



**Companies  
Registration  
Office**

**An Oifig  
um Chlárú  
Cuideachtaí**



## **Six things that every company director should know about company registration**

Information Leaflet No. 2

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## Introduction

The Companies Registration Office (CRO) is the central repository of public statutory information on Irish companies. Its main functions are:

- Incorporation of companies
- Registration of business names
- Registration of company post-incorporation documentation
- Registration of changes in business name particulars
- Enforcement, prosecution and striking companies off the register
- Provision of information to the public

In accordance with the Companies Acts 1963-2001, companies are required to file documents with the CRO. To encourage compliance with this legal requirement, the CRO is promoting greater awareness amongst company officers of their statutory obligations. The CRO produces a range of information leaflets on various areas related to the work of the Office. Such leaflets may be downloaded from [www.cro.ie](http://www.cro.ie) or are available from the CRO.

This information leaflet summarises the **six things** that every company director should know in respect of filing documents with the CRO.

**1. Every company, whether trading or not, must file an annual return each year at the CRO not later than 28 days from its statutory annual return date (ARD). The ARD of every company can be checked free of charge on the CRO website at [www.cro.ie/search](http://www.cro.ie/search)**

A company director must ensure that an annual return on behalf of the company is delivered to the CRO at least once in every calendar year<sup>1</sup>. The annual return is a document (**Form B1**) setting out certain prescribed information in respect of the company. This document has to be filed with the CRO annually, regardless of whether or not the company is trading. It may be downloaded from [www.cro.ie/form.htm](http://www.cro.ie/form.htm)

A company's annual return is required to be made up to a date every year which is no later than the company's Annual Return Date (ARD) and to be filed with the CRO within 28 days of the date to which it has been made up.

A new company's ARD is the date which is six months from its date of incorporation.

Although not statutorily required to do so, the CRO has a policy of sending an ARD reminder to each company at its registered office in advance of the company's ARD every year.

Where accounts are required to be attached to the annual return (see 2. below), the return filing deadline is **either**:

- the company's ARD plus 28 days or
- the company's financial year-end plus nine months and 28 days, whichever is **the earlier**.

For further information on annual return filing, see CRO Information Leaflet No. 23, Filing an Annual Return at the CRO.

**2. In almost every case, accounts must be attached to that return; the financial year end of those accounts must be no earlier than nine months before the date of the return. To comply with that requirement, it might be necessary to change your company's ARD. Changing an ARD is possible only if the statutory provisions are followed in full, see [www.cro.ie/ardchange.htm](http://www.cro.ie/ardchange.htm)**

A checklist on Form B1 lists all the documents which are required by law to be attached to the annual return of a limited company<sup>2</sup>. Generally speaking, these documents are:

- a copy of the balance sheet\*;
- a copy of the profit and loss account\*;
- a copy of the directors' report; and
- a copy of the auditor's report.

The accounts marked \* are required by law to be audited<sup>3</sup> and to cover the period:

- in the case of the first annual return to which accounts are annexed, since the incorporation of the company, and

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<sup>1</sup> Section 125 Companies Act 1963 (inserted by section 59 Company Law Enforcement Act 2001)

<sup>2</sup> Note that certain exemptions from these requirements are available to small and medium-sized companies as defined by the Companies Acts 1963-2001.

<sup>3</sup> Unless the company is entitled to the audit exemption and claims it – see CRO Information Leaflet No. 10, The Audit Exemption.

- in any other case, since the end of the period covered by the accounts annexed to the preceding annual return filed with the CRO,

**and** must be made up to a date not earlier by more than nine months than the date to which the annual return is made up.

### **3. Where returns are not filed on time, a substantial late filing penalty must be paid and further enforcement actions may be pursued by the CRO.**

Returns which are filed late with the CRO incur a substantial late filing penalty, in addition to the standard filing fee of €30 per return. The late filing penalty is €100 with effect from the expiry of the company's filing deadline, with a daily penalty of €3 accruing thereafter, up to a maximum of €1,200 per return. The Revenue Commissioners have confirmed that late filing penalties are not tax deductible.

The following enforcement options are open to the CRO in respect of non-filing of annual returns:

#### **(a) Prosecution**

The CRO prosecutes companies and their directors for failure to file annual returns on time. Companies and directors may receive a conviction in respect of each year that annual returns are outstanding. On conviction in the District Court, the penalty can be up to €1,900 for each offence. A director with three such convictions may be disqualified from acting as a director or having any involvement in the management of any company.

#### **(b) Court injunction**

Where a notice calling upon a director to comply with a statutory provision under the Companies Acts has been served on him/her and 14 days have elapsed since the date of service, but the breach of the provision continues, application may be made to the High Court by the Registrar of Companies or the Director of Corporate Enforcement ("the Director") for an order directing compliance by a defaulting director with the statutory provision in question within such period as the court may specify. An order for legal costs of this court application may be made against the director(s) concerned. This procedure is laid down in section 371 Companies Act 1963.

