



DÁIL ÉIREANN

BILLE NA gCUIDEACHTAÍ, 2012 COMPANIES BILL 2012

LEASUITHE COISTE COMMITTEE AMENDMENTS

DÁIL ÉIREANN

BILLE NA gCUIDEACHTAÍ, 2012 —ROGHCHOISTE

COMPANIES BILL 2012 —SELECT COMMITTEE

Leasuithe Amendments

SECTION 2

1. In page 74, between lines 33 and 34, to insert the following:

“ “electronic means” or “electronic communications” includes the use of electronic mail;”.

—An tAire Post, Fiontar agus Nuálaíochta.

2. In page 74, to delete line 46 and substitute “Consumer Credit Act 1995;”.

—An tAire Post, Fiontar agus Nuálaíochta.

3. In page 77, between lines 7 and 8, to insert the following:

“ “sealed”, other than in provisions governing the use of a company’s common seal or of any official seal of it, means executed in the manner specified in section 64 of the Land and Conveyancing Law Reform Act 2009 (but only to the extent that that section 64 obviates the need for a seal);”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 15

4. In page 85, line 21, to delete “NACE Rev. 1” and substitute “NACE Rev. 2”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 18

5. In page 86, between lines 25 and 26, to insert the following:

“Company to carry on activity in the State and prohibition of certain activities

18. (1) A company shall not be formed or registered unless it appears to the Registrar that the company, when registered, will carry on an activity in the State.

- (2) A company shall not carry on the activity of a licensed bank or an insurance undertaking.”.

—An tAire Post, Fiontar agus Nuálaíochta.

[Acceptance of this amendment involves the deletion of section 18 of the Bill.]

[SECTION 18]

6. In page 86, line 28, after “activity” to insert “and be managed and controlled”.

—Jonathan O'Brien.

SECTION 22

7. In page 88, line 6, after “administration” to insert “management and control”.

—Jonathan O'Brien.

8. In page 89, line 11, after “company” to insert “or be authenticated in the manner referred to in *section 889*”.

—An tAire Post, Fiontar agus Nuálaíochta.

9. In page 89, to delete lines 12 to 15 and substitute the following:

“(b) be accompanied by a consent that is either—

- (i) signed by each of the persons named in the statement as a director, secretary or joint secretary or assistant or deputy secretary to act in that capacity, or
- (ii) authenticated in the manner referred to in *section 889*.”

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 23

10. In page 89, line 27, after “her” to insert “, or authenticated in the manner referred to in *section 889*”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 39

11. In page 97, to delete lines 30 to 45 and in page 98, to delete lines 1 and 2 and substitute the following:

- “39. (1) Where a company authorises any person as being a person entitled to bind the company (not being an entitlement to bind that is, expressly or impliedly, restricted to a particular transaction or class of transactions), it shall notify the Registrar in the prescribed form of the authorisation and the Registrar shall register the authorisation.
- (2) A person so authorised, where his or her authorisation is registered in the foregoing manner, is referred to in this Act as a “registered person”; where, in a provision of this Act, that expression appears without qualification, it shall be taken as a reference to a registered person authorised by the company to which the provision falls to be applied.
- (3) Where a company revokes an authorisation of a person as a person entitled to bind the company (being an authorisation notified to the Registrar in the prescribed form), the person shall, notwithstanding that revocation, continue to be regarded for the purposes of this Act as a registered person unless and until the company notifies the Registrar in the prescribed form of that revocation.”

—An tAire Post, Fiontar agus Nuálaíochta.

[SECTION 39]

12. In page 98, to delete lines 12 and 13 and substitute the following:

“(6) For the avoidance of doubt, for the purposes of this section the provisions of a company’s constitution with regard to a person’s office or powers shall not, in themselves, be taken as an authorisation by the company of the person as a person entitled to bind the company.”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 50

13. In page 103, lines 16 to 18, to delete all words from and including “on” in line 16 down to and including “office” in line 18 and substitute “, outside every office or place in which its business is carried on and at its registered office”.

—An tAire Post, Fiontar agus Nuálaíochta.

14. In page 103, to delete line 21.

—An tAire Post, Fiontar agus Nuálaíochta.

15. In page 103, between lines 34 and 35, to insert the following:

“(4) This section is without prejudice to *section 152*.”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 52

16. In page 104, to delete lines 19 to 25 and substitute the following:

“(b) if the company has not given notice to the Registrar of the situation of its registered office, by delivering it to the Registrar.”.

—An tAire Post, Fiontar agus Nuálaíochta.

17. In page 104, between lines 31 and 32, to insert the following:

“(3) It shall be the duty of the Registrar to enter on the register a document that has, by the means referred to in *subsection (1)(b)**, been served on a company.”.

—An tAire Post, Fiontar agus Nuálaíochta.

[*This is a reference to the paragraph proposed to be inserted by amendment 16.]

SECTION 56

18. In page 105, line 36, after “articles” to insert “and subject to *subsection (3)** of that section”.

—An tAire Post, Fiontar agus Nuálaíochta.

[*This is a reference to the subsection proposed to be inserted by amendment 21.]

SECTION 60

19. In page 108, line 24, to delete “regulations.” and substitute the following:

“regulations; for the avoidance of doubt, the requirements of *sections 19* and *26(1)* relating to a company’s name shall apply despite any exemption of the kind referred to in *section 62(3)** that had been enjoyed by the company under the prior Companies Acts.”.

[SECTION 60]

—An tAire Post, Fiontar agus Nuálaíochta.

*[*This is a reference to the subsection proposed to be inserted amendment 21.]*

SECTION 61

20. In page 109, to delete line 19 and substitute the following:

“(b) the provisions of its existing articles,

but, despite any exemption of the kind referred to in *section 62(3)** that had been enjoyed by the company under the prior Companies Acts, nothing in this subsection shall be read as overriding the requirements of *sections 19* and *26(1)* relating to a company’s name.”.

—An tAire Post, Fiontar agus Nuálaíochta.

*[*This is a reference to the subsection proposed to be inserted by amendment 21.]*

SECTION 62

21. In page 110, between lines 25 and 26, to insert the following:

“(3) Notwithstanding—

(a) section 24, as originally enacted, of the Act of 1963; or

(b) section 24, inserted in the Act of 1963 by section 88(1) of the Company Law Enforcement Act 2001, in place of the first-mentioned section,

and the continuing effect, for certain other types of company, provided elsewhere by this Act of an exemption conferred by or under either such section, any such exemption (whatever its basis) enjoyed, immediately before the expiry of the transition period, by an existing private company to which *subsection (1)* applies shall cease on that expiry; accordingly *subsection (1)(a)* shall be read as requiring such a company’s name to end with “limited” or “teoranta”, as appropriate, and *subsection (2)* shall have effect subject to this subsection.”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 64

22. In page 112, line 17, after “shall” to insert the following:

“, unless this Act provides that on re-registration the company shall continue to enjoy an exemption conferred by or under either of the sections referred to in *section 62(3)**,”.

