

Relate Company Secretary



Release Notes

Version 5.0

SUPPORT SERVICES

Relate Software is committed to strong customer service and satisfaction. At all times you will be able to make contact with our company and our technical service teams. Relate Software will provide the highest level of customer service and will provide telephone support as well as online remote access support and where applicable.

This document outlines the changes made in **Relate Company Secretary 5.0**. Please take time to read the notes and apply the update. If you have any queries please contact software support on support@relate-software.com or call **+353 1 4597800 (ROI)**.

The following program changes have been introduced to fulfill the requirement of the Irish Companies Act 2014 and requested from both user feedback and internal quality control reviews.

If you have any further changes you would like to see in Company Secretary please send an email to info@relate-software.com

Important

Please note it is very important that before running any database update you perform a database backup.

Relate Software always advise that your practice takes regular backups in order to minimise any loss of data.

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INTRODUCTION

Relate Company Secretary version 5.0 has been introduced to cater for the requirements of the Irish Companies Act 2014.

CRO have guidance on the new act available at <https://www.cro.ie/New-Act-2014/Overview>

The changes noted in this document refer to Irish companies only, except where noted.

- Updated Forms have been included
- Registered Office Agent and Registered Person types have been included
- Company types have been updated
- NACE Rev 2 is now in operation

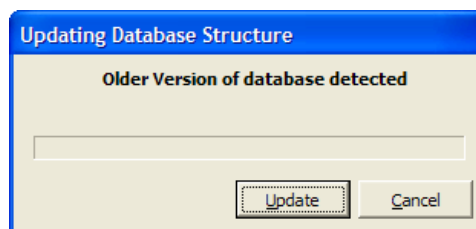
UPDATING

FIRST PC

For the **First PC** to be updated, use the following process.

In Relate Company Secretary, go to Tools / Utilities / Get latest Version of Program. This will close the application and download version 5.0.

Please ensure that no other users are using the package. When you re-start Company Secretary, you will be prompted to update your database. Click Update at this prompt.



Once you are in the package, you need to download the latest forms. Go to Forms and click Download.

As you have exclusive access to the database, we recommend that you take the opportunity to carry out some database maintenance, by going to Tools / Utilities / Compact and Repair.

REMAINING PCS

For **all other PCs** that have Relate Company Secretary, use the following process.

In Relate Company Secretary, go to Tools / Utilities / Get latest Version of Program. This will close the application and download version 5.0.

This completes the upgrade process.

COMPANY TYPES

From 1st June 2015, all Irish companies will be considered as one of the following company types:

- LTD - Private company limited by shares
- DAC - Designated activity company limited by shares /limited by guarantee with share capital
- PLC - Public limited company
- CLG - Company limited by guarantee
- ULC - Private unlimited company having a share capital
- PUC - Public unlimited company having a share capital
- PULC - Public unlimited company not having a share capital

These company types are now available in Relate Company Secretary, and after the upgrade your Irish companies will be displayed as one of these types. The type that it now shows as is the type it will be deemed to be under Companies Act 2014.

Private Share companies will show as LTD type, since that is the type they will be automatically converted to unless manual conversion to DAC is completed.

Please note that the company type can be checked on the CRO Company search, at <https://www.cro.ie/en-ie/Services/Company-Search>.

CHANGING COMPANY TYPE

See <https://www.cro.ie/New-Act-2014/Need-to-Convert> for details.

There is an 18 month transition period (until 30th November 2016) during which a company may formalise its status under the new act. If this process is not undertaken, CRO will apply changes automatically on that date.

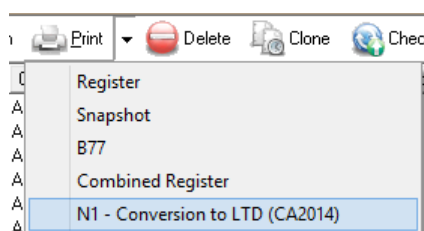
Note that Private companies Limited by Shares will operate as DACs until the transition period ends, and will be converted to LTDs on that date unless otherwise specified.

CRO expect that the majority of companies will opt to take the automatic changes, but in the case that a Company chooses to manually change, this may be undertaken as in the following sections.

