

FORM 1

COMPANIES ACT OF 1994

[Section 5.]

Articles of Incorporation

1. Name of Company: Company No.:
.....
2. The classes and any maximum number of shares that the company is authorised to issue:
.....
3. Restrictions if any on share transfers:
.....
4. Number (or minimum and maximum number) of Directors:
.....
5. Restrictions if any on business the Company may carry on:
.....
6. Other provisions, if any:
.....
7. Incorporators: Date:
.....

<i>Name</i>	<i>Address</i>	<i>Signature</i>

Instructions

Format:

Documents required to be sent to the Registrar pursuant to the Act shall conform with regulations 15 to 18 of the Regulations under the Act. Where any provision required to be set out is too long to be set out in the space provided in the form, the form may incorporate the provisions by annexing a schedule in the manner described in regulation 18 of the Regulations.

Item 1:

Set out a proposed corporate name that complies with sections 515 to 516 of the Act and with regulation 4 of the Regulations.

Item 2:

Set out the details required by section 5(1)(b) of the Act. All shares shall be without nominal or par value and must comply with Division C of Part I of the Act.

Item 3:

If restrictions are to be placed on the right to transfer shares of the company, set out a statement to this effect and the nature of such restrictions.

Items 4:

State the number of directors. If cumulative voting is permitted, the number of directors shall be invariable, otherwise it is permissible to specify a minimum and maximum number of directors.

Item 5:

If restrictions are to be placed on the business the company may carry on, set out the restrictions.

Item 6:

Any provision that is to form part of the Articles may be set out if the provision is permitted by the Act or Regulations to be set out in the by-laws of the company or in a unanimous shareholder agreement, including any pre-emptive rights or cumulative voting provisions.

Item 7:

Each incorporator shall state his name, residential address and affix his signature. If an incorporator is a company, the address shall be that of the company, and the articles shall be signed by a person authorised by the company.

Other document:

The Articles shall be accompanied by—

- (a) notice of Registered Office (Form 4);
- (b) notice of Directors (Form 9); and
- (c) request for Name Search and Name Reservation (Form 26) as completed by the Registrar unless name is reserved.

Completed documents in duplicate and the prescribed fee are to be deposited at the office of the Registrar.

FORM 2

COMPANIES ACT OF 1994

[Sections 5 and 329.]

Articles of Incorporation

Non-Profit Company

1. Name of Company: _____ Company No.: _____
2. The Company has no authorised share capital, is to be carried on without pecuniary gain to its members, and any profits or other accretions to the assets of the Company are to be used in furthering its undertaking:
.....
3. Restrictions on the undertaking that the Company may Carry on:
.....
4. Number (or minimum and maximum number) of directors:
.....
5. The address of the principal office or premises of the Company is:
.....
6. Other provisions, if any, for example—
 - (a) the interest of each member in the Company shall be transferable and shall not cease on death;
 - (b) the members of the Company may at any time resolve to wind up the Company whereupon the assets of the Company, after payment of all debts and liabilities of the Company, shall be distributed in accordance with such provisions as are contained in Part IV of the Companies Act as shall be applicable.
7. The first Directors, each of whom shall become a member of the Company, are:
.....

Date:

<i>Name</i>	<i>Address</i>	<i>Signature</i>

Instructions

Format:

Documents required to be sent to the Registrar pursuant to the Act shall conform with regulations 15 to 18 of the Regulations under the Act. Where any provision required to be set out is too long to be set out in the space provided in the form, the form may incorporate the provisions by annexing a schedule in the manner described in regulation 18 of the Regulations.

Item 1:

Set out a proposed corporate name that complies with sections 515 to 516 of the Act and with regulation 4 of the Regulations.

Item 2:

These details are required by section 329(b) of the Act.

Item 3:

If restrictions are to be placed on the undertaking the company may carry on, set out the restrictions.

Item 4:

Where the undertaking of the company is of a social nature there shall be stated the full address of the principal office or building that the company is maintaining and maximum number of directors.

Item 5:

Any provision that is to form part of the Articles may be set out if the provision is permitted by the Act or Regulations to be set out in the by-laws of the company.

Item 6:

State name and addresses of first Directors.

Other documents:

The Articles must be accompanied by—

- (a) notice of Registered Office (Form 4);
- (b) notice of Directors (Form 9); and
- (c) request for Name Search and Name Reservation (Form 26) unless name is reserved.

Section 328(1) provides that no articles may be accepted for filing without the prior approval of the Attorney-General accordingly the Articles shall also be accompanied by written evidence of such approval.

Completed documents in duplicate and the prescribed fee are to be deposited at the office of the Registrar.

Note.—Form 2 shall also be used for restated Articles of Incorporation of a non-profit Company. When so used it should be headed accordingly and conclude with the following paragraph—

“The foregoing restated articles of incorporation correctly set out without substantive change the corresponding provisions of the articles of incorporation as amended and supersede the original articles of incorporation.”

