

Application to incorporate a company

Section 3 and 3A (inserted by section 101 Company Law Enforcement Act 2001) Companies (Amendment) Act 1982
Section 5 Companies (Amendment) Act 1983
European Communities (Single-Member Private Limited Companies) Regulations 1994
Sections 42 and 43, section 44 (other than subsection (2)) and section 45 (other than subsections (3)(b) and (5)) Companies (Amendment)(No. 2) Act 1999
Section 117 Stamp Duties Consolidation Act 1999
Companies Act 1990 (Form and Content of Documents Delivered to Registrar) Regulations 2002

CRO receipt date stamp
Companies Acts 1963 to 2006

A1

Tick box if bond is attached
note seven

Company number for official use

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

Company name
in full/note one

Limited

Registered office
note two

Memorandum delivered by an agent

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

Tick box <input type="checkbox"/>	Name	<input style="width: 95%;" type="text"/>
	Address	<input style="width: 95%;" type="text"/>
		<input style="width: 95%;" type="text"/>
		<input style="width: 95%;" type="text"/>

Secretary details

Please give details below of the person who has consented in writing to become secretary.

Surname	<input style="width: 95%;" type="text"/>	Former surname	<input style="width: 95%;" type="text"/>
Forename	<input style="width: 95%;" type="text"/>	Former forename	<input style="width: 95%;" type="text"/>

note three *note four*

Residential address *note three*

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 Acts.

Signature	Date
<input style="width: 95%;" type="text"/>	<input style="width: 95%;" type="text"/>

Presenter details
note five

Name	<input style="width: 95%;" type="text"/>	
Address	<input style="width: 95%;" type="text"/>	
DX number	<input style="width: 60%;" type="text"/>	DX exchange
Telephone number	<input style="width: 60%;" type="text"/>	Fax number
Email	<input style="width: 60%;" type="text"/>	Reference number

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 <i>note three</i>		Former forename <i>note four</i>	
Date of birth	Day	Month	Year
	Irish resident <i>note seven</i>		<input type="checkbox"/>
Residential address <i>note three</i>			
Business occupation		Nationality	
Alternate director <i>note eight</i>	<input type="checkbox"/>	Full director appointing alternate director <i>note eight</i>	
Other directorships	Company <i>note nine</i>	Place of incorporation <i>note ten</i>	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 Acts, other enactments and at common law.		
	Signature	Date	

Surname		Former surname	
Forename <i>note three</i>		Former forename <i>note four</i>	
Date of birth	Day	Month	Year
	Irish resident <i>note seven</i>		<input type="checkbox"/>
Residential address <i>note three</i>			
Business occupation		Nationality	
Alternate director <i>note eight</i>	<input type="checkbox"/>	Full director appointing alternate director <i>note eight</i>	
Other directorships	Company <i>note nine</i>	Place of incorporation <i>note ten</i>	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 Acts, other enactments and at common law.		
	Signature	Date	

Director details *contd*

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"/>

Irish resident
*note seven*Residential address
note three

Business occupation

Nationality

Alternate director
*note eight*Full director appointing alternate director
note eight

Other directorships

Company *note nine*Place of incorporation *note ten*

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 Acts, other enactments and at common law.

Signature

Date

Subscribers to memorandum*note eleven*

Signature(s)

Subscriber Agent
Tick one box only

Date

Company capital and stamp duty statement*note twelve*

Total value authorised shares

Total number authorised shares

made up as follows:

Class of authorised shares

Number in each class

Value per share €/__

Total value issued shares

Total number issued shares

made up as follows:

Class of shares issued

Number in each class

Consideration for each share
note thirteen

Declaration of compliance and section 42(2) declaration

note fourteen

I
name in bold capitals

of
residential address

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

Director Secretary Solicitor engaged in the formation of the company

and that all the requirements of the Companies Acts 1963 to 2006 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 sixteen

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

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

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

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

I further declare that this form, including the company capital and stamp duty statement which is required by section 117 Stamp Duties Consolidation Act 1999, has been fully and accurately completed.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1938.

