

JAMAICA

No. 04- 2023

I assent,



*R. Allen*

*Governor-General.*

*31<sup>st</sup> day of March 2023*

AN ACT to Amend the Companies Act and for connected matters.

*[ 31<sup>st</sup> day of March 2023 ]*

BE IT ENACTED by The King'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, 2023, 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.

Amendment  
of section 2  
of  
principal Act.

**2. Section 2 of the principal Act is amended by—**

- (a) deleting the definitions of “beneficial owner”, “document”, “ultimate effective control” and “ultimate ownership”;
- (b) inserting in the correct alphabetical sequence the following definitions—

““accurate” in relation to information on beneficial ownership, including information for verification of the identity of the beneficial owner means correct in all details, exact and without mistakes;

“adequate”, in relation to information on beneficial ownership, means information that is sufficient to identify the individual who is the beneficial owner and the means and mechanisms by or through which that individual acquired beneficial ownership;

“annual beneficial ownership return” means the beneficial ownership return delivered annually, made up to a date not later than the company’s return date in accordance with section 377A(1)(c);

“beneficial owner” means—

- (a) the individual who exercises whether directly or indirectly ultimate effective control and ultimate ownership of a company;
- (b) if there is no individual exercising both ultimate effective control and ultimate ownership of the company, the individual who exercises, whether directly or indirectly, either ultimate effective control or ultimate ownership;
- (c) the individual who exercises control or ownership in any of the ways stated in

paragraph (a) or (b) over a company, body of persons, trust or other legal arrangement, who owns twenty-five percent or more of a company; or

- (d) in the absence of an individual referred to in paragraphs (a) or (b), an individual who is an officer of the company who exercises ultimate effective control of the management of the company;

“beneficial ownership return” means the return required to be made under section 377A;

“chain of ownership” in relation to a company, means the ownership of the company by a series of successive owners;

“Commissioner General” means the Commissioner General appointed under section 4 of the Revenue Administration Act;

“Commissioner of Customs” means the Commissioner of Customs appointed under section 13 of the Revenue Administration Act;

“companies to which Part X applies” has the meaning assigned to it by section 362;

“competent authority” means the authority authorized, in writing, by the Minister under section 19(1)(g) of the Proceeds of Crime Act;

“designated authority” means the person designated, in writing, by the Minister under section 91(1)(h) of the Proceeds of Crime Act;

“designated non-financial institution” has the meaning assigned to it by paragraph 1(2) of the Fourth Schedule to the Proceeds of Crime Act;

“document” has the meaning assigned to it by section 1A of the Evidence Act;

“financial institution” has the meaning assigned to it by section 2(1) of the Proceeds of Crime Act;

“functions”, in relation to the Registrar, includes powers and duties;

“procuring entity” has the meaning assigned to it by section 2 of the Public Procurement Act, 2015;

“public entity” means—

- (a) Tax Administration Jamaica established under section 4 of the Tax Administration Jamaica Act;
- (b) the Public Procurement Commission established under section 9 of the Public Procurement Act, 2015; and
- (c) any statutory body that provides regulatory oversight in relation to any professional service, business or commercial enterprise or industry;

“return date” means the date, that is—

- (a) in the case of a company incorporated under this Act, the anniversary of the company's incorporation;
- (b) in the case of a company incorporated outside Jamaica and carrying on business in Jamaica, the anniversary of the establishment of the company's place of business in Jamaica; or
- (c) if the company's last return delivered to the Registrar was made up to a different date, the anniversary of that date;

“tax identification number” means an identification number assigned to a person, pursuant to foreign law, in the jurisdiction of a foreign country or state, for a purpose analogous to the purpose of a tax registration number;

“taxpayer registration number” means the registration number assigned under section 17D(4) of the Revenue Administration Act;

“ultimate effective control” means the control exercised by an individual, through means or mechanisms other than by direct control, who is in a position to determine the company’s policy or to make the final determination as to the decisions made by the company;

“ultimate ownership” means any circumstance in which the ownership of a company, by an individual, is exercised indirectly through a chain of ownership—

- (a) through companies, corporations or any other mechanisms;
- (b) by himself or jointly with another person;

“up-to-date” in relation to information, means current in all details and updated within fourteen days after any communication or the occurrence of any event which renders the information inaccurate or outdated;”;

(c) deleting subsections (7), (8) and (9).

**3.** Section 3(1)(a) of the principal Act is amended by inserting next after sub-paragraph (ii), the following sub-paragraph—

Amendment of section 3 of principal Act.

