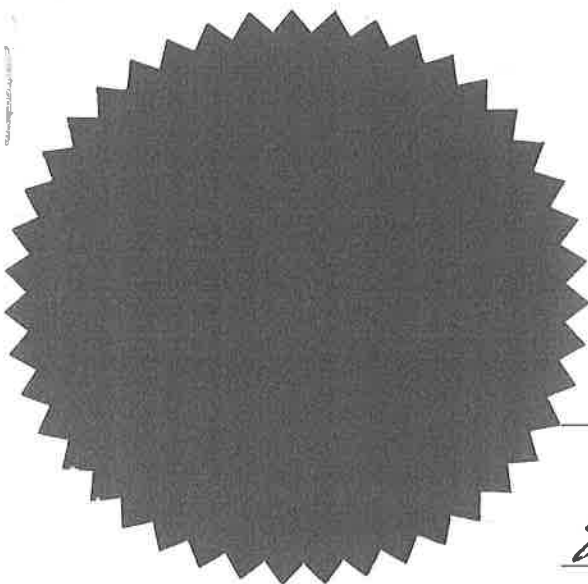


JAMAICA

No. 11 – 2017

I assent,



P.L. Allen

Governor-General.

21st day of June 2017

AN ACT to Amend the Companies Act.

[*21st 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)—
 - (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”.
- Amendment of section 213A of principal Act.
- 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;
 - (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;”.
- Amendment of section 363 of principal Act.

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.

7. SUMMARY OF SHARE PARTICULARS																	
7A. AUTHORIZED NUMBER OF SHARES <small>(To state under the "authorized number of shares" the company is entitled to issue)</small>	7B. CLASSES OF SHARES	7C. TOTAL NUMBER OF SHARES IN EACH CLASS															
	(i) ORDINARY (ii) PREFERENCE (iii) OTHER Specify: _____																
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.				A partially paid-up share is a share for which the full amount payable has not been paid.													
8A. PARTICULARS OF SHARES THAT HAVE BEEN PARTIALLY PAID UP																	
CLASS OF SHARES	(i) TOTAL NUMBER OF SHARES HELD AT THE BEGINNING OF THE PERIOD	(ii) SHARES ISSUED DURING THE PERIOD	(iii) SHARES PURCHASED ¹ FORFEITED/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 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.				A fully paid-up share is a share for which the full amount payable has been paid.													
9A. PARTICULARS OF SHARES THAT HAVE BEEN FULLY PAID UP																	
CLASS OF SHARES	(i) TOTAL NUMBER OF SHARES HELD 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 <table border="1" style="width: 100%; border-collapse: collapse; margin-top: 5px;"> <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							9C. NON-CASH FULLY PAID UP SHARE PARTICULARS <table border="1" style="width: 100%; border-collapse: collapse; margin-top: 5px;"> <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 #:

10. LIST OF SHAREHOLDERS AND DEBTHOLDERS AS AT THE DATE OF THIS ANNUAL RETURN

The list shall 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, notified on the date of the transaction must be indicated under the relevant column next to the name of the person acquiring/possessing of the shares and the type of transaction (see key at right).

Where shares are issued during the period, the details about also be provided on a separate statement (Form 8). The relevant entry (about shares and shares received upon forfeiture)

TYPE OF TRANSACTION:
 T = TRANSFER
 I = ISSUANCE
 S = SUBSCRIPTION (in a/c of the company)
 P = PURCHASE
 R = RECEIPT/CA
 RP = REPURCHASE
 TR = TRANSMISSION

NAME of the shareholder: FIRST LAST	ADDRESS	OCCUPATION	CLASS OF SHARES	NUMBER OF SHARES HELD AT BEGINNING OF PERIOD	CHANGES IN SHAREHOLDINGS DURING THE PERIOD		DATE OF TRANSMISSION (DD/MM/YYYY)	TYPE OF TRANSACTION (see key above)	NUMBER OF SHARES HELD AT THE END OF THE PERIOD
					IN shares acquired ¹	OUT shares disposed of ²			

¹ Includes all issues of the shares of the company which are issued for cash or for the subscription of shares by the person in whose name the shares are issued.
² Includes transfers and other acts of disposal leading to the acquisition, disposal, by means of purchase, sale, gift, mortgage or otherwise to the company or to any other person.
 Includes the shares and debentures which are held in trust for the benefit of the shareholders of the company, and the shares held by the company in its own name.

FOR OFFICIAL USE ONLY COMPANY #

11. LIST OF BENEFICIAL OWNERS										
<p>This 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, reflected into the date of the transaction must be indicated under the relevant column and to the name of the person acquiring/holding of the shares and the type of transaction (see key at right).</p> <p>If new shares are issued during the period, the details should also be provided on a Return of Allotment (Form D). This includes newly issued shares and shares re-issued upon forfeiture.</p>								<p>TYPE OF TRANSACTION</p> <p>T = TRANSFER F = FORFEITURE G = GUPRECHASED (as a gift to the company) P = PURCHASE R = RESCUE/ON RP = REPURCHASE TB = TRANSBANKING</p>		KEY
NAME (For Individuals: FIRST LAST)	ADDRESS	NATIONALITY	CLASS OF SHARES	NUMBER OF SHARES HELD ON BENEFICIAL ACCOUNT AT END OF THE PERIOD	CHANGES BY TRANSACTIONS 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 DISPOSED**				
<p>TRANSACTION TO BE COMPLETED BY BENEFICIAL OWNER</p>										
<p>TRANSACTION TO BE COMPLETED BY BENEFICIAL OWNER</p>										
<p>TRANSACTION TO BE COMPLETED BY BENEFICIAL OWNER</p>										

* Transactions entered by the holder of the shares and the person who acquires the shares as a result of the transaction.
 ** Transactions entered by the holder of the shares and the person who disposes of the shares as a result of the transaction.
 * Applies to shares which are being disposed of to the transferee, whether by means of purchase, gift, or otherwise, or by way of the company.
 ** Applies to shares which are being disposed of to the transferee, whether by means of purchase, gift, or otherwise, or by way of the company.

