

Oifig an Stiúirthóra um  
Fhorfheidhmiú Corparáideach

Office of the Director  
of Corporate Enforcement

# ANNUAL REPORT

# 20 19

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## Contents

<b>Director’s Introduction .....</b>	<b>3</b>
<b>At a Glance .....</b>	<b>7</b>
<b>Chapter 1 Overview of the ODCE .....</b>	<b>9</b>
Statutory mandate .....	10
High level goals .....	11
Resources, organisational structure, governance arrangements & principal workstreams .....	11
<b>Chapter 2 Promoting a Greater Understanding of Affected Parties’ Rights and Duties Under Company Law .....</b>	<b>16</b>
Introduction .....	17
Publications and outreach activities .....	17
Managing and developing relationships with external stakeholders .....	18
<b>Chapter 3 Compliance and Enforcement Activities .....</b>	<b>21</b>
Structure of this Chapter .....	22
<b>PART A: INPUTS .....</b>	<b>22</b>
<b>EXTERNAL INPUTS .....</b>	<b>22</b>
Liquidators’ section 682 reports .....	23
Sectoral distribution of other external inputs (i.e. external inputs other than liquidators’ section 682 reports) .....	27
Complaints .....	28
Auditors’ indictable offence reports .....	28
Examiners’ Reports .....	29
Referrals .....	29
Professional bodies’ indictable offence reports .....	30
Liquidators’ reports regarding possible criminality .....	31
Disclosures under the Protected Disclosures Act 2014 .....	31
<b>INTERNAL INPUTS .....</b>	<b>31</b>
Introduction .....	31
Actions focussing on particular cohorts of persons .....	32
Investigations commenced on own initiative .....	32
Dissolved insolvent companies .....	32
Actions relating to liquidator performance/behaviour .....	33
Quantum of internal inputs - 2019 .....	33
<b>PART B: THROUGHPUTS .....</b>	<b>34</b>

<b>PART C: OUTPUTS</b> .....	<b>35</b>
Outputs from the section 682 process .....	35
Outputs from enforcement work .....	43
Securing voluntary rectification/remediation .....	43
Securing compliance and progressing enquiries and investigations through the exercise of the Director’s statutory powers .....	44
Permitting/facilitating compliance through the exercise of the Director’s statutory functions.....	45
Civil remedies sought .....	45
Summary criminal proceedings.....	46
Indictable criminal proceedings – charges directed and subsequent prosecutions .....	47
Referrals to professional and other regulatory bodies .....	47
<b>Chapter 4 Providing Quality Customer Service to Internal and External Stakeholders</b> .....	<b>48</b>
Provision of a quality customer service to external stakeholders .....	49
Provision of a quality customer service to internal stakeholders .....	51
Compliance with obligations on foot of law, regulation and by virtue of the Office’s status as a public sector entity established by statute .....	52
<b>Appendices</b> .....	<b>55</b>
Appendix 1: Allocated vs. actual expenditure: 2017 – 2019 .....	56
Appendix 2: Publications issued, presentations delivered and exhibitions/events attended – 2019 .....	57
Appendix 3: Report under section 22 of the Protected Disclosures Act 2014 .....	59
Appendix 4: Cases where Restriction Declarations were made by the High Court or Restriction Consent Undertakings were given by Company Directors pursuant to section 683 of the Companies Act 2014 .....	60
Appendix 5: Cases where Disqualification Orders were made by the High Court or Disqualification Consent Undertakings were given by Company Directors pursuant to section 683 of the Companies Act 2014 .....	64
<b>Glossary</b> .....	<b>66</b>

# DIRECTOR'S INTRODUCTION

## — Introduction

In accordance with the provisions of section 954(1) of the Companies Act 2014 (“the Act”), I am pleased to submit my 2019 Annual Report to the Minister for Business, Enterprise & Innovation, Ms. Heather Humphreys, TD.

### Significant issues during 2019 and beyond

During 2019, statutory reports from liquidators and auditors were both up, as were complaints received from members of the public. The largest sector in respect of which liquidators’ initial reports were received was, again, retail & wholesale, while there was a significant increase in auditors’ reports relating to companies’ financial statements.

Arising from the ODCE’s insolvency remit, 632 definitive decisions were made in respect of liquidators’ reports on insolvent companies’ directors. During 2019:

- a total of 83 directors were restricted and a further 8 were disqualified on foot of statutory Undertakings issued by the ODCE in respect of insolvent companies;
- a further 22 directors were disqualified on foot of statutory Undertakings issued by the ODCE in respect of dissolved insolvent companies; and
- an additional 11 company directors were restricted and a further 4 were disqualified by the High Court on foot of liquidators’ applications arising from ODCE determinations.

