Latest Developments in Company Law

The Companies Act 2014

December 2025

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The Companies Act 2014 Now 10 Years Old!

It's been the new Rulebook for over 1 million company directors since it was commenced on 1 June 2015 replacing what was then the Companies Act 1963 and 17 other pieces of legislation.

But Lots of Change

The Act has been substantially amended by:

Companies (Accounting) Act 2017; Companies (Statutory Audits) Act 2018;

Companies (Miscellaneous Provisions) (Covid-19) Act 2020;

Companies (Rescue Process for Small and Micro Companies) Act 2021;

Companies (Corporate Enforcement Authority) Act 2021;

Companies (Corporate Governance, Enforcement and Regulatory Provisions) Act 2024;

Employment (Collective Redundancies and Miscellaneous Provisions) and Companies (Amendment) Act 2024; plus targeted changes by other Acts.

Unlocking EU Mobility: Seamless Cross-Border Relocation for Irish Companies

Did you know that Irish companies can now relocate their entire business to any EEA or EU member state with unprecedented ease?

Thanks to the new EU Mobility Regulations and the European Union (Cross-Border Conversions, Mergers and Divisions) Regulations 2023, the process of moving your company “lock, stock and barrel” to another European jurisdiction is clearer and more accessible than ever.

Unlocking EU Mobility: Seamless Cross-Border Relocation for Irish Companies

The procedure begins with the filing of a CRO form CBC1 and a detailed conversion plan, outlining the rights of employees, creditors, and members. Stakeholders are given defined timelines to review and raise any concerns, ensuring transparency and protection for all parties involved.

The process culminates in High Court certification, confirming full compliance with all pre-conversion requirements.

Unlocking EU Mobility: Seamless Cross-Border Relocation for Irish Companies

While the primary motivations for such a move are often administrative and tax efficiencies, uptake has been surprisingly slow—only a handful of conversions have been completed to date. This may be due to a lack of awareness or the perceived complexity of the process.

For company directors considering strategic relocation, now is the time to explore these new possibilities. With careful planning and adherence to the regulatory timelines, companies could benefit from the advantages offered by other EU jurisdictions.

New 2026 Company Law

Here is a link on the Law Reform Commission website to the Companies Act 2014 as revised, updated to 27th November 2025.

https://revisedacts.lawreform.ie/eli/2014/act/38/front/revised/en/html

100% Surge in Winding up Petitions Forecast for 2026!

The Court Service's latest figures tell a stark story:

nearly half of all October 2025 applications to the High Court in the Chancery 2 (Company Law) List are winding-up petitions.

These are overwhelmingly brought by creditors seeking to appoint a liquidator to allegedly insolvent companies on the grounds of unpaid debts. When set against the official statistics—just 45 winding-up orders made in 2023 and 71 liquidators appointed in 2024—the trajectory points toward record volumes of insolvency matters before the Chancery List in 2025 of over 100%.

17 Winding up petitions in the list on Monday 8th December

Last month 19 winding up petitions were before the court looking to appoint liquidators of insolvent companies

100% Surge in Winding up Petitions Forecast for 2025!

First, creditors are using the winding-up jurisdiction as a hard-edged debt enforcement tool, often where other recovery routes have stalled.

Second, courts remain alert to abuse of process: a petition is not a shortcut to judgment and will be resisted where the debt is disputed on bona fide and substantial grounds,

Third, The rising tide of petitions now is likely to translate into materially higher orders and appointments over the coming cycle, especially as interest rates, input costs, and cash-flow pressures persist.

100% Surge in Winding up Petitions Forecast for 2026!

For directors, the implications are immediate and serious. Once a petition is presented, a company's ability to deal with assets and liabilities becomes constrained, with void disposition risks and reputational fallout that can quickly choke trading. Directors must pivot to rigorous cash-flow monitoring, contemporaneous board minutes evidencing deliberation, and early engagement with professional advisers. Where insolvency is unavoidable or likely, duties shift toward creditors' interests: continued trading without reasonable prospects of avoiding insolvency can crystallize personal exposure for reckless or wrongful trading, misfeasance, and antecedent transactions. Conversely, prompt, well-documented steps—seeking standstill agreements, exploring examinership or restructuring alternatives, and communicating transparently with key creditors—can mitigate risk and, in some cases, preserve enterprise value.

