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Members Voluntary Liquidation

Step Plan

Step Plan / Action Help Sheet

Name of procedure: Summary approval procedure to place a company into members' voluntary liquidation under Section 579

Sectional references: Section 579 of CA 2014 (Procedures for and commencement of members' voluntary winding up); Section 201 & 202 of CA 2014 (Summary Approval Procedure), Section 207 of CA 2014 (declaration to be made in the case of members' winding up of a solvent company); Section 181 (notice of general meetings), Section 193 (unanimous written resolution) & Section 194 (majority written resolution) of CA 2014; Section 208 of CA 2014 (requirement for an independent persons report); S643 CA 2014 (notifications and filings of appointments and removals of liquidators); Section 581 CA 2014 (Publication of resolution to wind up voluntarily); Section 705 CA 2014 (Final meeting and dissolution in members' voluntary winding up); Section 707 (disposal of books and papers of company in winding up); Section 584 CA 2014 (Duty of directors to call Creditor meeting) and Section 596 CA 2014 (Custody of company's property).

Date:

Steps:

Step	Commentary	Legislative Reference	Done
1	<p>There are a number of matters that are typically dealt with before commencement of the liquidation process to ensure the liquidation itself occurs without undue complication. In summary, prior to liquidation, the directors consider addressing the following matters (this is not an exhaustive list):</p> <ol style="list-style-type: none"> 1. Realise all assets where possible and ensure all liabilities where possible are paid off. For some companies this may mean considering the possibility of forgiving amounts owed to other group companies or converting the liabilities to share capital. However tax advice would need to be obtained on the consequences of same. 2. Close any non-necessary bank accounts. 3. Ensure Register of Members etc is up to date. 		

	<p>4. Submit all outstanding taxation returns.</p> <p>5. Recognise the need to prepare and submit corporation tax returns and agree the liability from the end of the last accounting period down to the day before the date of commencement of liquidation if applicable.</p> <p>6. File with the Registrar of Companies all documents which the company is by law obliged to file.</p> <p>7. Make appropriate arrangements to discharge or to enable the company to discharge (within twelve months of commencement) all of its debts in full.</p> <p>8. Where VAT will likely be an irrecoverable cost:-</p> <p>i) Make appropriate arrangements for the payment of fees and expenses to be incurred in preparing the pre-liquidation documentation and procedures to put the company into liquidation.</p> <p>ii) Make appropriate arrangements for the payment of fees, expenses and outlay to be incurred by the liquidator in conducting the winding up and liquidation of the company to completion and in distributing the assets.</p> <p>9. Consider the choice of liquidator.</p> <p>10. The directors to ensure that the company is solvent and has the funds to pay all creditors in full and to pay for the liquidation process.</p> <p>11. Review loans attached to assets in the company to see if the bank will provide funding to the shareholders to allow the loan in the company to be repaid through a subscription of shares by the shareholder with the proceeds of the shares subscribed for in order to avoid stamp duty when the loan liability is distributed by the liquidator. If this is allowed new shares will have to be subscribed for and the usual process for the allotment of shares should be followed.</p>		
2	<p>Prepare a statement of affairs of the company as at a recent date (not more than three months prior to the proposed liquidation date/meeting of members to approve the placing of the company into liquidation), including detailed listings of assets and liabilities. Ensure the costs of liquidation including taxes (capital and corporation tax) is included in the analysis.</p> <p>Where property is involved obtain valuations for the property. Further accounts will also need to be prepared up to the date the Company appoints a Liquidator (i.e. for the period from the date</p>	S207(1) CA 2014	

