



ANGUILLA

REVISED REGULATIONS OF ANGUILLA

under

COMPANIES ACT

R.S.A. c. C65

Showing the Law as at 15 December 2006

This Edition was prepared under the authority of the Revised Statutes and Regulations Act, R.S.A. c. R55 by the Attorney General as Law Revision Commissioner.

Regulation	Citation	Page
COMPANIES REGULATIONS	R.R.A. C65-1 <i>(15/12/2000)</i>	3
MODEL GENERAL BY-LAWS REGULATIONS <i>Consolidates Act 16/2006, in force 31 October 2006</i>	R.R.A. C65-2 <i>(15/12/2006)</i>	45

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Revised Regulations of Anguilla: C65-1

COMPANIES ACT (R.S.A. c. C65)

COMPANIES REGULATIONS

Note: These Regulations are enabled under section 268 of the Companies Act, R.S.A. c. C65.

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PART 1

INTERPRETATION

Definitions

1. In these Regulations—

“Act” means the Companies Act;

“EC\$” means the currency of the Eastern Caribbean Currency Authority.

PART 2

COMPANY NAMES, FORMS AND FEES

Words in company names requiring approval

2. The words and expressions set out in Schedule 1 are prescribed as words and expressions that require the approval of the Registrar before they can be used in the name of a company.

Forms

3. The forms set out in Schedule 2 are prescribed for use in the matters to which they relate.

Fees

4. (1) Subject to these Regulations, the fees payable under the Act—

- (a) for an non-electronic filing or service listed in Schedule 3 is the fee set out opposite the filing or service—
 - (i) in Column 1 of the Schedule in the case of a person, other than a licensee under the Companies Management Act or under the Trust Companies and Offshore Banking Act, and
 - (ii) in Column 2 of the Schedule in the case of a licensee under the Companies Management Act or under the Trust Companies and Offshore Banking Act; and
- (b) for an electronic filing or service is the fee set out opposite the filing or service in Column 3 of the Schedule.

(2) A fee paid in respect of an application for exemption that is withdrawn or abandoned is not refundable.

PART 3

TRANSFER OF SHARES

Transfer of shares

5. (1) The shares or debentures of a company may be transferred by a written instrument of transfer signed by the transferor and naming the transferee.

(2) An instrument of transfer that is prescribed in the by-laws of a company must be used to transfer the shares or debentures of the company.

(3) Subject to subsection (2) and to any enactment, no particular form of words are necessary to transfer shares or debentures, if words are used that show with reasonable certainty that the person signing the transfer intends to vest the title to the shares or debentures in the transferee.

(4) Subject to subsection (5) and to any enactment, the beneficial ownership of the shares or debentures of a company passes to a transferee—

- (a) on the delivery to him of the instrument of transfer signed by the transferor and of the transferor's share certificate or debenture, as the case may be; or
- (b) on the delivery to him of an instrument of transfer signed by the transferor that has been certified by or on behalf of the company, or by or on behalf of a stock or securities exchange in Anguilla.

(5) If the transferor concerned is not registered with the company in respect of the shares or the debentures, subsection (4) has effect as if references to the transfer signed by the transferor included a reference to transfers signed by the person so registered and all holders of the shares or debentures intermediate between the person so registered and the transferor.

(6) Notwithstanding subsection (4) or (5), a company, and, in the case of debentures, the trustee of the covering trust deed, is not bound or entitled to treat the transferee of shares or debentures as the owner of them until the transfer to him has been registered or until the Court orders the registration of the transfer to him, and, until the transfer is presented to the company for registration, the company is not to be treated as having notice of the transferee's interest therein or of the fact that the transfer has been made.

(7) This subsection applies notwithstanding anything contained in the articles or by-laws of a company, and notwithstanding anything contained in any trust deed or debenture or any contract or instrument.

Right to transfer

6. (1) No restriction or condition in a trust deed covering a debenture of a company, or in the debenture, limits the right of any person to transfer the debenture held by him.

(2) A transfer of the shares or debentures of a shareholder or debenture holder of a company made by—

- (a) his personal representative;
- (b) a trustee in bankruptcy;
- (c) a receiver appointed by or for the benefit of debenture holders;
- (d) a receiver or other person appointed by the Court to administer the estate of a person of unsound mind;
- (e) the guardian of a minor; or
- (f) a person appointed by the court to execute the transfer;

is, although the person executing the transfer is not himself registered with the company as the holder of the shares or debentures, as the case may be, as valid as if he had been so registered at the time of the execution of the instrument of transfer.

(3) This section applies in respect of a company notwithstanding anything contained in the articles or by-laws of the company or in any trust deed or debentures or any contract or instrument relating to the shares or debentures of the company.

Certification of transfer

7. (1) A company must issue a certification of the transfer of a share or debenture on the presentation to the company of a transfer that is signed by the holder of the share or debenture and accompanied by delivery to the company of the share or debenture.

(2) A certification consists of a statement signed on behalf of the company and written or endorsed on the transfer to the effect that the share certificate or debenture, as the case may be, has been delivered to or lodged with, the company.

(3) The certification by a company of any transfer of a share or debenture of the company is a representation by the company to any person acting on the faith of the certification that there have been produced to the company such documents as on their face show a *prima facie* title to the share or debenture in the transferor named in the transfer but is not a representation that the transferor has any title to the share or debenture.

(4) Where any person acts on the faith of a false certification by a company made fraudulently or negligently, the company is liable to compensate him for any loss he incurs in consequence of his so acting.

(5) A company that has issued a certification of a transfer of a share or debenture of the company is liable to compensate any person for loss that he incurs in consequence of the company subsequently releasing, otherwise than on surrender of the certification of the transfer of the share or debenture, possession of the share certificate or debenture in respect of which the certification was issued.

