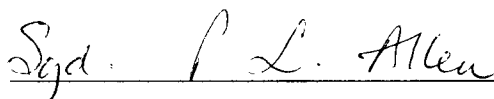


No. 11 – 2017

I assent,

[L.S.]



*Governor-General.*

*21<sup>st</sup> day of June 2017*

AN ACT to Amend the Companies Act.

*[21<sup>st</sup> day of June 2017 ]*

BE IT ENACTED by The Queen’s Most Excellent Majesty, by and with the advice and consent of the Senate and House of Representatives of Jamaica, and by the authority of the same, as follows:—

1. This Act may be cited as the Companies (Amendment) Act, 2017, and shall be read and construed as one with the Companies Act (hereinafter referred to as the “principal Act”) and all amendments thereto.

Short title  
and  
construction.

2. The principal Act is amended by deleting the words “the Island”, and all its cognate expressions, wherever they appear and substituting therefor, in each case, the word “Jamaica”.

Amendment  
of principal  
Act.

3. Section 2 of the principal Act is amended—

Amendment  
of section 2  
of principal  
Act.

(a) in subsection (1) by—

(i) deleting the definition of “share warrant”;

- (ii) inserting in the correct alphabetical sequence the following definitions—

““beneficial owner”—

- (a) in relation to shares, means the individual on whose behalf the shares are held or on whose behalf a share transaction is conducted;
- (b) in relation to a company, means the individual who exercises ultimate ownership or ultimate effective control;

“specified date” means the date of commencement of the Companies (Amendment) Act, 2017;

“ultimate effective control” means the control exercised by an individual who—

- (a) is in a position to determine the policy of the company or to make the final determination as to the decisions to be made by the company; or
- (b) by himself or together with a connected person within the meaning of subsection (7) is in a position to control more than fifty percent of the voting power in the company or would hold interest in more than fifty percent of the issued shares of the company;

“ultimate ownership” means any situation in which ownership of a company is exercised by

means of control other than direct control, and includes any arrangement utilizing one or more persons through which beneficial ownership of a company is established;”;

(b) inserting next after subsection (6) the following—

“(7) For the purposes of subsection (2), the following persons shall be treated as being connected with a given person “A”, and the person with A, and shall be so treated notwithstanding that at the relevant time any of the persons in question (not being individuals) had not yet come into existence or ceased to exist—

- (a) a holding company or subsidiary of A;
- (b) a subsidiary of a holding company of A;
- (c) a holding company of a subsidiary of A;
- (d) any company of which A has control;
- (e) any company of which A and persons connected with A together have control;
- (f) any company which together with A constitute a group;
- (g) an individual who is a director, manager or a person who has control of A or any partner or any immediate relative of such director, manager or person aforesaid;
- (h) any company of which any of the persons referred to in sub-paragraph (g) is a director, manager or has control.

(8) For the purposes of subsection (7)(f), “group” in relation to a company means that company and—

- (a) any other company which is its holding company or subsidiary;

- (b) any other company which is a subsidiary of the holding company;
- (c) any company which is controlled by a person who directly or indirectly controls or is controlled by any company referred to in paragraph (a) or (b);
- (d) any company which is controlled by a person referred to in paragraph (a), (b) or (c).

(9) Notwithstanding section 151, for the purposes of subsections (7) and (8), a company is a holding company of any company that is its immediate, intermediate or ultimate subsidiary, whether the holding company holds that other company’s shares on trust or is the beneficial owner of such shares.”.

Amendment of section 8 of principal Act

**4.** Section 8 of the principal Act is amended by deleting subsection (6) and substituting therefor the following—

“ (6) As applicable to the case, the articles of—

First Schedule Tables A, B and D

- (a) a company limited by shares may include the articles specified in Table A of the First Schedule;
- (b) a company limited by guarantee and not having a share capital may include the articles specified in Table B of the First Schedule;
- (c) a company limited by guarantee and having a share capital may include, as appropriate, the articles specified in Table A or Table B of the First Schedule; and
- (d) *an unlimited company having a share capital* may include the articles specified in Table D of the First Schedule,

except to the extent that they are excluded in whole or in part or modified.”.

5. Section 58(4) of the principal Act is amended by deleting the words “by the company’s directors” and substituting therefor the words “by not less than seventy-five percent of the company’s directors”. Amendment of section 58 of principal Act

6. Section 60 of the principal Act is amended— Amendment of section 60 of principal Act

(a) by deleting the marginal note and substituting therefor the following—

“Notice to  
shareholders  
and  
Registrar of  
acquisition  
by  
company of  
its shares”.

- (b) by inserting immediately after the words—
- (i) “of the purchase” the words “or other acquisition”; and
  - (ii) “notify its shareholders” the words “and the Registrar”;
- (c) in paragraphs (a), (b) and (e), by inserting, in each case, immediately after the word “purchased” the words “or acquired”.

7. Section 82 of the principal Act is repealed. Repeal of section 82 of principal Act

8. Section 109 of the principal Act is amended in subsection (1)— Amendment of section 109 of principal Act

(a) by deleting paragraph (a) and inserting the following as paragraphs (a), (aa) and (ab)—

“(a) the names, nationalities, addresses and occupations of—

- (i) the members; and
  - (ii) the beneficial owners;
- (aa) in the case of a company having a share capital, a statement of the shares held by each member

and the beneficial owner of the shares, if any, distinguishing each share by its number, and the amount paid or agreed to be considered as paid on the shares of each member;

(ab) in respect of beneficial ownership, the entry relating to the relevant member shall include—

- (i) an entry in respect of that member specifying that the ownership of the member is on behalf of a beneficial owner;
- (ii) the name of the beneficial owner; and
- (iii) such cross-reference, index or information as is necessary for convenient inspection of the particulars of the beneficial owner identified in the entry;”;

(b) in paragraph (b), by inserting immediately after the words “a member,” the words “or as a beneficial owner, if applicable;”;

(c) in paragraph (c), by inserting immediately after the words “a member,” the words “or a beneficial owner, if applicable;” and

(d) in the proviso thereto, by inserting immediately after the words “each member” the words “and each beneficial owner, if any;”.

Repeal of section 111 of principal Act

**9.** Section 111 of the principal Act is repealed.

Repeal and replacement of section 116 of principal Act

**10.** The principal Act is amended by deleting section 116 and substituting therefor the following—

“Notice of Trusts

116.—(1) Where a company has notice of any trust, whether express, implied, resulting or constructive, affecting the membership of the company, the company shall enter the particulars of the beneficial owner in the register as specified in section 109.

(2) A member who holds property in, or of, a company, including the exercise of any rights or

effecting any transaction in relation to the property, on behalf of or at the direction of another individual, shall notify the company of

- (a) the name and particulars of the beneficial owner of the property, as specified in section 109, for inclusion in the register; and
- (b) any subsequent change in relation to the legal or beneficial ownership of the property,

within fourteen days of having knowledge thereof.

(3) The beneficial owner, on whose behalf a member holds property in or of a company, shall submit, in writing—

- (a) to the member for notification to the company; or
- (b) directly to the company,

the particulars required for inclusion in the register under section 109 and of any subsequent change in relation to the company within fourteen days of the change.

(4) Where a company has notice of beneficial ownership of property in or of the company, or of any change in the particulars of any such beneficial owner, and it has not been notified under subsections (2) or (3), the company shall request its members, in writing, to—

- (a) advise if the members hold property in or of the company on behalf of a beneficial owner; and
- (b) supply the particulars of any beneficial owner required for inclusion in the register under section 109.

(5) Notwithstanding subsection (4), a company shall once per year, or at such times as the

Registrar may direct, in writing, or prescribe, request its members, in writing, to—

- (a) advise whether they hold property in the company on behalf of a beneficial owner; and
- (b) supply the particulars of any beneficial owner required for inclusion in the register under section 109.

'(6) Subject to subsection (7), where, without reasonable excuse—

- (a) a company fails to comply with subsection (1), (4) or (5), the company and every officer of the company who caused the failure is liable to a default fine not exceeding five hundred thousand dollars;
- (b) a member fails to comply with subsection (2), the member who caused the failure is liable to a default fine not exceeding five hundred thousand dollars;
- (c) a beneficial owner fails to comply with subsection (3), the beneficial owner who caused the failure is liable to a default fine not exceeding five hundred thousand dollars.

(7) Subsection (6) shall not apply if the company, the member or the beneficial owner, as the case may be, made the requests referred to in subsections (4) and (5) to obtain, or for the supply of, the relevant particulars for inclusion in the register.”.



11. Section 122 of the principal Act is amended—

Amendment  
of section  
122 of  
principal  
Act

- (a) by deleting subsection (1) and substituting therefor the following—

“ (1) Every company having a share capital shall make a return specifying the date to which the return is made up and containing a list of all persons who, on the date of the return—

- (a) are members of the company, and all persons who have ceased to be members; and
- (b) pursuant to section 116 are beneficial owners of the company, and all persons who have ceased to be beneficial owners, if any,

since the date of the last return or, in the case of a company’s first return, of the incorporation of the company.”; and

- (b) in subsection (2)—

- (i) by deleting paragraph (a), and substituting therefor the following—

“(a) state the names, nationalities, addresses and occupations of the past and present members and beneficial owners;”;

- (ii) in paragraph (b), by inserting immediately after the word “members”, wherever it appears, the words “and beneficial owners, if any,” in each case;

- (iii) in the proviso thereto, by inserting immediately after the word “members” the words “or beneficial owners, if any,”.

Amendment  
of section  
172 of  
principal  
Act

**12.** Section 172 of the principal Act is amended by inserting next after subsection (6), the following subsections—

“ (7) Where a company fails, subject to subsection (8), to comply with subsection (1) or subsection (2), the company shall be liable to a default fine not exceeding five hundred thousand dollars.

(8) Subsection (7) shall not apply in respect of a vacancy of the office of director or secretary for a period of less than three months.”

Insertion of  
new section  
174A in  
principal  
Act

**13.** The principal Act is amended by inserting next after section 174, the following section—

“ Duty to  
avoid  
conflict of  
interest

174A.—(1) Subject to subsection (9), it shall be the duty of the director of a company to avoid circumstances which, whether directly or indirectly, constitute a conflict of interest or may result in a conflict of interest with the interests of the company.

(2) A director who is directly or indirectly interested in a matter which may constitute a conflict of interest or may result in a conflict of interest with the interests of the company—

(a) shall disclose the nature of his interest at a meeting of the directors;

(b) shall not take part in any deliberations at the meeting of the directors in respect to that matter.

(3) The duty under subsection (1) applies in particular to the exploitation of any property, information or opportunity (and it is immaterial whether the company could take advantage of the property, information or opportunity).

(4) The duty referred to in subsection (1) is not infringed—

- (a) if the circumstances cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- (b) if the matter giving rise to the circumstances has been approved by the directors.

(5) The approval referred to in subsection (4)(b) may be given by the directors, where—

- (a) the company is a private company and nothing in the company's articles invalidates such approval, by the matter being proposed to and approved by the directors in accordance with the company's articles; or
- (b) the company is a public company and its articles include a provision enabling the directors to approve the matter, by the matter being proposed to and approved by them in accordance with the company's articles.

(6) The approval of the directors is effective only if—

- (a) any requirement as to the quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director; and
- (b) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.

(7) A director of a company shall not accept a benefit from a third party conferred by reason of—

- (a) his being a director; or
- (b) his doing or not doing an act as a director, unless the acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

(8) Any reference in this section to a “conflict of interest” includes, a conflict of interest and duty and a conflict of duties.

(9) In this section, “third party” means a person other than the company, its holding company or subsidiary company or any person acting on the behalf of the company, its holding company or subsidiary company.

(10) This section does not apply where the company has only one director and only one shareholder, who is the same individual.”.

Amendment  
of section  
177 of  
principal  
Act

**14.** Section 177 of the principal Act is amended by deleting—

- (a) the marginal note and substituting therefor the following—

“Share  
qualifications  
of  
directors ”,

- (b) subsection (2).

Amendment  
of section  
201 of  
principal  
Act

**15.** Section 201 of the principal Act is amended—

- (a) in subsection (1)(a), by deleting the word “any” and substituting therefor the word “a”; and
- (b) in subsection (3), by deleting the words “subsection (2)” and substituting therefor the words “subsection (1)”.

**16.** Section 209(3) of the principal Act is amended by deleting—

- (a) the colon and substituting therefor a full stop; and
- (b) the proviso thereto.

Amendment  
of section  
209 of  
principal  
Act

**17.** Section 212(3) of the principal Act is amended in paragraph (a) by deleting the words “a shareholder or former shareholder” and substituting therefor the words “a member or former member”.

Amendment  
of section  
212 of  
principal  
Act

**18.** Section 213(1) of the principal Act is amended by deleting the words “make such order” and substituting therefor the words “make such interim or final order”.

Amendment  
of section  
213 of  
principal  
Act

**19.** Section 213A of the principal Act is amended—

- (a) in subsection (2)—

Amendment  
of section  
213A of  
principal  
Act

- (i) in paragraph (b), by inserting immediately after the words “in a manner;” the word “or”;
- (ii) by inserting immediately after the words “that is oppressive or unfairly prejudicial to,” the words “or unfairly disregards the interest of;” and

- (b) in subsection (3)(c), by deleting the words “or by-laws”.

