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*Number 44 of 2024*

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**Companies (Corporate Governance, Enforcement and Regulatory Provisions)  
Act 2024**

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*Number 44 of 2024*

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**COMPANIES (CORPORATE GOVERNANCE, ENFORCEMENT AND REGULATORY PROVISIONS) ACT 2024**

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[No. 44.]

*Companies (Corporate Governance,  
Enforcement and Regulatory Provisions) Act 2024.*

[2024.]

SCHEDULE 1

REPEALS

SCHEDULE 2

CONSEQUENTIAL AMENDMENTS

[2024.]

*Companies (Corporate Governance,  
Enforcement and Regulatory Provisions) Act 2024.*

[No. 44.]

ACTS REFERRED TO

Companies Act 2014 (No. 38)

Criminal Justice (Money Laundering and Terrorist Financing) Act 2010 (No. 6)

Industrial and Provident Societies (Amendment) Act 1978 (No. 23)

Industrial and Provident Societies Act 1893 (56 & 57 Vict., c. 39)

Probation of Offenders Act 1907 (7 Edw. 7 c. 17)

Registration of Business Names Act 1963 (No. 30)







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*Number 44 of 2024*

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**COMPANIES (CORPORATE GOVERNANCE, ENFORCEMENT AND REGULATORY PROVISIONS) ACT 2024**

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An Act to provide for the conduct of, and participation in, general meetings of a company or industrial and provident society by the use of electronic communications technology; to repeal certain provisions of the Companies Act 2014 and the Industrial and Provident Societies Act 1893; to provide for the circumstances in which a company is not entitled to an audit exemption under section 358 of the Companies Act 2014; to provide for the disapplication of the Probation of Offenders Act 1907 to an offence under section 343 of the Companies Act 2014; to make certain amendments to the rescue process for small and micro companies; to provide for additional grounds for involuntary strike off of companies; to extend the list of competent authorities to which the Authority may disclose information, books or documents under section 792 of the Companies Act 2014; to provide for an offence of obstructing, interfering with or impeding an officer of the Corporate Enforcement Authority; to enable the Irish Auditing and Accounting Supervisory Authority to use money paid into the reserve fund in accordance with section 919 of the Companies Act 2014 in the performance of its functions under section 934 of that Act; to enable the Irish Auditing and Accounting Supervisory Authority to issue an interim direction in certain circumstances; to enable specified bodies to disclose information to the Corporate Enforcement Authority under section 944Q of the Companies Act 2014; and for those purposes, and other purposes, to amend the Companies Act 2014, the Industrial and Provident Societies Act 1893, and the Registration of Business Names Act 1963. [12th November, 2024]

**Be it enacted by the Oireachtas as follows:**

PART 1

PRELIMINARY AND GENERAL

**Short title and commencement**

1. (1) This Act may be cited as the Companies (Corporate Governance, Enforcement and Regulatory Provisions) Act 2024.

- (2) This Act shall come into operation on such day or days as the Minister for Enterprise, Trade and Employment may by order or orders appoint either generally or with reference to any particular purpose or provision and different days may be so appointed for different purposes or different provisions, and for the repeal of different provisions of enactments effected by *section 3(1)*.

### Definition

2. In this Act, “Principal Act” means the Companies Act 2014.

### Repeals and amendments

3. (1) The enactments specified in *column (2)* of *Schedule 1* are repealed to the extent specified in *column (3)* of that Schedule.
- (2) Each provision specified in *column (3)* of *Schedule 2* of each Act specified in *column (2)* of that Schedule is amended in the manner specified in *column (4)* of that Schedule opposite the mention of that provision.

## PART 2

### AMENDMENT OF PRINCIPAL ACT

#### Amendment of section 2 of Principal Act

4. Section 2 of the Principal Act is amended, in subsection (1), by the insertion of the following definition:

“ ‘Registrar of Beneficial Ownership’ means the Registrar of Beneficial Ownership of Companies and Industrial and Provident Societies;”.

#### Amendment of section 15 of Principal Act

5. Section 15 of the Principal Act is amended by the insertion of the following definitions:

“ ‘Act of 2010’ means the Criminal Justice (Money Laundering and Terrorist Financing) Act 2010;

‘relevant authorisation’ means an authorisation within the meaning of Chapter 9 of Part 4 of the Act of 2010;

‘trust or company service provider’ has the same meaning as it has in Chapter 9 of Part 4 of the Act of 2010;”.

#### Amendment of section 35 of Principal Act

6. Section 35 of the Principal Act is amended—

(a) by the substitution of the following subsection for subsection (1):

“(1) A company may authorise an electronic filing agent to do the following acts on its behalf.”,

and

(b) by the insertion of the following subsections after subsection (7):

“(8) (a) The Registrar may, on application made to him or her by a person in the prescribed form, approve the person to act as an electronic filing agent for the purposes of this section, and a person so approved shall be known, and is in this Act referred to, as an ‘electronic filing agent’.

(b) Where an application under paragraph (a) is made by a trust or company service provider, the Registrar shall not grant approval under that paragraph unless the person is the holder of a relevant authorisation.

(c) The Registrar shall withdraw an approval granted under paragraph (a) where the person ceases to be the holder of a relevant authorisation.

(9) (a) The approval of a firm (not being a body corporate) by its firm name to act as an electronic filing agent for the purposes of this section shall operate as an approval of the following persons to act as electronic filing agent for the purposes of this section, namely those persons who are from time to time during the currency of the approval the partners in that firm as from time to time constituted.

(b) A firm approved under this section shall notify the Registrar in the prescribed form of any change in the partners in the firm as referred to in paragraph (a) during the currency of the approval.

(10) (a) Subject to paragraph (b), where the authorisation of an electronic filing agent under this section is notified to the Registrar in accordance with subsection (5) before the coming into operation of subsection (8), the electronic filing agent shall be deemed to be approved by the Registrar under subsection (8) to act as an electronic filing agent for the purposes of this section.

(b) Paragraph (a) shall not apply to an electronic filing agent that is a trust or company service provider unless the agent is the holder of a relevant authorisation.”.

#### **Execution of instruments consisting of several documents in like form**

7. The Principal Act is amended by the substitution of the following section for section 43A:

- “43A.** (1) Subsections (2) to (4) apply in relation to a company notwithstanding any provision of—
- (a) section 43(2)(b) or (3), or
  - (b) the company’s constitution.
- (2) As respects an instrument to be made or executed by a company, other than an instrument to which subsection (3) applies, such an instrument may consist of several documents in like form if—
- (a) one such document is signed by a person referred to in section 43(2)(b)(i),
  - (b) one such document is signed by a person referred to in section 43(2)(b)(ii), and
  - (c) one such document has the company’s seal affixed to it.
- (3) As respects an instrument to be made or executed by a registered person in exercise of the powers of a company, such an instrument may consist of several documents in like form if—
- (a) one such document is signed by the registered person,
  - (b) one such document is signed by a person referred to in section 43(2)(b)(i),
  - (c) one such document is signed by a person referred to in section 43(2)(b)(ii), and
  - (d) one such document has the company’s seal affixed to it.
- (4) An instrument consisting of several documents that comply with subsection (2) or (3) shall be valid and effective for all purposes as if the documents were, taken together, one document.”.