12. HAS THERE BEEN ANY CHANGE IN DIRECTORSHIP (REMOVAL/APPOINTMENT) DURING THE PERIOD FOR WHICH THE ANNUAL RETURN IS MADE UP? YES NO
(If YES, notes must be given to the Registrar using a Form D.)

FOR OFFICIAL USE ONLY COMPANY ID: _____

124 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 listing and consideration any changes (whether removal or appointments) made during the period. Directors who have been removed during this period should be excluded from this list unless those directors who have been appointed since the last annual return are not all directors must be included. Ensure that the notices of the appointments of all listed directors have been filed with the Companies Office of Jamaica.

DIRECTOR 1			
FULL NAME			CURRENT NATIONALITY
FORMER NAME(S) IF ANY			NATIONALITY OF DISSENT (If different from above)
FULL RESIDENTIAL ADDRESS OR REGISTERED OFFICE	POSTAL CODE	TOWN	COUNTY
DIRECTOR 2			
FULL NAME			CURRENT NATIONALITY
FORMER NAME(S) IF ANY			NATIONALITY OF DISSENT (If different from above)
FULL RESIDENTIAL ADDRESS OR REGISTERED OFFICE	POSTAL CODE	TOWN	COUNTY
DIRECTOR 3			
FULL NAME			CURRENT NATIONALITY
FORMER NAME(S) IF ANY			NATIONALITY OF DISSENT (If different from above)
FULL RESIDENTIAL ADDRESS OR REGISTERED OFFICE	POSTAL CODE	TOWN	COUNTY
DIRECTOR 4			
FULL NAME			CURRENT NATIONALITY
FORMER NAME(S) IF ANY			NATIONALITY OF DISSENT (If different from above)
FULL RESIDENTIAL ADDRESS OR REGISTERED OFFICE	POSTAL CODE	TOWN	COUNTY

FOR OFFICIAL USE ONLY COMPANY B:

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 26f) 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 as the case may be, issued any invitation to the Public to subscribe for any shares or debentures of the Company or to deposit money for fixed periods or payable on call whether 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 Twelfth Schedule, had any interest in any of the Company's shares.

1. Director:	Full Name _____ Director of Company _____ Director of Company _____ Director of Company _____	Signature _____ Signature _____ Signature _____	Appointment of Company Director _____ _____ _____
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2. Secretary:	Full Name _____ Officer of Company Secretary _____ Officer of Company Secretary _____	Signature _____ Signature _____	Appointment of Company Secretary _____ _____
---------------	---	------------------------------------	--

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 Twelfth 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 an existing company, which became a private company, the date on which it became a private company.

1. Director:	Full Name _____ Director of Company _____ Director of Company _____ Director of Company _____	Signature _____ Signature _____ Signature _____	Appointment of Company Director _____ _____ _____
--------------	--	---	--

2. Secretary:	Full Name _____ Officer of Company Secretary _____ Officer of Company Secretary _____	Signature _____ Signature _____	Appointment of Company Secretary _____ _____
---------------	---	------------------------------------	--

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

We certify that the names of members of the Company above twenty (twenty) persons and are in the employment of the company, and/or persons who, having formerly in the employment of the company, were while in such employment and have continued after the discontinuance of such employment to be, members of the Company.

1. Director:	Full Name _____ Director of Company _____ Director of Company _____ Director of Company _____	Signature _____ Signature _____ Signature _____	Appointment of Company Director _____ _____ _____
--------------	--	---	--

2. Secretary:	Full Name _____ Officer of Company Secretary _____ Officer of Company Secretary _____	Signature _____ Signature _____	Appointment of Company Secretary _____ _____
---------------	---	------------------------------------	--

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, save to the exception provided in the Tenth Schedule, no body corporate obliged to file accounts holds any shares in the Company, and that has been the position at all times since the date of the last Annual Return (or the date of incorporation for companies filing first Annual Return, or in the case of an existing company which became a private company, the date on which it became a private company).'

1. Director: Actual Name of Director

Director's Name: _____ Signature: _____

Director's Name: _____ Signature: _____

2. Secretary: Actual Name of Corporate Secretary

Secretary's Name: _____ Signature: _____

Secretary's Name: _____ Signature: _____

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 140.

NAME OF SECRETARY	TAXPAYER REGISTRATION NUMBER	EMAIL

FOR OFFICIAL USE ONLY COMPANY #. _____

Amended Return Year: _____
 If, the return for the year above was registered in error, please indicate the reason(s) 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 121, 123 & 124 of the Companies Act 2004)

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 consistent with the name stated on the Certificate of Incorporation or recent Change of Name Certificate applicable to the period of the Annual Return.

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

(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 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 information relates only to the specific date, being the date used for the Companies Act's 2017/18

FOR OFFICIAL USE ONLY COMPANY #: _____

3. HAS THERE BEEN ANY CHANGE IN DIRECTORSHIP (REMOVAL/APPOINTMENTS) DURING THE PERIOD FOR WHICH THE ANNUAL RETURN IS MADE UP TO (If yes, notice must be given to the Registrar using a Form 2)? YES NO

3A. PARTICULARS OF DIRECTORS AS AT THE DATE OF THE ANNUAL RETURN
 This should be a complete listing of all directors as at the date of the 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 date when their directorship came to an end and any directors who have been appointed since the last annual return and are still directors must be included. Entries must be included of all former directors who have been removed since the last annual return.

DIRECTOR 1		CURRENT NATIONALITY	
FULL NAME		RESIDENCE ADDRESS	
FORMER MEMBER (If any)		RESIDENCE ADDRESS	
FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE	POST OFFICE	TOWN	COUNTRY
DIRECTOR 2		CURRENT NATIONALITY	
FULL NAME		RESIDENCE ADDRESS	
FORMER MEMBER (If any)		RESIDENCE ADDRESS	
FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE	POST OFFICE	TOWN	COUNTRY
DIRECTOR 3		CURRENT NATIONALITY	
FULL NAME		RESIDENCE ADDRESS	
FORMER MEMBER (If any)		RESIDENCE ADDRESS	
FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE	POST OFFICE	TOWN	COUNTRY
DIRECTOR 4		CURRENT NATIONALITY	
FULL NAME		RESIDENCE ADDRESS	
FORMER MEMBER (If any)		RESIDENCE ADDRESS	
FULL RESIDENTIAL ADDRESS or REGISTERED OFFICE	POST OFFICE	TOWN	COUNTRY

FOR OFFICIAL USE ONLY COMPANY #:

9. 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

9A. 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 (if an individual: FIRST LAST)	RESIDENTIAL ADDRESS (or where a secretary is a company, the registered office)	OCCUPATION

10. DECLARATION: # 7 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 #: _____

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 #:

31. The Companies (Forms) Rules, 2005, is amended—

Amendment of the Companies (Forms) Rules, 2005.


