



STATUTORY INSTRUMENTS.

S.I. No. 215 of 2015



COMPANIES ACT 2014 (BONDING) ORDER 2015

COMPANIES ACT 2014 (BONDING) ORDER 2015

I, RICHARD BRUTON, Minister for Jobs, Enterprise and Innovation, in exercise of the powers conferred on me by sections 12 and 137 of the Companies Act 2014 (No. 38 of 2014), hereby order as follows:

1. This Order may be cited as the Companies Act 2014 (Bonding) Order 2015, and shall come into operation on the 1st day of June 2015.

2. In this Order—

“Act” means the Companies Act 2014 (No. 38 of 2014);

“bond” means a bond effected by a person for the purposes of section 137 of the Act;

“insurance company” means a company authorised under the European Communities (Non-Life Insurance) Framework Regulations, 1994 (S.I. No. 359 of 1994) to carry on business of the type referred to in Class 15 of Annex 1 to those Regulations;

“Minister” means the Minister for Jobs, Innovation and Enterprise;

“nominated person” means the person nominated by the Registrar or the Revenue Commissioners, or jointly by the Registrar and the Revenue Commissioners, pursuant to section 137(4) of the Act.

3. Arrangements in relation to a bond shall only be entered into by a person of a class specified in Schedule 2 to this Order (in this Order referred to as the “Surety”).

4. The form of bond set out in Schedule 1 to this Order is hereby prescribed as the form of bond for the purposes of section 137 of the Act.

5. The period of 2 years is hereby prescribed as the minimum period to be specified in the bond as being the period for which it shall be valid, which period shall commence not earlier than—

- (a) the occurrence of the event which gave rise to the requirement to effect a bond, or
- (b) if an existing bond is in force immediately before the bond is effected, the day following the expiry of that existing bond.

Notice of the making of this Statutory Instrument was published in “Iris Oifigiúil” of 2nd June, 2015.

SCHEDULE 1

**FORM OF BOND SECURED BY A COMPANY WHICH DOES NOT
HAVE A RESIDENT DIRECTOR**

COMPANIES ACT 2014 — SECTION 137(2)

COMPANIES ACT 2014 (BONDING) ORDER, 2015

**BOND EFFECTED IN ACCORDANCE WITH THE ABOVE
STATUTORY PROVISIONS**

KNOW ALL MEN BY THESE PRESENTS:

- 1. THAT We, (name of Surety)^{NOTE ONE}

.....

.....

(in this bond referred to as “the Surety”), having our registered office at

.....

.....

at the behest of (name of company)

.....

.....

having its registered office at

.....

.....

(being a company seeking an exemption from the terms of section 137(1) of the Companies Act 2014) (in this Bond referred to as “the Act”) hereby undertake and acknowledge ourselves bound to pay to the nominated person (within the meaning of section 137(2) of the Act) such sum or sums of money as the nominated person may demand in writing—

- (a) in respect of the whole or part of any fine imposed on the company in respect of an offence under the Companies Act 2014, committed by it, being an offence which is prosecutable by the Registrar,
- (b) in respect of the whole or part of any fine imposed on the company in respect of an offence under section 1078 of the Taxes Consolidation Act, 1997, committed by it, being an offence that consists of a failure by the company to deliver a statement which it is required to deliver under section 882 of that Act or to comply with a notice served on it under section 884 of that Act,
- (c) in respect of the whole or part of any penalty which it has been held liable to pay under section 1071 or 1073 of the Taxes Consolidation Act, 1997,
- (d) with the consent of the Revenue Commissioners, such sum as may have been sanctioned by the Revenue Commissioners and the Minister for Jobs, Enterprise and Innovation in respect of defraying such expenses as may have been reasonably incurred by the nominated person in carrying out his or her duties under section 137(2) of the Act,

whether such fine or penalty arises during or before the period of validity of this bond provided that the aggregate of such sums of money which the Surety shall be obliged to pay to the nominated person shall not in the period of validity of this bond exceed €25,000 (twenty five thousand euro).

2. It is a condition of this bond that the Surety shall not become liable to pay a sum of money referred to in paragraphs (a) or (b) of clause 1 of this bond unless the time permitted for payment of the fine imposed by the Court has expired and the sum concerned has not been fully discharged.

3. It is a condition of this bond that the Surety shall not become liable to pay a sum of money referred to in paragraph (c) of clause 1 of this bond unless a demand for payment has been made of the company by the Revenue Commissioners and the sum concerned has not been fully discharged within the time expressed to be allowed for payment in such demand.

4. It is hereby acknowledged and agreed by the Surety that the granting of time to the Company in respect of the payment of a penalty imposed by the Revenue Commissioners shall not affect the liability of the Surety under this bond.

5. This bond shall have effect for the period of _____ commencing on the _____ day of _____ 20_____ and expiring on the _____ day of _____ 20_____ (in this bond referred to as the period of validity).^{NOTE TWO}

6. It is hereby acknowledged and agreed by the Surety that in the event of this bond not being renewed immediately on its expiry, the Surety shall as soon

as practicable thereafter, but in any event within 7 days, notify the Registrar to that effect in writing.

7. The Surety hereby acknowledges and confirms it will as soon as practicable after entering into this bond furnish a certified copy to the Registrar.

Dated this _____ day of _____ 20 _____

Present when the Common Seal^{NOTE THREE}

of the Surety was affixed hereto:

^{NOTE ONE} Surety must be a member of a class specified in Schedule 5 to the Companies Act, 2014.

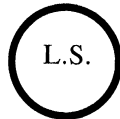
^{NOTE TWO} Period must not be less than 2 years for the bond and may not commence earlier than the occurrence of the appropriate event which gave rise to the requirement for the bond.

^{NOTE THREE} The Bond must be executed under the seal of the Surety.

SCHEDULE 2

Classes of persons authorised to enter into a bond pursuant to section 137(2) of the Companies Act 2014

1. The holder of a licence under section 9 of the Central Bank Act, 1971 (No. 24 of 1971), or a person who is exempt from the requirement under that Act to hold such a licence.
2. A building society within the meaning of the Building Societies Act, 1989 (No. 17 of 1989), which is entitled under the provisions of that Act to enter into such a bond.
3. An insurance company.
4. A credit institution holding an authorisation under Council Directive No. 77/780/EEC of 12 December 1977¹ as amended by Council Directive No. 89/646/EEC of 15 December 1989², as amended and extended from time to time, but not including an institution to which Council Directive No. 77/780/EEC does not apply by virtue of Article 2(2) of that Directive.



GIVEN under my Official Seal,
29 May 2015.

RICHARD BRUTON,
Minister for Jobs, Enterprise and Innovation.

¹O.J. No.L322, of 17.12.1977, p.30

²O.J. No.L386, of 30.12.1989, p.1

EXPLANATORY NOTE

(This note is not part of the Instrument and does not purport to be a legal interpretation.)

The purpose of this Order is to prescribe the form of bond for the purposes of section 137 of the Companies Act 2014.

BAILE ÁTHA CLIATH
ARNA FHOILSIÚ AG OIFIG AN tSOLÁTHAIR
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