**20.** Section 222(1) of the principal Act is amended, in paragraph (b), by deleting the word “shareholder;” and substituting therefor the word “member;”.

Amendment  
of section  
222 of  
principal  
Act

**21.** Section 363(1) of the principal Act is amended by—

- (a) deleting the word “or” appearing immediately after the words “of this subsection” and substituting therefor a comma;

Amendment  
of section  
363 of  
principal  
Act

- (b) renumbering paragraph (c) as paragraph (d) and inserting next after paragraph (b) the following paragraph—

- “(c) a list of members and any beneficial owners, containing such particulars as are by this Act required to be entered in the register of members of a company;”.

Insertion of section 363A of principal Act

**22.** The principal Act is amended by inserting next after section 363 the following section—

“Register of members to be kept by companies incorporated outside Jamaica

363A.—(1) Subject to subsection (2), a company incorporated outside Jamaica which establishes a place of business within Jamaica, shall keep in Jamaica a register of its members, to be referred to as the “overseas branch register”, to which sections 109 to 117 shall apply.

(2) A company referred to in subsection (1) which has established a place of business on or before the specified date, shall comply with subsection (1) within three months of the specified date.”.

Amendment of section 365 of principal Act

**23.** Section 365 of the principal Act is amended—

(a) in subsection (1)—

- (i) by deleting the word “or” wherever it appears after the semi-colon in paragraphs (a) and (b);
- (ii) by renumbering paragraph (c) as paragraph (d) and inserting next after paragraph (b), the following paragraph—

“(c) a list of the members and any beneficial owners of the company or the particulars entered in the register of members; or”;

- (iii) by deleting all the words appearing after the word “within” and substituting therefor the words “twenty-eight days after the date on which the alteration was made, deliver to the Registrar for registration a return containing the prescribed particulars of the alteration and a certified copy of the alteration made.”;

(b) by inserting next after subsection (2), the following subsection—

“ (3) In this section, “certified” means certified by not less than two directors, or a director and the secretary, or a notary public, to be a true copy.”.

**24.** Section 366 of the principal Act is amended in subsections (1) and (2), by deleting the words “in every calendar year”, wherever they appear, and substituting therefor the words “within eighteen months of the registration of the company, and thereafter, in every calendar year”, in each case. Amendment of section 366 of principal Act

**25.** Section 370 of the principal Act is amended by deleting all the words appearing after the word “exceeding” and substituting therefor the words “two million dollars”. Amendment of section 370 of principal Act

**26.** The principal Act is amended by inserting next after section 383 the following sections— Insertion of new section 383A in principal Act

“Share warrants prohibited

383A.—(1) Subject to section 396, no company shall issue, or have entered on its register of members, a share warrant.

(2) If a company fails to comply with subsection (1) the company and every officer who knowingly caused the failure is liable to a default fine not exceeding three million dollars.

(3) In this section, “share warrant” means, with respect to any fully paid up shares, a warrant issued under the company’s common seal, stating that the bearer of the warrant is entitled to the shares therein specified, and may provide by coupons or otherwise, for the payment of dividends on the shares included in the warrant.”.

Insertion of  
new section  
390A in  
principal  
Act

**27.** The principal Act is amended by inserting next after section 390 the following section—

“

*Records*

Records

390A.—(1) Every company shall keep such documents as may be prescribed—

- (a) for not less than seven years or for such other period as may be prescribed; and
- (b) in such manner as may be prescribed.

(2) A company that contravenes subsection (1) commits an offence and is liable on summary conviction in a Parish Court to a fine not exceeding five hundred thousand dollars.”

Insertion of  
new sections  
396, 397 and  
398 in  
principal  
Act

**28.** The principal Act is amended by inserting next after section 395 the following sections—

“Transitional  
arrangements  
for share  
warrants

396.—(1) Upon the specified date, a person who is the bearer of a share warrant shall be deemed to be—

- (a) the owner of the shares specified in the share warrant; and
- (b) a member of the company.

(2) Eighteen months after the specified date a share warrant shall—

- (a) be incapable of effecting the transfer of ownership of the shares specified in the share warrant from the bearer thereof to any other person; and
- (b) except for the purposes of subsection (1) and (4)(b), be deemed null and void.

(3) Within eighteen months after the specified date, every company which has issued a share warrant to a bearer before the specified date shall—

- (a) withdraw the share warrant;



- (b) if the bearer of the share warrant presents the share warrant to the company, cause the name of the bearer of the share warrant to be entered as a member in the register of members and shall issue under seal, to that person one or more certificates in respect of that person's ownership of the shares specified in the share warrant, and a certificate issued under this paragraph shall specify the shares to which it relates;
- (c) in accordance with this Act, amend its articles of incorporation, to remove any authorization to issue share warrants or to prohibit the issue of share warrants, as the case may require.

(4) If a company fails to comply with subsection (3) the company and every officer who knowingly caused the failure is liable to a default fine not exceeding two million dollars.

Registrar to give notice of prohibition to bearer's of share warrants

397.—(1) Within three months of the specified date and thereafter, at such times as the Registrar may determine during the period referred to in section 396(2), the Registrar shall cause a notice to be given to the public—

- (a) advising the public of the matters referred to in sections 383A and 396; and
- (b) requesting the bearers of share warrants to present themselves to the company to which the share warrant relates to be entered in the register of members as a member of the company in respect of the shares specified in the share warrant .

(2) The Registrar shall cause the notice referred to in subsection (1) to be published in a daily newspaper circulated throughout Jamaica and in the *Gazette*.”.

Definition of  
share  
warrant

398. For the purposes of sections 397 and 398, “share warrant” shall have the meaning assigned to it by section 383A(3).”.

Repeal and  
replacement  
of the First  
Schedule to  
the principal  
Act

**29.** The First Schedule to the principal Act is amended—

(a) in Part I of Table A—

- (i) by deleting paragraphs 1 to 6 and renumbering paragraphs 7 to 142 as paragraphs 1 to 135;
- (ii) in paragraph 1, as renumbered, by inserting immediately after the words “photography,” the words “electronic documents within the meaning of the *Electronic Transactions Act*”;

(b) in Table B, by—

- (i) deleting the word “Form .....”;
- (ii) deleting paragraphs 1 to 14 and inserting the following as paragraphs 1 to 6—

“1. In these articles—

“the Act” means the *Companies Act*;

“company” means, where the context requires, the association on its incorporation under section 13 of the Act;

“the seal” means the common seal of the company;

“secretary” means any person appointed to perform the duties of the secretary of the company.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, electronic documents within the meaning of the *Electronic Transactions Act*, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these articles become binding on the company.

2. Every member of the association undertakes to contribute to the assets of the association in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the association contracted before the time at which he ceases to be a member, and of the costs, charges, and expenses of winding-up of the same, and for the adjustment of the rights of the contributors amongst themselves, such amount as may be required not exceeding dollars.

3. No part of the net earnings of the association shall inure to the benefit of, or be distributable to its members, directors or officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 hereof. The association shall not support with its fund any purpose or object, or impose on or procure to be

observed by its members or others any regulations, restrictions or conditions which if an object of the association would make it a Trade Union.

4. In the event of any proposed addition, alteration or amendment of the articles being required, the same shall be submitted to the Minister for his approval.

5. If upon the winding up or dissolution of the association there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the association, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the association under or by virtue of Article 5 hereof, such institution or institutions to be determined by the members of the association at or before the time of dissolution or in default thereof by such Judge of the Supreme Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

6. True accounts shall be kept of the sums of money received and expended by the association and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the association, and subject to any reasonable restrictions as to the time and manner of

inspecting the same that may be imposed in accordance with the articles of the association for the time being shall be opened to the inspection of the members. Once at least in every year the accounts of the association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or auditors.”;

(iii) re-numbering paragraphs 15 to 79 as paragraphs 7 to 71; and

(iv) in paragraph 7, as renumbered, by deleting the words “Articles of Association” and substituting therefor the words “Articles of Incorporation”;

(c) by deleting Table C; and

(d) in Table D—

(i) by deleting the word “Form .....”;

(ii) by deleting paragraphs 1 to 3 and renumbering paragraphs 4 to 7 as paragraphs 1 to 4;

(iii) in paragraph 1, as re-numbered, by deleting the following words—

“Form of Company  Public  
 Private

The company is a private company and accordingly—” and substituting therefor the words “Where the company is a private company—”.

**30.** The Fifth Schedule to the principal Act is amended—

(a) in paragraph 3 of Part I by—

(i) deleting paragraphs (f) and (g); and

(ii) renumbering paragraph (h) as (f);


Amendment  
of Fifth  
Schedule to  
principal  
Act

(b) in Part II by deleting Form 19A and Form 19B and substituting therefor the following—

“

**FORM 19A**  
READ INSTRUCTIONS BEFORE COMPLETING

**Amended Return** Year \_\_\_\_\_  
If the return for the year above was registered in error, please file a notice of reasons for amendment in this box.

  
**THE COMPANIES ACT**  
**ANNUAL RETURN FOR COMPANIES WITH A SHARE CAPITAL**  
(Forms 19A to sections 121, 122 & 123 of the Companies Act 2006)

COMPLETE THIS FORM IN BLOCK CAPITALS ONLY WITHIN THE PRESCRIBED FIELDS. PUT "N/A" IN FIELDS THAT DO NOT APPLY.

1A. NAME OF COMPANY		<small>Registration of Name Certificate</small> <small>Number of Shares</small> <small>Number of Members</small>
1B. COMPANY REGISTRATION NUMBER	1C. COMPANY TAXPAYER REGISTRATION NUMBER	
1D. COMPANY TELEPHONE NUMBER	1E. EMAIL ADDRESS	1F. TYPE OF COMPANY <input type="checkbox"/> Private <input type="checkbox"/> Public

2. PERIOD FOR WHICH ANNUAL RETURN IS MADE UP									
(i) START	Day	Month	Year	(ii) END	Day	Month	Year		

3. LOCATION OF REGISTERED OFFICE	
Street or District	
Town	
Post Office	
Parish	
3A. MAILING ADDRESS (if different from the registered office address)	
Street or District	
Town	
Post Office	
Parish	

4. HAS THERE BEEN A CHANGE IN THE REGISTERED OFFICE ADDRESS DURING THE PERIOD FOR WHICH THE ANNUAL RETURN IS MADE UP? If yes, notice must be given to the Registrar using a Form 192.	<input type="checkbox"/> YES <input type="checkbox"/> NO
5. ARE THE REGISTER OF MEMBERS DIRECTORS SHAREHOLDINGS DEBENTURE HOLDINGS DIRECTORS SERVICE CONTRACTS LOCATED AT AN ADDRESS DIFFERENT FROM THE REGISTERED OFFICE? If yes, this information must be presented on a schedule and attached to this form.	<input type="checkbox"/> YES <input type="checkbox"/> NO
5A. (FOR COMPANIES LIMITED BY GUARANTEE HAVING A SHARE CAPITAL ONLY) HAS THERE BEEN AN INCREASE IN THE REGISTERED NUMBER OF MEMBERS? If yes, notice must be given to the Registrar using a Form 51.	<input type="checkbox"/> YES <input type="checkbox"/> NO

6. PLEASE INDICATE THE TOTAL AMOUNT OF INDEBTEDNESS OF THE COMPANY, IF ANY	\$ _____
--	----------

FOR OFFICIAL USE ONLY
COMPANY # \_\_\_\_\_

7 SUMMARY OF SHARE PARTICULARS																				
7A AUTHORIZED NUMBER OF SHARES <small>(To show only the amount of shares authorized, not the amount of shares issued.)</small>	7B CLASSES OF SHARES	7C TOTAL NUMBER OF SHARES IN EACH CLASS																		
	(i) ORDINARY																			
	(ii) PREFERENCE																			
	(iii) OTHER																			
	SPECIALLY _____																			
8 ARE THERE ANY ISSUED SHARES THAT HAVE BEEN PARTIALLY PAID UP? <input type="checkbox"/> YES <input type="checkbox"/> NO																				
If yes, please complete items 8A-8C. If no, you must complete items 9-9C.																				
8A PARTICULARS OF SHARES THAT HAVE BEEN PARTIALLY PAID UP																				
CLASS OF SHARES	(i) TOTAL NUMBER OF SHARES ISSUED AT THE BEGINNING OF THE PERIOD	(ii) SHARES ISSUED DURING THE PERIOD	(iii) SHARES PURCHASED/ FORGOTTEN/SURRENDERED DURING THE PERIOD	(iv) TOTAL NUMBER OF SHARES AT THE END OF THE PERIOD																
1.																				
2.																				
3.																				
8B CASH SHARES THAT HAVE BEEN PARTIALLY PAID UP <small>(Shares which were or are to be paid for in cash)</small>																				
CLASS OF SHARES	(i) NUMBER OF CASH SHARES PARTLY PAID UP IN CASH	(ii) AMOUNT CALLED UPON EACH SHARE	(iii) TOTAL AMOUNT CALLS RECEIVED FROM CALLS	(iv) TOTAL AMOUNT OF CALLS UNPAID																
1.																				
2.																				
3.																				
8C NON-CASH SHARES THAT HAVE BEEN PARTIALLY PAID UP <small>(Shares which were or are to be paid for in consideration of other than in cash, eg. SERVICES, GOODS)</small>																				
CLASS OF SHARES	(i) NUMBER OF NON-CASH SHARES PARTLY PAID UP	(ii) AMOUNT CALLED UPON EACH SHARE	(iii) TOTAL AMOUNT CALLS RECEIVED FROM CALLS	(iv) TOTAL AMOUNT OF CALLS UNPAID																
1.																				
2.																				
3.																				
9 ARE THERE ANY ISSUED SHARES WHICH HAVE BEEN FULLY PAID UP? <input type="checkbox"/> YES <input type="checkbox"/> NO																				
If yes, please complete items 9A-9C.																				
9A PARTICULARS OF SHARES THAT HAVE BEEN FULLY PAID UP																				
CLASS OF SHARES	(i) TOTAL NUMBER OF SHARES ISSUED AT THE BEGINNING OF THE PERIOD	(ii) SHARES ISSUED DURING THE PERIOD	(iii) SHARES PURCHASED/REDEEMED/ SURRENDERED DURING THE PERIOD	(iv) TOTAL NUMBER OF SHARES AT THE END OF THE PERIOD																
1.																				
2.																				
3.																				
9B. CASH FULLY PAID UP SHARE PARTICULARS	9C. NON-CASH FULLY PAID UP SHARE PARTICULARS																			
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">CLASS</th> <th style="width: 50%;">NUMBER</th> </tr> </thead> <tbody> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> </tbody> </table>	CLASS	NUMBER							<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">CLASS</th> <th style="width: 50%;">NUMBER</th> </tr> </thead> <tbody> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> </tbody> </table>				CLASS	NUMBER						
CLASS	NUMBER																			
CLASS	NUMBER																			