“(iii) a return of beneficial ownership containing accurate, adequate and up-to-date particulars in respect of each member and beneficial owner of the company in accordance with section 377A; and ”.

Insertion of  
new section  
23A in  
principal Act.

**4.** The principal Act is amended by inserting next after section 23 the following section—

“Nominee  
shareholders  
prohibited. 23A. No company incorporated under this Act shall have a nominee shareholder.”.

Amendment  
of section 52  
of principal  
Act.

**5.** Section 52 of the principal Act is amended by inserting next after subsection (1), the following subsections—

“ (1A) The return of allotment delivered to the Registrar shall be accompanied by an accurate, adequate and up-to-date beneficial ownership return in accordance with section 377B.

(1B) In the case of companies incorporated, established or formed outside of Jamaica and carrying on business in Jamaica, that is to say, companies to which Part X applies, the return of allotment delivered to the Registrar shall be accompanied by a copy of the certificate of incorporation or similar document however described, providing evidence of the incorporation, establishment or formation of the company and the copy shall be certified in accordance with section 377AD(2).”.

Amendment  
of section 83  
of principal  
Act.

**6.** Section 83 of the principal Act is amended by deleting—

- (a) the words “, or of any share warrant or coupon”;
- (b) the words “or share warrant or coupon”;
- (c) the words “shall be guilty of a felony” and substituting therefor the words “commits an offence”; and
- (d) the words “with or without hard labour for” and substituting therefor the words “for a term not exceeding”.

Amendment  
of section  
109 of  
principal Act.

**7.** Section 109 of the principal Act is amended—

- (a) in subsection (1)—
  - (i) by deleting the words “enter therein the following particulars—” and substituting therefor the words “enter therein accurate, adequate and up-to-date particulars, in respect of the following—”;

- (ii) by deleting paragraph (a) and substituting therefor the following paragraph—
    - “(a) in respect of each member and beneficial owner of the company, the particulars specified in subsection (1A);”;
  - (iii) by deleting paragraph (aa);
  - (iv) by deleting paragraph (ab);
  - (v) in paragraph (b), by deleting the words “, if applicable,”;
  - (vi) in paragraph (c), by deleting the words “, if applicable,”;
  - and
  - (vii) in the proviso thereto, by deleting the words “, if any,”;
- (b) by inserting next after subsection (1), the following subsections—
- “ (1A) The particulars referred to in subsection (1)(a), to be included in the register of members, in respect of each member and beneficial owner of the company are as follows—
    - (a) in respect of individuals—
      - (i) name, date of birth and nationality;
      - (ii) address and occupation;
      - (iii) taxpayer registration number or other tax identification number; and
      - (iv) if the number referred to in paragraph (a)(iii) is not applicable or available, the

number, place of issue and expiry date of any valid passport or driver's licence held, issued in Jamaica or any other jurisdiction; and

- (b) in respect of members who are not individuals—
  - (i) the member's name and date of incorporation, registration or establishment;
  - (ii) country, state or jurisdiction of incorporation, registration or establishment;
  - (iii) registered address or address of principal place of business; and
  - (iv) taxpayer registration number, or other tax identification number;
- (c) in the case of a company having a share capital, a statement of the shares held by the member—
  - (i) distinguishing each share by its number;
  - (ii) the amount paid or agreed to be considered as paid on the shares of each member; and
  - (iii) the voting rights of that member;
- (d) in respect of each member and beneficial owner, the dates on which membership and beneficial ownership were acquired, commenced or ceased; and



- (e) where shares are held jointly, the interest held by each joint holder, and the date on which joint ownership commenced.

(1B) Where an allotment is made of shares, or shares transferred, in an amount comprising twenty-five percent or more of the issued share capital of the company, the name of the allottee or transferee of such shares shall not be entered in the register of members unless the particulars specified in subsection (1)(a), in respect of that person and the beneficial owner thereof, is furnished to the company.”;

- (c) by deleting subsection (3) and substituting therefor the following subsection—

“ (3) Every company shall send notice to the Registrar of—

- (a) the place where its register of members is kept and of any change in that place:

Provided that a company shall not be bound to send notice under this subsection where the register has, at all times since it came into existence or, in the case of a register in existence at the appointed day, at all times since then been kept at the registered office of the company; and

- (b) subject to subsection (4), any change in the particulars referred to in subsection (1A) not later than fourteen days after the change occurs.”; and

- (d) by deleting subsection (4) and inserting therefor the following subsections—

“ (4) Subsection (3)(b) shall not apply to changes in the particulars referred to in subsection (1A) in relation to the membership of a public company or a company limited by guarantee and not having a share capital.