- (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—

New Incorporation
(Requires Stamp Duty)

Amended Articles

Re-registration
(Changing from one type of a company to another)

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.

<p>1A. NAME OF COMPANY</p> <p>_____</p>	<p>The name here must be identical, or similar, with the name reserved in pursuance of this regulation.</p>
<p>1B. JUSTIFICATION FOR PROPOSED NAME (if applicable)</p> <p>_____</p>	<p>The use of words such as "Charitable", "Limited" and "International" must be explained.</p>
<p>1C. CORE BUSINESS OF THE COMPANY <small>(The activities of the business are not restricted to the area(s) stated below unless indicated at item 1D)</small></p> <p>_____</p>	
<p>1D. RESTRICTION ON THE BUSINESS OF THE COMPANY (if applicable)</p> <p>_____</p>	
<p>1E. COMPANY TELEPHONE NUMBER</p> <p>_____</p>	<p>1F. COMPANY EMAIL ADDRESS</p> <p>_____</p>
<p>1G. TYPE OF COMPANY</p> <p style="text-align: right;"><input type="checkbox"/> Private <input type="checkbox"/> Public</p>	

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

3. COMPANY'S ARTICLES (RULES): Please check the appropriate box below (ONLY ONE BOX MUST BE CHECKED)

<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 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>_____</p>	<p>Table A of the First Schedule of the Companies Act 2006 provides standard articles (rules) for the internal management of a company limited by shares.</p> <p>IN TABLE A</p> <ul style="list-style-type: none"> • Articles 1-78 deal with capital, share transfers, general meetings, vote of members, directors etc. • Varied Article 79 allows the company to amend Table A. • Articles 80-136 cover the duties of directors, the usual constitution, death and retirement etc. • Articles 137-143 state that share transfers must be authorised by the directors etc. <p>10 COMPANIES IN THE MIDDLE You may choose from Table A</p> <ul style="list-style-type: none"> • Most of the Rules in their entirety with amendments and additional articles. • Most of the Rules in their entirety with a company-varied article. • All of the Rules in their entirety with common additional articles. • All of the Rules in their entirety. <p>Your company's constitution of articles If you are not choosing to accept them all, you must please your own articles (rules) for the internal management of the company to the Registrar and send the Registrar a copy. You are also required to attach a resolution containing the varied or additional articles which you wish to include.</p>
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NOTES FOR PRIVATE COMPANIES

- 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.
- This is exclusive of persons who have been formerly in the employment of the company, were, while in that employment, and have continued after the discontinuance 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 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.
- 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 Twelfth 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 COMPANY #: _____

4. AUTHORIZED NUMBER OF SHARES 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, if any, specified at item 4.
4A. CLASSES OF SHARES (Indicate by ticking the class or classes of shares that the company issues on incorporation)	4B. TOTAL NUMBER OF SHARES IN EACH CLASS	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-redeemable (i.e. ordinary shares) and may issue two 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 _____		

5. RESTRICTIONS ON SHARE TRANSFER (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 'not transferable'). A public company may only restrict the right to transfer shares which have not been fully paid up.
_____ _____ _____	

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)
<input type="checkbox"/> Yes = Complete item 6A <input type="checkbox"/> No = Continue to item 7
6A. PLEASE INDICATE THE NATURE AND VALUE OF THE NON-CASH CONSIDERATION BELOW _____ _____

7. MINIMUM NUMBER OF DIRECTORS <input style="width: 50px;" type="text"/>	A private company must have at least one director. No one can be the company secretary. A public company must have a minimum of three (3) directors, two of whom however should not be employees of the company or any of its shares.
AND/OR	
7A. MAXIMUM NUMBER OF DIRECTORS <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/STREET 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/STREET 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/STRICT		
	TOWN	POST OFFICE	
	PARISH	COUNTRY	
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/STRICT		
	TOWN	POST OFFICE	
	PARISH	COUNTRY	
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/STRICT		
	TOWN	POST OFFICE	
	PARISH	COUNTRY	
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/STRICT		
	TOWN	POST OFFICE	
	PARISH	COUNTRY	
OCCUPATION		CONTACT	

FOR OFFICIAL USE ONLY COMPANY #:

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

NAME	SUBSCRIBER 1	SUBSCRIBER 2	SUBSCRIBER 3	SUBSCRIBER 4
ADDRESS				
OCCUPATION				
DECLARED TO BE A MEMBER OF THE COMPANY				
CLAIM OF SHARES				
1. COMPANY	1. _____	1. _____	1. _____	1. _____
2. FULL NAME	2. _____	2. _____	2. _____	2. _____
OTHER	3. _____	3. _____	3. _____	3. _____
AMOUNT OF SHARES	1. _____	1. _____	1. _____	1. _____
2. FULL NAME	2. _____	2. _____	2. _____	2. _____
3. OTHER	3. _____	3. _____	3. _____	3. _____
AMOUNT OF SHARES	1. _____	1. _____	1. _____	1. _____
2. FULL NAME	2. _____	2. _____	2. _____	2. _____
3. OTHER	3. _____	3. _____	3. _____	3. _____
AMOUNT OF SHARES	1. _____	1. _____	1. _____	1. _____
2. FULL NAME	2. _____	2. _____	2. _____	2. _____
3. OTHER	3. _____	3. _____	3. _____	3. _____
AMOUNT OF SHARES	1. _____	1. _____	1. _____	1. _____
2. FULL NAME	2. _____	2. _____	2. _____	2. _____
3. OTHER	3. _____	3. _____	3. _____	3. _____
WITNESS PARTICIPATING	WITNESS FOR SUBSCRIBER 1	WITNESS FOR SUBSCRIBER 2	WITNESS FOR SUBSCRIBER 3	WITNESS FOR SUBSCRIBER 4
WITNESSED BY (NAME OF WITNESS)				
AT (LOCAL ADDRESS)				
SIGNATURE				
DATE				

For a subscriber who is a woman and is married, the name of her husband shall be mentioned in the above table.