100% Surge in Winding up Petitions Forecast for 2026!

The October 2025 surge in liquidator appointments, coupled with petitions now comprising nearly half of the Chancery 2 workload, is a leading indicator rather than a statistical anomaly.

If current patterns hold, 2025 will set a new watermark for corporate insolvency applications and outcomes. Directors should assume heightened scrutiny, shorter response windows, and a more assertive creditor stance—

and act now to avoid being on the wrong side of the next set of statistics.

CRO's Strike-Off Campaign

A Seismic Corporate Governance Event Is Coming

Scale, urgency and a five-and-a-half-year reset

The CRO will list 1,000 per week for involuntary strike of from **January 2026** as the backlog is processed. The long pause hasa created a false sense of security.

That ends now. The deadlines will be short and companies will be lost

Companies in arrears should expect to be listed; it is not a question of if, but when.

Tight timelines and escalating consequences

The CRO issues a **warning notice** to the company and to directors at their **home addresses**.

From receipt, there are **28 days** to respond and deliver all outstanding returns. If the company does not regularise its position, it will be listed in the CRO Gazette for strike off and, shortly thereafter, dissolved.

Where a company has already lost its **audit exemption** due to late filing, directors must factor in the time and cost of preparing audited financial statements for the relevant period.

Delay here compounds risk: the margin for error is thin

CEA scrutiny and the draconian sanction for nonfiling

The Corporate Enforcement Authority (CEA) will inevitably focus on companies trading in the **zone of insolvency** or with **creditor disputes**.

Directors of companies struck off for nonfiling face **disqualification for a minimum of five years**, a sanction repeatedly imposed where directors do not offer exculpatory evidence.

For over 100,000 directors, the prospect of a career-defining ban is real—even where the trigger is “only” nonfiling.

This is the wake-up call for 2026: the sanction is draconian, and it is inevitable that strike offs will proceed at scale never seen here before.

The legal position: Cautious Trading clarifies the risk

In the High Court decision involving **Cautious Trading Ltd** (Finlay Geoghegan J),

the court confirmed that permitting a company to be struck off for failing to file annual returns—especially where creditors may be prejudiced—is more than a technical breach.

The minimum proofs are straightforward: the CRO's warning letter, subsequent steps, strike off, and the fact that the respondent was a director at the time.

Absent exculpatory evidence, a **five-year disqualification** is generally appropriate.

Directors may avoid sanction only by showing the company had no liabilities at the time of strike off or that all liabilities were discharged before the application.

Section 343:
practical relief that buys time and saves money

Many companies pay late filing fees and rush returns without exploring the **Section 343 District Court** route.

A timely Section 343 application can pause enforcement once the CRO is served with the court papers, **buy extra time**, **preserve audit exemption**, and **save up to €3,600** in late filing fees.

Awareness of this relief remains surprisingly low among directors, despite its pragmatic benefits.

With strike offs ramping up, Section 343 should be standard triage for any company within the warning window.

10 Great Applications under the Companies Act 2014 to know about

10 Really Useful Applications under the Companies Acts that clients will need in 2026 which also have the capacity to increase fee income

Key Predictions for 2026

The Work, Role, Duties and Responsibilities of the Company Director will increase in 2026 and beyond

2026 is the perfect time to crank up Corporate Work

Corporate compliance is too much for the average company director to handle

CRO compliance is not getting any easier

Over a million shareholders/directors mainly of private limited liability companies

That Is Going to Change Drastically

Over 50,000 companies are currently in line of sight to be very quickly and efficiently being sent to **DEATH ROW** and most of these will be **GONE,** struck off the register by December 2026 and have lost their corporate existence and any assets left vesting in the State

Company directors in 2026 are expected at the very least to know their company law with the basic requirement to certify on appointment that;

"I acknowledge that as a director I have legal duties and obligations imposed by the companies acts, other enactments and at common law"

What Are the Basic Corporate Governance Rules

1. Irish Company Law in 2026 starts off with the new Companies Act 2014 which effectively has become the new rulebook for all company types

2. "Other Enactments"

This includes all the relevant legislation for a company such as Health and Safety Law, Employment Law, Equality Law, Fire Services Acts 1988 to 2003, the Criminal Justice Act 2011, Revenue Law, Data Protection, Financial Services Law, Food Safety and Hygiene, Waste Management, except etc. etc.