(5) The company and every officer of the company who fails to comply with subsection (1)—

- (a) to keep a register of members; or
- (b) to maintain accurate, adequate and up-to-date particulars in the register of members, for a period of not less than twenty-one days after the date on which the company had notice of any information concerning or affecting the particulars of the register of members,

commits an offence.

(6) Where an offence is committed under subsection (5)—

- (a) the company is liable on summary conviction in a Parish Court to a fine not exceeding five million dollars; and
- (b) every officer of the company who is in default is liable on summary conviction in a Parish Court to a fine not exceeding three million dollars.

(7) The company and every officer who fails to comply with subsection (1B) or subsection (3)(a) or (b), commits an offence and is liable on summary conviction in a Parish Court—

- (a) in the case of an individual, to a fine not exceeding three million dollars;
- (b) in the case of a company, to a fine not exceeding five million dollars.”.

Amendment  
of section  
110 of  
principal Act.

**8.** Section 110 of the principal Act is amended—

- (a) in subsection (1), by inserting next after the words “names of the members” the words “and beneficial owners”; and
- (b) in subsection (2), by inserting next after the words “that member” the words “and beneficial owner”.

**9. Section 112 of the principal Act is amended—**

Amendment  
of section  
112 of  
principal Act.

- (a) in subsection (1), by inserting next after the word “members” the words “and beneficial owners”;
- (b) in subsection (2), by inserting next after the words “Any member” the words “, beneficial owner”; and
- (c) in subsection (3), by deleting the words “fifty thousand” and substituting therefor the words “one million”.

**10. The principal Act is amended by repealing section 113 and substituting therefor the following section—**

Repeal and  
replacement  
of section  
113 of the  
principal Act.

“Consequences  
of failure to  
comply with  
requirements  
as to register  
owing to  
agent’s  
default.

113. Where, by virtue of paragraph (b) of the proviso to section 109 (2) the register of members is kept at the office of an agent of the company, and by reason of the default of that agent the company fails to comply with—

- (a) section 109(3), section 110(3), section 112(1) or section 113A (1), (2) or (3); or
- (b) any requirements of this Act as to the production and inspection of the register,

that agent shall be liable to the same penalties as if he were an officer of the company who was in contravention, and the power of the Court under sections 109(7), 112(4) and 113A(5) shall extend to the making of orders against that agent and his officers.”.

**11. The principal Act is amended by inserting next after section 113 the following sections—**

Insertion of  
new section  
113A to  
113F in  
principal Act.

“Inspection  
of register  
of members  
by Registrar.

113A.—(1) Upon receipt by the company of a notice under section 113B, the register of members shall, without restriction or charge, be open to inspection by the Registrar.

(2) The Registrar shall be entitled to be furnished, upon request, with a copy of the register of members, or any excerpt therefrom.

(3) Where the company has any documents in its possession substantiating or purporting to substantiate the particulars of the entries made in the register of members upon giving notice in accordance with subsection 113B, the Registrar—

- (a) shall, subject to law, have the right to inspect any such documents and to be furnished with or permitted to make copies thereof; and
- (b) may, at the request of the company, permit the company to produce the documents for inspection, and for the making of any copies thereof, within such period, not exceeding seven days, as may be specified by the Registrar.

(4) If inspection, or a copy or excerpt of the register of members is refused—

- (a) the company commits an offence and is liable on summary conviction in a Parish Court to—
  - (i) a fine not exceeding three million dollars; and
  - (ii) in the case of a second offence or subsequent offence, to a fine not exceeding five million dollars; and
- (b) every officer of the company and a person referred to in paragraph (b) of the proviso to section 109(2), commits an offence and is liable on summary conviction in a Parish Court to—
  - (i) a fine not exceeding two million dollars or to a term of

imprisonment not exceeding one year, or to both such fine and imprisonment; and

- (ii) in the case of a second offence or subsequent offence, to a fine not exceeding three million dollars or to a term of imprisonment not exceeding five years, or to both such fine and imprisonment.

(5) Where a company is in contravention as aforesaid—

- (a) the Registrar may apply to the Court for an order, and the Court may, if it sees fit, compel an immediate inspection of the register or direct that the copies required shall be sent to the person requiring them;
- (b) the Parish Court, during a proceeding under subsection (4), may, if it sees fit, compel an immediate inspection of the register or direct that the copies required shall be sent to the person requiring them.

Notice of inspection of register of members.

