

# DISCLOSURE AND PUBLICATION REQUIREMENTS IN RELATION TO COMPANIES AND BUSINESS NAMES

INFORMATION LEAFLET NO.7 / APRIL 2019

1. Companies incorporated under the Companies Act 2014
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# 1. COMPANIES INCORPORATED UNDER THE COMPANIES ACT

**1.1.** Every company is required to paint or affix, and keep painted or affixed, its name on the outside of every office or place in which its business is carried on, in a conspicuous position, in letters which are easy to read.

**1.2.** The company name in legible characters must be shown in all notices and other official publications of the company and in all bills of exchange, promissory notes, endorsements, cheques and orders purporting to be signed by or on behalf of the company and in all invoices, receipts and letters of credit of the company.<sup>1</sup>

**1.3.** The following particulars must be shown on all business letters of a company;

- (a) the full name of the company (note that the only permissible abbreviations are “Ltd” for “Limited”, “Teo” for “Teoranta”, “Plc” for “Public Limited Company”, “DAC” for “Designated Activity Company”, etc)
- (b) the forename (or initials) and surnames and any former forenames and surnames of the directors and their nationality, if not Irish.<sup>2</sup>

**1.4.** The following additional particulars must be shown on letters and are also required to appear on order forms of all limited liability companies, whether they are in paper form or any other medium:

- (a) the legal form of the company;
- (b) the number under which it is registered in the office of the Registrar i.e. as per the company’s Certificate of Incorporation and the place of registration
- (c) address of the registered office (where this is already shown on the document, the fact that it is the registered office must be indicated)
- (d) in the case of a company exempt from the obligation to use the company type as part of its name, the fact that it is such a company type (applies to Designated Activity Companies, and Companies Limited by Guarantee only)
- (e) in the case of a company which is being wound up, the fact that it is so
- (f) if the share capital of a company is mentioned on letterheads or order forms of a company, the reference must be to the issued share capital

These particulars apply only to business letters and order forms, and do not need to be included on delivery notes or invoices.

Every company that has a website is also required to display either on its homepage or to be identified on its homepage, a readily accessible webpage on which the following appear:

- (a) the name and legal form of the company
- (b) place of registration of the company and the number with which it is registered
- (c) address of the registered office of the company
- (d) in the case of a company exempt from the obligation to use the company type as part of its name, the fact that it is such a company type (applies to Designated Activity Companies, and Companies Limited by Guarantee only)
- (e) in the case of a company which is being wound up, the fact that it is being wound up
- (f) if the share capital of a company is mentioned on the website, the reference must be to the issued share capital

**1.7.** It should be noted that the above publication and disclosure requirements apply to an Irish-registered company, irrespective of whether it is carrying on business under a business name (see Section 5). The fact that a company may be carrying on a business under a business name does not exempt it from the above requirements. If an Irish-registered company is carrying on business under a business name, see **5.** below as to the additional disclosure and publication requirements required under the Registration of Business Names Act 1963.

<sup>1</sup> Section 151 Companies Act 2014

<sup>2</sup> If special circumstances existed which rendered it in the opinion of the Minister for Business, Enterprise and Innovation expedient that an exemption from the requirement to include director information in the business letters of the company should be granted, the Minister may have, subject to such conditions as he/she may have thought fit, have granted exemption from the obligations to publish this information - section 151(5) Companies Act 2014.

## 2. Receivership, Liquidation or Examinership

### 2.1 Statement that receiver appointed

Under section 429(1) where a receiver of the property or part of the property of a company has been appointed, every invoice, order for goods or business letter issued by or on behalf of the company or the receiver, being a document on or in which the name of the company appears, shall contain a statement that a receiver has been appointed.

Where a receiver of the property of a company has been appointed and a winding up of the company is taking place (whether that winding up has commenced before or after that appointment), every invoice, order for goods or business letter issued by or on behalf of the company or the receiver, being a document on or in which the name of the company appears, shall, also contain a statement that the company is being wound up. Equally this applies to any website of the company.

Any website of the company and electronic mail sent to a third party<sup>3</sup> by, or on behalf of, the company, shall contain a statement that a receiver has been appointed.

### 2.2 Statement that company is in liquidation

Under section 595, where a company has entered liquidation, every invoice, order for goods or business letter issued by or on behalf of a company that is being wound up or a liquidator of such a company, being a document on or in which the name of the company appears, shall contain a statement that the company is being wound up.

Every invoice, order for goods or business letter issued by or on behalf of –

(a) a company to which a provisional liquidator has been appointed;

(b) a provisional liquidator of the company; or

(c) a receiver of the property of such a company,

being a document –

(i) on or in which the name of the company appears; and

(ii) issued during the period of office of the provisional liquidator as such provisional liquidator, shall contain a statement that a provisional liquidator has been appointed to the company.

Any website of a company that is being wound up, and any electronic mail sent to a third party<sup>3</sup> by, or on behalf of, such a company, shall contain a statement that the company is being wound up.

