



STATUTORY INSTRUMENTS.

**S.I. No. 646 of 2022**

---

COMPANIES ACT 2014 (DISQUALIFICATION AND RESTRICTION  
UNDERTAKINGS) REGULATIONS 2022

COMPANIES ACT 2014 (DISQUALIFICATION AND RESTRICTION  
UNDERTAKINGS) REGULATIONS 2022

I, DARA CALLEARY, Minister of State at the Department of Enterprise, Trade and Employment, in exercise of the powers conferred on me by section 12 and section 854 of the Companies Act 2014 (No. 38 of 2014) (as adapted by the Business, Enterprise and Innovation (Alteration of Name of Department and Title of Minister) Order 2020) ( S.I. No. 519 of 2020 ) and the Enterprise, Trade and Employment (Delegation of Ministerial Functions) Order 2022 ( S.I. No. 486 of 2022 ), hereby make the following regulations:

1. These Regulations may be cited as the Companies Act 2014 (Disqualification and Restriction Undertakings) Regulations 2022.
2. These Regulations shall come into operation on the 9<sup>th</sup> day of December, 2022.
3. In these Regulations, “the Act” means the Companies Act 2014 (No. 38 of 2014).
4. The Companies Act 2014 (Disqualification and Restriction Undertakings) Regulations 2015 (S.I. No. 222 of 2015) are revoked.

*Prescribed forms and particulars*

5. The form set out in the First Schedule to these Regulations is hereby prescribed for the purposes of section 850(3), 850(4)(b) and 854(1)(a)(i) of the Act.
6. The form set out in the Second Schedule to these Regulations is hereby prescribed for the purposes of section 852(3), 852(4)(b) and 854(1)(a)(ii) of the Act.
7. The particulars specified in the form set out in the Third Schedule to these Regulations are hereby prescribed for the purposes of section 851(3)(a) of the Act.
8. The particulars specified in the form set out in the Fourth Schedule to these Regulations are hereby prescribed for the purposes of section 853(3)(a) of the Act.

## FIRST SCHEDULE

### Disqualification Undertaking Form

*(Notice to provide a person with the opportunity to submit to a disqualification undertaking, statement of circumstances, facts and allegations, disqualification acceptance document and outline of legal effects of a disqualification undertaking)*

#### Statutory Notice

##### Part A

###### Opportunity to Submit to a Disqualification Undertaking

CEA Case Ref. No. \_\_\_\_\_

DU Ref No. \_\_\_\_\_

**To:** \_\_\_\_\_

**Of:** \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

1. I, \_\_\_\_\_, Member of the Corporate Enforcement Authority (“the Authority”) /an officer of the Authority to whom the relevant powers of the Authority have been duly delegated pursuant to section 944K (4) of the Act (*delete as appropriate*), have reasonable grounds for believing that the circumstance, or circumstances, outlined in Part B1 applies to you. Particulars of the facts and allegations that have given rise to this belief are outlined in Part B2 hereto. By reason of the underlying circumstances, facts and allegations outlined in Part B (hereinafter referred to as the “underlying facts and circumstances”), I have formed the opinion that a period of disqualification with a duration of \_\_\_\_\_ is warranted in relation to you.
  
2. During the period from \_\_\_\_\_ to \_\_\_\_\_, (or such extended period as may be permitted by me in accordance with paragraph 5 below), you may notify me that you are willing to give a disqualification undertaking by returning to me the disqualification acceptance document duly signed (contained in Part C). During this period, the Authority (and every other person who is aware of this notice) will be precluded from making an application to the court for a disqualification order, under section 842 of the Act, in respect of you arising from, or in connection with, the underlying facts and circumstances.
  
3. Where a valid disqualification acceptance document has been submitted to the Authority within the specified deadlines,
  - a. you will be disqualified in accordance with section 838 of the Act for the period specified in paragraph 1 above with effect from

\_\_\_\_\_ (or such later date as may be permitted by me in accordance with paragraph 5 below);