In parallel, investigations were progressed during the year through a range of measures including the use of statutory demands, production orders, search warrants, arrests for questioning and through High Court proceedings.

### Independent News & Media (“INM”)

Having been appointed on 6 September 2018, Mr. Seán Gillane SC and Mr. Richard Fleck CBE furnished their first Interim Report to the President of the High Court on 11 April 2019. In accordance with the provisions of section 759(1) of the Companies Act 2014, the Court ordered that a copy of that Interim Report be provided to my Office. The Court also heard applications for copies of the Interim Report from a number of other parties. Having heard those applications, the Court ordered that copies of the Interim Report, with appropriate redactions, be furnished to those parties.

On 27 April 2020, the Inspectors furnished their second Interim Report to Mr. Justice Simons of the High Court. Again, in accordance with the provisions of section 759(1) of the Act, the Court ordered that a copy of that Interim Report be provided to my Office. Whilst likely in due course, at the time of writing, no other applications have been made to the Court for copies of the second Interim Report.

On the same date, the Court dealt, on a preliminary basis, with a motion issued by Mr. Leslie Buckley, former Chairman of INM, seeking, *inter alia*, an Order, pursuant to section 749 of the Act or pursuant to the inherent jurisdiction of the High Court, that the Inspectors be recused from the investigation on the grounds of objective bias (“the Bias Motion”). Having considered the matter, and other associated issues raised by the parties, Mr. Justice Simons ordered, *inter alia*, that the Director of Corporate Enforcement and INM be joined as Notice Parties to the Bias Motion, directed that certain of the motion papers be served on certain other interested parties with a stipulation that the papers cannot be used for any purpose other than purposes of the application without the permission of the Court, directed case management timelines as to the exchange of pleading between the parties, and adjourned the Bias Motion for further directions to 10 June 2020.

At the time of writing, the Inspectors’ examination of the issues set out in their terms of reference by the High Court is continuing.



Ian Drennan, Director

## Console Suicide Bereavement Counselling Limited (in liquidation)

Having undertaken a complex and large-scale investigation into issues relating to the former charity Console, during 2019, the ODCE submitted a file on the matter to the Director of Public Prosecutions for consideration. Following the subsequent receipt of directions from the DPP, on 6 March 2020 ODCE officers charged Ms. Patricia Kelly, a former Console director, with serious offences, i.e., fraudulent trading and money laundering. While directions were also received in relation to a second individual, that individual passed away before charges were preferred. The matter is now before the Courts.

## Corporate Enforcement Authority

During 2019, ODCE management continued to work with officials of the Department of Business, Enterprise & Innovation in preparing for the establishment of the Corporate Enforcement Authority. With the dissolution of Dáil Éireann in the run up to the general election, the Companies (Corporate Enforcement Authority) Bill fell and it will be a matter for the incoming Government to determine whether it wishes to continue along that trajectory. In the meantime, the ODCE is continuing its preparations for the transition.

## Joint Oireachtas Committee on Business, Enterprise & Innovation

In December 2019, the Committee wrote to me, advising that both Houses of the Oireachtas had passed motions the effects of which were to confer powers upon the Committee to send for persons, papers and records. The Committee further advised that, further to the foregoing, it was proceeding to seek the consent of both Houses' Committees on Procedure<sup>1</sup> for the requisite consent to issue directions for the furnishing of this Office's proposed Submission (as referenced in previous Annual Reports).

While, with the dissolution of Dáil Éireann, the Committee was also dissolved, should the incoming Committee (or its successor) wish to pursue these matters, the ODCE will, as it has done at all times in the past, provide the Committee with every assistance in that regard.

## Irish Auditing and Accounting Supervisory Authority (IAASA) Board

In early 2020, Mr. Conor O'Mahony's second term of office as a director of IAASA came to an end. In total, Mr. O'Mahony served 8 years on the Board (as well as having acted as the Chairman of the Board's Risk & Audit Committee for 6 years). I have nominated Mr. David Hegarty of this Office to be his replacement. I would like to record my appreciation for Mr. O'Mahony's service and to wish Mr. Hegarty well for his period of appointment.

## Covid-19

Like every other entity in the country, the ODCE has been severely affected by the current public health emergency. To the maximum extent practicable, and in accordance with Government guidelines, staff are working from home with attendance in the Office being kept to a minimum in the interests of both staff members' safety and of limiting the scope for transmission of the infection within the community.