(6) For the purposes of this section—

(a) the certification of a transfer is deemed to be made by a company if—

(i) the person issuing the certification is a person authorised to issue certifications of transfers on the company's behalf, and

(ii) the certification is signed by a person authorised to issue certifications of transfers on the company's behalf, or by any other officer or employees, either of the company or of a body corporate so authorised; and

(b) a certification is deemed to be signed by a person if it purports to be authenticated by his signature or initials, whether handwritten or not, unless the signature or initials were placed on the certification neither by that person nor any person authorised to use the signature or initials for the purpose of issuing certifications of transfers on the company's behalf.

Completion of share certificate or debenture

8. (1) A company must, within 5 weeks after the allotment of any of its shares or debentures, and within 2 months after the date on which a transfer of any of its shares or debentures is presented to the company for registration, complete and have ready for delivery to the allottee or transferee a proper certificate or debenture for any share or debenture allotted or transferred to him.

(2) When a company on which a notice is served requiring the company to make good any default in complying with subsection (1) fails to make good the default within 7 days after the service of the notice, the Court may, on the application of the person entitled to have a certificate or debenture delivered to him, make an order directing the company and any officer of the company to make good the default within such time as may be specified in the order, and the order may provide that all costs incidental to the application be borne by the company and any officer of the company responsible for the default.

(3) For the purposes of this section, “transfer” means a transfer in proper form duly signed by the transferor and otherwise valid, and does not include a transfer that the company is for any reason entitled to refuse to register and does not register.

Registration of transfer

9. (1) Notwithstanding anything in the articles or by-laws of a company or in any debenture, trust deed or other contract or instrument, the company shall not register a transfer of any share or debenture of the company unless a transfer in proper form and duly signed by the transferor has been delivered to the company, but nothing in this section affects any duty of the company to register as a shareholder or debenture holder of the company any person to whom the ownership of any share or debenture of the company has been transmitted by operation of law.

(2) On the application of the transferor of any share or debenture of a company, the company must enter in its register of shareholders or debenture holders, as the case may be, the name of the transferee in the same manner and subject to the same conditions as if the application for the entry had been made by the transferee.

(3) Notwithstanding anything in the articles or by-laws of a company or in any debenture, trust deed or other contract or instrument, a company must register the trustee in bankruptcy or the personal representative of a shareholder or debenture holder as a shareholder in respect of the shares, or as holder of the debentures of the bankrupt or the deceased person, as the case may be, in its register of shareholders or debenture holders, as the case may be, within 7 days after he produces to the company satisfactory evidence of his title and requests it to register him as a shareholder or debenture holder.

Certificate to be proof of transfer

10. (1) A certificate issued by a company and signed on its behalf stating that any shares or debentures of the company are held by any person is *prima facie* proof of the title of that person to the shares or debentures.

(2) The registration of a person as a shareholder or debenture holder of a company, or the issue of a share certificate or debenture, constitutes a representation by the company that the person so registered, or the person named in the share certificate or debenture as entitled to the shares or debentures mentioned therein, is entitled to the shares or debentures mentioned in the register or in the share certificate or debenture, and the company may not deny the truth of that representation as against a person who believes it to be true and contracts to acquire the shares or debentures or any interest therein in good faith and for money or money's worth.

(3) It is no defence for a company to show for the purposes of subsection (2) that a registration or the issue of a share certificate or other document was procured by fraud or by the presentation to it of a forged document.

(4) Subsections (2) and (3) do not apply in respect of certificates issued by a former-Act company before 1st January, 1995.

Prohibitions regarding designation of shares

11. (1) A share must not be designated as a common share if—

(a) it is a redeemable share; or

(b) it does not participate in the remaining property of the company upon a dissolution.

(2) A share must not be designated as a preference share unless it has at least one preference over shares of another class.

PART 4

PROXIES AND CIRCULARS

Interpretation

12. In this Part—

“form of proxy” means a written or printed form that, upon completion and signature by or on behalf of a shareholder, becomes a proxy;

“proxy” means a completed and signed form of proxy by means of which a shareholder appoints a proxy holder to attend and act on his behalf at a meeting of shareholders;

“registrant” means a broker or dealer required to be registered to trade or deal in shares or debentures under the law of any jurisdiction;

“solicitation” includes—

- (a) a request for a proxy, whether or not accompanied with or included in a form of proxy;
- (b) a request to execute or not to execute a form of proxy or to revoke a proxy;
- (c) the sending of a form of proxy or other communication to a shareholder under circumstances reasonably calculated to result in the procurement, withholding or revocation of a proxy; and
- (d) the sending of a form of proxy to a shareholder under section 16;

but does not include—

- (e) the sending of a form of proxy in response to an unsolicited request made by or on behalf of a shareholder;
- (f) the performance of administrative acts or professional services on behalf of a person soliciting a proxy;
- (g) the sending by a registrant of the documents referred to in section 21; or
- (h) a solicitation by a person in respect of shares of which he is the beneficial owner;

and “solicit” has a similar meaning;

“solicitation by or on behalf of the management of a company” means a solicitation by any person pursuant to a resolution or instruction of, or with the acquiescence of, the directors or a committee of directors of the company concerned.

Appointment of proxy holder

13. (1) A shareholder who is entitled to vote at a meeting of shareholders may by means of a proxy appoint a proxy holder, or one or more alternate proxy holders, none of whom need be shareholders, to attend and act at the meeting in the manner and to the extent authorised by the proxy and with the authority conferred by the proxy.

(2) A proxy must be executed in writing by the shareholder or his attorney authorised in writing.

