1983 No. 140

COMPANIES

The Companies (Forms) (Amendment) Regulations (Northern Ireland) 1983

Made	*2nd June 1983*
Coming into operation . . .	*1st July 1983*

The Department of Economic Development, in exercise of the powers contained in all those provisions of the Companies Acts (Northern Ireland) 1960 to 1982(**a**) cited in Schedule 1 which powers were either conferred on or are now vested in it(**b**) and of every other power enabling it in that behalf, hereby makes the following regulations:

Citation and commencement

1. These regulations may be cited as the Companies (Forms) (Amendment) Regulations (Northern Ireland) 1983 and shall come into operation on 1st July 1983.

Interpretation

2. In these regulations—

"the 1961 regulations" means the Companies (Forms) Regulations (Northern Ireland) 1961(**c**);

"the 1979 regulations" means the Companies (Forms) Regulations (Northern Ireland) 1979(**d**).

PART I

AMENDMENTS TO THE 1961 REGULATIONS

Translations

3. For regulation 7 of the 1961 regulations there shall be substituted the following regulation:

"**7.** A translation into English of any document required to be delivered to the registrar of companies in pursuance of section 41(1) or section 368(2) of the Act or Article 3(7) or Article 11(2) of the Companies (Northern Ireland) Order 1978(**e**) shall be certified to be a correct translation if it is so certified

(*a*) where made in the United Kingdom by—

(i) a notary public in any part of the United Kingdom;

(ii) a solicitor of the Supreme Court of Judicature of Northern Ireland or of England and Wales or if made in Scotland, a solicitor; or

(iii) any person whom a person mentioned in head (i) or (ii) certifies is known to him as competent to translate the document into the English language;

(**a**) 1960 c. 22 (N.I.); S.I. 1978/1042 (N.I. 12); S.I. 1981/838 (N.I. 19); S.I. 1982/1534 (N.I. 17)
(**b**) By S.I. 1982/846 (N.I. 11) Art. 4
(**c**) S.R. & O. (N.I.) 1961 No. 83
(**d**) S.R. 1979 No. 231
(**e**) S.I. 1978/1042 (N.I. 12)

(*b*) where made outside the United Kingdom by—

(i) any person for the time being authorised by law in the place where the translation is made to administer an oath for any judicial or other legal purpose;

(ii) any of the British officials mentioned in section 6 of the Commissioners for Oaths Act 1889(**a**);

(iii) a notary public; or

(iv) any person whom a person mentioned in head (i), (ii) or (iii) certifies is known to him as competent to translate the document into the English language.''.

Notice

4. For regulation 8 of the 1961 regulations there shall be substituted the following regulation:

'' **8.**—(1) The notices to be given pursuant to section 200(1) and (3) of the Act by the transferee company to any dissenting shareholder and to any shareholders who have not assented to the scheme or contract and by a shareholder, who has not so assented, to the transferee company, shall be in Forms Nos. 100, 100a and 100b respectively.

(2) Any notice to be given pursuant to section 200 of the Act to a shareholder in a transferor company shall be given to him personally or by sending it by post to him but where this cannot be done because the shareholder is the holder of a share warrant to bearer the notice shall be given:

(i) in cases where the articles of association or regulations of the transferor company provide that notice to such shareholders may be given by advertisement, by advertisement in the manner so provided, and

(ii) in any other case, by means of an advertisement in the Belfast Gazette.

(3) Where in accordance with paragraph (2) a notice has to be sent by post it shall be sent to the shareholder:

(*a*) at his address in the United Kingdom registered in the books of the transferor company, or

(*b*) if no address in the United Kingdom is so registered, to the address if any within the United Kingdom, supplied by him to the transferor 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 transferor company, and

if it is sent to an address in the United Kingdom it shall be sent by recorded delivery post but otherwise it shall be sent by airmail post.''.

Forms

5.—(1) Subject to paragraph (2), the 1961 regulations shall have effect as if:

(*a*) for Forms Nos. 7, 28, 58, 100, 100A and 100B set out in the Schedule, there were substituted respectively the forms set out in Schedule 2; and

(*b*) for Forms Nos. 17, 18, 19, 21, 22 and 23 set out in the Schedule there were substituted the forms set out in Schedule 3.

(2) Paragraph (1) shall not apply in relation to an annual return (Form No. 7) made by a company on or after 1st July 1983 in any case where there is a duty, by

(a) 52 and 53 Vict. c. 10

virtue of Article 9(3) of the Companies (Northern Ireland) Order 1978 to annex to the return a copy of any balance sheet laid before the company in general meeting before that date.

PART II

AMENDMENTS TO THE 1979 REGULATIONS

Forms

6. The 1979 regulations shall have effect as if for Forms Nos. 1 and 9b set out in the Schedule, there were substituted respectively Forms Nos. 1 and 9b set out in Schedule 4.

Sealed with the Official Seal of the Department of Economic Development for Northern Ireland on 2nd June 1983.

(L.S.) *W. T. McCrory*
Assistant Secretary

SCHEDULE 1

The Companies Act (Northern Ireland) 1960(a):

Sections 53(1)(b), 62(1)(c), 120(1)(c), 191(6)(d), 200(1) and (3)(c), 332(1)(c) and (11)(e), 334(*a*) and (*c*)(f) and 336(c).

