

1991 No. 368

INSOLVENCY

**The Insolvent Companies (Reports on Conduct of Directors)
Rules (Northern Ireland) 1991**

Made 5th August 1991

Coming into operation 1st October 1991

To be laid before Parliament

The Lord Chancellor, in exercise of the powers conferred on him by Article 359 of the Insolvency (Northern Ireland) Order 1989(a) and Article 24(1) of the Companies (Northern Ireland) Order 1989(b), with the concurrence of the Department of Economic Development (“the Department”), and after consulting the committee existing for that purpose under Article 360 of the Insolvency (Northern Ireland) Order 1989, hereby makes the following Rules—

Citation and commencement

1.—(1) These Rules may be cited as the Insolvent Companies (Reports on Conduct of Directors) Rules (Northern Ireland) 1991.

(2) These Rules shall come into operation on 1st October 1991.

Interpretation

2.—(1) In these Rules “the Order” means the Companies (Northern Ireland) Order 1989 (any reference to a numbered Article being to an Article of that Order).

Reports required under Article 10(3)

3.—(1) This Rule applies to any report made to the Department under Article 10(3) by—

- (a) the liquidator of a company which passes a resolution for voluntary winding up on or after the commencement date;

(a) S.I. 1989/2405 (N.I. 19)
(b) S.I. 1989/2404 (N.I. 18)

- (b) the administrator of a company in respect of which the High Court makes an administration order on or after the commencement date; or
- (c) an administrative receiver of a company appointed on or after the commencement date.

(2) Such a report shall be made in Form D1, D2 or D6 set out in the Schedule, as the case may be, and in the manner and to the extent required by the applicable form.

Return by office-holder

4.—(1) This Rule applies where it appears to a liquidator of a company as mentioned in Rule 3(1)(a), to an administrator as mentioned in Rule 3(1)(b), or to an administrative receiver as mentioned in Rule 3(1)(c) (each of whom is in this Rule referred to as “the office-holder”) that the company has at any time become insolvent within the meaning of Article 9(2).

(2) Subject to paragraphs (3) to (6) there may be furnished to the Department by an office-holder at any time during the period of 6 months from the relevant date (defined in paragraph (4)) a return with respect to every person who—

- (a) was, on the relevant date a director or shadow director of the company, or
- (b) had been a director or shadow director of the company at any time in the 3 years immediately preceding that date.

(3) The return shall be made in Form D3, D4, D5 or D7 set out in the Schedule, as the case may be, and in the manner and to the extent required by the applicable form.

(4) For the purposes of this Rule, “the relevant date” means—

- (a) in the case of a company in a creditors’ voluntary winding up (there having been no declaration of solvency by the directors under Article 75 of the Insolvency (Northern Ireland) Order 1989) the date of the passing of the resolution for voluntary winding up;
- (b) in the case of a company in a members’ voluntary winding up the date on which the liquidator forms the opinion that, at the time when the company went into liquidation, its assets were insufficient for the payment of its debts and other liabilities and the expenses of winding up;
- (c) in the case of the administrative receiver, the date of his appointment;
- (d) in the case of the administrator, the date of the administration order made in relation to the company;

and for the purposes of sub-paragraph (c) the only appointment of an administrative receiver to be taken into account in determining the relevant date shall be that appointment which is not that of a successor in office to an administrative receiver who has vacated office either by death

or pursuant to Article 55 of the Insolvency (Northern Ireland) Order 1989.

(5) It shall be the duty of the responsible office-holder to furnish to the Department with respect to the persons specified in paragraph (2) a return complying with the provisions of paragraphs (3) and (4) not later than the expiry of the period of 6 months from the relevant date where no return has been so furnished by a day one week before the expiry of that period: and for the purposes of this paragraph the responsible office-holder shall be the person in office in relation to the company on the day specified or where no person is in office on that day, the office-holder who vacated office nearest to that day.

(6) A return need not be provided under this Rule if an office-holder has, since the relevant date, made reports to the Department under Article 10(3) with respect to all the persons falling within paragraph (2) and (apart from this paragraph) required to be the subject of return.

(7) If a responsible office-holder without reasonable excuse fails to comply with the duty imposed by paragraph (5), he is liable to a fine not exceeding £400 and, for continued contravention, to a daily default fine not exceeding £40.

Enforcement of Article 10(4)

5.—(1) This Rule applies where under Article 10(4) (power to call on liquidators, former liquidators and others to provide information) the Department or the official receiver requires a person—

- (a) to furnish him with information with respect to a person's conduct as director or shadow director of a company; and
- (b) to produce and permit inspection of relevant books, papers and other records.