- b. the Authority (and every other person who is aware of this notice) will be precluded from making an application to the court for a disqualification order, under section 842 of the Act, in respect of you arising from, or in connection with, the underlying facts and circumstances; and
  - c. your name will be entered into the Register of Disqualified Persons maintained by the Registrar of Companies.
4. Notwithstanding that you may have given a disqualification undertaking, section 847 of the Act permits you to apply to the High Court for relief from the disqualification (in whole or in part). The court may grant such relief only if it considers it just and equitable to do so, and then only on the terms and conditions that the court sees fit.
  5. You may, if you wish, make a request for an extension of the notice period specified in paragraph 2 (and a corresponding postponement of the commencement of the proposed disqualification period). However, such a request must be made before the end of the period specified in paragraph 2 above.
  6. In the event that you decide not to accept this opportunity to provide a disqualification undertaking or that you subsequently decide to apply for relief from a disqualification, the Authority, the liquidator, the receiver, or any creditor or contributory of the company has the right to introduce in any court proceedings that might ensue, such further or supplementary evidence as is considered appropriate in relation to the circumstances, facts and allegations outlined in Part B hereto.
  7. A summary of the legal effects of giving a disqualification undertaking is outlined in Part D of this notice. Given the significant implications for you, **it is strongly recommended that you seek independent legal advice in relation to this matter before you consider signing the disqualification acceptance document.**

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_  
Signed: \_\_\_\_\_  
Name: \_\_\_\_\_  
Position: \_\_\_\_\_  
Phone No: \_\_\_\_\_  
Email: \_\_\_\_\_

## Part B

**Particulars of the circumstances, facts and allegations that have given rise to the belief and opinion referred to in Paragraph 1 of Part A**

CEA Case Ref. No. \_\_\_\_\_

DU Ref No. \_\_\_\_\_

**B1: Circumstance(s) specified in section 842 of the Companies Act 2014 (“the Act”)**

*[delete any that do not apply]*

- a. that you have been guilty, while a promoter, officer, statutory auditor, receiver, liquidator or examiner of a company, of any fraud in relation to the company, its members or creditors,
- b. that you have been guilty, while a promoter, officer, statutory auditor, receiver, liquidator or examiner of a company, of any breach of your duty as such promoter, officer, auditor, receiver, liquidator or examiner,
- c. that a declaration has been granted under section 610 of the Act in respect of you,
- d. that your conduct as promoter, officer, statutory auditor, receiver, liquidator or examiner of a company makes you unfit to be concerned in the management of a company,
- e. that, as disclosed in a report of inspectors, appointed by the court or the Authority under the Act, your conduct makes you unfit to be concerned in the management of a company,
- f. that you have been persistently in default (within the meaning of sections 842(f), 843(1) and 843(2) of the Act) in relation to the relevant requirements (as defined in section 837 of the Act),
- g. that you have been guilty of 2 or more offences under section 286 of the Act,
- h. that you were a director of a company when a notice was sent to the company under section 727 of the Act and the company, following the taking of the other steps under Chapter 1 of Part 12 of the Act consequent on the sending of the notice, was struck off the register under section 733 of the Act,
- i. that—
  - i. you are disqualified under the law of another state (whether pursuant to an order of a judge or a tribunal or otherwise) from being appointed or acting as a director or secretary of a body corporate or an undertaking, and
  - ii. it would have been proper to make a disqualification order against you otherwise under section 842 of the Act if your conduct or the circumstance otherwise affecting you that gave rise to the foreign disqualification had occurred or arisen in the State; or
- j. that you contravened section 4 or 5 of the Competition Act 2002 or Article 101 or 102 of the Treaty on the Functioning of the European Union.

**B2: Facts and allegations that have given rise to the belief referred to in  
B1 hereto:**

In the event that you decide not to accept this opportunity to provide a disqualification undertaking or that you subsequently decide to apply for relief from a disqualification, the Corporate Enforcement Authority reserves the right to introduce such further or supplementary evidence as it considers appropriate in relation to the circumstances, facts and allegations outlined above in any court proceedings that might ensue.

**Part C**  
**Disqualification Acceptance Document**  
**Sections 849 to 851 of the Companies Act 2014**

**CEA Case Ref. No. \_\_\_\_\_**

**DU Ref No. \_\_\_\_\_**

[1] I, \_\_\_\_\_

Date of Birth: \_\_\_\_\_

Address:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

hereby signify in writing my voluntary submission to disqualification in accordance with Chapter 5 of Part 14 of the Companies Act 2014 for the period of \_\_\_\_\_ beginning on \_\_\_\_\_.