113B. Where the Registrar intends to inspect the register of members, the Registrar shall give, not less than seven days notice in writing to the company, prior to conducting the inspection.

Entry to company premises, production of documents, etc.

113C.—(1) It shall be the duty of all officers, employees and agents, or former officers, employees and agents of the company and the auditor, or the former auditor for the company whose register of members is inspected under section 113A to—

- (a) produce, within a period not exceeding seven days, to the Registrar, all documents relating to the beneficial ownership of the

company which are in their possession, including documents substantiating or purporting to substantiate the particulars of the entries made in the register of members;

- (b) permit access to, inspection and examination by the Registrar of the documents referred to in paragraph (a) at the registered office, place of business or at the premises of such other office where the register of members is kept, and otherwise to give to the Registrar all assistance in connection with the inspection of the register of members of the company.

(2) Any person who—

- (a) wilfully obstructs, hinders or impedes the Registrar, an officer of the department or a person authorized by the Registrar in the execution of his duties; or
- (b) refuses to produce any document substantiating or purporting to substantiate the particulars of the entries made in the register of members to be produced, which it is his duty to produce,

commits an offence.

(3) A person who commits an offence under subsection (2), is liable on summary conviction in a Parish Court—

- (a) in the case of an individual, to a fine not exceeding one million dollars or to a term of imprisonment not exceeding one year, or to both such fine and imprisonment; and
- (b) in the case of a body corporate, to a fine not exceeding three million dollars.

Certification  
of inspection.

113D. After inspection of the register of members and other relevant documents, the Registrar shall, in writing—

- (a) certify the register of members of the company, at the date specified in the certificate, as having been inspected;
- (b) if an entry, or a particular in relation to an entry, in the register of members is inaccurate, inadequate or is not up-to-date—
  - (i) give notice to the company that an entry or particular in the register is inaccurate, inadequate or not up-to-date, and direct the company to rectify the register within a period of thirty days after the date of the notice; and
  - (ii) advise the company of the consequences pursuant to sections 113E, 117A and 377 I of such non-compliance, if the company fails to rectify the register of members.

Rectification  
of register of  
members.

113E.—(1) Upon receipt of a notice under section 113D(b), the company shall rectify the register of members within the thirty-day period specified in the notice.

(2) If the company contravenes subsection (1), the company commits an offence and is liable on summary conviction in a Parish Court—

- (a) to a fine not exceeding three million dollars; and

- (b) in the case of a second offence or subsequent offence, to a fine not exceeding five million dollars.

Registrar may request information.

113F. For the purpose of determining whether the information in the register of members is accurate, adequate or up-to-date, the Registrar may make a request, in writing, to—

- (a) the company;
- (b) any public entity;
- (c) any entity in a foreign state or country which carries out functions analogous to the functions of a public entity in that state or country,

for information on the measures used for verification, including substantiating documents used to verify the accuracy of the information that was submitted to the Registrar in accordance with section 377A.”

Repeal and replacement of section 116 of the principal Act.

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

“Notice of trusts.

116. 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.”

Insertion of new section 117A in principal Act.

**13.** The principal Act is amended by inserting next after section 117, the following section—

“Registrar may strike off company for default in keeping of register of members.

117A.—(1) If a company has been convicted for contravention of section 113E and the Registrar is satisfied that, after the date of conviction of the company, the Registrar having given notice under subsection (4), the company has not rectified the register of members within the period specified in the notice given under subsection (4), the Registrar shall publish in the *Gazette* and in a daily newspaper



circulating in Jamaica; and send by post to the company, a notice (referred to hereinafter as the published notice) that at the expiration of three months from the date of that notice the name of the company mentioned therein shall, unless cause is shown to the contrary, be struck off the register and the company shall be dissolved.

(2) At the expiration of the three-month period after the published notice the Registrar may, unless cause to the contrary is previously shown by the company, strike its name off the register, and shall publish notice thereof in the *Gazette*, and on the publication in the *Gazette* of that notice the company shall be dissolved, so, however, that—

- (a) the liability, if any, of the company, every officer and member of the company shall continue and may be enforced as if the company had not been dissolved; and
- (b) nothing in this subsection shall affect the power of the Court to wind up a company, the name of which has been struck off the register.