Full service is being maintained throughout this period, with telephone lines and email being monitored on an ongoing basis. To the extent practicable, business is being conducted electronically. For example, with a view to accommodating stakeholders to the maximum extent practicable whilst working within the parameters of statutory deadlines etc., the Office has advised liquidators that their statutory reports can, in the first instance, be submitted electronically, with signed originals to follow as circumstances permit. Similarly, auditors' indictable offence reports are being accepted in electronic format. There are, of course, certain activities that cannot be conducted electronically (such as statement taking, arrests etc.) and those activities are continuing to the maximum extent practicable having regard to prevailing circumstances.

The current public health emergency will inevitably present company directors with challenges in complying with certain of their statutory duties and responsibilities, such as, for example, convening

<sup>1</sup> *Dáil Committee on Procedure / Seanad Committee on Procedures & Privileges*

companies' annual general meetings etc. The ODCE is cognisant of these difficulties and is engaging with the Department and other stakeholders on how certain of those difficulties might be addressed.

Having regard to the impact of the pandemic on the economy, it is, unfortunately, likely that the number of companies becoming insolvent over the coming months is set to increase substantially. In reviewing the associated liquidators' reports, the ODCE will, as is always the case, have regard to all relevant facts and circumstances in assessing company directors' behaviour in the run up to insolvency.

### **Concluding remarks**

In conclusion, I would like to thank the Minister and her officials for their continued support during the year. On a personal note, I would like to record my thanks to Ms. Breda Power, who recently retired from her position as Assistant Secretary with the Department. Breda and I have worked closely for many years and I always found her to be fully supportive of the ODCE, particularly in difficult and challenging times. I would like to take this opportunity to express my sincere gratitude to her and to wish her a long and happy retirement.

As ever, I would like to record my sincere appreciation for the dedication and commitment shown throughout the year by my colleagues. The current crisis has, as with every other organisation, brought its challenges and the ODCE's staff have, as ever, risen to those challenges.

**Ian Drennan**  
**Director**  
**30 April 2020**



# AT A GLANCE

## — Enforcement

### Sources of our work

- 1,005 (2018: 981) statutory reports and referrals received from liquidators, auditors, examiners, professional bodies and other regulatory and enforcement authorities;
- Reviewed 254 (2018: 247) complaints received from members of the public;
- Generated 43 (2018: 79) internal inputs.

### Outputs from our work

- As a proportionate and cost-effective alternative to formal enforcement actions, cautions issued to a total of 28 (2018: 63) companies;
- Directors' loan infringements in 23 (2018: 18) cases, and to an approximate aggregate value of €27.2m (2018: €6.1m), were rectified on foot of ODCE actions;
- Following an examination of reports submitted by liquidators of insolvent companies:
  - » 83 directors restricted under the Restriction Undertakings regime;
  - » 11 directors restricted by order of the High Court on foot of liquidator applications;
  - » 8 directors disqualified under the Disqualification Undertakings regime;
  - » 4 directors disqualified by the High Court on foot of liquidator applications;
- An additional 22 directors of dissolved insolvent companies consented to Disqualification Undertakings;
- 16 (2018: 50) directions issued to companies to produce minutes of various meetings and, separately, entitlement to avail of audit exemption;
- 48 (2018: 47) requirements to auditors to provide specified documents arising from submission of indictable reports;
- Exercise of the power of arrest on 5 occasions;
- Various applications to the High Court with a view to progressing investigations and other enforcement-related activities;
- In keeping with the ongoing strategic shift towards the investigation of more serious indications of wrongdoing, the progression of an ongoing caseload of largescale investigations which, if considered appropriate by reference to the available evidence, may upon completion be referred to the DPP for consideration as to whether charges should be directed on indictment.

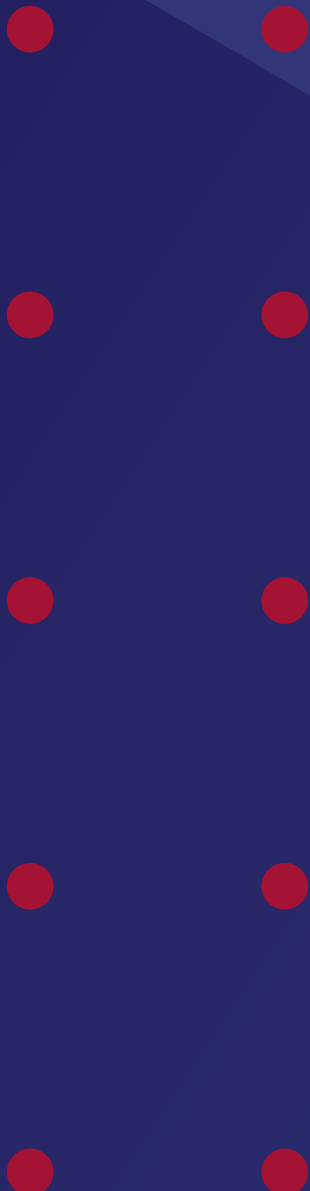
## — Advocacy

- 30 information presentations delivered (to a combined audience of approximately 2,330);
- 18 public events attended by ODCE staff;
- 1 Information Book and 2 Quick Guides updated to reflect changes brought about by new legislation.