#### **(c) Strike off**

Any company which does not file its annual return in respect of any **one** year is liable to be struck off the register and dissolved. On dissolution, any assets will vest in the Minister for Finance by operation of law, and the protection of limited liability is lost from the date of strike off. In addition, application may be made to the High Court by the Director for an order pursuant to section 160 Companies Act 1990, as amended, disqualifying the company's directors from acting as director or having any involvement in the management of any company, together with an Order for the legal costs incurred by the Director in bringing such an application and the costs incurred by him in investigating the matter.

### **4. Reminders and other important notices are sent to companies at their registered office as notified to the CRO. If the address is wrong you may not become aware of important information regarding your company. The registered office of every company can be checked at [www.cro.ie/search](http://www.cro.ie/search)**

Every company is obliged to have a registered office within the State, which cannot be a P.O. Box number.

**Form B2** is used to notify the CRO of a change in a company's registered office, and must be delivered to the CRO within 14 days of any such change. Form B2 may be filed free of charge electronically – see 5. below.

It is most important that the details of a company's registered office are kept up-to-date with CRO, and that the company's post be collected regularly from that address. All official communications with the company are issued to the company at its registered office. This includes strike off notices and annual return reminders. Any change of registered office should therefore be notified to the CRO without delay following the change.

Please note that if a company has in fact changed its registered office, but has not notified the CRO of the change, any document left or sent by post to the address currently recorded by the CRO as the company's registered office is deemed to have been left at or sent by post to the registered office of the company, notwithstanding that the situation of its registered office may have changed (section 379 Companies Act 1963).

### **5. Certain forms – in particular a change of address and change of director or secretary - may be filed free of charge at [www.cro.ie/e\\_filing.htm](http://www.cro.ie/e_filing.htm)**

It is possible to file Forms B2 (change of registered office) and B10 (change of director/secretary or in their

particulars) free of charge by completing the forms on the web. That facility provides for the completion of the forms online, the results to be printed, signed and submitted to us. The status of these forms filed electronically can also be checked at any time.

A fully electronic version of Form B1 is also available. The facility, which requires the use of a company secretarial software package supporting e-filing to the CRO, enables annual returns to be processed in real time, obviates the need for manual signatures and attracts a refund to the presenter of €20 per return until the end of 2003.

## **6. It is the responsibility of each director to ensure that his or her company is not in breach of the Companies Acts.**

The Companies Acts expressly state that it is the duty of each director and secretary of a company to ensure that the company complies with the requirements of the Companies Acts<sup>4</sup>.

### **(a) Other CRO filing requirements**

A company director must also ensure that the following changes of information in relation to the company are notified to the CRO<sup>5</sup>:

<i>Change in</i>	<i>Required to file</i>
locations of company's statutory registers	Form B3
memorandum and articles, including authorised capital	Form G1/G1Q plus new memo & articles
particulars in relation to its directors and/or secretary	Form B10
issued share capital	Form B5/B7/H5
nominal capital (increase)	Form B4
company status (becoming/ceasing to be a single member private limited company)	Form M1/M2

### **(b) Notification of termination of a directorship to CRO**

A company is obliged to notify the CRO within 14 days of any change among its directors or of any particulars concerning its directors (i.e. change of address)<sup>6</sup>. The relevant form is **Form B10**, which may be filed electronically free of charge - see 5 above. Where there has been breach of this obligation, the company and every officer of the company shall be guilty of an offence.

Form B10 has to be signed by a **current** officer of the company; it cannot be signed by an officer who has resigned. Form B10 will be rejected by CRO and returned to the presenter in circumstances where the termination of the directorship notified on the form would result in the company being registered with less than the statutory minimum number of directors (two).

Where the termination of a directorship which is notified to the CRO on Form B10 leaves the company without an Irish-resident director, the company should lodge either a section 43 bond with the B10, or obtain a section 44 certificate. For further information on the requirement that a company have at least one director resident in the State, see CRO Information Leaflet No. 17, Requirement to have Irish-Resident Director.

If a company fails to lodge Form B10 in respect of a person who has ceased to be a director of that company, there is a procedure whereby the former director can notify his/her own resignation to the CRO using **Form B69**. See CRO Information Leaflet No. 18, Procedures re notification by director/secretary of his/her own resignation.

### **Caution**

***These notes are in general form. In specific cases it may be necessary for you to consult with your professional adviser (e.g. chartered secretary, solicitor, accountant, etc.). While the staff of the CRO will answer questions you may have relating to the documents that a company is required to file with the Office, you should consult your professional adviser if further assistance is required as to the duties of a director or company law generally.***

<sup>4</sup> Section 383(3) Companies Act 1963 (inserted by section 100 Company Law Enforcement Act 2001)

<sup>5</sup> This is not an exhaustive list, but a summary of the main changes that must be notified to the CRO.

<sup>6</sup> Section 195(6) Companies Act 1963