3. "The Common Law"

The Common Law is the judge-made law. That is the reported decisions/judgements handed down in the High Court and the Supreme Court. These decisions are then followed by the other judges and become part of the Common Law.

4. The Constitution

- The Memorandum and Articles of Association sets out how the company is governed.

- In 2026, you refer to the Constitution

What's Relevant for Solicitors and their Clients in 2026

- We have 300,000 + LTD's in 2025
- 750,000 company directors
- 1 Million shareholders/ members of companies
- Come January 2025, lots of companies will still be late with CRO compliance
- Companies are not really availing of the District Court CRO waiver
- Many Don't Have Shareholders Agreement in Place

More Meetings of Directors Required

Another very important role for solicitors in leading the way by way of structured regular monthly board meetings to discuss the financial affairs of the company, debtors creditors, cash flow, what's happening on the ground, sales projections et cetera et cetera and all of this needs to be committed to paper and minuted in detail.

Section 166. - Minutes of proceedings of directors

166. (1) A company shall cause minutes to be entered in books kept for that purpose of—

(a) all appointments of officers made by its directors;

(b) the names of the directors present at each meeting of its directors and of any committee of the directors;

(c) all resolutions and proceedings at all meetings of its directors and of committees of directors.

Section 166. - Minutes of proceedings of directors

(2) Such minutes shall be entered in the foregoing books as soon as may be after the appointment concerned is made, the meeting concerned has been held or the resolution concerned has been passed.

(3) Any such minute, if purporting to be signed by the chairperson of the meeting at which the proceedings were had, or by the chairperson of the next succeeding meeting, shall be evidence of the proceedings.

Section 166. - Minutes of proceedings of directors

(4) Where minutes have been made in accordance with this section of the proceedings at any meeting of directors or committee of directors, then, until the contrary is proved—

(a) the meeting shall be deemed to have been duly held and convened;

(b) all proceedings had at the meeting shall be deemed to have been duly had; and

(c) all appointments of officers made by its directors at the meeting shall be deemed to be valid.

Section 166. - Minutes of proceedings of directors

(5) A company shall, if required by the Director of Corporate Enforcement, produce to the Director for inspection the book or books kept in accordance with subsection (1) by it and shall give to the Director of Corporate Enforcement such facilities for inspecting and taking copies of the contents of the book or books as the Director may require.

(6) If a company fails to comply with subsection (1) or with a requirement made of it under subsection (5), the company and any officer of it who is in default shall be guilty of a category 4 offence.

Implications for directors of dissolved unliquidated companies

In 2026, you will not be able to walk away from a company and hope that it will struck off the register, disappear and be forgotten about.

Companies must be terminated or disposed of properly and in accordance with law.

Cautious Trading Limited

This is still very much the law the land and is the main case setting out the consequences for company directors like Martin and Linda Forristal directors of this company that did not engage with the ODCE or offer any evidence to the court when the disqualification proceedings were initiated.

These two directors were banned for five years, costs against the directors to be taxed in default of agreement.

Other Important Weekly Reading

https://cro.ie/cro-gazette-category/2025-gazette/

Good idea to have a read through the Wednesday CRO Gazette and the list of companies on the InVoluntary Strike List as the campaign is FULL ON

THE CRO GAZETTE

The CRO Gazette is published every Wednesday and the list of companies on the involuntary strike of list is published every Wednesday companies will be consistently listed for strike off within 28 days

and usually this is considerably less than 28 days as the Registrar tends to strike the company is off on the preceding Friday so time is of the essence if the company is listed here if they wish to avoid being struck off the register

there is little that can be done other than file the outstanding annual returns or bring an immediate Section 343 Application before the District Court or the High Court depending on the circumstances of the case.