—An tAire Post, Fiontar agus Nuálaíochta.

*[*This is a reference to the subsection proposed to be inserted by amendment 21.]*

SECTION 67

23. In page 116, line 33, to delete “redeemable shares” and substitute the following:

“shares that are redeemable (which shall be known, and are referred to in this Act, as “redeemable shares”)”.

—An tAire Post, Fiontar agus Nuálaíochta.

[SECTION 67]

24. In page 117, between lines 3 and 4, to insert the following:

“(8) In *subsections (9) and (10)* “bearer instrument” means an instrument, in relation to shares of a company, which entitles or purports to entitle the bearer thereof to transfer the shares that are specified in the instrument by delivery of the instrument.

(9) A company shall not have power to issue any bearer instrument.

(10) If a company purports to issue a bearer instrument, the shares that are specified in the instrument shall be deemed not to have been allotted or issued, and the amount subscribed therefor (and in the case of a non-cash asset subscribed therefor, the cash value of that asset) shall be due as a debt of the company to the purported subscriber thereof.”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 71

25. In page 122, to delete lines 5 to 15 and substitute the following:

“(7) Where a company allots shares, it shall, within 30 days after the date of allotment, deliver particulars of the allotment in the prescribed form to the Registrar.”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 83

26. In page 131, to delete line 46 and in page 132, to delete lines 1 and 2 and substitute the following:

“security or otherwise to discharge the liability under, or effect that which is commonly known as a refinancing of, any arrangement or transaction that gave rise to the provision of financial assistance, being financial assistance referred to in *subsection (2)* that has already been”.

—An tAire Post, Fiontar agus Nuálaíochta.

27. In page 133, line 27, to delete “actual or imputed”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 92

28. In page 142, line 14, to delete “actual”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 109

29. In page 154, line 46, to delete “the CRO Gazette” and substitute “*Iris Oifigiúil*”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 119

30. In page 162, line 44, to delete “*section 76*” and substitute “*section 73, 74 or 76*”.

—An tAire Post, Fiontar agus Nuálaíochta.

[SECTION 131]

SECTION 131

31. In page 171, line 24, after “corporate” to insert “or an unincorporated body of persons”.
- An tAire Post, Fiontar agus Nuálaíochta.

32. In page 171, line 25, after “corporate” to insert “or an unincorporated body of persons”.
- An tAire Post, Fiontar agus Nuálaíochta.

SECTION 138

33. In page 173, line 23, to delete “one, at least,” and substitute “a majority”.
- Jonathan O'Brien.

SECTION 141

34. In page 176, line 6, after “on” to insert “and managed and controlled”.
- Jonathan O'Brien.

35. In page 176, line 46, after “trade” to insert “and is managed and controlled”.
- Jonathan O'Brien.

SECTION 142

36. In page 177, lines 43 and 44, to delete “at the end of the day” and substitute “at any time during that day”.
- An tAire Post, Fiontar agus Nuálaíochta.

SECTION 143

37. In page 178, lines 44 and 45, to delete “statutory”.
- An tAire Post, Fiontar agus Nuálaíochta.

SECTION 152

38. In page 187, line 15, to delete “*subsection (4)*” and substitute “*subsection (5)*”.
- An tAire Post, Fiontar agus Nuálaíochta.

SECTION 174

39. In page 201, line 17, after “notice” to insert “, in the prescribed form,”.
- An tAire Post, Fiontar agus Nuálaíochta.

SECTION 176

40. In page 202, to delete lines 21 and 22 and substitute the following:
- “supplementing the operation of the company’s constitution in relation to the calling, holding and conducting of the meeting.”.
- An tAire Post, Fiontar agus Nuálaíochta.

SECTION 180

41. In page 204, line 39, after “company” to insert “, which member would be entitled to vote at such a meeting”.
- An tAire Post, Fiontar agus Nuálaíochta.

[SECTION 183]

SECTION 183

42. In page 207, line 6, to delete “If” and substitute “Save to the extent that the company’s constitution provides otherwise, if”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 202

43. In page 222, to delete lines 21 to 27 and substitute the following:

“(3) The provisions of this Chapter shall be read and shall operate so that a restricted activity may be carried on at a time falling before compliance with the requirement (arising under *section 204, 205, 206, 207* or *208* as the case may be) that a copy of the appropriate declaration be delivered to the Registrar; however — should a failure to comply with that requirement occur — that failure then invalidates the carrying on of the activity, but this is without prejudice to the power of validation conferred subsequently by this Chapter on the court.”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 204

44. In page 224, to delete lines 27 to 29 and substitute the following:

“the transaction or arrangement (the “relevant act”), will be able to pay or discharge its debts and other liabilities in full as they fall due during the period of 12 months after the date of the relevant act.”.

—An tAire Post, Fiontar agus Nuálaíochta.

45. In page 224, between lines 39 and 40, to insert the following:

“(4) On application to it by any interested party, the court may, in any case where there has been a failure to comply with *subsection (3)*, declare that the carrying on of the restricted activity concerned shall be valid for all purposes if the court is satisfied that it would be just and equitable to do so.”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 205

46. In page 225, lines 12 and 13, to delete “is able to pay or discharge its debts and other liabilities in full; and” and substitute the following:

“, after the restricted activity has taken place, will be able to pay or discharge its debts and other liabilities in full as they fall due during the period of 12 months after the date of that event; and”.

—An tAire Post, Fiontar agus Nuálaíochta.

47. In page 225, line 20, to delete “commenced” and substitute the following:

“commenced; if a failure to comply with this subsection occurs, a like power to that under *section 204(4)** is available to the court to declare valid for all purposes the carrying on of the activity”.

—An tAire Post, Fiontar agus Nuálaíochta.

[*This is a reference to the subsection proposed to be inserted by amendment 45.]

[SECTION 206]

SECTION 206

48. In page 225, line 44, after “due” to insert “during the period of 12 months after the date of that distribution”.

—An tAire Post, Fiontar agus Nuálaíochta.

