

Branching Out in Ireland? Key Registration and Compliance Requirements

Where an entity which is incorporated outside of Ireland (an “**External Company**”) intends to establish a presence in Ireland, it will need to consider whether its activities constitute those of a ‘branch’, requiring it to register as such with the Irish Companies Registration Office (the “**CRO**”). Where a branch exists, it is required to register with the CRO within 30 days of its establishment and it will also be subject to certain ongoing compliance and account filing obligations, as outlined in further detail below.



What Constitutes a Branch?

Part 21 of the Companies Act 2014 (the “**Act**”) includes provisions which govern the establishment and maintenance of Irish branches of External Companies. The Act defines a ‘branch’ by reference to EU Council Directive No. 89 / 666 / EEC of 21 December 1989 (the “**Branch Directive**”). However, the Branch Directive does not include a definition of the term ‘branch’, and the defining characteristics of a branch have therefore evolved by reference to relevant case law. In determining whether or not a branch exists, it should be considered:

- whether the External Company’s Irish activities have an element of permanency;
- whether the entity is negotiating with third parties in Ireland; and / or
- whether management functions are being exercised here.



Is a Branch a Separate Legal Entity?

Importantly, a branch is not a separate legal entity in its own right, but instead is an arm or an extension of the External Company operating in Ireland. Therefore, from a legal perspective, the branch is not capable of entering into contracts or owning property in its own right, and any branch contracts will therefore be executed by the relevant External Company.



What are the Registration Requirements?

In accordance with the Act, a branch must be registered within 30 days of its establishment in Ireland.



The Act distinguishes between branches of EEA and non-EEA companies, although the registration and ongoing filing requirements are similar in each case.

A branch is typically registered with the same name as that of the relevant External Company which is establishing a presence in Ireland. However, if there is a preference to do so, it is possible for the branch to operate and be registered with a name which differs from the corporate name of the relevant External Company, in which case a business name registration filing (CRO Form RBN1B) is also required to be publicly filed with the CRO.

In order to register a branch with the CRO, a statutory registration filing (being a CRO Form F12 in the case of an EEA company, or a CRO Form F13 in the case of a non-EEA company) must be completed.



As part of the branch registration filing, certain details of the External Company will be disclosed, including its name, legal form, country of incorporation, registration number, address, and current directors, along with the address and a description of the activities of the Irish branch.

Specified documents must also be filed alongside this statutory filing, including a certified (and if applicable, apostilled) copy of the External Company’s constitutional documents (eg, constitution / by-laws), a copy of the certificate of incorporation of the External Company (together with any certificates of incorporation relating to name changes, if applicable), and a copy of its latest accounting documents. Certified translations will also be required where these documents are not in English.

The particulars of the CRO Form F12 or CRO Form F13, as the case may be, along with any accompanying documents will become publicly available information once the CRO has registered the branch.



Disclosure of Details of Authorised Individuals

As part of the registration process, details of any directors and secretaries of the External Company will need to be provided, along with details of any other individuals who are authorised to represent the branch in respect of its dealings with third parties or in legal proceedings (“**Authorised Representatives**”).

The scope of authority of each Authorised Representative is required to be specified on the CRO Form F12 or CRO Form F13 (as applicable), and there are no restrictions or limitations in respect of the number of Authorised Representatives that can be listed.

In addition, a branch is required to appoint at least one individual resident in the State who is authorised to accept service of documents on behalf of the External Company and who is responsible for ensuring compliance by the branch with relevant provisions of the Act.



Is a Branch Required to File Accounting Documents?

Yes, during each year that it stands established in Ireland, a branch of an EEA External Company must file a copy of the accounting documents which the External Company is required to prepare and make public in its country of incorporation. Such accounts must be filed within 30 days of the date of filing of same in the country of incorporation.

Similarly, a branch of a non-EEA External Company is also required to publicly file a copy of the accounting documents which it is required to prepare and, if applicable, make public in its country of incorporation. However, in the event that the non-EEA External Company is not required to prepare or file such accounting documents under the laws of the jurisdiction in which it is incorporated, it is required to prepare accounting documents in accordance with the EU Accounting Directives or International Financial Reporting Standards (ie, audited financial statements, unless a particular audit exemption applies). Those accounts are then required to be publicly filed with the CRO within 30 days of being so prepared.

A CRO Form F7 (*return of accounting documents of an external company*) must also be filed with the foregoing accounting documents.



Additional Ongoing Corporate Filing Obligations

A branch of an External Company is also subject to certain ongoing filing requirements, including for instance in relation to any alteration made to the External Company’s constitution, changes in directors, secretaries, or branch representatives, or a change of the address of the branch. A filing must also be made in the event that the branch is being wound up or closed.

It is important to remember that, separate to the company law obligations, any External Company operating in Ireland may be subject to a broad range of other Irish legislation, including employment and health and safety law.

For more information on branches or for guidance on establishing in Ireland please contact [Emma Doherty](#) or your usual Matheson contact.

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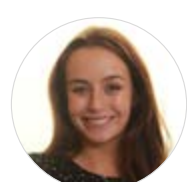


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