CONVERSION OF PRIVATE COMPANY LIMITED BY SHARES TO LTD TYPE

If an existing company wishes to take advantage of the new provisions of LTD companies under Companies Act 2014 (e.g. having a sole director) during the transition period, you will need to file a form N1 to change to LTD company type.

This form is available from the Companies Browse. Click the drop-down arrow beside print, and select N1:



Make the appropriate selections from the dialog:

N1 Change to LTD (CA 2014)

Conversion of existing Private Limited Company (limited by shares)
to
Private Company Limited by Shares (LTD)
For Delivery Services Limited

Constitution is adopted by:

Special resolution passed by the members (Section 59)
Date of resolution / /

Delivery to each member (Section 60)

Company does not have existing registered Articles

Certified by: Joe Bloggs (Director)

Presenter: Relate

Status: Draft

Print Close

And print your form for signing and delivery to CRO.

CONVERSION OF PRIVATE COMPANY LIMITED BY SHARES TO DAC TYPE

Since this change involves a change of Company name (Name must end in “Designated Activity Company” or “Cuideachta Ghníomhaíochta Ainmnithe” unless qualified for an exemption), this change is carried out in the Change Company Name event.

In the Change Company Name event, you will see a heading for Company Type conversions. Click that, and complete as appropriate. Form N2 is the one that needs to be signed and filed.

Event Wizard

Change of Company Name

Company Name: ABC Test Designated Activity Company

Effective From: 15/06/2015

Approved pursuant to:

section 193(1) (unanimous written resolution)

section 194(1) (majority written resolution)

section 196(4) (sole member resolution)

OR approved at:

an Annual General Meeting

an Extraordinary General Meeting

[Company Type conversion for Companies Act 2014](#)

Conversion to DAC (Form N2)

Ordinary Resolution

Directors Resolution - S56(2)

Directors Resolution - S57(1)

No existing registered Articles

Name Exemption Application (G5 included)

Guarantee / Unlimited company (Form N3)

Section 980 Requirements

Section 1190 Requirements

Section 1247 Requirements

Common to Forms N2 and N3

Name Exemption - Section 971(8)

Name Exemption - Ministerial Approval

Notes Previous Next Cancel

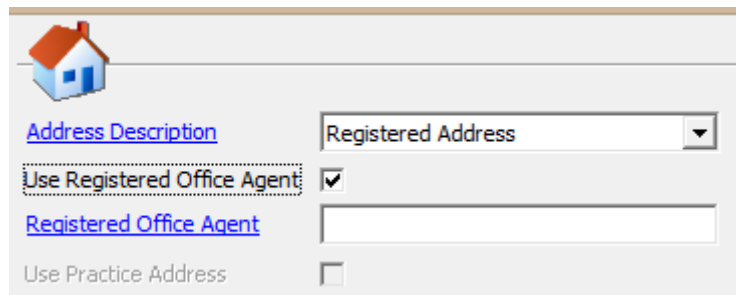
As above, such changes require a change of name, so they are carried out in the Change Company Name event. Proceed as in the DAC change described above, printing form N3.

REGISTERED OFFICE AGENT

Under section 50(4) Companies Act 2014, a company's registered office may be placed in the care of an agent who has an office in the State and is approved for this purpose by the Registrar of Companies. See <https://www.cro.ie/New-Act-2014/Registered-Office-Agent> for further information.

If your companies are availing of the services of a Registered Office Agent, this fact must be reported to CRO on the new B2 form.

This is completed in the normal way, in the Change Registered Office Event. When selecting the new Registered Office, ensure that "Use Registered Office Agent" is ticked. This will allow you to pick the agent from your companies list (creating a new company, if required). As always, ensure that the effective-from date is correct.



The screenshot shows a web form for selecting a Registered Office Agent. It features a house icon at the top left. Below the icon, there are several fields and checkboxes:

- Address Description**: A text input field.
- Registered Address**: A dropdown menu.
- Use Registered Office Agent**: A checkbox that is checked.
- Registered Office Agent**: A text input field.
- Use Practice Address**: A checkbox that is unchecked.

To change to a different Registered Office Agent, repeat the above process, selecting the new Agent.