FOR OFFICIAL USE ONLY COMPANY #:

**30 LIST OF SHAREHOLDERS AND BENEFICIAL HOLDERS AS AT THE DATE OF THIS ANNUAL RETURN**

The list should include all shareholders holding shares during the period for which the Annual Return is made up and must reflect all changes in shareholdings.

**NOTE:** Where shares are transferred, folios and the date of the transaction must be indicated under the relevant column next to the name of the person according to the nature of the shares and the type of transaction (see key at right).

If any shares are issued during the period, the details should also be provided on a Particulars of Issuance Form 8. This includes newly issued shares and shares re-issued upon forfeiture.

<b>KEY</b>
T = TRANSFER
F = FORFEITURE
S = SUBSCRIPTION (as per Particulars of Issuance Form 8)
P = PURCHASE
R = RESCUE/REDEMPTION
PP = REDEMPTION
TR = TRANSFER

NAME of shareholder FIRST LAST	ADDRESS	OCCUPATION	CLASS OF SHARES	NUMBER OF SHARES HELD AT BEGINNING OF PERIOD	CHANGES IN SHAREHOLDING DURING THE PERIOD		DATE OF TRANSACTION (DD/MM/YYYY)	TYPE OF TRANSACTION (see key above)	NUMBER OF SHARES HELD AT THE END OF THE PERIOD
					of shares acquired	of shares surrendered			

The number of shares of the shares of the company and the classes of shares held by the shareholder must be the same as the number of shares of the company as shown in the company's financial statements for the period for which the Annual Return is made up. If the number of shares of the company is different from the number of shares of the company as shown in the financial statements for the period for which the Annual Return is made up, the shareholder must provide a copy of the company's financial statements for the period for which the Annual Return is made up to the Registrar.

FOR OFFICIAL USE ONLY      (CONTINUED) #



11. LIST OF BENEFICIAL OWNERS										
<p>*The list should include all beneficial owners on whose behalf shares are being held during the period for which the Annual Return is made up and must include any changes made to any beneficial holding.</p> <p>NOTE: Where shares are transferred, included etc. the date of the transaction must be indicated under the relevant column next to the name of the person. Acquire/transfer/loss of the shares and the type of transaction (see key at right).</p> <p>Where shares are issued during the period, the details should also be provided on a Return of Allotment (Form 2). This includes newly issued shares and shares re-issued upon forfeiture.</p>							<p>TYPE OF TRANSACTION</p> <p>T = TRANSFER                  F = FORFEITURE                  G = Surrendered (in a y/t to the company)                  S = SURRENDER                  R = RESCUE/ON                  RP = REDEMPTION                  TR = TRANSFER</p>		KEY	
NAME (if individual: FIRST LAST)	ADDRESS	NATIONALITY	CLASS OF SHARES	NUMBER OF SHARES HELD ON BENEFICIAL ACCOUNT BY PERIOD	CHANGED IN TRANSFER/LOSS DURING THE PERIOD		DATE OF TRANSACTION (dd/mm/yyyy)	TYPE OF TRANSACTION (see key above)		NUMBER OF SHARES HELD AT THE END OF THE PERIOD
					ISSUED	REMOVED				
<p>*Where the list is issued by the member of the corporation and the member the same shall, the beneficial owner of all the shares in the corporation. It is required to provide the name of the beneficial owner during the period for which the Annual Return is made up, unless the member of the corporation is the beneficial owner. It is required to provide the name of the member of the corporation, unless the member of the corporation is the beneficial owner of the shares. It is required to provide the name of the member of the corporation, unless the member of the corporation is the beneficial owner of the shares. It is required to provide the name of the member of the corporation, unless the member of the corporation is the beneficial owner of the shares.</p>										
<p>12. HAS THERE BEEN ANY CHANGE IN DIRECTORSHIP (REMOVAL/APPOINTMENT) DURING THE PERIOD FOR WHICH THE ANNUAL RETURN IS MADE UP? <input type="checkbox"/> YES <input type="checkbox"/> NO                  (If yes, which must be given to the Registrar using a Form 22)</p>										
<p>FOR OFFICIAL USE ONLY (COMPANY B)</p>										

12A. PARTICULARS OF DIRECTINGS AS AT THE DATE OF THIS ANNUAL RETURN.

12B. STATEMENT OF ACCOUNTS AS AT THE DATE OF THIS ANNUAL RETURN.

12C. STATEMENT OF ACCOUNTS AS AT THE DATE OF THIS ANNUAL RETURN.

12D. STATEMENT OF ACCOUNTS AS AT THE DATE OF THIS ANNUAL RETURN.

12E. STATEMENT OF ACCOUNTS AS AT THE DATE OF THIS ANNUAL RETURN.

DIRECTOR'S NAME		NATIONALITY		RESIDENCE		OFFICE	
NAME	RESIDENCE	NATIONALITY	RESIDENCE	NAME	RESIDENCE	NATIONALITY	RESIDENCE

FOR OFFICIAL USE ONLY : COMPANY'S D

13 HAS THERE BEEN ANY CHANGE OF COMPANY SECRETARY DURING THE PERIOD FOR WHICH THE ANNUAL RETURN IS MADE UP? (If yes, notice must be given to the Registrar using a Form 20)  YES  NO

13B PARTICULARS OF COMPANY SECRETARY AS AT THE DATE OF THIS ANNUAL RETURN  
Please ensure that the notice of appointment of the secretary has been filed with the Companies Office of Jamaica

NAME (For individuals FIRST LAST)	RESIDENTIAL ADDRESS (or where a secretary is a company, the registered office)	OCCUPATION

FOR OFFICIAL USE ONLY (COMPANY #)

**14 CERTIFICATES**

The relevant certificate is to be signed by both a duly appointed Director and the secretary of the Company. Where a director is also the Secretary he/she may not sign in both capacities.

**A. Certificate to be signed by all Private Companies**

We certify that the Company has not since the date of the last annual return or incorporation or in the case of a company registered in the Public to subscribe for any interest or securities of the Company or to accept money for fixed periods or payable on call without bearing or not bearing interest. We also certify that to the best of our knowledge and belief since the above-mentioned date no person other than the holder has, except in cases provided for in the Fourteenth Schedule, had any interest in any of the Company's shares.

Director	Full Name _____ Officer of Company _____ Director _____ Signature _____	(To be filled by Company Director)
	Officer of Company _____ Director _____ Signature _____	

Secretary	Full Name _____ Officer of Company Secretary _____ Signature _____	(To be filled by Company Secretary)
	Officer of Company Secretary _____ Signature _____	

**B. Certificate to be signed by all Private Companies**

We certify that to the best of our knowledge and belief no person other than the holder thereof except in cases provided for in the Fourteenth Schedule has had any interest in any of the Company's shares since the date of the last annual return or incorporation or in the case of a company which became a private company, the date on which it became a private company.

Director	Full Name _____ Officer of Company _____ Director _____ Signature _____	(To be filled by Company Director)
	Officer of Company _____ Director _____ Signature _____	

Secretary	Full Name _____ Officer of Company Secretary _____ Signature _____	(To be filled by Company Secretary)
	Officer of Company Secretary _____ Signature _____	

**C. Certificate to be signed by a Private Company with more than twenty members**

We certify that the excess of members of the Company, above twenty, consists wholly of persons and are in the employment of the company, and/or of persons who, having formerly, in the employment of the company, were absent from such employment and have continued after the determination of such employment to be members of the Company.

Director	Full Name _____ Officer of Company _____ Director _____ Signature _____	(To be filled by Company Director)
	Officer of Company _____ Director _____ Signature _____	

Secretary	Full Name _____ Officer of Company Secretary _____ Signature _____	(To be filled by Company Secretary)
	Officer of Company Secretary _____ Signature _____	

**FOR OFFICIAL USE ONLY COMPANY #:**

**D Certificate to be signed by a Private Company without a corporate shareholder OR with a corporate shareholder not required to file Accounts;**

Should the Company be a private company not obliged to file accounts the following certificate is also required.  
 "We certify that to the best of our knowledge and belief, pursuant to the provision provided in the "Companies" Schedule No. 100, Companies exempt to file accounts hold any shares in the Company, and that has been the position in all times since the date of the 1st Annual Return (or the date of incorporation for companies filing first Annual Return, or in the case of an existing company, until it became a private company; the date on which it became a private company)."

<p><b>Directors</b></p> <p>Director: _____                  Director: _____                  Director: _____</p>	<p>Signature of Corporate Director</p> <div style="border: 1px solid black; width: 100px; height: 100px; margin-left: 50px;"></div>
<p><b>Secretary</b></p> <p>Secretary: _____                  Secretary: _____</p>	<p>Signature of Corporate Secretary</p> <div style="border: 1px solid black; width: 100px; height: 100px; margin-left: 50px;"></div>

**15. DECLARATION OF ACCURACY OF PRESENTED INFORMATION**

NAME OF DECLARANT		SIGNATURE OF DECLARANT	
CAPACITY	<input type="checkbox"/> Director <input type="checkbox"/> Secretary <input type="checkbox"/> Authorized Official	DATE	

FOR OFFICIAL USE ONLY    COMPANY #

F19A

16 FILED BY  
PARTICULARS OF INDIVIDUAL COMPANY FILING THE FORM WITH THE COMPANIES OFFICE OF JAMAICA

NAME
COMPLETE ADDRESS
EMAIL ADDRESS
CONTACT NUMBER
FAX NUMBER

17 ADDITIONAL PARTICULARS OF DIRECTORS LISTED AT ITEM 12A

NAME OF DIRECTOR	TAXPAYER REGISTRATION NUMBER	EMAIL

18 PARTICULARS OF COMPANY SECRETARY LISTED AT ITEM 14D

NAME OF SECRETARY	TAXPAYER REGISTRATION NUMBER	EMAIL

FOR OFFICIAL USE ONLY COMPANY #.
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Amended Return Year: \_\_\_\_\_  
 If the return for the year above was registered in error, please indicate the reasons for amendment in this box.

**FORM 19B**  
**READ INSTRUCTIONS BEFORE COMPLETING**



THE COMPANIES ACT  
**ANNUAL RETURN FOR COMPANIES LIMITED BY GUARANTEE WITHOUT A SHARE CAPITAL**

(Pursuant to sections 21, 123 & 124 of the Companies Act 2006)

COMPLETE THIS FORM IN BLOCK CAPITALS ONLY WITHIN THE PRESCRIBED FIELDS. PUT "N/A" IN FIELDS THAT DO NOT APPLY

1A. NAME OF COMPANY \_\_\_\_\_  
IF YOU ARE REGISTERED AS A COMPANY LIMITED BY GUARANTEE WITHOUT A SHARE CAPITAL, YOU MUST STATE THE DATE OF INCORPORATION IN THE UK AND CHANGE OF STATUS TO COMPANY LIMITED BY GUARANTEE WITHOUT A SHARE CAPITAL.