(2) On the application of the Department or (as the case may be) the official receiver, the High Court may make an order directing compliance within such period as may be specified.

(3) The Rules of the Supreme Court (Northern Ireland) 1980(a) and the practice of the High Court apply to applications under this Rule, with any necessary modifications.

(4) The High Court's order may provide that all costs of and incidental to the application shall be borne by the person to whom the order is directed.

Dated 5th August 1991.

Mackay of Clashfern, C.

(a) S.R. 1980 No. 346; the relevant amending instruments are S.R. 1981 No 224; SR 1983 No. 5; SR 1983 No. 114 and SR 1986 No. 203.

The Department of Economic Development hereby concurs with the foregoing Rules.

Sealed with the Official Seal of the Department of Economic Development on 12th August 1991.

(L.S.)

A. H. McAlister
Assistant Secretary

COMPANIES IN VOLUNTARY LIQUIDATION

REPORT ON CONDUCT OF DIRECTORS UNDER ARTICLE 10(3) OF THE COMPANIES (NORTHERN IRELAND) Order 1989

Before completing this form read the DED Guidance Notes

Company registered number _____ Name of Company _____ Registered Office address _____ Nature of Business _____ Trading Names _____ Principal place of business _____ Date of liquidation _____ Name of Liquidator _____ Office holder number _____ Liquidator's address _____ Period covered by report From: _____ To: _____	Official Use
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1. I am the liquidator of the company and it appears to me that the persons listed in the schedule were either directors or shadow directors of the company and **were the only** such directors of the company during the period covered by this report.
2. It further appears to me that the conduct of each of the persons in respect of whom I have marked Y in column 5 in the schedule as a director of the company, either considered in relation to this company alone or taken together with his conduct as a director of any other company, makes him unfit to be concerned in the management of a company. Details of his conduct are provided in Part D1(B) of the report.

Schedule

1	2	3	4		5
Full name and other known names	Last known address	Mark X if Shadow Director	Period as Director From	To	If you have attached supplementary details please mark with a Y

Liquidators' Signature _____

Date _____

Remember to attach forms D1(A) and D1(B)

PART A

FURTHER DETAILS OF THE COMPANY

NAME OF COMPANY

3. Date of incorporation _____

4. Period of trading From _____ To _____

5. Estimated distribution(s)
(pence in £) to creditors

- preferential: _____
- unsecured: _____

6. Summary of statement of affairs £

Gross assets: _____

Gross liabilities to creditors: _____

Estimated total deficiency as regards creditors: _____

Called-up capital: _____

7. Approximate number and value of unsecured creditors distinguishing between

	No.	£
Trade and expense:	_____	_____
Depositor or consumer pre-paid:	_____	_____
Connected companies:	_____	_____
Other:	_____	_____

8. Details of other connected companies with which the company has had any dealings

The above is correct to the best of my knowledge, information and belief.

Liquidator's Signature _____

Date _____

D1(B)

A separate "part B" is to be completed for each Director to be reported upon.

PART B

NAME OF COMPANY

FULLER DETAILS OF THE INDIVIDUAL DIRECTOR SUBJECT TO THIS REPORT

-
9. Full name of the Director:
10. Date of birth:
11. Occupation, trade or profession:
12. Position(s) held within company:
-

13. Give details (on such additional pages as necessary) of the conduct of the director, which makes it appear to you that the conditions of Article 9(1) of the Order are satisfied. You should have particular regard to Schedule 1 to the Order.
14. List the remuneration and other benefits during each of the 3 years to the date of liquidation

Period ended	Remuneration received £	Remuneration voted £	Cash expenses £	Benefits in kind £
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

15(a) Other companies of which the director is or was during the 3 years to the date of liquidation also a director or shadow director.

Name of Company	Reg. No.	Are you also the Liquidator Administrative Receiver or Administrator of that Company (Y/N)	Mark X here if you are to submit a conduct report in respect of the Company or enter date of report if already submitted

- (b) Give details of any other companies not listed at Q8 or 15(a) above with which the director may have had an association which you feel may be relevant to the consideration of his conduct.
16. Give brief details of any civil or criminal proceedings in relation to the company taken or likely to be taken against the director.
17. Are there any other matter(s) which you consider the Department should take into consideration.