## — Financial

- The cost of running the ODCE during 2019 was €4.3m, some 71% of its allocation for the year and an increase of 16% on the previous year.

CHAPTER 1  
**OVERVIEW  
OF THE ODCE**



## — Statutory mandate

### Companies Act 2014 (as amended)

The Companies Act 2014 (“the Act”) came into effect in June 2015. Except where the circumstances otherwise require therefore, all statutory references in this Report are to the Act as opposed to the various Companies Acts that it replaced. The full text of the Act can be accessed on the Irish Statute Book website<sup>2</sup>.

### Office of the Director of Corporate Enforcement

The position of Director of Corporate Enforcement (“Director”) is provided for in Part 15, Chapter 3 of the Act. The Director, who is appointed by the Minister for Business, Enterprise and Innovation (“the Minister”), is assisted in the furtherance of his statutory mandate by:

- staff assigned by the Minister; and
- members of An Garda Síochána seconded pursuant to Government Decision.

Collectively, the foregoing make up the Office of the Director of Corporate Enforcement (“ODCE”, “the Office”).

### Principal functions of the Director

The Director’s principal functions are set out in the Act<sup>3</sup>. They include to:

- i. encourage compliance with the Act;
- ii. investigate instances of suspected offences under the Act;
- iii. enforce the Act, including by the prosecution of offences by way of summary proceedings<sup>4</sup>;
- iv. refer cases, at his discretion, to the Director of Public Prosecutions (“DPP”) where the Director has reasonable grounds for believing that an indictable offence<sup>5</sup> under the Act has been committed; and
- v. exercise, insofar as he feels it necessary or appropriate, a supervisory role over the activity of liquidators and receivers in the discharge of their functions under the Act.

In addition, section 192 of the Irish Collective Asset-management Vehicles Act 2015 (“ICAV Act”) provides that, in addition to the functions conferred upon him by company law, the Director may perform the functions conferred upon him by the ICAV Act and do such acts or things as are necessary or expedient in the performance of those functions.

### Independence of the Director

The Act<sup>6</sup> provides that the Director shall be independent in the performance of his functions.

<sup>2</sup> <http://www.irishstatutebook.ie/eli/2014/act/38/enacted/en/pdf>

<sup>3</sup> Section 949 Companies Act, 2014

<sup>4</sup> i.e. before the District Court

<sup>5</sup> An indictable offence is an offence capable of being tried on indictment, i.e., before a jury in the Circuit Court

<sup>6</sup> Section 949(3) Companies Act, 2014

## — High level goals

Based on the principal statutory functions as set out above, the ODCE's high level goals during the year under review were to:

- I. Promote a greater understanding of affected parties' rights and duties under company law;
- II. Confront unlawful and irresponsible behaviour insofar as it relates to company law; and
- III. Provide a quality customer service to internal and external stakeholders.

The strategies and activities pursued and undertaken respectively during the year under review to achieve these goals are elaborated upon in the remainder of this Report as follows:

- *Chapter 2* – Promoting a greater understanding of affected parties' rights and duties under company law
- *Chapter 3* - Confronting unlawful and irresponsible behaviour insofar as it relates to company law
- *Chapter 4* - Providing quality customer service to internal and external stakeholders

## — Resources, organisational structure, governance arrangements & principal workstreams

### Human resources

The ODCE's actual (i.e., as opposed to approved) staff complement at the beginning and end of the year respectively are detailed in Table 1 below.

**Table 1**

ODCE staff complement – 2018/2019

Staff Numbers (WTE <sup>7</sup> )	31 December 2018	31 December 2019
Actual complement in place	46	42

The composition of the Office's staff complement as at 31 December 2019, together with comparative data, is set out in Table 2 on page 12.

<sup>7</sup> *Whole Time Equivalent*

**Table 2**

Analysis of actual staff complement (WTEs)

Grade	31 December 2018	31 December 2019
Director	1	1
Heads of Function (excluding Garda)	3 <sup>8</sup>	3 <sup>8</sup>
Enforcement Lawyers	2	2
Digital Forensic Specialist	1	1
Forensic Accountants	7	4
Solicitors	1	1
Assistant Principal Officers	4	3
Higher Executive Officers	6.8	7.9
Executive Officers	5.5	5
Clerical Officers	7.8	6.6
<b>Detective Gardaí (on secondment pursuant to Government Decision)</b>		
Detective Inspector (Head of Function)	1	1
Detective Sergeants/Sergeants	2	2 <sup>9</sup>
Detective Gardaí	4	4
<b>Total</b>	<b>46.1</b>	<b>41.5</b>

### Digital Forensics

Sanction was granted in 2018 for the procurement of both software and hardware to enable the Office to put in place its own e-discovery capability. Procurement of software was finalised in late 2019 and procurement of the associated hardware is underway at the time of writing.

