

Limitation on number of directorships

142. (1) A person shall not, at a particular time, be a director of more than—

(a) 25 private companies limited by shares; or

(b) 25 companies, one, or more than one, of which is a private company limited by shares and one, or more than one, of which is any other type of company capable of being wound up under this Act.

(2) Subsections (3) to (7) apply in reckoning, for the purposes of subsection (1) (the “relevant purposes”), the number of companies of which the person concerned is a director at a particular time (the “relevant time”) and a reference in them to a company, without qualification, includes a reference to any type of company capable of being wound up under this Act.

(3) Without prejudice to the following subsections, there shall not be included for the relevant purposes any of the following companies of which the person is a director at the relevant time, namely—

(a) a public limited company;

(b) a company in respect of which a certificate under section 140 is in force.

(4) There shall not be included, for the relevant purposes, any company of which the person is a director at the relevant time (not being a time that is before the date of the giving of the certificate or direction referred to subsequently in this subsection) if—

(a) the person, or the company, delivers to the Registrar a notice, in the prescribed form, stating that the company is a company falling within one or more of the categories of company specified in the Table to this section; and

(b) either—

(i) the Registrar, having considered that notice and having made such enquiries as he or she thinks fit, certifies in writing, or as the case may be the Minister under subsection (7) so certifies, that the company is a company falling within one or more of the foregoing categories; or

(ii) the Minister directs, under subsection (7), that the company is not to be included amongst the companies for the relevant purposes.

(5) There shall, for the relevant purposes, be counted as the one company of which the person is a director at the relevant time, 2 or more companies of which he or she is a director at that time if one of those companies is the holding company of the other or others.

(6) For the purposes of subsection (4)(b)(i), the Registrar may accept as sufficient evidence that the

company concerned falls within a category of company specified in the Table to this section a declaration, in the prescribed form, to that effect made by an officer of the company or the other person referred to in subsection (4)(a).

(7) If the Registrar refuses to certify that the company to which a notice under subsection (4)(a) relates is a company falling within a category of company specified in the Table to this section, the company or the person referred to in subsection (4)(a) may appeal to the Minister against such a refusal and the Minister may, having considered the matter and made such enquiries as he or she thinks fit, do one of the following:

(a) confirm the decision of the Registrar;

(b) certify in writing that the company is a company falling within a foregoing category; or

(c) notwithstanding that he or she confirms the decision of the Registrar, direct that the company is not to be included amongst the companies that shall be reckoned for the purposes of subsection (1) in so far as that subsection applies to the person concerned but shall only give such a direction if—

(i) the person concerned was a director of the company before 18 April 2000; and

(ii) in the opinion of the Minister the inclusion of the company amongst the companies that shall be reckoned for the purposes of subsection (1), in so far as that subsection applies to the person concerned, would result in serious injustice or hardship to that person; and

(iii) the giving of the direction would not operate against the common good.

(8) A notice referred to in subsection (4)(a) may, for the purposes of that provision, be delivered to the Registrar before the person concerned becomes a director of the company to which the notice relates.

Table

A company that is the holder of a licence under section 9 of the Central Bank Act 1971 or is exempt from the requirement under that Act to hold such a licence. A company falling within any provision (in so far as applicable to a private company limited by shares) of Schedule 5.