

1991 No. 412**COMPANIES****Companies (Forms) (Amendment No. 3) Regulations
(Northern Ireland) 1991**

Made 6th September 1991

Coming into operation 1st October 1991

The Department of Economic Development, in exercise of the powers conferred on it by the enactments specified in Schedule 1, hereby makes the following Regulations:

Citation and commencement

1. These Regulations may be cited as the Companies (Forms) (Amendment No. 3) Regulations (Northern Ireland) 1991 and shall come into operation on 1st October 1991.

Interpretation

2. In these Regulations—

“the 1986 Order” means the Companies (Northern Ireland) Order 1986(a); and

“the 1986 Regulations” means the Companies (Forms) Regulations (Northern Ireland) 1986(b).

Revocation and savings

3.—(1) Subject to paragraph (3), the following provisions of the 1986 Regulations are hereby revoked—

(a) in Schedule 3 of those Regulations, the forms 461(2) and 463;

(b) in Schedule 5 of those Regulations, the forms 461(2)A and 461(2)B;
and

(c) Regulation 8 of those Regulations.

(2) The following shall be deleted from the 1986 Regulations—

(a) in the index to Schedule 3 of those Regulations, the entries relating to forms 461(2) and 463; and

(a) S.I. 1986/1032 (N.I. 6)

(b) S.R. 1986 No. 287. Form 98(2) was substituted by S.R. 1989 No. 341

(b) in the index to Schedule 5 of those Regulations, the entries relating to forms 461(2)A and 461(2)B.

(3) Notwithstanding paragraph (1) the provisions of the 1986 Regulations specified in that paragraph shall continue to apply in relation to any receiver appointed before the coming into operation of these Regulations to whom Part XIX of the 1986 Order applies.

Notice to a holder of shares

4.—(1) For the purposes of Articles 422(4) and 423A(3) of the 1986 Order (a) a notice to a holder of shares in the company shall be given to him, in the form prescribed by Regulation 5(2), either personally or by sending it to him by post.

(2) Where such a notice cannot be given personally or by post because the holder of the shares is the holder of a share warrant to bearer, the notice shall be given—

(a) in a case where the articles of association or the regulations of the company provide that notice to such holders of shares may be given by advertisement, by advertisement in the manner so provided, and

(b) in any other case, by advertisement in the Belfast Gazette.

(3) Where in accordance with paragraph (1) a notice is sent to a holder of shares by post it shall be sent to him—

(a) at his address in Northern Ireland registered in the books of the company, or

(b) if no such address is registered, to the address (if any) in Great Britain given by him to the company for the giving of notices to him, or

(c) if no address in the United Kingdom is registered or has been so notified, to his address outside the United Kingdom registered in the books of the company.

(4) Where in accordance with paragraph (1) a notice is sent to a holder of shares by post—

(a) if it is sent to an address in the United Kingdom, it shall be sent by recorded delivery, and

(b) if it is sent to an address outside the United Kingdom, it shall be sent by airmail, if that form of post is available.

New forms

5.—(1) The form 179 set out in Part I of Schedule 2 is the form prescribed for the purposes of Article 179 of the 1986 Order.

(2) The forms 422(4) and 422 dec set out in Part II of Schedule 2 are the forms prescribed for the purposes of Article 422(4) of the 1986 Order and the form 423A set out in that Part of that Schedule is the form prescribed for the purposes of Article 423A(3) of that Order.

(3) The forms 558 and 558A set out in Part III of Schedule 2 are the forms prescribed for the purposes of Article 95 of the Insolvency (Northern Ireland) Order 1989(a).

(4) The forms 179, 421, 422(2), 422(3), 558 and 558A set out in Schedule 3 to the 1986 Regulations, are revoked, except to the extent specified in Regulation 7.

Amendments to forms

6.—(1) The forms set out in Schedules 3, 4 and 5 to the 1986 Regulations which are listed in paragraph 1 of Schedule 3 are amended by deleting the words “[Director][Secretary]” in the description of the signatory of the form and substituting the word “Designation”. They are further amended by deleting the words “delete as appropriate” in the margin and substituting the words “Insert Director, Secretary, Administrator or Administrative Receiver as appropriate”.

(2) The forms set out in Schedule 3 to the 1986 Regulations which are listed in paragraph 2 of Schedule 3 are amended by deleting the words “[Director] [Secretary]†” in the description of the signatory of the form and substituting the word “Designation ‡” and by adding in the margin, opposite the word “Designation ‡”, the words “‡ Insert Director, Secretary, Administrator or Administrative Receiver as appropriate”.

(3) The forms of statutory declaration 411A and 411B set out in Schedule 3 to the 1986 Regulations are amended by deleting the words “[a director] [the secretary]” in the description of the person making the declaration and substituting the words “[a director] [the secretary] [the administrator] [the administrative receiver]”.

Use of old forms

7.—(1) Notwithstanding the provisions of Regulation 5(4), the forms 421, 422(2) and 422(3) revoked by those provisions shall continue to be used in relation to an offer in respect of the scheme or contract mentioned in Article 421(1) of the 1986 Order made before the coming into operation of these Regulations.

