

Registration and publication of documents

470. (1) Subject to subsections (4)(a) and (5), each of the merging companies shall deliver to the Registrar—

(a) a copy of the common draft terms of merger as approved in writing by the boards of directors of the companies, and

(b) a notice, in the prescribed form, specifying—

(i) its name,

(ii) its registered office,

(iii) its legal form, and

(iv) its registered number.

(2) Notice of delivery of the common draft terms of merger to the Registrar shall be published—

(a) by the Registrar, in the CRO Gazette, and

(b) by each merging company, in one national daily newspaper.

(3) The notice published in accordance with subsection (2) shall include:

(a) the date of delivery of the documentation under subsection (1);

(b) the matters specified in subsection (1)(b);

(c) a statement that copies of the common draft terms of merger, the directors' explanatory report, the statutory financial statements referred to in section 471 (1) and the expert's report (where relevant) are available for inspection by the respective members of each merging company at each company's registered office; and

(d) a statement that a copy of the common draft terms of merger can be obtained from the Registrar.

(4) With regard to subsections (1) and (2)—

(a) compliance with those subsections is not required in a case where the Summary Approval Procedure is employed to effect the merger, and

(b) subject to that, those subsections shall be complied with by each of the merging companies at least

30 days before the date of the passing of the resolution on the common draft terms of merger by each such company in accordance with section 473.

(5) This section shall not apply in relation to a merging company if the company—

(a) publishes, free of charge on its website for a continuous period of at least 2 months, commencing at least 30 days before the date of the general meeting which, by virtue of section 473, is to consider the common draft terms of merger and ending at least 30 days after that date, a copy of the common draft terms of merger, approved pursuant to section 466 (1), and

(b) causes to be published in the CRO Gazette and once at least in 1 daily newspaper circulating in the district in which the registered office or principal place of business of the company is situate notice of publication on its website of the common draft terms of merger.

(6) Where, in the period referred to in subsection (5)(a), access to the company's website is disrupted for a continuous period of at least 24 hours or for separate periods totalling not less than 72 hours, the period referred to in subsection (5)(a) shall be extended for a period corresponding to the period or periods of disruption.