

Statement to be delivered with constitution

22. (1) In this section—

(a) a reference to a statement is to the statement required to be delivered by section 21 (1)(a); and

(b) a reference to a company is to the company to which such statement relates.

(2) The statement shall be in the prescribed form and shall state:

(a) the name of each of the persons who are to be the first directors of the company;

(b) the name of the person who is, or of each of the persons who are, to be the first secretary or joint secretaries of the company;

(c) the name of the person (if any) who is, or of each of the persons (if any) who are, to be the first assistant or deputy secretary or secretaries of the company;

(d) the address of the company's registered office; and

(e) the place (whether in the State or not) where the central administration of the company will normally be carried on,

and the particulars (in relation to any foregoing person) specified in subsection (3) and any other particulars that may be prescribed in relation to such a person or in relation to any other foregoing matter.

(3) The particulars referred to in subsection (2) are—

(a) in relation to a person named as director of the company concerned, all particulars which are, in relation to a director, required pursuant to subsection (2) of section 149 to be contained in the register kept under that section;

(b) in relation to a person named as secretary, or as one of the joint secretaries, all particulars which are, in relation to the secretary or to each joint secretary, required pursuant to subsection (5) of section 149 to be contained in the register kept under that section; and

(c) in relation to a person named as assistant or deputy secretary, all particulars which are, in relation to an assistant or deputy secretary, required pursuant to subsection (7) of section 149 to be contained in the register kept under that section.

(4) Where the constitution is delivered, pursuant to section 21, to the Registrar by a person (the “agent”) as agent for the person or persons who have subscribed to the constitution, the statement shall so specify and shall specify the name and address of the agent.

(5) Subsections (2) and (3) are without prejudice to subsection (7).

(6) Where no person referred to in subsection (2)(a) is resident in an EEA state, there shall be delivered for registration a bond as provided by section 137 (2).

(7) In respect of the activity, or one of the activities, to be carried on by the company in the State, the statement shall contain the following particulars:

(a) if it appears to the person making the statement that the activity belongs to a division, group and class appearing in the relevant classification system—

(i) the general nature of the activity; and

(ii) the division, group and class in that system to which the activity belongs;

(b) if it appears to that person that the activity does not belong to any such division, group and class, a precise description of the activity;

(c) the place or places in the State where it is proposed to carry on the activity.

(8) For the purposes of subsection (7), if the purpose or one of the purposes for which the company is being formed is the carrying on of 2 or more activities in the State, the particulars in respect of the matters referred to in paragraphs (a) to (c) of that subsection to be given in the statement shall be the particulars that relate to whichever of those activities the person making the statement considers to be the principal activity for which the company is being formed to carry on in the State.

(9) The statement shall—

(a) be signed by or on behalf of each subscriber to the constitution of the company or be authenticated in the manner referred to in section 888; and

(b) be accompanied by a consent that is either—

(i) signed by each of the persons named in the statement as a director, secretary or joint secretary or assistant or deputy secretary to act in that capacity, or

(ii) authenticated in the manner referred to in section 888 .

(10) Section 223 (3), in the case of a director, and section 226 (5), in the case of a secretary, requires the inclusion of a particular statement in a foregoing consent by him or her.