(3) A proxy is valid only at the meeting in respect of which it is given or any adjournment of that meeting.

Revocation of proxy

14. A shareholder of a company may revoke a proxy—

- (a) by depositing an instrument in writing executed by him or by his attorney authorised in writing—
 - (i) at the registered office of the company at any time, up to and including the last business day preceding the day of the meeting, or any adjournment of that meeting, at which the proxy is to be used, or
 - (ii) with the chairman of the meeting on the day of the meeting or any adjournment of that meeting; or
- (b) in any other manner permitted by law.

Time to deposit proxy

15. (1) The directors of a company may specify in a notice calling a meeting of the shareholders of the company a time not exceeding 48 hours preceding the meeting or an adjournment of the meeting before which time proxies to be used at the meeting must be deposited with the company or its agent.

(2) In the calculation of time for the purposes of subsection (1), Saturdays and holidays are to be excluded.

Need to send form of proxy

16. (1) Subject to subsection (2), the management of a company must, concurrently with the giving of notice of a meeting of shareholders, send a form of proxy in the approved form to each shareholder who is entitled to receive notice of the meeting.

(2) Where a company has fewer than 15 shareholders, 2 or more joint shareholders being counted as one, the management of the company need not send a form of proxy under subsection (1).

Proxy not to be solicited

17. A person shall not solicit proxies unless there is sent to the auditor of the company, to each shareholder whose proxy is solicited and to the company if the solicitation is not by or on behalf of the management of the company—

- (a) a management proxy circular in the approved form as an appendix to, or as a separate document accompanying the notice of the meeting, when the solicitation is by or on behalf of the management of the company; or
- (b) a dissident's proxy solicitation, in the approved form stating the purposes of the solicitation, when the solicitation is not by or on behalf of the management of the company.

Copy of proxy circular to be sent to Registrar

18. A person required to send a management proxy circular or dissident's proxy circular must concurrently send a copy thereof to the Registrar, together with a copy of the notice of the meeting, form of proxy and any other documents for use in connection with the meeting.

Exemption from sections 16 and 17

19. Upon the application of an interested person, the Registrar may, on such terms as he thinks fit, exempt that person from sections 16 and 17, and the exemption may be given retroactive effect by the Registrar.

Duties and rights of proxy holder

20. (1) A person who solicits a proxy and is appointed proxy holder must—

- (a) attend in person, or cause an alternate proxy holder to attend, the meeting in respect of which the proxy is given; and
- (b) comply with the directions of the shareholder who appointed him.

(2) A proxy holder or an alternate proxy holder has the same rights as the shareholder who appointed him—

- (a) to speak at the meeting of shareholders in respect of any matter;
- (b) to vote by way of ballot at the meeting; and
- (c) except when a proxy holder or an alternate proxy holder has conflicting instructions from more than one shareholder, to vote at the meeting in respect of any matter by way of any show of hands.

Voting shares not beneficially owned

21. (1) A share of a company that is registered in the name of a registrant or his nominee and not beneficially owned by the registrant may not be voted unless the registrant forthwith after receipt of it sends to the beneficial owner—

- (a) a copy of the notice of the meeting, financial statements, management proxy circular, dissident's proxy circular and any other documents sent to shareholders by or on behalf of any person for use in connection with the meeting, other than the form of proxy; and
- (b) except where the registrant has received written voting instructions from the beneficial owner, a written request for voting instructions.

(2) A registrant may not vote or appoint a proxy holder to vote shares registered in his name or in the name of his nominee that he does not beneficially own unless he receives voting instructions from the beneficial owner of the shares.

(3) A person by or on behalf of whom a solicitation is made must, at the request of a registrant, forthwith furnish to the registrant at that person's expense the necessary number of copies of the documents referred to in paragraph (1)(a).

(4) A registrant must vote or appoint a proxy holder to vote any shares referred to in subsection (1) in accordance with any written voting instructions received from the beneficial owner.

(5) If requested by a beneficial owner of shares of a company, the registrant of those shares must appoint the beneficial owner or a nominee of the beneficial owner as proxy holder for those shares.

(6) The failure of a registrant to comply with this section does not render void any meeting of shareholders or any action taken at the meeting.

Exception to section 21

22. Nothing in section 21 gives a registrant the right to vote shares that he is otherwise prohibited from voting.

Remedial powers of Court

23. (1) If a form of proxy, management proxy circular or dissident's proxy circular—

- (a) contains an untrue statement of a material fact; or
- (b) omits to state a material fact required in it or necessary to make a statement contained in it not misleading in the light of the circumstances in which it was made;

an interested person or the Registrar may apply to the Court.

(2) On an application under this section, the Court may make any order it thinks fit, including any or all of the following orders—

- (a) an order restraining the solicitation or the holding of the meeting or restraining any person from implementing or acting upon any resolution passed at the meeting to which the form of proxy, management proxy circular or dissident's proxy circular relates;
- (b) an order requiring correction of any form of proxy or proxy circular and a further solicitation; or
- (c) an order adjourning the meeting.

(3) An applicant under this section other than the Registrar must give the Registrar notice of the application, and the Registrar may appear and be heard in person or by an attorney-at-law.

Proxy not to confer certain authority

24. A form of proxy must not confer authority to vote in respect of the appointment of an auditor or the election of a director unless a *bona fide* proposed nominee for the appointment or election is named in the form of proxy, management proxy circular or dissident's proxy circular.

Statement to accompany proxy

25. A management proxy circular that is sent to the Registrar must be accompanied by a statement signed by a director or officer that a copy of the circular has been sent to each director, each shareholder entitled to notice of the meeting to which the circular relates, and to the auditor of the company.