(2) Notwithstanding the provisions of Regulation 6, the forms amended by those provisions may continue to be used in their unamended form if they are signed, or in the case of a statutory declaration made, by a person holding the office stated in the description of the signatory, or person making the declaration, given on those forms.

Sealed with the Official Seal of the Department of Economic Development on 6th September 1991.

(L.S.)

A. H. McAlister
Assistant Secretary

SCHEDULE 1

The Companies (Northern Ireland) Order 1986:

Articles 2(3), 17(1)(b)(i), 64(4), 98(2)(a) and (3), 132(1), 133(2), 138(1), (3) and (4), 139(1), (2) and (3), 167(3), 179(1), 186(3)(a), 199(3), 274(1) and (3), 326(4), 333(5), 361(2), 370(3), 394(2), 407(2), 411(1), 422(4), 423A(3)(a) and 681(1).

Articles 421 and 422(2) and (3) as they apply in relation to the cases mentioned in Article 26(2) of the Companies (Northern Ireland) Order 1989(b).

Schedule 13, paragraph 26 and Schedule 14, paragraph 1(1).

The Companies Consolidation (Consequential Provisions) (Northern Ireland) Order 1986(c):

Article 6(1).

The Insolvency (Northern Ireland) Order 1989:

Article 95(1).

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- (a) Articles 422 and 423A were substituted by Article 26 of S.I. 1989/2404 (N.I. 18)
- (b) S.I. 1989/2404 (N.I. 18). Article 26(2) provided that the substitution of Articles 421, 422 and 423 of the Companies (Northern Ireland) Order 1986 by Article 26(1) of the Companies (Northern Ireland) Order 1989 does not affect any case in which the offer in respect of the scheme or contract mentioned in Article 421 of the Companies (Northern Ireland) Order 1986 was made before the coming into operation of Article 26 of the Companies (Northern Ireland) Order 1989
- (c) S.I. 1986/1035 (N.I. 9)

PART I

COMPANIES FORM No. 179

Return by a company purchasing its own shares

179

Pursuant to Article 179 of the Companies (Northern Ireland) Order 1986

Please do not write in this margin

Please do not write in the space below. For Inland Revenue use only.

To the Registrar of Companies

For official use Company number []

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

Name of company

[]

* insert full name of company

Note This return must be delivered to the Registrar within a period of 28 days beginning with the first date on which shares to which it relates were delivered to the company

Shares were purchased by the company under Article 172 of the above Order as follows:

Table with 4 columns and 6 rows: Class of shares, Number of shares purchased, Nominal value of each share, Date(s) on which the shares were delivered to the company, Maximum prices paid \$ for each share, Minimum prices paid \$ for each share.

§ A private company is not required to give this information

The aggregate amount paid by the company for the shares to which this return relates was: £ Stamp duty payable pursuant to section 66 of the Finance Act 1986 on the aggregate amount at 50p per £100 or part of £100 £

‡ Insert Director, Secretary, Receiver, Administrator or Administrative Receiver as appropriate

Signed Designation‡ Date Presentor's name address and reference (if any): For Official Use Public Office Document Checking Section

After signing please return the form to the Registrar of Companies at I.D.B. House 64 Chichester Street Belfast BT1 4JX

COMPANIES FORM No. 422dec

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

Statutory Declaration relating to a Notice to non-assenting shareholders

422dec

Pursuant to Article 422(4) of the Companies (Northern Ireland) Order 1986 as inserted by Article 26 of the Companies (Northern Ireland) Order 1989

* Insert name and address of the company

To* _____	
	"the company"

Note

If there are joint offerors, this declaration must be made by all of them. Where any of the offerors is a company (whether or not a company within the meaning of the Companies (Northern Ireland) Order 1986) this declaration must be signed by a director.

† Delete as appropriate

[I] [We]† _____	

do solemnly and sincerely declare that the conditions for giving the attached notice are satisfied and [I] [We]† make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at _____

Declarants to sign below

the _____ day of _____

One thousand nine hundred and _____

before me _____

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

COMPANIES FORM No. 423A

423A

Notice to non-assenting shareholders

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

Pursuant to Article 423A(3) of the Companies (Northern Ireland) Order 1986 as inserted by Article 26 of the Companies (Northern Ireland) Order 1989

* Name(s) and address(es) of non-assenting shareholder(s)

To* _____

A takeover offer has been made by

_____ "the offeror(s)"

§ Insert description of class or classes of shares or convertible securities to which offer relates

for § shares/securities in

_____ "the company"

† Delete as appropriate

The offer [† expired on _____] [† expires on _____ and is still open for acceptance until that date] [† will remain open for acceptance until closed in accordance with its terms]. On _____ the offeror(s) had acquired or contracted to acquire not less than nine-tenths in value of all the shares/securities of _____ class in the company [including shares/securities already held by the offeror(s) at the time of the offer **]

** Delete if not applicable

†† Insert terms of offer

The terms of the offer are †† _____

§§ If the offer has expired or will expire on a stated date, a date may be inserted which must be not less than 3 months after the closing date of the offer

If you wish you have the right to require the offeror(s) to acquire the shares/securities you hold either on the terms of the offer or on terms agreed between yourself and the offeror(s). [† You may] [† You have until §§ _____ to] advise the offeror(s) in writing at
Ø _____

Ø State address of offeror

if you require him/them to acquire your shares and if so, on what terms. If the terms of the offer as shown above include a choice of consideration, you should, if you wish the offeror(s) to purchase your shares on the terms of the offer, state your choice of consideration.