FORM 4

COMPANIES ACT OF 1994

[Section 176(1) and (2).]

Notice of Address

or

Notice of Change of Address of Registered Office

1. Name of Company:

2. Company No.:

.....

.....

3. Address of Registered Office:

.....

4. Mailing Address:

.....

5. If change of address, give previous address of Registered Office.

<i>Date</i>	<i>Address</i>	<i>Signature</i>

Instructions

Format:

Documents required to be sent to the Registrar pursuant to the Act shall conform to regulations 15 to 18 of the Regulations under the Act.

Item 1:

Set out the full legal name of the company and except where a number has not yet been assigned, state company number.

Item 2:

Set out in full the location of the registered office including street address and, if multi-office building, room number.

Item 3:

Mailing address may include post office box number, if mailing address is the same as in item 3, state "same as above".

Item 4:

This item needs to be completed only if there is a change in the location or address of the registered office.

Signature:

A director or on authorised officer of the company shall sign the notice. Upon incorporation, an incorporator shall sign the notice.

Service of Documents:

Note that documents may, under section 513 of the Act, be sent to or served upon the company at its registered office.

Completed document, in duplicate, is to be deposited at the office of the Registrar.

FORM 5

COMPANIES ACT OF 1994

[Sections 33 and 216.]

Articles of Amendment

1. Name of Company:

.....

2. Company No.:

.....

3. The articles of the above named company are amended as follows:

<i>Date</i>	<i>Address</i>	<i>Signature</i>

Instructions

Format:

Documents required to be sent to the Registrar pursuant to the Act shall conform to regulations 15 to 18 of the Regulations under the Act.

General:

- (a) Any change in the Articles of the company must be made in accordance with section 33 or 216 of the Act. If an amendment is to change a corporate name, the new name must comply with sections 515 to 516 of the Act and with regulation 4(3) of the Regulations. Where a new name has not been reserved a copy of Request of Name Search and Name Reservation (Form 26) should be attached.
- (b) Each amendment must correspond to the appropriate provisions of the Articles being amended, e.g. sections, subsections, clauses, etc.
- (c) A director or authorised officer shall sign the Articles.
- (d) Articles of Amendment designating a series of shares shall be accompanied by a copy of the director's resolution authorising the issue of a series of shares under section 33 of the Act. The resolution may be attached as a schedule in accordance with regulation 18 of the Regulations.
- (e) Articles of Amendment except Articles referred to in (d) above, shall be accompanied by a copy of the authorising special resolution required under sections 213 to 216 of the Act. The resolution may be attached as a schedule in accordance with regulation 19 of the Regulations.

Other Notices:

The Articles must be accompanied by Notice of Registered Office (Form 4) or Notice of Change of Directors (Form 9) if there has been a change in registered office or a change of Directors.

Completed documents, in duplicate, and the prescribed fee are to be deposited at the office of the Registrar.

FORM 7

COMPANIES ACT OF 1994

[Section 260(1).]

Memorandum of Satisfaction

1. Name of Company: 2. Company No.:
3. Property or undertaking charged:
.....
4. Particulars of satisfaction:
.....

<i>Date</i>	<i>Address</i>	<i>Signature</i>

Instructions

Format:

Documents required to be sent to the Registrar pursuant to the Act shall conform to regulations 15 to 18 of the regulations under the Act.

Item 1:

Set out the full legal name of the company and, except where a number has not been assigned, state the company number.

Item 2:

Set out the property or undertaking charge.

Item 3:

Set out the appropriate particulars; see section 260(1).

Signature:

A director or authorised officer of the company shall sign the memorandum.

Completed document, in duplicate, is to be deposited at the office of the Registrar.

FORM 8

COMPANIES ACT OF 1994

[Section 264.]

Registration of Enforcement of Security

1. Name of Company: Company No.:
2. Name of person:
3. (a) The abovementioned person has obtained an order for the appointment of a receiver of
- (b) The abovementioned person has appointed a receiver of
- (c) The abovementioned person has entered possession of
- (d) The abovementioned person who was appointed receiver of has ceased to act as such receiver.
- (e) The abovementioned person having entered into possession of has gone out of possession.

<i>Date</i>	<i>Address</i>	<i>Signature</i>

Instructions

Format:

Documents required to be sent to the Registrar pursuant to the Act shall conform to regulations 15 to 18 of the Regulations under the Act.

Item 1:

Set out the full legal name of the company and, except where a number has not been assigned, state the company number.

Item 2:

State the name of the person seeking the registration.

Item 3:

Set out the appropriate particulars; see section 264(1) and (2).

Signature:

The person registering the document shall add his signature. Completed document, in duplicate, is to be deposited at the office of the Registrar.

FORM 9

COMPANIES ACT OF 1994

[Sections 69 and 77.]