### Financial resources

The Office is funded via the Department of Business, Enterprise & Innovation's ("the Department") Vote (Vote 32). Table 3 on page 13 sets out details of the Office's 2019 allocation and expenditure respectively.

<sup>8</sup> 2 Enforcement Portfolio Managers and 1 Principal Officer

<sup>9</sup> Both currently in temporary assignment pending the allocation of permanent replacements for previously arising vacancies.

**Table 3****Financial allocation and expenditure - 2019**

	Allocation €000s	Expenditure €000s	%
Pay	3,740	2,503	67
Non-pay	2,317	1,797	78
Exceptional legal costs	50	0	0
<b>Total</b>	<b>6,107</b>	<b>4,300</b>	<b>71</b>

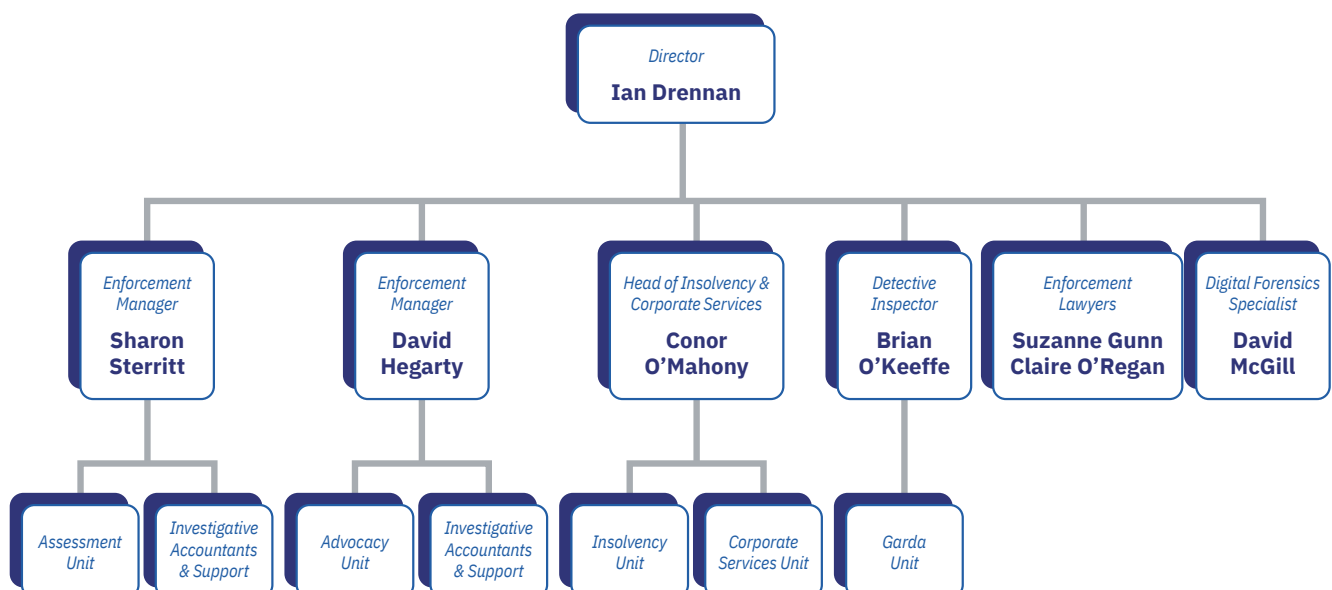
The principal reasons as to why actual expenditure differed from the allocation were as follows:

- savings on Pay resulting from vacancies arising during the year (principally retirements and leavers) that remained unfilled for a period; and
- the Non-pay allocation for the year included provision for potential legal costs associated with casework. The costs arising during the year in this respect were less than anticipated, although some will fall to be paid in 2020. In addition, a procurement exercise that was expected to generate significant expenditure had not reached a conclusion at year-end.

A more detailed analysis of expenditure incurred during the year is set out at Appendix 1 to this Report.

**Organisational structure**

Having regard to the Director's principal statutory functions and the associated workstreams, the Office is structured into several Units. The Office's organisational structure is set out in the organogram below.



