

NOTIFICATION BY DIRECTOR/ SECRETARY OF RESIGNATION

INFORMATION LEAFLET NO.18 / APRIL 2019

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1. Why should I ensure the company has notified the CRO that I have resigned as company director/secretary?

Serious responsibilities attach to being an officer of a company and the proper method must be used to place the required information on the CRO register. For that reason, company officers who have resigned should ensure that the CRO has been accordingly notified.

A company must file **Form B10** in order to notify, among other things, the cessation of an officer's appointment (resignation, removal, etc.). This form must be sent to the CRO within 14 days of the change occurring. Failure to file Form B10 constitutes an offence.

2. What do I do if the company fails to notify the CRO of my resignation?

Where there has been continuing failure by a company, despite demand, to file Form B10 in the CRO to record that a person (or company where the secretary is a limited company) has ceased to be a director or secretary, the person (or limited company, where applicable) concerned may file **Form B69** to rectify the CRO's records.¹

3. What procedure must I follow?

The procedure is as follows:

- (a) The resigning officer must notify the company in writing of his/her resignation (exhibit "A" to Form B69 - An example of Exhibit A is available on page 2).
- (b) If the company fails to lodge a Form B10, (a Form B10 is submitted within 14 days of a resignation), the officer who has resigned must then serve a notice on the company. This notice (exhibit "B" to Form B69 - An example of Exhibit B is available on page 3) must **specifically**
 - i. request the company to send notification of the fact of the resignation ie Form B10, to the Registrar of Companies within 21 days;
 - ii. inform the company that failure to do this will result in Form B69 being filed in the CRO, and in the resigning officer sending a written request (enclosing a copy of his/her letter of resignation) to every person who, to his/her knowledge, is an officer of the company, that he/she will take such steps as will ensure that the failure of the company to comply with the notice continues no further.
- (c) If a Form B10 is not filed by the company within the 21 day period stipulated, a copy of the notice of resignation may be sent to every person who, to the resigning officer's knowledge, is an officer of the company, together with a written request that he/she take such steps as will ensure that the failure of the company to comply with the notice continues no further.
- (d) File Form B69, to which **must** be attached:
 - i. a copy of the notice of resignation referred to at 3(a) above. This notice must be marked "A" and must bear the signature of the resigning officer. Photocopies will not suffice; original signature is required.
 - ii. a copy of the notice referred to at 3(b) above. This notice must be marked "B" and must bear the signature of the resigning officer. Photocopies will not suffice; original signature is required.
- (e) If the documentation supplied to the CRO is complete and correct, the resigning officer's details will then be removed from the CRO records in relation to the company concerned. No other documentation/correspondence should be submitted to the CRO.

All forms (and associated filing fees) referred to in this publication are available at www.cro.ie.

¹ Section 152 Companies Act 2014

4. Exhibit "A"

An example of the first letter to be sent to the company regarding the resignation.

Personal address <Line 1>
 <Line 2>
 <Line 3>

Date of letter

To: <company Name> Ltd.
Address <Line 1 >
 <Line 2 >
 <Line 3 >

Re: Letter of resignation

Dear Sir/Madam,

I, <your own name>, of <personal address> hereby resign as a <director/secretary or both> of <company name> Ltd (the "Company") with immediate effect.

I confirm that I have no claim whatsoever of any kind relating to my position of director/secretary or both or its termination.

I should be grateful if you would submit notice of my resignation as <director/secretary or both> on a statutory form B10 (Notice of change in director or secretary) to the Registrar of Companies, Companies Registration Office, O'Brien Road, Carlow.

Yours faithfully,

Print name

Dated : _____

5. Exhibit “B”

An example of the second letter that must be sent to the company regarding the resignation.

Personal address <Line 1>
 <Line 2>
 <Line 3>

Date of letter

To: The Secretary
<company Name> Ltd.
Address <Line 1>
 <Line 2>
 <Line 3>

Re: <company name> Ltd. (the “Company”)

Dear Sir/Madam,

I, <your own name> confirm my resignation from my office as <director/secretary or both> of the company by letter dated <date of exhibit “A”>. I note from the information kept by the Registrar of Companies that the fact of my resignation has not been notified to the Registrar by the filing of a form B10 in the Company Registration Office in accordance with the provisions of Section 149 of the Companies Act 2014.

Please file a form B10 to the Companies Registration Office immediately. If the company fails to submit the form B10 return within 21 days of date of this letter then I intend to file a form B69 in the Companies Registration Office and to send a written request (enclosing a copy of my letter of resignation <date of Exhibit “A”> to every person who is to my knowledge an officer of the Company.

Yours faithfully,

Print name

Dated : _____

AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ
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