(3) If a company or any member or creditor thereof is aggrieved by the company having been struck off the register, on an application made by the company, a member or a creditor to the Registrar before the expiration of twenty years from the publication in the *Gazette* of the notice referred to in subsection (2), the Registrar may, if satisfied that—

- (a) the membership and beneficial ownership entries in the company's register of members was compliant with the requirements of this Act at the time of the striking off; or
- (b) otherwise that it is just that the company be restored to the register,

order the name of the company to be restored to the register and upon such registration, the company shall be deemed to have continued in existence as if its name had not been struck off.

(4) If the Registrar is satisfied that a company, after conviction for contravention of section 113E(1), has not rectified the register of members, the Registrar shall—

- (a) give notice to the company of the non-compliance, specifying a period within which to rectify the register of members in compliance with section 113E, and in the case of a company to which Part X applies, the period specified in the notice shall not be a period less than three months; and
- (b) in the notice referred to in paragraph (a), advise the company of the Registrar's power to strike off the company under this section.

(5) A notice, or any other document, to be sent under this section—

- (a) to a trustee, may be addressed to the trustee at his last known place of business;
- (b) to the company, shall be addressed to—
  - (i) the company at its registered office;
  - (ii) a director or other officer of the company, or if there is no director or other officer whose name and address are known to the Registrar, to each of the persons who subscribed the articles, addressed to him at the address mentioned in the articles; and

- (iii) in the case of a company to which Part X applies, to the person named under section 363(1)(d), authorized to accept service of process on behalf of that company.

(6) This section shall apply with any necessary modification to the striking off from the register of companies of the name of a company to which Part X applies.”.

**14.** Section 121 of the principal Act is amended—

Amendment  
of section 121  
of principal  
Act.

- (a) in subsection (1), by deleting all the words after the words “return date” and substituting therefor a full stop;
- (b) in subsection (2)(a), by inserting next after the words “set out in” the words “Part II of”; and
- (c) by deleting subsection (3) and substituting therefor the following subsection—

“ (3) 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 million dollars.”.

**15.** 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 subsection—

“ (1) Every company having a share capital shall make a return stating the date to which it is made up and containing a list of all persons who, on the date of the return, are members of the company, and of all persons who have ceased to be members since the date of the last return or, in the case of the first return, of the incorporation of the company.”; and

(b) in subsection (2)—

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

“(a) state the names, nationalities, addresses, and occupations of all past and present members therein mentioned;”; and

(ii) in paragraph (b), by deleting the words “and beneficial owners, if any,” wherever they appear; and

(iii) in the proviso thereto, by deleting the words “or beneficial owners, if any,”.

Amendment of section 124 of principal Act.

**16.** Section 124 of the principal Act is amended by deleting subsection (2).

Amendment of section 172 of principal Act.

**17.** Section 172 of the principal Act is amended—

(a) by inserting next after subsection (1) the following subsection—

“(1A) No company incorporated under this Act shall appoint a nominee director.”;

(b) in subsection (7) by inserting immediately after the words “subsection (1)” the words “; (1A)”.

Amendment of section 337 of principal Act.

**18.** Section 337 of the principal Act is amended—

(a) in subsection (7)—

(i) in paragraph (b), by deleting the full stop and substituting therefor the words “; and”; and

(ii) by inserting next after paragraph (b), the following paragraph—

“(c) in the case of a company to which Part X applies, to the person named under section 363(1)(d), authorized to accept service of process on behalf of that company.”; and

(b) by inserting next after subsection (7), the following subsection—

“ (8) This section shall apply—

(a) with any necessary modification to the striking off from the register of companies of the name of a company to which Part X applies;

Part X.

(b) save and except that in relation to a company to which Part X applies, the Registrar need not inquire as to whether the company is carrying on business or in operation and shall send to the company and the person referred to in subsection (7)(c), a notice—

(i) not less than three months before sending by post to the company and the publication in the *Gazette* and a newspaper circulating in the Island, the notice referred to in subsection (3);

(ii) advising the company to which Part X applies that at the expiration of three months from the date of that notice the name of the company mentioned therein will, unless cause is shown to the contrary, be struck off the register.”.

**19.** Section 352 of the principal Act is amended—

Amendment  
of section 352  
of principal  
Act.

(a) in subsection (1), by deleting the words “Any person” and substituting therefor the words “Subject to subsection (1A) and (1D), any person”;

(b) by inserting next after subsection (1), the following subsections—

“ (1A) The register of beneficial owners or any other document providing beneficial ownership information of an intended company, a company or a former

company, including a company struck-off the register and dissolved shall not be made available for inspection under subsection (1)—

- (a) except with the written consent of the beneficial owner, or former beneficial owner, to whom the information relates;
- (b) upon the written request of the person desirous of inspecting the register of beneficial owners or any other document providing beneficial ownership information kept by the Registrar; and
- (c) otherwise in accordance with subsection (1D).

