

COMPANIES LEGISLATION:

COMPANIES ACT 1963:

This is the principle act setting out provisions in relation to:

- incorporation,
- convening of meetings, passing resolutions, type of shares, control
- rights of minorities
- Directors' responsibility for maintaining proper records and for laying before the members each year financial statements that show a true and fair view.
- Accounts, disclosures and audit
- insolvency and liquidations

COMPANIES AMENDMENT ACT 1986:

- Enacted the 4th EU Company Law Directive
- Concerned with the format and disclosures of published accounts
- Small companies must file at least a Balance Sheet in the prescribed format

COMPANIES AMENDMENT ACT 1990:

- Introduced registration of auditors ("Registered Auditor") and laid down that member firms should be regulated by their professional bodies in the conduct of their practices (Practice Reviews, CPD hours, Auditing Standards)
- S.202 – Proper Books of account more clearly defined and expanded that the books and records should be maintained in such fashion that the directors could determine the financial position of the company at any time.
- Sets out the terms "reckless trading" and "fraudulent trading".
- Introduced S.150 – restriction of directors - in the event that they caused the company to be involved in reckless or fraudulent trading practices.

COMPANIES AMENDMENT ACT 1999:

- Introduced Audit Exemption for small companies viz. whose turnover did not exceed EUR 317,000 (IRP 250,000).

COMPANY LAW ENFORCEMENT ACT 2001:

- Set up the Office of the Director of Corporate Enforcement (ODCE).
- Significantly increased penalties for breaches of the Companies Acts.
- More rigorous monitoring of companies in relation to filing their annual returns (Form B1) and accounts.
- Made it mandatory for Auditors to report directly to the ODCE on any one of over

200 indictable offences (though in the main, the focus is on failure to maintain proper books and illegal directors' loans).

- Made it mandatory for all liquidators to pursue S.150 orders against the directors in the High Court where the directors must demonstrate that they acted honestly and fairly in the period prior to the liquidator's appointment. (though see "Tralee Beef & Lamb")

COMPANY LAW (AUDIT AND ACCOUNTANCY) ACT 2003:

- Set up the Irish Audit & Accountancy Supervisory Authority (IASSA) which supervises the regulation of member firms by the recognised professional bodies (ICAI, ACCA, CPA Ireland) .

FINANCE (MISCELLANEOUS PROVISIONS) ACT 2005:

- Increased the Audit Exemption Threshold for Companies to EUR7.3m in accordance with maximum permitted EU levels.

COMPANIES ACT 2014:

- Consolidated all previous acts into one.
- No fundamental change.
- Designated Activity Company (DAC) an additional company type – object is to narrowly restrict activities carried on.
- Audit exemption rules relaxed
- applies to private, guarantee and DAC companies.
- Applies now to small groups
- Criteria 2 out of 3 (was all 3).
- "1 day late" rule remains.
- NEW CITATIONS

CA 1963 to 2013	CA 2014
S.5 Incorporation	LTD 17(1); DAC 965(1); PLC 1004(1); CLG 1174(1).
S.33 Private Company (conditions)	LTD 17(4); DAC 68(1); CLG 68(1)
S.284 Preferential creditors	S.621
S.150 (1990) Restriction of officers	S.819
S.202 (1990) Proper Accounting Records	S.282

- COMPANIES ACCOUNTING ACT (2017) – increases the audit exemption turnover threshold to €12m and introduces Micro Entity Accounting framework (FRS 105)..