Notice of Directors or Notice of Change of Directors

1. Name of Company: 2. Company No.:

3. Notice is given that on the day of,
20, the following person(s) was/were appointed director(s):

<i>Name</i>	<i>Mailing Address</i>	<i>Occupation</i>

4. Notice is given that on the day of, 20
the following persons(s) ceased to hold office as director(s):

<i>Name</i>	<i>Mailing Address</i>

The directors of the company as of this date are:

<i>Name</i>	<i>Mailing Address</i>	<i>Occupation</i>

<i>Date</i>	<i>Signature</i>	<i>Title</i>

Instructions

Format:

Documents required to be sent to the Registrar pursuant to the Act shall conform to regulations 15 to 18 of the Regulations under the Act.

Item 1:

Set out the full name of the company and, except where a number has not been assigned, state the company number.

Items 2, 3, 4:

With respect to each director—

- (a) set out first given name, initial and family name;
- (b) state full residential address; and
- (c) specify occupation clearly, for example manager, farmer, geologist.

Signature:

A director or authorised officer of the company shall sign a notice. Upon incorporation, an incorporator shall sign the notice.

Completed document, in duplicate, is to be deposited at the office of the Registrar.

FORM 10

COMPANIES ACT OF 1994

[Section 141(1).]

Form of Proxy

1. Name of Company: Company No.:

2. Particulars of Meeting
I/We
of
shareholder(s) in the above Company appoint(s)
.....
of
or
of
to be my/our proxy at the above meeting and any adjournment thereof.

.....
Signature(s)

.....
Date



FORM 11

COMPANIES ACT OF 1994

[Section 142.]

Management Proxy Circular

1. Name of Company: Company No.:
2. Particulars of Meeting:
3. Solicitation:
4. Any director's statement submitted pursuant to section 74(2):
5. Any auditor's statement submitted pursuant to section 170(1):
6. Any shareholder's proposal and/or statement submitted pursuant to section 114(a) and 115(2):

<i>Date</i>	<i>Address</i>	<i>Signature</i>

Instructions

Format:

Documents required to be sent to the Registrar pursuant to the Act shall conform to regulations 15 to 18 of the Regulations under the Act.

Item 1:

Set out the full legal name of the company and, except where a number has not been assigned, state the company number.

Item 2:

State full particulars of the meeting including the date, place and time.

Item 3:

Set out the solicitation being made by the management of the company.

Item 4:

Any director's statement submitted pursuant to section 74(2) shall, unless it is included in or attached to a management proxy circular, be sent to every shareholder entitled to receive notice of the meeting and to the Registrar: section 74(3).

Item 5:

Any auditor's statement submitted pursuant to section 170(1) shall, unless it is included in or attached to management proxy circular, be sent to every shareholder entitled to receive notice of the meeting and to the Registrar: section 170(2).

Item 6:

Any proposal submitted by a shareholder pursuant to section 114 and any statement pursuant to section 115(2), must be set out in the management proxy circular or attached thereto.

Signature:

A director or authorised officer of the company shall sign the circular.

FORM 12

COMPANIES ACT OF 1994

[Section 142.]

Dissident Proxy Circular

- 1. Name of Company: Company No.:
- 2. Particulars of Meeting
.....
- 3. Name of person soliciting
.....
- 4. Solicitation
.....

.....
Signature

.....
Date

Instructions

Format:

Documents required to be sent to the Registrar pursuant to the Act shall conform to regulations 15 to 18 of the Regulations under the Act.

Item 1:

Set out the full legal name of the company and, except where a number has not been assigned, state the company number.

Item 2:

State full particulars of the meeting including the date, place and time

Item 3:

State the full name and address of the person soliciting.

Item 4:

Set out the solicitation being made.

Signature:

The person soliciting shall sign the circular.

FORM 13

COMPANIES ACT OF 1994

[Section 218.]

Restated Articles of Incorporation

- 1. Name of Company:
- 2. Company No.:
- 3. The classes and any maximum number of shares that the company is authorised to issue:
.....
- 4. Restrictions if any on share transfers:
.....
- 5. Number (or minimum and maximum number) of directors:
.....
- 6. Restrictions if any on business the company may carry on:
.....
- 7. Other provisions, if any:
.....

The foregoing restated articles of incorporation correctly set out without substantive change the corresponding provisions of the articles of incorporation as amended and supersede the original articles of incorporation.

<i>Date</i>	<i>Address</i>	<i>Signature</i>

Instructions

Format:

Documents required to be sent to the Registrar pursuant to the Act shall conform with regulations 15 to 18 of the Regulations under the Act. Where any provision required to be set out is too long to be set out in the space provided in the form, the form may incorporate the provisions by annexing a schedule in the manner described in regulation 18 of the Regulations.

General:

Restated Articles of Incorporation shall set out without substantive change the Articles of Incorporation previously amended.

Items 1 and 2:

Set out the full legal name of the company and company number.

Item 3:

Set out the details required by section 5(1)(b) of the Act, including details of rights, privileges, restrictions and conditions attached to each class of shares. All shares must be without nominal or par value and must comply with the provisions of Division C of Part 1 of the Act.