The details given in Part D1(B) (comprising _____ pages) are correct to the best of my knowledge, information and belief.
 Liquidator's Signature _____
 Date _____

REPORT ON CONDUCT OF DIRECTORS BY AN ADMINISTRATIVE RECEIVER
UNDER ARTICLE 10(3) OF

THE COMPANIES (NORTHERN IRELAND) ORDER 1989

Before completing this form read the DED Guidance Notes

<p>Company registered number _____</p> <p>Name of Company _____</p> <p>Registered Office address _____</p> <p>Nature of Business _____</p> <p>Trading Names _____</p> <p>Principal place of business _____</p> <p>Date of appointment of Administrative Receiver _____</p> <p>Name of Administrative Receiver _____</p> <p>Office holder number _____</p> <p>Administrative Receiver's address _____</p> <p>Period covered by report From: _____ To: _____</p>	<p>Official Use</p>
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1. I am the administrative receiver of the company and it appears to me that the persons listed in the schedule were either directors or shadow directors of the company and where the only such directors of the company during the period covered by this report.
2. It further appears to me that the conduct of each of the persons in respect of whom I have marked Y in column 5 in the schedule as a director of the company, either considered in relation to this company alone or taken together with his conduct as a director of any other company, makes him unfit to be concerned in the management of a company. Details of his conduct are provided in Part D2(B) of the report.

Schedule

1	2	3	4	5
Full name and other known names	Last known address	Mark X if Shadow Director	Period as Director From : To	If you have attached supplementary details please mark with a Y
			:	

Administrative Receiver's Signature _____

Date _____

Remember to attach forms D2(A) and D2(B)

14. List the remuneration and other benefits during each of the 3 years to the relevant date in relation to the company as defined in Rule 4.

Period ended	Remuneration received £	Remuneration voted £	Cash expenses £	Benefits in kind £
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

15(a) Other companies of which the director is or was during the 3 years to the relevant date in relation to the company as determined under Rule 3(4) also a director or shadow director

Name of Company	Reg. No.	Are you also the Liquidator, Administrative Receiver or Administrator of that Company (Y/N)	Mark X here if you are to submit a conduct report in respect of the Company or enter date of report if already submitted

(b) Give details of any other companies not listed at Q8 or 15(a) above with which the director may have had an association which you feel may be relevant to the consideration of his conduct.

16. Give brief details of any civil or criminal proceedings in relation to the company taken or likely to be taken against the director.

17. Are there any other matter(s) which you consider the Department should take into consideration.

The details given in Part D2(B) (comprising _____ pages) are correct to the best of my knowledge, information and belief.

Administrative Receiver's Signature _____

Date _____

COMPANIES IN CREDITORS' VOLUNTARY LIQUIDATION

RETURN OF DIRECTORS UNDER RULE 4 OF THE INSOLVENT COMPANIES

(REPORT ON CONDUCT OF DIRECTORS) RULES (NORTHERN IRELAND) 1991

Before completing this form read the DED Guidance Notes

<p>Company registered number _____</p> <p>Name of Company _____</p> <p>Registered Office address _____</p> <p>Nature of Business _____</p> <p>Trading Names _____</p> <p>Principal place of business _____</p> <p>Date of liquidation _____</p> <p>Name of Liquidator _____</p> <p>Office holder number _____</p> <p>Liquidator's address _____</p>	<p>Official Use</p>
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Mark with an X the statement which applies

1. (i) I have not submitted a report in this case because:

- (a) the company has sufficient assets to pay its debts and other liabilities and the expenses of any winding-up
- (b) as at the date of this return I have not become aware of any matters which would require me to make a report under Article 10(3) of the Order
- (c) sufficient information is not yet to hand (see below).

(ii) I have not submitted a report on all of the directors in this case because:

- (d) as at the date of this return I have not become aware of any matters which would require me to make a report under Article 10(3) of the Order on the remaining directors
- (e) sufficient information is not yet to hand (see below).

If you have marked box (c) or box (e) please indicate the likely date when the report if any will be submitted:

Month Year

2. The persons listed in the schedule were to the best of my knowledge and belief all the persons who were directors or shadow directors of the company during the three years prior to the liquidation.

