

Authorised share capital

note nine

Total
€/___

made up as follows:

Class

Number of shares

Nominal value per share €/___

Issued share capital
(insert nominal values)

Total
€/___

made up as follows:

Paid up on shares issued for cash

€/___

Considered paid on other shares

€/___

Total calls unpaid

€/___ (E)

Total not yet called

€/___ (F)



The sum of these figures must equal the total issued share capital.

Total standing to credit of Capital Conversion Reserve Fund *note ten*

€/___

Shares issued

Consideration – all cash

Class	Number of shares	Total nominal value €/___	Total premium paid €/___	Total amount paid €/___
Totals	(A)			(C)

Consideration – not all cash

Class	Number of shares	Total nominal value €/___	Total premium considered paid €/___	Total amount considered paid €/___
Totals	(B)			(D)

Totals

Total number of shares issued (A) + (B) _____

Total paid and unpaid and considered paid (C) + (D) + (E) + (F) €/___

This total must agree with the total number of shares held by existing members as stated in the **List of past and present members** section of the return.

Other share/ debenture details

note eleven

List of past and present members

Persons holding shares on the date to which the annual return has been made up for 20_____ (insert year) and of persons who have held shares therein at any time since the date of the last return, or in the case of the first return, the date of incorporation of the company. *note twelve*

Tick box if the list of past and present members is submitted on CD.

notes six and thirteen

		Share class	Numbers held <i>note fourteen</i>	Number transferred & date <i>note fifteen</i>	Particulars of transferee <i>note fifteen</i>
Name					
Address					
Folio no.					
Name					
Address					
Folio no.					
Name					
Address					
Folio no.					
Name					
Address					
Folio no.					
Name					
Address					
Folio no.					
Name					
Address					
Folio no.					
Name					
Address					
Folio no.					

Total number held

The total number of shares held must agree with the total number of issued shares given in the **Shares issued** section (total of **(A)** plus **(B)**).

Directors
including shadow/alternate directors, if any

Surname
Forename
note six

Day	Month	Year
<input type="text"/>	<input type="text"/>	<input type="text"/>

Former surname
Former forename
note seven

Date of birth

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Irish resident *note sixteen*

Alternate director *note seventeen*

Residential address
note six

Business occupation

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Nationality

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Other directorships

Company *note eighteen*

Place of incorporation *note nineteen*

Company number

Surname
Forename
note six

Day	Month	Year
<input type="text"/>	<input type="text"/>	<input type="text"/>

Former surname
Former forename
note seven

Date of birth

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Irish resident *note sixteen*

Alternate director *note seventeen*

Residential address
note six

Business occupation

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Nationality

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Other directorships

Company *note eighteen*

Place of incorporation *note nineteen*

Company number

Surname
Forename
note six

Day	Month	Year
<input type="text"/>	<input type="text"/>	<input type="text"/>

Former surname
Former forename
note seven

Date of birth

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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Irish resident *note sixteen*

Alternate director *note seventeen*

Residential address
note six

Business occupation

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Nationality

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Other directorships

Company *note eighteen*

Place of incorporation *note nineteen*

Company number

Certification

We hereby certify that (i) this form has been completed in accordance with the Notes on Completion of Form B1, (ii) contains the particulars in respect of the company as at the date to which the return is made up and that (iii) *note twenty*

The company is not a private company.

The company is a private company and has not since the date of the last annual return (or the date of incorporation if this is the first return) issued any invitation to the public to subscribe for any shares or debentures in the company.

The company is a private company with more than 50 members, the excess of the number of members over 50 consisting wholly of persons who, under section 33(1)(b) Companies Act 1963, are not included in reckoning the number of 50.

Signed

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Director

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Secretary

Name *in bold capitals or typescript*

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NOTES ON COMPLETION OF FORM B1

These notes should be read in conjunction with the relevant legislation.