Item 4:

If restrictions are to be placed on the right to transfer shares of the company set out a statement to this effect, and the nature of such restrictions.

Item 5:

State the number of directors. If cumulative voting is permitted, the number of director's shall be invariable, otherwise it is permissible to specify a minimum and maximum number of directors.

Item 6:

If restrictions are to be placed on the business the company may carry on, set out the restrictions.

Item 7:

Any provision that is to form part of the Articles may be set out if the provision is permitted by the Act or Regulations to be set out in the by-laws of the company or in a unanimous shareholder agreement including any pre-emptive rights or cumulative voting provisions.

Signature:

A director or authorised officer of the company shall sign the Articles.

Completed documents, in duplicate, and the prescribed fee are to be deposited at the office of the Registrar.

FORM 15

COMPANIES ACT OF 1994

[Section 224.]

Articles of Amalgamation

1. Name of Company: 2. Company No.:
3. The classes and any maximum number of shares that the company is authorised to issue:
.....
4. Restrictions if any on share transfers:
.....
5. Number (or minimum and maximum number) of directors:
.....
6. Restrictions if any on business the company may carry on:
.....
7. Other provisions, if any:
.....
8. Names of amalgamating Companies: Company No.:

<i>Date</i>	<i>Address</i>	<i>Signature</i>

Instructions

Format:

Documents required to be sent to the Registrar pursuant to the Act shall conform with regulations 15 to 18 of the Regulations under the Act. Where any provision required to be set out is too long to be set out in the space provided in the form, the form may incorporate the provisions by annexing a schedule in the manner described in regulation 18 of the Regulations.

Items 1 and 2:

Set out proposed corporate name that complies with sections 515 to 516 of the Act and with regulation 5 of the Regulations, and the company number. If a proposed name has not been reserved under section 514 of the Act, the Articles of amalgamation must be accompanied by a statement setting out the main types of business to be carried on by the amalgamated company.

Item 3:

Set out the details required by section 5(1)(b) of the Act. All shares must be without nominal or par value and must comply with Division C of Part 1 of the Act.

Item 4:

If restrictions are to be placed on the right to transfer shares of the company, set out a statement to this effect, and the nature of such restrictions.

Item 5:

State the number of directors. If cumulative voting is permitted, the number of directors shall be invariable, otherwise it is permissible to specify a minimum and maximum number of directors.

Item 6:

If restrictions are to be placed on the business the company may carry on, set out the restrictions.

Item 7:

Any provision that is to form part of the Articles may be set out if the provision is permitted by the Act or Regulations to be set out in the by-laws of the company or in a unanimous shareholder agreement, including any pre-emptive rights or cumulative voting provisions.

Other notices and documents:

(1) The Articles must be accompanied by a Notice of Registered Office (Form 4), a Notice of Directors (Form 9), and a statutory declaration of a director or authorised officer of each amalgamating company in accordance with section 224(2) of the Act.

(2) If the amalgamation is effected under section 221 of the Act, the Articles shall be accompanied by a copy of the amalgamation agreement and a copy of the required special resolution of shareholders of each amalgamating company.

(3) If the amalgamation is effected under section 222 or 223 of the Act, the Articles shall be accompanied by a copy of the required directors resolution of each amalgamating company.

Completed documents, in duplicate, and the prescribed fee are to be deposited at the office of the Registrar.

FORM 17

COMPANIES ACT OF 1994

[Section 364.]

Articles of Continuance

Companies Limited by Shares

- 1. Name of Company:
- 2. Company No.:
- 3. The classes and any maximum number of shares that the company is authorised to issue:
.....
- 4. Restrictions if any on share transfers:
.....
- 5. Number (or minimum and maximum number) of directors:
.....
- 6. Restrictions if any on business the company may carry on:
.....
- 7. If change of name effected, previous name:
.....
- 8. Details of incorporation:
.....
- 9. Other provisions, if any:
.....

<i>Date</i>	<i>Address</i>	<i>Signature</i>

Instructions

Format:

Documents required to be sent to the Registrar pursuant to the Act shall conform with regulations 15 to 18 of the Regulations under the Act. Where any provision required to be set out is too long to be set out in the space provided in the form, the form may incorporate the provisions by annexing a schedule in the manner described in regulation 18 of the Regulations.

Item 1:

Set out the full legal name of the company.

Item 2:

Set out the details required by section 5(1)(b) of the Act. All shares must be without nominal or par value and comply with Division C of Part 1 of the Act. Par value shares issued by a company before continuance are deemed to be shares without nominal or par value (section 16(3)).

Item 3:

If restrictions are to be placed on the right to transfer shares of the company, set out a statement to this effect and the nature of such restrictions.

Item 4:

State the number of directors. If cumulative voting is permitted, the number of directors must be invariable, otherwise it is permissible to specify a minimum and maximum number of directors.

Item 5:

If restrictions are to be placed on the business the company may carry on, set out the restrictions.