To remove an agent, you must select a new registered address, so repeat the above process and do not "Use Registered Office Agent" - select the new Registered address instead.

REGISTERED PERSON

Section 39 of the Companies Act 2014 allows a company to authorise any person to be a person entitled to bind the company. This is known as a "Registered Person", and is required to be disclosed on the B1 form.

The Registered Person should be added to the Officers tab of the company. You will find a new Officer Type, "Registered Person".

UPDATED FORMS

All of the forms which may be filed with CRO have either been updated or retired

(You can see a full list of these forms on Pg 9).

B1 FORM

Note that from 1st June 2015, CRO expect that any forms filed will be the new ones.

We have left the old B1 form (B1V4) available for use, although we expect that it will only be used in the case of resubmissions where CRO have sent an old B1 back for correction. In case of uncertainty on which version to use in this situation, please consult with CRO as to which version they require.

Regardless of whether it is a new submission or a resubmission, CRO have advised us:
" CRO will not be accepting any manually submitted old Forms to us after 30 June ".

OTHER FORMS

Some, such as the G1Q to change a company name, have updated requirements. In such cases, the Event Wizard has also been updated to match these requirements.

COMPANY CONSTITUTION

The old Memoranda and Articles of Association are replaced under Companies Act 2014 with a single Constitution. See <https://www.cro.ie/New-Act-2014/Table-A-and-Constitutions> for details.

If you wish, you may create a template Constitution for a particular company type in Tools / Document Templates.

You may attach this template to that company type in Tools / Lookups / Company Types, and create an individual company constitution from that template in the Misc tab of a company, "Merge Formation docs".

NACE CODES

CRO are taking the opportunity to also commence the use of NACE Rev 2 codes.

These codes may be seen at <http://www.cso.ie/px/u/NACECoder/NACEItems/searchnace.asp>, and are also included in Relate Company Secretary.

Since the NACE codes have been replaced with this updated version, and there is no translation available from the old codes to the new codes, existing NACE codes in companies will be left without any description on them.

LIST OF UPDATED FORMS

Form No.	Old Form No.	Description	Section of Act
These forms cannot be used prior to 1st June 2015			
A1	A1	Company incorporation	22(2)/24
A2	44	Statutory declaration by company which has filed prospectus	No longer filed
A3	44a	Statutory declaration by company which has filed statement in lieu of prospectus	No longer filed
A4	70	Application by a public limited company to commence business and declaration of particulars	1010(2)
a/c1	a/c1	Opening a deposit account with the CRO	-
B1	B1	Annual return	343
B1U	B1U	Group financial statements	
B1x	New	Voluntary revision of defective financial statements	366
	form		
B2	B2	Change of registered office	50(3)
B3	B3	Notice of places where register of members, register of debenture holders, register of directors and secretaries, copies of instruments creating charges and directors' service contracts/memoranda are kept	216(6)
B4	B4	Notice of increase in authorised capital	93(3)
B5	B5	Return of allotments	70(7)
B6	52	Particulars of contract relating to shares	No longer used
B7	28	Alteration of share capital	92(1)
B9	11	Notice of increase in members (CLG - Companies Limited by Guarantee and PULC - Public Unlimited Company with no share capital only)	1199(4)/1259(4)
B10	B10	Change of director and/or secretary, or in their particulars	149(8)
B10a	New form	Change in residential address particulars for a director in relation to multiple companies only	149(9)