1B. COMPANY REGISTRATION NUMBER \_\_\_\_\_ 1C. COMPANY TAXPAYER REGISTRATION NUMBER \_\_\_\_\_

1D. COMPANY TELEPHONE NUMBER \_\_\_\_\_ 1E. EMAIL ADDRESS \_\_\_\_\_ 1F. TYPE OF COMPANY  
 Private  Public

2. PERIOD FOR WHICH ANNUAL RETURN IS MADE UP

(1) START	Day	Month	Year	(2) END	Day	Month	Year

3. LOCATION OF REGISTERED OFFICE

Street or District	
Town	
Post Office	
Parish	

3A. MAILING ADDRESS (if different from the registered office address)

Street or District	
Town	
Post Office	
Parish	

4. HAS THERE BEEN A CHANGE IN THE REGISTERED OFFICE ADDRESS DURING THE PERIOD FOR WHICH THE ANNUAL RETURN IS MADE UP? (If yes, notice must be given to the Registrar using a Form 17)  YES  NO

5. IS ARE THE REGISTER OF MEMBERS/DIRECTORS SHAREHOLDINGS/DEBENTURE HOLDINGS/DIRECTORS SERVICE CONTRACTS LOCATED AT AN ADDRESS DIFFERENT FROM THE REGISTERED OFFICE (If yes, this information must be presented on a schedule and attached to this form).  YES  NO

6. HAS THERE BEEN AN INCREASE IN THE REGISTERED NUMBER OF MEMBERS DURING THE PERIOD FOR WHICH THE ANNUAL RETURN IS MADE UP? (If yes, notice must be given to the Registrar using a Form 5)  YES  NO

7. PLEASE INDICATE THE TOTAL AMOUNT OF INDEBTEDNESS OF THE COMPANY, IF ANY

\$ \_\_\_\_\_

THE TOTAL AMOUNT OF INDEBTEDNESS OF THE COMPANY IS THE AMOUNT OF DEBENTURES AND OTHER DEBTS WHICH ARE DUE TO BE PAID BY THE COMPANY.

FOR OFFICIAL USE ONLY COMPANY # \_\_\_\_\_

4. HAS THERE BEEN ANY CHANGE IN DIRECTORSHIP (REMOVAL/APPOINTMENTS) DURING THE PERIOD FOR WHICH THE ANNUAL RETURN IS MADE UP? (If yes, refer to the person in the Register using a Form 25)  YES  NO

5A. PARTICULARS OF DIRECTORS AS AT THE DATE OF THIS ANNUAL RETURN  
This should be a complete listing of all Directors as at the date of this Annual Return taking into consideration any changes (whether removals or appointments) made during the period. Directors who have been removed during the period should be included from the start while those directors who have been appointed since the last annual return and are still Directors must be included. Ensure that the addresses of the appointments of all new directors have been filed with the Companies Office of Jamaica.

<b>DIRECTOR 1</b>			
FULL NAME			CURRENT NATIONALITY
FORMER NAMES (if any)			NATIONALITY OF ORIGIN (Where Applicable)
FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE	Jamaica		DATE
	POST OFFICE	NUMBER	CITY/TOWN
<b>DIRECTOR 2</b>			
FULL NAME			CURRENT NATIONALITY
FORMER NAMES (if any)			NATIONALITY OF ORIGIN (Where Applicable)
FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE	Jamaica		DATE
	POST OFFICE	NUMBER	CITY/TOWN
<b>DIRECTOR 3</b>			
FULL NAME			CURRENT NATIONALITY
FORMER NAMES (if any)			NATIONALITY OF ORIGIN (Where Applicable)
FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE	Jamaica		DATE
	POST OFFICE	NUMBER	CITY/TOWN
<b>DIRECTOR 4</b>			
FULL NAME			CURRENT NATIONALITY
FORMER NAMES (if any)			NATIONALITY OF ORIGIN (Where Applicable)
FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE	Jamaica		DATE
	POST OFFICE	NUMBER	CITY/TOWN

**FOR OFFICIAL USE ONLY**      COMPANY #



4. HAS THERE BEEN ANY CHANGE IN THE SECRETARY DURING THE PERIOD FOR WHICH THE ANNUAL RETURN IS MADE UP? (If yes, name must be stated) <input type="checkbox"/> YES <input type="checkbox"/> NO		
5A. NAME OF THE SECRETARY FOR THE YEAR OF THIS ANNUAL RETURN (If the secretary has been appointed by the Companies Officer, name)		
NAME (If an individual, first name, last name)	RESIDENTIAL ADDRESS (or where a secretary is a company, the registered office)	OCCUPATION

10. DECLARATION OF ACCURACY OF PRESENTED INFORMATION			
NAME OF DECLARANT	<input type="checkbox"/> Director <input type="checkbox"/> Secretary <input type="checkbox"/> Authorized Official		SIGNATURE OF DECLARANT
COMPANY			DATE

FOR OFFICIAL USE ONLY COMPANY #

**F19B**

11 FILED BY  
PARTICULARS OF INDIVIDUAL COMPANY FILING THE FORM WITH THE COMPANIES OFFICE OF JAMAICA

NAME:
COMPLETE ADDRESS:
EMAIL ADDRESS:
CONTACT NUMBER:
FAX NUMBER:

12 ADDITIONAL PARTICULARS OF DIRECTORS LISTED AT ITEM 8A.

NAME OF DIRECTOR	TAXPAYER REGISTRATION NUMBER	EMAIL

13 PARTICULARS OF COMPANY SECRETARY LISTED AT ITEM 9A.

NAME OF SECRETARY	TAXPAYER REGISTRATION NUMBER	EMAIL

FOR OFFICIAL USE ONLY	COMPANY #:
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31. The Companies (Forms) Rules, 2005, is amended—

- (a) by deleting the words “section 393(3)” and substituting therefor the words “section 393”; and
- (b) in the Schedule, by deleting Form 1A, Form 1B, Form 1C and Form 1D and substituting therefor the following forms—

Amendment of the Companies (Forms) Rules, 2005

- New Incorporation
- Amended Articles
- Re-registration

**FORM 1A**  
READ INSTRUCTIONS BEFORE COMPLETING



THE COMPANIES ACT  
**ARTICLES OF INCORPORATION: COMPANY LIMITED BY SHARE CAPITAL**  
(Pursuant to sections 6 & 25 of the Companies Act)

COMPLETE THIS FORM IN BLOCK CAPITALS ONLY WITHIN THE PRESCRIBED FIELDS. PUT "N/A" IN FIELDS THAT DO NOT APPLY

<b>1A. NAME OF COMPANY</b> _____ _____ _____	The name here must be identical to that of the name reserved in accordance with the registration.
<b>1B. JUSTIFICATION FOR PROPOSED NAME (if applicable)</b> _____ _____ _____	The use of "LIMITED" (or its equivalent) "LIMITED" and "INTERNATIONAL" must be explained.
<b>1C. CORE BUSINESS OF THE COMPANY</b> (The activities of the business are not restricted to the area(s) stated below unless indicated at item 1D) _____ _____ _____	
<b>1D. RESTRICTION ON THE BUSINESS OF THE COMPANY (if applicable)</b> _____ _____ _____	If you are required to restrict the activities of your company, if there are no restrictions insert "N/A".
<b>1E. COMPANY TELEPHONE NUMBER</b> _____	<b>1F. COMPANY EMAIL ADDRESS</b> _____
<b>1G. TYPE OF COMPANY</b> <input type="checkbox"/> Private <input type="checkbox"/> Public	

**2. THE REGISTERED OFFICE IS LOCATED IN JAMAICA AND THE LIABILITY OF THE MEMBERS IS LIMITED**

<b>3. COMPANY'S ARTICLES (RULES): Please check the appropriate box below (ONLY ONE BOX MUST BE CHECKED)</b> 3a. <input type="checkbox"/> Standard Articles Articles 1-78 80-136 with Varied Article 79 and Additional Articles 137-143 SEE SCHEDULE(S) _____ 3b. <input type="checkbox"/> Standard Articles Articles 1-78 80-136 with Varied Article 79 only SEE SCHEDULE _____ 3c. <input type="checkbox"/> Standard Articles Articles 1-136 with Additional Articles 137-143 only SEE SCHEDULE(S) _____ 3d. <input type="checkbox"/> Standard Articles in their entirety Articles 1-136 _____ 3e. <input type="checkbox"/> Other _____ (If "Other" is checked, please list the numbers of the articles from Table A that are to apply, if any, and/or state the name(s) of the schedule(s) which contain the additional/ varied articles which are to apply, below.) _____ _____	(Table A of the First Schedule of the Companies Act, 2006 provides standard articles (rules) for the normal management of a company limited by shares.) TABLE A - Articles 19-28 deal with general matters such as members' directors etc. - Article 29 deals with company's share capital. - Articles 30-38 deal with the duties of directors the main executive duties and remuneration etc. - Articles 41-42 deal with shareholders' rights such as the shareholders etc. TABLE B: SPECIAL PROVISIONS You may choose from Table A - None of the Rules in this article, with exception of the additional articles. - All of the Rules in this article, with exception of the additional articles. - All of the Rules in this article, with exception of the additional articles. - Your custom combination of articles. If you are not making a selection from all of the Rules which you can select rules for the normal management of the company, in a form and named the "Other" option, you are also required to state concisely explaining the nature of additional articles which you wish to "include".
<b>NOTES FOR PRIVATE COMPANIES</b> • The right to transfer shares is restricted. • Subject to section 24(1)(b) of the Companies Act 2006, the number of members of the company is limited to twenty. • There is exclusive of persons who having been formerly in the employment of the company, were while in that employment, and have continued after the determination of such employment to be members of the company. • Provided that where two or more persons hold one or more shares in the company, jointly, they shall be treated for the purposes of the regulation be treated as a single member. Any invitation to the public to subscribe for or shares or debentures of the company is prohibited. • Any invitation to the public to deposit money for fixed periods or payable on call, whether bearing or not interest is prohibited. • Subject to the exceptions provided for in the Twenty Schedule to the Act, any person other than a shareholder is prohibited from having any interest in any of the company's shares. • The company shall not have the power to issue share warrants to bearer.	

FOR OFFICIAL USE ONLY (FORM-1A) : #

<b>4. AUTHORIZED NUMBER OF SHARES</b> This is the maximum number of shares that your company is authorized to issue.		The total number of shares in all classes should not exceed the total number of shares set forth in clause 4.
<b>4A. CLASSES OF SHARES</b> (Indicate by ticking the class or classes of shares that the company issues on incorporation)	<b>4B. TOTAL NUMBER OF SHARES IN EACH CLASS</b>	Shares may be issued with different rights, privileges and conditions. Shares with the same rights, privileges and conditions are grouped into classes. All companies issued by shares must issue at least one class of shares which are non-preferential (e.g. ordinary shares) and may issue two or more classes of shares (where different classes of shares are issued at incorporation a Form 5 should be completed and attached to this form).
<input type="checkbox"/> ORDINARY <input type="checkbox"/> PREFERENCE <input type="checkbox"/> OTHER Specify: _____		
<b>5. RESTRICTIONS ON SHARE TRANSFER</b> (eg Directors must give consent to the transfer of shares)		All private companies must restrict the right to transfer shares in its shares must be restricted to existing shareholders. A public company may not restrict the right to transfer shares which has not been fully paid up.
<b>6. NON-CASH CONSIDERATION</b> Were any shares issued for non-cash consideration (that is, as a payment for goods, services, property, good will, shares in other companies, etc.) based on a contract that existed before incorporation? (ONLY ONE BOX MUST BE CHECKED)		
<input type="checkbox"/> Yes = Complete item 6A. <input type="checkbox"/> No = Continue to item 7.		
<b>6A. PLEASE INDICATE THE NATURE AND VALUE OF THE NON-CASH CONSIDERATION BELOW</b>		
_____ _____ _____		
<b>7. MINIMUM NUMBER OF DIRECTORS</b>	<input style="width: 50px; height: 20px;" type="text"/>	A private company must have at least one director; where control rests in the company, secretary, a public company must have a minimum of three (3) directors. Two of them however should not be appointed by the company, or any of its officers.
AND/OR	<input style="width: 50px; height: 20px;" type="text"/>	
<b>7A. MAXIMUM NUMBER OF DIRECTORS</b>	<input style="width: 50px; height: 20px;" type="text"/>	
<b>8. PARTICULARS OF DIRECTORS</b>		
<b>DIRECTOR 1</b> (Where the director is an individual the name must be represented as FIRST MIDDLE LAST):		
FULL NAME	<input style="width: 100%; height: 20px;" type="text"/>	
FULL RESIDENTIAL ADDRESS OF REGISTERED OFFICE ADDRESS	<input style="width: 100%; height: 20px;" type="text"/>	
	STATION	POST OFFICE
	POSTAL CODE	COUNTRY
OCCUPATION	<input style="width: 100%; height: 20px;" type="text"/>	CONTACT
<b>DIRECTOR 2</b> (Where the director is an individual the name must be represented as FIRST MIDDLE LAST):		
FULL NAME	<input style="width: 100%; height: 20px;" type="text"/>	
FULL RESIDENTIAL ADDRESS OF REGISTERED OFFICE ADDRESS	<input style="width: 100%; height: 20px;" type="text"/>	
	STATION	POST OFFICE
	POSTAL CODE	COUNTRY
OCCUPATION	<input style="width: 100%; height: 20px;" type="text"/>	CONTACT
<b>FOR OFFICIAL USE ONLY</b> COMPANY #		

<b>DIRECTOR 3 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)</b>			
FULL NAME			
FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE ADDRESS	STREET ADDRESS		
	TOWN		POST OFFICE
	PARISH		COUNTY
OCCUPATION			CONTACT
<b>DIRECTOR 4 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)</b>			
FULL NAME			
FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE ADDRESS	STREET ADDRESS		
	TOWN		POST OFFICE
	PARISH		COUNTY
OCCUPATION			CONTACT
<b>DIRECTOR 5 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)</b>			
FULL NAME			
FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE ADDRESS	STREET ADDRESS		
	TOWN		POST OFFICE
	PARISH		COUNTY
OCCUPATION			CONTACT