49. In page 226, line 6, to delete “commenced” and substitute the following:

“commenced; if a failure to comply with this subsection occurs, a like power to that under *section 204(4)** is available to the court to declare valid for all purposes the carrying on of the activity”.

—An tAire Post, Fiontar agus Nuálaíochta.

*[*This is a reference to the subsection proposed to be inserted by amendment 45.]*

SECTION 207

50. In page 226, line 21, after “due” to insert “during the period of 12 months after the date on which the merger takes effect”.

—An tAire Post, Fiontar agus Nuálaíochta.

51. In page 226, line 24, to delete “commenced” and substitute the following:

“commenced; if a failure to comply with this subsection occurs, a like power to that under *section 204(4)** is available to the court to declare valid for all purposes the carrying on of the activity”.

—An tAire Post, Fiontar agus Nuálaíochta.

*[*This is a reference to the subsection proposed to be inserted by amendment 45.]*

SECTION 208

52. In page 226, line 40, to delete “commenced” and substitute the following:

“commenced; if a failure to comply with this subsection occurs, a like power to that under *section 204(4)** is available to the court to declare valid for all purposes the carrying on of the activity”.

—An tAire Post, Fiontar agus Nuálaíochta.

*[*This is a reference to the subsection proposed to be inserted by amendment 45.]*

SECTION 216

53. In page 231, lines 33 to 35 to delete all words from and including “and” in line 33 down to and including “maintaining.” in line 35 and substitute the following:

(c) this section and *section 217* a reference to keeping includes a reference to maintaining; and

(d) *section 217(3)* the requirement thereunder to keep a register or other document at a place shall be deemed to be complied with if, by means of any computer, the register or document is (at that place) capable of being reproduced in legible form and inspected in that form, and references elsewhere in *section 217* and this Chapter to the keeping of a register or other document, and the inspection of it, shall be read accordingly.”.

[SECTION 216]

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 219

54. In page 234, to delete lines 42 to 45 and substitute the following:

“(3) In this section “registered address”, in relation to a member, means the address of the member as entered in the register of members.”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 220

55. In page 235, line 7, to delete “and a warranty”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 222

56. In page 238, line 14, before “A body corporate” to insert the following:

“A body corporate may be a shadow director.”.

—Mick Wallace.

SECTION 225

57. In page 239, line 25, after “members.” to insert the following:

“In addition to the primary duty owed to the company under *section 224*, the directors shall owe a general duty to its employees and to its members.”.

—Mick Wallace.

58. In page 239, line 26, to delete “this section” and substitute the following:

“*section 224*”.

—Mick Wallace.

SECTION 226

59. In page 240, between lines 2 and 3, to insert the following:

“(c) environmental law;

(d) health and safety law;

(e) employment law,

and relevant obligations relating to *paragraphs (c), (d) and (e)* shall be interpreted in accordance with both national and European Communities law;”.

—Mick Wallace.

SECTION 229

60. In page 243, to delete lines 25 and 26 and substitute the following:

“(h) in addition to the duty under *section 225* (duty to have regard to the interests of its employees in general), have regard to the interests of its members.”.

—An tAire Post, Fiontar agus Nuálaíochta.

[SECTION 237]

SECTION 237

61. In page 248, between lines 35 and 36, to insert the following:

“237. Upon incorporation of a company, the Companies Registration Office shall issue to all listed directors a document setting out a summary of this Chapter in plain language, to include the duties provided for and the consequences for breach of such duties.”.

—Mick Wallace.

SECTION 246

62. In page 256, line 5, to delete “*subsection (2)* of”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 274

63. In page 276, between lines 34 and 35, to insert the following:

“Overall limitation on discretions with respect to length of financial year and annual return date

274. (1) The discretions of a company under this Part with respect to the length of its financial year or to its annual return date are subject to the overall limitation that those discretions must be exercised in a manner that results in compliance by the company with the following requirement.

(2) That requirement is that which arises under *section 348(4)* relating to the earliest date to which the documents annexed to an annual return must be made up.”.

—An tAire Post, Fiontar agus Nuálaíochta.

[Acceptance of this amendment involves the deletion of section 274 of the Bill.]

SECTION 275

64. In page 277, between lines 40 and 41, to insert the following:

“(d) certificate of tax compliance,”.

—Jonathan O'Brien.

SECTION 276

65. In page 281, line 29, to delete “*section section 8*” and substitute “*section 8*”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 284

66. In page 288, lines 20 and 21, to delete “or at such other place as the directors think fit”.

—Jonathan O'Brien.

SECTION 301

Section opposed.

—Jonathan O'Brien.

[SECTION 344]

SECTION 344

67. In page 348, to delete lines 34 and 35 and substitute the following:

“*sections 732 to 734* but—

- (a) *subsection (10)** has effect as regards the interpretation of this subsection; and
 - (b) in addition to the foregoing, the exemption conferred by this subsection shall cease to apply where the company is not ultimately dissolved on foot of that procedure or, if it is dissolved on foot thereof, where it is subsequently restored to the register.
- (10) For the purposes of *subsection (9)*, the period when the company is in the course of being voluntarily struck off the register by the Registrar pursuant to *sections 732 to 734* shall only be regarded as having commenced on the publication by the Registrar of a notice under *section 733* in relation to that application.”.

—An tAire Post, Fiontar agus Nuálaíochta.

[*This is the appropriate reference if this amendment is accepted.]

SECTION 347

68. In page 349, to delete lines 44 to 47 and in page 350, to delete lines 1 and 2 and substitute the following:

“(2) Save in the case of a company delivering its first annual return and subject to *subsections (3) and (4)*, a company may establish a new annual return date by delivering an annual return to the Registrar made up to its existing annual return date in accordance with *section 344(2)*, being an annual return—

- (a) that is so delivered not later than 28 days after its existing annual return date; and
- (b) to which there is annexed a notification in the prescribed form nominating the new annual return date,

but, notwithstanding anything to the contrary in this Act, the company shall not be required to annex statutory financial statements, or the other documents referred to in *section 348(1)*, to such a return.”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 348

69. In page 350, to delete lines 25 to 33 and substitute the following:

“annexed to the annual return a copy of the following documents that have been, or are to be, laid before the relevant general meeting—

- (a) the statutory financial statements of the company;
- (b) the directors’ report, including any group directors’ report; and
- (c) the statutory auditors’ report on those financial statements and that directors’ report,

and “relevant general meeting” in this subsection means the general meeting of the company held during the period to which the annual return relates or, if the most

