

Application by migrating company to be registered as an Irish company on the Irish register by way of continuation

Section 1410(2)(a) Companies Act 2014

CRO receipt date stamp & barcode

Company number
(to be allocated by CRO on registration)

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Tick box if bond is attached

note six

Migrating Company name

in full

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

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incorporated in :

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under register no:

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hereby applies to be registered in the State by way of continuation, as a company under the Companies Act 2014, and with the following company name: *note one*

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Please confirm that the following documents are attached to the form:

- A copy, certified and authenticated, of the certificate of registration or equivalent certificate or document issued with respect to the migrating company under the laws of the relevant jurisdiction (including translation if required).
- A copy, certified and authenticated, of the memorandum and articles of association of the migrating company or equivalent constitutive document of the migrating company (including translation if required).
- A copy of the memorandum and articles of association of the migrating company which the company has resolved to adopt, which shall take effect on registration.
- A full schedule of the charges or security interests created or granted by the migrating company that would, if such charges or security interests had been created or granted by a company incorporated under the Companies Act, have been registerable under Part VII. Page 3 of this form details the format for the schedule for charge details. A separate sheet is required for each charge.
- A statutory declaration, Form Q2, made by a director of the company, not more than 28 days prior to the date of the application made to the registrar, confirming compliance the requirements in Section 1409(1)(d)(i)-(vi).
- A statutory declaration, Form Q3, made by a solicitor/current director of the company, not more than 28 days prior to the date of the application made to the registrar, stating that the requirements mentioned in Section 1410(3) have been complied with.
- A statutory declaration, Form Q9, prepared in accordance with the provisions of section 1415(1) of the Companies Act 2014, sworn 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.

Presenter details

note two

Name
Address

Telephone number
Email
DX number/Exchange

	Fax number
	Contact Person
	Reference number

Director details
including shadow/alternate directors

note five

Please give details below of the persons who have consented in writing to act as directors. Please submit a separate continuation sheet where required.

Surname

Former surname

Forename
note three

Former forename
note four

Date of birth

Day	Month	Year
<input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>

Residential address
note three

Postcode

EEA resident *note six*

Business occupation

Nationality

Alternate director
note seven

Full director appointing alternate director
note seven

Other directorships
(past and present)
note eight

Company	Place of incorporation	Company number
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Consent

I hereby consent to act as director of the aforementioned company and I acknowledge that as director I have legal duties and obligations imposed by the Companies Act, other statutes and at common law.

Signature

Date

Surname

Former surname

Forename
note three

Former forename
note four

Date of birth

Day	Month	Year
<input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>

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<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Consent

I hereby consent to act as director of the aforementioned company and I acknowledge that as director I have legal duties and obligations imposed by the Companies Act, other statutes and at common law.

Signature

Date

Registered office*note ten*

The new registered office of the company will be maintained at:

Postcode

Please tick box if the registered office address is that of a Registered Office Agent (ROA).

The company's registered office is in the care of a specified agent, being an agent who has an office in the State and who is approved by the Registrar for this purpose.

Registered Office Agent Company Name:

Registered Office Agent Company Number:

Secretary details**Please give details below of the person who has consented in writing to act as secretary.**

Surname

Former surname

Forename

Former forename

*note three**note four*

Date of birth

Day	Month	Year
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Body Corporate
(if applicable see note three)

Body Corporate Name
(if applicable)

Residential address
or registered office
(as applicable)

note three

Postcode

Register

note three
(body corporate only)

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 Act, other statutes and at common law.

Signature

Date

Capital statement*note eleven*

Total number authorised shares

Minimum Issued Share Capital

Maximum Issued Share Capital

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 Q1.