**Amendment of section 50 of Principal Act**

**8.** Section 50 of the Principal Act is amended—

- (a) in subsection (3), by the substitution of “shall, subject to section 50A, be given” for “shall be given”,
- (b) in subsection (4), by the substitution of—
  - (i) “Subject to subsection (5A), a company’s” for “A company’s”,
  - (ii) “specified registered office agent” for “specified agent”, and
  - (iii) “Registrar under subsection (7)” for “Registrar”,
- (c) in subsection (5), by the substitution of—
  - (i) “registered office agent” for “agent approved for that purpose”, and

- (ii) “registered office agent’s” for “agent’s”,
- (d) by the insertion of the following subsections after subsection (5):
- “(5A) A registered office agent may deliver a notice in the prescribed form to the Registrar stating that the registered office of the company is no longer care of the registered office agent, and on receipt of any such notification, the Registrar shall notify the directors and the secretary of the company (in this section referred to as a ‘relevant notice’) that—
- (a) a notification has been received from the registered office agent stating that the registered office of the company is no longer care of the registered office agent, and
- (b) the company’s registered office may no longer be constituted by the statement referred to in subsection (4) unless the company delivers to the Registrar, within 14 days after the date of the relevant notice, a declaration in writing by the registered office agent that the company’s registered office is care of that registered office agent.
- (5B) A relevant notice shall be delivered by ordinary prepaid post to the usual residential address, as recorded in the office of the Registrar, of the addressee concerned.”,
- (e) in subsection (6), by the substitution of “subsection (1) or (3)” for “this section”, and
- (f) by the insertion of the following subsections after subsection (6):
- “(7) (a) The Registrar may, on application made to him or her by a company in the prescribed form, approve the company to act as a registered office agent for the purposes of this section, and a company so approved shall be known, and is referred to in this Act, as a ‘registered office agent’.
- (b) Where an application under paragraph (a) is made by a trust or company service provider, the Registrar shall not grant approval under that paragraph unless the company is the holder of a relevant authorisation.
- (c) The Registrar shall withdraw an approval granted under paragraph (a) where the company ceases to be the holder of a relevant authorisation.
- (8) (a) Subject to paragraph (b), a company that, immediately before the coming into operation of subsection (7), stands approved by the Registrar for the purposes of subsection (4) shall be deemed to be approved by the Registrar under subsection (7) to act as a registered office agent for the purposes of this section.

- (b) Paragraph (a) shall not apply to a company that is a trust or company service provider unless it is the holder of a relevant authorisation.”.

**Registrar may request evidence of situation of registered office**

9. The Principal Act is amended by the insertion of the following section after section 50:

“50A. Without prejudice to section 24(4), the Registrar may request a company to provide such evidence of the situation of the company’s registered office as the Registrar requires for the purposes of—

- (a) satisfying himself or herself of the matters referred to in section 21(2),  
or  
(b) recording a change in the situation of the registered office of the company in accordance with section 50(3),

and where the Registrar has made such a request, he or she shall not register the constitution of the company under section 21 or record the change under section 50(3), as the case may be, unless such evidence is so provided.”.

**Amendment of section 132 of Principal Act**

10. Section 132 of the Principal Act is amended—

- (a) in subsection (1), by the substitution of “Subject to subsection (1A), if” for “If”,  
and  
(b) by the insertion of the following subsection after subsection (1):

“(1A) The court shall not grant leave referred to in subsection (1) unless the Authority is given at least 14 days’ notice of the making of the application for leave, and the Authority shall be entitled to appear and be heard at the hearing of such an application.”.

**Amendment of section 176 of Principal Act**

11. Section 176 of the Principal Act is amended—

- (a) in subsection (1), by the substitution of “Subject to section 176A and” for “Subject to”,  
(b) by the substitution of the following subsection for subsection (3):

“(3) That duty is to make provision for participation in any such meeting by the use of electronic communications technology in accordance with section 176A.”,

and

- (c) in subsection (4), by the substitution of “by the use of electronic communications technology in accordance with section 176A” for “using any technology that provides members, as a whole, with a reasonable opportunity to participate”.

### **Participation in general meetings by use of electronic communications technology**

**12.** The Principal Act is amended by the insertion of the following section after section 176:

**“176A.** (1) Save to the extent that the company’s constitution provides otherwise, a company need not hold a general meeting at a physical venue but may conduct the meeting wholly or partly by the use of electronic communications technology as long as all attendees have a reasonable opportunity to participate in the meeting in accordance with this section.

(2) Where a company conducts a general meeting wholly or partly by the use of electronic communications technology, it shall—

(a) make provision for participation in the meeting by providing or facilitating the use of electronic communications technology for that purpose, and

(b) ensure that any members who participate in the meeting using such technology are provided with the means to cast a vote without being physically present, either in person or by proxy, at the meeting.

(3) The use of electronic communications technology pursuant to subsection (2) may be made subject only to such requirements or restrictions put in place by the company as are necessary to ensure the identification of attendees and the security of the electronic communications technology, to the extent that such requirements or restrictions are proportionate to the achievement of those objectives.

(4) A company shall inform attendees, before the general meeting concerned, of any requirements or restrictions which it has put in place pursuant to subsection (3).

(5) A company that provides for the use of electronic communications technology for participation in a general meeting by an attendee shall ensure, as far as practicable, that—

(a) such technology—

(i) provides for the security of any electronic communications by the attendee,

(ii) minimises the risk of data corruption and unauthorised access, and

(iii) provides certainty as to the source of the electronic communications,

- (b) in the case of any failure of, or disruption to, such technology, that failure or disruption is remedied as soon as practicable, and
  - (c) such technology enables the attendee to—
    - (i) hear what is said by the chairperson of the meeting and any person introduced by the chairperson, and
    - (ii) speak and submit questions and comments during the meeting to the chairperson to the extent that the attendee is entitled to do so under the constitution of the company.
- (6) Any temporary failure of, or disruption to, electronic communications technology shall not invalidate the general meeting or any proceedings relating to the meeting.
- (7) Where the chairperson of the meeting is satisfied that a failure of, or disruption to, electronic communications technology—
  - (a) substantially interferes with the proceedings of the meeting or the participation of attendees as whole, and
  - (b) is not capable of being remedied during the meeting,he or she may adjourn the meeting.
- (8) Unless such failure or disruption is attributable to any wilful act of the company, a company shall not be liable in respect of any failure or disruption relating to the equipment used by an attendee to access a general meeting by electronic communications technology that occurs and which failure or disruption prevents or interferes with the attendee's participation, by way of such technology, in the meeting.
- (9) The Minister may, if he or she considers it appropriate, make further provision by regulations for all or any of the following in relation to general meetings to be held by way of electronic communications technology:
  - (a) the convening and conduct of the meetings;
  - (b) attendance at the meetings;
  - (c) access to, and participation, including voting, in the meetings.
- (10) A person who participates in a general meeting by the use of electronic communications technology shall be regarded as being present at the meeting, and for that purpose, a reference in this Act (howsoever expressed) to a member present in person or by proxy at a meeting shall be construed as including a reference to any member who participates, including by proxy, in that meeting by the use of electronic communications technology.
- (11) In this section and sections 176 and 187(9)—



‘attende’ in relation to a general meeting of a company, means any person entitled to attend at the meeting, including—

- (a) a member of the company,
- (b) a proxy of a member of the company,
- (c) an authorised person representing a body corporate under section 185,
- (d) a statutory auditor, or
- (e) a person entitled to attend the meeting by virtue of provisions in the constitution of the company or the terms of issue of debt securities issued by the company;

‘electronic communications technology’, in relation to a general meeting of a company, means technology that enables real time transmission and real time two-way audio-visual or audio communication enabling attendees to participate in the meeting using such technology;

‘general meeting’, in relation to a company, means—

- (a) an annual general meeting of the company,
- (b) an extraordinary general meeting of the company, or
- (c) a general meeting of holders of shares in the company of a particular class,

and includes a meeting referred to in paragraph (a), (b) or (c) that has been adjourned.”.