[SECTION 348]

recent statutory financial statements of the company and the other foregoing documents have not been required to be laid before such a meeting, the next general meeting held after the returns delivery to the Registrar before which those statements and other documents are required to be laid.”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 377

70. In page 376, between lines 40 and 41, to insert the following:

“(6) If the original statutory financial statements or directors’ report in respect of the company have been registered by the Registrar prior to the date of receipt by the Registrar of the revised financial statements or (as the case may be) the revised directors’ report, then, despite anything in *section 374(2)*, this section shall operate so as to require—

- (a) that the revised financial statements or (as the case may be) the revised directors’ report be placed on the register; and
- (b) notwithstanding the taking of such action, that the original statutory financial statements or directors’ report continue to remain on the register.”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 404

71. In page 393, line 13, to delete “1 month” and substitute “30 days”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 405

72. In page 394, line 3, to delete “1 month” and substitute “30 days”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 409

73. In page 396, between lines 4 and 5, to insert the following:

“Definitions (*Part 7*)

409. In this Part—

“charge”, in relation to a company, means a mortgage or a charge, in an agreement (written or oral), that is created over an interest in any property of the company (and in *section 410(8)* and *sections 415 to 422* includes a judgment mortgage) but does not include a mortgage or a charge, in an agreement (written or oral), that is created over an interest in—

- (a) cash;
- (b) money credited to an account of a financial institution, or any other deposits, shares, bonds or debt instruments;
- (c) units in collective investment undertakings or money market instruments; or
- (d) claims and rights (such as dividends or interest) in respect of any thing referred to

[SECTION 409]

in any of the foregoing paragraphs;

“property”, in relation to a company, includes any assets or undertaking of the company.”.

—An tAire Post, Fiontar agus Nuálaíochta.

[Acceptance of this amendment involves the deletion of section 409 of the Bill.]

SECTION 413

74. In page 399, line 13, to delete “or undertaking”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 416

75. In page 401, line 29, to delete “In *subsection (3)*” and substitute the following:

“Without prejudice to the generality of the definition, in *section 409**, of that expression, in *subsection (3)*”.

—An tAire Post, Fiontar agus Nuálaíochta.

*[*This is a reference to the section proposed to be inserted by amendment 73.]*

SECTION 417

76. In page 401, line 36, to delete “or undertaking”.

—An tAire Post, Fiontar agus Nuálaíochta.

77. In page 401, line 38, to delete “or undertaking”.

—An tAire Post, Fiontar agus Nuálaíochta.

78. In page 402, line 1, to delete “or undertaking”.

—An tAire Post, Fiontar agus Nuálaíochta.

79. In page 402, line 3, to delete “or undertaking”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 437

80. In page 412, line 34, to delete “the CRO Gazette” and substitute “*Iris Oifigiúil*”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 460

81. In page 432, line 8, to delete “the CRO Gazette” and substitute “*Iris Oifigiúil*”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 471

82. In page 441, line 14, to delete “*subsection (5)*” and substitute “*subsections (4)(a)* and (5)*”.

—An tAire Post, Fiontar agus Nuálaíochta.

*[*This is a reference to the subsection proposed to be inserted by amendment 83.]*

[SECTION 471]

83. In page 442, to delete lines 1 to 9 and substitute the following:

“(4) With regard to *subsections (1) and (2)*—

- (a) compliance with those subsections is not required in a case where the Summary Approval Procedure is employed to effect the merger; and
- (b) subject to that, those subsections shall be complied with by each of the merging companies at least 30 days before the date of the passing of the resolution on the common draft terms of merger by each such company in accordance with *section 474*.”.

—An tAire Post, Fiontar agus Nuálaíochta.

84. In page 442, line 20, to delete “2 daily newspapers” and substitute “1 daily newspaper”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 472

85. In page 442, line 38, after “absorption” to insert “or in any other case where such a report is not required to be prepared by that section”.

—An tAire Post, Fiontar agus Nuálaíochta.

86. In page 443, lines 30 to 33, to delete all words from and including “before” in line 30 down to and including “date.” in line 33 and substitute the following:

“before—

- (a) where the Summary Approval Procedure is employed to effect the merger, the date of the resolution referred to in *section 203(1)(a)(ii)* of the company; and
- (b) where that procedure is not employed for that purpose, the date of the general meeting of the company which, by virtue of *section 474*, is to consider the common draft terms of merger,

and ending at least 30 days after that date.”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 474

87. In page 444, line 32, after “*471(2)(b)*” to insert “or, as the case may be, the notice in the daily newspapers referred to in *section 471(5)(b)*”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 532

88. In page 488, line 7, to delete “the CRO Gazette” and substitute “*Iris Oifigiúil*”.

—An tAire Post, Fiontar agus Nuálaíochta.

89. In page 488, lines 13, to delete “the CRO Gazette” and substitute “*Iris Oifigiúil*”.

—An tAire Post, Fiontar agus Nuálaíochta.

[SECTION 582]

SECTION 582

90. In page 515, line 16, to delete “the CRO Gazette” and substitute “*Iris Oifigiúil*”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 585

91. In page 516, lines 32 and 33, to delete “the CRO Gazette” and substitute “*Iris Oifigiúil*”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 622

92. In page 546, to delete lines 13 to 28 and substitute the following:

“(ii) each tax assessable on, in relation to, or by the company under the Taxes Consolidation Act 1997 in respect of the period, ending on or before the relevant date, for which the tax concerned is due and payable, but limited to—

(I) if there is one such tax, the amount in respect of the period of 12 months next ended on or before that date, or

(II) if there is more than one such tax, the aggregate of the amounts in respect of the respective periods of 12 months next ended on or before that date,

for which the foregoing tax or taxes is or are due and payable;

(iii) any amount due at the relevant date in respect of sums which an employer is liable under Part 18D or Chapter 4 of Part 42 of the Taxes Consolidation Act 1997 and regulations thereunder to deduct from emoluments to which that Part or Chapter applies paid by that employer during the period of 12 months next ended on or before the relevant date reduced by any amount which that employer was under that Part or Chapter and regulations thereunder liable to repay during that period, with the addition of interest payable under section 991 of that Act;

(iv) any tax and interest for which the company is liable under the Value-Added Tax Consolidation Act 2010 in relation to taxable periods which shall have ended within the period of 12 months next ended before the relevant date;

(v) any local property tax that the company is liable to remit to the Revenue Commissioners under section 74 of the Finance (Local Property Tax) Act 2012 during the period of 12 months next ended before the relevant date and any interest payable in relation to that tax under section 149 of that Act;

(vi) an amount of local property tax payable, under section 16 of the Finance (Local Property Tax) Act 2012, by the company at the relevant date to the extent that such tax is payable in respect of any one liability date (within the meaning of section 2 of that Act) falling before the relevant date and any interest payable in relation to that tax under section 149 of that Act;”.