Written on Visit
 Written on Visit
 Written on Visit
 Written on Visit

FROM OFFICIAL USE ONLY COMPANY #: _____

11. PARTICULARS OF COMPANY SUBSCRIBERS (MEMBERS WHO ARE COMPANIES)

COMPANY PARTICULARS		OFFICER PARTICULARS	OFFICER 1	OFFICER 2
COMPANY NAME		OFFICER NAME		
REGISTERED OFFICE ADDRESS		OFFICE HELD IN COMPANY		
OTHER ADDRESSES		SIGNATURE		
SHARES TAKEN UP <small>The total of the number of shares subscribed to by all subscribers may not exceed the authorized number of shares of the company.</small>		DATE		
CLASS OF SHARES		WITNESSES FOR OFFICER 1	WITNESSES FOR OFFICER 2	
1. ORDINARY SHARES	1. _____	BY		
2. PREFERRED SHARES	2. _____	(NAME OF WITNES)		
3. Other	3. _____	(LOCATION/ADDRESSES)		
		SECURITIES		
		DATE		

SEAL

IF OFFICER AND WITNESSES ARE PRESENT AT THE TIME OF SIGNATURE AND THE COMPANY SEAL IS AFFIXED TO THE DECLARATION

WITHIN OR VISIT

AVAIL ON VISIT

AVAIL ON VISIT

Signature printed and stamped with stamp and date in front of the signature of the witness, and the date in which witness is the date.

12. SUBSCRIBER(S) HOLD(S) SHARES ON BEHALF OF BENEFICIAL OWNER(S): NO YES, and specify, detailing beneficial owners whose names attached

13. 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 #: _____

F1A

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 #:
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FORM 1A – continuation page
PARTICULARS OF DIRECTORS

THE COMPANIES ACT

ARTICLES OF INCORPORATION: COMPANY LIMITED BY SHARE CAPITAL

(Pursuant to sections 9 & 25 of the Companies Act)

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

B. 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/DISTRICT		
	TOWN	POST OFFICE	
	PARISH	COUNTRY	
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/DISTRICT		
	TOWN	POST OFFICE	
	PARISH	COUNTRY	
OCCUPATION		CONTACT	
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/DISTRICT		
	TOWN	POST OFFICE	
	PARISH	COUNTRY	
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/DISTRICT		
	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				
SHARES TAKEN UP	The total of the number of shares subscribed to by all subscribers may not exceed the authorized number of shares stated in Item 6.			
1. COMPANY	1. _____	1. _____	1. _____	1. _____
2. PURCHASE	2. _____	2. _____	2. _____	2. _____
OTHER	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)				
AS (local/foreigner)				
SIGNATURE				
DATE				

1. A subscriber and a witness are not to be the same person. 2. A witness must be an individual who is not a subscriber. 3. A witness must be a resident in India.

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
 (Provided in sections 6 & 25 of the Companies Act)

FORM 1A – SCHEDULE
PARTICULARS OF BENEFICIAL OWNERS

12. PARTICULARS OF BENEFICIAL OWNERS

BENEFICIAL OWNER PARTICULARS	BENEFICIAL OWNER			
	NAME	ADDRESS	NATIONALITY	
<p>SHARES HELD ON BEHALF OF BENEFICIARY</p> <p>The total number of shares held by each shareholder on behalf of beneficiaries may not exceed the total number of shares held by the shareholder</p>				
<p>CLASS OF SHARE</p> <p>1. ORDINARY</p> <p>2. PREFERENCE</p> <p>OTHER</p>	<p>AMOUNT OF SHARES</p> <p>1. _____</p> <p>2. _____</p> <p>3. _____</p>		<p>AMOUNT OF SHARES</p> <p>1. _____</p> <p>2. _____</p> <p>3. _____</p>	
	<p>AMOUNT OF SHARES</p> <p>1. _____</p> <p>2. _____</p> <p>3. _____</p>		<p>AMOUNT OF SHARES</p> <p>1. _____</p> <p>2. _____</p> <p>3. _____</p>	
	<p>AMOUNT OF SHARES</p> <p>1. _____</p> <p>2. _____</p> <p>3. _____</p>		<p>AMOUNT OF SHARES</p> <p>1. _____</p> <p>2. _____</p> <p>3. _____</p>	
<p>DISCLOSURE PARTICULARS</p> <p>NAME</p>	<p>SHARES HELD INCLUDING SHARES ON BEHALF OF BENEFICIARY ABOVE</p>	<p>SHARES HELD INCLUDING SHARES ON BEHALF OF BENEFICIARY ABOVE</p>	<p>SHARES HELD INCLUDING SHARES ON BEHALF OF BENEFICIARY ABOVE</p>	<p>SHARES HELD INCLUDING SHARES ON BEHALF OF BENEFICIARY ABOVE</p>

FOR OFFICIAL USE ONLY COMPANY #:

- New Incorporation
(Reference SCMS 014)
- Amended Articles
- Re-registration
(Changing from one type of a company to another)



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)

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		
<input type="text"/> <input type="text"/> <input type="text"/>		
The name here must be completely consistent with the name reserved in pursuance of the registration.		
1B. JUSTIFICATION FOR PROPOSED NAME (if applicable)		
<input type="text"/> <input type="text"/> <input type="text"/>		
The use of words such as "Overseas", "Global" and "International" must be explained.		
1C. COMPANY TELEPHONE NUMBER	1D. COMPANY EMAIL ADDRESS	1E. TYPE OF COMPANY
<input type="text"/>	<input type="text"/>	<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 Charity Other

If OTHER, specify _____

The powers 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 the association can engage in or is prohibited from engaging in.