[2] The scope and effect of the disqualification undertaking to which in consequence of this acceptance I will become subject has been explained to me in Part D of this notice. In particular I have noted that, in the event that I act in contravention of the disqualification undertaking to which I am hereby submitting, I will be at risk of

- (i) being prosecuted for a criminal offence; and/or
- (ii) becoming the subject of a further disqualification order for a period of ten years or such other period, (shorter or longer), as the court may prescribe; and/or
- (iii) becoming personally liable, without any limitation of liability, for all or part of the debts of a company.

[3] Solely for the purposes of Chapter 5 of Part 14 of the Companies Act 2014, and for any other purposes consequential to the giving of a disqualification undertaking (including in particular any future application for relief under section 847 of the Companies Act 2014), I confirm that I do not dispute the underlying facts and circumstances as set out in Part B of this notice.

- [4] I acknowledge that I have been strongly advised in Part D of this notice to obtain independent legal advice before deciding to give a disqualification undertaking. I confirm that I have duly noted this advice and that I understand the consequences of signing this undertaking.

**SIGNED** by the said \_\_\_\_\_

On the [ ] day of [ ] 20 [ ]

in the presence of: \_\_\_\_\_

Witness Signature

**Name:**

**Address:**

**Occupation:**

**PRESENT** when the Common Seal

of the Corporate Enforcement  
Authority was affixed hereto:

\_\_\_\_\_

## Part D

### **Legal Effects of a Disqualification Undertaking**

#### **Sections 849 to 851 of the Companies Act 2014**

##### **Effect of disqualification**

- A. If you give a disqualification undertaking for the disqualification period, the legal effect for you will be that you will be disqualified during the disqualification period from being appointed or acting as a director or other officer, statutory auditor, receiver, liquidator, or examiner or being in any way, whether directly or indirectly, concerned or taking part in the promotion, formation or management of each of the following:
- a private company limited by shares;
  - a designated activity company;
  - a public limited company;
  - a company limited by guarantee;
  - an unlimited company;
  - an unregistered company;
  - any friendly society within the meaning of the Friendly Societies Acts 1896 to 2014;
  - any society registered under the Industrial and Provident Societies Acts 1893 to 2014;
  - an Irish Collective Asset Management Vehicle (ICAV).

- B. Following the submission of the undertaking, your name will be entered into the Register of Disqualified Persons maintained by the Registrar of Companies. This will be accessible by the general public for the duration of the period of your disqualification.

##### **Breach of disqualification undertaking**

- C. If you fail to comply with the terms of your disqualification undertaking, you are liable to be prosecuted for a criminal offence under section 855 of the Act. If convicted of such an offence you are liable to a fine and/or imprisonment and, in addition, the imposition of a further disqualification for a period of ten years or such other period, (shorter or longer), as the court may prescribe. Under section 859 of the Act, it is also possible that you could be held personally liable, without any limitation of liability, for all or part of the debts or other liabilities of any company in relation to which you have acted in a manner or a capacity which you are prohibited from doing by virtue of being subject to a disqualification undertaking.

Any person who acts in accordance with your instructions during your duration of disqualification is also liable to be prosecuted for a criminal offence.

### **Other effects**

- D. You will be deemed for the purposes of the Act to be subject to a disqualification order, being an order of the type ordinarily made by the courts under section 842 of the Act. This may give rise to consequences under a variety of other legislative codes. For example, you would cease to be qualified to hold certain offices (e.g., as a member of the Charities Regulatory Authority or the Competition and Consumer Protection Commission). Similarly, the fact that you were or had been deemed subject to disqualification order might have a bearing on whether you could be an attorney under an enduring power of attorney.

### **Relief application**

- E. Even where you give a disqualification undertaking, section 847 of the Act permits you to apply to the High Court subsequently seeking to be relieved (whether in whole or in part) from the disqualification. The court may grant such relief only if it considers it just and equitable to do so, and then only on the terms and conditions that the court sees fit. Furthermore, the Authority reserves the right to oppose any such application. In this regard, you should also note that, as part of your acceptance of a disqualification undertaking, you will have accepted that the underlying facts and circumstances outlined in Part B are not disputed.