- General** This form must be completed correctly, in full and in accordance with the following notes. Every section of the form must be completed. Where "not applicable", "nil" or "none" is appropriate, please state. Where € appear, please insert/delete as appropriate. Where /_ applies, give the relevant currency, if not euro. Where the space provided on Form B1 is considered inadequate, the information should be presented on a continuation sheet in the same format as the relevant section in the form. The use of a continuation sheet must be so indicated in the relevant section.
- note one** A company is required to file with this return any returns that may be outstanding in respect of previous years. There must be no gap between the effective date of the previous year's return (if applicable) and the period covered by this return. Pursuant to s127 Companies Act 1963, a company's return must be made up to a date not later than its Annual Return Date (ARD). However, a new company filing its first return post-incorporation must make that return up to its ARD. The return must be filed with the Registrar within 28 days of the company's ARD, or, where the return has been made up to a date earlier than the company's ARD, within 28 days of that earlier date. S127 sets out the manner in which a company's ARD is determined and in which it may be altered. There are severe penalties for late filing of the return. *Returns made up to a date prior to 1 March 2002:* If this form is being used to file such a return, the return ought to be made up to the date which was 14 days after the company's AGM for the year in question and was required to have been delivered to the CRO within 60 days of the AGM. All other notes are also applicable to such returns. The late filing penalty will be charged in respect of any such return.
- note two** This section must be completed if this return is being made up to a date earlier than the company's existing ARD. Where the company elects to retain the anniversary of its existing ARD for next year, the "Yes" box must be ticked. Where it elects that its ARD in the following year will be the anniversary of the date to which this return is made up, the "No" box must be ticked. If neither box is ticked, the form will be returned for correction. This section does not apply to a new company filing its first return post-incorporation.
- note three** (i) If the return is filed with Form B73, or it is the first return of a company incorporated since 1 March 2002, no accounts need be attached and financial year details are not required. Otherwise, give the date of the commencement and completion of the financial year covered by the accounts presented or to be presented to the AGM of the company for that year. Pursuant to s7(1A) Companies (Amendment) Act 1986 (inserted by s64 Company Law Enforcement Act 2001), the accounts must be made up to a date **not earlier by more than nine months** than the date to which the return is made up. In the case of the first return since the company's incorporation, the period since incorporation is required to be covered by the accounts. In any other case, the accounts are required to cover the period since the last set of accounts filed with the CRO.
- (ii) Certain unlimited companies **are** required to prepare accounts and annex them to Form B1: Unlimited companies and partnerships where **all** the members, who **do not** have a limit on their liabilities, are companies limited by shares or guarantee, or their equivalent if not covered by the laws of the State, or a combination of these undertakings; unlimited companies and partnerships where **all** the members, who **do not** have a limit on their liabilities, are themselves unlimited companies or partnerships of the type aforementioned that are governed by the laws of the State or equivalent bodies governed by the laws of an EU Member State or combinations of these undertakings. Unlimited companies which do not come under either of these categories do not have to file accounts nor give details of their financial year.
- (iii) To avail of an audit exemption, certain conditions must be satisfied. For further information see CRO Information Leaflet No. 10.
- (iv) Private unlimited companies, private not-for-profit companies and certain companies with charitable objects, while exempt from annexing accounts to Form B1, are required by s128(6B) Companies Act 1963 to annex a special auditor's report to Form B1.
- note four** Give the address at the date of this return. Any change of registered office must be notified to the CRO. Form B2 ought to be used for this purpose.
- note five** If not kept at the registered office, state the address(es) where the register of members, register of debenture holders, and register of directors' and secretary's interests in shares and debentures of the company are kept, and where copies of directors' service contracts/memoranda of same (if applicable) are retained. Where the records are retained at an accessible website, the CRO should be notified of the relevant website address.
- note six** Insert the full name (initials will not suffice) and usual residential address. Where the secretary is a body corporate, its company name and registered office must be stated. Where the secretary is a firm, and all the partners are joint secretaries of the company, the name and principal office of the firm will be accepted.
- note seven** Any former forename and surname must also be stated. This does not include (a) in the case of a person usually known by a title different from his surname, the name by which he was known previous to the adoption of or succession to the title; or (b) in the case of any person, a former forename or surname where that name or surname was changed or disused before the person bearing the name attained age 18 years or has been changed or disused for a period of not less than 20 years; or (c) in the case of a married woman, the name or surname by which she was known prior to the marriage.
- note eight** S26 Electoral Act 1997 requires details of contributions for political purposes, in excess of €5,079 **in the aggregate**, to any political party, member of the Dáil or Seanad, MEP or candidate in any Dáil, Seanad or European election, made by the company in the year to which the annual return relates (i.e. the period since the effective date of the previous year's annual return, up to and including the effective date of the current return), to be declared in the annual return and directors' report of the company in respect of that year. The particulars must be sufficient to identify the value of each such donation and the person to whom the donation was made. A wide definition of donation is set out in s22/s46 of the 1997 Act and includes services supplied without charge, a donation of property or goods, or the free use of same.
- note nine** Where a company has converted any of its shares into stock, then, where appropriate, the references to shares shall be taken as references to stock and references to number of shares shall be taken as references to amount of stock. The second page does **not** apply to a guarantee company without a share capital.
- note ten** Insert, where applicable. (If share capital has been renominialised pursuant to s26 Economic and Monetary Union Act 1998 and there has been a decrease in the whole or part of the authorised and issued share capital or in a class of shares as a result of the renominialisation (26(4)(a).))
- note eleven** Details of shares forfeited, shares/debentures issued at a discount, or on which a commission was paid including share class, number of shares and amounts in each case.
- note twelve** A full list is required with all returns. However, this requirement does not apply to a guarantee company without a share capital. Where joint shareholders exist, name either all joint shareholders or the first shareholder and "Another".
- note thirteen** Where there are more than seven shareholders, the list should be given on a continuation sheet in alphabetical order.
- note fourteen** Give the total number of shares held by each member.
- note fifteen** Applicable to private companies only. Furnish particulars of shares transferred, the date of registration of each transfer and the number of shares transferred on each date since the date of the last return, or in the case of the first return, of the incorporation of the company, by persons who are still members and persons who have ceased to be members.