(1B) Subject to subsection (5), upon the written request of an authority referred to in subsection (1C), the Registrar shall—

- (a) permit an officer authorized by the authority which made the request, to inspect documents kept by the Registrar;
- (b) provide, certified by the Registrar, any copy or extract of any document or any part of any document requested;
- (c) furnish, in a timely manner, to the authority, any requested information.

(1C) An authority that may make a request to the Registrar referred to in subsection (1B) is as follows—

- (a) a competent authority;
- (b) an authority of a foreign state or country carrying out functions analogous to the functions of a competent authority;
- (c) the designated authority;

- (d) a constable not below the rank of Sergeant;
- (e) the Commissioner of Customs;
- (f) the Commissioner General;
- (g) the Director of Public Prosecutions.

(1D) The register of beneficial owners shall be available for inspection by any of the following persons—

- (a) a competent authority;
- (b) upon request to the Registrar, in writing, by a procuring entity;
- (c) upon request to the Registrar, in writing, and with the consent of the beneficial owner—
  - (i) a financial institution;
  - (ii) a designated non-financial institution.”;

(c) by deleting subsection (3) and substituting therefor the following subsection—

“ (3) A copy of or extract from any document—

- (a) registered and kept by the Registrar for the registration of companies;
- (b) inspected by the Registrar,

certified to be a true copy under the hand of the Registrar (whose official position it shall not be necessary to prove), shall in all legal proceedings be admissible in evidence as of equal validity with the original document.”; and

(d) by inserting next after subsection (4), the following subsection—

“ (5) The Registrar may refuse a request made under subsection (1B)

by an authority of a foreign state or country, if any disclosure of information made by the Registrar pursuant to the request is prohibited by law or an order of the court.”.

Insertion of new section 352A and 352B in principal Act.

**20.** The principal Act is amended by inserting next after section 352, the following sections—

“Protection of Registrar and authorized officers.

Part XIA.

Duty of secrecy.

352A. No action, suit, prosecution or other proceedings shall be brought or instituted personally against the Registrar or any officer authorized under section 351(2) and 377 M, in respect of any lawful act done, in good faith, in pursuance or execution or intended execution of the provisions of sections 113A, 113C, 352 and Part XIA.

352B.—(1) Every person having an official duty under this Act, or being employed or otherwise concerned in the administration of this Act shall regard and deal with as secret and confidential all documents and information, except that no disclosure made by a concerned person in proceedings for an offence under this Act or under the Perjury Act shall be deemed inconsistent with any duty imposed under this subsection.

(2) The obligation as to secrecy and confidentiality imposed under this section, in relation to any documents or information obtained under this Act continues to apply to a person despite that person having ceased to have an official duty, be employed or otherwise concerned in the administration of this Act.

(3) Every person who is required under subsection (1) or (2) to deal with matters specified therein as secret and confidential who at any time communicates any such document or information referred to in subsection (1) disclosed to him in the



execution of any official duties or otherwise in the administration of the Act to any person—

(a) other than a person to whom he is authorized by law to communicate the document or information;

(b) otherwise than for the purpose of this Act, commits an offence and is liable on summary conviction in a Parish Court to a fine not exceeding one million dollars or to a term of imprisonment not exceeding one year.”.

**21.** Section 362 of the principal Act is amended by inserting immediately after the words “within the Island after the appointed day” the words “(referred to as companies to which Part X applies)”.

Amendment of section 362 of principal Act.

**22.** The principal Act is amended by repealing section 363A and substituting therefor the following section—

Repeal and replacement of section 363A of principal Act.

“Registers to be kept by companies incorporated outside Jamaica. 363A. A company incorporated outside Jamaica which establishes a place of business within Jamaica, shall keep in Jamaica—

(a) a register of its members, to be referred to as the “overseas branch register” to which sections 109 to 117A shall apply; and

(b) a register of directors to be referred to as the “overseas register of directors” to which section 183 shall apply.”.

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

Insertion of new section 363B in principal Act.

“Nominee directors and nominee shareholders prohibited Part X. 363B. No company to which Part X applies shall have a nominee shareholder or appoint a nominee director.”.

**24.** Section 365(1)(c) of the principal Act is amended by deleting the word “any”.

Amendment of section 365 of principal Act.

Amendment  
of section  
369 of  
principal Act.

