

Application to incorporate a company

Section 22(2)/24 Companies Act 2014

CRO receipt date stamp and CRO barcode

Company number for official use

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Tick box if bond is attached

note nine

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

Company name
in full/note one

- Please Note:**
- The company name must be stated **in full**.
 - The name must match the name as stated in the constitution.
 - The company type must be included at the end of the company name as required under the Companies Act 2014 unless exempted. Abbreviation of the company type is not accepted.
 - Failure to state the name correctly will result in the application being rejected. note one

Company Type
note two

- Please indicate which company type is proposed for registration.
- LTD - Private Company Limited by Shares
(Private company. Limited by shares only. Part 2 Companies Act 2014)
 - DAC - Designated Activity Company
(Private company. Can be limited by shares or by guarantee. Part 16 Companies Act 2014)
 - PLC - Public Limited Company - (Part 17 Companies Act 2014)
 - CLG - Company Limited by Guarantee - (Part 18 Companies Act 2014)
 - ULC - Private Unlimited Company - (Part 19 Companies Act 2014)
 - PUC - Public Unlimited Company - (Part 19 Companies Act 2014)
 - PULC - Public Unlimited Company that has no share capital - (Part 19 Companies Act 2014)
 - Investment Company - (Part 24 Companies Act 2014)
 - UCIT - Undertaking for Collective Investment in Transferable Securities
(European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations 2011)

Each company type has requirements regarding the company name which must be applied. eg. A LTD company's name must end in either "Limited" or "Teoranta" Please see note one

Presenter details

<small>note three</small> Name			
Address			
Telephone number		Fax number	
Email		Contact Person	
DX number/Exchange		Reference number	

Constitution

delivered by an agent

Where a person acting as agent for the subscribers to the constitution, is delivering the constitution to the Registrar of Companies, place a tick in the box below and give the agent's details.

Tick box

Name
Address

Registered office

note four

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:

Company email address

note four

Please nominate an email address. The certificate of incorporation will issue to this email address in electronic format. This is required information.

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Type Exemption

note five

Please tick the box if the company is applying for an exemption or has been granted exemption from the requirement to describe their company type as part of the company name.

*Exemption 1: Available to **Designated Activity Companies and Companies Limited by Guarantee only**. No other company type is eligible for the exemption and must have their company type at the end of their company name. (S.971/1180 Companies Act 2014)*

I confirm that the company is applying for the exemption and Form G5 is attached to this application.

*Exemption 2: Available to **Unlimited Companies**. No other company type is eligible for this exemption. (Section 1237 Companies Act 2014).*

(This section has now been repealed)

Name Restriction

Please tick the box if the company is applying for a company name which includes restricted words which require permission from a government department or other specified body.

I confirm that the company's proposed name contains a restricted word or expression and that permission has been sought from the relevant government department or other specified body and that the notice of permission is attached to this application. (please see Information Leaflet 1 or visit www.cro.ie/registration/company regarding restricted words or expressions)

Director details*including shadow/
alternate directors***Please give details below of the persons who have consented in writing to become directors.***note six*

Surname

Former surname

Forename

Former forename

*note seven**note eight*

Date of birth

EEA resident *note nine*

Residential address

note seven

Postcode

Business occupation

Nationality

Alternate director

note ten

Full director appointing alternate director

*note ten*Other directorships
*(past and present)*Company *note eleven*Place of incorporation *note twelve*

Company number

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

Former forename

*note seven**note eight*

Date of birth

EEA resident *note nine*

Residential address

note seven

Postcode

Business occupation

Nationality

Alternate director

note ten

Full director appointing alternate director

*note ten*Other directorships
*(past and present)*Company *note eleven*Place of incorporation *note twelve*

Company number

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

Secretary details

Please give details below of the person, or body corporate, who has consented in writing to become secretary. *note seven*

Surname
Forename

Former surname
Former forename

Date of birth
Day Month Year

Number of Body Corporate (if applicable)

Body Corporate Name (if applicable)

Name of Register where Body Corporate registered (if applicable)

Residential address or registered office (as applicable) *note seven*

Postcode

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

Signature

Date

Subscribers to constitution

note thirteen

Signature(s)	Subscriber	Agent	Date
	<i>Tick one box only</i>		
<input type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="text"/>
<input type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="text"/>
<input type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="text"/>
<input type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="text"/>
<input type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="text"/>
<input type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="text"/>
<input type="text"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="text"/>