PART 5

FINANCIAL DISCLOSURE

Preparation of financial statement

26. The financial statement referred to in section 128 of the Act and the auditor's report referred to in section 145 of the Act must, except as otherwise provided by this Part, be prepared in accordance with standards approved by any one of the institutes of Chartered Accountants or Certified Accountants in England and Wales, Ireland or Scotland, the Canadian Institute of Chartered Accountants or American Institute of Certified Public Accountants or other approved accounting association.

Contents of financial statement

27. (1) The financial statements referred to in section 128 of the Act must contain at least—
- (a) a balance sheet;
 - (b) a statement of retained earnings;
 - (c) a statement of income; and
 - (d) a statement of changes in financial position.
- (2) Financial statements need not be designated by the names set out in paragraphs (1)(a) to (d).

PART 6

EXEMPTIONS

Interpretation

28. In this Part, “disclosing company” means a company referred to in section 129 of the Act.

Application of Part

29. This Part applies to an application for exemption under section 129 or section 133(2) of the Act.

Form of application for exemption

30. An application for an exemption must be made to the Registrar in the approved form.

Time limit

31. (1) An application for exemption under section 129 or section 133(2) of the Act must be made at least 60 days before the documents in respect of which the exemption requested are to be sent to the Registrar.
- (2) Notwithstanding subsection (1), the Registrar may, on such reasonable conditions as he thinks fit, extend the time for making an application for an exemption.

Registrar to grant or refuse exemption

32. The Registrar must, within 30 days after receipt of an application for an exemption, grant the exemption requested or send to the applicant written notice of his refusal together with reasons for it.

Registrar may request further information

33. The Registrar may request that an applicant for an exemption furnish him with further information or that any other person furnish him with information in writing that is relevant to the application.

Registrar to furnish applicant with information from others

34. The Registrar must furnish the applicant for an exemption with a copy of any information received from any other person under section 33 and must allow the applicant a reasonable opportunity to respond in writing.

Dealing with application where information not provided

35. Where an applicant for an exemption or a person from whom the Registrar has requested information under section 33 does not provide the information within a time specified by the Registrar, the Registrar may deal with the application without regard to the information.

Interpretation of detrimental disclosure under section 129 of Act

36. In addition to any other reason, disclosure of information may be detrimental to a disclosing company within the meaning of section 129 of the Act where the disclosing company would be at a disadvantage—

- (a) in its dealings with suppliers, customers or others; or
- (b) because it deals in only one line of products or services, and—
 - (i) its competitors are not required to make similar disclosure, or
 - (ii) its competitors deal in several lines of products or services and disclose information in a form that prevents identification of financial information in respect of any particular product or service.

Exemption from section 133(2) of Act

37. (1) The Registrar may, on such reasonable conditions as he thinks fit, exempt a disclosing company from the application of section 133(2) of the Act if—

- (a) the disclosing company is a subsidiary of a holding body corporate incorporated—
 - (i) under the laws of Anguilla, or
 - (ii) outside Anguilla and the business of the disclosing company is not economically significant in Anguilla having regard to its products or services or its share of any market;
- (b) it sends to the Registrar for public disclosure a summary of its financial statements that are the subject of the application showing the amounts set out therein with respect to—
 - (i) current assets,
 - (ii) fixed assets,
 - (iii) other assets,
 - (iv) total assets,
 - (v) current liabilities,
 - (vi) long term liabilities,
 - (vii) total liabilities,
 - (viii) shareholders' equity,
 - (ix) investments in affiliated bodies corporate,
 - (x) loans and advances from affiliated bodies corporate, and

- (xi) percentage of change of gross revenue from the immediately preceding financial period; and
- (c) it sends to the Registrar for public disclosure consolidated financial statements for all of its affiliates that carry on business in Anguilla.

(2) The Registrar may, on such reasonable conditions as he thinks fit, exempt a disclosing company from the application of section 133(2) of the Act when the company is affiliated with another body corporate by reason only that some or all of its shares are held by another person—

- (a) in trust; or
- (b) subject to an agreement or arrangement under which, upon the fulfillment of a condition or the happening of an event that it is reasonable to expect will be fulfilled or will happen, the affiliation with the other body corporate will terminate.

(3) The Registrar may, on such conditions as he thinks fit, exempt a disclosing company from the application of section 133(2) of the Act where the company (hereinafter referred to as the “controlled company”) would be affiliated with another body corporate by reason of being controlled by the other body corporate or by reason of both bodies corporate being controlled by the same person (which body corporate or person so controlling the controlled company is hereinafter referred to as the “controller”) and—

- (a) the controlled company is a party to an agreement or arrangement under which, upon the fulfillment of a condition or the happening of an event that it is reasonable to expect will be fulfilled or will happen, the controlled company will—
 - (i) cease to be controlled by the controller, and
 - (ii) become controlled by a person with whom the controller deals at arm’s length; and
- (b) the principal reason for the control of the controlled company by the controller is to secure the interest of the controller in respect of—
 - (i) any loan made by the controller, the whole or any part of which is outstanding, or
 - (ii) any shares issued by the controlled company that are held by the controller and that are, under the agreement or arrangement, to be redeemed by the controlled company or purchased by a person referred to in subparagraph (a)(ii).

PART 7

PREFERENTIAL PAYMENTS

Preferential payments

38. (1) Subject to this section and to any specific enactment, in the liquidation of a company there shall be paid in priority to all other debts (whether or not judgment has been obtained in respect thereof)—

- (a) all duties of every description due from the company at the date of the receiving order; and
- (b) all contributions payable pursuant to any legislation relating to social security payments.