**25.** Section 369 of the principal Act is amended by deleting the marginal note and substituting therefor the following marginal note—

“Part X  
company  
ceasing to  
have a place  
of business  
in Jamaica.”.

Insertion of  
new section  
369A in  
principal Act.

**26.** The principal Act is amended by inserting next after section 369, the following section—

“Striking off of name of Part X company.  
Part X.  
369A. The name of a company to which Part X applies may be struck off the register of companies pursuant to sections 117A, 337 and 377H, respectively.”.

Amendment  
of section  
370 of  
principal Act.

**27.** Section 370 of the principal Act is amended by inserting next after the words “provisions of this Part” the words “for which no other penalty is provided”.

Insertion of  
new Part XIA  
in principal  
Act.

**28.** The principal Act is amended by inserting next after section 377, the following Part—

“  
*PART XIA.—Beneficial Ownership*

Duty to make  
beneficial  
ownership  
return.

377A.—(1) In respect of the beneficial ownership of a company, or an intended company, a beneficial ownership return shall be made—

- (a) pursuant to section 3(1)(a)(iii), in relation to an intended company;
- (b) upon the delivery of a return of allotments under section 52, in respect of each allottee named therein;
- (c) by a company and delivered to the Registrar annually, made up to a date not later than the date which is from time to time the company’s return; and
- (d) within fourteen days after any change of beneficial ownership information that

occurs before the next annual filing of the return is due.

(2) Where there is a chain of ownership, every beneficial owner of the company, including those whose beneficial ownership is acquired or held pursuant to a chain of ownership shall be included in the beneficial ownership return.

(3) A company that fails to deliver a beneficial ownership return in accordance with subsection (1)(b),(c) or (d) commits an offence and is liable to a fine not exceeding five million dollars.

Beneficial ownership return. Form A. Form B. Part III. Fifth Schedule.

377B. Each beneficial ownership return shall—

- (a) be made, as appropriate, in the form set out as Form A or Form B in Part III to the Fifth Schedule;
- (b) contain the information required under section 377C;
- (c) in the case of companies to which Part X applies, be accompanied by a copy of the certificate of incorporation or similar document, however described, providing evidence of the incorporation, establishment or formation of the company, upon the first occasion on which the beneficial ownership return is made by a company to which Part X applies, and thereafter at the request of the Registrar; and
- (d) be delivered to the Registrar within twenty-eight days after the date to which it is made up.

Part X.

Information required for beneficial ownership return.

377C.—(1) The information referred to in section 377B(b) to be contained in a beneficial ownership return is as follows—

- (a) the date to which it is made up;

Part X.

- (b) the name of the company, address of the registered office and, in the case of a company to which Part X applies, its principal place of business;
- (c) an accurate, adequate and up-to-date list of all persons who, on the date of the return, are members and beneficial owners of the company, and of all persons who have ceased to be members and beneficial owners since the date of the last return or, in the case of the first return, of the incorporation of the company.

(2) In the case of a public company, the list referred to in subsection (1), to be contained in the annual beneficial ownership return, may exclude the names of all past and present members of the company.

List  
contained in  
beneficial  
ownership  
return.

377D.—(1) The list referred to in section 377C(1)(c) shall—

- (a) state, in respect of each member, who is an individual and each beneficial owner—
  - (i) name, date of birth and nationality;
  - (ii) address and occupation;
  - (iii) taxpayer registration number or other tax identification number; and
  - (iv) if the number referred to in paragraph (a)(iii) is not applicable or available, the number, place of issue and expiry date of the valid passport or driver's licence held, and in

the case of a past member or beneficial owner, the last valid passport or driver's licence held prior to the cessation of membership or ownership of the company, as the case may be;

- (b) state, in respect of each member who is not an individual, the member's name, date of establishment, nationality, address and taxpayer registration number, or other tax identification number; and
- (c) in the case of a company having shares, state the number of shares held by each of the existing members and beneficial owners at the date of the return, specifying the shares transferred since the date of the last return or, in the case of the first return, of the incorporation of the company by persons who have ceased to be members or beneficial owners, respectively, and the dates of registration of transfers.

(2) If the names in the list contained in the return are not arranged in alphabetical order, the company shall have annexed to the list an index sufficient to enable the name of any person in the list to be readily found.

Verification  
by Registrar  
of beneficial  
ownership  
information.

377E.—(1) The Registrar shall verify the accuracy of the beneficial ownership particulars in a beneficial ownership return delivered to the Registrar in compliance with this Act.

