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Directors & Members Meetings, Proceedings and Register Maintenance

- Welcome to Your Webevent
- Introducing the Webevent Team
- Your Downloads and Material
- Your Questions
 - During the session
 - At the end of the session

Directors & Members Meetings, Proceedings and Register Maintenance

- Webevent Timing - 15:00 – 16:00
- Introduction – 5 Minutes
- Teaching Space – 45 Minutes
- Questions and Answers – 5 Minutes
- Session Close – 5 Minutes

Directors & Members Meetings, Proceedings and Register Maintenance

- Topic 1 – Directors meetings;
- Topic 2 – Members meetings;
- Topic 3 – Registers and their maintenance;

Proceedings of Directors

- Sections 157 to 167 CA 2014
- S.157- Section 158-165 applies unless Constitution says otherwise;
- S.158 – power of management
- S.159 – Managing director
- S.160 to 161 – Directors meetings
- S.162 – Holding Other offices

Proceedings of Directors

- S.163 – Quorum & voting at meetings;
- S.164 – Signing instruments;
- S.165 – Alternative directors;
- S.166 – Minutes to be kept of meetings – Category 4 offence if not; - Section 231 notification if interest in contract
- S.167 Audit Committees

Governance – General Meetings - Members

- S.175 The requirements to hold AGMS
- 15 months between AGMs
- 18 months from date of incorp
- S.176 GMs outside the state provided people can e-attend
- S.175(3) – Written resolution all members entitled to attend

Governance – General Meetings

- S.175 (3)
- Acknowledge receipt of FS that would have been laid before that meeting
- Resolve all such matters as would have been resolved (S.186 the business of the AGM)
- Confirm no change in auditor

Governance – General Meetings

- S.176 – Location of meetings
- S.177 – EGMS
- S.178 – Members convening EGMS
- S.180 – Persons entitled to notice
- S.181 – Notice of general meetings
- S.182 – Quorum
- S.183 to 184 - Proxies

Governance – General Meetings

- S.185 – Reps of body corporate at AGM
- S.186 – Business of AGM
- S.187 – Proceedings at meetings
- S.188 – Votes of members
- S.189 – Right to demand a poll;
- S.190 – Voting on poll;
- S.191 to 196 – Resolutions
- S.199–Minutes of proceedings of meetings–Cat4off

Governance – General Meetings

- S.191
- Ordinary resolution – simple majority
- Special resolution – not less than 75% of the votes cast
- Consent to short notice conditions S.191(4)
- S.194 Majority written resolution - Ord 7 days Special 21 days
- S.193 Unanimous written – Immediate effect

Registers

Types of registers

- Register of:
 - 1) Directors (S.149 CA 2014) –notice change \leq 14days
 - Category 3 offence if not held/notified
 - 2) Secretaries (S.149 CA 2014)–notice change \leq 14days
 - Category 3 offence if not held/notified
 - 3) Members (S.169 & 1201(CLG)&1261(ULC)CA 2014)
 - Category 3 offence if not held/notified – 28 days

Registers

Types of registers

- Register of:
 - 4) Mortgages & charges (S.414 CA 2014) – Best practice.
 - 5) Directors interests (S.231 & 267 CA 2014)
 - 6) Allotments (S.69 CA 2014) – Best practice
 - 7) Transfers (S.74 CA 2014) – Best Practice

Registers

- Section 213 – 214 CA – Form of registers/minutes
 - Register/minute book to be kept (bound book or some other form)
 - Must ensure protected
 - If not category 3 offence
- S.216 – Right to inspect;
 - If registers at 1 to 5 & minutes inc. resolutions under S.199 - All members can request;
 - If registers at 1 to 4- Any person can request for fee €10/€15
 - To be sent within 10 days / Category offence

Registers

- S.218 – Service of notice on members
 - By delivery to
 - By leaving it at registered address
 - By sending by post;
 - Electronic means if permitted by Constitution & member consents
- Disclosable directors interest – S.256-268;
 - Rules over removal of entries in register – S.269
- Rectification to members register (S.173 CA);
 - How – Form B42A
 - Can this be used for incorrect A13 SAP 204 required??

Registers

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Registers

- Disclosable directors interest – S.256-268;
 - Insert once notified after 3 days of receipt;
 - Insert details of any offers made also – S.267
 - S.268 requires an index & to be updated within 3 days if not, category 3 offence
 - Rules over removal of entries in register – S.269
 - If ceased interest more than 6 years from date of entry;
 - If superseded by another entry

Members Register

- Trusts not to be entered in register – S.170
- Register as evidence – S.171
- Implications if register not kept by agent – S.172
- Rectification to members register – S.173;
 - How – Form B42A
 - Can this be used for incorrect A1? SAP 204 required??
- Power to close register – S.174

Q&A

Wrap Up

- Webinar Series Continues –
- Fortnightly Webinars – Bundle Tickets Available
- CPDStore.com
- OmniPro Corporate Consultants Team
- OmniPro Team
- Thank You

Why OmniPro

Our Why -

To facilitate accountants achieve extraordinary results in their business so they can help their clients achieve extraordinary results in theirs.

Why OmniPro

How We Do That –

- We do accountants
- We connect with accountants.
- We learn about accountants so we can understand them.
- We work out what accountants want and need
- We find the best solution for accountants in any given situation

Why OmniPro

What We Do -

We provide accountants with information products, consulting and training in the areas of;

- practice management, business development & marketing;
- company secretarial & taxation;
- audit & financial reporting;
- professional regulation and disciplinary defence.

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