(2) Subject to this section, the following debts shall be paid after the debts specified in subsection (1) and in priority to all other debts (whether or not judgment has been obtained in respect thereof)—

- (a) wages or salary of any employee in respect of services rendered to the company during 4 months before the date of the receiving order; and
- (b) wages of any employee, whether payable for time or piece work, in respect of services rendered to the company during 4 months before that date.

(3) The debts specified in subsection (1) and (2) shall, so far as the assets of the company available for payment of general creditors are insufficient to meet them—

- (a) have priority over the claims of holders of debentures under any floating but not a fixed charge created by the company; and
- (b) be paid accordingly out of any property comprised in or subject to that charge.

(4) The debts specified in subsection (1) shall rank equally among themselves and be paid in full unless the assets are insufficient to meet them in which case they shall abate in equal proportions, and the debts specified in subsection (2) shall rank among themselves, be paid and abate in like manner as specified in this subsection.

(5) Subject to the retention of such amounts as may be necessary for the costs and expenses of the liquidation, the debts specified in this section shall be discharged forthwith, so far as the assets are sufficient to meet them, in the order of priority given by this section.

(6) Where a landlord or other person distrains or has distrained on any goods or effects of the company within 3 months next before the date of a receiving order, the debts specified in this section have priority on the goods or effects so distrained on, or the proceeds of the sale thereof, but in respect of any money paid under any such charge the landlord or other person shall have the same rights of priority as the person to whom the payment is made.

PART 8

CITATION

Citation

39. These Regulations may be cited as the Companies Regulations, Revised Regulations of Anguilla C65-1.

SCHEDULE 1

(Section 2)

PRESCRIBED WORDS AND EXPRESSIONS

Assurance, Assurance Broker, Assurer, Authority,

Banc, Banca, Bancaria, Bancaire, Bancario, Banco, Bancomer, Bancorp, Bancos, Bangko, Bank, Banka, Bankas, Bankasi, Banke, Banken, Banker, Bankhaus, Banki, Bankiers, Banking, Bankin'ny, Bankirsky, Bankos, Bankverein, Banky, Banque, Banquier, Banquiers, Betting, British, Building Society,

Chamber of Commerce, Charity, Charitable, Co-operative, Co-op, Credit, Creditbank, Credit Union, Creditanstalt, Credito,

Discontobank,

European,

Friendly Society, Fiduciary, Foundation, Fund,

Gaming, Gennossenschaftsbank, Girobank, Girozentrale, Government, Great Britain,

Handelsbank, Hypothekenbank,

Indemnity, Insurance, Insurance Broker, Insurer, Iraq, Iraqi,

Kantonalbank, King, Kontrollbank, Kretit, Kredietbank,

Landesbank, Libya, Libyan, Lottery, Lotto,

Majesty, Mutual,

Nationalbank,

Pankki, Patent, Patent Office, Police, Post Office, Prince, Princess, Privatbank,

Queen,

Raiffeisenbank, Re-assurance, Re-assurance Broker, Re-assurer, Red Cross, Re-insurance, Re-insurance Broker, Re-insurer, Royal, Royale, Royalty,

Sparbank, Stock Exchange,

Trade Union, Trust,

Underwriter,

Vereinsbank, Volksbank,

Windsor.

SCHEDULE 2
(Section 3)
FORMS

FORM 1
Anguilla
COMPANIES ACT
(Section 7(1))
ARTICLES OF INCORPORATION

1. Company Name:

2. Registered Office:

Address:

Mailing Address:

3. Registered Agent:

Name:

Address:

Mailing Address:

4. Type of Company:

(please (✓) appropriate box)

(a) Non-public Company/Ordinary

(b) Private Company

(c) Non-profit Company

(d) Public Company

5. Intention to Publish Prospectus:

(a) Yes

(b) No

6. Type of Limited Liability:

(a) Limited by Shares

(b) Limited by Guarantee

(c) Limited by Both Shares and Guarantee

7. Where 6(a) or 6(c) applies:

(a) The classes and any maximum number of shares that the company is authorised to issue:

(b) The rights, privileges, restrictions and conditions attaching to each class of shares:

(c) If a class of shares can be issued in series, the authority given to the directors to fix the number of shares in, or to determine the designation of, and the rights, privileges, restrictions and conditions attaching to, the shares of each series:

(d) Restrictions, if any, on share transfers:

8. Where 6(b) or 6(c) applies, the amount that the members undertake to contribute to the assets of the company:

9. Number (or minimum and maximum number) of Directors:

Individual: Name: Address: Mailing Address: Nationality:

Corporation: Name: Address: Mailing Address: Jurisdiction of
Incorporation:

10. Restrictions, if any, on the business the company may carry on:

11. Other provisions, if any:

12. Incorporator(s):

Full Name: Address: Signature: Date:

FOR REGISTRY USE ONLY

Company No:

Agent Code No:

Date Filed:

Received By:

FORM 2
Anguilla
COMPANIES ACT
(Sections 35(4) and 163(1))
ARTICLES OF AMENDMENT

1. Company Name:

2. Company No.:

3. Date of Adoption of Special Resolution:

4. The articles are amended as follows:

5.	Name:	Signature:	Office Held:	Date:
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FOR REGISTRY USE ONLY

Company No:
Agent Code No:
Date Filed:
Received By:

FORM 3
Anguilla
COMPANIES ACT
(Section 76(1))

NOTICE OF DIRECTORS OR NOTICE OF CHANGE OF DIRECTORS

1. Company Name:

2. Company No.:

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

Name:	Address:	Mailing Address:	Nationality:
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4. Notice is given that on the day of, the following person(s) ceased to hold office as director(s) :

Name:	Address:	Mailing Address:	Nationality:
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5. The directors of the company as of this date are:

Name:	Address:	Nationality:
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6. Name:	Signature:	Office Held:	Date:
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FOR REGISTRY USE ONLY

Company No:
Agent Code No:
Date Filed:
Received By:

FORM 4
 Anguilla
 COMPANIES ACT
 (Section 149(3) and 150(3))
**NOTICE OF CHANGE IN REGISTERED OFFICE OR
 NOTICE OF CHANGE IN REGISTERED AGENT**

1. Company Name:

2. Company No.:

3. Registered Office:

Address:

Mailing Address:

4. Registered Agent:

Name:

Address:

Mailing Address:

5. If change of address of registered office, give previous address of registered office:

Address:

Mailing Address:

Code No.:

6. If change of address of registered agent, give previous address of registered agent:

Name:

Address:

Mailing Address:

7. Name:

Signature:

Office Held:

Date:

FOR REGISTRY USE ONLY

Company No:

Agent Code No:

Date Filed:

Received By:

FORM 5
Anguilla
COMPANIES ACT
(Section 158(3))
ANNUAL RETURN

1.	Company Name:			
2.	Company No.:			
3.	Date of Continuance/Incorporation:			
4.	Last Annual Return:			
5.	Type of Company: <i>(please (✓) appropriate box)</i>			
	(a) Non-public Company/Ordinary <input type="checkbox"/>			
	(b) Private Company <input type="checkbox"/>			
	(c) Non-profit Company <input type="checkbox"/>			
	(d) Public Company <input type="checkbox"/>			
6.	Registered Office Address:			
	Address:			
	Mailing Address:			
7.	Registered Agent:			
	Name:			
	Address:			
	Mailing Address:			
8.	Directors:			
	Name:	Address:	Nationality:	Date of Change:
9.	Officers (Including Corporate Secretary):			
	Name:	Address:	Office Held:	
10.	Shareholders/Guarantors:			
	Name:	Address:	Nationality:	No. of Shares: Changes :
11.	Are shares distributed to the public? Yes <input type="checkbox"/> No <input type="checkbox"/>			

12. The above information is correct and made up to the day of
(of the quarter).

Name:

Signature:

Office Held:

Date:

FOR REGISTRY USE ONLY

Company No:

Agent Code No:

Date Filed:

Received By:

FORM 6
Anguilla
COMPANIES ACT
(Section 167(3))

ARTICLES OF MERGER/CONSOLIDATION

1. Type of Articles:
(please (✓) appropriate box)

Merger

Consolidation

2. Effective Date of Merger/Consolidation:
Date of Filing:
Subsequent Date, Not Exceeding 30 Days:

3. Constituent Companies:

Name:	Company No.:	Date of Registration:
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4. Name of Surviving/Consolidated Companies:

5. Registered Office:
Address:
Mailing Address:

6. Registered Agent:
Name:
Address:
Mailing Address:

7. Manner in which the merger or consolidation was authorised with respect to each constituent company:

8. Where merger, state changes, if any, to be made to the surviving company's articles:

9. If filing articles of consolidation:
Type of Share Capital:

- No Par Value
- Par Value
- Both Par Value and No Par Value Share

- (a) The classes and any maximum number of shares that the company is authorised to issue:
 - (b) The aggregate par value of all shares and the par value of each share:
 - (c) The rights, privileges, restrictions and conditions attaching to each class of shares:
 - (d) If a class of shares can be issued in series, the authority given to the directors to fix the number of shares in, or to determine the designation of, and the rights, privileges, restrictions and conditions attaching to, the shares of each series:
 - (e) Restrictions, if any, on share transfers:
 - (f) Restrictions, if any, on business the company may carry on:
 - (g) Other provisions, if any:
-

10. Type of Company:

- (a) Non-public Company/Ordinary
 - (b) Private Company
 - (c) Non-profit Company
 - (d) Public Company
-

11. Where 10(b) applies, specify if the company elects to be bound by any of the exempted sections under section 195:

- (a) Yes, by section(s).....
 - (b) No
-

12. Intention to Publish Prospectus:

- (a) Yes
 - (b) No
-

13. Type of Limited Liability:

- (a) Limited by Shares
 - (b) Limited by Guarantee
 - (c) Limited by Both Shares and Guarantee
-

-
14. Where 13(a) or 13(c) applies:
- (a) The classes and any maximum number of shares that the company is authorised to issue:

 - (b) The rights, privileges, restrictions and conditions attaching to each class of shares:

 - (c) If a class of shares can be issued in series, the authority given to the directors to fix the number of shares in, or to determine the designation of, and the rights, privileges, restrictions and conditions attaching to, the shares of each series:

 - (d) Restrictions, if any, on share transfers:
-

15. Where 13(b) or 13(c) applies, the amount that the members undertake to contribute to the assets of the company:
-

16. Number (or minimum and maximum number) of Directors:
-

17. Restrictions, if any, on business the company may carry on:
-

18. Other details, if any:
-

19. Attached is a copy of the plan of merger or consolidation:

Constituent Company:
Full Name/Signature:
Office Held:

Constituent Company:
Full Name/Signature:
Office Held:

Constituent Company:
Full Name/Signature:
Office Held:

FOR REGISTRY USE ONLY

Company No:
Agent Code No:
Date Filed:
Received By:

FORM 7
 Anguilla
 COMPANIES ACT
 (Section 188(2))
REGISTRATION OF A FOREIGN COMPANY

1. Company Name:

2. Company No.:

3. Registered Office Address:

Address:

Mailing Address:

4. Registered Agent:

Name:

Address:

Mailing Address:

5. Jurisdiction under which company is incorporated:

6. The company *has/has not delivered to the Registrar a list of directors and particulars.

7. Directors of the company (applies where documents have not been filed):

Name:

Address:

Nationality:

8. Documents attached in accordance with section 188(2)(a):

9. Name(s) and address(es) of person(s) resident in Anguilla authorised to accept on its behalf service of process:

Name:

Address:

Nationality:

The above information is correct and made up to theday of,

* Delete inappropriate word(s).