### **Amendment of section 181 of Principal Act**

**13.** Section 181 of the Principal Act is amended—

- (a) in paragraph (aa) of subsection (5), by the substitution of “meeting” for “meeting during the interim period”, and
- (b) by the insertion of the following subsection after subsection (6):

“(7) In this section and section 1103(2)(aa)—

‘electronic communications technology’ has the same meaning as it has in section 176A;

‘electronic platform’ means an electronic system for the delivery of electronic communications technology, including websites, access software and access telephone details or any other electronic technology that delivers such technology.”.

**Amendment of section 187 of Principal Act**

14. Section 187 of the Principal Act is amended—

- (a) in subsection (1), by the substitution of “Subsections (2) to (8) apply” for “Each provision of this section applies”,
- (b) in subsection (7), by the substitution of “Subject to subsection (9), unless” for “Unless”, and
- (c) by the insertion of the following subsection after subsection (8):

“(9) In the case of a meeting conducted wholly or partly by the use of electronic communications technology in accordance with section 176A, a resolution put to the vote of the meeting shall not be decided on a show of hands unless the chairperson of the meeting is of the opinion that he or she can—

- (a) identify the members participating in the meeting by the use of such technology who are entitled to vote, and
- (b) verify the content of voting instructions of those members relating to the resolution.”.

**Amendment of section 198 of Principal Act**

15. Section 198 of the Principal Act is amended, in subsection (1), by the substitution of “delivered by the company concerned to the Registrar in such manner and form as may be prescribed” for “forwarded by the company concerned to the Registrar”.

**Amendment of section 203 of Principal Act**

16. Section 203 of the Principal Act is amended, in subsection (3), by the substitution of “to the Registrar in such manner and form as may be prescribed” for “to the Registrar”.

**Amendment of section 204 of Principal Act**

17. Section 204 of the Principal Act is amended, in subsection (2), by the substitution of “to the Registrar in such manner and form as may be prescribed” for “to the Registrar”.

**Amendment of section 205 of Principal Act**

18. Section 205 of the Principal Act is amended, in subsection (4), by the substitution of “to the Registrar in such manner and form as may be prescribed” for “to the Registrar”.

**Amendment of section 206 of Principal Act**

19. Section 206 of the Principal Act is amended, in subsection (2), by the substitution of “to the Registrar in such manner and form as may be prescribed” for “to the Registrar”.

**Amendment of section 207 of Principal Act**

20. Section 207 of the Principal Act is amended, in subsection (2), by the substitution of “to the Registrar in such manner and form as may be prescribed” for “to the Registrar”.

**Amendment of section 343 of Principal Act**

21. Section 343 of the Principal Act is amended by the insertion of the following subsection after subsection (11):

“(11A) Section 1(1) of the Probation of Offenders Act 1907 shall not apply to an offence under this section.”.

**Audit exemption (non-group situation) not available in certain cases**

22. The Principal Act is amended by the substitution of the following section for section 363:

“**363.** (1) Subject to subsection (2), and notwithstanding that section 358 is complied with, a company is not entitled to the audit exemption referred to in that section in respect of its statutory financial statements for the 2 financial years immediately succeeding a financial year (in this section referred to as the ‘relevant financial year’) where the company—

- (a) failed to deliver to the Registrar, in compliance with section 343, the company’s annual return in respect of the relevant financial year, and
- (b) previously failed to deliver to the Registrar, in compliance with section 343, the company’s annual return in respect of any of the 5 financial years immediately preceding the relevant financial year.

(2) The following shall be disregarded for the purposes of paragraph (b) of subsection (1):

- (a) a failure by a company to deliver its annual return which is the company’s first annual return as referred to in section 349;
- (b) a failure by a company to deliver its annual return before the operative date.

(3) In this section, ‘operative date’ means the date of commencement of *section 22* of the *Companies (Corporate Governance, Enforcement and Regulatory Provisions) Act 2024*.”.

**Amendment of section 393 of Principal Act**

23. Section 393 of the Principal Act is amended, in subsection (2)—

- (a) in paragraph (b), by the substitution of “require,” for “require, and”,
- (b) in paragraph (c), by the substitution of “require, and” for “require.”, and

(c) by the insertion of the following paragraph after paragraph (c):

“(d) furnish the Authority with such copies of, or extracts from, those books and documents as the Authority may require, accompanied by a certificate of the statutory auditors, bearing their signatures, stating that the copies or extracts so furnished are a true copy of, or extract from, the original books or documents concerned.”.

#### **Amendment of section 430 of Principal Act**

**24.** Section 430 of the Principal Act is amended—

(a) in paragraph (b) of subsection (3), by the substitution of “7 days” for “30 days”, and

(b) by the insertion of the following subsection after subsection (3):

“(3A) (a) The receiver shall, on the request of a person referred to in paragraph (b), send to the person, not later than 7 days after the date of the request, the following information in the prescribed form:

(i) the terms upon which the receiver is entitled to remuneration in accordance with the instrument under which he or she stands appointed, including either—

(I) the amount to be paid by way of remuneration to the receiver in respect of his or her appointment, or

(II) where it is not practicable to ascertain that amount, the estimated amount expected to be paid by way of remuneration to the receiver in respect of his or her appointment,

or

(ii) where an order of the court is made under section 444, the amount fixed under that order to be paid by way of remuneration to the receiver.

(b) The following persons may make a request for the purposes of paragraph (a):

(i) a member of the company;

(ii) a creditor of the company;

(iii) such other persons as may be prescribed.

(c) The information required to be sent to a person under paragraph (a) may be sent by electronic means if—

(i) it is sent to an email address at which the person has agreed in writing to receive the information, and

- (ii) a record that the email has been sent is made for the sender by the email system used.”.

**Amendment of section 436 of Principal Act**

25. Section 436 of the Principal Act is amended—

- (a) in subsection (1), by the substitution of “prescribed form specifying the information referred to in subsection (1A)” for “prescribed form”,
- (b) by the insertion of the following subsection after subsection (1):

“(1A) The notice referred to in subsection (1) shall specify the following information:

- (a) the property of the company in respect of which the receiver is appointed;
- (b) the date of appointment of the receiver;
- (c) the nature of the appointment of the receiver in respect of the property concerned;
- (d) whether the company will continue to trade following the appointment of the receiver;
- (e) such further or other information as may be prescribed.”,

and

- (c) in subsection (2), by the substitution of “within 7 days after the date on which he or she so ceases” for “on so ceasing”.

**Amendment of section 441 of Principal Act**

26. Subsection (2) of section 441 of the Principal Act is amended, in paragraph (b), by the substitution of “7 days” for “30 days”.

**Remuneration of receivers**

27. The Principal Act is amended by the insertion of the following section after section 443:

“**443A.** Subject to section 444, a receiver has an entitlement to remuneration upon the terms agreed, fixed or otherwise set in the manner specified in the instrument under which he or she is appointed and the terms upon which the receiver has, in accordance with that instrument, such an entitlement may be expressed to be—

- (a) by way of a relevant percentage,
- (b) by reference to time expended in the conduct of the receivership, or
- (c) otherwise by reference to any method or thing.”.