B11	80	Statement of particulars of rights attached to shares allotted and not otherwise registerable	90(1)
B12	81	Statement of particulars of variations of rights attached to shares and not otherwise registerable	90(3)
B13	82	Notice of assignment of name or new name of any class of shares registerable under s90.	90(4)
B18	B18	Registration of a prospectus approved by the Central Bank for issue by an Irish registered company	
B18a	B18a	Registration of a local offering document for an amount not exceeding €5,000,000	1361(4)
B32	55	Statement in lieu of prospectus (private company being converted into public company)	No longer filed
B34	67a	Revocation of notice to carry on business as an investment company	No longer filed
B39	55a	Statement in lieu of prospectus	No longer filed
B42a	New form	Notice of rectification of register of members	173 (6)173(6)
B46	New form	Notice of appointment/revocation of authorisation of Registered Person (person to bind the company)	39(1)
B67	B67	Certificate that company has real and continuous link to the State	140(2)
B68	B68	Notice re. exclusion of directorships from limit of 25	142(3)
B69	B69	Notification by individual that he/she has ceased to be a director or secretary	152(2)
B70	B70	Notice that a person holding the office of director or secretary has died	No longer filed
B73	B73	Nomination of a new annual return date	346(2)
B74	B74	Statement of director's disqualifications	23 and 150(2)
B74a	New Form	Statement of director's disqualifications subsequent to the appointment as director	150(1)
B77	B77	Notice of authorisation/revocation of authorisation of an electronic filing agent	35 and 36
B78a	New form	Nomination of a new annual return date - subsidiary companies	346(5)
B81	New form	Application to act as a Registered Office Agent (ROA).	50
B83	New Form	Alteration of Financial year end	288(4)

C1	C1	Mortgage or charge created by Irish company	409(3)
C1a	New Form	Registration of Mortgage/Charge created by Irish company - Stage 1 of two stage procedure	409(4)(a)
C1b	New form	Registration of Mortgage/Charge created by Irish company - Stage 2 of two stage procedure	409(4)(b)
C2	47c	Notice that charge registered in country where property is situated	no longer used
C3	47b	Particulars of a charge subject to which property has been acquired by a company incorporated in the State	411(2)
C4	47a	Series of Debentures	no longer used
C5	48	Further issue of Debentures	no longer used
C6	C6	Declaration of satisfaction of a charge	416(4)
C7	C7	Declaration of Partial satisfaction of a charge	416(4)
C10	New Form	Judgment Mortgage	413(2)
C17	New Form	Change in Person Entitled particulars in relation to a charge	409(8)
CBM1	CBM1	Cross Border Merger	Regs 2008
D1	71/72	Application by a private or unlimited company for re-registration as a public limited company. Declaration of compliance by a private or unlimited company with the requirements for re-registration as plc.	No longer used
D2	73/74	Application by an old public limited company for re-registration as a public limited company. Declaration by director or secretary on application by an old public limited company for re-registration as a plc.	No longer used
D3	75	Declaration by an old public limited company that it does not meet the requirements for a plc.	No longer used
D4	76	Application by a public limited company for re-registration as a private company	No longer used
D5	77	Application by a plc. for re-registration as another form of company following a court order	No longer used
D6	D6	Application by a limited company to be re-registered as unlimited	1296(1)(a)(i)
D6C	New form	Members assent to re-registration as a Company Limited by	1297(2)(a)

		Guarantee	
D6D	New form	Members assent to re-registration as a Designated Activity Company Limited by Guarantee	1299(2)(a)
D10	83	Application by a public limited company for re-registration as another form of company following cancellation of shares and diminution of share capital	1040(7)
D12	86	Application by an unlimited company to be re-registered as limited	No longer used
D13	65	Notice of application made to the court for the cancellation of a special resolution regarding re-registration	1287(4)
D17	78/79	Application by an existing joint stock company for registration as a plc limited by shares . Declaration of compliance by an existing joint stock company in connection with registration as a plc	No longer used
D20	New form	Application to re-register company type and statement of compliance	1285(1)(b)
DM1	New form	Notice of Common draft terms of merger involving two or more Irish companies under Part 9	470(5)(b)
DM2	New form	Notice of Common draft terms of merger involving two or more Irish companies - PLC included under Part 17	1135(1)(b)
DV1	New form	Notice of Common draft terms of division involving two or more Irish companies under Part 9	494(1)(b)
DV2	New form	Notice of Common Draft Terms of Division involving two or more Irish companies - PLC included under Part 17	1157(1)(b)
		These forms cannot be used prior to 1st June 2015	
E1	12	Declaration of solvency	580/207
E2	E2	Notice of appointment of liquidator	592
E2a	New form	Notice of resignation of liquidator	641(2)
E2b	New form	Notice of removal of liquidator	643(3)
E2c	New form	Notice of appointment of liquidator following removal of previous liquidator	643(5)
E3	E3	Liquidator's account of his/her acts & dealings & of conduct of the winding up	680
E4	22/23	Liquidator's statement of proceeding and the position of the winding up	681(2)
E5	14	Liquidator's final statement of account (members or creditors'	705(4)(a)/706(4)

