## STATUTORY INSTRUMENTS.

## S.I. No. 428 of 2010

COMPANIES (FORMS) (NO. 3) REGULATIONS 2010

I, BILLY KELLEHER, Minister of State at the Department of Enterprise, Trade and Innovation, in exercise of the powers conferred on me by sections 3(3), 256F (inserted by paragraph ( $j$ ) of section 3 of the Companies (Miscellaneous Provisions) Act 2009 (No. 45 of 2009)) and 256G (inserted by the said paragraph $(j)$ ) of the Companies Act 1990 (No. 33 of 1990) (as adapted by the Enterprise, Trade and Employment (Alteration of Name of Department and Title of Minister) Order 2010 (S.I. No. 185 of 2010)) and the Enterprise, Trade and Innovation (Delegation of Ministerial Functions) (No. 3) Order 2010 (S.I. No. 334 of 2010), hereby make the following regulations:

1. These Regulations may be cited as the Companies (Forms) (No. 3) Regulations 2010.

## 2. In these Regulations-

"Act of 1990" means the Companies Act 1990 (No. 33 of 1990);
"Act of 2009" means the Companies (Miscellaneous Provisions) Act 2009 (No. 45 of 2009).
3. (1) The form set out in Part 1 of the Schedule is prescribed for the purposes of paragraph (a) of subsection (3) of section 256F (inserted by paragraph (j) of section 3 of the Act of 2009) of the Act of 1990.
(2) The form set out in Part 2 of the Schedule is prescribed for the purposes of subsection (4) of section 256F (inserted by paragraph ( $j$ ) of section 3 of the Act of 2009) of the Act of 1990.
(3) The form set out in Part 3 of the Schedule is prescribed for the purposes of subsection (11) of section 256F (inserted by paragraph ( $j$ ) of section 3 of the Act of 2009) of the Act of 1990.
(4) The form set out in Part 4 of the Schedule is prescribed for the purposes of paragraph (a) of subsection (3) of section 256G (inserted by paragraph ( $j$ ) of section 3 of the Act of 2009) of the Act of 1990.
(5) The form set out in Part 5 of the Schedule is prescribed for the purposes of subsection (4) of section 256 G (inserted by paragraph ( $j$ ) of section 3 of the Act of 2009) of the Act of 1990.

Notice of the making of this Statutory Instrument was published in "Iris Oifigiúil" of 10th September, 2010.

## SCHEDULE

## PART 1

Application by migrating company to be
registered as an Irish company on the lrish register by way of continuation
Section 256 F(3) Companies Act 1990 as inserted by Section
30 Companies (Miscelianeous Provisions) Act 2009.
Companies Act 1950 (Form and Content of Documents
Deivered to Registrar) Regulations 2002





Consent I hereby consent to act as secretary of the aforementioned company and I acknowledge that as secretary, I have legal duties and obligations imposed by the Companies Acts and other enactments


I hereby certity that the particulars contained in this form are correct and have been given in accordance with the Notes on Completion of Form Q1.

## Signature

$\square$

Name in beck when ar ypesoryt


NOTES ON COMPLETION OF FORM Q1
These notes should be read in conjunction with the relevant legislation.