—An tAire Post, Fiontar agus Nuálaíochta.

[SECTION 673]

SECTION 673

93. In page 584, line 31, to delete “one month” and substitute “30 days”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 706

94. In page 600, line 8, to delete “90 days” and substitute “3 months”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 707

95. In page 601, line 12, to delete “90 days” and substitute “3 months”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 708

96. In page 601, line 37, to delete “3 years” and substitute “6 years”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 712

97. In page 603, line 10, to delete “the CRO Gazette” and substitute “*Iris Oifigiúil*”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 720

98. In page 605, line 43, to delete “a month” and substitute “30 days”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 771

99. In page 635, line 24, to delete “the CRO Gazette” and substitute “*Iris Oifigiúil*”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 788

100. In page 645, line 42, to delete “1 month” and substitute “30 days”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 813

101. In page 667, line 24, to delete “the CRO Gazette” and substitute “*Iris Oifigiúil*”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 820

102. In page 670, line 19, to delete “€350,000” and substitute “€500,000”.

—An tAire Post, Fiontar agus Nuálaíochta.

103. In page 670, line 22, to delete “€70,000” and substitute “€100,000”.

—An tAire Post, Fiontar agus Nuálaíochta.

104. In page 670, line 37, to delete “€70,000” and substitute “€100,000”.

—An tAire Post, Fiontar agus Nuálaíochta.

[SECTION 820]

105. In page 670, line 46, to delete “€70,000” and substitute “€100,000”.

—An tAire Post, Fiontar agus Nuálaíochta.

106. In page 671, line 1, to delete “€70,000” and substitute “€100,000”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 876

107. In page 705, between lines 40 and 41, to insert the following:

“Civil enforcement of prohibition on trading under misleading name

876. (1) On the application of the Registrar or the Director, the court may order that a person shall cease, within the time specified in the order, to carry on any trade, profession or business in contravention of *section 27(1)* if that person has—

- (a) been convicted of an offence under *section 27(2)*;
- (b) been served with a notice by the Registrar or Director requiring that person to cease to carry on a trade, profession or business in contravention of *section 27(1)*; and
- (c) failed to comply with the notice within 14 days after the date of service of the notice, or such greater period as may be specified in the notice in that behalf.

(2) In making an order under *subsection (1)* the court may order that all costs of and incidental to the application shall be borne by the person against whom the order is made.”.

—An tAire Post, Fiontar agus Nuálaíochta.

[Acceptance of this amendment involves the deletion of section 876 of the Bill.]

SECTION 881

108. In page 708, line 2, before “the purposes” to insert “for”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 892

109. In page 717, line 22, to delete “kept by the Registrar” and substitute “which has been received and recorded by the Registrar in pursuance of this Act”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 966

110. In page 768, line 6, column 1, after “State” to insert “and prohibition of certain activities”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 973

111. In page 774, to delete lines 7 to 37 and substitute the following:

“(8) *Subsections (9) to (12)* have effect notwithstanding—

- (a) the repeal by the Act of 2001 of section 24, as originally enacted, of the Act of 1963 (the “original section 24”); or

[SECTION 973]

- (b) the repeal by this Act of section 24, inserted by section 88(1) of the Act of 2001, of the Act of 1963 (the “substituted section 24”) or of the Act of 2001.
- (9) A licence that—
- (a) had been granted by the Minister pursuant to subsection (1) or (2) of the original section 24 to a private company limited by shares (being a company that has re-registered as a DAC pursuant to *Chapter 6 of Part 2*); and
- (b) is in force immediately before the commencement of this section,
- shall continue to have effect but with the modification that it shall operate to exempt the company from the use of the words “designated activity company” or “cuideachta ghníomhaíochta ainmnithe” as part of its name and the publishing of its name.
- (10) Subsections (4) to (7) of the original section 24 shall continue in force in relation to the foregoing licence as if that section 24 had never been repealed, except that references in those subsections to the Minister, wherever occurring, shall be read as references to the Registrar.
- (11) An exemption that immediately before the repeal of the Act of 2001 operated, by virtue of the substituted section 24, in favour of a private company limited by shares (being a company that has re-registered as a DAC pursuant to *Chapter 6 of Part 2*) shall continue to have effect but—
- (a) with the modification that it shall operate to exempt the company from the use of the words “designated activity company” or “cuideachta ghníomhaíochta ainmnithe” as part of its name and the publishing of its name; and
- (b) subject to *subsection (12)*.
- (12) *Subsections (4) to (7)* shall, with the necessary modifications, apply to a foregoing exemption as they apply to an exemption under *subsection (1)*.
- (13) In relation to a DAC that avails itself of the exemption under *subsection (1)*, or continues to avail itself of a licence or exemption referred to in *subsection (9)* or *(11)*, *section 152* shall have effect as if, in addition to the particulars specified in *subsection (2)(a) to (c)* of that section to be included on all business letters and order forms of the DAC, there were specified in that subsection the fact of the DAC being a limited company.
- (14) In this section “Act of 2001” means the Company Law Enforcement Act 2001.”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 982

112. In page 778, between lines 14 and 15, to insert the following:

“Status of existing guarantee company, having a share capital

982. (1) This section—

- (a) makes provision as to the status of an existing guarantee company, having a share capital; and

[SECTION 982]