Name:

Signature:

Office Held:

Date:

FOR REGISTRY USE ONLY

Company No:

Agent Code No:

Date Filed:

Received By:

FORM 8
Anguilla
COMPANIES ACT
(Section 190(1))
**NOTIFICATION OF CHANGE TO
CONSTITUTING INSTRUMENT – FOREIGN COMPANY**

1 Company Name:

2 Company No.:

3. Date of Adoption of Special Resolution:

4. The constituting instrument is amended as follows:

5.	Name:	Signature:	Office Held:	Date:
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FOR REGISTRY USE ONLY

Company No:
Agent Code No:
Date Filed:
Received By:

FORM 9
 Anguilla
 COMPANIES ACT
 (Section 191)
ANNUAL RETURN – FOREIGN COMPANY

1. Company Name:

2. Company No.:

3. Date of Incorporation:

4. Last Annual Return:

5. Registered Office Address:
 Address:
 Mailing Address:

6. Registered Agent:
 Name:
 Address:
 Mailing Address:

7. Directors:

Name:	Address:	Nationality:	Date of change:
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8. Officers (Including Corporate Secretary):

Name:	Address:	Office Held:
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9. Shareholders:

Name:	Address:	Nationality:	No. of Shares:	Changes:
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10. The above information is correct and made up to the day of
(of the quarter):

Name:

Signature:

Office Held:

Date:

FOR REGISTRY USE ONLY

Company No:

Agent Code No:

Date Filed:

Received By:

FORM 10
Anguilla
COMPANIES ACT
(Section 196(2))
ARTICLES OF CONTINUANCE

1. Company Name:

2. Details of Incorporation (Including Date, Registration Number and Jurisdiction):

3. Registered Office:
Address:
Mailing Address:

4. Registered Agent:
Name:
Address:
Mailing Address:

5. Type of Company:
(please (✓) appropriate box)

(a) Non-public Company/Ordinary

(b) Private Company

(c) Non-profit Company

(d) Public Company

6. Where 5(b) applies, specify if the Company elects to be bound by any of the exempted sections under section 195:

(a) Yes, by section(s)

(b) No

7. Intention to Publish Prospectus:

(a) Yes

(b) No

8. Type of Limited Liability:

(a) Limited by Shares

(b) Limited by Guarantee

(c) Limited by Both Shares and Guarantee

9. Where 8(a) or 8(c) applies:
- (a) The classes and any maximum number of shares that the company is authorised to issue:
 - (b) The rights, privileges, restrictions and conditions attaching to each class of shares:
 - (c) If a class of shares can be issued in series, the authority given to the directors to fix the number of shares in, or to determine the designation of, and the rights, privileges, restrictions and conditions attaching to, the shares of each series:
 - (d) Restrictions, if any, on share transfers:
-
10. Where 8(b) or 8(c) applies the amount that the members undertake to contribute to the assets of the company:
-
11. Number (or minimum and maximum number) of Directors:
- | | | | |
|-------|----------|------------------|--------------|
| Name: | Address: | Mailing Address: | Nationality: |
|-------|----------|------------------|--------------|
-
12. Restrictions, if any, on the business the company may carry on:
-
13. Other details, if any:
-
14. I/We hereby certify that redomiciliation of the company to Anguilla is not prohibited under the laws of the incorporating jurisdiction.
- | | | |
|-------|------------|--------|
| Date: | Signature: | Title: |
|-------|------------|--------|
-

FOR REGISTRY USE ONLY

Company No:
Agent Code No:
Date Filed:
Received By:

FORM 11
Anguilla
COMPANIES ACT
(Section 204(2))
ARTICLES OF REVIVAL

1. Name of Dissolved/Struck Off Company:

2. Company No.:

3. Date of Dissolution:

4. Reason for Dissolution/Striking Off:

5. Interest of Applicant in Revival of Company:

6. Relationship of Applicant to the Company:

7. Name and Address of Applicant:

8. Signature:

Date:

FOR REGISTRY USE ONLY

Company No:

Agent Code No:

Date Filed:

Received By:

FORM 12
 Anguilla
 COMPANIES ACT
 (Section 208(1))
ARTICLES OF DISSOLUTION

1. Company Name:

2. Company No.:

3. The company has voluntarily resolved to liquidate and dissolve pursuant to:
(please (✓) appropriate box)

Section 206 (not issued any shares)

Section 207 (has no property and no liabilities)

4. Documents and records of the company shall be kept for 6 years from date of dissolution by:

Name:

Address:

Mailing Address:

5. Name:

Signature:

Office Held:

Date:

FOR REGISTRY USE ONLY

Company No:

Agent Code No:

Date Filed:

Received By:

FORM 13
 Anguilla
 COMPANIES ACT
 (Sections 210(1) and 212(1))

**STATEMENT OF INTENT TO DISSOLVE
 REVOCATION OF INTENT TO DISSOLVE**

1. Company Name:

2. Company No.:

3. The company intends to liquidate and dissolve under section 209:
(Give details and attach a copy of the special resolution required.)

4. The company revokes its intent to dissolve under section 212:
(Give details and attach a copy of the special resolution required.)

5.	Name:	Signature:	Office Held:	Date:
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FOR REGISTRY USE ONLY

Company No:

Agent Code No:

Date Filed:

Received By:

FORM 14
Anguilla
COMPANIES ACT
(Section 213(2))

ARTICLES OF DISSOLUTION

1. Company Name:

2. Company No.:

3. The company has voluntarily resolved to liquidate and dissolve and file a Certificate of Intent to Dissolve which has not been revoked.

