



Number 28 of 2001

COMPANY LAW ENFORCEMENT ACT, 2001

AN ACT TO ESTABLISH A DIRECTOR OF CORPORATE ENFORCEMENT AND PROVIDE FOR HIS OR HER APPOINTMENT, TERMS AND CONDITIONS AND FUNCTIONS, TO PROVIDE FOR AN ACTING DIRECTOR TO PERFORM THE FUNCTIONS OF THE DIRECTOR DURING EXIGENCIES, TO TRANSFER EXISTING FUNCTIONS OF THE MINISTER RELATING TO THE ENFORCEMENT OF THE COMPANIES ACTS TO THE DIRECTOR, TO ESTABLISH A COMPANY LAW REVIEW GROUP TO MONITOR, REVIEW AND ADVISE THE MINISTER ON MATTERS RELATING TO COMPANY LAW, TO AMEND IN VARIOUS WAYS THE COMPANIES ACT, 1963, THE COMPANIES ACT, 1990, AND VARIOUS OTHER ACTS, AND FOR RELATED PURPOSES. [9th July, 2001]

BE IT ENACTED BY THE OIREACHTAS AS FOLLOWS:

PART 1

PRELIMINARY AND GENERAL

1.—(1) This Act may be cited as the Company Law Enforcement Act, 2001. Short title,
collective citation
and construction.

(2) This Act and the Companies Acts, 1963 to 1999, may be cited together as the Companies Acts, 1963 to 2001, and shall be construed together as one Act.

2.—This Act shall come into operation on such day or days as may be fixed by order or orders made by the Minister, either generally or with reference to any particular provision, and different days may be so fixed for different purposes and different provisions of this Act. Commencement.

3.—(1) In this Act, unless the context otherwise requires— Interpretation.

“Act of 1963” means the Companies Act, 1963;

“Act of 1990” means the Companies Act, 1990;

[No. 28.] *Company Law Enforcement Act*, [2001.]
2001.

Pt.1 S.3

“Acting Director” means a person appointed under *section 11* as the Acting Director of Corporate Enforcement;

“Companies Acts” means the Companies Act, 1963, and every enactment (including this Act) which is to be construed as one with that Act;

“Director” means the Director of Corporate Enforcement appointed under *section 7(2)* and includes an Acting Director while so acting and, in relation to a particular power of the Director, a delegate to whom the power is delegated under *section 13*;

“functions” includes powers and duties;

“Minister” means the Minister for Enterprise, Trade and Employment;

“officer of the Director” means—

- (a) an officer of the Minister assigned to the Director,
- (b) a member of An Garda Síochána seconded to the Director,
or
- (c) a person employed by the Minister or the Director under a contract for service or otherwise,

to assist the Director in carrying out functions of the Director under the Companies Acts or any other Act;

“prescribed” means prescribed by regulations made by the Minister;

“Review Group” means the Company Law Review Group established by *section 67*.

(2) In this Act—

- (a) a reference to a Part, section or Schedule is a reference to a Part or section of, or Schedule to, this Act, unless it is indicated that reference to some other enactment is intended;
- (b) a reference to a subsection, paragraph or subparagraph is to the subsection, paragraph or subparagraph of the provision in which the reference occurs, unless it is indicated that reference to some other provision is intended; and
- (c) a reference to any other enactment shall, unless the context otherwise requires, be construed as a reference to that enactment as amended by or under any other enactment, including this Act.

Regulations.

4.—(1) The Minister may make regulations prescribing any matter or thing referred to in this Act as prescribed or to be prescribed, or in relation to any matter referred to in this Act as the subject of regulation.

(2) Regulations under this section may contain such incidental, supplementary and consequential provisions as appear to the Minister to be necessary or expedient for the purposes of the regulations or for giving full effect to this Act.

5.—(1) Every regulation or order (other than an order made under *section 2*) made under this Act shall be laid before each House of the Oireachtas as soon as may be after it is made and, if a resolution annulling the regulation or order is passed by either House within the next 21 days on which that House has sat after the regulation or order is laid before it, the regulation or order shall be annulled accordingly but without prejudice to the validity of anything previously done under it.

Pr.1.
Laying of regulations and orders before Houses of the Oireachtas and power to revoke or amend orders.

(2) The Minister may by order revoke or amend an order (other than an order made under *section 2*) made under this Act (including an order under this subsection).

6.—The expenses incurred by the Minister in the administration of this Act shall, to such extent as may be sanctioned by the Minister for Finance, be paid out of moneys provided by the Oireachtas.

Expenses of Minister.

PART 2

DIRECTOR OF CORPORATE ENFORCEMENT

Director

7.—(1) There shall be a Director of Corporate Enforcement.

Director of Corporate Enforcement.

(2) The Minister shall, in writing, appoint a person to be the Director of Corporate Enforcement.

(3) The Minister shall not appoint a person to be the Director unless the Civil Service Commissioners, after holding a competition under section 15 of the Civil Service Commissioners Act, 1956, have, under section 17 of that Act, selected the person for appointment and advised the Minister accordingly.

(4) The Director shall be a corporation sole and, notwithstanding any casual vacancy in the office from time to time, shall have perpetual succession and shall be capable in his or her corporate name of holding and disposing of real or personal property and of suing and being sued.

(5) The Director shall perform the functions conferred on him or her by or under this or any other Act and shall be assisted in the performance of those functions by the officers of the Director.

(6) All judges, courts or other persons or bodies acting judicially shall take judicial notice of the signature of the Director on or affixed to any document and it shall be presumed, unless the contrary is proved, that it has been duly signed or affixed.

8.—(1) Subject to *subsection (2)*, a person appointed to be the Director shall hold office for such period not exceeding 5 years beginning on the date of his or her appointment, and on such terms and conditions (which shall include a scheme of superannuation under *section 9*), as the Minister, with the consent of the Minister for Finance, may determine, and the Minister may, if he or she thinks fit, with the consent of the Minister for Finance, continue the appointment (including an appointment previously continued under this subsection) for such further period, not exceeding 5 years at any one time, as the Minister thinks appropriate.

Terms and conditions of appointment of Director.