- (b) continues in force the memorandum and articles of such a company.
- (2) In this section—
- “existing guarantee company, having a share capital” means a private company limited by guarantee, having a share capital, which—
- (a) was incorporated under any former enactment relating to companies (within the meaning of *section 5*); and
- (b) is in existence immediately before the commencement of this section;
- “mandatory provision” means a provision of any of *Parts 1 to 14* (as applied by this Part) or of this Part that is not an optional provision;
- “optional provision” means a provision of any of *Parts 1 to 14* (as applied by this Part) or of this Part that—
- (a) contains a statement to the effect, or is governed by provision elsewhere to the effect, that the provision applies save to the extent that the constitution provides otherwise or unless the constitution states otherwise; or
- (b) is otherwise of such import.
- (3) An existing guarantee company, having a share capital shall, on and from the commencement of this section, continue in existence and be deemed to be a DAC limited by guarantee to which this Part applies.
- (4) *Section 983** contains provisions—
- (a) for enabling such a company to continue to use, for a limited period, “limited” or “teoranta” in its name despite the foregoing status that it has assumed; and
- (b) deeming the name of such a company, after a specified period and in default of its having changed its name in that fashion, to be altered by the replacement of—
- (i) “designated activity company” for “limited” at the end thereof; or
- (ii) “cuideachta ghníomhaíochta ainmnithe” for “teoranta” at the end thereof, as the case may be.
- (5) Reference, express or implied, in this Act to the date of registration of a company mentioned in a preceding subsection shall be read as a reference to the date on which the company was registered under the Joint Stock Companies Act 1862, the Companies (Consolidation) Act 1908 or the prior Companies Acts, as the case may be.
- (6) The memorandum and articles of an existing guarantee company, having a share capital shall—
- (a) save to the extent that they are inconsistent with a mandatory provision; and
- (b) in the case of the memorandum, subject to *section 983(6)**,
- continue in force but may be altered or added to under and in accordance with the conditions under which memorandums or articles, whenever registered, are permitted by this Act to be altered or added to.

[SECTION 982]

- (7) References in the provisions of a memorandum or articles so continued in force to any provision of the prior Companies Acts shall be read as references to the corresponding provision of this Act.
- (8) To the extent that an existing guarantee company, having a share capital was, immediately before the commencement of this section, governed by—
- (a) the regulations of Table D in the First Schedule to the Act of 1963; or
 - (b) the regulations of any Table referred to in section 3(9)(b), (c) or (d) of the Act of 1963,
- it shall, after that commencement, continue to be governed by those regulations but—
- (i) this is save to the extent that those regulations are inconsistent with a mandatory provision;
 - (ii) those regulations may be altered or added to under and in accordance with the conditions under which articles, whenever registered, are permitted by this Act to be altered or added to; and
 - (iii) references in the regulations to any provision of the prior Companies Acts shall be read as references to the corresponding provision of this Act.”.

—An tAire Post, Fiontar agus Nuálaíochta.

*[*This is a reference to the section proposed to be inserted by amendment 113.]*

113. In page 778, between lines 14 and 15, to insert the following:

“Transitional provision — use of “limited” or “teoranta” by existing guarantee company, having a share capital

983. (1) In this section—

“existing guarantee company, having a share capital” has the same meaning as it has in *section 982**;

“new provisions” means the provisions of this Part (and the relevant provisions of *Part 2* as applied by this Part) relating to the use of either of the required sets of words (or their abbreviations) set out in *subsection (2)*;

“transition period” means the period of 18 months beginning after the commencement of this section.

- (2) For the purposes of this section, each of the following is a required set of words—
- (a) “designated activity company”;
 - (b) “cuideachta ghníomhaíochta ainmnithe”.
- (3) The reference—
- (a) in the preceding definition of “new provisions”; and
 - (b) in *subsection (4)*,

[SECTION 982]

to provisions relating to the use of any words includes a reference to provisions conferring an exemption from the use of those words.

- (4) During—
- (a) the transition period; or
 - (b) if before the expiry of that period the company has changed its name to include either of the required sets of words, the period preceding the making of that change,
- the provisions of the prior Companies Acts relating to the use of limited or teoranta (or their abbreviations) shall apply as respects the name of an existing guarantee company, having a share capital in place of the new provisions.
- (5) On and from—
- (a) the expiry of the transition period; or
 - (b) the company changing its name to include either of the required sets of words,
- whichever happens first, the new provisions shall apply as respects the name of an existing guarantee company, having a share capital.
- (6) Without prejudice to the generality of *subsection (5)*, on the expiry of the transition period (and the company has not changed its name before then to include either of the required sets of words), the name of an existing guarantee company, having a share capital, as set out in its memorandum, shall be deemed to be altered by the replacement of—
- (a) “designated activity company” for “limited” at the end thereof; or
 - (b) “cuideachta ghníomhaíochta ainmnithe” for “teoranta” at the end thereof,
- as the case may be.
- (7) Where the name, as set out in its memorandum, of an existing guarantee company, having a share capital is altered by virtue of *subsection (6)*, the Registrar shall issue to the company a fresh certificate of incorporation in respect of it, being a certificate of incorporation that is altered to meet the circumstances of the case.”.

—An tAire Post, Fiontar agus Nuálaíochta.

[*This is a reference to a section proposed to be inserted by amendment 112.]

SECTION 996

114. In page 781, to delete 38 and 39, and insert the following:

“996. (1) *Sections 348 and 349* shall not apply to a DAC if it satisfies the following conditions:

- (a) it has been formed for charitable purposes; and
- (b) it stands exempted from those sections by an order made by the relevant authority (which order the relevant authority is, by virtue of this section, empowered to make),

and the exemption provided by that order may, as the relevant authority considers

[SECTION 996]

appropriate, be either for an indefinite or a limited period.”.

—An tAire Post, Fiontar agus Nuálaíochta.

115. In page 782, after line 45, to insert the following:

“(6) In this section “relevant authority” means—

(a) before the establishment day (within the meaning of the Charities Act 2009, the Commissioners of Charitable Donations and Bequests for Ireland; and

(b) on or after the foregoing day, the Charities Regulatory Authority.”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 1000

116. In page 785, lines 19 and 20, to delete “Article 1(13) of Directive 93/22/EEC” and substitute the following:

“point 14 of Article 4(1) of Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments”.

—An tAire Post, Fiontar agus Nuálaíochta.

117. In page 785, to delete lines 21 to 24 and substitute the following:

“ “securities” means transferable securities as defined in point 18 of Article 4(1) of Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments, with the exception of money market instruments as defined in point 19 of Article 4(1) of that Directive, having a maturity of less than 12 months.”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 1002

118. In page 786, line 34, column 1, after “State” to insert “and prohibition of certain activities”.

—An tAire Post, Fiontar agus Nuálaíochta.

119. In page 787, to delete lines 8 and 9.

—An tAire Post, Fiontar agus Nuálaíochta.

120. In page 787, to delete lines 25 to 28 and substitute the following:

“

Summary Approval Procedure	<i>Chapter 7 of Part 4</i> (save as it applies to— (a) a members’ voluntary winding up under <i>section 580</i> ; (b) an activity specified in <i>section 119</i> (prohibition on pre-acquisition profits or
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[SECTION 1002]

	losses being treated in holding company's financial statements as profits available for distribution); or (c) the making of a loan or quasi-loan or the doing of any other thing referred to in <i>section 240</i>).
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”.