	<p>the statement of affairs was prepared above to the date the liquidator was appointed).</p> <p>Assess the tax consequences for the company of any deemed disposals (CGT, corporation tax etc.) and ensure they are included in the liabilities assessment above.</p> <p>As a side note assess the tax consequences of the deemed disposals for the members themselves (CGT etc).</p>		
3	Obtain from the Liquidator Designate a Letter of Consent to appointment subject to receiving the shareholder indemnity as detailed in step 14.		
4	Arrange to hold a board meeting no longer than 12 months from the carrying out of the act of liquidating the company. At this meeting agree to propose to the members to pass a special resolution to:	S202(1) CA 2014	
4a	- approve the statement of affairs /declaration of solvency/E1-SAP and the summary approval procedure.	S202(1) CA 2014	
	Note the E1-SAP is the declaration of solvency		
4b	- the majority of directors (75% or more of the directors) or all of the directors agree to recommend to the members to allow the company to be placed into liquidation and a special resolution be passed to permit this activity.	S201 & S202(1) CA 2014	
4c	<p>At this meeting or a meeting held not earlier than 30 days before the approval of the members by special resolution (where an initial meeting discussed in step 2 has been held after this 30 day period), the directors should make a declaration in writing declaring that having made full enquiry, the company will be able to pay its debts and other liabilities as they fall due within 12 months following the date of commencement of the winding up i.e. the date the resolution is passed (Section 201 & 202 CA 2014). See step 4 for further items to be included in the directors' declaration.</p> <p>The special resolution can be in writing under Section 193 (unanimous resolution)/ Section 194 (majority resolution) or passed at an extraordinary general meeting.</p> <p>Where the resolution is passed in writing then the directors' declaration must be attached to the written resolution.</p>	S202(6) CA 2014	
5	<p>Obtain a report prepared by a person who is qualified to be the independent auditor of the company stating in that experts opinion, the declaration (as detailed in step 2 and 6p) made by the directors is not unreasonable.</p> <p>The independent accountant should complete a review of the statement of assets and liabilities and the declaration of solvency/E1-SAP for the company and if satisfied as this being not</p>	S208 CA 2014	

	unreasonable provide the Section 208 Report of Independent Persons (“B”) to be annexed to the Form E1-SAP. Note this report should be obtained prior to the passing of the special resolution to wind up the company by the shareholders		
6	The minutes of the board meeting in step 4 should detail:	Section 201, 202 & 204 of CA 2014	
6a	the name of the company		
6b	the date, location and time of the meeting and the members present at the meeting		
6c	details of who was appointed chairperson of the meeting		
6d	that the directors have disclosed their interest in the decisions been taken under Section 231 of CA 2014; Note that notwithstanding the disclosures, was pursuant to the companies Constitution, entitled to vote and be counted in the quorum in relation to any matter in which he/she has an interest. It should also state whether a quorum was present if there is a minimum requirement stated in the constitution.	S231, 228 & 229 of CA 2014	
6e	Ensure and state the fact that at least one director is a resident in the European Economic Area as required by Section 137 CA 2014 and that no director present holds more than 25 directorships for the purposes of and in accordance with Sections 228 and 229 CA 2014.	S137 CA 2014	
6f	Ensure that it records (and ensure it is a fact) the fact that no director is restricted from acting as a directors as detailed in Section 819, 839, 840 841, 842 and 828 of CA 2014.	Section 819, 839, 840 841, 842 and 828 of CA 2014.	
6g	Include a paragraph for ‘Purpose of meeting’ providing exact details for the reason why the meeting was held e.g. to consider and if thought fit to approve for consideration of the company’s members, the placing of the company into a members voluntary liquidation under Section 579 and as part of this to provide a declaration from the majority of the directors as required by Sections 202, 207 & 579 of CA 2014 in order to allow the company to be placed in liquidation and to recommend to the shareholders to pass a special resolution to effect the transaction.	S202 & 207 & 579 CA 2014	
6h	Note the fact that a liquidator had been invited to accept appointment and this liquidator had accepted appointment subject to receiving a shareholders indemnity. Provide details of the name and address of the proposed liquidator		
6i	Provide details of the requirements of the summary approval procedure (requirement for a special resolution) with reference	S579, S202, S207	