**Amendment of section 444 of Principal Act**

28. Section 444 of the Principal Act is amended by the insertion of the following subsection after subsection (2):

“(2A) In fixing the amount to be paid by way of remuneration to a receiver under subsection (2), the court shall take the following into account:

- (a) the time properly required to be given by the person as receiver and by his or her assistants in attending to the company’s affairs;
- (b) the complexity (or otherwise) of the case;
- (c) any respects in which, in connection with the company’s affairs, there falls on the receiver any responsibility of an exceptional kind or degree;
- (d) the effectiveness with which the receiver appears to be carrying out, or to have carried out, his or her duties;
- (e) the value and nature of the property with which the receiver has to deal.”.

**Amendment of section 462 of Principal Act**

29. Section 462 of the Principal Act is amended by the substitution of the following paragraph for paragraph (b):

“(b) one, at least, of the merging companies is a private company limited by shares or a designated activity company limited by shares.”.

**Amendment of section 463 of Principal Act**

30. Section 463 of the Principal Act is amended by the substitution of the following subsection for subsection (2):

“(2) In this Chapter ‘merger by absorption’ means an operation whereby, on being dissolved and without going into liquidation, one or more companies transfers or transfer all of its or their assets and liabilities to a company that is the holder of the shares representing the capital of the first-mentioned company or companies.”.

**Amendment of section 558A of Principal Act**

31. Section 558A of the Principal Act is amended, in subsection (1)(b), by the substitution of the following subparagraph for subparagraph (ii) in the definition of “rescue period”:

“(ii) where a person appointed as the process adviser of an eligible company ceases to act under paragraph (a), (b), (c) or (d) of section 558ZX(1) and the directors of the eligible company do not appoint another person to be a process adviser under that

subsection, the date on which a notice delivered to the Registrar under paragraph (a) of section 558ZX(1A) is received by the Registrar;”.

**Amendment of section 558B of Principal Act**

32. Section 558B of the Principal Act is amended—

- (a) in subsection (1)(b), by the substitution of “wish it to avail” for “wish to avail”, and
- (b) in subsection (2)(d), by the substitution of “such a resolution be passed by the directors of” for “such a resolution be passed by”.

**Amendment of section 558C of Principal Act**

33. Section 558C of the Principal Act is amended, in subsection (4), by the substitution of the following paragraph for paragraph (h):

“(h) the expertise, brand, social and cultural importance and historic success of the eligible company;”.

**Amendment of section 558I of Principal Act**

34. Section 558I of the Principal Act is amended, in subsection (2), by the substitution of “subsection (4)” for “subsection (3)”.

**Amendment of section 558K of Principal Act**

35. Section 558K of the Principal Act is amended, in subsection (2)(a)(iii), by the substitution of “incurred by the eligible company” for “properly incurred by the process adviser”.

**Amendment of section 558R of Principal Act**

36. Section 558R of the Principal Act is amended, in subsection (1), by the substitution of “subsection (2)” for “subsection (3)”.

**Amendment of section 558Y of Principal Act**

37. Section 558Y of the Principal Act is amended, in subsection (5), by the substitution of “where” for “where eligible”.

**Amendment of section 558Z of Principal Act**

38. Section 558Z of the Principal Act is amended—

- (a) in subsection (5), by the substitution of “deliver notice in the prescribed form” for “deliver notice”, and

- (b) in subsection (6), by the substitution of “file notice in the prescribed form,” for “file notice”.

**Amendment of section 558ZA of Principal Act**

39. Section 558ZA of the Principal Act is amended, in subsection (3), by the substitution of the following paragraph for paragraph (c):

“(c) the Authority.”.

**Amendment of section 558ZC of Principal Act**

40. Section 558ZC of the Principal Act is amended by the insertion of the following subsections after subsection (6):

“(7) Where a process adviser receives notice of the filing of an objection to a rescue plan under subsection (2)(a), he or she shall, within 5 days after receipt of that notice, notify the Registrar in the prescribed form of the filing of the objection.

(8) A person who fails to comply with a requirement imposed by subsection (7) shall be guilty of a category 3 offence.”.

**Amendment of section 558ZD of Principal Act**

41. Section 558ZD of the Principal Act is amended, in subsection (3)(b), by the substitution of “rescue plan, or” for “rescue plan, and”.

**Amendment of section 558ZK of Principal Act**

42. Section 558ZK of the Principal Act is amended—

(a) by the designation of the section as subsection (1), and

(b) by the insertion of the following subsections after subsection (1):

“(2) Where the appointment of the process adviser is terminated under paragraph (b) of subsection (1), he or she shall, within 5 days after the date referred to in that subsection, deliver a notice in the prescribed form confirming the termination of his or her appointment in accordance with that subsection to—

(a) the Registrar, and

(b) the office of the relevant court.

(3) A person who fails to comply with a requirement imposed by subsection (2) shall be guilty of a category 3 offence.”.



**Amendment of section 558ZM of Principal Act**

43. Section 558ZM of the Principal Act is amended, in subsection (4), by the substitution of “the rights of persons who have *bona fide*” for “the rights of persons who have a *bona fide*”.

**Amendment of section 558ZN of Principal Act**

44. Section 558ZN of the Principal Act is amended—
- (a) by the substitution of “Authority” for “Director” in each place where it occurs, and
  - (b) in subsection (2), by the substitution of “where it considers it necessary” for “where he or she considers it necessary”.

**Amendment of section 558ZO of Principal Act**

45. Section 558ZO of the Principal Act is amended, in subsection (1), by the substitution of “Authority” for “Director”.

**Amendment of section 558ZR of Principal Act**

46. Section 558ZR of the Principal Act is amended—
- (a) by the substitution of “Authority” for “Director of Corporate Enforcement” in each place where it occurs,
  - (b) in subsection (3), by the substitution of the following paragraph for paragraph (b):
    - “(b) give to him or her such access to, and facilities for inspecting and taking copies of, such documents, being documents in the possession or under the control of the process adviser and relating to the matter in question, as he or she may require.”,
  - (c) by the substitution of the following subsection for subsection (4):
    - “(4) Where a foregoing report is made by the process adviser, the process adviser shall also report the matter to the Authority forthwith.”,and
  - (d) by the substitution of the following subsection for subsection (5):
    - “(5) Where a matter is reported by the process adviser under subsection (4) to the Authority, the process adviser shall—
      - (a) provide to the Authority such information relating to the matter in question as it may require, and
      - (b) give to the Authority such access to, and facilities for inspecting and taking copies of, such documents, being documents in the

possession or under the control of the process adviser and relating to the matter in question, as it may require.”.

**Amendment of section 558ZW of Principal Act**

47. Section 558ZW of the Principal Act is amended, in subsection (4)(a), by the substitution of “copy of the notice in such form or manner as may be prescribed” for “copy of the notice”.

**Amendment of section 558ZX of Principal Act**

48. Section 558ZX of the Principal Act is amended—

- (a) by the insertion of the following subsection after subsection (1):

“(1A) Where the directors of the eligible company do not pass a resolution appointing a new process adviser they shall, as soon as practicable and in any case not later than 7 days after becoming aware of the process adviser ceasing to act, deliver a notice in the prescribed form confirming that they have not passed such a resolution to—

(a) the Registrar, and

(b) the office of the relevant court.”,

- (b) in subsection (2)(a), by the substitution of “notice of the appointment in the prescribed form” for “notice of the appointment”, and

- (c) by the insertion of the following subsection after subsection (9):

“(10) A person who fails to comply with a requirement imposed by subsection (1), (1A) or (2) shall be guilty of a category 3 offence.”.