## Principal workstreams

The nature of the Office's principal workstreams is such that most of them require a multi-disciplinary approach involving ongoing interaction between Units and/or the active collaboration of Units with a view to achieving corporate objectives.

Accordingly, effective communication between Units, and that each Unit take an organisation-wide perspective when performing its functions, is a critical success factor. Accordingly, this is an approach that is both encouraged and facilitated by the Office's leadership team.

The Office's principal workstreams are set out in the Table below, together with details of where in this Report each workstream is primarily dealt with.

**Table 4**

### Principal workstreams

Workstream	Unit(s) principally involved	Chapter
Encouraging compliance with company law	Responsibility for encouraging compliance with company law resides in the first instance with the Advocacy Unit. However, the Advocacy Unit liaises with other relevant Units with a view to monitoring trends and identifying areas meriting focussed advocacy initiatives.	2
Advocating legislative and policy enhancements	Depending upon the nature of the subject matter, the development of ODCE submissions is assigned to one or more Units. Generally speaking however, the development of submissions is co-ordinated through the Advocacy Unit.	2
Reviewing and adjudicating upon liquidators' reports	Liquidators' reports are reviewed, examined and adjudicated upon by the Insolvency Unit. Decisions on whether to grant relief in respect of directors of companies on foot of liquidator recommendations are made by experienced insolvency case officers in conjunction with ODCE's forensic accountants and legal advisors, where appropriate.	3
Examination of dissolved insolvent companies	The Insolvency Unit also implements a policy to examine dissolved insolvent companies having significant liabilities and makes decisions as regards the disqualification or otherwise of directors.	3
Implementation of the Undertakings Framework	Since June 2015 this workstream forms an integral and vital element of the Insolvency Unit's functions and encompasses additional administrative procedures relating to the Undertakings Regime for the restriction and disqualification of company directors. This results in very significant cost savings and a more efficient and effective implementation of the Act, as it applies to insolvency.	3



Workstream	Unit(s) principally involved	Chapter
Examination of complaints and statutory reports	<p>The examination of complaints and statutory reports (such as, for example, auditors' indictable offence reports) is the responsibility of the Enforcement function. Dependent upon the nature of the issues arising, the Enforcement function may:</p> <ul style="list-style-type: none"> <li>• address the issues itself, e.g., by way of voluntary rectification/ remediation or through the use of certain of the Director's statutory powers;</li> <li>• designate the matter as being one warranting further investigation;</li> <li>• refer the matter to the Insolvency Unit, e.g., where the issues in question relate to an insolvent company;</li> <li>• refer the matter to a third party, for example, another regulatory or enforcement body.</li> </ul>	3
Civil enforcement litigation	<p>For the most part, civil enforcement litigation is managed by the Enforcement function in conjunction with Enforcement Lawyers.</p> <p>Civil litigation, such as seeking the disqualification of directors of companies that have been struck off the Register of Companies<sup>10</sup> whilst having undischarged debts, is managed jointly by the Insolvency and Enforcement functions, again in conjunction with Enforcement Lawyers.</p>	3
Criminal investigation and prosecution	<p>The investigation of possible criminal breaches of company law is undertaken by the Enforcement function in conjunction with the Garda Unit.</p> <p>Once a decision has been taken to initiate summary criminal proceedings, the prosecution becomes a collaborative exercise between the Enforcement function and Garda Unit. Investigations in which a prosecution on indictment is envisaged involve collaboration on the part of the Enforcement function and Garda Unit.</p> <p>In circumstances where, having reviewed an investigation file as submitted by the Office, a decision is taken by the DPP to initiate a prosecution on indictment, the provision of subsequent support to the Office of the DPP (for example, regarding disclosure to the defence), is primarily the responsibility of the Enforcement function and Garda Unit.</p>	3
Supervision of liquidators' behaviour	<p>Actions taken to supervise liquidators' behaviour (such as, for example, reviewing liquidators' books and records) is a collaborative effort between the Insolvency and Enforcement functions.</p>	3
Provision of support services	<p>The provision of support services to other areas of the Office is the primary responsibility of the Corporate Services Unit. All Units have a responsibility to assist the Corporate Services Unit in ensuring that the ODCE's obligations as a publicly funded Office (e.g. in the areas of procurement, tax clearance procedures etc.) are fully complied with.</p>	4
Relationship management and development	<p>Whilst certain Units, by virtue of the nature of their principal operations, have a greater degree of interaction with certain external stakeholders than others, the interlinked nature of the organisation is such that all Units have a role in ongoing relationship management and development.</p>	2

<sup>10</sup> See [www.cro.ie](http://www.cro.ie) for further information regarding the Register.