	<p>to Section 579 and what is to be included in the directors declaration under Section 207 in the minutes. That being:</p> <p>1) The majority of directors must make a declaration stating:</p> <ul style="list-style-type: none"> - the total amount of the company's assets and liabilities at the latest practical date before the making of the declaration at the latest date not more than 3 months before the date of the declaration; - that the declarants have made full inquiry into the affairs of the Company and that, having done so, they have formed the opinion that the company will be able to pay or discharge its debts and other liabilities in full as they become due within 12 months after the commencement of the winding (usually the date the special resolution is passed by its members as stated in the declaration); <p>2) that a special resolution is required to be passed by the shareholders approving the reduction in capital.</p> <p>3) that the declaration of the directors is accompanied by a report prepared by a person who is qualified to be the independent auditor of the company stating in that experts opinion, the declaration made by the directors is not unreasonable.</p> <p>Note the requirements of points 1 and 2 above are covered off when the majority of directors signs the declaration part of the form E1-SAP.</p>	& 208 CA 2014	
6j	Detail the fact that the directors were advised of the serious nature of the Section 579/207 declaration and the penalties that the directors were liable for if the directors make the declaration without unreasonable grounds for doing so (i.e. they may be liable for all liabilities that arise within the 12 month period).	S210 CA 2014	
6k	Detail the fact that the directors took account of the financial position and liabilities of the company (including prospective and contingent) and have assessed the financial position of the company. Include the fact that the directors were presented with the balance sheet as part of this process detailing the assets and liabilities of the company as at a specific date (state date which is within 3 months of the date of the declaration) as compiled at step 2 above.	S207(1) CA 2014	
6l	Have the directors' declaration signed by all or a majority of directors. The declaration is effectively the Form E1-SAP which can be downloaded from the CRO website. Note the requirements below are covered off in form E1-SAP in the directors declaration of that form (note this must be signed before the resolution is passed by its members):	S207(1) CA 2014	
	<ul style="list-style-type: none"> - the total amount of the company's assets and liabilities at the latest practical date before the making of the declaration at the latest date not more than 3 months 	S207(1)(a) CA 2014	

	before the date of the declaration (as complied at step 2 above);		
	- that the declarants have made full inquiry into the affairs of the Company and that, having done so, they have formed the opinion that the company will be able to pay or discharge its debts and other liabilities in full as they become due within 12 months after the commencement of the winding (usually the date the special resolution is passed by its members);	S207(1)(b) CA 2014	
6m	Detail the fact that the directors declaration (i.e. the form E1-SAP) and the proposed special resolution was produced to the meeting for consideration		
6n	Detail the acknowledgement of the directors of the obligations imposed under Section 207 and the fact that they acknowledge that the draft declaration was true and correct.	S207 CA 2014	
6o	Detail the fact that the directors' declaration/E1-SAP was produced to the directors for their review and after consideration it was signed by all or a majority of directors on the basis that all the conditions required by Section 207 as detailed above had been met, they were happy to proceed to deem the Section 207 Declaration executed. Some points to consider when filling in the Form E1-SAP (i.e. the directors declaration) are:	S207(1) CA 2014	
6pi	In the declaration section of the form E1-SAP , insert names and address of all of the directors that are swearing the declaration Note if there is not enough space on the form include in this section 'See continuation sheet'. A continuation sheet should then be included which should be laid out in the same layout as the form E1-SAP	S207 CA 2014	
6pii	In the declaration section under the names and addresses of directors, indicate whether 'all' or 'a majority' of directors signed the declaration.	S207 CA 2014	
6piii	In the note 3 section of the declaration, include the date the statement of assets and liabilities were made up to (it cannot be in excess of three months from the date the form E1-SAP was signed). This is the analysis prepared in step 2 above. In the total assets and liabilities area include the total value of those assets and liabilities	S207 CA 2014 (i)	
6piv	In note 4 section of the declaration, include details of the persons filing the form	S207 CA 2014	
6pv	In note 5, page 2 of form E1-SAP insert when you expect the debts to be paid within. This period cannot be in excess of 12 months from the date of commencement of the winding up. Ensure this is signed by all directors making the declaration and date the declaration. NB If the declaration of the directors and the special resolution is passed on the same day, the time the declaration is passed on	S207 CA 2014	