Item 6:

Any provision that is to form part of the Articles may be set out if the provision is permitted by the Act or regulations to be set out in the by-laws of the company or in a unanimous shareholder agreement including any pre-emptive rights or cumulative voting provisions.

Signature:

A director or authorised officer of the company shall sign the Articles.

Other documents:

The Articles must be accompanied by a Notice of Registered Office (Form 4), a Notice of Directors (Form 9).

Completed documents, in duplicate and the prescribed fee are to be deposited at the office of the Registrar.

FORM 18

COMPANIES ACT OF 1994

[Section 364.]

Articles of Continuance

Non-Profit Company

1. Name of Company: _____ Company No.: _____
.....
2. The Company has no authorised share capital, is to be carried on without pecuniary gain to its members, and any profits or other accretions to the assets of the Company are to be used in furthering its undertaking:
.....
3. Restrictions on the undertaking that the Company may carry on:
.....
4. Number (or minimum and maximum number) of directors:
.....
5. The address of the principal office or premises of the Company is:
.....
6. If change of name affected, previous name:
.....
7. Details of incorporation:
.....
8. Other provisions, if any, for example—
- (a) the interest of each member in the Company shall be transferable and shall not cease on death;
 - (b) the members of the Company may at any time resolve to wind up the Company whereupon the assets of the Company, after payment of all debts and liabilities of the Company shall be distributed in accordance with such provisions as are contained in Part IV of the Companies Act as shall be applicable.
-

<i>Date</i>	<i>Address</i>	<i>Signature</i>

Instructions

Format:

Documents required to be sent to the Registrar pursuant to the Act shall conform with regulations 15 to 19 of the Regulations under the Act. Where any provision required to be set out is too long to be set out in the space provided in the form, the form may incorporate the provisions by annexing a schedule in the manner described in regulation 19 of the Regulations.

Item 1:

Set out the full legal name of the company.

Item 2:

These details are required by section 329(b) of the Act.

Item 3:

If restrictions are to be placed on the undertaking the company may carry on, set out restrictions.

Item 4:

Where the undertaking of the company is of a social nature there shall be stated the full address of the clubhouse or similar building that the company is maintaining.

Item 5:

Any provision that forms part of the Articles may be set out if the provision is permitted by the Act or Regulations to be set out in the by-laws of the company.

Signature:

A director or authorised officer of the company shall sign the Articles.

Other Documents:

The Articles must be accompanied by a Notice of Registered Office (Form 4), a Notice of Directors (Form 9).

Completed documents, in duplicate, and the prescribed fee are to be deposited at the office of the Registrar.

FORM 20

COMPANIES ACT OF 1994

[Sections 236 and 237.]

Articles of Re-organisation/Arrangement

1. Name of Company Company No.:
.....
2. In accordance with the order of re-organisation/arrangement, the Articles of Incorporation are amended as follows:
.....

<i>Date</i>	<i>Address</i>	<i>Signature</i>

Instructions

Format:

Documents required to be sent to the Registrar pursuant to the Act shall conform to regulations 15 to 18 of the regulations under the Act.

General:

- (a) This document shall set out the amendments to the Articles in accordance with the court order pursuant to section 236 or 237 as the case may be.
- (b) The amendments shall relate to the corresponding provisions of the Articles being amended, for example sections, subsections, clauses, etc.

Signature:

A director or officer authorised by the Company or the court shall sign the Articles.

Other Documents:

The Articles shall be accompanied by:

- (a) a copy of the court order; and
- (b) notice of change of Address of Registered Officer (Form 4) or Notice of Change of Directors (Form 9) if there is a change in registered office or a change of directors.

Completed documents, in duplicate, and the prescribed fee are to be deposited at the office of the Registrar.

FORM 21

COMPANIES ACT OF 1994

[Section 344.]

External Company

Application for Registration

1. Name of Company:			Company No.:			
2. Address of Registered or Head Office:						
3. Address of Principle Office:						
4. Corporate Structure—						
(a) Jurisdiction in which incorporated:						
(b) Date and manner of incorporation:						
(c) Period fixed for duration of company:						
(d) Extent to which liability of shareholders limited:						
5. Share Capital			Purchased by Company		Redeemed by Company	
<i>Class of Shares</i>	<i>Number issued and outstanding</i>	<i>Amount of stated capital</i>	<i>In last financial period</i>	<i>Cumulative Total</i>	<i>In last financial period</i>	<i>Cumulative Total</i>
6. Main types of business carried on and the date on which Company intends to commence any of its operations in						
.....						
7. The Directors of the Company are:						
Full Name		Address		Occupation		
.....						
.....						
8. Documents attached are—						
(a) Varied copy of corporate instruments defining constitution of Company;						
(b) Power of Attorney in accordance with section 346;						
(c) Statutory declaration by Directors;						
(d) Statutory declaration by attorney-at-law.						
<i>Date</i>		<i>Signature</i>			<i>Title</i>	

Instructions

Item 1:

Set out full legal name of company.

Items 2 and 3:

Set out address in full, such as street, number and if multi-office building, room number and postal code.