COMPANY RESTORATION APPLICATIONS

1. The CRO form H1-12 months
2. The CRO form H1 OMC-6 years
3. High Court Application-20 Years
4. High Court Application Trustee -20 plus

2 NEW COMPANIES ACTS 2024

1. The Employment (Collective Redundancies and Miscellaneous Provisions) and Companies (Amendment) Act 2024 (Act)

Enhances protections for employees in a collective redundancy and for creditors and employees on a winding up under the Companies Act 2014

The New Companies Act 2024

Amends section 571 of the 2014 act to oblige directors to notify employees of a winding up petition at the time it's presented to court.

Amends section 572 of the 2014 Act to provide the court can have regard to whether the directors of the Company concerned have met their legal obligations under Section 571 to inform its employees of the winding up petition

Statement of Affairs to be made available to the employees

RELATED COMPANY CONTRIBUTION

Amends section 599 of the Companies Act permitting a liquidator to seek a court order directing a related company to contribute to assets of the company in liquidation

Expands the courts jurisdiction to make a contribution order if the winding up of the company is attributable to the acts or omissions of the related company.

UNFAIR PREFERENCE/RETURN OF PROPERTY IMPROPERLY TRANSFERRED

The time limits for making an unfair preference is extended from 6 months from the date of the Company's winding up or 2 years in the case of a connected person to "such longer period as the court considers just and equitable having regard to the circumstances of the act concerned.

NEW TEST FOR RECKLESS TRADING

The new Act introduces a new test for reckless trading from subjective to objective.

It has removed the requirement that a director must "knowingly" be a party to reckless trading before the court can pierce the veil of incorporation. The relief provisions are tightened requiring directors to satisfy the court that they took steps to minimise the loss to company's creditors.

2.COMPANIES (CORPORATE GOVERNANCE ENFORCEMENT AND REGULATORY PROVISIONS) ACT 2024

Common Seal: facilitates the execution of instruments under seal on separate counterparts.

Virtual General Meetings: permits companies the option to conduct general meetings and fully virtual or in hybrid format

INVOLUNTARY STRIKE OFF

3 additional grounds for involuntary strike of a company by the CRO

failure to deliver notice of change of registered office

failure to record a company secretary

failure to file beneficial ownership information with the RBO

LOSS OF AUDIT EXEMPTION

Section 22 of the 2024 Act provides a company that is late with its CRO returns on the first occasion in any 5 year period will no longer lose audit exemption entitlement.

The relevant section was commenced into law with effect from 16 July 2025

S.I. NUMBER 301 OF 2024

EUROPEAN UNION (ADJUSTMENT OF SIZE CRITERIA FOR CERTAIN COMPANIES AND GROUPS) REGULATIONS 2024

micro company turnover below €900,000

small company turnover below €15 million

medium company turnover below €50 million

Major Amendment to Section 363 Loss of Audit Exemption

A new two-step graduated regime to deal with late filing rather than automatic loss of audit exemption for two years will operate as follows:

On the occasion of the first instance of late filing, penalties will be incurred but there will be **no loss of audit exemption**

Major Amendment to Section 363 Loss of Audit Exemption

If there is a further instance of late filing within the following five year period, late filing fees will be incurred and the entitlement to audit exemption will be lost for the following two financial years with the company required to file audited financial statements for those years

10 GREAT COMPANY LAW APPLICATIONS

1. Section 343 CRO District Court Late Filing Fee Waiver Application

This application can be made in both the High Court or the District Court and if successful waives late filing fees of over €3, 600 and companies retain audit exemption and don't need to pay for expensive and hugely cumbersome statutory audits

10 GREAT COMPANY LAW APPLICATIONS

2. Section 212-Shareholder Disputes

With over 1,000,000 shareholders and members of companies it's inevitable that disputes will arise between members requiring at times urgent High Court intervention seeking various orders that are available pursuant to Section 212 of the Companies Act 2014

10 GREAT COMPANY LAW APPLICATIONS

3. Section 797-the 14 days statutory warning For Non-Compliance with the Companies Act 2014

A wonderful little remedy available under the Companies Act 2014 to any member or creditor of a company and has quite a wide application and the capacity to be very effective as in the attention seeking tool

10 GREAT COMPANY LAW APPLICATIONS

4. Section 569-Winding up Petition

The threshold of a creditor debt exceeding €50,000 was introduced during the Covid Pandemic and expired on 31 December 2023 and revert back to €10,000 to ground an application to present a winding up petition in the High Court

