

---

# Briefing

## COVID-19: Extension of Interim Changes to Company Law



INSTITUTE OF DIRECTORS  
IN IRELAND

---

This briefing was produced by the Institute of Directors in association with McCann FitzGerald LLP for use in Ireland. McCann FitzGerald LLP is one of Ireland's premier law firms, providing a full range of legal services to many of Ireland's leading businesses. Clients include international organisations, major domestic concerns, emerging Irish companies and clients in the State and semi-State sectors.

This briefing addresses the further extension of the interim period – to 31 December 2023 – for two of the measures introduced under the Companies (Miscellaneous Provisions) (Covid-19) Act 2020.

The Companies (Miscellaneous Provisions) (Covid-19) Act 2020 (the “Covid Act”) amends the Companies Act 2014 (the “Companies Act”) and the Industrial and Provident Societies Act 1893 (the “1893 Act”), each on a temporary basis, so that, notwithstanding challenges posed by the pandemic, entities can continue to operate in compliance with relevant provisions of those Acts.

On 8 December 2022, the Government approved the extension of two measures under the Covid Act to 31 December 2023<sup>1</sup>.

---

### Measures Continued

The measures extended to 31 December 2023 are the ability of general and creditor meetings to be held virtually and the increase in the amount at which a statutory demand can be issued to €50,000 (such a demand is evidence that a company is unable to pay its debts such as to allow a court to wind up the company).

---

### General Meetings

The Covid Act eases some of the legal requirements in respect of convening and conducting “general meetings”. For these purposes, these include AGMs, EGMs, meetings of a particular class of shareholder and scheme of arrangement meetings.

During the interim period:

- a company need not hold a general meeting at a physical venue but may conduct it wholly or partly by electronic means, provided all attendees have a reasonable opportunity to participate;

---

<sup>1</sup> The statutory instruments to give effect to the Government decision are [Companies Act 2014 \(Section 12A\(1\)\) \(Covid-19\) \(No. 2\) Order 2022 \(SI 648 of 2022\)](#) and [Industrial and Provident Societies Act 1893 \(Section 14A\(1\)\) \(Covid-19\) \(No. 2\) Order 2022 \(SI 649 of 2022\)](#).

- the company directors can, where they deem it necessary to do so in order to comply with public health guidance (there being no such guidance at present), cancel, change venue or change the means of holding the general meeting or may cancel such meeting due to exceptional and unexpected circumstances;
- where a general meeting is conducted by electronic means, the chairperson may conduct a vote to decide on a resolution by a show of hands of participating members by way of such technology where the chairperson is of the opinion that he or she can identify the members entitled to vote and verify the content of voting instructions relating to the resolution; and
- notwithstanding anything in the company's constitution, each member and proxy who participates in a general meeting by electronic means will be counted in the quorum.

The Covid Act further sets out requirements, for cases in which a general meeting is to be held wholly or partly by electronic means, for matters such as the required content of notices (for example, details of the electronic platform and procedures for attendance, communication and voting), identification of attendees, the security of electronic platforms and the consequences of failure or disruption of the electronic technology use.

---

## Amendments to the 1893 Act

The Covid Act also makes changes to the 1893 Act to provide more flexibility to registered societies when holding an AGM and general meetings of the society during the interim period (the same period as for companies under the Covid Act). These changes to the 1893 Act are very similar to those made to the Companies Act in respect of companies' general meetings.

---

## Winding Up

The Covid Act permits the debt threshold for the commencement of a winding up by the court to be extended, for the interim period, from €10,000 for individual debts and €20,000 for aggregate debts, to €50,000 (a single threshold).

In respect of creditors' meetings, the Act sets out similar measures (as those made in respect of general meetings) for creditors' meetings which are summoned, convened or called during the interim period.

---

## Discontinued Measures

The interim period for the following measures relating to execution under seal and examinership has not been extended beyond 31 December 2022:

- documents under seal may be executed in counterparts, with signatures on separate pages and then to be regarded as a single document;
- the maximum period of examinership of a company was extended from 100 days to 150 days subject to court approval.

Deeds can continue to be executed in counterparts in their usual way so the discontinuance of the temporary measure ought not present a difficulty in practice.

*Further information is available from*



**Garreth O'Brien**

Partner

+353 1 607 1489

garreth.obrien

@mccannfitzgerald.com



**Gill Lohan**

Partner

+353 1 607 1760

gill.lohan

@mccannfitzgerald.com



**Lisa Smyth**

Partner

+353 1 607 1730

lisa.smyth

@mccannfitzgerald.com



**Stephen FitzSimons**

Partner

+353 1 611 9117

stephen.fitzsimons

@mccannfitzgerald.com

*Alternatively, your usual contact in McCann FitzGerald will be happy to help you further.*



INSTITUTE OF DIRECTORS  
IN IRELAND

---

© McCann FitzGerald LLP and Institute of Directors in Ireland 2022. All rights reserved.

Institute of Directors in Ireland, Europa House, Harcourt Street, Dublin 2  
01 411 0010 | [info@iodireland.ie](mailto:info@iodireland.ie) | [www.iodireland.ie](http://www.iodireland.ie)

This document is for general guidance only and should not be regarded as a substitute for professional advice.  
Such advice should always be taken before acting on any of the matters discussed.