CHAPTER 2

**PROMOTING  
A GREATER  
UNDERSTANDING  
OF AFFECTED  
PARTIES' RIGHTS  
AND DUTIES  
UNDER COMPANY  
LAW**

## — Introduction

This Chapter provides details of the principal strategies pursued, and activities undertaken, by the Office during the year under review in the furtherance of the above stated goal. In summary, those strategies and activities included:

- the development of publications and other guidance material;
- engaging in a range of outreach activities including the delivery of presentations, attendance at seminars and exhibitions and dealing with company law enquiries on a range of issues from members of the public;
- advocating legislative and policy enhancements; and
- managing and developing relationships with external stakeholders.

## — Publications and outreach activities

### Publications

Following the signing into law of the Companies (Statutory Audits) Act 2018, the Office, during 2019, reviewed and updated one Information Book and two Quick Guides to reflect changes to the law. The corresponding Irish versions were also revised.

During the year under review, approximately 6,400 physical copies of the various ODCE publications, principally Information Books and Quick Guides, were issued to interested parties. These publications were issued in response to public demand, either at, or as a consequence of attendance at, events, exhibitions and presentations or as a result of persons contacting the Office directly.

### Seminars and exhibitions

A key element of the Office's advocacy strategy is its outreach programme. This consists of, amongst other things, the delivery of presentations and speeches to stakeholder groups, as well as attendance at exhibitions and events where the audience is likely to include one or more subsets of the Office's target audience. The Office has identified certain constituencies as being its target audience, including:

- persons considering incorporation or persons that have recently incorporated companies;
- public bodies, offices and agencies, including Local Enterprise Offices (LEOs);
- professionals engaged in the provision of advice to companies and company directors, who are, by virtue of those activities, well placed to relay the ODCE's compliance message to clients and so considerably expand the Office's reach;
- students currently enrolled in business programmes at undergraduate and postgraduate level, many of whom, it is anticipated, will ultimately become directors of companies or professional advisors themselves; and
- the community and voluntary sectors, who by their nature tend, as a general proposition, to have a less well-developed knowledge of company law and, as a result, tend to need guidance on company law and associated corporate governance matters.

During the year under review, Office staff delivered 30 presentations (2018: 22) to a combined audience of over 2,300. Many of these presentations dealt specifically with topics such as: the role and duties of company directors, ODCE's enhanced remit and enforcement policies and the ODCE's compliance and enforcement roles under the Companies Act.

The Office was also represented at a total of 18 exhibitions during the year (2018: 17). Details of the presentations delivered and the exhibitions attended respectively during the year under review are set out at Appendix 2.

## Visit to ODCE by a delegation of Judges of the Anti-corruption High Court of the Ukraine

In December 2019, the ODCE hosted a visit by the President and other judges of the recently established High Anti-Corruption Court of the Ukraine. Their visit was part of a recent series of initiatives organised by the European Union Advisory Mission Ukraine, the Department of Foreign Affairs and the Irish judiciary. The delegation received presentations from ODCE staff on the work of the Office and emerging trends in the enforcement of company law.

## — Managing and developing relationships with external stakeholders

In furtherance of its statutory objectives and associated goals, the Office seeks to develop and maintain strong and effective relationships with a range of key stakeholders. In addition to the general public, the Office's key stakeholders include the Oireachtas<sup>11</sup>, the Minister, the Department, other statutory/regulatory bodies and those providing professional services to companies and company directors and officers. The Office's interactions during the year with certain of its key stakeholders are summarised below.

### Members of the Oireachtas

The Office, from time to time, receives communications and representations from members of the Oireachtas and/or from Committees established by the Oireachtas. Typically, these communications constitute expressions of concern as to whether company law is being breached, relate to cases under review, and/or comprise of requests for certain actions to be taken vis-à-vis certain persons/entities. Whilst all such communications and representations are carefully considered – and to the extent practicable, every assistance is provided to Deputies<sup>12</sup> and Senators<sup>13</sup> - the ODCE is entirely independent of the political system. As such, any actions taken by the ODCE are by reference to the underlying facts and circumstances as opposed to by reference to the source of the complaint.

### Department of Business, Enterprise & Innovation

Office staff continued to liaise with colleagues in the Department throughout the year on matters of mutual interest.

### Companies Registration Office (“CRO”)

As the public repository of information on companies and company officers, the CRO plays a critically important role in supporting the Office in its work. In addition to meeting regularly on matters of mutual interest, CRO staff regularly supply evidence in ODCE proceedings and, where identified, of *prima facie* breaches of company law.