Item 4:

Give date, jurisdiction and manner of incorporation and particulars of its corporate instruments, including the period, if any, fixed by its corporate instruments for its duration.

Item 5:

State the particulars required by section 344(1)(j) of the Act.

Item 6:

State the main actual business or businesses of the company, and the date on which the company intends to commence any of its operations in the State.

Item 7:

With respect to each director, set out first given name, initial and family name and full residential address. Also specify occupation.

Item 8:

Verified copy of each of its corporate instruments with up-to-date amendments must be obtained from an appropriate official of jurisdiction where the company is incorporated or deemed to be incorporated. A notarially certified copy will be accepted.

There shall also accompany the statement the statutory declarations required by section 344(2)(a) of the Act one of which shall include a declaration that the Company is a validly existing company.

Signature:

A director or authorised officer of the company or an attorney-at-law shall sign the application.

Completed instruments, in duplicate and prescribed fee are to be deposited at the office of the Registrar.

FORM 23

COMPANIES ACT OF 1994

[Section 346.]

Power of Attorney

Know all men by these present that:

.....

Name and address of external company:
(hereinafter called the "Company")

.....

hereby appoints:

.....

Name and address of attorney:

.....

Its true and lawful attorney, to act as such, and as such to sue and be sued, plead and be impleaded in any court in and generally on behalf of the company within to accept service of process and to receive all lawful notices and, for the purposes of the Company to do all the acts and to execute all deeds and other instruments relating to the matters within the scope of this power of attorney. It is hereby declared that service of process in respect of suits and proceedings by or against the Company and of lawful notices on the attorney will be binding on the Company for all purposes. Where more than one person is hereby appointed attorney, any one of them, without the others, may act as true and lawful attorney of the Company.

This appointment revokes all previous appointments in so far as such appointments relates to the scope of the powers prescribed by this power.

<i>Date</i>	<i>Address</i>	<i>Signature</i>

Consent to Act as Attorney

I, ,
(name of attorney)

of
(business address)

hereby consent to act as attorney for
pursuant to the Power of Attorney dated the filed herewith.

Dated this day of , 20

WITNESS: Signature
Signature of Attorney

Address:
.....
.....
.....

Occupation:

Instructions

- (a) Set out full legal name and foreign address of company.
- (b) Set out first given name, initial and family name of attorney.
- (c) Set out the business address of the attorney in full.
- (d) A company may appoint several persons as its attorney. The appointment of a law firm or any other firm as an attorney will not be accepted.
- (e) The filing of power of attorney revokes all previous appointments.
- (f) Where more than one attorney is appointed, consent of each attorney is required. In the event, write in the space provided for consent to act as attorney.

“The annexed Schedule 1 is incorporated in this form”, and annex as the First Schedule Consent to act as Attorney amended to provide for the number of attorneys appointed. Completed form, in duplicate, is to be deposited at the office of the Registrar.

FORM 24

COMPANIES ACT OF 1994
 [Section 356. Form 24 substituted by SRO 18 of 2009.]

External Company

Annual Return

1. Name of Company: Return for year ending:
 Address of Registered or Head Office: Company No.:
 Address of principal office, if any, in Saint Vincent and the Grenadines Date of Registration:
2. List any changes in corporate structure:
3. Share Capital:

<i>Class of Shares</i>	<i>Number issued and out-standing</i>	<i>Amount of stated capital</i>	<i>Purchased by Company</i>		<i>Redeemed by Company</i>	
			<i>In last financial period</i>	<i>Cumulative Total</i>	<i>In last financial period</i>	<i>Cumulative Total</i>

4. Main types of business carried on:

5. Name and address of attorney or attorneys appointed under section 346:

6. The Director(s) of the Company:

<i>Full Name</i>	<i>Address</i>	<i>Occupation</i>

7. Has the Company acquired a legal or equitable interest in land? Yes No

<i>Date</i>	<i>Signature</i>	<i>Title</i>

Official use only

FORM 24A

COMPANIES ACT OF 1994

[Section 356.]

External Company Annual Return Share Capital Schedule

of for the period ending December

<i>Names and Addresses of Past and Present Shareholders¹</i>		<i>Account of Shares</i>						
<i>Name</i>	<i>Residential Address</i>	<i>²Particulars of shares held or transferred since the date of the last return or in the case of the first return, since the incorporation of the Company by persons who are still members</i>			<i>³Particulars of shares transferred since the date of the last return or in the case of the first return, since the incorporation of the Company by persons who have ceased to be members</i>			<i>Remarks</i>
		<i>Class</i>	<i>Number issued⁴</i>	<i>Date of issued or registration of transfer</i>	<i>Class</i>	<i>Number</i>	<i>Date of registration of transfer</i>	
Column Total								

.....
Signed by: *Date*

1. State first name, middle initial(s), last name and residential address of each shareholder.
 2. Where any shares have been converted into stock the amount of stock held by each member is to be shown.
 3. The date of registration of each transfer should be given as well as the number of shares transferred on each date. Particulars should be placed opposite the name of the Transferor. The name of the Transferee may be inserted in the Remarks column immediately opposite the particulars of each transfer.
 4. The aggregate number of shares held (and not the distinctive numbers) must be stated and the column totalled to agree with the number stated to have been taken up in the item 3 Summary.
-

FORM 25

COMPANIES ACT OF 1994

[Section 511(5).]