The Companies (Northern Ireland) Order 1978(g):

Article 57(1)(h).

The Companies (Northern Ireland) Order 1982(i):

Article 95(5).

(a) 1960 c. 22 (N.I.)
(b) As amended by S.I. 1981/838 (N.I. 19) Art. 87(1) and Sch. 3
(c) As amended by S.I. 1978/1042 (N.I. 12) Art. 125(1) and Sch. 4
(d) As substituted by S.I. 1978/1042 (N.I. 12) Art. 58(1)
(e) As inserted by S.I. 1982/1534 (N.I. 17) Art. 113(1) and Sch. 3 (subsection (10) was inserted by S.I. 1981/838 (N.I. 19) Art. 87(1) and Sch. 3)
(f) As amended by S.I. 1978/1042 (N.I. 12) Art. 125(1) and Sch. 4; *see* also S.I. 1981/838 (N.I. 19) Art. 15(4)
(g) S.I. 1978/1042 (N.I. 12); *see* also Art. 2(3)
(h) *See* also Art. 131(2)
(i) S.I. 1982/1534 (N.I. 17); *see* also Art. 2(4)

SCHEDULE 2 Regulation 5(1)(*a*)

Form No. 7

THE COMPANIES ACTS (NORTHERN IRELAND) 1960 TO 1982

Annual return of a company not having a share capital

Pursuant to section 120 of the Companies Act (Northern Ireland) 1960
(as amended by the Companies (Northern Ireland) Order 1978
and the Companies (Northern Ireland) Order 1982)
and to section 121 of the Companies Act (Northern Ireland) 1960

Please do not write in this binding margin

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

To the Registrar of Companies

For official use

Company number

Annual return of

Limited*

*delete if inappropriate

made up to the _____ 19 ____ (the date of this return)

Address of registered office of the company

Total amount of indebtedness of the company in respect of all mortgages and charges which are required to be registered with the Registrar of Companies (note 1) £ _____

If the register of members or any register of debenture holders is kept at a place other than the registered office, insert the address of the place where it is kept, or if either register is kept otherwise than in a legible form and the place for inspection of the register is elsewhere than at the registered office, insert the address where inspection may be made.

Register of members (note 2)

Register of debenture holders (note 2)

**enter number of continuation sheets attached

We certify this return which comprises pages 1 and 2 [plus** _____ continuation sheets]*

Signed _____ Director, and _____ Secretary

Presentor's name, address and reference (if any):

For official use
General section Post room

Particulars of the person who is the secretary of the company at the date of this return

Name (notes 3, 4 and 5)
Previous name(s) (note 3)
Address (notes 4, 5 and 6)

Please do not write in this binding margin

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

Particulars of the persons who are directors of the company at the date of this return (note 7)

Name (note 3)	Nationality
Previous name(s) (note 3).	Date of birth (note 8)
Address (note 6)	
	Business occupation
Other directorships (note 9)*	

Important
The particulars to be given are those referred to in section 191 of the Companies Act (Northern Ireland) 1960, as amended by Article 95 of the Companies (Northern Ireland) Order 1982.

*enter particulars of other directorships held or previously held. If this space is insufficient use a continuation sheet.

Name (note 3)	Nationality
Previous name(s) (note 3)	Date of birth (note 8)
Address (note 6)	
	Business occupation
Other directorships (note 9)*	

Name (note 3)	Nationality
Previous name(s) (note 3)	Date of birth (note 8)
Address (note 6)	
	Business occupation
Other directorships (note 9)*	

Notes for guidance on the completion of the form of annual return of a company not having a share capital

Form 7 Notes

Indebtedness

1 Section 120(3) of the Companies Act (Northern Ireland) 1960 requires that a statement be annexed to this return of the total amount of indebtedness of the company in respect of all mortgages and charges which are required to be registered with the Registrar of Companies under the Companies Act (Northern Ireland) 1960, or which would have been required so to be registered if created after 1 July 1908. The total amount of indebtedness may be entered in the appropriate box on page 1.

Register of members and debenture holders

2 If the register of members or any register of debenture holders is kept otherwise than in a legible form (eg on computer) the Companies (Registers and other Records) Regulations (Northern Ireland) 1981 (SR. 1981 No. 361) made under Article 148(4) of the Companies (Northern Ireland) Order 1978 requires notification in the annual return of the place in Northern Ireland where such register may be inspected if that place of inspection is elsewhere than at the registered office.

If any register of debenture holders or any part of it is kept outside Northern Ireland, insert the address in Northern Ireland where any duplicate of such register or part is kept unless it is kept at the registered office.

3 **Particulars of secretary and director**

Full names must be given. In the case of an individual, his present Christian name(s) and surname must be given together with any previous Christian names or surname. 'Christian name' includes a forename and 'surname', in the case of a peer or person usually known by a title different from his surname, means that title. In the case of a corporation, its corporate name must be given. 'Previous Christian names or surname' does not include:-

(a) in the case of a peer or a person usually known by a British title different from his surname, the name by which he was known previous to the adoption of or succession to the title; or

(b) in the case of any person, a previous Christian name or surname where that name or surname was changed or disused before the person bearing the name attained the age of eighteen years or has been changed or disused for a period of not less than twenty years; or

(c) in the case of a married woman, the name or surname by which she was known previous to the marriage.