### Garda National Economic Crime Bureau (GNECB)

As referred to in Chapter 1 of this Report, the Office's staff complement includes a number of Gardaí. Whilst a matter for the Commissioner, these Gardaí have traditionally been allocated from the GNECB. The Office's close working relationship with An Garda Síochána, and GNECB in particular, is critical to its criminal enforcement work. In that context, the Office meets with GNECB senior management on a regular basis on matters of mutual interest.

<sup>11</sup> Collective term for the Upper and Lower Houses of Parliament

<sup>12</sup> Members of the Lower House of Parliament

<sup>13</sup> Members of the Upper House of Parliament

## Irish Auditing and Accounting Supervisory Authority (“IAASA”)

In accordance with the provisions of the Act, the Director is a member of IAASA and has the consequential right to nominate a member to its Board of Directors. During the year under review, Mr. Conor O’Mahony, the Office’s Head of Insolvency & Corporate Services, was a member of IAASA’s Board of Directors and chaired the Board’s Risk & Audit Committee. IAASA’s 2019 Annual Report will be available on its website<sup>14</sup> once it has been laid before the Oireachtas by the Minister.

In addition to this statutory relationship as outlined above, the Office engaged regularly with IAASA during the year on matters of mutual interest, and one formal meeting was held with senior staff of IAASA on matters of mutual interest during the year under review.

## Company Law Review Group (“CLRG”)

The CLRG<sup>15</sup> is a statutorily established advisory body to the Minister on matters relating to company law. The Director is a member of the CLRG and the ODCE is represented at both plenary meetings and at meetings of Committees whose work is pertinent to its remit.

### Corporate Insolvency

The Office’s Head of Insolvency & Corporate Services, Mr. Conor O’Mahony, is a member of the Corporate Insolvency sub-committee, which has been tasked with reviewing the legislation on the winding up of companies.

### Compliance & Enforcement

The Director is the Chairman of the Compliance & Enforcement sub-committee, which has been charged with examining current compliance and enforcement aspects of company law and reporting its recommendations back to the plenary.

## Review Group on Anti-Fraud and Anti-Corruption Structures

The Review Group, which is chaired by former Director of Public Prosecutions, Mr. James Hamilton, was established as part of the Government’s October 2017 package of measures aimed at enhancing Ireland’s capacity to address corporate, economic and regulatory crime. The Director and Mr. David Hegarty are both members of the Group. During the year under review, the Group met on a number of occasions and the ODCE continued to participate fully in its work.

## Central Bank

The ODCE and the Central Bank have in place a Memorandum of Understanding (“MoU”) which, based on their respective grounding legislation, allows each body to refer information to the other where they are satisfied that such information is relevant to the other’s remit.

## Office of the Revenue Commissioners

The Revenue Commissioners are an important partner of the Office in the furtherance of its work, particularly in respect of insolvency related matters. The ODCE and the Revenue Commissioners have in place a Memorandum of Understanding which, based on their respective grounding legislation, allows each body to refer information to the other where they are satisfied that such information is relevant to the other’s remit. In that context, the two bodies met on a number of occasions during the year.

<sup>14</sup> [www.iaasa.ie](http://www.iaasa.ie)

<sup>15</sup> [www.clrg.org](http://www.clrg.org)

## Accountancy profession

The accountancy profession plays an important role in assisting the work of the Office, through both auditors' reporting obligations (which are elaborated upon in the next Chapter) and the profession's wider support for, and communication of, the Office's compliance message. As such, the Office seeks to work closely with the professional accountancy bodies to support them in ensuring that their members are fully informed of their statutory reporting obligations and to apprise them of the assistance that the Office can be to those of their members' clients that occupy positions as company directors and officers.

## International Association of Insolvency Regulators ("IAIR")

The IAIR is an international body that brings together the collective experiences and expertise of national insolvency regulators from 26 jurisdictions around the world. The IAIR, of which the Office has been a member since 2003, is a valuable forum for the promotion of liaison and co-operation between its members and for sharing information on areas of common interest and best practice.

## Legal profession

The lawyers in the Office regularly engage with their peers through the Regulatory Enforcement Network.

## Digital forensics community in law enforcement

The Office's Digital Forensics Specialist regularly engages with his peers through membership of a network of digital forensics professionals working in the regulatory/law enforcement field.

## Media

The Office typically deals with a substantial volume of media queries annually. Whilst the Office is mindful of the important role that the media can play in informing the debate on company law, compliance and governance issues generally, and strives where possible to assist the media in dealing with general queries, it must equally take great care in how it does so. The Office is precluded under its governing legislation from making any public comment on the conduct of investigations, except in respect of information which is already in the public domain. In addition, the Office is mindful of the rights of individuals and other persons coming before the Courts, and, as such, it does not issue progress reports or any other information on its enforcement activity if to do so could potentially prejudice any future legal actions.