

SCHEDULE 1

CONSEQUENTIAL AMENDMENTS

Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I. 19))

111.—(1) Part 5 of the Insolvency (Northern Ireland) Order 1989 (winding up of registered companies) is amended as follows.

(2) In the Part heading for “the Companies Orders” substitute “the Companies Act 2006”.

(3) For Article 60 (alternative modes of winding up), and the heading preceding it, substitute—

“Introductory

Scheme of this Part

60.—(1) This Part applies to the winding up of a company registered under the Companies Act 2006 in Northern Ireland.

(2) The winding up may be either—

- (a) voluntary (see Chapters 2 to 5), or
- (b) by the High Court (see Chapter 6).

(3) This Chapter and Chapters 7 to 10 relate to winding up generally, except where otherwise stated.”.

(4) In Article 61(2) (liability as contributories of present and past members)—

- (a) in sub-paragraph (c), omit “in pursuance of the Companies Order and this Order”;
- (b) in sub-paragraph (e), for “the Companies Order” substitute “the Companies Acts”.

(5) Omit Article 62 (directors with unlimited liability).

(6) Article 63 (liability of past directors and shareholders) is amended as follows—

- (a) in paragraph (1)(a) for the words from “Chapter VII” to “own shares” substitute “Chapter 5 of Part 18 of the Companies Act 2006 (acquisition by limited company of its own shares: redemption or purchase by private company out of capital)”;
- (b) in paragraph (2)(b) for “Article 183(3) of the Companies Order” substitute “section 714(1) to (3) of the Companies Act 2006”;
- (c) in paragraph (5) for “Articles 61 and 62 do not apply” substitute “Article 61 does not apply”;
- (d) omit paragraph (6).

(7) In Article 64 (limited company formerly unlimited)—

- (a) in paragraph (1) for the words from “re-registered” to the end substitute “re-registered as a limited company.”;
- (b) in paragraph (3) omit “under the Companies Order and this Order”.

(8) In Article 65(1) (unlimited company formerly limited), omit the words from “under Article 59” to the end.

(9) In Article 69 (companies registered under Companies Order, Part 22, Chapter 2)—

- (a) for the heading substitute “Companies registered but not formed under the Companies Act 2006”;

Status: This is the original version (as it was originally made).

- (b) in paragraph (1) for the words from “has been registered” to the end substitute “is registered but not formed under the Companies Act 2006”.
- (10) In Article 70 (resolutions for voluntary winding up), the paragraph (3) substituted for paragraph (2) by paragraph 58(3) of Schedule 4 to the Companies Act 2006 (Commencement No. 3, Consequential Amendments, Transitional Provisions and Savings) Order 2007⁽¹⁾ is renumbered (2).
- (11) In Article 96(1)(a)⁽²⁾ (acceptance of shares etc as consideration for sale of company property), for “a company within the meaning of the Companies Order” substitute “a company registered under the Companies Act 2006”.
- (12) In Article 98(3) (reference of questions to High Court: duty to send copy of order to registrar of companies), for “An office copy” substitute “A copy”.
- (13) In Article 102(c) (grounds for winding up: old public company), for “Article 3 of the Companies Consolidation (Consequential Provisions) (Northern Ireland) Order 1986” substitute “Schedule 3 to the Companies Act 2006 (Consequential Amendments, Transitional Provisions and Savings) Order 2009”.
- (14) In Article 104 (application for winding up), omit paragraph (4).
- (15) In Article 104A(1)(a)⁽³⁾ (petition for winding up on grounds of public interest: report made or information obtained under company investigation provisions), for “Part XV of the Companies Order” substitute “Part 14 of the Companies Act 1985”.
- (16) In Article 106(2) (power to stay or restrain proceedings against company), for the words from “a company registered” to “previous corresponding legislation” substitute “a company registered but not formed under the Companies Act 2006”.
- (17) In Article 110 (consequences of winding up order)—
- (a) in paragraph (1) for “an office copy” substitute “a copy”;
 - (b) in paragraph (3) for “registered under Article 629 of the Companies Order” substitute “registered but not formed under the Companies Act 2006”.
- (18) In Article 125(3) (power to stay winding up order: duty to send copy of order to registrar of companies), for “An office copy” substitute “A copy”.
- (19) In Articles 126(1) and 127(1) (provisions as to powers of the court), omit “in pursuance of the Companies Order or this Order”.
- (20) In Article 136⁽⁴⁾ (powers of court to be cumulative), for the words from “by this Order” to “on the High Court” substitute “on the High Court by this Order”.
- (21) In Article 137(1) (delegation of powers to liquidator), omit “by the Companies Order and this Order”.
- (22) In Article 158(2)(c)⁽⁵⁾ (power to make over assets to employees) for “memorandum or articles” substitute “articles”.
- (23) In Article 164(3) (meeting to ascertain wishes of creditors or contributories), omit “by the Companies Order or the company’s articles”.
- (24) In Article 166(4) (power to defer date of dissolution: duty to send copy of order to registrar of companies), for “an office copy” substitute “a copy”.
- (25) In Article 176 (summary remedy against delinquent directors etc), omit paragraph (6).
- (26) In Article 178 (wrongful trading: definitions), for paragraph (7) substitute—

(1) [S.I. 2007/2194 \(C. 84\)](#).

(2) Article 96(1) was amended by [S.R. 2004 \(NI\) No 307](#), Schedule 4, paragraph 12(2).

(3) Article 104A was inserted by [S.I. 1990/1504 \(N.I. 10\)](#), Article 8(3).

(4) Article 136 was amended by [S.I. 2007/2194 \(C.84\)](#), Schedule 4, paragraph 59.

(5) Article 158(2) was substituted by [S.I. 2007/2194 \(C.84\)](#), Schedule 4, paragraph 61(3).

“(7) In this Article “director” includes a shadow director.”.

(27) In Article 179 (proceedings under Articles 177 and 178), omit paragraph (6).

(28) In Article 180 (restriction on re-use of company names), for paragraph (8) substitute—

“(8) In this Article “company” includes a company which may be wound up under Part 6 (unregistered companies).”.

(29) In Article 181 (personal liability for debts following contravention of Article 180), for paragraph (6) substitute—

“(6) In this Article “company” has the same meaning as in Article 180.”.

(30) In Article 182(4)(6) (prosecution of delinquent officers and members of company), for “Article 424 or 425 of the Companies Order” substitute “section 431 or 432 of the Companies Act 1985”.

(31) In Article 183(1)(7) (obligations arising under Article 182), for “the Companies Order” substitute “the Companies Act 1985”.

(6) Article 182(4) was substituted by [S.I. 2002/3152 \(N.I. 6\)](#), Article 8(3).

(7) Article 183(1) was amended by [S.I. 2002/3152 \(N.I. 6\)](#), Article 8(6)(a).