4 Where all the partners in a firm are joint secretaries, only the name and principal office of the firm need be stated.

5 Where the secretary or one of the joint secretaries is a Scottish firm, the details required are the firm's name and its principal office.

6 Usual residential address must be given or, in the case of a corporation, the registered or principal office.

7 'Director' includes any person who occupies the position of a director by whatever name called, and any person in accordance with whose directions or instructions the directors are accustomed to act.

8 Dates of birth need only be given in the case of directors of a company which is subject to section 176 of the Companies Act (Northern Ireland) 1960, namely a company which is a public company or, being a private company, is a subsidiary of a public company, or of a body corporate registered as a public company under the law relating to companies for the time being in force in Great Britain.

9 The names of all bodies corporate incorporated in Northern Ireland of which the director is also a director (see note 7) or has been a director at any time during the preceding five years must be given. A current or past directorship need not be disclosed however if it has been held in a body corporate which, throughout that directorship (excluding any period of that directorship held more than five years ago), has been:-

(a) a dormant company, ie one for which no significant accounting transaction (within the meaning of Article 14(6) of the Companies (Northern Ireland) Order 1982) has occurred;

(b) a body corporate of which the company making the return was a wholly owned subsidiary;

(c) a wholly owned subsidiary of the company making the return; or

(d) a wholly owned subsidiary of a body corporate of which the company making the return was also a wholly owned subsidiary.

A body corporate is deemed to be the wholly owned subsidiary of another if it has no members except that other and that other's wholly owned subsidiaries and its or their nominees.

Please do not write in this binding margin

THE COMPANIES ACTS (NORTHERN IRELAND) 1960 TO 1982

Annual return of a company not having a share capital (continuation)

This list should be attached to and forms part of the annual return for the company made up to _____ 19____

Continuation sheet No. _____ of _____

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

Company number

Name of company

Limited*

*delete if inappropriate

Particulars of other directors (continued)

Name (note 3)	Nationality
Previous name(s) (note 3)	Date of birth (note 8)
Address (note 6)	
	Business occupation
Other directorships (note 9)**	

Name (note 3)	Nationality
Previous name(s) (note 3)	Date of birth (note 8)
Address (note 6)	
	Business occupation
Other directorships (note 9)**	

**enter particulars of other directorships held or previously held. If this space is insufficient continue overleaf.

Name (note 3)	Nationality
Previous name(s) (note 3)	Date of birth (note 8)
Address (note 6)	
	Business occupation
Other directorships (note 9)**	

Particulars of other directorships held or previously held (note 9) specifying the director in question

Please do not write in this binding margin

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

Form No. 28

THE COMPANIES ACTS (NORTHERN IRELAND) 1960 TO 1982

Notice of consolidation, division, conversion, sub-division, redemption or cancellation of shares, or re-conversion of stock into shares

Pursuant to section 62 of the Companies Act (Northern Ireland) 1960 as amended by the Companies (Northern Ireland) Order 1978 and the Companies (Northern Ireland) Order 1982

Please do not write in this binding margin

To the Registrar of Companies

For official use Company number

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

Name of company

*Delete if inappropriate

Limited*

Notice of consolidation, division, sub-division, or conversion into stock or shares, specifying the shares so consolidated, divided, sub-divided, or converted into stock, or of the re-conversion into shares of stock, specifying the stock so re-converted, or of the redemption of redeemable shares or of the cancellation of shares (otherwise than in connection with a reduction of share capital under section 66 of the Companies Act (Northern Ireland) 1960).

The above-named company hereby gives you notice, in accordance with section 62 of the Companies Act (Northern Ireland) 1960 that :

**Delete as appropriate

Signed [Director] [Secretary]** Date

Presentor's name, address and reference (if any):

For official use

General section | Post room

Form No. 58a

THE COMPANIES ACTS (NORTHERN IRELAND) 1960 TO 1982

Statement of the amount or rate per cent of the commission payable in respect of shares and of the number of shares for which persons have agreed for a commission to subscribe absolutely

58a

Please do not write in this binding margin

Pursuant to section 53(1)(c)(ii) and (d) of the Companies Act (Northern Ireland) 1960 as amended by the Companies (Northern Ireland) Order 1981

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

Regulation of Articles of association authorising commission .....No. _____

†The commission paid or agreed to be paid must not exceed ten per cent of the price at which the shares are issued or the amount or rate authorised by the Articles whichever is the less

Particulars of amount payable as commission for subscribing, whether absolutely or conditionally, or agreeing to subscribe, or for procuring or agreeing to procure, subscriptions, whether absolute or conditional, for any shares in the company† .....£ _____

or

Rate of such commission† _____

Date of circular or notice (if any), not being a prospectus, inviting subscriptions for the shares and disclosing the amount or rate of the commission _____

Note This statement must be delivered to the Registrar of Companies before the payment of commission

Number of shares for which persons have agreed for a commission to subscribe absolutely _____

Signatures of all the directors or of their agents authorised in writing (if a director signs by his agent authorised in writing, the authority must be produced) _____

Date

Presentor's name, address and reference (if any):

For official use

General section | Post room

Form No. 100

Please do not write in this binding margin

THE COMPANIES ACTS (NORTHERN IRELAND) 1960 TO 1982

Notice to dissenting shareholders

100

Pursuant to section 200(1) of the Companies Act (Northern Ireland) 1960

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

In the matter of

Limited
hereinafter called "the transferor company"

Notice by

Limited
hereinafter called "the transferee company"

* Name(s) and address(es) of dissenting shareholder(s).