**Amendment of section 558ZY of Principal Act**

49. Section 558ZY of the Principal Act is amended—

- (a) by the insertion of the following subsection after subsection (4):

“(4A) Where a process adviser does not make use of the services of the staff and facilities of the eligible company in accordance with subsection (4), the relevant court may request a written report from the process adviser stating the reasons for not doing so.”,

and

- (b) in subsection (5), by the substitution of “subsection (4) and any written report provided to it in accordance with subsection (4A)” for “subsection (4)”.

**Amendment of section 558ZAD of Principal Act**

50. Section 558ZAD of the Principal Act is amended, in subsection (1), by the substitution of

the following paragraph for paragraph (c):

“(c) the Authority,”.

**Amendment of section 592 of Principal Act**

51. Section 592 of the Principal Act is amended, in subsection (1), by the substitution of “notice in the prescribed form” for “notice”.

**Amendment of section 641 of Principal Act**

52. Section 641 of the Principal Act is amended, in subsection (2), by the substitution of “notice in the prescribed form” for “notice in writing”.

**Amendment of section 680 of Principal Act**

53. Section 680 of the Principal Act is amended—

- (a) in subsection (3), by the substitution of “account in the prescribed form” for “account”, and
- (b) in subsection (6), by the substitution of “account in the prescribed form” for “account”.

**Amendment of section 683 of Principal Act**

54. Section 683 of the Principal Act is amended by the insertion of the following subsection after subsection (2):

“(2A) The liquidator’s obligations under this Part in respect of an insolvent company shall continue to apply to him or her until the conclusion of all proceedings relating to an application for a declaration under section 819(1) restricting a director from being a director of a company, including until the conclusion of any appeal in relation thereto.”.

**Amendment of section 705 of Principal Act**

55. Section 705 of the Principal Act is amended, in subsection (4), by the substitution of “shall, in the prescribed form” for “shall”.

**Amendment of section 706 of Principal Act**

56. Section 706 of the Principal Act is amended, in subsection (4), by the substitution of “shall, in the prescribed form” for “shall”.

**Amendment of section 723 of Principal Act**

57. Section 723 of the Principal Act is amended—

- (a) in subsection (3), by the substitution of “Authority forthwith” for “Authority”, and
- (b) in subsection (7), by the substitution of “Authority forthwith” for “Authority”.

**Insertion of sections 724A and 724B in Principal Act**

58. The Principal Act is amended by the insertion of the following sections before section 725:

**“Interpretation (Part 12)**

**724A.** In this Part, ‘RBO Regulations’ means the European Union (Anti-Money Laundering: Beneficial Ownership of Corporate Entities) Regulations 2019 (S.I. No. 110 of 2019).

**Disclosure of Information by Registrar of Beneficial Ownership**

**724B.** For the purposes of this Part, the Registrar of Beneficial Ownership may give a notice in writing to the Registrar stating that the company has failed to deliver the information required by paragraph (1) or (2) of Regulation 20 of the RBO Regulations.”.

**Amendment of section 726 of Principal Act**

59. Section 726 of the Principal Act is amended—

- (a) in paragraph (f), by the substitution of “company;” for “company.”, and
- (b) by the insertion of the following paragraphs after paragraph (f):
  - “(g) the Registrar has sent a notice to the directors and secretary of the company under section 50(5A) and the company has failed to deliver to the Registrar—
    - (i) a declaration as requested in that notice within the period specified in paragraph (b) of that subsection, or
    - (ii) a notice of a change in the situation of the registered office of the company under section 50(3);
  - (h) a current secretary of the company is not recorded in the office of the Registrar;
  - (i) the Registrar of Beneficial Ownership has given a notice to the Registrar, in accordance with section 724B, of the company’s failure to deliver the information required by paragraph (1) or (2) of Regulation 20 of the RBO Regulations.”.

**Amendment of section 727 of Principal Act**

60. Section 727 of the Principal Act is amended—

- (a) in subsection (1), by the substitution of “paragraphs (a) to (i)” for “paragraphs (a) to (f)”,
- (b) in subsection (2)(a), by the substitution of “paragraph (b) or subsection (3A)” for “paragraph (b)”,
- (c) in subsection (3)—
  - (i) by the substitution of “Except where subsection (3A) applies, the Registrar shall” for “The Registrar shall”, and
  - (ii) by the substitution of “current directors and secretary” for “current directors”,
 and
- (d) by the insertion of the following subsections after subsection (3):
  - “(3A) If the ground for striking off is that set out in section 726(g), the Registrar shall send the notice by prepaid ordinary post to such persons, if any, as are recorded by the office of the Registrar as being the current directors and secretary of the company.
  - (3B) The address to which a notice under subsection (3A) is sent shall be the usual residential address of the addressee concerned, as recorded in the office of the Registrar.”.

#### **Amendment of section 728 of Principal Act**

- 61.** Section 728 of the Principal Act is amended, in subsection (3), by the substitution of “any of paragraphs (d) to (i) of section 726” for “section 726(d), (e) or (f)”.

#### **Amendment of section 729 of Principal Act**

- 62.** Section 729 of the Principal Act is amended—

- (a) in paragraph (e), by the substitution of “company;” for “company.”, and
- (b) by the insertion of the following paragraphs after paragraph (e):
  - “(f) in the case of the ground for striking off set out in section 726(g), the delivery to the Registrar of—
    - (i) a declaration referred to in section 50(5A)(b), or
    - (ii) a notice of a change in the situation of the registered office of the company under section 50(3);
  - (g) in the case of the ground for striking off set out in section 726(h), the notification to the Registrar under section 149(8) of the change in the secretary of the company;
  - (h) in the case of the ground for striking off set out in section 726(i), the delivery to the Registrar of Beneficial Ownership of the

information that the company is required to deliver under paragraph (1) or (2) of Regulation 20 of the RBO Regulations.”

#### **Amendment of section 737 of Principal Act**

**63.** Section 737 of the Principal Act is amended in subsection (2)—

- (a) in paragraph (b), by the substitution of “company;” for “company; and”,
- (b) in paragraph (c), by the substitution of “company;” for “company.”, and
- (c) by the insertion of the following paragraphs after paragraph (c):

“(d) the Registrar is satisfied that section 50(1) is being complied with in relation to the company;

(e) the Registrar is satisfied that section 129(1) is being complied with in relation to the company;

(f) if the ground, or one of the grounds, on which the company had been struck off the register is that referred to in section 726(i), the Registrar has received written confirmation from the Registrar of Beneficial Ownership that he or she has no objection to the company being restored under this section.”

#### **Amendment of section 740 of Principal Act**

**64.** Section 740 of the Principal Act is amended, in subsection (2)—

- (a) in paragraph (c), by the substitution of “section 137;” for “section 137.”, and
- (b) by the insertion of the following paragraphs after paragraph (c):

“(d) in the case of the ground for striking off set out in section 726(g)—

(i) a declaration referred to in section 50(5A)(b), or

(ii) a notice of a change in the situation of the registered office of the company under section 50(3),

is delivered to the Registrar;

(e) in the case of the ground for striking off set out in section 726(h), the company appoints a secretary and delivers to the Registrar the notification and consent required by sections 149(8) and 149(10), respectively;

(f) in the case of the ground for striking off set out in section 726(i), the company delivers the information required to be delivered under paragraph (1) or (2) of Regulation 20 of the RBO Regulations to the Registrar of Beneficial Ownership.”