An tAire Post, Fiontar agus Nuálaíochta.

SECTION 1019

121.In page 796, to delete lines 29 to 39 and substitute the following:

“(8) Where a PLC allots shares, it shall, within 30 days after the date of allotment, deliver particulars of the allotment in the prescribed form to the Registrar.”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 1030

122.In page 809, line 18, to delete “1 month” and substitute “30 days”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 1036

Section proposed to be deleted.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 1042

123.In page 819, line 37, to delete “*subsection (2)*” and substitute “*subsections (2)* to (2)*”.

—An tAire Post, Fiontar agus Nuálaíochta.

*[*This is a reference to a section proposed to be inserted by amendment 124.]*

124.In page 820, between lines 7 and 8, to insert the following:

“(2) Subject to *subsection (3)**, *section 83(6)(a)* shall not apply to a PLC.

(3) In either of the following 2 cases, namely—

- (a) a case in which the giving of particular financial assistance by a company (not being a PLC) has been authorised by the company's use of the Summary Approval Procedure; or
- (b) a case in which, before the commencement of this section, the giving of particular financial assistance by an existing company (not being a PLC) has been authorised by the company's use of the procedure contained in subsection (2) of section 60 of the Act of 1963 (and that subsection and subsections (3) to (11) of that section shall remain in force for the purposes of the particular transaction and for the purposes of, and incidental to, the court's jurisdiction to cancel the

[SECTION 1042]

special resolution concerned),

and—

- (i) following such authorisation, the company has applied to re-register, and has re-registered (whether under the prior Companies Acts or *Part 20*), as a PLC; and
- (ii) save where, by reason of the operation of *Chapter 7* of *Part 4* or, as the case may be, the foregoing subsections (3) to (11), the particular transaction may not be proceeded with,

then the giving by the PLC of the financial assistance (pursuant to the foregoing authority) shall be lawful.”.

—An tAire Post, Fiontar agus Nuálaíochta.

*[*This is the appropriate reference if this amendment is accepted.]*

SECTION 1088

125.In page 850, between lines 24 and 25, to insert the following:

“PLC may not dispense with holding of a.g.m.

1088. *Section 176(3) and (4)* (which relate to dispensing with the holding of an annual general meeting) shall not apply to a PLC.”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 1091

126.In page 851, between lines 36 and 37, to insert the following:

“Application of section 194 in relation to PLC

1091. *Section 194* shall apply to a PLC as if, in *subsection (1)*, after “Notwithstanding any provision to the contrary in this Part or in *Parts 1* to *3* or *5* to *14*”, there were inserted “and unless the Constitution provides otherwise”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 1168

127.In page 908, line 5, column 1, after “State” to insert “and prohibition of certain activities”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 1175

128.In page 913, to delete line 49, and in page 914, to delete lines 1 to 35 and substitute the following:

“(8) *Subsections (9) to (12)* have effect notwithstanding—

- (a) the repeal by the Act of 2001 of section 24, as originally enacted, of the Act of 1963 (the “original section 24”); or
- (b) the repeal by this Act of section 24, inserted by section 88(1) of the Act of 2001, of the Act of 1963 (the “substituted section 24”) or of the Act of 2001.

[SECTION 1175]

- (9) A licence that—
- (a) had been granted by the Minister pursuant to subsection (1) or (2) of the original section 24 to a company limited by guarantee; and
 - (b) is in force immediately before the commencement of this section,
- shall, on and from whichever thing referred to in *section 1185(5)(a)* or *(b)* happens first, continue to have effect but with the modification that it shall operate to exempt the company from the use of the words “company limited by guarantee” or “cuideachta faoi theorainn ráthaíochta” as part of its name and the publishing of its name.
- (10) Subsections (4) to (7) of the original section 24 shall continue in force in relation to the foregoing licence as if that section 24 had never been repealed, except that references in those subsections to the Minister, wherever occurring, shall be read as references to the Registrar.
- (11) An exemption that immediately before the repeal of the Act of 2001 operated, by virtue of the substituted section 24, in favour of a company limited by guarantee shall, on and from whichever thing referred to in *section 1185(5)(a)* or *(b)* happens first, continue to have effect but—
- (a) with the modification that it shall operate to exempt the company from the use of the words “company limited by guarantee” or “cuideachta faoi theorainn ráthaíochta” as part of its name and the publishing of its name; and
 - (b) subject to *subsection (12)*.
- (12) *Subsections (4) to (7)* shall, with the necessary modifications, apply to a foregoing exemption as they apply to an exemption under *subsection (1)*.
- (13) *Subsections (9) to (12)* are without prejudice to *section 1185(4)* (which saves for a limited period the effect of provisions of the prior Companies Acts (including section 88(2) of the Act of 2001) that impose a requirement, or confer an exemption from a requirement, with regard to the use of “limited” or “teoranta” or their abbreviations).
- (14) In relation to—
- (a) a CLG that avails itself of the exemption under *subsection (1)* or continues to avail itself of a licence or exemption referred to in *subsection (9)* or *(11)*; and
 - (b) an existing guarantee company (within the meaning of *section 1184*) that avails itself, during the period specified in *section 1185(4)*, of an exemption conferred by a provision of the prior Companies Acts with regard to the use of “limited” or “teoranta” or their abbreviations,
- section 152* shall have effect as if, in addition to the particulars specified in *subsection (2)(a) to (c)* of that section to be included on all business letters and order forms of the CLG, there were specified in that subsection the fact of the CLG being a limited company.
- (15) In this section “Act of 2001” means the Company Law Enforcement Act 2001.”

[SECTION 1175]

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 1184

129.In page 918, line 36, before “deeming” to insert “subject to certain exceptions,”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 1185

130.In page 919, line 37, after “*subsection (5)*” to insert “and subject, where appropriate, to *section 1175(9) to (12)**”.

—An tAire Post, Fiontar agus Nuálaíochta.

[This is a reference to the subsections proposed to be inserted by amendment 128.]

SECTION 1214

131.In page 926, lines 19 and 20, to delete all words from and including “(1) *Sections*” in line 19 down to and including “members.” in line 20 and substitute the following:

“(1) Without prejudice to *subsections (4)* to (6)* (which contain transitional provisions), *sections 348 and 349* shall not apply to a CLG if it satisfies the following conditions:

- (a) it has been formed for charitable purposes; and
- (b) it stands exempted from those sections by an order made by the relevant authority (which order the relevant authority is, by virtue of this section, empowered to make),

and the exemption provided by that order may, as the relevant authority considers appropriate, be either for an indefinite or a limited period.”.