### **No obligation to give an undertaking**

- F. **There is absolutely no obligation on you to give an undertaking.** However, if you decide that you do not wish to voluntarily submit to a disqualification undertaking, then you should be aware that it is likely that an application will be made to the High Court to have you disqualified. You should be aware that if the court decides to make a disqualification order against you, it could be for a duration which is longer than the duration indicated in this document.
- G. You should also keep in mind that the courts may direct that the disqualified person shall bear not just the costs of the application to court, but also some, or all, of the costs incurred by the Corporate Enforcement Authority, the Director of Public Prosecutions, a liquidator, receiver or examiner, in investigating the matter and in collecting evidence in respect of those matters including such portion of the applicant's remuneration and expenses as are attributable to such investigation and collection.
- H. Where you decline to give the undertaking within the deadlines specified and on the terms outlined in this document and an application to have you disqualified is subsequently made under section 842 of the Act arising from or in connection with the underlying facts and circumstances, it will not be open to you to seek to settle, or discontinue, those legal proceedings by offering an undertaking at some later date. Under section 851(6) of the Act the Authority is specifically precluded from offering a disqualification undertaking once a disqualification application has been made to the High

Court (including any application of which the Authority is aware brought by anyone else such as a liquidator or a receiver).

**Recommendation to obtain independent legal advice**

- I. The foregoing is simply an outline of the key legal effects, under Irish statute law, for a person who has given a disqualification undertaking. In particular cases, the giving of such an undertaking might also have consequences in private law, for example, under a contract of employment or in a contract relating to the lending of money. It is not possible in a document of this sort for every conceivable legal effect to be stated comprehensively, in a manner which is appropriately tailored to the particular circumstances of particular persons.
- J. **Accordingly, it is strongly recommended that you should seek independent legal advice before deciding to give a disqualification undertaking.**

**SECOND SCHEDULE**  
**Restriction Undertaking Form**

*(Notice to provide a person with the opportunity to submit to a restriction undertaking, statement of circumstances, facts and allegations, restriction acceptance document and outline of legal effects of a restriction undertaking)*

**Statutory Notice**

**Part A**

**Opportunity to Submit to a Restriction Undertaking**

**CEA Case Ref.** \_\_\_\_\_

**RU Ref** \_\_\_\_\_

**To:** \_\_\_\_\_

**Of:** \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

1. I, \_\_\_\_\_, Member of the Corporate Enforcement Authority (“the Authority”)/an officer of the Authority to whom the relevant powers of the Authority have been duly delegated pursuant to section 944K(4) of the Act (delete as appropriate),
  - a. have reasonable grounds for believing that the circumstance, or circumstances, outlined in Part B1 applies to you and that you were a person in the capacity of director<sup>1</sup> of \_\_\_\_\_ an insolvent company within the meaning of Chapter 3 of Part 14 of the Companies Act, 2014 (hereinafter referred to as “the Act”); and
  - b. in the exercise of my discretion, and by reason of the facts and allegations, the particulars of which are outlined in Part B2, have formed the opinion that the five (5) year period of restriction, in accordance with section 819 of the Act, is warranted in relation to you.
2. During the period from \_\_\_\_\_ to \_\_\_\_\_, (or such extended period as may be permitted by me in accordance with paragraph 5 below), you may notify me that you are willing to give a restriction undertaking by returning to me the restriction acceptance document duly signed (contained in Part C). During this period, the Authority (and every other person who is aware of this notice) will be precluded from making an application to the court for a declaration of restriction, under section 819 of

---

<sup>1</sup> “director” in this context includes a shadow or *de facto* director.

the Act, in respect of you arising from, or in connection with, your position as director of the company identified in paragraph 1(a).

3. Where a valid restriction acceptance document has been submitted to the Authority within the specified deadlines:
  - a. you will be restricted in accordance with section 849 of the Act for a period of 5 years commencing on \_\_\_\_\_ (or such later date as may be permitted by me in accordance with paragraph 5 below);
  - b. the Authority (and every other person who is aware of this notice) will be precluded from making an application to the court for a declaration of restriction under section 819 of the Act, in respect of you arising from, or in connection with, your position as director of the company identified in paragraph 1(a); and
  - c. your name will be entered into the Register of Restricted Persons maintained by the Registrar of Companies.
4. Notwithstanding that you have given a restriction undertaking, section 822 of the Act permits you to apply to the High Court for relief from the restriction (in whole or in part). The court may grant such relief only if it considers it just and equitable to do so, and then only on the terms and conditions that the court sees fit.
5. You may, if you wish, make a request for an extension of the notice period specified in paragraph 2 (and a corresponding postponement of the commencement of the proposed restriction period). However, such a request must be made before the end of the period specified in paragraph 2 above.
6. A summary of the legal effects of giving a restriction undertaking is outlined for you in Part D of this notice. Given the significant implications for you, **it is strongly recommended that you seek independent legal advice in relation to this matter before you consider signing the restriction acceptance document.**