	must be written in here also. The declaration must be signed at a time earlier than the passing of the special resolution of the members. Therefore it is also important to put the time on the G1 to confirm the declaration was made prior to the time of the special resolution being passed		
6pvi	In the note 6 part of the form E1-SAP on the second page, it is likely the auditor will want to supply their own opinion page as opposed to writing in the space provided. If this is the case then insert 'See Part "B" attached and attach the independent persons report to the form E1-SAP and at the top of this report write 'Part "B" Note this opinion should be dated prior to the passing of the special resolution. See attached in the linked documents below a sample independent persons opinion under Section 208.	S208 2014	CA
6q	Detail the wording of the special resolution to be provided to the shareholders for approval . This should detail the fact that the company be wound up voluntarily as a members voluntary winding up under Section 579; detail the name and address of the liquidator appointed and authorise the liquidator to distribute the assets amongst the members in specie.	S202 2014	CA
6r	Recommend that the directors' declaration/ Form E1-SAP and the special resolution when passed be filed with the CRO within 21 days and within 15 days respectively.	S207(2) 2014	CA
6s	Detail the fact that it was resolved that an extraordinary general meeting be held to allow the shareholders to vote on the special resolution and that the required notice be given to all members together with a copy of the signed directors' declaration/ Form E1-SAP which includes the independent persons report (which is a person authorised to be a statutory auditor). THIS STEP IS ONLY PERFORMED WHERE A WRITTEN RESOLUTION IS NOT BEING PASSED I.E. WHERE A MEETING IS HELD.	S181 2014	CA
6t	Declare the meeting closed		
6u	Have the chairperson sign and date the board minute and insert it into the minute book of the company.		
7	Where applicable draft the written special resolution based on the resolutions detailed in the board meeting at step 6q above and reference the fact that the directors resolution/Form E1-SAP is attached to the written resolution itself (which includes the independent persons report) and have this resolution signed by all members entitled to vote where a unanimous resolution has been passed in accordance with Section 193(1) CA 2014. Ensure the company name and number is included at the top of this resolution and the narrative at the top specifically states that they are special resolutions and pursuant to S193(1) of CA 2014 for all purposes be as valid and effective as if a general meeting had been convened. Where a written majority resolution has been passed ensure this resolution is signed by the required majority of members and it refers to S194 with wording similar to the	S193 2014 S194 2014	CA CA

	aforementioned. Ensure where a majority written resolution is to be passed that the required notice mentioned in step 7a below is dealt with.		
7a	<p>Where a written resolution is not utilised there is no need for the resolution to be signed. In addition it should not refer to Section 193/194 in any way and the wording in relation to it being valid and effective as if a general meeting had been convened because effectively an extraordinary meeting has to be convened for a resolution that is not written. It should use the wording as per step 6q.</p> <p>Ensure all members entitled to attend and vote at the meeting/on the written resolution have been informed of the meeting within the required notice period (this is also applicable for a majority written resolution). The required notice period of not less than 21 clear days' notice should be given unless a consent to short notice is obtained from all its members and auditor where applicable in which case a shorter period can be given as dictated by Section 181 of CA 2014.</p> <p>This notice should include: the date, time, location of the meeting, give details of the special resolutions to be considered for approval, the fact that a proxy can be utilised which does not have to be a member and the date by which the member must notify the company of a proxy being used. A consent to short notice should be signed by all members including the auditor (if applicable) where less than the statutory notice is provided which is a signed confirmation from all parties that they consent to the short notice. A copy of the directors' declaration should be attached to the notice of the meeting.</p>	S181 CA 2014	
8	<p>Where an extraordinary meeting is held (as opposed to a written resolution), draft the minutes of the extraordinary general meeting with the usual requirements (as per steps 6(a)-6(c)) and detail the approval of the special resolution to approve the placing of the company into liquidation. Where consent to short notice was given note this in the minutes to the meeting.</p> <p>Detail the fact that the chairperson had an obligation pursuant to Section 643(1) to issue to the liquidator notice on the same day that the members have approved that person as liquidator of the company and as a result he/she was instructed to write to the liquidator informing him/her of this fact.</p> <p>Ensure the minutes are signed by the chairperson.</p>	S202, S643(1) CA 2014	
9	Hold a board meeting to advise that:	Section 201(3) & 207 of CA 2014	