—An tAire Post, Fiontar agus Nuálaíochta.

[This is a reference to the subsection proposed to be inserted by amendment 132.]

132.In page 927, to delete lines 1 to 6 and substitute the following:

“(4) *Sections 348 and 349* shall not apply to an existing guarantee company that, immediately before the commencement of this section, stood exempted from the requirements of section 128 of the Act of 1963 by virtue of subsection (4)(c) or (5) of that section, but this is subject to *subsections (5) and (6)*.”.

—An tAire Post, Fiontar agus Nuálaíochta.

133.In page 927, lines 11 and 12, to delete “*subsection (4)* of this section shall cease to apply to that company” and substitute “, thereupon, *sections 348 and 349* shall apply to that company”.

—An tAire Post, Fiontar agus Nuálaíochta.

134.In page 927, lines 20 and 21, to delete “Commissioners of Charitable Donations and Bequests for Ireland” and substitute “relevant authority”.

—An tAire Post, Fiontar agus Nuálaíochta.

135.In page 927, to delete lines 26 to 30 and substitute the following:

“then the relevant authority shall, by virtue of those circumstances, be empowered to declare in writing that *sections 348 and 349* shall, on and from a date specified in the

[SECTION 1214]

declaration, apply to that company and, where the relevant authority so declares, *sections 348 and 349* shall apply to that company on and from the date so specified.”.

—An tAire Post, Fiontar agus Nuálaíochta.

136. In page 927, to delete lines 51 and 52 and substitute the following:

“(9) In this section—

“existing guarantee company” has the same meaning as it has in *section 1184*;

“relevant authority” means—

(a) before the establishment day (within the meaning of the Charities Act 2009), the Commissioners of Charitable Donations and Bequests for Ireland; and

(b) on or after the foregoing day, the Charities Regulatory Authority.”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 1224

137. In page 931, line 17, column 1, after “State” to insert “and prohibition of certain activities”.

—An tAire Post, Fiontar agus Nuálaíochta.

138. In page 931, between lines 32 and 33, to insert the following:

“

Certain particulars to be shown on all business letters	<i>Section 152(2) to (4)</i>
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”.

—An tAire Post, Fiontar agus Nuálaíochta.

139. In page 931, between lines 32 and 33, to insert the following:

“

Majority written resolutions	<i>Section 195</i>
Supplemental provisions in relation to <i>section 195</i>	<i>Section 196</i>

”.

—An tAire Post, Fiontar agus Nuálaíochta.

140. In page 931, line 44, column 1, after “State” to insert “and prohibition of certain activities”.

—An tAire Post, Fiontar agus Nuálaíochta.

141. In page 932, between lines 13 and 14, to insert the following:

“

Certain particulars to be shown on all business letters	<i>Section 152(2) to (4)</i>
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”.

—An tAire Post, Fiontar agus Nuálaíochta.

[SECTION 1224]

142. In page 932, between lines 13 and 14, to insert the following:

“

Majority written resolutions	<i>Section 195</i>
Supplemental provisions in relation to <i>section 195</i>	<i>Section 196</i>

”

—An tAire Post, Fiontar agus Nuálaíochta.

143. In page 932, line 35, column 1 after “State” to insert “and prohibition of certain activities”.

—An tAire Post, Fiontar agus Nuálaíochta.

144. In page 933, between lines 15 and 16, to insert the following:

“

Certain particulars to be shown on all business letters	<i>Section 152(2) to (4)</i>
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”

—An tAire Post, Fiontar agus Nuálaíochta.

145. In page 933, between lines 16 and 17, to insert the following:

“

Majority written resolutions	<i>Section 195</i>
Supplemental provisions in relation to <i>section 195</i>	<i>Section 196</i>

”

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 1233

146. In page 938, between lines 36 and 37, to insert the following:

- “**1233.** (1) An unlimited company shall disclose by the filing of a notification with the Companies Registration Office a list of all members which are limited companies, and their respective number of allocated shares.
- (2) *Subsection (1)* shall apply to all body corporate members, wheresoever registered.
- (3) A transfer of shares to a new body corporate member which is a limited liability company shall not take effect until the notification referred to in *subsection (1)* has been filed with the Companies Registration Office.
- (4) Failure to file the notification referred to in *subsection (1)* may result, on application to the Court by any interested party, to the imposition of limited liability status on the unlimited company in question.”

—Mick Wallace.

SECTION 1296

147. In page 975, line 30, to delete “*subsection (9)*” and substitute “*subsection (10)*”.

—An tAire Post, Fiontar agus Nuálaíochta.

[SECTION 1345]

SECTION 1345

148. In page 1007, line 8, after “to” to insert “in”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 1351

Section proposed to be deleted.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 1401

149. In page 1044, line 22, to delete “1 month” and substitute “30 days”.

—An tAire Post, Fiontar agus Nuálaíochta.

150. In page 1044, line 27, to delete “1 month” and substitute “30 days”.

—An tAire Post, Fiontar agus Nuálaíochta.

SECTION 1428

151. In page 1056, line 1, after “takeover” to insert “or other relevant transaction”.

—An tAire Post, Fiontar agus Nuálaíochta.

152. In page 1056, line 4, after “takeover” to insert “or other relevant transaction”.

—An tAire Post, Fiontar agus Nuálaíochta.

153. In page 1056, line 6, after “takeover” to insert “or other relevant transaction”.

—An tAire Post, Fiontar agus Nuálaíochta.

NEW SECTION

154. In page 1056, after line 29, to insert the following:

“Disapplication of section 7 of Official Languages Act 2003

1430. (1) Section 7 of the Official Languages Act 2003 shall not apply in relation to this Act.

(2) The text of this Act shall be made available electronically in each of the official languages as soon as practicable after its enactment.”.

—An tAire Post, Fiontar agus Nuálaíochta.

SCHEDULE 2

155. In page 1059, between lines 7 and 8, to insert the following:

“

S.I. No. 137 of 1987	European Communities (Mergers and Divisions of Companies) Regulations 1987	The whole Statutory Instrument
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”.

—An tAire Post, Fiontar agus Nuálaíochta.

[SCHEDULE 5]

SCHEDULE 5

156. In page 1104, line 16, to delete “and” and substitute “or”.

—An tAire Post, Fiontar agus Nuálaíochta.