**Amendment of section 792 of Principal Act**

65. Section 792 of the Principal Act is amended—

- (a) in subsection (1), by the substitution of “consent of the company, if the Authority considers that the information, book or document is required for a purpose specified in paragraph (a), (b) or (c) of section 944P(3)” for “consent of the company”, and
- (b) in subsection (2), by the insertion of the following paragraphs after paragraph (h):
  - “(ha) the Registrar of Beneficial Ownership;
  - (hb) the Registrar of Friendly Societies;
  - (hc) the Charities Regulatory Authority;
  - (hd) the Competition and Consumer Protection Commission;
  - (he) the Data Protection Commission;
  - (hf) the Insolvency Service of Ireland;
  - (hg) Office of the Protected Disclosures Commissioner;
  - (hh) the Criminal Assets Bureau;”.

**Offence of obstructing, interfering with or impeding officer of Authority**

66. The Principal Act is amended by the insertion of the following section after section 793:

- “793A. A person shall be guilty of a category 2 offence if that person obstructs or interferes with an officer of the Authority in the course of exercising a power conferred on the officer by this Act or impedes the exercise by the officer of such a power.”.

**Amendment of section 795 of Principal Act**

67. Section 795 of the Principal Act is amended—

- (a) in subsection (4), by the substitution of “14 days” for “7 days”, and
- (b) in subsection (6)(b), by the substitution of “person or persons” for “person”.

**Amendment of section 819 of Principal Act**

68. Section 819 of the Principal Act is amended by the substitution of the following subsection for subsection (7):

- “(7) A prescribed officer of the court shall ensure that the prescribed particulars of a declaration under this section are provided to the Registrar and the Authority in the prescribed form and manner (if any) within 28 days after the perfection of the declaration made by the court under subsection (1).”.

**Amendment of section 823 of Principal Act**

69. Section 823 of the Principal Act is amended—

- (a) in subsection (2)(a), by the substitution of “Registrar and the Authority within 28 days of the perfection of the order granting the relief” for “Registrar”, and
- (b) in subsection (3)(a), by the substitution of “the Registrar and the Authority are notified within 28 days after the perfection of the order granting the relief” for “the Registrar is notified”.

**Amendment of section 863 of Principal Act**

70. Section 863 of the Principal Act is amended by the substitution of the following subsection for subsection (2):

- “(2) In any case to which this section applies, a prescribed officer of the court shall ensure that the Registrar and the Authority are given the prescribed particulars of the order, relief or conviction, in such form and manner as may be prescribed, within 28 days after—
- (a) the perfection of a disqualification order under paragraph (a) of subsection (1),
  - (b) the perfection of an order granting or varying relief under paragraph (b), of subsection (1), or
  - (c) the date of a conviction under subsection (1)(c).”.

**Information on composition of board of directors by reference to gender**

71. The Principal Act is amended by the insertion of the following section after section 888A:

- “888B. (1) A company may, when delivering its annual return under this Act, submit information to the Registrar in the prescribed form in relation to the composition of its board of directors by reference to gender.
- (2) Subject to subsection (3), the Registrar shall provide any information submitted under subsection (1) to the Minister.
  - (3) Information provided to the Minister under subsection (2) shall exclude any information that may identify or could reasonably lead to the identification of an individual or a company.
  - (4) The Minister may publish information provided under subsection (2) in such form and manner as the Minister considers appropriate.
  - (5) Any information submitted by a company to the Registrar under this section shall not form part of the annual return of the company.”.



**Amendment of section 891 of Principal Act**

72. Section 891 of the Principal Act is amended by the insertion of the following subsection after subsection (1):

“(1A) The Registrar may enter into an agreement with a person, on payment of a prescribed fee by that person, for the use by that person of, and the publication and distribution by that person to third parties of, either or both—

- (a) documents referred to in subsection (1)(a), and
- (b) data derived from such documents.”.

**Amendment of section 905 of Principal Act**

73. Section 905 of the Principal Act is amended, in subsection (2)—

(a) by the substitution of the following paragraph for paragraph (c):

“(c) require changes to and to approve—

- (i) the investigation and disciplinary procedures and standards of each prescribed accountancy body, and
- (ii) any amendments to the approved investigation and disciplinary procedures and standards of each prescribed accountancy body,”,

and

(b) by the insertion of the following paragraph after paragraph (c):

“(ca) require changes to—

- (i) the constitution and bye laws of each prescribed accountancy body, and
- (ii) any amendments to the constitution or bye laws of each prescribed accountancy body.”.

**Amendment of section 915 of Principal Act**

74. Section 915 of the Principal Act is amended—

(a) by the substitution of the following subsection for subsection (2):

“(2) The Supervisory Authority may use money set aside for or paid into the reserve fund in accordance with section 919 only for the purpose of meeting expenses incurred by it in performing its functions under sections 933 and 934, and may not use any other money received by it for that purpose.”,

and

(b) by the deletion of subsection (3).

**Amendment of section 930 of Principal Act**

75. Section 930 of the Principal Act is amended, in subsection (2), by the deletion of paragraphs (c) and (d).

**Amendment of section 934 of Principal Act**

76. Section 934 of the Principal Act is amended, in subsection (8), by the substitution of “constitution” for “approved constitution”.

**Interim direction required to protect public**

77. The Principal Act is amended by the insertion of the following section after section 934A:

“934AA. (1) Subject to subsection (3), the Supervisory Authority may issue a direction referred to in subsection (2) (in this section referred to as an ‘interim direction’) to a specified person where the Supervisory Authority is of the opinion that the nature or gravity of the possible relevant contravention committed by the specified person warrants, in the interest of protecting the public, the issuing of such a direction.

- (2) An interim direction may be specified by the Supervisory Authority to apply in relation to all of the specified person’s audit files or audit engagements or to only certain categories thereof, and may require all or any of the following:
- (a) the review by a statutory auditor, other than the specified person, of the specified person’s audit files (either before or after the signing by the specified person of the statutory auditors’ report to which each such file relates), and each such review, once completed, shall be provided to the Supervisory Authority by the specified person;
  - (b) the notification to the Supervisory Authority by the specified person of any new audit engagement accepted by the specified person;
  - (c) the approval of the Supervisory Authority to be obtained by the specified person before accepting any new audit engagement.
- (3) Before issuing an interim direction to a specified person under subsection (1), the Supervisory Authority shall give the specified person notice (in this section referred to as ‘advance notice’) of the proposal to issue the interim direction, and the advance notice shall—
- (a) specify the act or omission constituting the possible relevant contravention referred to in subsection (1) to which the proposed interim direction relates,
  - (b) specify the requirement referred to in subsection (2) with which it is proposed that the specified person be required to comply, and

- (c) inform the specified person that he or she may make representations to the Supervisory Authority in respect of the proposed interim direction in accordance with subsection (4).
- (4) A specified person who is given an advance notice may, within 21 days from the date of receipt of the notice, make representations to the Supervisory Authority about the proposal to issue an interim direction.
- (5) The Supervisory Authority shall consider any representations made to it under subsection (4) and, within 21 days from the date by which representations are to be made under subsection (4), decide whether to proceed with the issuing of the interim direction.
- (6) An interim direction shall—
  - (a) be in writing,
  - (b) specify the act or omission constituting the possible relevant contravention referred to in subsection (1) to which the interim direction relates,
  - (c) specify the requirement referred to in subsection (2) with which the specified person is required to comply for so long as the interim direction has effect,
  - (d) contain information in relation to the date on which the interim direction will cease to have effect under subsection (7),
  - (e) contain information regarding the making of a request under subsection (10),
  - (f) contain information regarding the bringing of an appeal under subsection (11), and
  - (g) include such additional matters (if any) as the Authority considers appropriate.
- (7) An interim direction shall have effect from the date on which it is issued until the earliest of the following:
  - (a) the date on which the Supervisory Authority—
    - (i) makes a decision under section 934(8) or (9), or
    - (ii) decides not to proceed with an investigation under section 934, in relation to the possible relevant contravention referred to in subsection (1) to which the direction relates;
  - (b) the date that is 18 months after the date of the issuing of the direction;
  - (c) the date on which the direction is withdrawn by the Supervisory Authority under subsection (8).