<b>9. PARTICULARS OF COMPANY SECRETARY (Where the secretary is an individual the name must be represented as FIRST MIDDLE LAST)</b>			
FULL NAME			
FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE ADDRESS	STREET ADDRESS		
	TOWN		POST OFFICE
	PARISH		COUNTY
OCCUPATION			CONTACT

FOR OFFICIAL USE ONLY	(COMPANY #)
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**10 PARTICULARS OF INDIVIDUAL SUBSCRIBERS (shareholders who are individuals)**

SUBSCRIBER PARTICULARS	SUBSCRIBER 1	SUBSCRIBER 2	SUBSCRIBER 3	SUBSCRIBER 4
NAME				
ADDRESS				
OCCUPATION				
<b>SHARES TAKEN UP</b>	The total number of shares subscribed to by all subscribers has not exceed the authorized number of shares stated in Item 4			
CLASS OF SHARES 1. PREFERRED 2. PREFERENCE OTHER 3.	AMOUNT OF SHARES 1. _____ 2. _____ 3. _____	AMOUNT OF SHARES 1. _____ 2. _____ 3. _____	AMOUNT OF SHARES 1. _____ 2. _____ 3. _____	AMOUNT OF SHARES 1. _____ 2. _____ 3. _____
	SIGNATURE			
	DATE			
<b>WITNESS PARTICULARS</b>	<b>WITNESS FOR SUBSCRIBER 1</b>	<b>WITNESS FOR SUBSCRIBER 2</b>	<b>WITNESS FOR SUBSCRIBER 3</b>	<b>WITNESS FOR SUBSCRIBER 4</b>
WITNESSED BY (NAME OF WITNESS)				
AT (LOCATION/ADDRESS)				
SIGNATURE				
DATE				

Write or Visit     
  Atte on Visit     
  Write on Visit     
  Write or Visit

FOR OFFICIAL USE ONLY      COMPANY #



14. FILED BY  
PARTICULARS OF INDIVIDUAL COMPANY FILING THE FORM WITH THE COMPANIES OFFICE OF JAMAICA

NAME
COMPLETE ADDRESS:
EMAIL ADDRESS
CONTACT NUMBER
FAX NUMBER

15. ADDITIONAL PARTICULARS OF DIRECTORS

NAME OF DIRECTOR	TAXPAYER REGISTRATION NUMBER	EMAIL
1.		
2.		
3.		
4.		
5.		

16. ADDITIONAL PARTICULARS OF COMPANY SECRETARY

NAME OF SECRETARY	TAXPAYER REGISTRATION NUMBER	EMAIL

FOR OFFICIAL USE ONLY COMPANY #.





**FORM 1A – continuation page**  
**PARTICULARS OF DIRECTORS**

**THE COMPANIES ACT**  
**ARTICLES OF INCORPORATION: COMPANY LIMITED BY SHARE CAPITAL**

(Pursuant to sections 3 & 2E of the Companies Act)

COMPLETE THIS FORM IN BLOCK CAPITALS ONLY WITHIN THE PRESCRIBED FIELDS. PUT "N/A" IN FIELDS THAT DO NOT APPLY

B. PARTICULARS OF DIRECTORS			
<b>DIRECTOR #</b> (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)			
FULL NAME			
FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE ADDRESS			
TOWN		POST OFFICE	
PARISH		COUNTRY	
OCCUPATION		CONTACT	
<b>DIRECTOR #</b> (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)			
FULL NAME			
FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE ADDRESS			
TOWN		POST OFFICE	
PARISH		COUNTRY	
OCCUPATION		CONTACT	
<b>DIRECTOR #</b> (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)			
FULL NAME			
FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE ADDRESS			
TOWN		POST OFFICE	
PARISH		COUNTRY	
OCCUPATION		CONTACT	
<b>DIRECTOR #</b> (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)			
FULL NAME			
FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE ADDRESS			
TOWN		POST OFFICE	
PARISH		COUNTRY	
OCCUPATION		CONTACT	

FOR OFFICIAL USE ONLY COMPANY #:



**THE COMPANIES ACT**  
**ARTICLES OF INCORPORATION: COMPANY LIMITED BY SHARE CAPITAL**  
 (Pursuant to sections 8 & 25 of the Companies Act)

**FORM 1A – continuation page**  
**PARTICULARS OF INDIVIDUAL SUBSCRIBERS**

**10. PARTICULARS OF INDIVIDUAL SUBSCRIBERS (shareholders who are individuals)**

SUBSCRIBER PARTICULARS	SUBSCRIBER 1	SUBSCRIBER 2	SUBSCRIBER 3	SUBSCRIBER 4
NAME				
ADDRESS				
OCCUPATION				
<b>SHARES TAKEN UP</b>				
The total of the number of shares subscribed to by all subscribers may not exceed the authorized number of shares stated at item 4.				
CLASS OF SHARES	AMOUNT OF SHARES	AMOUNT OF SHARES	AMOUNT OF SHARES	AMOUNT OF SHARES
1. ORDINARY	1. _____	1. _____	1. _____	1. _____
2. PREFERENCE	2. _____	2. _____	2. _____	2. _____
OTHER				
3. _____	3. _____	3. _____	3. _____	3. _____
SIGNATURE				
DATE				
WITNESS PARTICULARS	WITNESS FOR SUBSCRIBER 1	WITNESS FOR SUBSCRIBER 2	WITNESS FOR SUBSCRIBER 3	WITNESS FOR SUBSCRIBER 4
WITNESSED BY (NAME OF WITNESS)				
AT (LOCATION/ADDRESS)				
SIGNATURE				
DATE				

If a subscriber and a witness are located in different countries, "while on visit" must be indicated.

While on Visit

While on Visit

While on Visit

While on Visit

FOR OFFICIAL USE ONLY COMPANY #: \_\_\_\_\_



**THE COMPANIES ACT**  
**ARTICLES OF INCORPORATION: COMPANY LIMITED BY SHARE CAPITAL**  
 (Pursuant to sections 3 & 25 of the Companies Act)

**FORM 1A – continuation page**  
**PARTICULARS OF COMPANY SUBSCRIBERS**

**11. PARTICULARS OF COMPANY SUBSCRIBERS (shareholders who are companies)**

COMPANY PARTICULARS	
COMPANY NAME	
COMPANY REGISTERED OFFICE ADDRESS OTHER ADDRESS	
<b>SHARES TAKEN UP</b>	The total of the number of shares subscribed to by all subscribers may not exceed the authorized number of shares stated at item Error! Reference source not found.
<b>CLASS OF SHARES</b>	<b>AMOUNT OF SHARES</b>
1. ORDINARY SHARES	1. _____
2. PREFERENCE SHARES OTHER	2. _____
3. Specify _____	3. _____

SEAL

OFFICER PARTICULARS	OFFICER 1	OFFICER 2
OFFICER NAME		
OFFICE HELD IN COMPANY		
SIGNATURE		
DATE		
WITNESS PARTICULARS	WITNESS FOR OFFICER 1	WITNESS FOR OFFICER 2
BY (NAME OF WITNESS)		
AT (LOCATION/ADDRESS)		
SIGNATURE		
DATE		

If an officer and a witness are located in different countries, while or not must be selected.

While on Visit

While on Visit

FOR OFFICIAL USE ONLY COMPANY #: \_\_\_\_\_



**THE COMPANIES ACT**  
**ARTICLES OF INCORPORATION: COMPANY LIMITED BY SHARE CAPITAL**  
 (Pursuant to sections 6 & 25 of the Companies Act)

**FORM 1A – SCHEDULE**  
**PARTICULARS OF BENEFICIAL OWNERS**

**12. PARTICULARS OF BENEFICIAL OWNERS**

BENEFICIAL OWNER PARTICULARS	BENEFICIAL OWNER _____	BENEFICIAL OWNER _____	BENEFICIAL OWNER _____	BENEFICIAL OWNER _____
NAME				
ADDRESS				
NATIONALITY				

SHARES HELD ON BEHALF OF BENEFICIARY		The total amount of shares held on behalf of beneficiary shall not exceed the number of shares held by the subscriber.			
CLASS OF SHARES	1. ORDINARY	AMOUNT OF SHARES	AMOUNT OF SHARES	AMOUNT OF SHARES	AMOUNT OF SHARES
	2. PREFERENCE	1. _____	1. _____	1. _____	1. _____
	OTHER	2. _____	2. _____	2. _____	2. _____
3. _____	3. _____	3. _____	3. _____	3. _____	

SUBSCRIBER PARTICULARS	SUBSCRIBER HOLDING SHARES ON BEHALF OF BENEFICIARY ABOVE	SUBSCRIBER HOLDING SHARES ON BEHALF OF BENEFICIARY ABOVE	SUBSCRIBER HOLDING SHARES ON BEHALF OF BENEFICIARY ABOVE	SUBSCRIBER HOLDING SHARES ON BEHALF OF BENEFICIARY ABOVE
NAME				

FOR OFFICIAL USE ONLY COMPANY #:

- New Incorporation
- Amended Articles
- Re-registration



THE COMPANIES ACT

ARTICLES OF INCORPORATION COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

(Pursuant to sections 6 & 23 of the Companies Act)

**FORM 1B**  
READ INSTRUCTIONS BEFORE COMPLETING

COMPLETE THIS FORM IN BLOCK CAPITALS ONLY WITHIN THE PRESCRIBED FIELDS. PUT "N/A" IN FIELDS THAT DO NOT APPLY

1A NAME OF COMPANY _____ _____	The name here must be completely consistent with the name reserved in pursuance of this registration.
1B JUSTIFICATION FOR PROPOSED NAME (if applicable): _____ _____	The use of words such as "Guarantee", "Limited" and "International" must be explained.
1C COMPANY TELEPHONE NUMBER _____	1D COMPANY EMAIL ADDRESS _____
1E TYPE OF COMPANY <input type="checkbox"/> Private <input type="checkbox"/> Public	

**2 THE REGISTERED OFFICE IS LOCATED IN JAMAICA AND THE LIABILITY OF THE MEMBERS IS LIMITED**

3 THIS ASSOCIATION IS FORMED EXCLUSIVELY FOR THE PROMOTION OF

Commerce     Art     Science     Religion     Charities     Other

If OTHER, specify \_\_\_\_\_

The objects of the company are limited to those necessary to the carrying out of the main business of the company, outlined in item 3 above.

3A RESTRICTIONS IF ANY, ON THE BUSINESS THE ASSOCIATION MAY CARRY ON

\_\_\_\_\_

\_\_\_\_\_

You may state the activities that are excluded or that require prior approval from members.

**4 COMPANY'S ARTICLES (RULES) Please check the appropriate box below (ONLY ONE BOX MUST BE CHECKED)**

4A <input type="checkbox"/> Standard Articles from Table B in their entirety (Articles 1-71 only) 4B <input type="checkbox"/> Standard Articles from Table B Articles 1-35, 37-71 with Varied Article 36 and Additional Articles 72-77 SEE SCHEDULE(S) _____ 4C <input type="checkbox"/> Standard Articles selected from Table B (e.g. 1-30 & 32-71) ARTICLES _____ 4D <input type="checkbox"/> Standard Articles selected from Table B with varied and/or additional articles ARTICLES _____ SEE SCHEDULE(S) _____ 4E <input type="checkbox"/> Other "Other" is to be used when you do not wish to accept the Standard Articles from Table B and wish to attach your own. SEE SCHEDULE(S) _____	Table B of the First Schedule of the Companies Act 2014 prescribes standard articles "rules" for the internal management of a company, private, guarantee or public. * Articles 1-71 cover general matters, terms of members' contracts, borrowing powers of the company, the use of accounts and reserves. * Other Table B articles include: * All the Rules in their entirety, exactly as they are stated; * All the Rules in their entirety, with variations; * Some of the Rules. If you do not choose to select any of the options A to D then you must select your own articles "rules" for the internal management of the company, in this form and send the latter copy to the Registrar and send to each shareholder. You are also required to attach schedules containing the varied or additional articles which you wish to include. Undertake that other copies be supplied.
--	--

**NOTES FOR ASSOCIATIONS WISHING TO REMOVE "LIMITED" FROM THEIR NAMES**

The Minister may issue a licence which permits the removal of the word "limited" from the name of the company if it is advised that an additional schedule be attached to the articles outlining how the association is to be governed and the manner in which the funds will be used for charitable purposes.

