

Registration of, and obligation of company to supply copies of, certain resolutions and agreements

198. (1) A copy of every resolution or agreement to which this section applies shall, within 15 days after the date of passing or making of it, be forwarded by the company concerned to the Registrar and recorded by the Registrar.

(2) A copy of every such resolution or agreement for the time being in force shall be embodied in, or annexed to, every copy of the constitution of the company concerned issued by it after the passing of the resolution or the making of the agreement.

(3) A copy of every such resolution or agreement shall be forwarded by the company concerned to any member of it, at his or her request, on payment of €10.00 or such lesser sum as the company may direct.

(4) This section applies to—

(a) resolutions that are required by this Act or a company's constitution to be special resolutions;

(b) resolutions which have been agreed to by all the members of a company, but which, if not so agreed to, would not have been effective for their purpose unless they had been passed as special resolutions;

(c) resolutions or agreements which have been agreed to by all the members of some class of shareholders but which if not so agreed to, would not have been effective for their purpose unless they had been passed by some particular majority or otherwise in some particular manner, and all resolutions or agreements which effectively bind all the members of any class of shareholders though not agreed to by all those members;

(d) resolutions increasing or decreasing the authorised share capital (if any) of a company;

(e) resolutions conferring authority for the allotment of shares;

(f) resolutions that a company be wound up voluntarily passed under section 580;

(g) resolutions attaching rights or restrictions to any share;

(h) resolutions varying any such right or restriction;

(i) resolutions classifying any unclassified share;

(j) resolutions converting shares of one class into shares of another class;

(k) resolutions converting share capital into stock and resolutions converting stock into share capital.

(5) If a company fails to comply with subsection (1), (2) or (3), the company and any officer of it who is in default shall be guilty of a category 4 offence.

(6) For the purposes of subsection (5), a liquidator of a company shall be deemed to be an officer of the company.