Schedule

Full name and other known names	Last known address	Mark X if Shadow Director	Period as Director	
			From	To

Liquidator's Signature _____

Date _____

D4

COMPANIES IN VOLUNTARY LIQUIDATION WHICH BEGAN AS MEMBERS
VOLUNTARY LIQUIDATION BUT INSOLVENT RETURN OF DIRECTORS UNDER RULE
4 OF THE INSOLVENT COMPANIES (REPORT ON CONDUCT OF DIRECTORS) RULES
(NORTHERN IRELAND) 1991

Before completing this form read the DED Guidance Notes

Company registered number _____ Name of Company _____ Registered Office address _____ _____ Nature of Business _____ Trading Names _____ Principal place of business _____ _____ Date of Liquidation _____ Name of Liquidator _____ Office holder number _____ Liquidator's address _____ _____ _____	Official use
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Mark with an X the statement which applies

1. (i) I have not submitted a report in this case because:
- (a) as at the date of this return I have not become aware of any matters which would require me to make a report under Article 10(3) of the Order
- (b) sufficient information is not yet to hand (see below).
- (ii) I have not submitted a report on all of the directors in this case because:
- (c) as at the date of this return I have not become aware of any matters which would require me to make a report under Article 10(3) of the Order on the remaining directors

(d) sufficient information is not yet to hand (see below).

If you have marked box (b) or box (d) please indicate the likely date when the report will be submitted:

Month Year

2. The persons listed in the schedule were to the best of my knowledge and belief all the persons who were directors or shadow directors of the company during the three years prior to the liquidation.

Schedule

Full name and other known names	Last known address	Mark X if Shadow Director	Period as Director	
			From	To

Liquidator's Signature _____

Date _____

D5

RETURN OF DIRECTORS BY AN ADMINISTRATIVE RECEIVER UNDER RULE 4 OF THE INSOLVENT COMPANIES (REPORT ON CONDUCT OF DIRECTORS) RULES (NORTHERN IRELAND) 1991

Before completing this form read the DED Guidance Notes

Company registered number _____ Name of Company _____ Registered Office address _____ Nature of Business _____ Trading Names _____ Principal place of business _____ Date of appointment of Administrative Receiver _____ Name of Administrative Receiver _____ Office holder number _____ Administrative Receiver's address _____ _____ _____	Official Use
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Mark with an X the statement which applies

1. (i) I have not submitted a report in this case because:

(a) as at the date of this return I have not become aware of any matters which would require me to make a report under Article 10(3) of the Order

(b) sufficient information is not yet to hand (see below).

(ii) I have not submitted a report on all of the directors in this case because:

(c) as at the date of this return I have not become aware of any matters which would require me to make a report under Article 10(3) of the Order on the remaining directors

(d) sufficient information is not yet to hand (see below).

If you have marked box (b) or box (d) please indicate the likely date when the report if any will be submitted:

Month _____ Year _____

2. The persons listed in the schedule were to the best of my knowledge and belief all the persons who were directors or shadow directors of the company during the three years prior to the relevant date in relation to the company as determined under Rule 4(4).

Schedule

Full name and other known names	Last known address	Mark X if Shadow Director	Period as Director From : To

Administrative Receiver's Signature _____

Date _____

D6

REPORT ON CONDUCT OF DIRECTORS BY AN ADMINISTRATOR UNDER ARTICLE 10(3) OF THE COMPANIES (NORTHERN IRELAND) ORDER 1989

Before completing this form read the DED Guidance Notes

<p>Company registered number _____</p> <p>Name of Company _____</p> <p>Registered Office address _____</p> <p>Nature of Business _____</p> <p>Trading Names _____</p> <p>Principal place of business _____</p> <p>Date of the making of an administration order in relation to the company _____</p> <p>Name of Administrator _____</p> <p>Office holder number _____</p> <p>Administrator's address _____</p> <p>Period covered by report From: _____ To: _____</p>	<p>Official Use</p>
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1. I am the administrator of the company and it appears to me that the persons listed in the schedule were either directors or shadow directors of the company and were the only such directors of the company during the period covered by this report.
2. It further appears to me that the conduct of each of the persons in respect of whom I have marked Y in column 5 in the schedule as a director of the company, either considered in relation to this company alone or taken together with his conduct as a director of any other company, makes him unfit to be concerned in the management of a company. Details of his conduct are provided in Part D6(B) of the report.