10 GREAT COMPANY LAW APPLICATIONS

5. Section 738-restoration application

A very useful application in the arsenal of a creditor owed monies from company inadvertently struck off the register for nonfiling of statutory returns or other reasons

10 GREAT COMPANY LAW APPLICATIONS

6. Section 53 of the Companies Act 2014-Enforcement of Orders and Judgements against Companies and Their Officers

A very useful application aimed at enhancing the enforcement of orders and judgements against companies and their officers

10 GREAT COMPANY LAW APPLICATIONS

7. Section 567 of the Companies Act 2014 "switching on" of "Liquidator Type Powers" for Unliquidated Dissolved/ Struck Off Companies

A powerful remedy for creditors where are corporate body has been left abandoned unliquidated and may be dissolved and not paying its debts as they fall due for payment

10 GREAT COMPANY LAW APPLICATIONS

8. Section 457 of the Companies Act 2014 CPO provisions to enable a shareholder/shareholders with more than 80% to CPO shares

10 GREAT COMPANY LAW APPLICATIONS

9. Section 842 of the Companies Act 2014, Power of the Court to Make a Disqualification Order

10 GREAT COMPANY LAW APPLICATIONS

10. Section 558 of the Companies Act 2014 Part 10A SCARP, **Small Company Administrative Rescue Procedure**

for small and micro companies,

small company threshold now being increased to turnover below €15 million

The Greymountain Case

The High Court pierced the veil of incorporation to make directors and shadow directors personally liable for the fraud of a company

Twomey J in the High Court was critical of Irish directors because they failed to observe the basic duties of a director as they failed to:

1. inform themselves about the nature of their duties as a director

2. Acquaint themselves with the affairs generally of the company

3. and exercise appropriate supervision or oversight at a board level in respect of the execution or discharge of whatever tasks and functions had been properly and appropriately delegated to others

I'M JUST THE WIFE DIRECTOR! DOESN'T WASH ANY MORE IN CORPORATE IRELAND!

The High Court's recent refusal to vary a freezing order sought by Jackie Brady, a director of an insolvent company, A.B. Group Packaging Ireland Limited offers a crisp restatement of a core insolvency principle:

when creditors face shortfalls, directors cannot expect the company to bankroll personal living or litigation costs—particularly where their engagement with the company's affairs is, at best, nominal.

Mr Justice Cregan accepted Ms Brady's plea that she had been deceived by her husband, and expressed "immense sympathy."

On the facts before the court—including payments of more than €45,000 per month to Ms Brady despite her having “no active role,” and a dwindling pool of frozen funds—the judge found no justification for the company to continue funding her expenses and refused to vary the Mareva injunction.

Placed alongside the High Court’s decision of Ms Justice Carroll over 40 years ago in the matter of Hunting Lodges Limited, 1 June 1984, the throughline is even clearer. There, in the aftermath of the Durty Nelly’s sale in Bunratty, the court examined the roles of the directors, Charles and Joan Porrit, within a broader scheme that involved off-book consideration and concealment of company funds.

Crucially, Justice Carroll articulated a foundation principle on directors’ responsibility, captured in the often-quoted passage at pages 26–27:

In relation to Mrs. Porrit, the case has been made on her behalf that she played no part in the running of the company

"The day bas long since passed since married women were classified with infants and persons of unsound mind as suffering from a disability so far as responsibility for their acts was concerned,

or since a married woman could escape criminal responsibility on the grounds that she acted under the influence of her husband.

Mrs. Porrit cannot evade liability by claiming that she was only concerned with minding her house and looking after her children. If that was the limit of the responsibilities she wanted, she should not have become a director of the company,

or having become one she should have resigned".

Company Secretary "Qualification Test" S.129

Directors are obliged to ensure that the person appointed Secretary is suitable;

Secretaries will have to consent and acknowledge their legal duties.

Company Secretary "Qualification Test" S.129

Section 226 (2), Companies Act 2014 will provide:

"…. The directors of a Company shall, in their appointment of a secretary, have a duty to ensure that the person appointed has the skills necessary so as to enable him or her maintain (or procure the maintenance of) the records (other than accounting records) required to be kept under this act in relation to the Company"

More Shareholder Disputes in 2026!