5 GUARANTEE/MEMBERS' LIABILITY (Mandatory)  
 (Every member of the association undertakes to contribute to the assets of the association in the event of the same being wound up, provided that)

STATE THE AMOUNT IN DOLLARS \$ \_\_\_\_\_

FOR OFFICIAL USE ONLY COMPANY # \_\_\_\_\_

6. PROPOSED NUMBER OF MEMBERS AT THE TIME OF INCORPORATION

[ ]

7. PARTICULARS OF INDIVIDUAL SUBSCRIBERS

SUBSCRIBER PARTICULARS	SUBSCRIBER 1	SUBSCRIBER 2	SUBSCRIBER 3	SUBSCRIBER 4
NAME				
ADDRESS				
OCCUPATION				
SIGNATURE				
DATE				
WITNESS PARTICULARS	WITNESS FOR SUBSCRIBER 1	WITNESS FOR SUBSCRIBER 2	WITNESS FOR SUBSCRIBER 3	WITNESS FOR SUBSCRIBER 4
BY				
NAME OF WITNESS				
AT				
LOCATION ADDRESS				
SIGNATURE				
DATE				

7. If a subscriber has not signed the form, the witness shall sign on behalf of the subscriber.

IN THE CITY

AT THE CITY

IN THE CITY

AT THE CITY

FOR OFFICIAL USE ONLY COMPANY #:

**8 PARTICULARS OF COMPANY SUBSCRIBERS**

<b>COMPANY PARTICULARS</b>		
COMPANY NAME		
COMPANY REGISTERED OFFICE ADDRESS		
OTHER ADDRESS		
<b>OFFICER PARTICULARS</b>	<b>OFFICER 1</b>	<b>OFFICER 2</b>
OFFICER NAME		
OFFICE HELD IN COMPANY		
SIGNATURE		
DATE		
<b>WITNESS PARTICULARS</b>	<b>WITNESS FOR OFFICER 1</b>	<b>WITNESS FOR OFFICER 2</b>
WITNESSED BY NAME OF WITNESS		
AT LOCATION ADDRESS		
SIGNATURE		
DATE		

While on visit                       While off visit

SEAL

If an Officer and a witness are located in different countries, name of each must be indicated

**9 MINIMUM NUMBER OF DIRECTORS**

AND/OR

**9A. MAXIMUM NUMBER OF DIRECTORS**

**10 PARTICULARS OF DIRECTORS**

**DIRECTOR 1** (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME			
FULL RESIDENTIAL ADDRESS OF REGISTERED OFFICE ADDRESS			
	CITY	POST OFFICE	
	REGION	COUNTRY	
OCCUPATION		CONTACT	

A private company must have at least one director. Where control must be the company, secretary. A public company must have a minimum of three (3) directors. Two of them (one must not be employed by the company or any of its affiliates)

FOR OFFICIAL USE ONLY    COMPANY #

<b>DIRECTOR 2</b> (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)			
FULL NAME			
FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE ADDRESS			
STREET ADDRESS		POST OFFICE	
CITY		COUNTRY	
OCCUPATION		CONTACT	

<b>DIRECTOR 3</b> (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)			
FULL NAME			
FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE ADDRESS			
STREET ADDRESS		POST OFFICE	
CITY		COUNTRY	
OCCUPATION		CONTACT	

<b>DIRECTOR 4</b> (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)			
FULL NAME			
FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE ADDRESS			
STREET ADDRESS		POST OFFICE	
CITY		COUNTRY	
OCCUPATION		CONTACT	

<b>11. PARTICULARS OF COMPANY SECRETARY</b> (Where the secretary is an individual the name must be represented as FIRST MIDDLE LAST)			
FULL NAME			
FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE ADDRESS			
STREET ADDRESS		POST OFFICE	
CITY		COUNTRY	
OCCUPATION		CONTACT	

<b>12. DECLARATION OF ACCURACY OF PRESENTED INFORMATION</b>			
NAME OF DECLARANT			
CAPACITY <input type="checkbox"/> Director <input type="checkbox"/> Secretary <input type="checkbox"/> Authorized Official			
SIGNATURE		DATE	

FOR OFFICIAL USE ONLY	COMPANY #.
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**F1B**

**13. FILED BY  
PARTICULARS OF INDIVIDUAL COMPANY FILING THE FORM WITH THE COMPANIES OFFICE OF JAMAICA**

NAME  COMPLETE ADDRESS  EMAIL ADDRESS  CONTACT NUMBER.
--

**14. ADDITIONAL PARTICULARS OF DIRECTORS**

NAME OF DIRECTOR	TAXPAYER REGISTRATION NUMBER	EMAIL
1		
2		
3		
4		

**15. ADDITIONAL PARTICULARS OF COMPANY SECRETARY**

NAME OF SECRETARY	TAXPAYER REGISTRATION NUMBER	EMAIL

FOR OFFICIAL USE ONLY	COMPANY #:
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THE COMPANIES ACT  
 ARTICLES OF INCORPORATION, COMPANY LIMITED BY GUARANTEE  
 AND NOT HAVING A SHARE CAPITAL  
 (Particular Circumstances & Conditions of the Companies Act)

**FORM 1B – continuation page**  
**PARTICULARS OF INDIVIDUAL SUBSCRIBERS**

**7 PARTICULARS OF INDIVIDUAL SUBSCRIBERS**

SUBSCRIBER PARTICULARS	SUBSCRIBER 1	SUBSCRIBER 2	SUBSCRIBER 3	SUBSCRIBER 4
NAME				
ADDRESS				
OCCUPATION				
SIGNATURE				
DATE				
<b>WITNESS PARTICULARS</b>	<b>WITNESS FOR SUBSCRIBER 1</b>	<b>WITNESS FOR SUBSCRIBER 2</b>	<b>WITNESS FOR SUBSCRIBER 3</b>	<b>WITNESS FOR SUBSCRIBER 4</b>
WITNESSED BY (NAME OF WITNESS)				
AT (LOCAL ADDRESS)				
SIGNATURE				
DATE				
	<input type="checkbox"/> Will not list	<input type="checkbox"/> Will not list	<input type="checkbox"/> Will not list	<input type="checkbox"/> Will not list

FOR OFFICIAL USE ONLY COMPANY # \_\_\_\_\_



**FORM 1B – continuation page**  
**PARTICULARS OF COMPANY SUBSCRIBERS**

THE COMPANIES ACT

ARTICLES OF INCORPORATION COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL  
(Pursuant to sections 6 & 20 of the Companies Act)

COMPLETE THIS FORM IN BLOCK CAPITALS ONLY WITHIN THE PRESCRIBED FIELDS. PUT "NA" IN FIELDS THAT DO NOT APPLY

8 PARTICULARS OF COMPANY SUBSCRIBERS			
<b>COMPANY PARTICULARS</b>			
COMPANY NAME			
COMPANY REGISTERED OFFICE ADDRESS			
OTHER ADDRESS:			
<b>OFFICER PARTICULARS</b>	<b>OFFICER 1</b>	<b>OFFICER 2</b>	REAL
OFFICER NAME			
OFFICE HELD IN			
LOCATION			
SIGNATURE			
DATE			
<b>WITNESS PARTICULARS</b>	<b>WITNESS FOR OFFICER 1</b>	<b>WITNESS FOR OFFICER 2</b>	
ATTESTED BY NAME OF WITNESS			
LOCATION ADDRESS			
SIGNATURE			
DATE			
<input type="checkbox"/> W/HE OR V/SIT		<input type="checkbox"/> W/HE OR V/SIT	
If the witness is a resident of a different country, W/HE OR V/SIT must be used.			

FOR OFFICIAL USE ONLY COMPANY #



FORM 1B – continuation page  
PARTICULARS OF DIRECTORS

THE COMPANIES ACT

ARTICLES OF INCORPORATION: COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

(Particulars in Sections 5 & 20 of the Companies Act)

COMPLETE THIS FORM IN BLOCK CAPITALS ONLY WITHIN THE PRESCRIBED FIELDS. PUT "NA" IN FIELDS THAT DO NOT APPLY.

10 PARTICULARS OF DIRECTORS

DIRECTOR # (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME

FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE ADDRESS	STREET OR TOWN	POST OFFICE
	TOWN	
	COUNTRY	
OCCUPATION	CONTACT	

DIRECTOR # (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME

FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE ADDRESS	STREET OR TOWN	POST OFFICE
	TOWN	
	COUNTRY	
OCCUPATION	CONTACT	

DIRECTOR # (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME

FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE ADDRESS	STREET OR TOWN	POST OFFICE
	TOWN	
	COUNTRY	
OCCUPATION	CONTACT	

DIRECTOR # (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME

FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE ADDRESS	STREET OR TOWN	POST OFFICE
	TOWN	
	COUNTRY	
OCCUPATION	CONTACT	

FOR OFFICIAL USE ONLY COMPANY #:

- New Incorporation**  
(Proposed Name Only)
- Amended Articles**
- Re-registration**  
(Changing from one type of a company to another)

**FORM 1C**  
**READ INSTRUCTIONS BEFORE COMPLETING**



**THE COMPANIES ACT**  
**ARTICLES OF INCORPORATION: COMPANY LIMITED BY GUARANTEE WITH SHARE CAPITAL**  
(Pursuant to sections 8 & 20(2) of the Companies Act)

COMPLETE THIS FORM IN BLOCK CAPITALS ONLY WITHIN THE PRESCRIBED FIELDS. PUT "N/A" IN FIELDS THAT DO NOT APPLY.

<b>1A. NAME OF COMPANY</b>			The name here must be complete compliance with the name reserved in pursuance of the regulations
<b>1B. JUSTIFICATION FOR PROPOSED NAME (if applicable)</b>			The use of words such as 'Limited', 'Global' and 'International' must be explained
<b>1C. CORE BUSINESS OF THE COMPANY</b> <small>(The activities of the business are not restricted to the area(s) stated below unless indicated at item 1D)</small>			
<b>1D. RESTRICTION ON THE BUSINESS OF THE COMPANY (if applicable)</b>			It is to be noted that you need to tick the box of 'no restriction' if there are no restrictions (insert 'N/A')
<b>1E. COMPANY TELEPHONE NUMBER</b>	<b>1F. COMPANY EMAIL ADDRESS</b>	<b>1G. TYPE OF COMPANY</b> <input type="checkbox"/> Private <input type="checkbox"/> Public	

**2. THE REGISTERED OFFICE IS LOCATED IN JAMAICA AND THE LIABILITY OF THE MEMBERS IS LIMITED**

<b>3. COMPANY'S ARTICLES (RULES) Please check the appropriate box below (ONLY ONE BOX MUST BE CHECKED)</b>	
<p>3a. <input type="checkbox"/> Standard Articles Articles 1-78, 80-136 with Varied Article 79 and Additional Articles 137-143 SEE SCHEDULE(S) _____</p> <p>3b. <input type="checkbox"/> Standard Articles Articles 1-78, 80-136 with Varied Article 79 only SEE SCHEDULE _____</p> <p>3c. <input type="checkbox"/> Standard Articles Articles 1-136 with Additional Articles 137-143 only SEE SCHEDULE(S) _____</p> <p>3d. <input type="checkbox"/> Standard Articles in their entirety Articles 1-136</p> <p>3e. <input type="checkbox"/> Other <small>(If 'Other' is checked please list the numbers of the articles from Table A and/or Table B that are to apply (if any) and/or state the name(s) of the schedule(s) which contain the additional/varied articles which are to apply below)</small></p>	<p>Table A and Table B of the First Schedule of the Companies Act 2004 provide standard articles (rules) for the internal management of a company (small to medium size share capital).</p> <p>All the sections you may select are contained in articles from these two tables. If you do not choose an option from either, you must insert your own articles to suit the internal management of the company in this form and attach the Other option. You are also required to attach schedules containing the varied or additional articles which you want to include.</p>
<p><b>NOTES FOR PRIVATE COMPANIES</b></p> <ul style="list-style-type: none"> <li>• The right to transfer shares is restricted</li> <li>• Subject to section 26(1)(b) of the Companies Act 2004 the number of members of the company is limited to twenty. <small>(This is exclusive of persons who having been formerly in the employment of the company were, while in that employment, and have continued after the determination of such employment to be members of the company)</small></li> <li>• Provided that where two or more persons hold one or more shares in the company, jointly they shall for the purpose of this regulation be treated as a single member. Any invitation to the public to subscribe for any shares or debentures of the company is prohibited.</li> <li>• Any invitation to the public to deposit money for fixed periods or payable on call whether bearing or not interest is prohibited.</li> <li>• Subject to the exceptions provided for in Part Two of Schedule to the Act, any person other than a shareholder is prohibited from having any interest in any of the company's shares.</li> <li>• The company shall not have to the power to issue share warrants to bearer.</li> </ul>	