To*_____

_____

_____

whereas on the _____ day of _____ 19__ the transferee company made an offer to all the holders of† _____ shares in the transferor company‡ _____ and whereas up to the _____ day of _____ 19__ being a date within four months of the date of the making thereof such offer was approved by the holders of not less than nine tenths in value of the said† _____ shares (other than shares already held at the date of the offer by, or by a nominee for, the transferee company or its subsidiary).

† If the offer is limited to a certain class or classes of shares state description of that class or those classes.

‡ State shortly the nature of the offer

Now therefore the transferee company in pursuance of the provisions of section 200(1) of the Companies Act (Northern Ireland) 1960 hereby gives you notice that it desires to acquire the _____ shares held by you in the transferor company And further take notice that unless upon an application being made to the Court by you within one month from the date on which this notice is given the Court thinks fit to order otherwise the transferee company will be entitled and bound to aquire the ....shares held by you in the transferor company on the terms of the offer approved by the approving holders of the said shares.

¶ delete as appropriate

Signed_____ [Director] [Secretary]¶ for the transferee company

Date_____

Form No. 100a

Please do not write in this binding margin

THE COMPANIES ACTS (NORTHERN IRELAND) 1960 TO 1982

Notice to non-assenting shareholders

100a

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

Pursuant to section 200(3) of the Companies Act (Northern Ireland) 1960

In the matter of

Limited
hereinafter called 'the transferor company'

Notice by

Limited
hereinafter called 'the transferee company'

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

To*_____

†If the offer is limited to a certain class or classes of shares state description of that class or those classes

Whereas in pursuance of a scheme or contract involving the transfer of the †_____ shares in the transferor company to the transferee company certain shares were on the _____ day of _____ 19____ transferred to the transferee company or to its nominee

Now therefore the transferee company in pursuance of subsection (3) of section 200 of the Companies Act (Northern Ireland) 1960 hereby gives you notice that those shares together with such other †_____ shares in the transferor company as were held by or by a nominee for the transferee company or its subsidiary at the said date comprise or include nine-tenths in value of all the† _____ shares in the transferor company

And further take notice that you may within three months from the giving of this notice give notice that you require the transferee company to acquire your holding of ..... shares in the transferor company and that if you give such notice the transferee company shall be entitled and bound to acquire those shares on the terms on which under the said scheme or contract the shares of the approving shareholders were transferred to it, or on such other terms as may be agreed or as the Court on the application of either the transferee company or yourself thinks fit to order.

‡delete as appropriate

Signed _____ [Director][Secretary]‡ for the transferee company

Date _____

Form No. 100b

Please do not write in this binding margin

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

THE COMPANIES ACTS (NORTHERN IRELAND) 1960 TO 1982

Notice to transferee company by non-assenting shareholder

100b

Pursuant to section 200 (3) of the Companies Act (Northern Ireland) 1960 as amended by the Companies (Northern Ireland) Order 1978

Where a shareholder has given this notice to the transferee Company the transferee Company is entitled and bound to acquire the shares on the terms of the scheme or contract or on agreed terms or on such other terms as the Court, on the application of either party may think fit to order.

In the matter of

Limited
hereinafter called 'the transferor company'

Notice by* _____

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

To

Limited
hereinafter called 'the transferee company'

**delete as appropriate

Whereas on the _____ day of _____ 19____ the transferee company gave notice to [me] [us]** that on the _____ day of _____ 19____, by reason of*** _____ _____ shares in the transferor company having that day been transferred to the transferee company or its nominee in pursuance of a scheme or contact involving the transfer of those shares to the transferee company, the shares so transferred together with other*** _____ _____ shares in the transferor company held by a nominee for the transferee company or its subsidiary at the date of transfer comprised or included nine-tenths in value of all the*** _____ _____ shares in the transferor company.