Company capital

note fourteen

Total value authorised shares
€/_

Total number authorised shares made up as follows:

Class of authorised shares
<input type="text"/>
<input type="text"/>
<input type="text"/>

Number in each class
<input type="text"/>
<input type="text"/>
<input type="text"/>

Value per share €/_
<input type="text"/>
<input type="text"/>
<input type="text"/>

Total value issued shares
€/_

Total number issued shares made up as follows:

Class of shares issued
<input type="text"/>
<input type="text"/>
<input type="text"/>

Number in each class
<input type="text"/>
<input type="text"/>
<input type="text"/>

Consideration for each share <i>note fifteen</i>
<input type="text"/>
<input type="text"/>
<input type="text"/>

Declaration of compliance and section 24 declaration

The declaration is an unsworn declaration of compliance with all the legal requirements relating to incorporation. It is a criminal offence pursuant to section 876 of the Companies Act 2014 for a person to knowingly or recklessly deliver a document to the CRO which is false in a material particular.

note sixteen

I
name in bold capitals

of
residential address
note seven

do solemnly and sincerely declare that I am a *note two*

Director

Secretary

Solicitor engaged in the formation of the company

and that all the requirements of the Companies Act in respect of the registration of the said company, and of matters precedent and incidental thereto have been complied with and that Form A1 has been completed in accordance with the Notes on Completion of Form A1.

I further declare that the purpose, or one of the purposes, for which the company is being formed is the carrying on by it of an activity in the State and that it appears to me that either

(a) the activity can be classified in accordance with the relevant classification system as follows:

NACE Code –
note seventeen

and that the general nature of the activity is *note seventeen*

or (b) **that** the activity cannot be so classified but is precisely described as follows: *note eighteen*

I further declare that the place or places in the State where it is proposed to carry on the activity is/are *note nineteen*

and that the place where the central administration of the company will normally be carried on will be *note nineteen*

I further declare that this form has been fully and accurately completed.

Signature of declarant *name as at top of page*

_____ This _____ day of _____ 20 _____

NOTES ON COMPLETION OF FORM A1

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 A1 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 The proposed company name must be given in full and must correspond **exactly** with the company name given on the accompanying constitution. The correct company type must be included in the name unless exempted. Abbreviation of the company type description will not be accepted.

Company types:

- A company being incorporated under Part 2 of the Companies Act as a Private company limited by shares must end its name with "Limited" or "Teoranta". No abbreviations accepted.
- A company being incorporated under Part 16 of the Companies Act as a Designated Activity Company, either limited by shares or guarantee must end its name with either "Designated Activity Company" or "Cuideachta Ghníomhaíochta Ainmnithe" unless exempted.
- A company being incorporated under Part 17/24 of the Companies Act as a Public Limited Company must end its name with either "Public Limited Company" or "Cuideachta Phoiblí Theoranta"
- A company being incorporated under Part 18 of the Companies Act as a Company Limited by Guarantee must end its name with either "Company Limited by Guarantee" or "Cuideachta faoi Theorainn Ráthaíochta" unless exempted.
- A company being incorporated under Part 19 of the Companies Act as an unlimited company, whether public/private, must end its name with either "Unlimited Company" or "Cuideachta Neamhtheoranta".

note two Tick the relevant box.

note three 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.

note four 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 will issue the certificate of incorporation to the email address.

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 five The word “Designated Activity Company” or “Company Limited by Guarantee” may be dropped from the company’s name where the company is a Designated Activity Company or a Company Limited by Guarantee and the constitution of the company states that the objects will be the promotion of commerce, art, science, education, religion or charity. In addition, the company’s constitution must state that:

- (a) the profits of the company (if any) or other income are required to be applied to the promotion of the objects;
- (b) payment of dividends/distributions to its members is prohibited;
- (c) all assets which would otherwise be available to its members are required to be transferred on its winding up to another company whose objects are the promotion of commerce, art, science, religion or charity.

It should be noted, however, that a company which is exempted from the obligation to use the words as part of its name, is still obliged to show on its letters and order forms the fact that it is such a company. Form G5 must accompany the form A1/constitution application.

note six All company types must have at least two directors with the exception of Private Companies Limited by Shares (LTD companies) which may have a sole director. All directors must be over the age of 18 years. (s.131 CA 2014). Where a company has only one director, that person may not also hold the office of secretary of the company.