| General | This form must be completed correctly, in full and in accordance with the following notes. Every section of the form must be completed. Where "not applicabie", "ni" or 'none" is appropriate, please state. Where $\boldsymbol{\epsilon}_{-}$appears, please insert/delete as appropriate. Where I_ applies, give the reievant currency, if not euro. Where the space provided on Form Q1 is considered inadequate, the information should be presented on a continuation sheet in the sane format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevart section. |
| :---: | :---: |
|  | A migrating company means a body corporate which is established and regintered under the lawn of a relevant jurisdietion and which is a collective investment wndertaling. Relevant jurisdiction refers to jurindietioms preseribed for section 2E6F Companies (MAiscellaneous Provisions) Aet 2008, places outride the State where the migrating company is established and registered at the time of application. |
| note one | The proposed company name must be given in fill and must correspond exactly with the company name given on the accompanying new memorandum and articies of association. |
| note two | This section must be completed by the person who is presenting the appication form to the Registrar. This may be either the applicant or a person on hisher behalf. The certicate of registration wil be issued by hand or by registered post to the presenter. |
| note three | Insert full name (initials will not suffice) and the usual residential address. Where the secretary is a firm, the name of the firm and registered address ought to be stated. Where a person is signing on behaif of a compary which is the secretary, he/she should state that he/ahe is signing for and on behaif of the company which is acting as secretary. Hisher name should be printed in boid capitais or typescipt below the signature. |
| note four | Any former forename and sumame must also be stated. However, it does not indude the following ( $\mathbf{a}$ ) in the case of a person usually known by a tife different from hisher sumame, the name by which helshe is known previous to the adoption of a succession to the ste, (b) in the case of any person, a former forename or sumame where the forename or sumame was changed or disused before the person bearing the name aftained the age of 18 years or has been changed or disused for a period of not less than 20 years; (c) in the case of a married woman, the name or sumane by which she was known previous to her marriage. |
| note five | All company types must have a mirimum of two directors. <br> Where a person who has consented to be a director of this company is currenty disquaified under the law of another state from being appointed or acting as a director or secretary of a body corporate or undertaking, he/she must complete Form B74 which must be sutmitted to CRO with Form Q1. Otherwise he/she will be deemed to be disqualifed from acting as a director of an lrish-registered company for the balance remaining of hisher foreign disqualfication. <br> "Shadow director' means a person in accordance with whose directions or instructions the directors of a company are accuntomed to act. |
| note six | Every company must have at least one full-time European Economic Area (EEA) resident drector or a bond pursuant to s43(3) (Amendment)(No.2) Act 1999 as amended by s10 Companies (Amendment) Act 2009. Note that an EEA-resident aternate director is not sufficent for the purposes of 543 of that Act. Place a tick in the "EEA resident box if the director is resident in a Member State of the EEA. If no full-sime divector is so resident, a valid bond must be furnished with this application.(Please note that the EEA is all of the EU plus iceland, Liechtenstein and Norway). |
| note seven | Tick the box If the director appointed is an atiemate/substitute director. Where the box is ticked, the name of the full director appointing the altemate/substtute director must also be inserted in the space provided. If the company's articies so permit and subject to complance with those articies, a director may appoint a person to be an alternatelsubstitute director on hisher behalt. The appointment of any person to act as director is notfable by a company to the CRO, regardless of how that appointment is described. The company is statitorily obliged to notify the CRO of the addition to and removal of each person from ts register of directors. In the event that a full director who has appointed an aternate director ceases to act as a director, the company is required to notity the CRO of the termination of appointment of the full director and hisher altemate. Note: CRO accepts no responsbility for maintaining the link between a full director and hisher ahernate. |
| note eight | State the company name and number of other bodies corponate, whether incorporated in the State or elisewhere, of which the person is or has been director. Exceptions to this nule are made for bodies (a) of which the person has not been a director at any time during the past 10 years; (b) which the company is (or was at the relevart time) a wholly owned subsidiary. (c) which are (or were at the reievant time) wholly owned subsidiaries of the company. Pursuant to s45 (1) Companies (Amendment)(No.2) Act 1999, a person shall not at a particular time be a director of more than 25 companies. However, under s45(3) of the Act, certain drectorships, including public limited companies are not reckoned for the purposes of $545(1)$. |
| note nine | Place an $X$ in one box only to describe the amount secured by the charge. Insert the name and address of each person entitied to the charge. |
| note ten | Maxinum 250 words. Please print within the box provided. |
| note eloven | A full postal address in the State at which post is capoble of being readiy delvered by the postai service must be given. A P.O. Box will not sufice. |
| note twelve | Where applicable, the detals must correspond exactly wth the share detals given in the accompanying new mencrandum and articles of association. |

## PART 2

Statutory Declaration regarding fulfilment of requirements prior to being registered

## as an Irish company

Section $256 \mathrm{~F}(4)$ Companies Act 1990 as inserted by
section 30) Companies (Miscellaneous Provinions) Act
2009
Companies Act 1990 (Form and Content of Documents
Delivered to Registrar) Regulasions 2002


Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

## Migrating Company

 name
## nt

a company migrating to the State, which will be registered with the following name:
$\square$
Deciaration of
compliance
1
same in soep caprat
of
widsentey aspress

do solemnly and sincerely declare that I am a nomeneDirector
Solicitor engaged in the registration of the company
and that all the requirements of the Companies Acts in respect of the registration of the said company, and of matters precedent and incidental thereto have been complied with and that Form Q3 has been completed in accordance with the Notes on Completion of Form Q3,
and that the applicant has applied to the Central Bank to be authorised to carry on business as a company under section 256(1) of the Companies Act 1990.

\begin{tabular}{|c|c|c|}
\hline \multicolumn{3}{|r|}{Declaration contirues overleaf} <br>
\hline \multicolumn{3}{|l|}{Presenter details} <br>
\hline \multirow[t]{3}{*}{Nown tane

Address} \& \multicolumn{2}{|l|}{} <br>
\hline \& \& <br>
\hline \& \& <br>
\hline DX number \& DX exchange \& <br>
\hline Telephone number \& Fax number \& <br>
\hline Enal \& Reference number \& <br>
\hline
\end{tabular}

Declaration of compliance and section 4 declaration (eontinued)

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1938.