**FOR OFFICIAL USE ONLY** COMPANY #: \_\_\_\_\_

<b>4. AUTHORIZED NUMBER OF SHARES</b> This is the maximum number of shares that your company is authorized to issue.		The total number of shares in all classes should not exceed the total number of shares that are authorized to issue.	
<b>4A. CLASSES OF SHARES</b> (Indicate by ticking the class or classes of shares that the company issues on incorporation)	<b>4B. TOTAL NUMBER OF SHARES IN EACH CLASS</b>	Shares may be issued with different rights, privileges and conditions. Shares with the same rights, privileges and conditions are grouped into classes.  All companies limited by shares must issue at least one class of shares as ordinary shares, and may issue one or more classes of shares. Where different classes of shares are issued an incorporation form 3 should be completed and attached to this form.	
<input type="checkbox"/> ORDINARY  <input type="checkbox"/> PREFERENCE  <input type="checkbox"/> OTHER Specify: _____			
<b>5. RESTRICTIONS ON SHARE TRANSFER</b> (eg Directors must give consent to the transfer of shares)		All private companies must reserve the right to transfer shares (eg shares must be for directors holding shares only).  A public company may only reserve the right to transfer shares which have not been fully paid up.	
<b>6. NON-CASH CONSIDERATION</b> Were any shares issued for non-cash consideration (that is as a payment for goods, services, property, good will, shares in other companies etc.) based on a contract that existed before incorporation? (ONLY ONE BOX MUST BE CHECKED)			
<input type="checkbox"/> Yes - Complete item 6A <input type="checkbox"/> No - Continue to item 7			
<b>6A. PLEASE INDICATE THE NATURE AND VALUE OF THE NON-CASH CONSIDERATION BELOW</b>  _____ _____			
<b>7. PROPOSED NUMBER OF MEMBERS AT THE TIME OF INCORPORATION</b>		<input style="width: 80px; height: 20px;" type="text"/>	
<b>8. THE TERMS OF UNDERTAKING AND THE EXTENT OF GUARANTEE</b>		Every member of the association undertakes to contribute to the assets of the association in the event of the same being wound up or closed. (Private) members will be liable to the extent of the guarantee as well as the amount unpaid on the shares in issue.	
<b>9. MINIMUM NUMBER OF DIRECTORS</b>		<input style="width: 60px; height: 20px;" type="text"/>	
AND/OR			
<b>9A. MAXIMUM NUMBER OF DIRECTORS</b>		<input style="width: 60px; height: 20px;" type="text"/>	
<b>10. PARTICULARS OF DIRECTORS</b> DIRECTOR 1 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)			
FULL NAME	<input style="width: 100%;" type="text"/>		
FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE ADDRESS	STREET ADDRESS	POST OFFICE	COUNTRY
OCCUPATION	CONTACT	<input style="width: 100%;" type="text"/>	

FOR OFFICIAL USE ONLY      COMPANY #

<b>DIRECTOR 2 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)</b>			
FULL NAME			
FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE ADDRESS			
STREET ADDRESS		POST OFFICE	
TOWN		COUNTY	
REGION			
OCCUPATION		CONTACT	
<b>DIRECTOR 3 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)</b>			
FULL NAME			
FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE ADDRESS			
STREET ADDRESS		POST OFFICE	
TOWN		COUNTY	
REGION			
OCCUPATION		CONTACT	
<b>DIRECTOR 4 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)</b>			
FULL NAME			
FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE ADDRESS			
STREET ADDRESS		POST OFFICE	
TOWN		COUNTY	
REGION			
OCCUPATION		CONTACT	
<b>DIRECTOR 5 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)</b>			
FULL NAME			
FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE ADDRESS			
STREET ADDRESS		POST OFFICE	
TOWN		COUNTY	
REGION			
OCCUPATION		CONTACT	

<b>11 PARTICULARS OF COMPANY SECRETARY (Where the secretary is an individual the name must be represented as FIRST MIDDLE LAST)</b>			
FULL NAME			
FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE ADDRESS			
STREET ADDRESS		POST OFFICE	
TOWN		COUNTY	
REGION			
OCCUPATION		CONTACT	

FOR OFFICIAL USE ONLY COMPANY #

**12. PARTICULARS OF INDIVIDUAL SUBSCRIBERS (shareholders who are individuals)**

	SUBSCRIBER 1	SUBSCRIBER 2	SUBSCRIBER 3	SUBSCRIBER 4
NAME				
ADDRESS				
OCCUPATION				
<b>SHARES TAKEN UP</b> <small>The size of the number of shares subscribed to by a subscriber may not exceed the authorized number of shares stated in item 4</small>				
1. PRIMARY	1. _____	1. _____	1. _____	1. _____
2. PREFERENCE	2. _____	2. _____	2. _____	2. _____
OTHER	2. _____	2. _____	2. _____	2. _____
3. _____	3. _____	3. _____	3. _____	3. _____
SIGNATURE				
DATE				
WITNESSED BY	WITNESS FOR SUBSCRIBER 1	WITNESS FOR SUBSCRIBER 2	WITNESS FOR SUBSCRIBER 3	WITNESS FOR SUBSCRIBER 4
(NAME OF WITNESS)				
AT (LOCATION/ADDRESS)				
SIGNATURE				
DATE				

If a subscriber dies a witness  
should be named in witness  
signature, who is at least  
18 years of age.

While on Visit

While on Visit

While on Visit

While on Visit

**FOR OFFICIAL USE ONLY** COMPANY #: \_\_\_\_\_



**13. PARTICULARS OF COMPANY SUBSCRIBERS (shareholders who are companies)**

COMPANY PARTICULARS		OFFICER PARTICULARS	OFFICER 1	OFFICER 2
COMPANY NAME			OFFICER NAME	
COMPANY REGISTERED OFFICE ADDRESS / OTHER ADDRESS			OFFICE HELD IN COMPANY	
<b>SHARES HELD BY</b> The total of the number of shares subscribed to by all subscribers may not exceed the authorized number of shares stated at item 4.			SIGNATURE	
<b>CLASS OF SHARES</b>	1. ORDINARY SHARES 2. PREFERENCE SHARES OTHER 3. Specify _____	AMOUNT OF SHARES 1. _____ 2. _____ 3. _____	DATE	
SEAL		WITNESS PARTICULARS	WITNESS FOR OFFICER 1	WITNESS FOR OFFICER 2
<div style="border: 1px solid black; width: 150px; height: 100px; margin: auto;"></div>		BY (NAME OF WITNESS)		
		AT (LOCATION/ADDRESS)		
		SIGNATURE		
		DATE		
		<input type="checkbox"/> If an officer and witness are located in different countries while on visit must be selected		<input type="checkbox"/> While on Visit
				<input type="checkbox"/> While on Visit
14 SUBSCRIBER(S) HOLD(S) SHARES ON BEHALF OF BENEFICIAL OWNER(S). <input type="checkbox"/> No <input type="checkbox"/> Yes and schedule(s) detailing beneficial owners is/are attached				
Beneficial owners are persons who enjoy and have a right to the benefits or ownership of the shares as the right to dividends without being registered or the company's books records as the owner.				
<b>15. DECLARATION OF ACCURACY OF PRESENTED INFORMATION</b>				
NAME OF DECLARANT			SIGNATURE OF DECLARANT	
CAPACITY	<input type="checkbox"/> Director <input type="checkbox"/> Secretary <input type="checkbox"/> Authorized Official		DATE	

FOR OFFICIAL USE ONLY COMPANY #:

F1C

16. FILED BY  
PARTICULARS OF INDIVIDUAL/COMPANY FILING THE FORM WITH THE COMPANIES OFFICE OF JAMAICA

NAME
COMPLETE ADDRESS
EMAIL ADDRESS
CONTACT NUMBER
FAX NUMBER

17. ADDITIONAL PARTICULARS OF DIRECTORS

NAME OF DIRECTOR	TAXPAYER REGISTRATION NUMBER	EMAIL
1		
2		
3		
4		
5		

18. ADDITIONAL PARTICULARS OF COMPANY SECRETARY

NAME OF SECRETARY	TAXPAYER REGISTRATION NUMBER	EMAIL

FOR OFFICIAL USE ONLY	COMPANY #
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**FORM 1C – continuation page**  
**PARTICULARS OF DIRECTORS**

**THE COMPANIES ACT**  
**ARTICLES OF INCORPORATION: COMPANY LIMITED BY GUARANTEE WITH SHARE CAPITAL**  
(Pursuant to sections 8 & 20(2) of the Companies Act)

COMPLETE THIS FORM IN BLOCK CAPITALS ONLY WITHIN THE PRESCRIBED FIELDS. PUT "N/A" IN FIELDS THAT DO NOT APPLY.

10 PARTICULARS OF DIRECTORS			
<b>DIRECTOR 1</b> (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)			
FULL NAME			
F.J.L. RESIDENTIAL ADDRESS or REGISTERED OFFICE ADDRESS	STREET ADDRESS		
	DAY	POST OFFICE	
	RANGE	COUNTY	
OCCUPATION		CONTACT	
<b>DIRECTOR 2</b> (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)			
FULL NAME			
F.J.L. RESIDENTIAL ADDRESS or REGISTERED OFFICE ADDRESS	STREET ADDRESS		
	DAY	POST OFFICE	
	RANGE	COUNTY	
OCCUPATION		CONTACT	
<b>DIRECTOR 3</b> (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)			
FULL NAME			
F.J.L. RESIDENTIAL ADDRESS or REGISTERED OFFICE ADDRESS	STREET ADDRESS		
	DAY	POST OFFICE	
	RANGE	COUNTY	
OCCUPATION		CONTACT	
<b>DIRECTOR 4</b> (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)			
FULL NAME			
F.J.L. RESIDENTIAL ADDRESS or REGISTERED OFFICE ADDRESS	STREET ADDRESS		
	DAY	POST OFFICE	
	RANGE	COUNTY	
OCCUPATION		CONTACT	

FOR OFFICIAL USE ONLY COMPANY #



**THE COMPANIES ACT**  
**ARTICLES OF INCORPORATION: COMPANY LIMITED BY GUARANTEE WITH SHARE CAPITAL**  
(Pursuant to sections 8 & 20(2) of the Companies Act)

**FORM 1C – continuation page**  
**PARTICULARS OF INDIVIDUAL SUBSCRIBERS**

**12. PARTICULARS OF INDIVIDUAL SUBSCRIBERS (shareholders who are individuals)**

SUBSCRIBER PARTICULARS		SUBSCRIBER 1	SUBSCRIBER 2	SUBSCRIBER 3	SUBSCRIBER 4
NAME					
ADDRESS					
OCCUPATION					
<b>SHARES TAKEN UP</b>		The total of the numbers of shares subscribed to by all subscribers must not exceed the authorized number of shares stated at Item 4.			
Quantity of shares	1. ORDINARY	AMOUNT OF SHARES 1. _____	AMOUNT OF SHARES 1. _____	AMOUNT OF SHARES 1. _____	AMOUNT OF SHARES 1. _____
	2. PREFERENCE	2. _____	2. _____	2. _____	2. _____
	3. OTHER	3. _____	3. _____	3. _____	3. _____
SIGNATURE					
DATE					
<b>WITNESS PARTICULARS</b>		<b>WITNESS FOR SUBSCRIBER 1</b>	<b>WITNESS FOR SUBSCRIBER 2</b>	<b>WITNESS FOR SUBSCRIBER 3</b>	<b>WITNESS FOR SUBSCRIBER 4</b>
WITNESSED BY (NAME OF WITNESS)					
AT (LOCATION/ADDRESS)					
SIGNATURE					
DATE					

I, a shareholder, and a witness, are signing in alternate columns, none of whom has been named.

While on Visit

While on Visit

While on Visit

While on Visit

**FOR OFFICIAL USE ONLY** COMPANY #:



**THE COMPANIES ACT**  
**ARTICLES OF INCORPORATION: COMPANY LIMITED BY GUARANTEE WITH SHARE CAPITAL**  
 (Pursuant to sections 8 & 20(2) of the Companies Act)

**FORM 1C – continuation page**  
**PARTICULARS OF COMPANY SUBSCRIBERS**

**13. PARTICULARS OF COMPANY SUBSCRIBERS (shareholders who are companies)**

COMPANY PARTICULARS		OFFICER PARTICULARS	OFFICER 1	OFFICER 2															
COMPANY NAME		OFFICER NAME																	
COMPANY REGISTERED OFFICE ADDRESS /OTHER ADDRESS		OFFICE HELD IN COMPANY																	
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="background-color: #cccccc;">SHARES TAKEN UP</th> <th colspan="2" style="font-size: small;">The total of the number of shares subscribed to by all subscribers does not exceed the authorized number of shares stated at Item Eight Reference source for Issued</th> </tr> </thead> <tbody> <tr> <td style="background-color: #cccccc;">CLASS OF SHARES</td> <td style="background-color: #cccccc;">AMOUNT OF SHARES</td> <td></td> </tr> <tr> <td>1. ORDINARY SHARES</td> <td></td> <td>1 _____</td> </tr> <tr> <td>2. PREFERENCE SHARES OTHER</td> <td></td> <td>2 _____</td> </tr> <tr> <td>3. Specify _____</td> <td></td> <td>3 _____</td> </tr> </tbody> </table>		SHARES TAKEN UP	The total of the number of shares subscribed to by all subscribers does not exceed the authorized number of shares stated at Item Eight Reference source for Issued		CLASS OF SHARES	AMOUNT OF SHARES		1. ORDINARY SHARES		1 _____	2. PREFERENCE SHARES OTHER		2 _____	3. Specify _____		3 _____	SIGNATURE		
SHARES TAKEN UP	The total of the number of shares subscribed to by all subscribers does not exceed the authorized number of shares stated at Item Eight Reference source for Issued																		
CLASS OF SHARES	AMOUNT OF SHARES																		
1. ORDINARY SHARES		1 _____																	
2. PREFERENCE SHARES OTHER		2 _____																	
3. Specify _____		3 _____																	
SEAL		DATE																	
		WITNESS PARTICULARS	WITNESS FOR OFFICER 1	WITNESS FOR OFFICER 2															
SEAL		BY (NAME OF WITNESS)																	
		AT (LOCATION/ADDRESS)																	
		SIGNATURE																	
		DATE																	
		* An officer and witness are required to sign this form if the subscriber is a company.	<input type="checkbox"/> While on Visit	<input type="checkbox"/> While on Visit															