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 A1. 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 seven Insert full name (initials will not suffice) and the usual residential address. Where the secretary is a firm, the name of the firm, registered address and the register where it is registered ought to be stated. 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. All secretaries and directors must be over the age of 18 years. (s.131 CA 2014).

note eight 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 or civil partnership.

note nine Every company must have at least one European Economic Area (EEA)-resident full 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. Place a tick in the "EEA resident" box if the director is resident in the State in accordance with s137 Companies Act 2014. If no full director is so resident, a valid bond must be furnished **with** the application.
(Note that "EEA-resident" means resident in a member state of the EEA. The EEA is the EU plus Norway, Iceland and Liechtenstein). For information on the bond, see Leaflet No.17.

note ten 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 articles so permit and subject to compliance with those articles, 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 eleven 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 is held or was held by a director in bodies corporate of which the company is (or was) the wholly owned subsidiary or which are or were the wholly owned subsidiaries either of the company or of another body corporate of which the company is or was the wholly owned subsidiary.
Pursuant to s142 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 are not reckoned for the purposes of s142(1). For further information, see CRO Information Leaflet No.1.

note twelve Place of incorporation if outside the State.

note thirteen The subscribers in this section **must** correspond with the subscribers to the accompanying constitution except where an agent signs this section on behalf of the subscriber(s). Where the space is inadequate, the signatures must be presented on a continuation sheet in the **same format** as this section.

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

note fifteen Indicate cash or stock.

note sixteen The declaration is a declaration of compliance with all the legal requirements relating to the incorporation of a company. As the declaration confirms that all other registration requirements have been completed, it must be signed after the form has been completed in full, and so the date of declaration must not predate the dates of other signatures which appear on the form and accompanying constitution.

note seventeen The NACE code is the common basis for statistical classifications of economic activities within the E.U. The code is available on www.cro.ie. The four digit NACE code and general nature of the activity **must** correspond with the proposed company's principal object in the accompanying memorandum of association in the constitution with the exception of Private Companies Limited by Shares (LTD companies) which do not have stated objects. (An LTD company must still submit a NACE code description). Where there are two or more activities, give details of the principal activity in the State.

note eighteen As all activities can be classified under the NACE code it should rarely be necessary to complete (b)

note nineteen Full postal address must be given. A P.O. Box will not suffice.

Checklist

- Page 1**
- Does the company name correspond exactly with that given on the accompanying constitution?
 - If a bond is attached, is the relevant box ticked?
 - Are the presenter's details given and is the postal address legible and correct?
- Page 2**
- Is a full postal address in the State for the registered office given?
 - If the constitution is delivered by an agent, are the relevant details entered correctly?
- Page 3**
- Are the directors details, including their usual residential addresses, given in full?
 - Where none of the full directors is EEA-resident, is a bond attached and does it meet the effective date requirements? See CRO Information Leaflet 17.
 - Where appropriate, is Form B74 (Statement of Director's Disqualifications) attached?
- Page 4**
- Does the number of subscribers correspond with that on the accompanying Constitution?
 - Where applicable, is the company capital statement completed in full and do the details correspond with the share capital details in the accompanying constitution?
 - Are the secretary's details given in full (in bold capitals/typescript)?
- Page 5**
- Is the correct NACE code applied and does it correspond with the description of the general nature of the activity and the main object in the accompanying constitution?
 - Are full postal addresses for the place(s) of activity and central administration given?
- General**
- Are all signatures and dates given where requested?
 - Is the accompanying constitution completed in full and are full details of occupations and addresses given for the subscribers and witness?

Further information

Changes After registration, you must notify the CRO of any changes to the registered company details. The following forms are the principal ones completed and submitted to the CRO (for the full list go to www.cro.ie):

B2	Notice of change in the situation of the registered office
B10	Notice of change of directors or secretaries or in their particulars
G1Q	Change of company name

CRO address When you have completed and signed the form, please file with the CRO. The Public Office is at Bloom House, Gloucester Place Lower, Dublin 1. If submitting by post, please send with the prescribed fee to the Registrar of Companies at:
New Companies Section, Companies Registration Office, 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 A1 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 ON COMPLETION OF FORM A1, INCLUDING THE PRESCRIBED FEE, IS AVAILABLE FROM INFORMATION LEAFLET NO. 1, "COMPANY INCORPORATION", FROM www.cro.ie OR BY E-MAIL info@cro.ie