Signature

Name *in block letters or typescript*

 Director

Date

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 applicable”, “nil” or “none” is appropriate, please state. Where €/ _ appears, please insert/delete as appropriate. Where / _ applies, give the relevant 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 same format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.
- 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. Relevant jurisdiction refers to jurisdictions prescribed for section 1408 Companies Act 2014, places outside 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 full and must correspond **exactly** with the company name given on the accompanying new constitution.
- 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 his/her behalf. The certificate of registration will 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 and the company number. Where a person is signing on behalf of a company which is the secretary, he/she should state that he/she is signing for and on behalf of the company which is acting as secretary. His/her name should be printed in bold capitals or typescript below the signature. The date of birth of the secretary must be stated where the secretary is an individual. Every director and secretary must be over the age of eighteen.
- note four** Any former forename and surname must also be stated. However, it does not include the following: (a) In the case of a person usually known by a title different from his/her surname, the name by which he/she is known previous to the adoption of a succession to the title; (b) in the case of any person, a former forename or surname where the forename or surname was changed or disused before the person bearing the name attained 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 person or civil partner, the name or surname by which he/she was known previous to his/her marriage/civil partnership.
- note five** All company types must have a minimum of two directors with the exception of the LTD - Private Company Limited by Shares. Where a person who has consented to be a director of this company is currently disqualified 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 submitted to CRO **with** Form Q1. Otherwise he/she will be deemed to be disqualified from acting as a director of an Irish-registered company for the balance remaining of his/her foreign disqualification. ‘Shadow director’ means a person in accordance with whose directions or instructions the directors of a company are accustomed to act.
- note six** Every company must have at least **one full-time** European Economic Area (EEA) resident director **or** a bond pursuant to s137 Companies Act 2014. Note that an EEA-resident alternate director is not sufficient for the purposes of s137 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-time director 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 alternate/substitute director. Where the box is ticked, the name of the full director appointing the alternate/substitute director must also be inserted in the space provided. If the company’s constitution so permits and subject to compliance with that constitution, a director may appoint a person to be an alternate/substitute director on his/her behalf. The appointment of any person to act as director is notifiable by a company to the CRO, regardless of how that appointment is described. The company is statutorily obliged to notify the CRO of the addition to and removal of each person from its register of directors. In the event that a full director who has appointed an alternate director ceases to act as a director, the company is required to notify the CRO of the termination of appointment of the full director **and** his/her alternate. Note: CRO accepts no responsibility for maintaining the link between a full director and his/her alternate.
- note eight** State the company name and number of other bodies corporate, whether incorporated in the State or elsewhere, of which the person is or has been director. Exceptions to this rule are made for bodies (a) of which the person has not been a director at any time during the past 5 years; (b) which the company is (or was at the relevant time) a wholly owned subsidiary; (c) which are (or were at the relevant time) wholly owned subsidiaries of the company, either of the company or of another body corporate of which the company is or was the wholly owned subsidiary. Pursuant to s142(1) Companies Act 2014, a person shall not at a particular time be a director of more than 25 companies. However, under s142(3) of the Act, certain directorships, including public limited companies are not reckoned for the purposes of s142(1).
- note nine** Maximum 250 words. Please print within the box provided. If the short particulars cannot be fitted into the allotted space, please place an X in the box and attach the further particulars.
- note ten** A **full** postal address in the State at which post is capable of being readily delivered by the postal service must be given. A P.O. Box will not suffice. CRO can issue annual return and other administrative reminders to companies by email. If you wish your company to receive such reminders electronically, please supply a relevant email address for this purpose. You will also receive electronic notification to this email address of other information from CRO which may be of interest to your company.

note ten (continued) If the address of the registered office is placed in the care of a Registered Office Agent, who has been approved by the CRO, then form B2 would only be completed in the future to note the cessation of appointment of the Registered Office Agent.

note eleven Where applicable, the details must correspond **exactly** with the share details given in the accompanying new constitution.

Further information

Form Q1 is required to be accompanied by the Form Q2, a statutory declaration made by a director regarding compliance with 1409(1), Form Q3 statutory declaration regarding the completion of the pre-registration requirements, and also Form Q9, a declaration of solvency.

Where the original registration documents are not written in the Irish language or the English language, a translation into the Irish language or the English language certified as being a correct translation thereof by a person who is competent to so certify.

CRO address When you have completed and signed the form, please send with the prescribed fee and accompanying documents 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 overleaf. A Form Q1 that is not completed correctly or is not accompanied by the correct documents or fee is liable to be rejected and returned to the presenter by the CRO.

**FURTHER INFORMATION INCLUDING THE PRESCRIBED FEE, IS AVAILABLE
FROM www.cro.ie OR BY E-MAIL info@cro.ie**