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

4a. Standard Articles from Table B in their entirety: Articles 1-71 only

4b. Standard Articles from Table B Articles 1-35, 37-71 with Varied Article 36 and Additional Articles 72-77
SEE SCHEDULE(S) _____

4c. Standard Articles selected from Table B (e.g. 1-30 & 32-71)
ARTICLE(S) _____

4d. Standard Articles selected from Table B with varied and/or additional articles
ARTICLES _____
SEE SCHEDULE(S) _____

4e. 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) _____

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. 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.

TABLE B OF THE FIRST SCHEDULE OF THE COMPANIES ACT 2016 PROVIDES STANDARD ARTICLES (RULES) FOR THE INTERNAL MANAGEMENT OF A COMPANY LIMITED BY GUARANTEE IN TABLE B

- Articles 1-71 detail general meetings, views of members, directors, borrowing powers of the company, the seal, accounts and notices etc.

YOU CAN CHOOSE THIS SECTION

You may choose from Table B

- All the Rules in their entirety, exactly as they are stated, or
- All the Rules in their entirety with or without amendments
- Some of the Rules

If you do not choose to select any of the options 4a to 4e then you must attach your own articles (rules) for the internal management of the company in the form and under the 'Other' option at 4e. You are also required to attach schedules concerning the names of additional articles which you wish to include.

Candidates must often choose the appropriate

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 or closed.)

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				

11. I, the undersigned, and I authorize the Director to deliver to the Registrar, the following particulars of the subscribers, and to file the same as required:

While on Visit
 While on Visit
 While on Visit
 While on Visit

FOR OFFICIAL USE ONLY COMPANY #:

8. PARTICULARS OF COMPANY SUBSCRIBERS

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

While on visit While on visit

If an officer and a witness are included in different columns while on visit, all be included

9. MINIMUM NUMBER OF DIRECTORS

AND/OR

9A. MAXIMUM NUMBER OF DIRECTORS

A private company must have at least one director; he/she cannot act as the company secretary. A public company must have a minimum of three (3) directors, two of whom however should not be employed by the company or any of its offices.

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 OR REGISTERED OFFICE ADDRESS	STREET'S STREET		
	TOWN	POST OFFICE	
	DISTRICT	COUNTRY	
OCCUPATION			CONTACT

FOR OFFICIAL USE ONLY COMPANY #:

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/DISTRICT		
	TOWN	POST OFFICE	
	PARISH	COUNTRY	
OCCUPATION		CONTACT	
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/DISTRICT		
	TOWN	POST OFFICE	
	PARISH	COUNTRY	
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/DISTRICT		
	TOWN	POST OFFICE	
	PARISH	COUNTRY	
OCCUPATION		CONTACT	
11. 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/DISTRICT		
	TOWN	POST OFFICE	
	PARISH	COUNTRY	
OCCUPATION		CONTACT	
12. DECLARATION OF ACCURACY OF PRESENTED INFORMATION			
NAME OF DECLARANT			
CAPACITY	<input type="checkbox"/> Director <input type="checkbox"/> Secretary <input type="checkbox"/> Authorized Official		
SIGNATURE		DATE	

FOR OFFICIAL USE ONLY COMPANY #.

F18

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 #:



THE COMPANIES ACT
ARTICLES OF INCORPORATION: COMPANY LIMITED BY GUARANTEE
(Form to be used, s. 8 & 20 of the Companies Act)
AND NOT HAVING A SHARE CAPITAL

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				
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				

While on Visit

While on Visit

While on Visit

While on Visit

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 "WA" IN FIELDS THAT DO NOT APPLY.

§. PARTICULARS OF COMPANY SUBSCRIBERS			
COMPANY PARTICULARS			
COMPANY NAME			
COMPANY REGISTERED OFFICE ADDRESS			
OTHER ADDRESS			
OFFICER PARTICULARS	OFFICER 1	OFFICER 2	SEAL
OFFICER NAME			
OFFICE HELD IN COMPANY			
SIGNATURE			
DATE			
WITNESS PARTICULARS	WITNESS FOR OFFICER 1	WITNESS FOR OFFICER 2	
WITNESSED BY (NAME OF WITNESS)			
AT (LOCATION) ADDRESS			
SIGNATURE			
DATE			
<input type="checkbox"/> Write on Visit		<input type="checkbox"/> Write on Visit	
If an officer and a witness are located in different countries, write on visit must be indicated			

FDR 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
(Pursuant to sections 6 & 26 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/LOCALITY		POST OFFICE	
TOWN		COUNTRY	
PARISH		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/LOCALITY		POST OFFICE	
TOWN		COUNTRY	
PARISH		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/LOCALITY		POST OFFICE	
TOWN		COUNTRY	
PARISH		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/LOCALITY		POST OFFICE	
TOWN		COUNTRY	
PARISH		COUNTRY	
OCCUPATION		CONTACT	

FOR OFFICIAL USE ONLY COMPANY #:

- New Incorporation**
(Prepaid Stamp Duty)
- 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.

1A. NAME OF COMPANY		
_____ _____ _____	The name 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 "Corporation", "Limited" and "International" must be explained.	
1C. CORE BUSINESS OF THE COMPANY <small>(The activities of the business are not restricted to the area(s) stated below unless indicated at item 1D)</small>		
_____ _____		
1D. RESTRICTION ON THE BUSINESS OF THE COMPANY (if applicable)		
_____ _____		
1E. COMPANY TELEPHONE NUMBER	1F. COMPANY EMAIL ADDRESS	1G. 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. COMPANY'S ARTICLES (RULES) Please check the appropriate box below (ONLY ONE BOX MUST BE CHECKED)	
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 <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> _____ _____	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 limited by guarantee with share capital. At the same time you may amend any combination of articles from these two tables. If you do not choose to amend them at all, you must attach your own articles (rules) for the internal management of the company to this form and attach the "Other" option. You are also required to attach schedules covering the varied or additional articles which you wish to include.
NOTES FOR PRIVATE COMPANIES <ul style="list-style-type: none"> • The right to transfer shares is restricted. • Subject to section 24(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> • Provided that where two or more persons hold one or more shares in the company jointly they shall for the purposes of this registration be treated as a single member; Any invitation to the public to subscribe for any 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 Third 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 to the power to issue share warrants to bearer. 	