***If the offer is limited to a certain class or classes of shares state description of that class or those classes.

Now [I] [we]** the said _____ _____

being the holder(s) of**** _____ _____ shares

****State the number and description of shares held by the non-assenting shareholder.

in the transferor company hereby give notice in accordance with the provisions of subsection (3) of section 200 of the Companies Act (Northern Ireland) 1960, to the transferee company that [I] [we]** require it to acquire the said shares held by [me] [us]**

Signed _____

Date _____

SCHEDULE 3 Regulation 5(1)(*b*)

Form No. 15

THE COMPANIES ACTS (NORTHERN IRELAND) 1960 TO 1982

Application for registration under Part VIII of the Companies Act (Northern Ireland) 1960

Pursuant to section 332 (1) of the Companies Act (Northern Ireland) 1960, (as amended by the Companies (Northern Ireland) Orders 1978, 1981 and 1982) and where appropriate to Article 15 (4) of the Companies (Northern Ireland) Order 1981

Please do not write in this binding margin

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

*insert full name of Company

**delete as appropriate

***delete if inappropriate

To the Registrar of Companies

For official use | For official use

Name of company

*

The above named company constituted by _____

_____

dated _____ desires to be registered as [a company limited by [shares] [guarantee]**] [an unlimited company]**under the Companies Acts (Northern Ireland) 1960 to 1982 [and being a joint stock company applying to be registered as a company limited by shares, desires to be so registered as a public company]***

Signed _____ [Director] [Secretary]** Date _____

Notes

There must also be delivered to the registrar:—

(a) Form 16 as required by section 332 (10) and (11) of the Companies Act (Northern Ireland) 1960;

(b) Form 17 as required by section 336;

(c) In the case of an application by a company other than a joint stock company, the documents required by section 335 (a) (b) and (c);

(d) In the case of an application by a joint stock company:—

(i) Form 18, as required by section 334 (c), where the company is intended to be registered as a limited company;

(ii) Form 19, as required by section 334 (a);

(iii) the documents required by section 334 (b);

(iv) the documents listed in paragraphs (a) to (e) of Article 15 (4) of the Companies (Northern Ireland) Order 1981, where the company is applying to be registered as a public company.

(e) Declaration required by Article 27 (4) (b) of the Companies (Northern Ireland) Order 1982, if appropriate. (Form 62)

Presentor's name, address and reference (if any):

For official use

New companies section | Post room

Form No. 16

THE COMPANIES ACTS (NORTHERN IRELAND) 1960 to 1982

Application under Part VIII of the Companies Act (Northern Ireland) 1960

Pursuant to section 332 (10) and (11) of the Companies Act (Northern Ireland) 1960 as amended by the Companies (Northern Ireland) Orders 1981 and 1982.

Please do not write in this binding margin

To the Registrar of Companies

For official use **For official use**

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

Name of company

*Insert full name of Company

1. The above named company, constituted by _____

_____

dated _____ desires to be registered under the Companies Acts (Northern Ireland) 1960 to 1982.

2. The registered office is to be situated in Northern Ireland

3. The intended situation of the registered office after registration is

†delete as appropriate

Signed [Director] [Secretary]† Date

Presentor's name, address and reference (if any):

For official use

New companies section | Post room

Form No. 17

THE COMPANIES ACTS (NORTHERN IRELAND) 1960 TO 1982

Registration under Part VIII of the Companies Act (Northern Ireland) 1960 Declaration verifying documents delivered to the Registrar of Companies with application for registration

17

Pursuant to section 336 of the Companies Act (Northern Ireland) 1960 as amended by the Companies (Northern Ireland) Order 1978

Please do not write in this binding margin

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

To the Registrar of Companies

For official use

For official use

Name of company

We*, _____

*Enter full names and addresses of two or more directors or other principal officers of the company

_____

_____

_____

being** _____ of the above named company do solemnly and sincerely declare that the particulars set forth in the several documents accompanying this declaration,*** and marked respectively with the letters _____ are true; and we make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act 1835

**Enter description of status

***The documents to accompany the declaration are the documents containing particulars relating to the company required to be delivered to the registrar on application for registration

Declared at _____

_____

_____

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

Signatures of Declarants

Presentor's name, address and reference (if any):

For official use

New companies section | Post room

Form No. 18

THE COMPANIES ACTS (NORTHERN IRELAND) 1960 TO 1982

Registration of an existing joint stock company as a limited company

Statement of particulars

Pursuant to section 334 (c) (i) to (iii a) of the Companies Act (Northern Ireland) 1960, as amended by the Companies (Northern Ireland) Orders 1978 and 1982

18

Please do not write in this binding margin

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

To the Registrar of Companies

For official use | For official use

Name of company

*

1 Amount of nominal capital £ _____

Number of shares into which it is divided _____

or amount of stock of which it consists _____

***Please read notes overleaf before completing this form**

2

Number of shares taken** | Amount paid up on each share

****So as to conform to the details on Form 19**

3

Resolution declaring the amount of the guarantee

*****delete as appropriate**

Signed _____ [Director] [Secretary]*** Date _____

Presentor's name, address and reference (if any):

For official use

New companies section | Post room

Notes

1. Where the company is to be registered as a public company, the name inserted should be the name of the company, with the addition of the words 'public limited company' as the last words of the name.

2. Where the company is to be registered as a private company, the name inserted should be the name of the company with the addition, as the last word of the name (subject to Article 27 of The Companies (Northern Ireland) Order 1982), of the word "limited".

3. In the case of a company having a share capital, please complete paragraphs 1 and 2. In the case of a company intended to be registered as a company limited by guarantee please complete paragraph 3.