	<p>- the shareholders had passed the resolutions at the extraordinary general meeting held earlier in the day or through written resolution if applicable; and</p> <p>- to instruct the secretary to file the Form G1 (and annexure if applicable) (within 15 days of passing the resolution) together with the directors' declaration of solvency/Form E1-SAP within 21 days to the CRO; and</p> <p>Document in the board minutes the aforementioned facts in addition to the standard confirmations detailed in step 6(a) to 6(f) above.</p>		
10	If the company changed its name within 12 months of being placed into members voluntary liquidation both the old and new name must be detailed on all correspondence.	S595(5)	
11	<p>Ensure a copy of the declaration is delivered to the CRO not later than 21 days after the date on which the restricted activity commenced. If it is not submitted within this period it will invalidate the summary approval process. Ideally it should be sent with the G1 which itself has to be submitted within 15 days.</p> <p>Ensure that the Form E1-SAP is pre-checked by the solvency section in the Companies Registration Office as if it is filled in incorrectly it will be deemed to be a creditor's voluntary liquidation unless this is reversed by the courts.</p>	Section 201(3) of CA 2014	
12a	File the Form G1 (and annexure if applicable) with the CRO ensuring that the directors' declaration is attached to the G1 (within 15 days of passing the special resolution).	S191 CA 2014	
12b	<p>in the effective date on the G1, date this the date the special resolution was dated. If the date the declaration of solvency/E1-SAP was signed the same day as the G1, include the time the special resolution was passed as this must be after the time of the passing of the declaration of solvency.</p> <p>Include the company number and Company name on page one of Form G1</p>		
12c	In the resolution details section of the Form G1, type the resolutions passed into the resolution text area on the form G1 which is an exact replicate of the resolution prepared at step 7 above or alternatively attach a copy of the resolution prepared and state 'see resolution attached' and include an annexure .		
12d	In the resolution passed section of the Form G1, insert 'In writing' if done by a written resolution as opposed to by a formal meeting. If by meeting select the general meeting option.		
12e	<p>In the writing type section of the Form G1, insert 'Pursuant to section 193(1) (unanimous written resolution) if it is done by written resolution under S193 CA 2014. If it is done by written majority resolution (S194 CA2014) insert 'PURSUANT TO Section 194'</p> <p>If it is passed by meeting then insert 'extraordinary general meeting'.</p>		

12f	In the section 'particulars of persons verifying the contents of the form', under revenue online section include 'No' where it is being filed on core		
12g	Complete the information of the person/director that will sign the signature page at 'particulars of persons verifying the contents of the form' of the Form G1 on CORE or if done by hard copy in the certification section of the form		
12k	Include details of the agent presenting/filing the Form G1 in the detail of presenter section of the Form G1		
12l	File the Form G1 on CORE or send to the CRO together with the directors' declaration where a hard copy is filed out		
12m	Arrange for a director to sign the electronic G1 signature page once filed on core (where core is used) and send this to the CRO.		
13	Directors to write to the liquidator sending a copy of the form G1 and confirming the approval of his/her appointment as Liquidator (should ideally be done on the same day). The shareholders should also send a shareholder indemnity and this indemnity should state the information as stated in the step 14 below.	S643(1) CA 2014	
14	The shareholder will be required to give an indemnity to the Liquidator Designate in respect of any claims or liabilities arising which had not been disclosed in the statement of affairs. This indemnity should be signed by all shareholders and state the fact that the shareholders will indemnify the liquidator: - against any and all costs, expenses, losses, claims and liability whatsoever or howsoever arising, in connection with his/her role as Liquidator of the company and in consideration for an early distribution to the shareholders by the Liquidator, on account of surplus assets of the company available for distribution. - that the indemnity is given generally, unconditionally and irrevocably, to include (but not limited to) the company's exposure to taxation on chargeable gains on a deemed disposal of assets, should the Revenue Commissioners rule that relief therefrom should not be available to the company, and to include any claim or liability of the company which may not have been disclosed in the statement of affairs and declaration of solvency sworn by the directors of the company, as well as Liquidator's remuneration and any legal and professional fees and expenses necessarily incurred in dealing with all matters or any unforeseen matters arising in the winding up of the company's affairs.		
15	Liquidator to arrange for statutory form E2 notice of appointment of a liquidator to be filed with the Companies Registration Office within 14 days of his/her appointment (i.e. the date the resolution was passed).	S643(5)/ S592 CA 2014	
16	Legal notice to be placed in Iris Oifiguil within 14 days of the EGM or the written resolution. A copy of the notice of the advertisement in the Iris Oifiguil should be maintained.	S581 CA 2014	