Where the winding up of a company commences within one year after the date on which the company has changed its name in accordance with this Act, the former name as well as the existing name of the company shall appear on all notices and advertisements in relation to the winding up and in any website of the company and in any electronic mail sent to a third party by, or on behalf of, it.

### 2.3 Notification of appointment of examiner.

Under section 531 of the Companies Act, where a company is under the protection of the court, every invoice, order for goods or business letter issued by or on behalf of the company, being a document on or in which the name of the company appears, shall, immediately after the mention of that name, include the words “in examination under Part 10 of the Companies Act 2014”.

A website of a company that is under, for the purposes of this Part, the protection of the court, and any electronic mail sent to a third party<sup>3</sup> by, or on behalf of, such a company, shall contain a statement that the company is in examination under this Part.

<sup>3</sup> Third party means a person other than an officer or employee of the company concerned or a holding company or subsidiary of the company or an officer or employee of that holding company or subsidiary.

### 3. FOREIGN COMPANIES HAVING A BRANCH IN THE STATE

**3.1.** If the share capital of a company is mentioned on its business letters and order forms, the reference must be to the paid-up share capital.

**3.2.** The following particulars must be shown on all letters and order forms where an EEA-registered company has established an Irish branch:

- (a) place of registration of the company and the number with which it is registered
- (b) the name of the company where it is different to the branch
- (c) legal form of the company and the address of its registered office
- (c) in the case of a company which is being wound up, the fact that is so
- (d) place of registration of the branch and the number with which it is registered

**3.3.** The following particulars must be shown on all letters and order forms used by a non-EEA registered company which has established an Irish branch:

- (a) the name of the company where it is different to the branch
- (b) if the law of the State in which the company is incorporated requires entry in a register, the place of registration of the company and the number with which it is registered
- (c) place of registration of the branch and the number with which it is registered

**3.4.** If the foreign company which has established a branch in the State carries on business here under a business name, the company is additionally required to state in legible characters in all business letters, circulars and catalogues on or in which the business name appears and which are sent by the company to any person, the name of the company, and the present forenames or the initials thereof, the present surname, any former forenames and surnames and the nationality, if not Irish, of every director, or in the case of a body corporate being a director, the corporate name.

### 4. BUSINESS NAME

#### 4.1. Body corporate that trades under a business name.

If a body corporate carries on business in the State under a business name<sup>4</sup>, the name of the proprietor of the business name (i.e. the name of the company which is trading under that business name), must be shown on all business letters related to that business name, together with the particulars required to be shown by an Irish-registered company or foreign company (see **1**, **2** or **3** above, as applicable).

A body corporate (not being an Irish-registered company or a foreign company which has a place of business in the State, which is exempted by the Minister for Business, Enterprise and Innovation from the requirement to include director information in its business letters<sup>5</sup>) trading under a business name is required to state in its business letters, circulars and catalogues on or in which its business name appears:

- its corporate name
- the present forename or initials, the present surname or any forenames or surnames, and the nationality, if not Irish, of every director, or in the case of a body corporate being a director, the corporate name.

The business name should of course be registered by the company with the CRO by the body corporate which is carrying on business under the name, pursuant to the Registration of Business Names Act 1963. For further information, see CRO Information Leaflet No. 14, "Business Name Registration".

<sup>4</sup> "Business name" means the name or style under which any business is carried on. A company which has a place of business in the State and carries on business under a business name which does not consist of its corporate name without any addition is required to register that business name pursuant to the Registration of Business Name Act 1963.

<sup>5</sup> Under section 151(1) Companies Act 2014. See **1.3.** above.

#### 4.2. Individual/firm that trades under a business name

The following firms<sup>6</sup> and individuals are required to register a business name:

- (a) every firm having a place of business in the State and carrying on a business under a business name which does not consist of the true surnames of all partners who are individuals and the corporate names of all partners which are bodies corporate without any addition other than the true forenames of individual partners or initials of such forenames;
- (b) Every individual having a place of business in the State and carrying on business under a business name which does not consist of his/her true surname without any addition other than his/her true forename or the initials thereof.

In all business letters, circulars and catalogues on or in which the business name appears, and which are sent by the owner of the business name to any person, the following must be legibly stated in relation to the owner:

- in the case of an individual, his/her present name, any former names, and his/her nationality, if not Irish
- in the case of a firm, the present name and any former names, and the nationality, if not Irish, of all the partners in the firm, or in the case of a body corporate being a partner, the corporate name

The business name should of course be registered by the individual/partnership with the CRO, pursuant to the Registration of Business Names Act 1963. See Information Leaflet No. 14, "Business Name Registration".

<sup>6</sup> "Firm" is defined as "an unincorporated body of two or more individuals or one or more individuals and one or more bodies corporate or two or more bodies corporate, who have entered into partnership with one another with a view to publishing a newspaper or to carrying on business for profit".

**AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ**  
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