



COMPANIES REGISTRATION OFFICE
AN OIFIG UM CHLÁRÚ CUIDEACHTAÍ



SINGLE-MEMBER COMPANY

INFORMATION LEAFLET NO. 12 / DECEMBER 2005

1. What is a single-member company?

A single-member company is a private company limited by shares or a guarantee company having a share capital, which is incorporated with one member, or whose membership is reduced to one person post-incorporation. However, the company must have at least two directors and a secretary (who may be one of the directors).

The sole member may be a natural person or a body corporate.

Subject to certain modifications, all the provisions of the Companies Acts 1963-2009, which apply to private companies limited by shares or by guarantee, apply to single-member companies.¹ For instance, the sole member may decide to dispense with the holding of General Meetings, including Annual General Meeting (AGMs).² However, the accounts and reports that would normally be laid before the AGM of a company are still required to be prepared and forwarded to the sole member.

Another modification is that any provision of the Companies Acts which requires any matter to be done or decided by a company in general meeting or requires any matter to be decided by a resolution of the company is deemed to be satisfied by a decision of the single member which is in writing and notified by him/her to the company.³

2. How can I form a single-member company?

One person may, by subscribing his/her name to a memorandum of association and otherwise complying with the requirements of the Companies Acts relating to registration and the Single Member Regulations⁴, form an incorporated company being a private company limited by shares or guarantee.⁵ For further information on company incorporation see Information Leaflet No.1, "Company Incorporation".

3. How can I change from a multi-member to a single-member company?

A private company limited by shares or by guarantee which is registered with two or more subscribers to its memorandum of association may become a single-member company, on such date as the number of members is reduced to one and all the shares in the company are registered in the name of a sole person. Particulars of this change should be notified on **Form M1** to the Registrar of Companies within 28 days after the date on which the number of members is reduced to one.⁶ This form may be filed electronically free of charge at www.core.ie.

It should be noted that single-member companies continue to require two directors and a secretary (who may be one of the directors).

4. How can I change from a single-member company to a multi-member company?

A company that is incorporated as or becomes a single member company, in accordance with the Companies Acts and these Regulations, shall cease to be a single-member company on the date the number of members increases to more than one. Particulars of this change should be notified to the Registrar on **Form M2** within 28 days after the date when the number of members is increased to more than one.⁷ This form may be filed electronically free of charge at www.core.ie

¹ The European Communities (Single-Member Private Limited Companies) Regulations 1994 (S.I. No. 275 of 1994), as amended by the European Communities (Single-Member Private Limited Companies) Regulations 1994 (Amendment) Regulations 2001 (S.I. 437 of 2001), implement Council Directive No. 89/667/EEC on single-member private limited companies. Copies of S.I. No. 275 of 1994 and 437 of 2001 may be obtained from Government Publications Sales Office.

² Reg 9

³ Reg 9(3)

⁴ See Footnote 1.

⁵ Reg 4

⁶ Reg 5

⁷ Reg 6

5. Does a single member company have to hold general meetings?

It is open to a sole member to hold a general meeting for the purposes of passing a resolution. However, resolutions can be replaced by written decisions of the sole member.

On the other hand, meetings are required for matters concerning the removal of an auditor, non-appointment of an auditor, etc.

Where a sole member takes a decision that may be taken by the company at a general meeting, he/she must provide a written record of that decision. These decisions/resolutions must be recorded by the company and retained in book form or other suitable means. Resolutions to which section 143 Companies Act 1963 applies are required to be notified to the Registrar within 15 days.

6. Can a sole member dispense with holding an AGM?

The sole member of a single-member company may decide to dispense with the holding of an AGM. The decision has effect for the year in which the decision is made and the subsequent year but does not effect any liability already incurred by reason of default in holding an AGM.⁸

It is open to the sole member or the auditor of the company to require the holding of an AGM in a particular year by notice to the company not later than three months before the end of the year. Where such a notice is given, the provisions of section 131 Companies Act 1963 apply in respect of the calling of the meeting.⁹

Where a decision to dispense with the holding of AGMs for a single-member company is in force, then the requirements in the Companies Act 1963 to lay the balance sheet, profit and loss accounts, directors' report and auditor's report before an AGM are satisfied where the accounts and reports are sent to the sole member. These must be sent not less than 21 days before, what the regulations call, the "appropriate date".

The appropriate date for a single member company formed before the AGM is due, is the last date of the month in which the anniversary of its formation falls.

For all other single-member companies, the appropriate date is the last date of the month in which the anniversary of the last AGM was held falls.

All forms (and associated filing fees) and information leaflets referred to in this publication can be downloaded from www.cro.ie.

⁸ Reg 8(1)(2)

⁹ Reg 8(4)

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