	<p>This is a copy of the special resolution passed and should state at the top 'In the name of (Insert name of company) in the matter of the Companies Act 2014. It should then state the date the special resolution was passed and how it was passed (i.e. written or by meeting), and then include the actual resolutions passed and it should be signed by the company secretary. At the bottom the following should be included</p> <p>'This is a members' voluntary liquidation. All creditors have been or will be paid in full.'</p>		
<p>All steps below relate to the period after the company is placed into voluntary liquidation. The below list is not exhaustive and is for educational purposes only</p>			
17	Liquidator to take possession of all assets and obtain the statutory books, company seal and books and records	S596	CA 2014
18	Liquidator to ensure that all company headed paper has the wording 'In Voluntary Liquidation' after the name of the company	S595	CA 2014
19	If applicable circularise all shareholders of the company informing them of the liquidation, enclosing a summary of the statement of assets and liabilities of the company embodied in the Declaration of Solvency, and request details of their shareholdings, evidenced by share certificates.		
20	Liquidator review deeds and related documentation to assess ownership		
21	<p>Obtain company schedule of insurance, assess insurance needs and seek to maintain/reinstate company insurance covers, with the liquidator's interest noted thereon. Consider implications of inability to obtain cover for conduct of liquidation – especially for continuation of the trade.</p> <p>Where land and buildings are concerned, ascertain whether public liability insurance cover is in place. Access to properties should be strictly limited until cover is obtained, or alternatively persons entering should sign an appropriate waiver acknowledging that there is no insurance in place and no liability is accepted by the liquidator or his firm.</p>		
22	<p>Liquidator should notify the company's bankers of his/her appointment and send a copy of the special resolution. This letter should request details of all bank accounts held by the companies.</p> <p>Liquidator should then close company accounts and open liquidator's own bank accounts.</p>		
23	Liquidator should notify the solicitors of his appointment requesting them to provide details of what matters they are acting for the company in and to provide details of any cash or deeds etc. held		
24	Liquidator to notify creditors of his/her appointment		
25	Liquidator to collect all debtor balances		
26	Liquidator to Notify Sheriff(s) and Revenue Commissioners and obtain certification of posting asking for details of all judgements, returns filed etc. The liquidator should enclose a copy of the special resolution.		