FOR OFFICIAL USE ONLY COMPANY #:

4. AUTHORIZED NUMBER OF SHARES 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, if any, indicated in item 4.
4A. CLASSES OF SHARES (Indicate by ticking the class or classes of shares that the company issues on incorporation)	4B. TOTAL NUMBER OF SHARES IN EACH CLASS	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 (e.g. ordinary shares) and may issue one or more classes of shares. Where different classes of shares are issued, at incorporation, a form 3 should be completed and attached to the form.
<input type="checkbox"/> ORDINARY <input type="checkbox"/> PREFERENCE <input type="checkbox"/> OTHER Specify: _____		
5. RESTRICTIONS ON SHARE TRANSFER (eg Directors must give consent to the transfer of shares)		All companies must reserve the right to transfer shares (eg shares) to be transferred to existing shareholders. A public company may also reserve the right to transfer shares which have not been fully paid up.
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)		
<input type="checkbox"/> Yes - Complete item 6A <input type="checkbox"/> No - Continue to item 7		
6A. PLEASE INDICATE THE NATURE AND VALUE OF THE NON-CASH CONSIDERATION BELOW		
_____ _____		
7. PROPOSED NUMBER OF MEMBERS AT THE TIME OF INCORPORATION	<input style="width: 50px; height: 20px;" type="text"/>	
8. THE TERMS OF UNDERTAKING AND THE EXTENT OF GUARANTEE		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. Ordinarily, members are liable to the extent of the guarantee as well as the amount unpaid on the shares received.
_____ _____		
9. MINIMUM NUMBER OF DIRECTORS	<input style="width: 50px; height: 20px;" type="text"/>	A private company must have at least one director. A public company must have a minimum of three (3) directors. One of them however should not be employed by the company or any of its officers.
AND/OR	<input style="width: 50px; height: 20px;" type="text"/>	
9A. MAXIMUM NUMBER OF DIRECTORS		
<input style="width: 50px; height: 20px;" type="text"/>		
10. PARTICULARS OF DIRECTORS DIRECTOR 1 (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 or REGISTERED OFFICE ADDRESS	<input style="width: 100%; height: 20px;" type="text"/>	
	TOWN	POST OFFICE
	PARISH	COUNTRY
OCCUPATION	<input style="width: 100%; height: 20px;" type="text"/>	CONTACT
	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>

FOR OFFICIAL USE ONLY COMPANY #:

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/DISTRICT		POST OFFICE	
TOWN		COUNTRY	
PARISH			
OCCUPATION		CONTACT	

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/DISTRICT		POST OFFICE	
TOWN		COUNTRY	
PARISH			
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/DISTRICT		POST OFFICE	
TOWN		COUNTRY	
PARISH			
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/DISTRICT		POST OFFICE	
TOWN		COUNTRY	
PARISH			
OCCUPATION		CONTACT	

11. 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/DISTRICT		POST OFFICE	
TOWN		COUNTRY	
PARISH			
OCCUPATION		CONTACT	

FOR OFFICIAL USE ONLY COMPANY #:

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

COMPANY PARTICULARS

COMPANY NAME: _____

REGISTERED OFFICE: _____

FORMER ADDRESS: _____

The date of the expiry of its term as stated by an incorporator may not exceed the authorized number of months stated in item 4.

CLASS OF SHARES

1. REGULATORY SHARES: _____

2. PREFERENCE SHARES: _____

3. OTHER: _____

AMOUNT OF SHARES

1. _____

2. _____

3. _____

SEAL

OFFICER PARTICULARS

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 or names)		
AT (location/address)		
SIGNATURE		
DATE		

If an officer and witness are residing in different countries, holding of valid passport is necessary.

While on Visit While on Visit

14. SUBSCRIBER(S) HOLD(S) SHARES ON BEHALF OF BENEFICIAL OWNER(S): No Yes, and schedule (s) denoting beneficial owners is/are attached

15. DECLARATION OF ACCURACY OF PRESENTED INFORMATION

NAME OF DECLARANT: _____

CAPACITY: Director Secretary Authorized Official

SIGNATURE OF DECLARANT: _____

DATE: _____

Witnesses must be persons who enjoy and have a right to dividends without being registered on the company's books/accounts as the owner.

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 "NA" IN FIELDS THAT DO NOT APPLY.

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 or REGISTERED OFFICE ADDRESS	STREET ADDRESS*		
	TOWN	POST OFFICE	
	COUNTRY		
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 ADDRESS*		
	TOWN	POST OFFICE	
	COUNTRY		
OCCUPATION			CONTACT
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	
	COUNTRY		
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	
	COUNTRY		
OCCUPATION			CONTACT

FOR OFFICIAL USE ONLY COMPANY #:



**THE COMPANIES ACT
ARTICLES OF INCORPORATION: COMPANY LIMITED BY GUARANTEE WITH SHARE CAPITAL**
(Pursuant to section 8(4)(2)(a) of the Companies Act)

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

12. PARTICULARS OF INDIVIDUAL SUBSCRIBERS (shareholders who are individuals)		SUBSCRIBER 1	SUBSCRIBER 2	SUBSCRIBER 3	SUBSCRIBER 4
NAME					
ADDRESS					
OCCUPATION					
SHARES TAKEN UP	The total of the number of shares subscribed to by all subscribers was and amount for authorized number of shares stated of them is:				
CLASS OF SHARES	AMOUNT OF SHARES	AMOUNT OF SHARES	AMOUNT OF SHARES	AMOUNT OF SHARES	
1. ORDINARY	1. _____	1. _____	1. _____	1. _____	
2. PREFERRED	2. _____	2. _____	2. _____	2. _____	
OTHER	3. _____	3. _____	3. _____	3. _____	
SIGNATURE					
DATE					
WITNESS PARTICULARS	WITNESS FOR SUBSCRIBER 1	WITNESS FOR SUBSCRIBER 2	WITNESS FOR SUBSCRIBER 3	WITNESS FOR SUBSCRIBER 4	
WITNESSES BY (NAME OF WITNESS)					
AT (location/department)					
SIGNATURE					
DATE					

If a subscriber and a witness are located in different states, the witness may be by video.

