

Declaration of Solvency (Form E1-41) Checklist: Please read carefully

Company Number

- 1. **Declarations made under Section 580 of the Companies Act 2014, can be made only (i) on the expiry of the period, if any, that is fixed for the duration of a company by its constitution, (ii) or should such happen, when the event occurs on the occurrence of which a company's constitution provides that the company is to be dissolved.** Other companies would complete the Summary Approval Procedure using Form E1-SAP.
- 2. Names and residential addresses of all the directors making the Declaration have been entered on the Declaration.
- 3. Where all, or the majority of the directors, are making the Declaration, the appropriate box has been ticked.
- 4. Every director making the Declaration has signed the Declaration.
- 5. The date of the statement of total assets and liabilities has been made as at a date not more than **three months** before the date of the Declaration.
- 6. The "Report of the Independent Person" pursuant to section 580 of the Companies Act 2014 marked "A" has been attached to the Declaration duly dated **after** the swearing of the Declaration, or Part "A" of Form E1-41 has been completed.
- 7. The Declaration of Solvency shall have no effect unless it has been signed within 30 days immediately **preceding** the date of the passing of the resolution of the company to wind up. Please note that the date effective of a Declaration of Solvency is the date that the Declaration is signed by the directors.
- 8. If the declaration has been made and the resolution to wind up has been passed on the same day, the **time** of each are included on Form E1-41 and Form G1/G2 respectively.
A declaration is ineffective if completed after the passing of the resolution to wind up.
- 9. The declaration should be delivered within 14 days of resolution being passed under the section 580 procedure.
- 10. Form E1-41 has an accompanying **€15** registration fee.

I have noted all the above points and Form E1-41 has been completed accordingly.

Signed: _____

Presenter Director Secretary Officer on behalf of the company

If sending by post, please enclose a €15 registration fee with the Form E1-41 and address the envelope to: Solvency Section, Companies Registration Office, Bloom House, Gloucester Place Lower, Dublin 1. (Phone 01-804 5368/5358/5356/5232/5395/5348)

N.B. The CRO accepts no responsibility for ineffective Declarations filed.

Declaration of Solvency
Companies Act 2014
Members' Voluntary Winding Up
Declaration of Solvency including a Statement
of Total Assets and Liabilities and Report of an
Independent Person
Section 580(2) Companies Act 2014
Order 74, Rule 86, Rules of the Superior Court 1986

CRO receipt date stamp & barcode

Company number

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

Company name

in full

Declaration

note one *note two*

I/We

Name

Residential Address

note three

being all the majority of the directors of

note four

note five

do solemnly and sincerely declare that we have made a full inquiry into the affairs of the company and that, having done so, we have formed the opinion that this company will be able to pay its debts in full with a period of months from the commencement of the winding up.

note six

The total amount of the company's assets as at: Day Month Year
(being a date not more than 3 months before the date of the making of this declaration)
is €

note six

The total amount of the company's liabilities as at: Day Month Year
(being a date not more than 3 months before the date of the making of this declaration)
is €

Presenter details

note seven

Name

Address

Telephone number

Email

DX number/Exchange

Person to whom queries can be addressed

	Fax number
	Contact Person
	Reference number

**Declaration
(cntd).**

And I/we attach hereto marked with the letter "A" the report of the person referred to in section 580(4) of the Companies Act 2014 as required by section 580(3)(c) of that Act

I/We make this declaration conscientiously believing the same to be true.

Declaration made by
declarants's names in bold capitals or typescript

Signatures of declarants *names of persons filing form*

Date of declaration: Day Month Year

5. Having regard to the inquiries I have made into the company's affairs, *the explanations provided to me by the directors of the company of matters raised with them for the purposes of preparing this report, *and the further documents, facts and information mentioned at paragraph 4 above,

I confirm my opinion that the declaration referred to at paragraph 1 above given pursuant to section 580(4) of the Companies Act 2014 is not unreasonable.

* *Schedule of further relevant documents relied on*

Made on : Day Month Year

Signed: _____

Print name and address

NOTES ON COMPLETION OF FORM E1-41

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 the space provided on Form E1-41 is considered inadequate, the information should be presented on a continuation sheet in the same format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.

note one Where s.580 Companies Act 2014 procedure applies the statement of solvency must be lodged within 14 days of the commencement of the members' voluntary winding up, to the Registrar. **Declarations made under Section 580 of the Companies Act 2014, can be made only (i) on the expiry of the period, if any, that is fixed for the duration of a company by its constitution, (ii) or should such happen, when the event occurs on the occurrence of which a company's constitution provides that the company is to be dissolved.**

note two The names and residential addresses of every director swearing the declaration must be entered.

note three Tick the appropriate box(es).

note four Insert the full name of the company

note five Please enter the time period in which the company is able to pay its debts. It cannot be a period in excess of twelve months.

note six The date of the statement of total assets and liabilities should be the latest practicable date and cannot be in excess of three months from the date that Form E1-41 is signed.

note seven This section must be completed by the person who is presenting Form E1-41 to the CRO. This may be either the applicant or a person on his/her behalf.

note eight The independent person is the auditor of the company or someone who is qualified to be the auditor of the company. This includes a firm of auditors. If the independent person wishes to draft a different statement on a separate sheet, it should be clearly marked as being part "A". Part "A" should be signed and dated for a time after the swearing of the declaration. Part "A" should be completed **prior** to the passing of the resolution to wind up.

note nine The Declaration of Solvency is not effective unless:

(a) it is made at a meeting of the directors held not earlier than 30 days before-

- (i) the date of the meeting referred to in section 580(1) of the Companies Act 2014 , or
- (ii) if the resolution referred to in section 580(1) of the Companies Act 2014 is passed by the means provided under section 193 or 194 of the Companies Act 2014, the date of the signing of the resolution by the last member to sign,

(b) it states the total amount of the company's assets and liabilities as at the latest practicable date before the date of making of the declaration and in any event at a date not more than 3 months before the date of that making,

(c) a report made, in accordance with the provisions of section 580(4) of the Companies Act 2014, by a person referred to in section 580(4) of the Companies Act 2014 is attached to it and,

(d) either -

- (i) the company has forwarded with each notice of the meeting at which the resolution is to be considered, or
- (ii) if the means referred to in section 193 or 194 of the Companies Act 2014 for passing the resolution is followed, the company has appended to the resolution,

a copy of the declaration.

note ten Identify basis of qualification.

Further information

***Residential
address***

The residential address of an officer of a company is their usual residential address unless an exemption has been granted under section 150(11) of the Companies Act 2014, in which case the address stated is the company's registered office address.

CRO address

When you have completed and signed the form, please send with the accompanying fee to the Registrar of Companies at:

Bloom House, Gloucester Place Lower, Dublin 1.

Payment

If paying by cheque, postal order or bank draft, please make the fee payable to the Companies Registration Office. Cheques or bank drafts must be drawn on a bank in the Republic of Ireland.

Please *carefully* study the explanatory notes above and complete the checklist. A Form E1-41 that is not completed correctly cannot be returned to the presenter by the CRO, once it has been entered through the cash system. An ineffective declaration can only be remedied by the High Court.

FURTHER INFORMATION ON COMPLETION OF FORM E1-41, INCLUDING THE PRESCRIBED FEE, IS AVAILABLE FROM WWW.CRO.IE OR BY EMAIL INFO@CRO.IE