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_  
 Signed: \_\_\_\_\_  
 Name: \_\_\_\_\_  
 Position: \_\_\_\_\_  
 Phone No: \_\_\_\_\_  
 Email: \_\_\_\_\_

**Part B**

**Particulars of the circumstances, facts and allegations that have given rise to the belief and opinion referred to in paragraph 1 of Part A**

**CEA Case Ref. No. \_\_\_\_\_**

**DU Ref No. \_\_\_\_\_**

**B1: Circumstances specified in sections 818(1), 819(1) or 824 of the Companies Act 2014 (“the Act”)**

*[delete any that do not apply]*

That you have been a director of—

- (a) an insolvent company,
- (b) an insolvent company who failed to convene a general meeting of shareholders for the purpose of nominating a named liquidator,
- (c) an insolvent company at such a general meeting who fails to table a notice to nominate such liquidator, or
- (d) an insolvent company who has failed to provide the required notice to employees of the company in the winding up of the company.

Where, under section 818 (1) you were a person who was director or shadow director of an insolvent company at the date of, or within 12 months before, the commencement of its winding up.

Where, under section 824 you were a person who was a director or a shadow director of an insolvent company at the date of, or within 12 months before, the appointment of a receiver to the property of the company.

**B2: Facts and allegations that have given rise to the belief referred to in B1  
hereto:**

In the event that you decide not to accept this opportunity to provide a restriction undertaking or that you subsequently decide to apply for relief from a restriction, the Corporate Enforcement Authority reserves the right to introduce such further or supplementary evidence as it considers appropriate in relation to the circumstances, facts and allegations outlined above in any court proceedings that might ensue.

**Part C**  
**Restriction Acceptance Document**  
**Sections 852 to 854 of the Companies Act 2014**

**CEA Case Ref. No.** \_\_\_\_\_

**RU Ref No.** \_\_\_\_\_

[1] I, \_\_\_\_\_

Date of Birth: \_\_\_\_\_

Address:

---

---

---

hereby signify in writing my voluntary submission to restriction in accordance with Chapter 5 of Part 14 of the Companies Act 2014 for the period of 5 years beginning on \_\_\_\_\_.

- [2] The scope and effect of the restriction undertaking to which in consequence of this acceptance I will become subject has been explained to me in Part D of this notice. In particular I have noted that, in the event that I act in contravention of the restriction undertaking to which I am hereby submitting, I will be at risk of
- (i) being prosecuted for a criminal offence; and/or,
  - (ii) becoming the subject of a disqualification order; and/or
  - (iii) becoming personally liable, without any limitation of liability, for all or part of the debts of a company.
- [3] Solely for the purposes of Chapter 5 of Part 14 of the Companies Act 2014, and for any other purposes consequential to the giving of a restriction undertaking (including in particular any future application for relief under section 822 of the Companies Act 2014), I confirm that I do not dispute the circumstances, facts and allegations as set out in Part B of this notice.
- [4] I acknowledge that I have been strongly advised in Part D of this notice to

obtain independent legal advice before deciding to give a restriction undertaking. I confirm that I have duly noted this advice and that I understand the consequences of signing this undertaking.

**SIGNED** by the said \_\_\_\_\_

On the [ ] day of [ ] 20[ ]

in the presence of: \_\_\_\_\_

Witness Signature \_\_\_\_\_

**Name:**

**Address:**

**Occupation:**

**PRESENT** when the Common Seal  
of the Corporate Enforcement  
Authority was affixed hereto:  
\_\_\_\_\_

**Part D**  
**Legal Effects of a Restriction Undertaking**  
**Sections 852 to 854 of the Companies Act 2014**

**Effect of restriction**

A. If you submit a signed restriction acceptance document, you will be restricted for a period of 5 years from being appointed or acting in any way, directly or indirectly, as a director or secretary of, or being concerned in, or taking part in the promotion or formation of:

- a private company limited by shares;
- a designated activity company;
- a public limited company;
- a company limited by guarantee;
- an unlimited company;
- an unregistered company;
- an Irish Collective Asset Management Vehicle (ICAV);

unless the company or ICAV meets the requirements set out in section 819(3) of the Act.