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FOR OFFICIAL USE ONLY COMPANY #:



THE COMPANIES ACT
ARTICLES OF INCORPORATION: COMPANY LIMITED BY GUARANTEE WITH SHARE CAPITAL
 (Pursuant to sections 5 & 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		OFFICE HELD IN COMPANY		
OTHER ADDRESS		SIGNATURE		
SHARES TAKEN UP		DATE		
The total of the number of shares subscribed to by all subscribers may not exceed the authorized number of shares stated in the Entry Reserve Table for total		WITNESS PARTICULARS	WITNESS FOR OFFICER 1	WITNESS FOR OFFICER 2
CLASS OF SHARES		BY		
1. ORDINARY SHARES		(NAME OF WITNESS)		
2. PREFERENCE SHARES		AT		
OTHER		(LOCATION/ADDRESS)		
1. Group		SIGNATURE		
		DATE		
AMOUNT OF SHARES		SEAL		
1.				
2.				
3.				

If an officer and witness are located in different locations, write on your draft as indicated.

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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

GENERAL OWNER PARTICULARS	BENEFICIAL OWNER _____	BENEFICIAL OWNER _____	BENEFICIAL OWNER _____	BENEFICIAL OWNER _____
NAME				
ADDRESS				
NATIONALITY				
SHARES HELD ON BEHALF OF BENEFICIARY	<small>The total number of shares held by each subscriber on behalf of the beneficiary may not exceed the total number of shares held by the subscriber.</small>			
CLASS OF SHARES	AMOUNT OF SHARES			
	1. COMPANY	1. _____	1. _____	1. _____
	2. RESERVE 3. OTHER	2. _____ 3. _____	2. _____ 3. _____	2. _____ 3. _____
SUBSCRIBER PARTICULARS	SUBSCRIBER INCLUDING SHARES ON BEHALF OF BENEFICIARY ABOVE	SUBSCRIBER INCLUDING SHARES ON BEHALF OF BENEFICIARY ABOVE	SUBSCRIBER INCLUDING SHARES ON BEHALF OF BENEFICIARY ABOVE	SUBSCRIBER HOLDING SHARES ON BEHALF OF BENEFICIARY ABOVE
NAME				

FOR OFFICIAL USE ONLY COMPANY #:

- New Incorporation**
(Previous Start-Up)
- 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 "NA" 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 "Company", "Limited" and "International" must be explained.
1C. CORE BUSINESS OF THE COMPANY <i>(The activities of the business are not restricted to the area(s) stated below unless indicated at item 1D)</i>		
1D. RESTRICTION ON THE BUSINESS OF THE COMPANY (if applicable)		
		It is not required that you restrict the activities of your company. If there are no restrictions insert "NA".
1E. COMPANY TELEPHONE NUMBER	1F. COMPANY EMAIL ADDRESS	1G. 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 UNLIMITED

3. COMPANY'S ARTICLES (RULES): Please check the appropriate box below (ONLY ONE BOX MUST BE CHECKED)	
<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 <i>(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)</i></p> <p>_____</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>Table A:</p> <ul style="list-style-type: none"> • Articles 1-78 deal with share capital, share transfers, general meetings, votes of members, directors etc. • Varied Article 79 allows the company to borrow money. • Articles 80-136 deal with the duties of directors, the audit accounts, and other matters etc. • Articles 137-143 deal with share transfers and are authorized by the directors etc. <p>TO COMPLETE THIS SECTION You may choose how Table A:</p> <ul style="list-style-type: none"> • Most of the Rules in their entirety with common varied and additional articles. • Most of the Rules in their entirety with a common varied article. • All of the rules in their entirety with common additional articles. • All of the rules in their entirety. • Your custom combination of articles if you do not choose to accept them at all, you must attach your own articles (rules) for the internal management of the company to the form and select the "Other" option. You are not required to attach schedules containing the varied or additional articles which you wish to include.
<p>NOTES FOR PRIVATE COMPANIES</p> <ul style="list-style-type: none"> • The right to transfer shares is restricted. • Subject to section 25(1)(b) of the Companies Act 2004, the number of members of the company is limited to twenty. <i>(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)</i> • 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. • 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 Twelfth 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 COMPANY #:

4. AUTHORIZED NUMBER OF SHARES 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, if any, specified in item 4.
4A. CLASSES OF SHARES (Indicate by ticking the class or classes of shares that the company issues on incorporation)	4B. TOTAL NUMBER OF SHARES IN EACH CLASS	Shares may be issued with different rights, privileges and conditions. Share 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-redeemable (i.e. ordinary shares) and may issue one or more classes of shares. Where different classes of shares are issued, at incorporation, a form 3 should be completed and attached to the form.
<input type="checkbox"/> ORDINARY <input type="checkbox"/> PREFERENCE <input type="checkbox"/> OTHER Specify _____	_____ _____ _____	

5. RESTRICTIONS ON SHARE TRANSFER (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 first offered to existing shareholders). A public company may only restrict the right to transfer shares which have not been fully paid up.
_____ _____ _____	

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)
<input type="checkbox"/> Yes → Complete Item 6A <input type="checkbox"/> No → Continue to Item 7
6A. PLEASE INDICATE THE NATURE AND VALUE OF THE NON-CASH CONSIDERATION BELOW _____ _____ _____

7. MINIMUM NUMBER OF DIRECTORS <input style="width: 50px;" type="text"/>	A private company must have at least one director. Public companies must have at least two directors. A public company must have a minimum of three (3) directors; two of whom must be employed by the company or one of its officers.
AND/OR	
7A. MAXIMUM NUMBER OF DIRECTORS <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/STREET	TOWN	POST OFFICE
	RURAL		COUNTRY
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/STREET	TOWN	POST OFFICE
	RURAL		COUNTRY
OCCUPATION	_____	CONTACT	_____