note sixteen Every company must have at least one full-time Irish resident director **or** a bond or certificate in place pursuant to s43(3) and s44 Companies (Amendment)(No.2) Act 1999. Note that an Irish resident alternate director is not sufficient for the purposes of s43. Place a tick in the "Irish resident" box if the director is resident in the State in accordance with s43 of the 1999 Act as defined by s44(8) and (9) of that Act. If no full-time director is so resident and no certificate has been granted, a valid bond must be furnished with the return, unless same has already been delivered to the CRO on behalf of the company. (Please note that "Irish resident" means resident in the Republic of Ireland.) For further information see CRO Information Leaflet No. 17.

note seventeen Please tick the box if the director is an alternate (substitute) director. If the company's articles so permit and subject to compliance with those articles, a director may appoint a person to be an alternate director on his/her behalf. The appointment of any person to act as director is notifiable by a company to the CRO, regardless of how the appointment is described. The company is statutorily obliged to notify the CRO of the addition to and removal of each person from its register. In the event that a full-time director who has appointed an alternate director ceases to act as director, the company is required to notify the CRO of the termination of appointment of the full-time director **and** of his/her alternate. Note: The CRO accepts no responsibility for maintaining the link between a full-time director and his/her alternate.

note eighteen Company name and number of other bodies corporate, whether incorporated in the State or elsewhere, except for bodies (a) of which the person has not been a director at any time during the past ten years; (b) of which the company is (or was at the relevant time) a wholly owned subsidiary; or (c) which are (or were at the relevant time) wholly owned subsidiaries of the company. Pursuant to s45(1) Companies (Amendment)(No.2) Act 1999, a person shall not at a particular time be a director of more than 25 companies. However, under s45(3), certain directorships are not reckoned for the purposes of s45(1).

note nineteen Place of incorporation if outside the State.

note twenty Tick the relevant box(es).

