 1990, by Articles 11(8), 12(2), 43, 54(2), 55(2), 57(2), 58(3), 74(3), 113 of, and paragraph 1 of Schedule 2 and Schedule 6 to, the Companies (No. 2) (Northern Ireland) Order 1990, by Article 5(7) of the Deregulation (Northern Ireland) Order 1997 and by [S.R. 1992 No. 405](#), [S.R. 1993 No. 198](#) and [S.R. 2003 No. 3](#)

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| <i>Provisions</i> | <i>Modifications</i>  |
|-------------------|---|
|                   | Article 41(6) company failing to change name, on Department's direction, so as to have "limited" at the end;  |
|                   | Article 42(4) company failing to comply with Department's direction to change its name, on grounds that the name is misleading;   |
|                   | Article 43 trading under misleading name (use of "public limited company" when not so entitled); purporting to be a private company;                                      |
|                   | Article 44 trading or carrying on business with improper use of "limited";  |
|                   | Article 64(10) public company failing to give notice, or copy of court order, to registrar, concerning application to re-register as private company;                     |
|                   | Article 90(9) directors exercising company's power of allotment without the authority required by Article 90(1);  |
|                   | Article 91(2) private company offering shares to the public, or allotting shares with a view to their being so offered;   |
|                   | Article 92(5) allotting shares or debentures before third day after issue of prospectus;  |
|                   | Article 96(6) company failing to keep money in separate bank account, where received in pursuance of prospectus stating that stock exchange listing is to be applied for; |
|                   | Article 97(4) offeror of shares for sale failing to keep proceeds in separate bank account;   |
|                   | Article 98(5) officer of company failing to deliver return of allotments, etc. to the registrar;  |
|                   | Article 105(6) knowingly or recklessly authorising or permitting misleading, false or deceptive material in statement by directors under Article 105(5);                  |
|                   | Article 107(4) company failing to deliver to registrar the prescribed form disclosing amount or rate of share commission;   |

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| <i>Provisions</i> | <i>Modifications</i>  |
|-------------------|---|
|                   | Article 120(2) making misleading, false or deceptive statement in connection with valuation under Article 113 or 114;   |
|                   | Article 121(3) officer of company failing to deliver copy of asset valuation report to registrar;   |
|                   | Article 121(4) company failing to deliver to registrar copy of resolution under Article 114(4), with respect to transfer of an asset as consideration for allotment;            |
|                   | Article 124 contravention of any of the provisions of Articles 109 to 114 and 116;  |
|                   | Article 127(7) company doing business or exercising borrowing powers contrary to Article 127;   |
|                   | Article 132(2) company failing to give notice to registrar of reorganisation of share capital;  |
|                   | Article 133(4) company failing to give notice to registrar of increase of share capital;  |
|                   | Article 137(5) company failing to forward to registrar copy of court order, when application made to cancel resolution varying shareholders' rights;                            |
|                   | Article 138(5) company failing to send to registrar statement or notice required by Article 138 (particulars of shares carrying special rights);                                |
|                   | Article 139(4) company failing to deliver to registrar statement or notice required by Article 139 (registration of newly created class rights);                                |
|                   | Article 151 officer of company concealing name of creditor entitled to object to reduction of capital, or wilfully misrepresenting the nature or amount of debt or claim, etc.; |
|                   | Article 152(3) director authorising or permitting non-compliance with Article 152 (requirement to convene company meeting to consider serious loss of capital);                 |
|                   | Article 153(2) company acquiring its own shares in breach of Article 153;   |

| <i>Provisions</i> | <i>Modifications</i>  |
|-------------------|---|
|                   | Article 159(2) company failing to cancel its own shares acquired by itself, as required by Article 156(2); or failing to apply for re-registration as private company as so required in the case there mentioned; |
|                   | Article 161(3) company giving financial assistance towards acquisition of its own shares;   |
|                   | Article 166(6) company failing to register statutory declaration under Article 165;   |
|                   | Article 166(7) director making statutory declaration under Article 165, without having reasonable grounds for opinion expressed in it;  |
|                   | Article 179(6) default by company's officer in delivering to registrar the return required by Article 179 (disclosure by company of purchase of its own shares);  |
|                   | Article 179(7) company failing to keep copy of contract, etc. at registered office; refusal of inspection to person demanding it;   |
|                   | Article 183(6) director making statutory declaration under  |
|                   | Article 183 without having reasonable grounds for the opinion expressed in the declaration;   |
|                   | Article 185(6) refusal of inspection of statutory declaration and auditors' report under Article 183, etc.;   |
|                   | Article 186(4) company failing to give notice to registrar of application to court under Article 186, or to register court order;   |
|                   | Article 193(6) company failing to send notice of refusal to register a transfer of shares or debentures;  |
|                   | Article 195(5) company default in compliance with Article 195(1) (certificates to be made ready following allotment or transfer of shares, etc.);   |
|                   | Article 218(3) failure to discharge obligation of disclosure under Part VII; other forms of non-compliance with that Part;  |

