

Prescribed fees should be remitted at the time of filing.

For ease of reference, the fees payable for the most common corporate applications are detailed below. It should be noted that non-profit companies currently benefit as they pay 20% of the fees payable for applications and statutory filings (See the *Schedule of Fees* at the end of this document).

Incorporation of private company with share capital

·Form 1, Articles of Incorporation	\$850
·s.4(2) Statutory Declaration	\$5 stamp
·Form 4, Notice of Address of Registered Office	\$50
·Form 9, Notice of Directors	\$50
·Form 26, Request for Name Search & Reservation	\$25*
·Consent to use name, where required	nil

Continuance:

·Certificate of Continuance	\$50
·Form 17, Articles of continuance	nil
·Form 4, Notice of Address of Registered Office	\$50
·Form 9, Notice of Directors	\$50
·Form 26, Request for Name Search & Reservation	\$25*

External company registration:

· Notarised copies of corporate instruments	nil
· Form 21, Application for Registration	\$3,000
· Form 23, Power of Attorney & Consent	\$30 stamp
·s.344(2)(a) Statutory Declaration (witnessed locally)	\$5 stamp
·s.344(2)(c) Statutory Declaration of Attorney-at-Law	\$5 stamp
·Form 26, Request for Name Search & Reservation	\$25*
· Validation	\$300

Amalgamation:

·Certificate of Amalgamation:	
for 2 companies	\$750
for each additional company	\$150
·Form 15, Articles of Amalgamation	nil
·Special Resolution of the Shareholders	\$50
·Amalgamation Agreement	
(s.221 long-form amalgamation)	nil
·Directors' Resolution (s.222 vertical/ s.223 horizontal short-form amalgamation)	nil
·s.224(2) Statutory Declaration of Director	nil
·Form 9, Notice of Directors	\$50
·Form 4, Notice of Registered Office	\$50
·Form 26, Request for Name Search & Reservation	\$25*

Amendment of Articles:

·Certificate of Amendment	\$300
·Form 5, Articles of Amendment	\$100
·Special Resolution of Shareholders	\$50
·Form 26, Request for Name Search & Reservation (if changing the company's name)	\$25*

Registration of Charges:

·Statement of Charge	\$50
·s.250(1)(b) Statutory Declaration	nil
·Instrument of charge registered in the Deeds Registry	nil
·Unregistered Instrument of charge	\$10 stamp

Certificate of Status (Good Standing Certificate)	\$50
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*for name reservation

Schedule of Fees

(Companies Act 143, Revised Edition, 2009 of the Laws of St. Vincent and the Grenadines and Regulations # 2 of 2013)

Domestic companies (with share capital)

Incorporation (Articles & Certificate of Incorporation) (Form1)	\$850.00
Restoring name of company to register (Form 25)	\$300.00
Certificate of amendment of articles	\$300.00
Certificate of restated articles of incorporation	\$25.00
Certificate of Amalgamation (Articles in Form 15)	
(i)2 companies	\$750.00
(ii) each additional company	\$100.00
Certificate of Continuance (Articles in Form 17)	\$50.00
Prospectus or statement in lieu of prospectus	\$25.00
Exemption under section 144	\$25.00
Exemption under section 150 or 154 (Form 27)	\$25.00
By-Laws (Schedule 5)	\$100.00
Special Resolutions	\$50.00
Reduction of Share Capital	\$100.00
Amendment to Articles of Incorporation (Form 5)	\$100.00
Notice of directors/change of directors (Form 9)	\$50.00
Notice of registered office/change of registered office (Form 4)	\$50.00
Notice of appointment/change of secretary (Form 29)	\$50.00
Notice of execution of unanimous shareholders agreement	\$100.00
Notice of termination of unanimous shareholders agreement	\$50.00
Summary of financial statements	\$50.00
Registrar's Notice	\$25.00
Applications to Registrar (stamp)	\$20.00
Certificate of Solvency	\$30.00
Financial Statement	\$50.00
Annual Return (Forms 28 & 28A)	\$100.00
Late Fee - Annual Return: (per month or part thereof after the due date for submission) Due date, April 1st	\$50.00
Registration of charge	\$50.00
Other applications not provided for	\$25.00

Non Profit Companies:

Incorporation (Articles & Certificate of Incorporation) (Form 2)	\$170.00
Restoring name of company to register (Form 25)	\$60.00
Certificate of amendment of articles	\$60.00
Certificate of restated articles of incorporation	\$5.00
Certificate of amalgamation (Articles in Form 15)	
(i) 2 companies	\$150.00
(ii) each additional company	\$20.00
Certificate of continuance (Articles in Form18)	\$10.00
By-Laws of a non-profit company (Schedule 6)	\$20.00
Special Resolutions	\$10.00
Reduction of Share Capital	\$20.00
Amendment to Articles of Incorporation	\$20.00
Notice of directors/change of directors (Form 9)	\$10.00
Notice of registered office/ change of registered office (Form 4)	\$10.00
Notice of appointment/change of secretary (Form 29)	\$10.00
Notice of execution of unanimous Shareholders agreement	\$20.00
Notice of termination of unanimous Shareholders agreement	\$10.00
Financial statements	\$10.00
Registrar's Notice	\$05.00
Applications to Registrar (stamp)	\$04.00
Annual return (Forms 28 & 28A)	\$20.00
Registration of charge (statement)	\$10.00
Other applications not provided for	\$5.00

External Companies:

Certificate of registration for a former Act company	\$100.00
Certificate of registration in any other case (Forms 21 & 23)	\$3,000.00
Annual Return (Form 24)	\$100.00
Late Fee - Annual Return: (per month or part thereof after the due date for submission) Due date, April 1st	\$50.00
Validation	\$300.00
Fundamental changes (s. 355)	\$50.00

All companies:

Uncertified copy of any document per page, in addition to search fee	\$01.00
Certification of any document	\$10.00
Any certificate or certification for which a fee is not provided	\$25.00
Search of records (e.g., Good Standing, Validation)	\$5.00
Reservation of a name under section 514	\$25.00

Companies:



Formalities, Forms & Fees



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Granby Street, Kingstown
St. Vincent and the Grenadines

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Fax: (784) 4571397
Email: ciposvg@vincysurf.com

Formality Requirements

Quality of filings

The quality of the documents filed must be of an acceptable standard, viz, the paper must be durable, that content must be typed or printed (electronically) (s.510), the content must be sufficiently legible and in permanent ink, there should be no errors, alterations (e.g. liquid paper) or erasures. (reg.15, s.509). Non-compliance with these requirements will generally result in a document being refused for filing.

Number of forms

Each form must be filed in duplicate original (s.503)

Proposed Corporate Name

Persons preparing filings should confirm that the spelling of the corporate name is identical on all the forms.

In the event that the proposed company is taking over the business of a registered proprietorship or company, and is to have a substantially identical name to the predecessor enterprise, the application for incorporation must be accompanied by the prior registrant's consent to the use of the name. (A specimen form of consent is available from CIPO on request.)

Numbers

Regulation. 16(2) requires that numbers be expressed in numerical format and not in words.

Non-applicability of information

Regulation 17 requires the insertion of the words "Not Applicable" or the abbreviation "N/A" where an item on the form does not apply.

Incorporation of lengthy information

Regulation 18 requires that where the space provided on a statutory form is insufficient to incorporate lengthy information (e.g. a long list of directors), the information is to be incorporated by putting it in a schedule and setting out under the relevant item of the form, the following or words of similar effect: "The annexed schedule is incorporated in this form".

Each schedule should be headed as a schedule to the relevant document (e.g. Schedule to the Articles of Incorporation). The heading of the item being set out in the schedule should be reproduced preceding the scheduled information and the schedule should be dated and signed in the same manner as the related form. Note however, that while substantive information may be

scheduled where necessary, every page of a statutory filing must be signed and signatures may not be scheduled.

Names

The full name (first name, middle initial (s) and surname) of each individual must be set out. Where an individual has no middle initial, this should be indicated in a covering letter or in brackets following the name.

Residential Addresses

Where the address of an incorporator, director or secretary is to be stated a full residential address, including the State of residence is required.

Occupation

The occupation to be stated for any named individual is his/her private profession or vocation and not the office held in the company.

Signatures

The full name of each signatory to any document filed is to be printed beneath his/her signature on the form.

Registered Office Addresses

The address stated in Form 4 is a company's address for service of documents under section 513 of the Companies Act. It is therefore important to provide a clear, precise and complete address of a location where the directors and officers of the company can be contacted in the course of business. Street names, the names of buildings, floor numbers and suite/office numbers should be included where available. C/o (in care of) and post office box addresses will not be acceptable responses to item 3 but are adequate as mailing addresses under item 4.

Declarations

The declarant's name, residential address and occupation should be set out in the opening paragraph of the declaration. In keeping with best practices, a declaration is not acceptable where the person making the declaration is closely related to any person who is the subject of the declaration.

The Registrar has a discretion not to require the filing of the s.4(2) statutory declaration of an attorney-at-law as to the competency of the incorporators. This discretion is currently exercised in favour of any attorney-at-law who acts as an incorporator either solely or jointly with one or more local attorneys-at-law. In the event that an attorney-at-law is an incorporator jointly with other non-lawyers, the s.4

(2) statutory declaration will be required in respect of the non-lawyers.

Forms

The following forms are prescribed under the Fourth Schedule to the Companies Regulations, 1996 for use by persons making corporate filings:

- Form 1, Articles of Incorporation (co. with share capital)*
- Form 2, Articles of Incorporation (non-profit company)*
- Form 4, Notice of Address or Change of Address of Registered Office*
- Form 5, Articles of Amendment*
- Form 7, Memorandum of Satisfaction of Charge*
- Form 8, Registration of Enforcement of Security*
- Form 9, Notice of Directors or Change of Directors*
- Form 10, Proxy*
- Form 11, Management Proxy Circular*
- Form 12, Dissident Proxy Circular*
- Form 13, Restated Articles of Incorporation*
- Form 15, Articles of Amalgamation*
- Form 17, Articles of Continuance (co. with share capital)*
- Form 18, Articles of Continuance (non-profit company)*
- Form 20, Articles of Reorganisation or Arrangement*
- Form 21, Application for Registration of an External Company*
- Form 23, Power of Attorney & Consent to Act as Attorney*
- Form 24, External Company Annual Return*
- Form 25, Application to Restore Name to the Register*
- Form 26, Request for Name Search and Reservation*
- Form 27, Application for Exemption*
- Form 28 & 28 A, Domestic Company Annual Return & Shareholder Schedule*
- Form 29, Notice of Appointment or Change of Secretary/Assistant Secretary*

In addition to the forms listed above, the following specimen forms are available from the office on request:

- s.4(2) Statutory Declaration*
- s.344(2)(a) Statutory Declaration of Director*
- s.344(2)(c) Statutory Declaration of Attorney-at-Law*
- s.224(2) Statutory Declaration*
- Consent to the issue of a proposed corporate name*