		winding up)) (a)
E6	13	Return of final winding up meeting (members' voluntary winding up)	705(4)(b)/705(6)
E669	New Form	Notice of annulment of liquidation	669
E7	13a	Return of final winding up meeting of members & creditors (creditors' voluntary winding up)	706(4)(a)/706(6)
E8	E8	Notice of appointment of receiver	436(1)
E9	E9	Receiver's abstract	430(3)/443(2)(b)
E10	17	Statement of affairs - Receiverships	430(1)(b)
E11	E11	Notice of cessation by receiver	436(2)
E24	E24	Notice of petition for appointment of examiner	531(1)
F1	F1	Registration of a place of business by an external company	no longer used
F2	F2	Alterations in the memorandum/articles of external company	1302(3)(a)/130
F3	F3	Change in directors/secretary/persons who represent an external company/authorised persons/persons responsible for compliance with regulations	1302(3)(c)/1304
F4	F4	Changes in address of external company	1302(3)(d)/1304
F7	F7	Return of accounting documents of an external company	1303(1)/1305(1)
F8	8E	Particulars of a charge on property in the State created by a company incorporated outside the State	409(3)/1301(4)
F8a	New Form	Notice of intention to register particulars of a charge by a company incorporated outside the State	409(4)/1301(4)
F8b	New Form	Confirmation of particulars of a charge created by a company incorporated outside the State	409(4)/1301(
F9	9E	Particulars of a charge subject to which property in the State has been acquired by a foreign company	411(2)/1301
F12	F12	Registration of a company which is a branch of a EEA company	1302
F13	F13	Registration of a company which is a branch of a non-EEA country company	1302/1304

F14	F14	Notification of winding up/closure of branch of an external company	1302(3)
			(e)/1304(3)(b)(c)
F15	F15	Notice of judgment opening insolvency proceedings in another Member State/decision appointing liquidator	1419
G1	G1	Special resolution	198
G1 - H15	New form	Special resolution form - used in connection with Voluntary Strike-off only.	
G1Q	G1Q	Change of name special resolution	30/198
G2	G2	Ordinary resolution	195
G5	G5	Declaration of compliance for company type suffix omission from co. name	971(1)/1180(1)
H1	H1	Restoration of a company to the register. Can only be used within 12 months from date of dissolution	737(1)(b)
H1R	H1R	Restoration of company struck-off (Revenue)	No longer used
H1-OMC	H1-OMC	Restoration to the register. For Owner Management Companies only. (OMC's can use H1 within 12 months also).	unaffected
H2	H2	Notice of disclosure order	812
H3	H3	Notice of removal of auditor	385
H4	H4	Notification of notice that proper books of accounts are not kept	392
H5	H5	Return by a company purchasing its own shares and/or shares in a holding company	116
H5a	H5a	Return for re-issue of former treasury shares	1072/70/109
H15	H15	Application for Voluntary strike-off	731(1)(d)
H16	New form	Objection to the Voluntary strike-off of a company	732(2)(b)
H17	New form	Cancellation of the Voluntary strike-off	732(4)
IG1	IG1	Registration of EEIG whose official address is in Ireland	unaffected
IG2	IG2	Registration of grouping establishment in Ireland for EEIG	unaffected