- (8) The Supervisory Authority may withdraw an interim direction at any time, as the Supervisory Authority considers appropriate.
- (9) Without prejudice to the generality of subsection (8), the Supervisory Authority shall consider whether to withdraw an interim direction under subsection (8)—
  - (a) within 6 months after the date of the issuing of the interim direction, and
  - (b) thereafter, at intervals not exceeding 6 months.
- (10) A specified person the subject of an interim direction that has effect may request, at any time, that the Supervisory Authority withdraw the direction on the basis of information, to be provided by the specified person with the request, that has not previously been brought to the attention of the Supervisory Authority.
- (11) A specified person the subject of an interim direction may appeal to the court against the decision to issue the direction at any time during which the direction has effect.
- (12) This section shall not operate to prevent the issuing of a further interim direction under this section after an interim direction has ceased to have effect under subsection (7).”.

**Amendment of section 941 of Principal Act**

- 78.** Section 941 of the Principal Act is amended, in subsection (1), by the substitution of “section 931B(5), 933(10) or (12), 934(11) or (13) or 934AA(11)” for “section 931B(5), 933(10) or (12) or 934(11) or (13)”.

**Amendment of section 944A of Principal Act**

- 79.** Section 944A of the Principal Act is amended by the substitution of the following definition for the definition of “chairperson”:

“ ‘chairperson’ means the chairperson of the Authority, being—

- (a) the chairperson appointed under section 944G(1) or (3), or
- (b) the chairperson under section 944G(4);”.

**Amendment of section 944G of Principal Act**

- 80.** Section 944G of the Principal Act is amended by the substitution of the following subsection for subsection (4):

“(4) Where the Authority consists of one Member, that Member shall be chairperson.”.

**Amendment of section 944I of Principal Act**

**81.** Section 944I of the Principal Act is amended—

(a) by the substitution of the following subsection for subsection (1):

“(1) Where one Member only stands appointed for the time being under section 944F, the Minister may authorise in writing a person (which may be a member of staff of the Authority) to perform the functions of a Member and of the chairperson during any period when that Member is absent from duty or absent from the State or is, for any other reason, unable to perform the functions of a Member and the chairperson.”,

(b) in subsection (2), by the substitution of “of a Member and of the chairperson” for “of a Member”, and

(c) by the substitution of the following subsection for subsection (5):

“(5) A person in respect of whom an authorisation under this section is in force may perform the functions of a Member and the chairperson under this Act and, for that purpose, references in this Chapter and in Schedule 22—

(a) to a Member, other than in sections 944F(3), 944H(2) and 944L, and

(b) to the chairperson, other than in sections 944G(1) and 944G(3), shall be construed as including references to that person.”.

**Amendment of section 944O of Principal Act**

**82.** Section 944O of the Principal Act is amended—

(a) in subsection (2), by the substitution of “the chairperson” for “a Member”,

(b) in subsection (3), by the substitution of “The chairperson” for “A Member”,

(c) in subsection (4)—

(i) by the substitution of “the chairperson” for “a Member”, and

(ii) by the substitution of “the chairperson” for “the Member”,

(d) in subsection (5), by the substitution of “the chairperson” for “the Member” in each place where it occurs,

(e) in subsection (6), by the substitution of “the chairperson” for “the Member”,

(f) in subsection (7), by the substitution of “the chairperson” for “the Member”,

(g) in subsection (8), by the substitution of “the chairperson” for “a Member”, and

(h) by the deletion of subsection (9).

**Amendment of section 944Q of Principal Act**

**83.** Section 944Q of the Principal Act is amended—

(a) in subsection (1)—

(i) in paragraph (g), by the substitution of “societies,” for “societies, or”, and

(ii) by the insertion of the following paragraphs after paragraph (g):

“(ga) the Registrar of Beneficial Ownership,

(gb) the Charities Regulatory Authority,

(gc) the Minister for Social Protection,

(gd) the Data Protection Commission,

(ge) Office of the Protected Disclosures Commissioner,

(gf) the Criminal Assets Bureau, or”,

and

(b) in subsection (2), by the substitution of “(a) to (gf)” for “(a) to (g)”.

**Amendment of section 1062 of Principal Act**

**84.** Section 1062 of the Principal Act is amended by the substitution of the following subsection for subsection (4):

“(4) A notice under this section shall require any information given in response to the notice to be given in writing within such reasonable period as may be specified in the notice, which period shall not exceed 5 days.”.

**Record date for participation and voting in general meeting**

**85.** The Principal Act is amended by the substitution of the following section for section 1087G:

“**1087G.** (1) The provisions of section 1105 shall apply to general meetings held by a relevant issuer with the modification that ‘record date’ (as that expression is used in that section) in relation to a relevant issuer shall be close of business on the day before a date not more than 72 hours before the general meeting to which it relates.

(2) Subject to subsection (3), where a meeting referred to in subsection (1) is adjourned, the record date for the adjourned meeting shall be the same record date as for the original meeting.

(3) Where—

(a) a meeting referred to in subsection (1) is adjourned for 14 days or more, and

- (b) notice of the adjourned meeting is given to members,  
the record date for the adjourned meeting shall be close of business on the day before a date not more than 72 hours before the adjourned meeting to which it relates.”.

**Application of section 176A in relation to PLCs**

86. The Principal Act is amended by the insertion of the following section after section 1098:

- “1098A. The application of section 176A to a PLC is in addition and without prejudice to the application of section 1106 in the case of a traded PLC.”.

**Amendment of section 1129 of Principal Act**

87. Section 1129 of the Principal Act is amended—

- (a) by the substitution of the following subsection for subsection (2):

“(2) In this Chapter ‘merger by absorption’ means an operation whereby, on being dissolved and without going into liquidation, one or more companies transfers or transfer all of its or their assets and liabilities to a company that is the holder of all the shares representing the capital of the first-mentioned company or companies.”,

and

- (b) in subsection (3), by the substitution of “the first-mentioned company or companies” for “the first-mentioned company” in each place where it occurs.

**Amendment of section 1551 of Principal Act**

88. Section 1551 of the Principal Act is amended in subsection (13)—

- (a) in paragraph (a), by the deletion of “(in such case the entity shall disclose on its website which body carries out those functions and how that body is composed)”,  
and

- (b) in paragraph (b)—

(i) in subparagraph (ii), by the substitution of “market;” for “market.”, and

(ii) by the insertion of the following subparagraph after subparagraph (ii):

“(iii) it shall disclose which body carries out the equivalent functions referred to in paragraph (a) and how such body is composed—

(I) on its website,

(II) in any annual report published by it, or

(III) in an annual return or other periodic statement delivered by it to the Registrar or the Central Bank.”.