Form No. 19

THE COMPANIES ACTS (NORTHERN IRELAND) 1960 TO 1982

Registration of an existing joint stock company List of members

Pursuant to section 334 (a) of the Companies Act (Northern Ireland) 1960, as amended by the Companies (Northern Ireland) Order 1978

Please do not write in this binding margin

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

To the Registrar of Companies

For official use

For official use

Name of company

*Not more than six clear days before the day of registration

List of members of the above company made up to the _____ 19 ____*

Note
To be delivered with the application for the registration of the company

1 Full name	Occupation
	Number of shares or amount of stock held
Address	
	Distinctive numbers (if any) of the shares

2 Full name	Occupation
	Number of shares or amount of stock held
Address	
	Distinctive numbers (if any) of the shares

3 Full name	Occupation
	Number of shares or amount of stock held
Address	
	Distinctive numbers (if any) of the shares

4 Full name	Occupation
	Number of shares or amount of stock held
Address	
	Distinctive numbers (if any) of the shares

(continue overleaf if necessary)

**delete as appropriate

Signed _____ [Director] [Secretary]** Date _____

Presentor's name, address and reference (if any):

For official use

New companies section | Post room

List of members (continued)

5 Full name	Occupation
	Number of shares or amount of stock held
Address	
	Distinctive numbers (if any) of the shares
6 Full name	Occupation
	Number of shares or amount of stock held
Address	
	Distinctive numbers (if any) of the shares
7 Full name	Occupation
	Number of shares or amount of stock held
Address	
	Distinctive numbers (if any) of the shares
8 Full name	Occupation
	Number of shares or amount of stock held
Address	
	Distinctive numbers (if any) of the shares
9 Full name	Occupation
	Number of shares or amount of stock held
Address	
	Distinctive numbers (if any) of the shares
10 Full name	Occupation
	Number of shares or amount of stock held
Address	
	Distinctive numbers (if any) of the shares
11 Full name	Occupation
	Number of shares or amount of stock held
Address	
	Distinctive numbers (if any) of the shares

Please do not write in this binding margin

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

If the space above and overleaf is insufficient the information must be continued on separate sheets and must appear in the same form as above. Please tick the box below if continuation sheets have been used and state how many sheets are attached.

	Number of sheets attached

SCHEDULE 4 Regulation 6

Form No. 1

G

THE COMPANIES ACTS (NORTHERN IRELAND) 1960 to 1982

Statement of first directors and secretary and intended situation of registered office

1

Pursuant to Articles 57 and 131(2) of the Companies (Northern Ireland) Order 1978

Please do not write in this binding margin

To the Registrar of Companies

For official use

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

Name of Company

Limited*

*delete if inappropriate

The intended situation of the registered office of the company on incorporation is as stated below

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

Number of continuation sheets attached (see note 1)

Presentor's name, address and reference (if any):

For official use

General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this binding margin

Important— The particulars to be given are those referred to in Article 57 of the Companies (Northern Ireland) Order 1978, and section 191 of the Companies Act (Northern Ireland) 1960 as amended by Article 95 of the Companies (Northern Ireland) Order 1982. Please read the notes on page 4 before completing this part of the form.

†enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Other directorships†	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Other directorships†	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Other directorships†	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Please do not write in this binding margin

Important—
The particulars to be given are those referred to in Article 57 of the Companies (Northern Ireland) Order 1978 and section 191 of the Companies Act (Northern Ireland) 1960. Please read the notes on page 4 before completing this part of the form.

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)
Previous name(s) (note 3)
Address (notes 4 & 7)
I hereby consent to act as secretary of the company named on page 1
Signature Date

Name (notes 3 & 7)
Previous name(s) (note 3)
Address (notes 4 & 7)
I hereby consent to act as secretary of the company named on page 1
Signature Date

*as required by Article 57 of the Companies (Northern Ireland) Order 1978.

†delete as appropriate.

Signed by or on behalf of the subscribers of the memorandum*

Signature .....[Subscriber] [Agent]† Date.....

Signature .....[Subscriber] [Agent]† Date.....

NOTES

1. If the spaces on Page 2 are insufficient the names and particulars must be entered on the prescribed continuation sheet(s).

2. 'Director' includes any person who occupies the position of a director by whatever name called, and any person in accordance with whose directions or instructions the directors are accustomed to act.

3. Full names must be given. In the case of an individual, his present Christian name(s) and surname must be given together with any previous Christian names or surname. 'Christian name' includes a forename and 'surname', in the case of a peer or person usually known by a title different from his surname, means that title. In the case of a corporation, its corporate name must be given. 'Previous Christian names or surname' does not include:—

   (a) in the case of a peer or a person usually known by a British title different from his surname, the name by which he was known previous to the adoption of or succession to the title; or

   (b) in the case of any person, a previous Christian name or surname where that name or surname was changed or disused before the person bearing the name attained the age of eighteen years or has been changed or disused for a period of not less than twenty years; or

   (c) in the case of a married woman, the name or surname by which she was known previous to the marriage.

4. Usual residential address must be given or, in the case of a corporation, the registered or principal office.

5. The names of all bodies corporate incorporated in Northern Ireland of which the director is also a director (see note 2) or has been a director at any time during the preceding five years must be given. A current or past directorship need not be disclosed however if it has been held in a body corporate which, throughout that directorship (excluding any period of the directorship held more than five years ago), has been a dormant company, i.e., one for which no significant accounting transaction (within the meaning of Article 14(6) of the Companies (Northern Ireland) Order 1982) has occurred.