		whose official address is outside Ireland	
IG3	IG3	Notice of setting up of grouping establishment of an EEIG whose official address is in Ireland	unaffected
IG4	IG4	Notice of closure of grouping establishment of an EEIG	unaffected
IG5	IG5	Notice of manager's particulars and of termination of appointment	unaffected
IG6	IG6	Notice of documents and particulars required to be filed	unaffected
IG7	IG7	Notice of proposal to transfer official address of an EEI	unaffected
IG8	IG8	Annual return for an EEIG	unaffected
J1a	J1a	Application to act as a statutory electronic filing agent	unaffected
LP1	LP1	Application for registration of a limited partnership	unaffected
LP2	LP2	Notice of change in a limited partnership	unaffected
LP3	LP3	Statement of the capital contributed by limited partners	unaffected
LP4	LP4	Statement of increase of capital contributed in cash, or otherwise, by limited partners	unaffected
M1	M1	Notice of change to a single-member company	No longer filed
M2	M2	Notice of change from a single-member company	No longer filed
N1	New form	Conversion to LTD company type (old Private limited by shares companies only)	59/60
N2	New form	Conversion to DAC company type (old Private limited by shares companies only)	63
N3	New form	Alteration of company name to include company type (alteration is from old Companies Acts only)	980/1190(5)/12 47(4)
P1	P1	Return of accounting documents of partnerships and limited partnerships	not changed
Q1	Q1	Investment Company form. Registration by way of continuation on the Irish Register	1410(2)(a)
Q2	Q2	Declaration by director of migrating company which is applying to be registered as an Irish company on the Irish register by way of continuation	1409(1)(d)
Q3	Q3	Declaration regarding fulfilment of requirements prior to being registered as an Irish company by way of continuation	1410(3)
Q4	Q4	Statement that migrating company has been de-registered in	1411(1)(a)

		relevant jurisdiction	
Q5	Q5	Investment Company form. De-registration by way of continuation from the Irish Register	1413(2)(a)
Q6	Q6	Declaration by director where Irish company is applying to be de-registered as an Irish company by way of continuation in relevant jurisdiction	1412(1)(a)
Q7	Q7	Declaration regarding fulfilment of requirements prior to being de-registered as an Irish company by way of continuation	1413(3)
Q8	Q8	Statement that applicant company has been registered in a relevant jurisdiction	1414(2)
Q9	Q9	Declaration that full inquiry has been made into the affairs of the company and that the company is able to pay its debts as they fall due	1415(1)
RBN1	RBN1	Application for registration of a business name by an individual	unaffected
RBN1a	RBN1a	Application for registration of a business name by a partnership	unaffected
RBN1b	RBN1b	Application for registration of a business name by a body corporate	unaffected
RBN2	RBN2	Nature of change in particulars of a business name registered by an individual	unaffected
RBN2a	RBN2a	Nature of change in particulars of a business name registered by a partnership	unaffected
RBN2b	RBN2b	Nature of change in particulars of a business name registered by a body corporate	unaffected
RBN3	RBN3	Notice of cessation of a business name	unaffected
SE1	SE1	Formation by merger of Societas Europaea	2007 Regs
SE2	SE2	Formation of holding Societas Europaea	2007 Regs
SE3	SE3	Formation of subsidiary Societas Europaea	2007 Regs
SE4	SE4	Conversion of plc to Societas Europaea	2007 Regs
SE5	SE5	Formation of subsidiary Societas Europaea by SE	2007 Regs
SE6	SE6	Transfer of SE registered office to ROI	2007 Regs
SE7	SE7	Transfer of SE registered office from ROI	2007 Regs
SE8	SE8	Statement of solvency by directors of SE which is proposing to transfer from ROI	2007 Regs

SE9	SE9	Request by SE for assignment of new ARD	2007 Regs
SE10	SE10	Proposed transfer of registered office of SE from ROI	2007 Regs
SE11	SE11	Draft terms of formation of holding SE involving an ROI registered company or SE	2007 Regs
SE12	SE12	Draft terms of conversion of plc to SE	2007 Regs
SE13	SE13	Notice of satisfaction of conditions for the formation of holding SE by an Irish company/SE	2007 Regs
SE14	SE14	Amendments of statutes of SE	2007 Regs
SE15	SE15	Notice of initiation of or termination of winding up liquidation, insolvency or cessation of payment procedures and decisions to continue operating of SE	2007 Regs
SE16	New form	Draft terms of conversion from Irish registered Societas Europaea to public limited company	2007 Regs
SE17	New form	Application for the conversion of an Irish registered Societas Europaea to a public limited company	2007 Regs
SE18	New form	Draft terms of formation of Societas Europaea in a foreign jurisdiction involving an Irish registered public limited company	2007 Regs
SE19	New form	Draft terms of merger of Irish registered public limited company with non-Irish public limited liability company(ies) to form SE which will be registered in Ireland	2007 Regs