27	<p>Liquidator to obtain Revenue printout of all taxes / copies of last corporation tax submissions and check that all of the tax affairs of the company up to the date of liquidation have been brought up to date.</p> <p>Liquidator to arrange for corporation tax returns to be prepared to the date the company goes into liquidation for the company.</p> <p>Liquidator to arrange for further corporation tax returns to be prepared for the company up to the date of the appointment of him/her as Liquidator.</p> <p>Liquidator to obtain copies of last Vat/P30/P35 returns etc and (if necessary) to arrange for the bringing up to date of VAT/P30/P35 etc returns and agree liability to date of appointment.</p> <p>When all pre-liquidation tax matters have been agreed with Revenue, the Liquidator will seek confirmation from the Revenue Liquidation Section that all pre-liquidation returns have been filed and that there are no taxes owing.</p>		
28	Liquidator to register for taxes for the company (depending on applicability corporation tax, CGT, PAYE/PRSI/VAT etc) and ensure that all tax liabilities arising from the deemed disposals or any trading activity during the post liquidation period are paid on or before the due dates to avoid penalties and interest assessments.		
29	Liquidator to convene a meeting of contributories/shareholders of the company at which the Liquidator discusses items and may make a distribution in specie of properties/cash etc. and signs legal documentation conferring title on the shareholder if a distribution is being made. At this meeting the liquidator will agree the realisation strategy with the members also.		
30	Where purchasers make offers for assets e.g. by fax or e-mail, any acceptance must make it clear that the liquidator is selling without any kind of representation, since otherwise there is a danger that the description and terms of the purchaser's offer will form the basis of the contract. The vendor's terms on the invoice alone are not adequate protection as the invoice is a post contract document		
31	If at any time the Liquidator considers that the company will not be able to pay its debts within 12 months of the commencement of liquidation then the liquidator should treat this liquidation as a Creditors voluntary liquidation as detailed in Section 584 of CA 2014 and do the tasks section out in Section 584	S584 CA 2014	
32	Liquidator arranges for payment of all liquidation expenses, solicitors and professional fees, taxes, creditors etc.		
33	Liquidator will then arrange for the final distribution of any remaining cash/assets etc. to shareholders.		
34	Liquidator draws up draft final account for the company		

35	<p>For the final meeting the liquidator must convene a general meeting for members of the company, giving 28 clear days' written notice to the members. Proxies forms should also be sent</p> <p>Note: Liquidator will enclose with the notice a summary of the liquidator's receipts and payments, together with a brief report on the liquidation.</p>	S705(3) CA 2014	
36	<p>At the extraordinary meeting:</p> <ul style="list-style-type: none"> - Ensure a quorum is present - Lay before the meeting an account of the acts and dealings of the liquidator - Obtain approval of liquidator's remuneration; - Pass a special resolution (75% majority of those voting required) that books and papers and company seals of the company be retained for 6 years after dissolution and disposed of thereafter by the liquidator. <p>Have the liquidator sign the minutes of the meeting.</p>	S707(1)(a), S707(2) CA 2014	
37	<p>Liquidator to file return of final winding-up meeting (Form E6/13) and liquidator's statement of account (Form E5/14) for the company at Companies Office within 7 days of meeting.</p> <p>The liquidator must also furnish a copy Form E5/14 for the company to Revenue.</p> <p>The liquidator to file copy of special resolution (Form G1) for the company at Companies Office within 15 days. The type of resolution to be included in the 'resolution to be filed' section of the G1 is a 'G1S Special resolution authorising liquidator to dispose of books'</p>	S705(4)(b), 705(6), CA 2014	
38	<p>The Companies shall be deemed "dissolved" approximately three months (90 days) later.</p>		
<p>In my professional opinion in my capacity as the professional advisor, the summary approval procedure for placing the company into a voluntary liquidation and all related company secretarial documentation comply with the Company Law requirements.</p> <p>Signed: Date:</p>			

Linked documents

1. Directors Minutes of Meetings under S.579 CA
2. Consent of liquidator
3. Shareholders Indemnity
4. Consent to short notice
5. Notice of extraordinary general meeting
6. Written resolution to put the company into liquidation
7. Draft minute of EGM to put company into liquidation
8. Board minute to acknowledge the passing of the resolution to wind up
9. ANNEXURE TO G1
10. Legal notice advertisement
11. Letter to liquidator from chairperson accepting liquidator's appointment
12. Example Independents persons report under Section 208 of Companies Act 2014
13. Notice to be sent to members for the final liquidators meeting
14. Minute of EGM of final liquidators meeting
15. Proxy for meetings

Forms

- Form E1-SAP – Declaration of solvency
- Form E2 – appointment of liquidator
- Form G1 – Special resolution
- Form E6/13 - return of final winding-up meeting
- Form E5/14 - liquidator's statement of account