6. Dates of birth need only be given in the case of directors of a company which is subject to section 176 of the Companies Act (Northern Ireland) 1960, namely a company which is a public company or, being a private company, is a subsidiary of a public company, or of a body corporate registered as a public company under the law relating to companies for the time being in force in Great Britain.

7. Where all the partners in a firm are joint secretaries, only the name and principal office of the firm need be stated.

   Where the secretary or one of the joint secretaries is a Scottish firm the details required are the firm name and its principal office.

Please do not write this binding margin.

THE COMPANIES ACTS (NORTHERN IRELAND) 1960 to 1982

Statement of first directors and secretary and intended situation of registered office (continuation)

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

Continuation sheet No.....
to Form No. 1

For official use

Name of Company

*delete if inappropriate

Limited*

Particulars of the first directors (continued) (note 2).

Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 4)	
Date of birth (where applicable) (note 6)	

†enter particulars of other directorships held or previously held (see note 5). If this space is insufficient continue overleaf.

Other directorships†

I hereby consent to act as director of the company named on page 1

Signature Date

Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 4)	
Date of birth (where applicable) (note 6)	

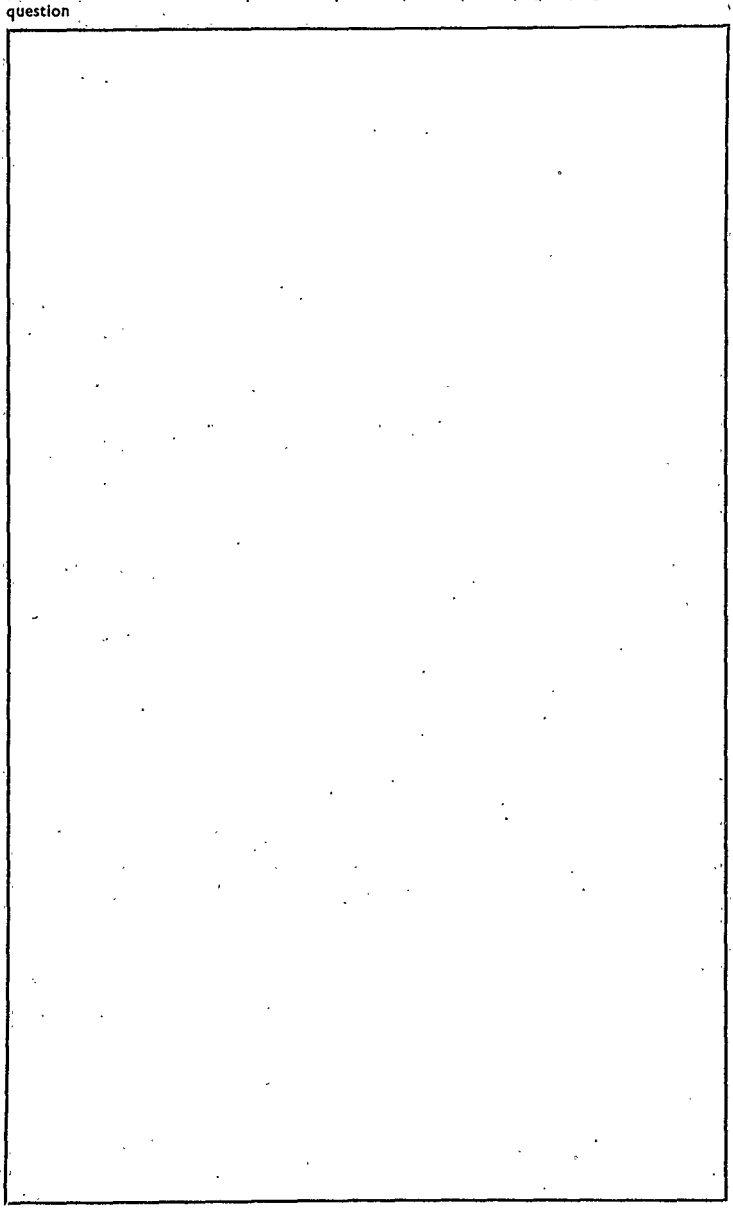
Other directorships†

I hereby consent to act as director of the company named on page 1

Signature Date

Particulars of other directorships held or previously held (note 5) specifying the director in question

Please do not write in this binding margin.



Form No. 9b

THE COMPANIES ACTS (NORTHERN IRELAND) 1960 TO 1982

Notice of change of directors or secretaries or in their particulars

Pursuant to section 191 of the Companies Act (Northern Ireland) 1960, as amended by Article 58 of the Companies (Northern Ireland) Order 1978 and Article 95 of the Companies (Northern Ireland) Order 1982

Please do not write in this binding margin

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

* delete if inappropriate

† specify the change and date thereof and if this consists of the appointment of a new director or secretary complete the box below. If this space is insufficient use a continuation sheet.

‡ Applicable to directors only

** Enter particulars of other directorships held or previously held (see note 6). If this space is insufficient use a continuation sheet.