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| <i>Provisions</i> | <i>Modifications</i>  |
|-------------------|---|
|                   | Article 219(10) company failing to keep register of interests disclosed under Part VII; other contraventions of Article 219;                                    |
|                   | Article 222(5) company failing to exercise powers under Article 220, when so required by the members;   |
|                   | Article 223(8) company default in compliance with Article 223 (company report of investigation of shareholdings on members' requisition);                       |
|                   | Article 224(3) failure to comply with company notice under Article 220; making false statement in response etc.;  |
|                   | Article 225(7) company failing to notify a person that he has been named as a shareholder; on removal of name from register, failing to alter associated index; |
|                   | Article 226(3) improper removal of entry from register of interests disclosed; company failing to restore entry improperly removed;                             |
|                   | Article 227(3) refusal of inspection of register or report under Part VII; failure to send copy when required;  |
|                   | Article 240(4) default by director or officer of a company in giving notice of matters relating to himself for purposes of Schedule 6 Part I;                   |
|                   | Article 242(5) non-compliance with Part VIII as to directors' report and its content; directors individually liable;  |
|                   | Article 242A(4) laying, circulating or delivering directors' report without required signature;   |
|                   | Article 249(2) failure to lay accounts and reports before the company in general meeting before the end of the period allowed for doing this;                   |
|                   | Article 259(5) failure to comply with requirements in relation to summary financial statements;   |

| <i>Provisions</i> | <i>Modifications</i>   |
|-------------------|--|
|                   | Article 296(4) default in complying with Article 296 (keeping register of directors and secretaries, refusal of inspection);   |
|                   | Article 299(5) acting as director of a company without having the requisite share qualification;   |
|                   | Article 302(4) director failing to give notice of his attaining retirement age; acting as director under appointment invalid due to his attaining it;  |
|                   | Article 313(3) company default in complying with Article 313 (directors' names to appear on company correspondence, etc.);   |
|                   | Article 314(4) failure to state that liability of proposed director or manager is unlimited; failure to give notice of that fact to person accepting office;   |
|                   | Article 322(3) director failing to comply with Article 322;  |
|                   | Article 325(7) director failing to disclose interest in contract;  |
|                   | Article 326(8) company in default in complying with Article 326(1) or (5);   |
|                   | Article 330B(4) terms of unwritten contract between sole member of a private company limited by shares or by guarantee and the company not set out in a written memorandum or recorded in minutes of a directors' meeting; |
|                   | Article 331(2) director dealing in options to buy or sell company's listed shares or debentures;   |
|                   | Article 332(7) director failing to notify interest in company's shares; making false statement in purported notification;  |
|                   | Article 334(2), (3), (4) and (5) various defaults in connection with company register of directors' interests;   |
|                   | Article 336(6) director failing to notify company that members of his family etc. have or have exercised options to buy shares   |

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|-------------------|--|
|                   | or debentures; making false statement in purported notification;   |
|                   | Article 337(3) company failing to notify investment exchange of acquisition of its securities by a director;   |
|                   | Article 350(1) director of relevant company authorising or permitting company to enter into transaction or arrangement, knowing or suspecting it to contravene Article 338;  |
|                   | Article 350(2) relevant company entering into transaction or arrangement for a director in contravention of Article 338;   |
|                   | Article 350(3) procuring a relevant company to enter into transaction or arrangement known to be contrary to Article 338;  |
|                   | Article 351(8) company failing to maintain register of transactions etc. made with and for directors and not disclosed in company accounts; failing to make register available at registered office or at company meeting; |
|                   | Article 360(5) company default in complying with Article 360 (requirement to keep register of members and their particulars);  |
|                   | Article 360A(3) company default in complying with Article 360A (statement that company has only one member);   |
|                   | Article 361(4) company failing to send notice to registrar as to place where register of members is kept;  |
|                   | Article 362(4) company failing to keep index of members;   |
|                   | Article 364(5) refusal of inspection of members' register; failure to send copy on requisition;  |
|                   | Article 374(4) company default in holding annual general meeting;  |
|                   | Article 375(3) company default in complying with Department's direction to hold a company meeting;   |



