

Liquidating an Irish Collective Asset management Vehicle (ICAV)

The ICAV is a corporate vehicle specifically developed for investment funds and is regulated by the Central Bank of Ireland (the 'Central Bank'). Like an investment company, an ICAV is a corporate entity that is governed by a board of directors and owned by its shareholders.

The ICAV is governed by a simplified legislative regime under the ICAV Act 2015 which was introduced in March 2015 and is distinct from the Irish Companies Act 2014. With the exception of the liquidation of an ICAV, the ICAV structure is not subject to Irish company law and accounting rules which apply to Irish Collective Investment Schemes (CIS) structured as a Public Limited Company (PLC). The authorisation and supervision of the ICAV will be carried out by the Central Bank.

Key characteristics

An ICAV is not a company for the purpose of Irish company law although it has similar characteristics to the existing PLC structure. It requires a minimum of two directors and a corporate secretary. The constitutional document for the ICAV is known as the 'instrument of incorporation', a document which resembles the company constitution. There is no interaction with the Companies Registration Office (CRO), with the ICAV registered and monitored by the Central Bank. ICAV's are subject to the existing Irish tax regime for investment funds.

Liquidation of ICAV's

The Members Voluntary Liquidation (MVL) for an ICAV is a similar mechanism to liquidating a company. MVLs can be undertaken when an ICAV's useful life is over, and the directors and shareholders decide to wind up, (mainly for the purpose of realising its assets and distributing the surplus to its shareholders in accordance with their entitlements).

Timeframe

The average time frame for the completion of an MVL is six to eight months. However, this is subject to obtaining tax clearance from Revenue within this period.

Our approach

Our team has extensive experience in carrying out MVLs of Irish registered entities, and having liaised extensively with the Central Bank since the introduction of the ICAV Act 2015, we understand the issues involved in liquidating an ICAV. Our dedicated team of experts will work with your team to project manage the termination plan, and coordinate all of the necessary steps to place the ICAV into liquidation.



Company liquidation

Governed by the CRO, constituted by the Companies Act 2014

Checklist:

- directors' board meeting and minutes;
- members' voluntary winding up declaration of solvency (Form E1);
- report of independent person;
- auditors statement of total assets and liabilities;
- special resolution to appoint liquidator (Form G1);
- appointment of liquidator (Form E2);
- realisation of assets and payment of creditors;
- Iris Oifigiúil publication;
- Revenue clearance;
- final distribution of funds (if applicable);
- liquidator's final statement of account (Form E5);
- return of final winding up meeting (Form E6); and
- the status of the company will change from 'liquidation' to 'dissolved' with the CRO.



Company dissolved

ICAV liquidation

Governed by the Central Bank, constituted by the ICAV Act 2015

Checklist:

- directors' board meeting and minutes;
- members' voluntary winding up declaration of solvency (Form W1);
- report of independent person;
- auditors statement of total assets and liabilities;
- winding up and appointment of liquidator(s) special resolution (Form W2);
- appointment of liquidator (Form W3.1);
- realisation of assets and payment of creditors;
- Iris Oifigiúil publication;
- Revenue clearance;
- final distribution of funds (if applicable);
- liquidator's accounts of acts and dealings (W4.1);
- liquidator's statement of proceedings and position of winding up (W4.2);
- liquidator's final statement of account (Form W5);
- schedule and return final meeting of the Shareholder(s) (Form W6); and
- formal confirmation from the Central Bank that the ICAV is dissolved.



ICAV dissolved

Contact

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