¶ delete as appropriate

To the Registrar of Companies

For official use

Company number

Name of company

Limited *

hereby notifies you of the following change(s):

†

Particulars of new director or secretary (see note 1)

Name (notes 2 & 3)	Business occupation ‡
Previous name(s) (note 2)	Nationality ‡
Address (notes 3 & 4)	Date of birth (where applicable) (note 5) ‡
Other directorships**‡	

I hereby consent to act as [director] [secretary]¶ of the above-named company

Signature Date

Name (notes 2 & 3)	Business occupation‡
Previous name(s) (note 2)	Nationality ‡
Address (notes 3 & 4)	Date of birth (where applicable) (note 5) ‡
Other directorships**‡	

I hereby consent to act as [director] [secretary]¶ of the above-named company

Signature Date

number of continuation sheets attached (see note 7)

Signature [Director] [Secretary]¶ Date

Presentor's name, address and reference (if any):

For official use

General section | Post room

Please do not write in this binding margin

THE COMPANIES ACTS (NORTHERN IRELAND) 1960 TO 1982

Notice of change of directors or secretaries or in their particulars (continuation)

Continuation sheet No. _____ to Form No. 9b

Company number

Name of company

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

Limited*

*delete if inappropriate

Particulars of new directors (continued)

Name (note 2)	Business occupation
Previous name(s) (note 2)	Nationality
Address (note 4)	
	Date of birth (where applicable) (note 5)

**enter particulars of other directorships held or previously held (see note 6). If this space is insufficient continue overleaf

Other directorships**

I hereby consent to act as director of the above-named company

Signature Date

Name (note 2)	Business occupation
Previous name(s) (note 2)	Nationality
Address (note 4)	
	Date of birth (where applicable) (note 5)

Other directorships**

I hereby consent to act as director of the above-named company

Signature Date

Notes

1 'Director' includes any person who occupies the position of a director by whatsoever name called, and any person in accordance with whose directions or instructions the directors are accustomed to act.

2 Full names must be given. In the case of an individual his present Christian name(s) and surname. 'Christian name' includes a forename and 'surname', in the case of a peer or person usually known by a title different from his surname, means that title. In the case of a corporation, its corporate name must be given. 'Previous Christian name(s) or surname' do not include:-

(a) in the case of a peer or a person usually known by a British title different from his surname, the name by which he was known previous to the adoption of or succession to the title; or

(b) in the case of any person, a previous Christian name or surname where that name or surname was changed or disused before the person bearing the name attained the age of eighteen years or has been changed or disused for a period of not less than twenty years; or

(c) in the case of a married woman, the name or surname by which she was known previous to the marriage.

3 Where the secretary or one of the joint secretaries is a Scottish firm the details required are the firm name and its principal office address. Where all the partners in a firm are joint secretaries only the name and principal office address of the firm need be stated.

4 Usual residential address must be given or, in the case of a corporation, the registered or principal office.

5 Dates of birth need only be given in the case of directors of a company which is subject to section 176 of the Companies Act (Northern Ireland) 1960, namely a company which is a public company or, being a private company, is a subsidiary of a public company or of a body corporate registered as a public company under the law relating to companies for the time being in force in Great Britain.

6 The names of all bodies corporate incorporated in Northern Ireland of which the director is also a director (see note 1) or has been a director at any time during the preceding five years should be given. A current or past directorship need not be disclosed however if it has been held in a body corporate which, throughout the directorship (excluding any period of the directorship held more than five years ago), has been:-

(a) a dormant company, ie one for which no significant accounting transaction (within the meaning of Article 14(6) of the Companies (Northern Ireland) Order 1982) has occurred;

(b) a body corporate of which the company named on page 1 was a wholly owned subsidiary;

(c) a wholly owned subsidiary of the company named on page 1; or

(d) a wholly owned subsidiary of a body corporate of which the company named on page 1 was also a wholly owned subsidiary.

A body corporate is deemed to be the wholly owned subsidiary of another if it has no members except that other and that other's wholly owned subsidiaries and its or their nominees.

7 If the space overleaf is insufficient, the names and particulars must be entered on the prescribed continuation sheet(s).

Particulars of changes, or of other directorships held or previously held (note 6) specifying the director in question

Please do not write in this binding margin

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

EXPLANATORY NOTE

(This note is not part of the Regulations.)

These regulations amend the Companies (Forms) Regulations (Northern Ireland) 1961 and the Companies (Forms) Regulations (Northern Ireland) 1979. They prescribe the manner in which notice is to be given under section 200 of the Companies Act (Northern Ireland) 1960 (power to acquire shares of shareholders dissenting from scheme or contract approved by majority) and the manner of certifying translations into English of certain documents delivered to the registrar of companies under the Companies Acts.

The regulations also prescribe a number of forms for the purposes of provisions of the Companies Acts (Northern Ireland) 1960 to 1982 which were brought into operation on 11th April 1983 insofar as they conferred or affected any power to make regulations and on 1st July 1983 for all other purposes by S.R. 1983 No. 50 (C. 1), S.R. 1983 No. 51 (C. 2) and S.R. 1983 No. 52 (C. 3).