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|-------------------|--|
|                   | Article 375(5) company failing to register resolution that meeting held under Article 375 is to be its annual general meeting;                           |
|                   | Article 380(4) failure to give notice to member entitled to vote at company meeting, that he may do so by proxy;   |
|                   | Article 380(6) officer of company authorising or permitting issue of irregular invitations to appoint proxies;   |
|                   | Article 384(7) officer of company in default as to circulation of members' resolutions for company meeting;  |
|                   | Article 388(5) company failing to comply with Article 388 (copies of certain resolutions etc. to be sent to registrar);                                  |
|                   | Article 388(6) company failing to include copy of resolution to which Article 388 applies in its articles; failing to forward copy to member on request; |
|                   | Article 389B(2) director or secretary of company failing to notify auditors of proposed written resolution;  |
|                   | Article 390(5) company failing to keep minutes of proceedings at company and board meetings, etc.;   |
|                   | Article 390B(2) failure of sole member to provide the company with a written record of a decision;   |
|                   | Article 391(4) refusal of inspection of minutes of general meeting; failure to send copy of minutes on member's request;                                 |
|                   | Article 422(6) offeror failing to send copy of notice or making statutory declaration knowing it to be false etc.;                                       |
|                   | Article 423A(6) offeror failing to give rights to minority shareholder;  |
|                   | Article 437(3) failing to give Department, when required to do so, information about interests in shares etc.; giving false information;                 |

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|-------------------|--|
|                   | Article 448(1) exercising a right to dispose of, or vote in respect of, shares which are subject to restrictions under Part XVI; failing to give notice in respect of shares so subject; entering into agreement void under Article 447(2) or (3); |
|                   | Article 448(2) issuing shares in contravention of restrictions under Part XVI;   |
|                   | Article 454(5) failure to register office copy of court order under Part XVIII altering, or giving leave to alter, company's memorandum;   |
|                   | Article 647(1) Part XXIII company failing to comply with any of Articles 641 to 643 or 646;  |
|                   | Article 647(2) Part XXIII company contravening Article 644(6) (carrying on business under its corporate name after Department's direction);  |
|                   | Article 647(3) Part XXIII company failing to comply with Article 645A or Schedule 20A;   |
|                   | Article 652(1) Part XXIII company failing to comply with requirements as to accounts and reports;  |
|                   | Article 652D(5) Part XXIII company failing to deliver particulars of charge to registrar;  |
|                   | Article 652Q(1) company failing to register winding up or commencement of insolvency proceedings etc;  |
|                   | Article 652Q(2) liquidator failing to register appointment, termination of winding up or striking off of company;  |
|                   | Article 669(4) insurance company etc. failing to send twice yearly statement in form of Schedule 22;   |
|                   | Schedule 14 Part II, paragraph 1(3) company failing to give notice of location of external branch register, etc.;  |
|                   | Schedule 14, Part II, paragraph 3(2) company failing to transmit to its registered office in Northern Ireland copies of entries in external  |

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|-------------------|--|
|                   | branch register or to keep duplicate of external branch register;  |
|                   | Schedule 20C, Part I, paragraph 6 credit or financial institution failing to deliver accounting documents;   |
|                   | Schedule 20C, Part II, paragraph 13 credit or financial institution failing to deliver accounts and reports; |
|                   | Schedule 20D, Part I, paragraph 5 company failing to deliver accounting documents;                           |
|                   | Schedule 20D, Part I, paragraph 13 company failing to deliver accounts and reports.                          |

## PART II

### MODIFICATIONS TO THE COMPANY DIRECTORS DISQUALIFICATION (NORTHERN IRELAND) ORDER 2002

| <i>Provisions</i>     | <i>Modifications</i>  |
|-----------------------|---|
| Article 25            | Omit Article 25.  |
| Part I of Schedule 1  | Omit paragraphs 6 and 7.  |
| Part II of Schedule 1 | After paragraph 10 insert –<br>“10A. The extent of the member’s and shadow member’s responsibility for events leading to a member or shadow member, whether himself or some other member or shadow member, being declared by the court to be liable to make a contribution to the assets of the limited liability partnership under Article 178A of the Insolvency (Northern Ireland) Order 1989.”. |