

“Registration documents”— meaning

1409. (1) In this Chapter “registration documents”, in relation to a migrating company, means the following documents:

(a) a copy, certified and authenticated in the prescribed manner, of the certificate of registration or equivalent certificate or document issued with respect to the migrating company under the laws of the relevant jurisdiction;

(b) a copy, certified and authenticated in the prescribed manner, of the memorandum and articles of the migrating company or equivalent constitutive document of the migrating company;

(c) a list setting out particulars in relation to the directors and secretary of the migrating company in accordance with the provisions of section 149;

(d) a statutory declaration, in the prescribed form, of a director of the migrating company made not more than 28 days before the date on which the application is made to the Registrar to the effect that—

(i) the migrating company is, as of the date of the declaration, established and registered in the relevant jurisdiction, no petition or other similar proceeding to wind up or liquidate the migrating company has been notified to it and remains outstanding in any place, and no order has been notified to the migrating company or resolution adopted to wind up or liquidate the migrating company in any place;

(ii) the appointment of a receiver, liquidator, examiner or other similar person has not been notified to the migrating company and, at the date of the declaration, no such person is acting in that capacity in any place with respect to the migrating company or its property or any part thereof;

(iii) the migrating company is not, at the date of the declaration, operating or carrying on business under any scheme, order, compromise or other similar arrangement entered into or made by the migrating company with creditors in any place;

(iv) at the date of the declaration the migrating company has served notice of the proposed registration on the creditors of the migrating company;

(v) any consent or approval to the proposed registration in the State required by any contract entered into or undertaking given by the migrating company has been obtained or waived, as the case may be; and

(vi) the registration is permitted by and has been approved in accordance with the memorandum and articles of association or equivalent constitutive document of the migrating company;

(e) a declaration of solvency prepared in accordance with section 1415;

(f) a schedule of the charges or security interests created or granted by the migrating company that

would, if such charges or security interests had been created or granted by a company incorporated under this Act, have been registrable under Chapter 2 of Part 7 and such particulars of those security interests and charges as are specified in relation to charges by section 414;

(g) notification of the proposed name of the migrating company if different from its existing name; and

(h) a copy of the memorandum and articles of the migrating company which the migrating company has resolved to adopt, which shall be in the Irish language or the English language, which shall take effect on registration under section 1410 and which the migrating company undertakes not to amend before registration without the prior authorisation of the Registrar.

(2) If the original of any of the documents referred to in subsection (1) is not written in the Irish or the English language, then “registration documents” in this Chapter, in so far as that expression relates to such a document, means a translation of the document into the Irish or the English language certified as being a correct translation of it by a person who is competent to so certify.