It's already started and with over 1 million shareholders members of various types of companies it's inevitable that relationships between stakeholders will sour from time to time but it's important for aggrieved shareholders to fully utilise the various applications available to them under the Companies Act 2014 and other ADR procedures

Three High Court Messages Every Litigator Should Hear – Mediation Compliance, Cost-Control and Commercial Pragmatism –

On 28 July 2025 Mr Justice Michael Twomey delivered a significant judgment in **V Media Doo & First Click Marketing Operations Management Ltd v TechAds Media Ltd**.

Although the case ultimately turned on breach-of-contract issues in the digital-marketing sphere, the first ten pages of the judgment, paragraphs 1-29 amount to a mini-treatise on the **Mediation Act 2017** and the Court's evolving intolerance of non-compliance.

When read with Mr Justice Kennedy's decision in **Byrne v Arnold** ([2024] IEHC 153) and the recent shareholder saga involving Web Summit, the message for practitioners is unmistakable:

fail to engage properly with mediation – both procedurally and substantively – at your peril.

The V Media Ruling – Section 14 Re-Energised

Paragraphs 1-29 crystallise three core propositions.

Mandatory Gate-Keeping: Section 14(3) obliges a court to adjourn proceedings where the originating document is *not accompanied* by a statutory declaration confirming that the solicitor has advised the client to consider mediation. Twomey J holds that the duty is *pro-active*: a judge must satisfy herself/himself of compliance **before** embarking on the substantive hearing.

No "Box-Ticking": The statutory declaration is not a formalistic exercise. The solicitor must give "comprehensive" advice – covering advantages, confidentiality, enforceability and adjournment risk – **before** issuing. Failure cannot be retrospectively cured, as the Court refused to treat a late-sworn declaration as a remedy.

The V Media Ruling – Section 14 Re-Energised

Policy Rationale: The judgment situates Section 14 within a constitutional context: it is a legitimate, proportionate restriction on the right of access to the courts, designed to spare parties "tens/hundreds of thousands of euros" and years of stress.

Litigation is to be the "option of last resort".

The practical sting is found in paragraphs 15-18:

Twomey J halted the hearing until proof of a timely declaration was produced, signalling that the Commercial Court list will now police Section 14 with real vigour.

Byrne v Arnold – The Precedent Underscoring the Point

In **Byrne v Arnold** (19 March 2024)

Mr Justice Kennedy similarly questioned compliance "early in the hearing" and underscored that section 14 *protects clients* and serves the "public interest, discouraging unnecessary recourse to the courts".

Kennedy J described the Oireachtas intervention as "extraordinary", given its incursion into the solicitor-client relationship.

Twomey J expressly leans on that characterization

Together the judgments form a clear line of authority:

- **Courts must enquire** – silence on the point is no longer acceptable.
- **Solicitors must evidence** – a belated declaration may trigger adjournment, wasted costs and professional embarrassment.
- **Parties must engage** – refusal to mediate will reverberate in costs and strategic positioning.

Web Summit –

Mediation's Limits and Negotiation's Value

The high-profile shareholder dispute between **Paddy Cosgrave, David Kelly and Daire Hickey** (five sets of oppression and fiduciary-duty proceedings) provides the perfect foil. Listed for a nine-week trial before Twomey J, mediation initially broke down despite the involvement of a London KC. Yet the *pressure* created by the looming trial timetable – and the Court's consistent insistence on alternative dispute resolution – drove the parties back to the table. A confidential settlement, reported to involve a €20 million share buy-out, was ultimately implemented and the entire suite of actions was struck out.

The trilogy of V Media, Byrne v Arnold and Web Summit signals a decisive Irish judicial shift:

- Procedural compliance with the **Mediation Act 2017** is non-negotiable.
- Courts will **inquire**; solicitors must **certify**; parties should **mediate**.
- Even when mediation stalls, the discipline of ADR can pave the way for value-preserving negotiation and spare litigants the ordeal of protracted trial.

For litigators, the call to action is clear: embed robust Mediation Act protocols, approach ADR with seriousness and harness the opportunity to deliver faster, cheaper and more confidential outcomes for clients.

The Judges are watching.

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