B. The requirements referred to in section 819(3) are—

- a. the company shall have an allotted share capital of nominal value not less than—
  - i. €500,000 in the case of a public limited company (other than an investment company) or a public unlimited company, or
  - ii. €100,000 in the case of any other company,
- b. each allotted share shall be paid up to an aggregate amount not less than the amount referred to in paragraph (a), including the whole of any premium on that share, and
- c. each allotted share and the whole of any premium on each allotted share shall be paid for in cash.

C. In the case of a **company limited by guarantee**, the following requirements shall apply instead of the foregoing:

- a. that the company's memorandum of association specifies that the amount of the contribution on the part of the member of it, or at least one member of it, being the contribution undertaken to be made by the member as mentioned in section 1176(2)(d), is not less than €100,000;

- b. that the member whose foregoing contribution is to be not less than that amount is an individual, as distinct from a body corporate.
- D. In the case of an **investment company or** an Irish Collective Asset-Management Vehicle (ICAV), the subsection shall be read as if it set out both of the following requirements—
  - a. that the value of the issued share capital of the company or ICAV is not less than €100,000,
  - b. that an amount of not less than €100,000 in cash has been paid in consideration for the allotment of shares in the company.
- E. Following the submission of the undertaking, your name will be entered into the Register of Restricted Persons maintained by the Registrar of Companies. This will be accessible by the general public for the duration of the period of your restriction.

**Breach of restriction undertaking**

- F. If you fail to comply with the terms of your restriction undertaking, you are liable to be prosecuted for a criminal offence under section 855 of the Act. If convicted of such an offence, you are liable to a fine and/or imprisonment and, in addition, the imposition of a period of disqualification. Under section 859 of the Act, it is also possible that you could be held personally liable, without any limitation of liability, for all or part of the debts or other liabilities of any company in relation to which you have acted in a manner or a capacity that you are prohibited from doing by virtue of being subject to a restriction undertaking.

**Other effects**

- G. You will be deemed for the purposes of the Act to be subject a declaration of restriction, being an order of the type ordinarily made by the courts under section 842 of the Act. This may give rise to consequences under other legislative codes. For example, the fact that you were or had been deemed subject to restriction under the Companies Act might have a bearing on whether you could be an attorney under an enduring power of attorney.

**Relief application**

- H. Even where you give a restriction undertaking, section 822 of the Act permits you to apply to the High Court subsequently seeking to be relieved (whether in whole or in part) from the restriction. The court may grant such relief only if it considers it just and equitable to do so, and then only on the terms and conditions that the court sees fit. Furthermore, the Corporate Enforcement Authority reserves the right to oppose any such application. In this regard you should also note that, as part of your acceptance of a restriction undertaking, you will have

accepted that the underlying circumstances, facts and allegations outlined in Part B are not disputed.

**No obligation to give an undertaking**

- I. **There is absolutely no obligation on you to give an undertaking.** However, if you decide that you do not wish to voluntarily submit to a restriction undertaking, then you should be aware that it is likely that an application will be made to the High Court to have you restricted.
- J. You should also keep in mind that the courts may direct that the restricted person shall bear not just the costs of the application to court but also some or all of the costs incurred by the Corporate Enforcement Authority, the Director of Public Prosecutions, a liquidator, receiver or examiner, in investigating the matter and in collecting evidence in respect of those matters such portion of the applicant's remuneration and expenses as are attributable to such investigation and collection.
- K. Where you decline to give the undertaking within the deadlines specified and on the terms outlined in this document and an application to have you restricted is subsequently made under section 820 of the Act arising from or in connection with the circumstances, facts and allegations, it will not be open to you to seek to settle or discontinue those legal proceedings by offering an undertaking at some later date. Under section 853(6) of the Act, the Corporate Enforcement Authority is specifically precluded from offering a restriction undertaking once an application to the High Court has been made (including any application of which the Corporate Enforcement Authority is aware brought by anyone else such as a liquidator or a receiver).