FOR OFFICIAL USE ONLY COMPANY #:



THE COMPANIES ACT  
**ARTICLES OF INCORPORATION: COMPANY LIMITED BY GUARANTEE WITH SHARE CAPITAL**  
 (Pursuant to sections 8 & 20(2) of the Companies Act)

**FORM 1C – SCHEDULE**  
**PARTICULARS OF BENEFICIAL OWNERS**

**14. PARTICULARS OF BENEFICIAL OWNERS**

BENEFICIAL OWNER PARTICULARS	BENEFICIAL OWNER _____	BENEFICIAL OWNER _____	BENEFICIAL OWNER _____	BENEFICIAL OWNER _____
NAME				
ADDRESS				
NATIONALITY				

SHARES HELD ON BEHALF OF BENEFICIARY		The total number of shares held by each subscriber on behalf of beneficiaries may not exceed the total number of shares issued by the subscriber							
1 ORDINARY 2 PREFERENCE OTHER 3 _____	AMOUNT OF SHARES 1 _____ 2 _____ 3 _____	AMOUNT OF SHARES 1 _____ 2 _____ 3 _____	AMOUNT OF SHARES 1 _____ 2 _____ 3 _____	AMOUNT OF SHARES 1 _____ 2 _____ 3 _____	AMOUNT OF SHARES 1 _____ 2 _____ 3 _____	AMOUNT OF SHARES 1 _____ 2 _____ 3 _____	AMOUNT OF SHARES 1 _____ 2 _____ 3 _____	AMOUNT OF SHARES 1 _____ 2 _____ 3 _____	AMOUNT OF SHARES 1 _____ 2 _____ 3 _____

SUBSCRIBER PARTICULARS	SUBSCRIBER HOLDING SHARES ON BEHALF OF BENEFICIARY ABOVE	SUBSCRIBER HOLDING SHARES ON BEHALF OF BENEFICIARY ABOVE	SUBSCRIBER HOLDING SHARES ON BEHALF OF BENEFICIARY ABOVE	SUBSCRIBER HOLDING SHARES ON BEHALF OF BENEFICIARY ABOVE
NAME				

FOR OFFICIAL USE ONLY COMPANY #:

- New Incorporation**  
(Private Start Ups)
- Amended Articles**
- Re-registration**  
(Changing from one type of a company to another)

**FORM 1D**  
READ INSTRUCTIONS BEFORE COMPLETING



THE COMPANIES ACT

**ARTICLES OF INCORPORATION: UNLIMITED COMPANY WITH SHARE CAPITAL**

(Pursuant to section 6)

COMPLETE THIS FORM IN BLOCK CAPITALS ONLY WITHIN THE PRESCRIBED FIELDS. PUT "N/A" IN FIELDS THAT DO NOT APPLY.

<p><b>1A. NAME OF COMPANY</b></p> <p>_____</p>	<p>The name here must be complete, consistent with the name reserved or purchase of the registered</p>
<p><b>1B. JUSTIFICATION FOR PROPOSED NAME (if applicable)</b></p> <p>_____</p>	<p>The use of words such as "Domestic", "Global" and "International" must be explained</p>
<p><b>1C. CORE BUSINESS OF THE COMPANY</b> (The activities of the business are not restricted to the area(s) stated below unless indicated at item 1D)</p> <p>_____</p>	
<p><b>1D. RESTRICTION ON THE BUSINESS OF THE COMPANY (if applicable)</b></p> <p>_____</p>	<p>If a restriction is placed on the activities of your company, there are no restrictions need N/A</p>
<p><b>1E. COMPANY TELEPHONE NUMBER</b></p> <p>_____</p>	<p><b>1F. COMPANY EMAIL ADDRESS</b></p> <p>_____</p>
<p><b>1G. TYPE OF COMPANY</b></p> <p><input type="checkbox"/> Private <input type="checkbox"/> Public</p>	

**2. THE REGISTERED OFFICE IS LOCATED IN JAMAICA AND THE LIABILITY OF THE MEMBERS IS UNLIMITED**

<p><b>3. COMPANY'S ARTICLES (RULES): Please check the appropriate box below (ONLY ONE BOX MUST BE CHECKED)</b></p> <p>3a. <input type="checkbox"/> Standard Articles Articles 1-78, 80-136 with Varied Article 79 and Additional Articles 137-143 SEE SCHEDULE(S) _____</p> <p>3b. <input type="checkbox"/> Standard Articles Articles 1-78 80-136 with Varied Article 79 only SEE SCHEDULE _____</p> <p>3c. <input type="checkbox"/> Standard Articles Articles 1-136 with Additional Articles 137-143 only SEE SCHEDULE(S) _____</p> <p>3d. <input type="checkbox"/> Standard Articles (Rules) in their entirety Articles 1-136</p> <p>3e. <input type="checkbox"/> Other</p> <p>(If "Other" is checked, please list the numbers of the articles from Table A that are to apply (if any) and/or state the name(s) of the schedule(s) which contain the additional/ varied articles which are to apply below)</p> <p>_____</p>		<p>Table A of the First Schedule of the Companies Act, 2004 provides standard articles (rules) for the internal management of an unlimited company with shares</p> <p><b>Table A</b></p> <ul style="list-style-type: none"> <li>• Articles 1-78 deals with such as: share transfers, general meetings, roles of members or directors etc.</li> <li>• varied Article 79 deals the company's share matters.</li> <li>• Articles 80-136 deal the issues of directors, the issue, purchase, buy-back and redemption etc.</li> <li>• Articles 137-143 deals that share transfers must be authorized by the directors etc.</li> </ul> <p><b>TO COMPLETE THIS SECTION</b></p> <p>You may choose from Table A</p> <ul style="list-style-type: none"> <li>• Most of the Rules in their entirety with common varied and obsolete articles</li> <li>• Most of the Rules in their entirety with common varied articles</li> <li>• All of the Rules in their entirety with common obsolete articles</li> <li>• All of the Rules in their entirety</li> <li>• Your custom combination of articles</li> </ul> <p>If you do not choose to adopt them all, you must attach your own articles (rules) for the internal management of the company to this form and attach the "Other" column. You are also required to attach schedules containing the varied or obsolete articles which you wish to issue</p>
<p><b>NOTES FOR PRIVATE COMPANIES</b></p> <ul style="list-style-type: none"> <li>• The right to transfer shares is restricted</li> <li>• Subject to section 28(1)(b) of the Companies Act 2004, the number of members of the company is limited to twenty</li> <li>• This is exclusive of persons who having been formerly in the employment of the company were, while in that employment, and have continued after the determination of such employment to be members of the company</li> <li>• Provided that where two or more persons hold one or more shares in the company, jointly they shall for the purpose of this regulation be treated as a single member. Any invitation to the public to subscribe for any shares or debentures of the company is prohibited</li> <li>• Any invitation to the public to deposit money for fixed periods or payable on call, whether bearing or not interest is prohibited</li> <li>• Subject to the exceptions provided for in the Twelfth Schedule to the Act, any person other than a shareholder is prohibited from having any interest in any of the company's shares.</li> <li>• The company shall not have to the power to issue share warrants to bearer</li> </ul>		

FOR OFFICIAL USE ONLY COMPANY # \_\_\_\_\_

<b>4. AUTHORIZED NUMBER OF SHARES</b> This is the maximum number of shares that your company is authorized to issue.		The total number of shares if it issues should not exceed the total number of shares if any increase of class 4.
<b>4A. CLASSES OF SHARES</b> (Indicate by ticking the class or classes of shares that the company issue on incorporation)	<b>4B. TOTAL NUMBER OF SHARES IN EACH CLASS</b>	Shares may be issued with different rights, privileges and conditions. Shares with the same rights, privileges and conditions are grouped into classes.  All companies limited by shares must issue at least one class of shares which are non-preferential (i.e. ordinary shares), and may issue two or more classes of shares. Where different classes of shares are issued, all incorporation forms 3 should be completed and attached to this form.
<input type="checkbox"/> ORDINARY		
<input type="checkbox"/> PREFERENCE		
<input type="checkbox"/> OTHER Specify: _____		

<b>5. RESTRICTIONS ON SHARE TRANSFER</b> (eg Directors must give consent to the transfer of shares)	All private companies must restrict the right to transfer shares (i.e. shares must be transferred to existing shareholders).  A public company may only restrict the right to transfer shares on an issue of securities raised.
_____ _____	

**6. NON-CASH CONSIDERATION**  
 Were any shares issued for non-cash consideration (that is, as a payment for goods, services, property, good will, shares in other companies, etc.) based on a contract that existed before incorporation? (ONLY ONE BOX MUST BE CHECKED)

Yes = Complete Item 6A  
 No = Continue to Item 7

**6A. PLEASE INDICATE THE NATURE AND VALUE OF THE NON-CASH CONSIDERATION BELOW**

\_\_\_\_\_

\_\_\_\_\_

<b>7. MINIMUM NUMBER OF DIRECTORS</b> <input style="width: 50px;" type="text"/>	A private company must have at least one director (the sole director and the company secretary). A public company must have a minimum of three (3) directors (two of them however should not be employed by the company or any of its officers).
AND/OR	
<b>7A. MAXIMUM NUMBER OF DIRECTORS</b> <input style="width: 50px;" type="text"/>	

**8. PARTICULARS OF DIRECTORS**

**DIRECTOR 1** (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME	_____		
FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/IN/TIC	_____	
	TOWN	POST OFFICE	_____
	PARISH	COUNTY	_____
OCCUPATION	CONTACT	_____	

**DIRECTOR 2** (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME	_____		
FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/IN/TIC	_____	
	TOWN	POST OFFICE	_____
	PARISH	COUNTY	_____
OCCUPATION	CONTACT	_____	

FOR OFFICIAL USE ONLY      COMPANY #



**DIRECTOR 3** (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME			
FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE ADDRESS	STREET ADDRESS		
	TOWN	POST OFFICE	
	PARISH	COUNTY	
OCCUPATION		CONTACT	

**DIRECTOR 4** (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME			
FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE ADDRESS	STREET ADDRESS		
	TOWN	POST OFFICE	
	PARISH	COUNTY	
OCCUPATION		CONTACT	

**DIRECTOR 5** (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME			
FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE ADDRESS	STREET ADDRESS		
	TOWN	POST OFFICE	
	PARISH	COUNTY	
OCCUPATION		CONTACT	

**9. PARTICULARS OF COMPANY SECRETARY** (Where the secretary is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME			
FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE ADDRESS	STREET ADDRESS		
	TOWN	POST OFFICE	
	PARISH	COUNTY	
OCCUPATION		CONTACT	

**10. PROPOSED NUMBER OF MEMBERS AT THE TIME OF INCORPORATION**

**FOR OFFICIAL USE ONLY** COMPANY #



THE COMPANIES ACT  
ARTICLES OF INCORPORATION: UNLIMITED COMPANY WITH SHARE CAPITAL  
(Prescribed in section 5 of the Companies Act)

FORM 1D - SCHEDULE  
PARTICULARS OF BENEFICIAL OWNERS

1. PARTICULARS OF BENEFICIAL OWNERS		BENEFICIAL OWNER		BENEFICIAL OWNER		BENEFICIAL OWNER		BENEFICIAL OWNER	
PARTICULARS		NAME		RESIDENCE		RESIDENCE		RESIDENCE	
NAME		ADDRESS		NATIONALITY					
SHARES HELD ON: SEMI OF BENEFICIARY: <small>The number of shares held by a shareholder on behalf of another person in the name of a nominee or as a trustee for another person, and the name of the person for whom the shares are held.</small>									
CLASS OF SHARES	AMOUNT OF SHARES	1. COMPANY		2. INDIVIDUAL		1. COMPANY		2. INDIVIDUAL	
		1	2	1	2	1	2	1	2
1	2	3	4	5	6	7	8	9	10
3	4	5	6	7	8	9	10	11	12
SUBSIDIARIES HELD ON BEHALF OF BENEFICIARY		SUBSIDIARIES HELD ON BEHALF OF BENEFICIARY		SUBSIDIARIES HELD ON BEHALF OF BENEFICIARY		SUBSIDIARIES HELD ON BEHALF OF BENEFICIARY		SUBSIDIARIES HELD ON BEHALF OF BENEFICIARY	
NAME		NAME		NAME		NAME		NAME	

FOR OFFICIAL USE ONLY COMPANY #:

Passed in the House of Representatives this 17th day of May, 2017 with two (2) amendments.

PEARNEL CHARLES, CD, JP, MP  
*Speaker.*

Passed in the Senate this 2nd day of June, 2017 with twenty-seven (27) amendments.

THOMAS TAVARES-FINSON, CD, QC, JP  
*President.*

On the 6th day of June, 2017 the House of Representatives agreed to the amendments made by the Senate.

PEARNEL CHARLES, CD, JP, MP  
*Speaker.*

*This printed impression has been carefully compared by me with the authenticated impression of the foregoing Act, and has been found by me to be a true and correct printed copy of the said Act.*

  
Clerk to the Houses of Parliament.