Signature of declarant nave of pessan filing town
|

Declared before me name of whess in captay


BY oxciauntr names in beld captan or ippeacipt

who is personally known to me
or

## NOTE: ANY <br> IDENTHICATION <br> NFORMATION SUPPLIED BY <br> DECLARANT FOR <br> THE PURPOSES <br> OF MAKING THIS <br> DECLARATION <br> WILL BECOME <br> A MATTER OF <br> PUBLIC RECORD <br> ONITS RECEIDT <br> IN THE CRO <br> PURSUANT TO <br> SECTION 370 OF THE COMPANTES ACT 1968.

whose identity has been established to me before the taking of this Declaration by the production to me of: note ane

by the authorties of which is an authority recognised by the Irish Government
or National identity card no. $\square$ issued on $\square$ by the authorities of which is an EU Merrber State, the Swiss Confederation or a Contracting Party to the EEA Agreement
or
 issued on $\qquad$ by the Minister for Justice, Equality and Law Reform

At


Signature of witness

NOTES ON COMPLETION OF FORM Q3
These notes should be read in conjunction with the relevant legislation.
General This form must be completed conrectly, in full and in accordance with the following notes. Every section of the form must be completed.

A migrating company means a body corporate which is established and registered under the laws of a relevant jurisdiction and which is a collective investment undertaking.
note one Please tick the appropriate box.
note two This section must be completed by the person who is preserting the application form to the Registrax. This may be either the applicant or a person on hisher behat.
note three A practising solcitor is authorised under section 72 of the Solictors (Amendment) Act 1994 fo administer an oath and take a deciaration. Please state the relevart section in the declaration.

## PART 3

## Statement that migrating company has

 been de-registered in relevant jurisdiction Section 256F (11) Companies Act 1990 as inserted by section 30 ) Companies (Miscellaneous Provisions) Act 2009.Companies Act 1990 (Form and Content of Documents
Delivered to Registrar) Regulations 2002

Company number (to be alocales by CAO on regntration)


Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

$\square$

Statement of
de-registration
The above named company, registered by way of continuation, hereby notifies the Registrar of Companies that the migrating company has now been de-registered in the relevant jurisdiction.

Migrating company name:
$\square$
which was registered in the following relevant jurisdiction:


| Certification | I hereby certify that the particulars contained in this form are correct and have been given in accordance with the Notes on Completion of Form Q4. |  |
| :---: | :---: | :---: |
|  | Signature | Name in mock nemoropesopt |
|  |  |  |
|  | Director $\square$ Secretary meste | Date |



## NOTES ON COMPLETION OF FORM Q4

These notes should be read in conjunction with the relevant legislation.

General This form must be completed correctly, in full and in accordance with the following notes. Every section of the form must be completed.

A migrating company means a body corporate which is established and registered under the laws of a relevant jurisdiction and which is a collective investment undertaking.
note one The form Q4 should be submitted to the registrar within 3 days of the de-registration. Notification must also be made to the Central Bank.

## note two

Tick the relevant box(es)

## note three <br> This section must be completed by the person who is presenting the application form to the Registrar

 This may be either the applicant or a person on hisher behalt.
## PART 4

Application by Irish company to be de-registered as an Irish company
Section 256G(3) Companies Act 1990 as inserted by
section3(0) Companies (Miscellaneous Provisions) Act

## 2009.

Companies Act 1990 (Form and Content of Documents
Delivered to Registrar) Regulations 2002

Company number


Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

## Company name

hereby applies to be de-registered in the State as a company under the Companies Acts 1963-2009.

The company will, upon registration, continue as a body corporate and maintain a new registered office in the relevant jurisdiction at:

## Registered office

|  |
| :--- |
|  |

Relevant Jurisdiction of new registration:

The following transfer documents are attached to this application:A statutory declaration, Form Q6, prepared in accordance with section 256 G (1)(a) of the Companies Act 1990 as inserted by section 3(1) of the Companies (Miscellaneous Provisions) Act 2009, sworn at a date not more than 28 days prior to the date of the application made to the registrar, confirming compliance with the requirements of section $256 \mathrm{G}(1)(\mathrm{a})(i)$-(vii).A copy of the special resolution of the company that approves the proposed deregistration and the transfer of the applicant company to the relevant jurisdiction.A statutory declaration, Form Q9, prepared in accordance with section 256 H of the $\square$ Companies Act 1990 as inserted by section 30) of the Companies (Miscellaneous Provisions) Act 2009, swom at a date not more than 28 days prior to the date of the application made to the registrar, stating that a full inquiry has been made and that this company is able to pay its debts as they fall due.

|  |  |
| :---: | :---: |
| $\frac{\text { Presenter details }}{\text { note one }}$ |  |
| Address |  |
|  |  |
| DX number | DX exchange |
| Telephone number | Fax number |
| Emal | Reference number |

## Proposed Changes

Any changes to the Company Name or to its agents for service of process must be stated here:
 accordance with the Notes on Completion of Form Q5.

