

Statutory Declaration by director of a migrating company which is applying to be registered as an Irish company on the Irish register by way of continuation
Section 1409(1)(d) Companies Act 2014

Company number
(to be allocated by CRO on registration)

--	--	--	--	--	--	--	--	--	--

CRO receipt date stamp & barcode

Please complete using black typescript or BOLD CAPITALS, referring to explanatory notes

Migrating Company name

in full

--	--

incorporated in :

--

under register no:

--

which is applying to be registered in the State by way of continuation, as an investment company under the Companies Act 2014, and with the following company name: *note one*

--	--

Presenter details

note two

Name

Address

Telephone number

Email

DX number/Exchange

Declaration of compliance and section 22/24 2014 Act declaration

note three

I
name in bold capitals

of
residential address

do solemnly and sincerely declare that I am a director of the migrating company

and that all the requirements of the Companies Act in respect of the registration of the said company, and of matters precedent and incidental thereto have been complied with and that Form Q2 has been completed in accordance with the Notes on Completion of Form Q2.

I further declare that:

the migrating company is, as of the date of this declaration, established and registered in the relevant jurisdiction and 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;

the appointment of a receiver, liquidator, examiner or other similar person has not been notified to the migrating company and, at the date of 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;

the migrating company is not, at the date of 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;

the migrating company has served, at the date of the declaration, notice of the proposed registration on the creditors of the migrating company;

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;

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;

I further declare that the purpose, or one of the purposes, for which the company is being registered is the carrying on by it of an activity in the State and that it appears to me that either

(a) the activity can be classified in accordance with the relevant classification system as follows:

NACE Code –
note four

and that the general nature of the activity is *note five*

or (b) **that** the activity cannot be so classified but is precisely described as follows: *note five*

I further declare that the place or places in the State where it is proposed to carry on the activity is/are *note six*

and that the place where the central administration of the company will normally be carried on will be *note six*

Declaration continues overleaf

NOTES ON COMPLETION OF FORM Q2

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 €/ _ appears, please insert/delete as appropriate. Where / _ applies, give the relevant currency, if not euro. Where the space provided on Form Q2 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.
- A migrating company means a body corporate which is established and registered under the laws of a relevant jurisdiction and which is a collective investment undertaking. Relevant jurisdiction refers to jurisdictions prescribed for section 1408 Companies Act 2014, places outside the State where the migrating company is established and registered at the time of application.**
- note one** The proposed company name must be given in full.
- note two** This section must be completed by the person who is presenting the application form to the Registrar. This may be either the applicant or a person on his/her behalf.
- note three** The statutory declaration is a declaration of compliance with all the legal requirements relating to the registration of a company. If sworn in Ireland, **it must be signed by the director in the presence of either a commissioner of oaths, notary public, solicitor or peace commissioner.** If a document is sworn abroad, then further legalisation may be required. As the declaration confirms that all other registration requirements have been completed, it must be signed after the form has been completed in full, and so the date of declaration must not predate the dates of other signatures which appear on an accompanying constitution.
- note four** The NACE code is the common basis for statistical classifications of economic activities within the E.U. The code is available on www.cro.ie. The four digit NACE code and general nature of the activity **must** correspond with the proposed company’s principal objective in the accompanying constitution. Where there are two or more activities, give details of the principal activity in the State.
- note five** As all activities can be classified under the NACE code, it should rarely be necessary to complete (b).
- note six** Full postal address must be given. A P.O. Box will not suffice.
- note seven** Tick the relevant box(es). A practising solicitor is authorised under section 72 of the Solicitors (Amendment) Act 1994 to administer an oath and take a declaration. The relevant section should be entered on the declaration.

Further information

Form Q2 is required to be accompanied by application Form Q1, application by migrating company to be registered by way of continuation in Ireland, Form Q3 - statutory declaration regarding fulfilment of requirements and Form Q9 - declaration of solvency.

Where the original registration documents are not written in the Irish language or the English language, a translation into the Irish language or the English language certified as being a correct translation thereof by a person who is competent to so certify.

CRO address When you have completed and signed the form, please send with the prescribed fee and accompanying documents to the Registrar of Companies at:

Bloom House,
Gloucester Place Lower,
Dublin 1.

Payment If paying by cheque, postal order or bank draft, please make the fee payable to the Companies Registration Office. Cheques or bank drafts must be drawn on a bank in the Republic of Ireland.

Please *carefully* study the explanatory notes overleaf. A Form Q2 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.

**FURTHER INFORMATION INCLUDING THE PRESCRIBED FEE, IS AVAILABLE
FROM www.cro.ie OR BY E-MAIL info@cro.ie**