## PART 3

## AMENDMENT OF OTHER ACTS OF OIREACHTAS

**Participation in general meetings by use of electronic communications technology**

89. The Industrial and Provident Societies Act 1893 is amended by the substitution of the following section for section 14B:

- “14B. (1) Save to the extent that the rules of the registered society provide otherwise, a registered society need not hold a general meeting at a physical venue but may conduct the meeting wholly or partly by the use of electronic communications technology as long as all attendees have a reasonable opportunity to participate in the meeting in accordance with this section.
- (2) Where a registered society conducts a general meeting wholly or partly by the use of electronic communications technology, it shall—
- (a) make provision for participation in the meeting by providing or facilitating the use of electronic communications technology for that purpose, and
- (b) ensure that any members who participate in the meeting using such technology are provided with the means to cast a vote without being physically present, either in person or by proxy, at the meeting.
- (3) The use of electronic communications technology pursuant to subsection (2) may be made subject only to such requirements or restrictions put in place by the registered society as are necessary to ensure the identification of attendees and the security of the electronic communications technology, to the extent that such requirements or restrictions are proportionate to the achievement of those objectives.
- (4) A registered society shall inform attendees, before the general meeting concerned, of any requirements or restrictions which it has put in place pursuant to subsection (3).
- (5) A registered society that provides for the use of electronic communications technology for participation in a general meeting by an attendee shall ensure, as far as practicable, that—
- (a) such technology—
- (i) provides for the security of any electronic communications by the attendee,
- (ii) minimises the risk of data corruption and unauthorised access, and



- (iii) provides certainty as to the source of the electronic communications,
- (b) in the case of any failure of, or disruption to, such technology, that failure or disruption is remedied as soon as practicable, and
- (c) such technology enables the attendee to—
  - (i) hear what is said by the chairperson of the meeting and any person introduced by the chairperson, and
  - (ii) speak and submit questions and comments during the meeting to the chairperson to the extent that the attendee is entitled to do so under the rules of the society.
- (6) Any temporary failure of, or disruption to, electronic communications technology shall not invalidate the general meeting or any proceedings relating to the meeting.
- (7) Where the chairperson of the meeting is satisfied that a failure of, or disruption to, electronic communications technology—
  - (a) substantially interferes with the proceedings of the meeting or the participation of attendees as whole, and
  - (b) is not capable of being remedied during the meeting,he or she may adjourn the meeting.
- (8) Unless such failure or disruption is attributable to any wilful act of the registered society, a registered society shall not be liable in respect of any failure or disruption relating to the equipment used by an attendee to access a general meeting by electronic communications technology that occurs and which failure or disruption prevents or interferes with the attendee's participation, by way of such technology, in the meeting.
- (9) The notice of a general meeting given by a registered society in accordance with its rules, in the case of a meeting proposed to be held wholly or partly by the use of electronic communications technology, shall specify—
  - (a) the electronic platform to be used for the meeting,
  - (b) details for access to the electronic platform,
  - (c) the time and manner by which an attendee must confirm his or her intention to attend the meeting,
  - (d) any requirements or restrictions which the society has put in place in order to identify attendees who intend to attend the meeting,
  - (e) the procedure for attendees to communicate questions and comments before and during the meeting, and

- (f) the procedure to be adopted for voting on resolutions proposed to be passed at the meeting.
- (10) (a) The Minister may, if he or she considers it appropriate, by regulations make further provision for all or any of the following in relation to general meetings to be held by way of electronic communications technology:
- (i) the convening and conduct of the meetings;
  - (ii) attendance at the meetings;
  - (iii) access to, and participation, including voting, in the meetings.
- (b) Every regulation made by the Minister under this section shall be laid before each House of the Oireachtas as soon as may be after it is made and, if a resolution annulling the regulation is passed by either such House within the next 21 days on which that House sits after the regulation is laid before it, the regulation shall be annulled accordingly, but without prejudice to the validity of anything previously done thereunder.
- (11) Each member and, where the rules of a registered society allow for a proxy, each proxy, shall be counted in the quorum where they attend a general meeting by way of electronic communications technology in accordance with this section.
- (12) A person who participates in a general meeting by the use of electronic communications technology shall be regarded as being present at the meeting, and for that purpose, a reference in this Act or in the Industrial and Provident Societies (Amendment) Act 1978 (howsoever expressed) to a member having participated in person or by proxy at a meeting, shall be construed as including a reference to any member who participated, including by proxy, in that meeting by the use of electronic communications technology.
- (13) In this section—
- ‘attende’, in relation to a general meeting of a registered society, means—
- (a) a member of the society who is entitled to attend the meeting,
  - (b) a proxy of a member referred to in paragraph (a), where the rules of the society allow for a proxy, or
  - (c) a person entitled, under the rules of the society, to attend the meeting;
- ‘electronic communications technology’, in relation to a general meeting of a registered society, means technology that enables real time transmission and real time two-way audio-visual or audio

communication enabling attendees to participate in the meeting using such technology;

‘electronic platform’ means an electronic system for the delivery of electronic communications technology, including websites, access software and access telephone details or any other electronic technology that delivers such technology;

‘general meeting’, in relation to a registered society, means—

- (a) an annual general meeting of the society, or
- (b) a general meeting of the society,

and includes a meeting referred to in paragraph (a) or (b) that has been adjourned;

‘Minister’ means the Minister for Enterprise, Trade and Employment.”.

#### **Amendment of Registration of Business Names Act 1963**

**90.** Section 16 of the Registration of Business Names Act 1963 is amended by the insertion of the following subsection after subsection (1):

“(1A) The Registrar may enter into an agreement with a person, on payment of a prescribed fee by that person, for the use by that person of, and the publication and distribution by that person to third parties of, either or both—

- (a) documents referred to in subsection (1)(a), and
- (b) data derived from such documents.”.

## SCHEDULE 1

## REPEALS

Section 3(1)

<b>Number and Year (1)</b>	<b>Short Title (2)</b>	<b>Extent of Repeal (3)</b>
No. 38 of 2014	Companies Act 2014	Section 12A Section 174A Section 181A Section 182(2A) Section 186A Section 195A Section 534(3A) Section 570(ba) Section 584(1A) and (1B) Section 587(3)(aa) Section 680(2A) and (5A) Section 690A Section 691(4A) Section 692(1A) Section 695(1A) and (2A) Section 701(1A)
56 & 57 Vict., c. 39, 1893	Industrial and Provident Societies Act 1893	Section 14A

SCHEDULE 2  
CONSEQUENTIAL AMENDMENTS

## Section 3(2)

Number and Year (1)	Short title (2)	Provision (3)	Amendment (4)
No. 38 of 2014	Companies Act 2014	Section 2(1)	By the deletion of the definitions of “Covid-19” and “interim period”.
		Section 520(2)(b)	By the substitution of “section 534(3) and (4)” for “section 534(3), (3A) and (4)”.
		Section 534(3)	By the substitution of “Where” for “Subject to subsection (3A), where”.
		Section 534	In subsection (4)—
			(a) by the deletion of “and any further extended period allowed under subsection (3A)”, and
			(b) by the deletion of “any further extended period allowed under subsection (3A)”.
		Section 570(a) and (b)	By the substitution of “if” for “if, other than during the interim period”.
		Section 587(6)	By the deletion of “the matters referred to in subsection (3)(aa) or”.
		Section 697(1)	By the substitution—
			(a) in paragraph (a), of “specified, or” for “specified”, and
			(b) in paragraph (b), of “orders.” for “orders, or”.
			By the deletion of paragraph (c).

<b>Number and Year (1)</b>	<b>Short title (2)</b>	<b>Provision (3)</b>	<b>Amendment (4)</b>
		Section 1103(2)	By the deletion, in paragraph (aa), of “during the interim period”.
56 & 57 Vict., c. 39, 1893	Industrial and Provident Societies Act 1893	Section 79	By the deletion of the definitions of “Covid-19” and “interim period”.