**Recommendation to obtain independent legal advice**

- L. The foregoing is simply an outline of the key legal effects under Irish statute law for a person who has given a restriction undertaking. In particular cases, the giving of such an undertaking might also have consequences in private law, for example, under a contract of employment or in a contract relating to the lending of money. It is not possible in a document of this sort for every conceivable legal effect to be stated comprehensively, in a manner which is appropriately tailored to the particular circumstances of particular persons.
- M. **Accordingly, it is strongly recommended that you should seek independent legal advice before deciding to give a restriction undertaking.**

### THIRD SCHEDULE

**Particulars to be Furnished to the Registrar of a Disqualification  
Undertaking under section 851(3)(a) Companies Act 2014**

**Particulars of a disqualification  
undertaking under section 850,  
Companies Act 2014**

**No fee**

**H19**

TO the REGISTRAR OF  
COMPANIES

Please  
complete  
using  
block  
capitals or  
typewriting

[COPY TO the person subject to  
disqualification undertaking]

I hereby notify you that the following  
person:

Surname

Forename

\_\_\_\_\_

\_\_\_\_\_

Of: (*note one*)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Note one:

Insert  
usual  
residential  
address

Date of Birth: \_\_\_\_\_

Having returned a duly signed disqualification acceptance document to the Corporate Enforcement Authority on \_\_\_\_\_, is, pursuant to Chapter 5 of Part 14 of the Companies Act 2014, deemed to be subject to a disqualification order.

The period for which the  
disqualification is to apply is from  
\_\_\_\_\_ to \_\_\_\_\_

Signed (*note two*)

Note two:  
This form  
is to be  
signed by  
an  
appropriate  
officer of  
the  
Authority

Date: \_\_\_\_\_

## FOURTH SCHEDULE

### **Particulars to be Furnished to the Registrar of a Restriction Undertaking pursuant to section 853(3)(a) Companies Act 2014**

**Particulars of a restriction  
undertaking under section 852,  
Companies Act 2014**      **No Fee**  
**H18**

TO the REGISTRAR OF  
COMPANIES

[COPY to person the subject of the  
restriction undertaking]

Please  
complete  
using block  
capitals or  
typewriting

I hereby notify you that the following  
person:

Surname

Forename

---



---

Of: (*note one*)

---



---



---

Note one:  
Insert usual  
residential  
address

Date of Birth \_\_\_\_\_

Having returned a duly signed restriction acceptance  
document to the Corporate Enforcement Authority on  
\_\_\_\_\_, is, pursuant to Chapter 5 of Part 14 of the  
Companies Act 2014, deemed to be subject to a restriction

declaration effective from \_\_\_\_\_.

The declaration arises from a procedure initiated by the Corporate Enforcement Authority in respect of the following company:

Company Name

---

Company Number

---

Signature (*note two*)

Note two: This form is to be signed by an appropriate officer of the Authority

Name: \_\_\_\_\_

Date: \_\_\_\_\_

GIVEN under my hand,  
8 December 2022

DARA CALLEARY,  
Minister of State at the Department of Enterprise, Trade and  
Employment.

#### EXPLANATORY NOTE

*(This note is not part of the Instrument and does not purport to be a legal interpretation)*

The purpose of these Regulations is to prescribe the form of the disqualification undertaking form and the restriction undertaking form, incorporating the notices required under section 850(3) and section 852(3) of the Companies Act 2014, the “disqualification acceptance document” and “restriction acceptance document” under section 854(1), the statement of legal effects as specified in section 850(4)(b) and section 852(4)(b) and the particulars to be furnished by the Corporate Enforcement Authority to the Companies Registration Office under section 851(3)(a).

BAILE ÁTHA CLIATH  
ARNA FHOILSIÚ AG OIFIG AN tSOLÁTHAIR  
Le ceannach díreach ó  
FOILSEACHÁIN RIALTAIS,  
BÓTHAR BHAILE UÍ BHEOLÁIN,  
CILL MHAIGHNEANN,  
BAILE ÁTHA CLIATH 8,  
D08 XAO6

Tel: 046 942 3100  
r-phost: publications@opw.ie

---

DUBLIN  
PUBLISHED BY THE STATIONERY OFFICE  
To be purchased from  
GOVERNMENT PUBLICATIONS,  
MOUNTSHANNON ROAD,  
KILMAINHAM, DUBLIN 8,  
D08 XAO6

Tel: 046 942 3100  
E-mail: publications@opw.ie

---

ISBN 978-1-3993-2050-4



€ 6.50

9 781399 320504