Signature of declarant *name as at top of page*

In the presence of *signature of witness*

Commissioner for oaths Practising solicitor

Notary public Peace commissioner

Name of witness *in bold capitals or typescript*

Declared before me by *declarant's name in bold capitals or typescript*

who is personally known to me or who is identified to me by *note fifteen*

who is personally known to me at *note eighteen*

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 memorandum and articles of association.
- note two** 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.
- 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. 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.
- 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 woman, the name or surname by which she was known previous to her marriage.
- note five** 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 incorporation will be issued by hand or by registered post to the presenter.
- note six** All company types must have a minimum of two directors.
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** Every company must have at least one Irish-resident full director or a bond pursuant to s43(3) Companies (Amendment)(No.2) Act 1999. Note that an Irish-resident alternate director is not sufficient for the purposes of s43 of that Act. Place a tick in the “Irish resident” box if the director is resident in the State in accordance with s43 of the 1999 Act as defined by s44(8) and (9) of that Act. If no full director is so resident, a valid bond must be furnished **with** the application. (Note that “Irish resident” means resident in the Republic of Ireland.) For further information on the bond, see CRO Information Leaflet No. 17.
- note eight** 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 nine** 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 10 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.
Pursuant to s45(1) Companies (Amendment)(No.2) Act 1999, a person shall not at a particular time be a director of more than 25 companies. However, under s45(3) of the Act, certain directorships are not reckoned for the purposes of s45(1). For further information, see CRO Information Leaflet No.1.
- note ten** Place of incorporation if outside the State.
- note eleven** The subscribers in this section **must** correspond with the subscribers to the accompanying memorandum and articles of association 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 twelve** Where applicable, the details must correspond **exactly** with the share details given in the accompanying memorandum and articles of association.
- note thirteen** Indicate cash or stock.
- note fourteen** The statutory declaration is a declaration of compliance with all the legal requirements relating to the incorporation of a company. **It must be signed by either a solicitor who is forming the company or the director or secretary in the presence of either a commissioner of oaths, notary public, solicitor or peace commissioner.** 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 memorandum and articles of association.
- note fifteen** Tick the relevant box.

note sixteen 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 objective in the accompanying memorandum of association. Where there are two or more activities, give details of the principal activity in the State.

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

note eighteen 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 memorandum and articles of association?	<input type="checkbox"/>
	If the memorandum is delivered by an agent, are the relevant details entered correctly?	<input type="checkbox"/>
	Is a full postal address in the State for the registered office given?	<input type="checkbox"/>
	Are the secretary's details given in full (in bold capitals/typescript)?	<input type="checkbox"/>
	Are the presenter's details given and is the postal address legible and correct?	<input type="checkbox"/>
	If a bond is attached, is the relevant box ticked?	<input type="checkbox"/>
Page 2	Is there a minimum of two full directors and are their details, including their usual residential addresses, given in full (in bold capitals/typescript)?	<input type="checkbox"/>
	Where none of the full directors is Irish-resident, is a bond attached and does it meet the effective date requirements? See CRO Information Leaflet 17.	<input type="checkbox"/>
	Where appropriate, is Form B74 (Statement of Director's Disqualifications) attached?	<input type="checkbox"/>
Page 3	Does the number of subscribers correspond with that on the accompanying memorandum and articles of association?	<input type="checkbox"/>
	Where applicable, is the capital duty statement completed in full and do the details correspond with the share capital details in the accompanying memorandum and articles of association?	<input type="checkbox"/>
Page 4	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 memorandum of association?	<input type="checkbox"/>
	Are full postal addresses for the place(s) of activity and central administration given?	<input type="checkbox"/>
	Is the statutory declaration completed in full and does the declaration date not precede all other dates given on Form A1 and the accompanying memorandum and articles of association?	<input type="checkbox"/>
General	Are all signatures and dates given where requested?	<input type="checkbox"/>
	Are the accompanying memorandum and articles of association completed in full and are full details of occupations and addresses given for the subscribers and witness?	<input type="checkbox"/>

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
B3	Notice of the places where the register of members, register of debenture holders, register of directors' and secretary's interests in shares and debentures, and directors' service contracts/memoranda are kept
B4/G1	Notice of increase in authorised capital
B5	Return of allotments (increase in issued share capital)
B10	Notice of change of directors or secretaries or in their particulars
B67	Section 44 certificate
B69	Statutory declaration that person has ceased to act as secretary/director
B70	Notification of death of director/secretary
G1Q/G1	Change of company name
D1/D4/D6/D12/M1/M2	Re-registration of company status

CRO address When you have completed and signed the form, please file with the CRO. The Public Office is at 14 Parnell Square, Dublin 1. If submitting by post, please send with the prescribed fee to the Registrar of Companies at:

New Companies Section, Companies Registration Office, 14 Parnell Square, Dublin 1

Payment If paying by cheque, postal order or bank draft, please make the fee payable to the Companies Registration Office. Cheques or bankdrafts 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