Schedule

1	2	3	4		5
Full name and other known names	Last known address	Mark X if Shadow Director	Period as Director From	To	If you have attached supplementary details please mark with a Y

Administrator's Signature _____

Date _____

Remember to attach forms D6(A) and D6(B)

D6(A)

PART A

FURTHER DETAILS OF THE COMPANY

NAME OF COMPANY _____

3. Date of incorporation _____
4. Period of trading From _____ To _____
5. Estimated assets available for
 - preferential creditors: _____
 - unsecured creditors: _____
6. Summary of statement of affairs £
 - Gross assets: _____
 - Gross liabilities to creditors: _____
 - Estimated total deficiency as regards creditors: _____
 - Called-up capital: _____
7. Approximate number and value of unsecured creditors distinguishing between

	No.	£
Trade and expense:	_____	_____
Depositor or consumer pre-paid:	_____	_____
Connected companies:	_____	_____
Other:	_____	_____

8. Details of connected companies with which the company has had any dealings

The above is correct to the best of my knowledge, information and belief

Administrator's Signature _____

Date _____

D6(B)

A separate "Part B" is to be completed for each Director to be reported upon.

PART B

NAME OF COMPANY

FULLER DETAILS OF THIS INDIVIDUAL DIRECTOR SUBJECT TO THIS REPORT

9. Full name of the Director:

10. Date of birth:

11. Occupation, trade or profession:

12. Position(s) held within company:

13. Give details (on such additional pages as necessary) of the conduct of the director, which makes it appear to you that the conditions of Article 9(1) are satisfied. You should have particular regard to Schedule 1 to the Order.

14. List the remuneration and other benefits during each of the 3 years to the date of the making of the administration order in relation to the company

Period ended	Remuneration received £	Remuneration voted £	Cash expenses £	Benefits in kind £
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

15(a). Other companies of which the director is or was during the 3 years to the date of the making of the administration order in relation to the company also a director or shadow director

Name of Company	Reg. No.	Are you also the Liquidator, Administrative Receiver or Administrator of that Company (Y/N)	Mark X here if you are to submit a conduct report in respect of the Company or enter date of report if already submitted

(b) Give details of any other companies not listed at Q8 or 15(a) above with which the director may have had an association which you feel may be relevant to the consideration of his conduct.

- 16. Give brief details of any civil or criminal proceedings in relation to the company taken or likely to be taken against the director.
- 17. Are there any other matter(s) which you consider the Department should take into consideration.

The details given in Part D6(B) (comprising _____ pages) are correct to the best of my knowledge, information and belief.

Administrator's Signature _____

Date _____

D7

RETURN OF DIRECTORS BY AN ADMINISTRATOR UNDER RULE 4 OF THE
INSOLVENT COMPANIES (REPORT ON CONDUCT OF DIRECTORS) RULES
(NORTHERN IRELAND) 1991

Before completing this form read the DED Guidance Notes

Company registered number _____ Name of Company _____ Registered Office address _____ Nature of Business _____ Trading Names _____ Principal place of business _____ Date of making of administration order _____ Name of administrator _____ Office holder number _____ Administrator's address _____ _____ _____	Official Use
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Mark with an X the statement which applies

- 1. (i) I have not submitted a report in this case because:
 - (a) as at the date of this return I have not become aware of any matters which would require me to make a report under Section 7(3) of the Act
 - (b) sufficient information is not yet to hand (see below).
- (ii) I have not submitted a report on all of the directors in this case because:
 - (c) as at the date of this return I have not become aware of any matters which would require me to make a report under Section 7(3) of the Act on the remaining directors
 - (d) sufficient information is not yet to hand (see below).

If you have marked box (b) or box (d) please indicate the likely date when the report if any will be submitted:

Month

Year

2. The persons listed in the schedule were to the best of my knowledge and belief all the persons who were directors or shadow directors of the company during the three years prior to the making of an administration order in relation to the company.

Schedule

Full name and other known names	Last known address	Mark X if Shadow Director	Period as Director	
			From	To

Administrator's Signature _____

Date _____

EXPLANATORY NOTE

(This note is not part of the Rules.)

These Rules make provision for the manner in which a voluntary liquidator, administrative receiver or an administrator of a company appointed on or after the 1st October 1991 shall make to the Department of Economic Development the report required by Article 10(3) of the Companies (Northern Ireland) Order 1989 as to the conduct of persons who have been directors or shadow directors of insolvent companies which makes such directors appear to that liquidator, administrative receiver or administrator to be unfit to be concerned in the management of a company.

Rule 3 provides that reports under Article 10(3) should be made in the forms set out in the Schedule and Rule 4 provides for a return to be made 6 months after the commencement of the relevant insolvency proceeding where reports on all the directors have not already been made.

Rule 5 enables the Department of Economic Development to apply to the High Court to enforce compliance by the voluntary liquidator, administrative receiver or administrator with a requirement by the Department under Article 10(4) of the Companies (Northern Ireland) Order 1989 to furnish information and books, papers and other records relevant to the conduct of a person as a director or shadow director.