FOR OFFICIAL USE ONLY COMPANY #: <input style="width: 100px;" type="text"/>
--

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/STRICT		
	TOWN	POST OFFICE	
	PASRAH	COUNTRY	
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/STRICT		
	TOWN	POST OFFICE	
	PASRAH	COUNTRY	
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/STRICT		
	TOWN	POST OFFICE	
	PASRAH	COUNTRY	
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/STRICT		
	TOWN	POST OFFICE	
	PASRAH	COUNTRY	
OCCUPATION		CONTACT	

10. PROPOSED NUMBER OF MEMBERS AT THE TIME OF INCORPORATION	[]
--	-----

FOR OFFICIAL USE ONLY - COMPANY #:

11. PARTICULARS OF INDIVIDUAL SUBSCRIBERS (shareholders who are individuals)

SUBSCRIBER PARTICULARS	SUBSCRIBER 1	SUBSCRIBER 2	SUBSCRIBER 3	SUBSCRIBER 4
NAME				
OCCUPATION				
ADDRESS				
DATE				
WITNESSED BY (Name of witness)				
SIGNATURE				
DATE				
CLASS OF SHARES	1. DEBENTURE 2. PREFERENCE OTHER	1. DEBENTURE 2. PREFERENCE OTHER	1. DEBENTURE 2. PREFERENCE OTHER	1. DEBENTURE 2. PREFERENCE OTHER
AMOUNT OF SHARES	1. _____ 2. _____ 3. _____	1. _____ 2. _____ 3. _____	1. _____ 2. _____ 3. _____	1. _____ 2. _____ 3. _____
WITNESS FOR SUBSCRIBER 1	WITNESS FOR SUBSCRIBER 2	WITNESS FOR SUBSCRIBER 3	WITNESS FOR SUBSCRIBER 4	

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If a shareholder is unable to sign, the signature may be written for him/her by a witness.

FOR OFFICIAL USE ONLY COMPANY #:

F1D

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:	_____

15. ADDITIONAL PARTICULARS OF DIRECTORS

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

17. ADDITIONAL PARTICULARS OF COMPANY SECRETARY

NAME OF SECRETARY	TAXPAYER REGISTRATION NUMBER	EMAIL

FOR OFFICIAL USE ONLY COMPANY #:



FORM 1D – continuation page
PARTICULARS OF DIRECTORS

THE COMPANIES ACT
ARTICLES OF INCORPORATION: UNLIMITED COMPANY WITH SHARE CAPITAL

(Pursuant to section 8 of the Companies Act)

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

3. 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/STRICT		POST OFFICE	
TOWN		COUNTRY	
PARISH		CONTACT	
OCCUPATION			
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/STRICT		POST OFFICE	
TOWN		COUNTRY	
PARISH		CONTACT	
OCCUPATION			
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/STRICT		POST OFFICE	
TOWN		COUNTRY	
PARISH		CONTACT	
OCCUPATION			
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/STRICT		POST OFFICE	
TOWN		COUNTRY	
PARISH		CONTACT	
OCCUPATION			

FOR OFFICIAL USE ONLY COMPANY #:



**THE COMPANIES ACT
ARTICLES OF INCORPORATION: UNLIMITED COMPANY WITH SHARE CAPITAL**
(Pursuant to section 8 of the Companies Act)

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

11. PARTICULARS OF INDIVIDUAL SUBSCRIBERS (shareholders who are individuals)		SUBSCRIBER 1	SUBSCRIBER 2	SUBSCRIBER 3	SUBSCRIBER 4
NAME					
ADDRESS					
OCCUPATION					
SHARES TAKEN UP		The total of the number of shares subscribed by the subscribers may not exceed the authorized number of shares stated in Item 4.			
1. ORDINARY		1	1	1	1
2. PREFERENCE		2	2	2	2
3. OTHER		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					
I, the undersigned, and a witness duly sworn, certify that the contents of this Form are true and correct to the best of my knowledge.		<input type="checkbox"/> While on Visit		<input type="checkbox"/> While on Visit	
FOR OFFICIAL USE ONLY COMPANY #:					



**THE COMPANIES ACT
ARTICLES OF INCORPORATION: UNLIMITED COMPANY WITH SHARE CAPITAL**
(Pursuant to section 3 of the Companies Act)

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

12 PARTICULARS OF COMPANY SUBSCRIBERS (shareholders who are companies)

COMPANY PARTICULARS		OFFICER PARTICULARS	OFFICER 1	OFFICER 2
COMPANY NAME		OFFICER NAME		
REGISTERED OFFICE ADDRESS OTHER ADDRESS		OFFICE FIELD IN COMPANY		
SIGNATURE		SIGNATURE		
DATE		DATE		
SEAL		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 not available, the witness may be a member selected.

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FOR OFFICIAL USE ONLY COMPANY #:



THE COMPANIES ACT
ARTICLES OF INCORPORATION: UNLIMITED COMPANY WITH SHARE CAPITAL
(Particulars of the Companies Act)

FORM 1D - SCHEDULE
PARTICULARS OF BENEFICIAL OWNERS

GENERAL OWNER PARTICULARS	13. PARTICULARS OF BENEFICIAL OWNERS			
	SECTION OWNER	SECTION OWNER	SECTION OWNER	SECTION OWNER
NAME				
ADDRESS				
NATIONALITY				
SHARES HELD IN RESULT OF BENEFICIARY	The number of shares held by each member or shareholder (as the case may be) is equal to the total number held by the holder.			
CLASS OF SHARES	AMOUNT OF SHARES			
	1. OWNED			
	2. INTERESTED OTHER			
CLASS OF SHARES	AMOUNT OF SHARES			
CLASS OF SHARES	AMOUNT OF SHARES			
CLASS OF SHARES	AMOUNT OF SHARES			
CLASS OF SHARES	AMOUNT OF SHARES			
CLASS OF SHARES	AMOUNT OF SHARES			
CLASS OF SHARES	AMOUNT OF SHARES			

FOR OFFICIAL USE ONLY COMPANY #:

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

PEARNEI 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.