The company has complied with section 210(4).

The company has adequately provided for the payment or discharge of all its obligations and has distributed its remaining property among its shareholders.

4. Documents and records of the company shall be kept for 6 years from date of dissolution by:

Name:

Address:

5. Name:

Signature:

Office Held:

Date:

FOR REGISTRY USE ONLY

Company No:

Agent Code No:

Date Filed:

Received By:

FORM 15
Anguilla
COMPANIES ACT
(Section 244)

REQUEST FOR NAME SEARCH AND NAME RESERVATION

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

Name:
Address:
Telephone:
Fax No.:

If person making the request is a licensed company manager, state name and agent only:

Name:
Agent:

2. Proposed name or names in order of preference:

1.	6.
2.	7.
3.	8.
4.	9.
5.	10.

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

4. Derivation of Name:

5. First available name to be reserved:
(please (✓) appropriate box)

Yes No

6. Purpose of name request:

Incorporation

Continued company

Change of name
– state present name and company number:

Amalgamation
– state names and company numbers of amalgamating companies:

7. Note any relevant information (e.g. names of affiliated businesses, consents available from other companies):

FOR REGISTRY USE ONLY

Date Filed:

Received By:

- Yes, Name No. appears to be available and is reserved for you for 120 days until
 - No, Name No. is not available. Please see reasons below:
 - Prohibited
 - Too similar to attached names
 - Obscene or on public grounds objectionable
 - Other
- _____

FORM 16
Anguilla
COMPANIES ACT
(Section 281(2))

ARTICLES OF CONTINUANCE OF FORMER – ACT COMPANY

1. Company Name:

2. Company No.:

3. Details of Incorporation:

4. Registered Office:
Address:
Mailing Address:

5. Registered Agent:
Name:
Address:
Mailing Address:

6. Type of Company:
(please (✓) appropriate box)

(a) Non-public Company/Ordinary

(b) Private Company

(c) Non-profit Company

(d) Public Company

7. Intention to Publish Prospectus:

(a) Yes

(b) No

8. Type of Limited Liability:

(a) Limited by Shares

(b) Limited by Guarantee

(c) Limited by Both Shares and Guarantee

9. Where 8(a) or 8(c) applies:

- (a) The classes and any maximum number of shares that the company is authorized to issue:
- (b) The rights, privileges, restrictions and conditions attaching to each class of shares:
- (c) If a class of shares can be issued in series, the authority given to the directors to fix the number of shares in, or to determine the designation of, and the rights, privileges, restrictions and conditions attaching to, the shares of each series:
- (d) Restrictions, if any, on share transfers:

10. Where 8(b) or 8(c) applies the amount that the members undertake to contribute to the assets of the company:

11. Number (or minimum and maximum number) of Directors:

Name: Address: Mailing Address: Nationality:

12. Restrictions, if any, on the business the company may carry on:

13. Other details, if any:

14. Name: Signature: Office Held: Date:

FOR REGISTRY USE ONLY

Company No:
Agent Code No:
Date Filed:
Received By:

SCHEDULE 3

(Section 4)

FEES

Section	Filing or other Service	COLUMN 1	COLUMN 2	COLUMN 3
		Non-electronic (Other than Licensees)	Non-electronic (Licensees)	Electronic
		EC \$	EC \$	EC \$
1.	For registration of a non-public company	800	840	800
2.	For registration of a public company	1500	1540	1500
3.	For restoring or reviving name of company to register	1500	1500	1500
4.	For certificate of revival or restoration	250	290	250
5.	For annual return—			
	(a) for a non-public, non-specified private company which does not maintain a physical presence, office or staff in Anguilla or does not engage in any revenue generating activities in Anguilla	750	790	750
	(b) for any other non-public, non-specified private company	150	190	150
	(c) for a public company	1500	1540	1500
6.	For registration of intent to dissolve or revocation of intent to dissolve	150	190	150
7.	For registration of articles of dissolution	250	290	250
8.	For registration of articles of amendment	250	290	250
9.	For registration of articles of amalgamation	1350	1390	1350
10.	For registration of articles of continuance under section 281(2) of the Act	250	290	250
11.	For registration of articles of continuance under section 196(2) of the Act	1500	1540	1500

12.	For registration of certificate of departure under section 200(1) of the Act	1500	1540	1500
13.	For filing a prospectus or statement in lieu of prospectus sent to the Registrar	1000	1000	1000
14.	For an exemption under section 129 or 133 of the Act	150	150	150
15.	For search in person	10	10	10
16.	For certificate of search	75	75	75
17.	For an uncertified copy of any document or part thereof per page, in addition to the fee for search under section 15 of this Schedule	3	3	3
18.	For certified copy of any document	50	50	50
19.	For certificate of good standing	150	150	150
20.	For any certificate for which a fee is not provided	150	150	150
21.	For reservation of a name	50	50	50
22.	For filing notice of registered office or notice of change of address of registered office	50	90	50
23.	For filing notice of directors or notice of change of directors	50	90	50
24.	For filing any other document or notice for which a fee is not provided above	50	50	50
25.	The fee payable in respect of a foreign company to which Division 3 of Part 4 of the Act applies are—			
	(a) For certificate of registration	2500	2540	2500
	(b) Annually thereafter, on or before the anniversary date of registration	500	540	500
26.	The fee payable in respect of a specified private company to which Division 4 of Part 4 of the Act applies are—			
	(a) For registration	1250	1290	1250
	(b) For filing annual return	750	790	750