

## **Bylaws in Ireland**

The main legislation governing the formation of companies is the Companies Law in Ireland. However, there are also Irish bylaws that govern the documents of companies. These bylaws are the Memorandum and Articles of Association as established by Article 13 in the Irish Commercial Code.

## **The Memorandum of Association of Irish companies**

The Memorandum of Association of an Irish company is the main document provisioning the registration of the company and the clauses of these bylaws will prevail in case of conflicting clauses in the Articles of Association. The Memorandum of Association must contain the following information:

- the name of the company,
- the object of the company,
- a liability clause,
- details about the share capital of the Irish company,
- how the capital is subscribed.

The Memorandum of Association of a company in Ireland may not be modified, except under the circumstances provided by the Companies Act 1963.

## **An Irish company's Articles of Association**

A company's Articles of Association govern the internal management of the Irish company. The rules for company management are usually chosen from the Companies Act. Both the Memorandum and Articles of Association of a company must comply with the regulations of the Companies Act 2014 and must be submitted with the Companies Registration Office in Ireland upon company formation. The Articles of Association must be signed by the Irish company's shareholders and must contain the following information:

- the shareholders' addresses,
- the number of shares each shareholders owns,
- the company's registered office.

Compared to the Memorandum, the Articles of Association may be altered by a special resolution of the Irish company's shareholders. Also, with the modernization of the Companies Act in 2014, companies will now have one document that will serve as both Memorandum and Articles of Association.