Signature

$\square$ Director

Name mock enters or typencipt


Date

NOTES ON COMPLETION OF FORM Q5
These notes should be read in conjunction with the relevant legislation.
General This form must be completed correctly, in full and in accordance with the following notes. Every
section of the form must be completed. Where "not applicable", "ni" or "none" is appropriate, please state. Where 6 _ appears, please insert/delete as appropriate.' Where I applies, give the relevant currency, I not euro. Where the space provided on Form Q5 is considered inadequate, the information chould be presented on a continuation sheet in the same format as the retevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.
note one This section must be completed by the person who is presenting the application form to the Registrar. This may be either the applicant or a person on hisher behalf.

## PART 5

Statutory Declaration regarding fulfilment of requirements prior to being
de-registered as an Irish company
Section 256G(4) Companies Act 1990 as inserted by
section 30) Companies (Miscelaneous Provisions) Act
2009.

Companies Act 1990 (Form and Content of Documents
Delvered to Registrar) Regulations 2002

Company number


Q7
Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

## Company narne

$\square$

## Declaration of

 complianceI
nave in boil cagtan
$\square$
do solemnly and sincerely declare that I am a new ene

## Director <br> Solicitor engaged in the de-registration of the company

and that all the requirements of the Companies Acts in respect of the de-registration of the said company, and of matters precedent and incidental thereto have been complied with and that Form Q7 has been completed in accordance with the Notes on Completion of Form Q7.
and that the applicant has informed the Central Bank of its intention to be de-registered as a company under section 256G of the Companies Act 1990 as amended.

\begin{tabular}{|c|c|c|}
\hline \multicolumn{3}{|r|}{Declaration continues overleaf} <br>
\hline \multicolumn{3}{|l|}{Presenter details} <br>
\hline \multirow[t]{3}{*}{Note tro

Address} \& \multicolumn{2}{|l|}{} <br>
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\hline DX number \& DX exchange \& <br>
\hline Teiephone number \& Fax number \& <br>
\hline Emal \& Reference number \& <br>
\hline
\end{tabular}



And I make this solemn declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1938.

Signature of declarant name of person ning form
L
Declared before me name of nithess in captas


who is personally known to me
or

whose identity has been established to me before the taking of this Declaration by the production to me of:

by the authorities of which is an authority recognised by the Irish Government
or

which is an EU Member State, the Swiss Confederation or a Contracting Party to the EEA Agreement
or $\square$
 which is an authority recognised by the Inish Govermment
orRefugee travel document no.
by the Minister for Justice, Equaity and Law Reform
or


Travel document (other than refigee travel document)
by the Minister for Justice, Equality and Law Reform
At


Signature of winess
1

NOTES ON COMPLETION OF FORM Q7
These notes should be read in conjunction with the relevant legislation.
General This form must be completed correcty, in full and in accordance with the following notes. Every section of the form must be completed.

## note one Please tick the appropriate box.

note two This section must be completed by the person who is presenting the application form to the Registrar. This may be either the applicant or a person on hisher behalf.
note three Please tick the appropriate box, A practising solicitor is authorised under section 72 of the Solicitors (Amendment) Act 1994 to administer an oath and take a deciaration. Please enter relevart section in the dectaration.

GIVEN under my hand,
7 September 2010.

## BILLY KELLEHER,

Minister of State at the Department of Enterprise, Trade and Innovation.
(This is not a part of the Instrument and does not purport to be a legal interpretation).

These Regulations prescribe Companies Registration Office forms to be used by applicants under sections 256 F - H of the Companies Act 1990. These sections were inserted into the Companies Act 1990 Act by section 3(j) of the Companies (Miscellaneous Provisions) Act 2009.

Applicants under these sections would be seeking to migrate the registered office of a certain type of collective investment fund entity to or from Ireland from or to a prescribed jurisdiction without firstly having to wind up the entity in its original jurisdiction.

BAILE ÁTHA CLIATH
ARNA FHOILSIÚ AG OIFIG AN tSOLÁTHAIR
Le ceannach díreach ón
OIFIG DHÍOLTA FOILSEACHÁN RIALTAIS,
TEACH SUN ALLIANCE, SRÁID THEACH LAIGHEAN, BAILE ÁTHA CLIATH 2, nó tríd an bpost ó
FOILSEACHÁIN RIALTAIS, AN RANNÓG POST-TRÁCHTA, AONAD 20 PÁIRC MIONDÍOLA COIS LOCHA, CLÁR CHLAINNE MHUIRIS, CONTAE MHAIGH EO,
(Teil: 01-6476834 nó 1890 213434; Fax: 094-9378964 nó 01-6476843) nó trí aon díoltóir leabhar.

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