Application to Restore Name to the Register

1. Name of Company Company No.:
2. Date company struck off register:
3. Full address of registered office if incorporated under the laws of Saint Vincent and the Grenadines:
4. Full address of registered or principal office if incorporated other than under the laws of Saint Vincent and the Grenadines:
5. The Directors of the company are:
- | Full Name | Address | Occupation |
|-----------|---------|------------|
| | | |
| | | |
| | | |

<i>Date</i>	<i>Address</i>	<i>Signature</i>

FORM 26

COMPANIES ACT OF 1994

Request for Name Search and Name Reservation

1. Name, address and telephone number of person making request:

.....
.....

2. Proposed name or names in order of preference:

(a)

(b)

(c)

3. Main types of business the company carries on or proposes to carry on:

(a)

(b)

(c)

4. Derivation of Name:

.....

5. First available me to be reserved: Yes No

.....

6. Name is for:

.....

7. If for a change of name, state present name of company:

.....

8. If for an amalgamation, state names of amalgamating companies:

.....

Instructions

General:

This form is for use in reserving a name or in checking availability of name. One copy of the form will be returned to sender indicating result of search and should, if name is available, be attached to articles when submitted. The form need not be attached to articles if the name has been reserved.

An indication that a name is available at this time is not to be construed as an undertaking that the name will be available if and when the articles are submitted.

Item 1:

Set out name, address and telephone number of person making request.

Item 2:

Set out proposed name or names in order of preference. If more than three names are required to be searched (of which only one will be reserved), one or more additional request shall be sent to the Registrar and fee shall be paid in respect of each name to be reserved.

Item 3:

State the main types of business to be carried on.

Item 4:

If a name does not contain a distinctive word or does not describe the business to be carried on, the onus is on the person requesting the name to provide any information that may assist in deciding the suitability of the name. If a name consists of a coined word or initials, set out derivation.

Item 5:

No fee is payable for name search. A fee is payable for each name reserved.

Item 6:

Set out whether the name is for incorporation; registration of an external company stating jurisdiction of incorporation; change of name; amalgamation, etc.

Completed documents, in duplicate, and the prescribed fee (for reservation) are to be deposited at the office of the Registrar.

FORM 27

COMPANIES ACT OF 1994

Application for Exemption

1. Name of Company: Company No.:
2. Type of application for exemption:
..... Proxy solicitation – section 144
..... Financial disclosure – section 150
..... Affiliation exemption – section 154(3)
3. Name and address of applicant:
.....
4. Capacity of applicant:
.....
5. Application for exemption is made for the following reasons:
.....

<i>Date</i>	<i>Address</i>	<i>Signature</i>

Instructions

Item 1:

Set out full legal name of company and company number.

Item 2:

Check the appropriate box to indicate the provision of the Act to which the requested exemption relates.

Item 3:

Set out the full name (first name, initial and family name if an individual) and address.

Item 4:

State the capacity in which the applicant acts, a director, authorised officer or attorney-at-law of a company, or an attorney-at-law or agent of an applicant.

Item 5:

State clearly the legal, economic or other reasons why the exemption should be granted.

Signature:

The applicant or his authorised agent shall sign the application. If the applicant is a company, a director or authorised agent of the company shall sign the application.

Completed documents in duplicate and the prescribed fee are to be deposited at the office of the Registrar.

COMPANIES ACT OF 1994

[Section 194.]

Local Company Annual Return

The Annual Return is a summary of information about a company including its business activities, the name and address of its secretary, its share capital, interest in real property and corporate affiliation. It is required to be filed by companies having share capital not later than 1st April in each year after incorporation or continuance under the Act. Late filing or failure to file the annual return is an offence for which a company is liable on summary conviction to a fine of two thousand dollars.

Instructions

General:

Yes or No responses are to be indicated by placing a tick in the applicable box.

Item 1:

Set out the full name of the company followed by the street address of its registration office.

Item 2:

State the company number.

Item 3:

Insert the year of the reporting period.

Item 4:

Briefly list the main type(s) of business activity carried on by the com, any during the reporting period.

Item 5:

Indicate whether any changes have occurred in the directorship of the company during the reporting period and whether Notice of Change of Directors in the prescribed form was filed pursuant to section 77 of the Act.

Item 6:

Indicate whether a change has occurred in the location of the registered office of the company and Notice of Change of Address of Registered Office in the prescribed form was filed pursuant to section 176 of the Act.

Item 7:

State the first name, middle initial(s), last name and residential address of the Company Secretary.

