



BERMUDA

COMPANIES AMENDMENT ACT 2012

2012 : 32

WHEREAS it is expedient to amend the Companies Act 1981;

Be it enacted by The Queen's Most Excellent Majesty, by and with the advice and consent of the Senate and the House of Assembly of Bermuda, and by the authority of the same, as follows:

Citation

1 This Act, which amends the Companies Act 1981 (the "principal Act") may be cited as the Companies Amendment Act 2012

Amends section 14

2 Section 14 of the principal Act is amended by repealing subsection (2)(b) and substituting the following—

"(b) that, where applicable, the Controller of Foreign Exchange has given permission under the Exchange Control Act 1972 [title 16 item 1] for the issue of shares in the company or the company is exempted under that Act from the requirement for the Controller's permission,".

Amends section 113

3 Section 113 of the principal Act is amended—

(a) in subsection (1) by inserting after paragraph (cc) the following paragraph

—
“(cd) a local company—

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- (i) the shares of which are, at the relevant time, listed on a designated stock exchange and which is engaged as a business in a material way in a prescribed industry; or
 - (ii) licensed under section 114B;”;
- (b) by inserting after subsection (4) the following—
- “(5) For purposes of this Part—
- “designated stock exchange” means the Bermuda Stock Exchange or such other stock exchange as the Minister may designate by order;
- “prescribed industry” means telecommunications, energy, insurance, hotel operations, banking, or international transportation services (by ship or aircraft).
- (6) The Minister may, for the purpose of revising the categories of industry under the definition of “prescribed industry” in subsection (5), by order amend the definition.
- (7) An order under subsection (5) or (6) shall be subject to the negative resolution procedure.
- (8) A company shall, 15 days prior to carrying out an intention to rely on the provisions of subsection (1)(cd)(i) or to carrying on business in reliance upon the provisions of section 114(1)(e), notify the Minister of the designated stock exchange on which its shares are listed and the prescribed industry in which it is engaged as a business in a material way, and on expiry of such notice the company shall be entitled to rely on the foregoing sections.”.

Amends section 114

- 4 Section 114(1) of the principal Act is amended by—
- (a) deleting the full stop and substituting “; or”; and
 - (b) inserting, after paragraph (c), the following—
 - “(d) it is a wholly-owned subsidiary of a company referred to in paragraph (c); or
 - (e) it is a company the shares of which are, at the relevant time, listed on a designated stock exchange and which is engaged as a business in a material way in a prescribed industry, or is a wholly-owned subsidiary of such a company.”;
 - (c) inserting, after subsection (1), the following—
 - “(1A) Section 118 shall not apply to a company referred to in subsection (1)(e).”.

[Assent Date: 27 July 2012]

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[Operative Date: 27 July 2012]