Checklist of documents annexed

Balance Sheet S128 Companies Act 1963 (CA 63); S7 & S18 Companies (Amendment) Act 1986 (CAA 86)	<input type="checkbox"/>
Profit and Loss Account S7 and S18 CAA 86	<input type="checkbox"/>
Notes to the Accounts Schedule of CAA 86 (refer specifically to s12 for notes required in the case of small/medium sized businesses)	<input type="checkbox"/>
Directors' Report S128 CA 63; S7 & S18 CAA 86	<input type="checkbox"/>
Auditor's Report S128 CA 63; S7 & S18 CAA 86	<input type="checkbox"/>
Special auditor's report duly certified by a director and secretary to be a true copy of the report S128(6B) CA 63	<input type="checkbox"/>
Overall Certification The Acts require that the balance sheet, profit and loss account, directors' report and auditor's report be certified by both director and secretary to be a true copy as laid or to be laid before the A.G.M. or sent to the sole member in accordance with the single member private limited company regulations. In the case of full accounts, an overall certification will be sufficient.	<input type="checkbox"/>
Guarantee by parent undertaking of the liabilities of subsidiary undertaking S17 CAA 86 as amended	<input type="checkbox"/>
Declaration of consent by shareholders of subsidiary to exemption S17 CAA 86 as amended	<input type="checkbox"/>
Notification to shareholders of Guarantee S17 CAA 86 as amended	<input type="checkbox"/>
Note stating company has availed of exemptions in s17 CAA 86, as amended	<input type="checkbox"/>
Accounting documents	
Reg 39 E.C. (Companies: Group Accounts) Regulations 1992	<input type="checkbox"/>
Reg 7 E.C. (Credit Institutions: Accounts) Regulations 1992	<input type="checkbox"/>
Reg 7 E.C. (Accounts) Regulations 1993	<input type="checkbox"/>
Regs 5, 17 E.C. (Insurance Undertakings: Accounts) Regulations 1996	<input type="checkbox"/>
Section 43 bond See note sixteen above.	<input type="checkbox"/>
Form B73 Nomination of a new ARD	<input type="checkbox"/>

Further information

Professional advice If you have a problem completing this annual return, and in particular are unclear of the requirements pertaining to a company's ARD, you should consult your professional adviser.

Change in details Where applicable, the particulars given on Form B1 must accord with the particulars contained in the documentation already delivered to the CRO. The most common forms used to notify the CRO of any changes to the company details are:

- B2 Notice of change in the situation of the registered office
- B3 Notice of places where register of members, register of debenture holders, register of directors' and secretary's interests in shares and debentures, and directors' service contracts/memoranda are kept
- B4/G1 Notice of increase in authorised capital
- B5 Return of allotments (increase in issued share capital)
- B10 Notice of change of directors or secretaries or in their particulars

CRO address When you have completed and signed the form, please send with the prescribed fee to the Registrar of Companies at:
Parnell House, 14 Parnell Square, Dublin 1
DX 145001 Parnell House

Please carefully study the explanatory notes overleaf. A Form B1 that is not completed correctly or is not accompanied by the correct documents or fee is liable to be rejected and returned to the presenter by the CRO pursuant to section 249A Companies Act 1990 (inserted by section 107 Company Law Enforcement Act 2001). Unless the document, duly corrected, is relogged in the CRO within 14 days, it will be deemed to have never been delivered to the CRO.

FURTHER INFORMATION ON COMPLETION OF FORM B1, INCLUDING THE PRESCRIBED FEE, IS AVAILABLE FROM www.cro.ie OR BY E-MAIL info@cro.ie