Item 8:

In the event that the corporate records and registers required to be kept under sections 177 and 179 are not kept at the registered office of the company, indicate where they are kept and by whom.

Item 9:

Indicate whether the company is a public company, whether the gross revenue of the company as shown in the most recent financial statements exceeds four million dollars and whether assets of the company as shown in the most recent financial statements exceed two million dollars and in the event of an affirmative answer to either a., b or c of this item, whether financial statements have been filed with the Registrar in accordance with section 154 of the Act. Note that section 154 requires that a copy of

2. Where any shares have been converted into stock the amount of stock held by each member is to be shown.
 3. The date of registration of each transfer should be given as well as the number of shares transferred on each date. Particulars should be placed opposite the name of the Transferor. The name of the Transferee may be inserted in the Remarks column immediately opposite the particulars of each transfer.
 4. The aggregate number of shares held (and not the distinctive numbers) must be stated and the column totalled to agree with the number stated to have been taken up in the item 10 Summary.
-

FORM 29

COMPANIES ACT OF 1994

[Section 178(4)(b) and (c). Form 29 inserted by SRO 36 of 2003.]

Notice of Appointment of Secretary/Assistant Secretary and Notice of Change of Secretary/Assistant Secretary

1. Name of Company: 2. Company No.:

3. Notice is given that on the day of, the following person(s)/company(ies) was/were appointed Secretary and/or Assistant Secretary:

<i>Name</i>	<i>Address</i>	<i>Occupation</i>	<i>Title</i>

4. Notice is given on that on the day of, the following person(s) ceased to hold office as Secretary and/or Assistant Secretary:

<i>Name</i>	<i>Address</i>

5. The Secretary and/or Assistant Secretary of the Company as of this date are:

<i>Name</i>	<i>Address</i>	<i>Occupation</i>	<i>Title</i>

<i>Date</i>	<i>Address</i>	<i>Signature</i>

Below this line for Registry use only

Instructions

Format:

Documents required to be sent to the Registrar pursuant to the Act shall conform to regulations 15 to 18 of the Regulations under the Act.

Items 1 and 2:

Set out the full name of the company and state the company number.

Item 3 and 4:

- (a) Set out the date of appointment or change.
- (b) In the case of an individual acting as Secretary/Assistant Secretary—
 - (i) set out the first given name, middle initial(s) and family name,
 - (ii) state full residential address, and
 - (iii) specify occupation, for example manager, farmer, geologist,
 - (iv) state the capacity of the individual, whether Secretary or Assistant Secretary.
- (c) In the case of a company acting as Secretary/Assistant Secretary:
 - (i) set out the registered name,
 - (ii) state the registered office address,
 - (iii) specify occupation, e.g. firm of accountants,
 - (iv) state the capacity of the company, whether Secretary or Assistant Secretary.

Item 5:

Set out particulars as for items 3 and 4 above.

Signature:

A director or authorised officer of the company shall sign a notice.

Completed documents, in duplicate, to be deposited at the office of the Registrar.

FORM 30

COMPANIES ACT OF 1994

[Section 369E. Form 30 inserted by SRO 19 of 2005.]

Articles of Re-incorporation

1. Name of Company: Company No.:
2. The classes and any maximum number of shares that the company is authorised to issue:
.....
3. Restrictions, if any, on share transfers:
.....
4. Number (or minimum and maximum number) of directors:
.....
5. Restrictions, if any, on business the company may carry on:
.....
6. If change of name effected, previous name:
.....
7. Details of statutory incorporation:
.....
8. Other provisions, if any:
.....

<i>Date</i>	<i>Address</i>	<i>Signature</i>

Instructions

Format:

Documents required to be sent to the Registrar pursuant to the Act shall conform with regulations 15 to 18 of the Regulations under the Act. Where any provisions required to be set out is too long to be set out in the space provided in the form, the form may incorporate the provisions by annexing a schedule in the manner described in regulation 18 of the Regulations.

Item 1:

Set out the full legal name of the company.

Item 2:

Set out the details required by section 5(1)(b) of the Act. All shares must be without nominal or par value and must comply with Division C of Part 1 of the Act.

Item 3:

If restrictions are to be placed on the right to transfer shares of the company, set out a statement to this effect and the nature of such restrictions.

Item 4:

State the number of directors. If cumulative voting is permitted, the number of directors must be invariable, otherwise it is permissible to specify a minimum and maximum number of directors.

Item 5:

If restrictions are to be placed on the business the company may carry on, set out the restrictions.

Item 6:

For example, the title of Act by which the company was incorporated.

Item 7:

Any provision that is to form part of the Articles may be set out if the provision is permitted by the Act or Regulations to be set out in the by-laws of the company or in a unanimous shareholder agreement, including any pre-emptive rights or cumulative voting provisions.

Other documents:

The Articles must be accompanied by Notice of Registered Office (Form 4) and Notice of Directors (Form 9).

Completed documents, in duplicate, and the prescribed fees are to be deposited at the office of the Registrar.