This section must be either completed or deleted by the offeror

If you fail to indicate a choice the offeror(s) will acquire your shares on the following terms

Ø If this notice is given by a company, it should be signed by a director or the secretary

NOTE If you wish the offeror(s) to acquire your shares on terms other than those of the offer but are unable to agree other terms the offeror(s) is/are bound and entitled to acquire your shares on the terms of the offer. If those terms include a choice of consideration, you should indicate which you would prefer if alternative terms cannot be agreed. You are however entitled under Article 423C of the Companies (Northern Ireland) Order 1986 to make application to the court for an order that the offeror(s) must acquire your shares on such terms as the court thinks fit. If you are contemplating such an action you may wish to seek legal advice.

Signed _____ Ø Date _____

PART III

FORM No. 558

G

**Notice of appointment of liquidator
Voluntary winding up
(Members or Creditors)**

558

Please do not
write in
this margin

Pursuant to Article 95 of the Insolvency (Northern Ireland) Order 1989

To the Registrar of Companies

For official use

Company number

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

Name of company

*

* Insert full
name of
company

Nature of Business

I/We give notice that I/we have been apointed liquidator(s) of the above company
on _____ 19 _____

† Delete as
appropriate

The appointment was by [the company] [the creditors]†
Type of liquidation [Members] [Creditors]†

Name of Liquidator	
Office holder number	
Address	
Signature	Date

Name of Liquidator	
Office holder number	
Address	
Signature	Date

Presenter's name address and
reference (if any):

For Official Use
Public Office

Document Checking Section

Time Critical Reference

After signing please return the form to
the Registrar of Companies at
I.D.B. House
64 Chichester Street
Belfast BT1 4JX

FORM No. 558a

**Notice of appointment of liquidator
voluntary winding up
(Members or Creditors)**

558a

Pursuant to Article 95 of the Insolvency (Northern Ireland) Order 1989

For insertion in the Belfast Gazette

Company Number
Name of company
Previous name(s) of company (if any)
Nature of business
Type of liquidation [Members] [Creditors]†
Address of registered office

† Delete as appropriate

Liquidator(s) name(s) and address(es)	
Office holder number(s)	
Date of appointment	
By whom appointed	
Signature(s)	Date
(Liquidator(s))	
Attested by	
Description	

AMENDED FORMS

1. 17, 64, 98(2)(a), 98(3), 132, 133, 138(3), 139(1), 139(2), 186, 274(1), 274(3), 394, 407 and R7a.
2. 138(1), 138(4), 139(3), 167, 199, 326, 333, 361 and 370.

(a) As substituted by S.R. 1989 No. 341

EXPLANATORY NOTE

(This note is not part of the Regulations.)

These Regulations further amend the Companies (Forms) Regulations (Northern Ireland) 1986 ("the Regulations") as amended by the Companies (Forms) (Amendment) Regulations (Northern Ireland) 1989 [S.R. 1989 No. 341], the Companies (Forms) (Amendment) Regulations (Northern Ireland) 1990 [S.R. 1990 No. 383], the Companies (Forms) (Amendment) Regulations (Northern Ireland) 1991 [S.R. 1991 No. 27] and the Companies (Forms) (Amendment No. 2 and Company's Type and Principal Business Activities) Regulations (Northern Ireland) 1991 [S.R. 1991 No. 399].

These Regulations amend certain forms prescribed by the 1986 Regulations, to specify that they can be signed by an administrator, or administrative receiver, in accordance with their powers under the Insolvency (Northern Ireland) Order 1989.

These Regulations prescribe a new form 179, to take account of section 66 of the Finance Act 1986 [1986 c.41] which relates to stamp duty. These Regulations also prescribe forms 422dec, 422(4) and 423A under the provisions substituted by Article 26 of the Companies (Northern Ireland) Order 1989 for Articles 421 to 423 of the Companies (Northern Ireland) Order 1986, and the forms previously prescribed under Articles 421 to 423 are revoked, except in relation to offers under Article 421 made before the date on which these Regulations come into operation, where the previously prescribed forms must be used. They also prescribe replacement forms 558 and 558A, because Article 558 of the Companies (Northern Ireland) Order 1986 under which they were prescribed has now been repealed and replaced by Article 95 of the Insolvency (Northern Ireland) Order 1989 and because certain additional information is required.