(2) For the purposes of subsection (1), the Registrar may make a request, in writing, to—

- (a) the company;

- (b) any public entity;
- (c) any entity in a foreign state or country which carries out functions analogous to the functions of a public entity in that state or country,

for information on the measures used for verification, including substantiating documents used to verify the accuracy of the information that was submitted to the Registrar.

Failure to deliver or inaccurate, *etc.*, annual beneficial ownership return.

377F.—(1) Where an annual beneficial ownership return has not been delivered to the Registrar or the annual beneficial ownership return delivered is not accurate, adequate or up-to-date in accordance with section 377C(1)(c), and the company is in default for a period of not less than nine months after the company's return date, the Registrar shall—

- (a) give notice to the company in default, requiring the company to deliver—
  - (i) the outstanding annual beneficial ownership return, not later than thirty days after the date of the notice; or
  - (ii) an annual beneficial ownership return that is adequate, accurate and up-to-date, within such period not being less than thirty days, in accordance with section 377G;
- (b) if the company has not delivered the required return within the period specified in the notice given under paragraph (a), give a final notice to the company, requiring the company to deliver the outstanding annual beneficial ownership return not later than sixty days after the date of this final notice,

and if the company has not delivered the outstanding annual beneficial ownership return within the sixty-day period specified in a final notice given under paragraph (b), the name of the company, unless cause is shown to the contrary, may be struck off the register and the company dissolved under section 377H.

(2) In the case of a financial holding company or financial institution, the name of the company shall not be struck-off, without the Registrar holding consultations with the Supervisor and the Financial Services Commission.

(3) In this section—

“financial holding company” has the meaning assigned to it by section 2 of the Banking Services Act;

“financial institution” has the meaning assigned to it by section 2 of the Banking Services Act;

“Financial Services Commission” means the body established under section 3 of the Financial Services Commission Act;

“Supervisor” has the meaning assigned to it by section 2 of the Banking Services Act.

Notice of inaccurate *etc.*, annual beneficial ownership return.

377G.—(1) Where a company delivers to the Registrar an annual beneficial ownership return that, as at the return date applicable to that annual beneficial ownership return—

- (a) does not contain any information required under section 377C(1); or
- (b) contains a list of the membership and beneficial ownership that is inaccurate, inadequate or not up-to-date,

the Registrar shall give notice to the company and the company shall, within thirty days after the date of the notice, or such longer period as the Registrar may allow, deliver to the Registrar an annual beneficial ownership return that is accurate, adequate and up-to-date.

(2) A notice under subsection (1) shall—

- (a) be given in writing;
- (b) specify, as applicable, the information omitted from the annual beneficial ownership return, or the information that is inaccurate, inadequate or not up-to-date; and
- (c) advise the company of the period, not being less than thirty days from the date of the notice, within which the company is to deliver to the Registrar an annual beneficial ownership return that is accurate, adequate and up-to-date.

Registrar may strike off company for failure to deliver or inaccurate *etc.*, annual beneficial ownership return.

377H.—(1) Where the Registrar is satisfied that a company has not delivered, within the sixty-day period specified in a final notice given under section 377F(1)(b), an outstanding annual beneficial ownership return or has delivered, within the period specified in section 377G(2)(c), an annual beneficial ownership return that is not accurate, adequate or up-to-date, the Registrar shall publish in the *Gazette* and in a daily newspaper circulating in Jamaica, and send to the company by post, a notice that at the expiration of three months from the date of that notice the name of the company mentioned therein will, unless cause is shown to the contrary, be struck off the register and the company shall be dissolved.

(2) At the expiration of the three-month period the Registrar may, unless cause to the contrary



is previously shown by the company, strike its name off the register, and shall publish notice thereof in the *Gazette*, and on the publication in the *Gazette* of that notice, the company shall be dissolved, so, however, that—

- (a) the liability, if any, of every officer and member of the company shall continue and may be enforced as if the company had not been dissolved; and
- (b) nothing in this subsection shall affect the power of the Court to wind up a company the name of which has been struck off the register.

(3) If a company or any member or creditor thereof is aggrieved by the company having been struck off the register, the Registrar on an application made by the company or member or creditor before the expiration of twenty years from the publication in the *Gazette* of the notice referred to in subsection (2) may, if satisfied that—

- (a) the outstanding annual beneficial ownership return or the accurate, adequate and up-to-date annual beneficial ownership return was delivered within the sixty-day period specified in a final notice given under section 377F(1)(b) or within the period specified in section 377G(2)(c) as the case may be, at the time of the striking off; or
- (b) otherwise that it is just that the company be restored to the register,

order the name of the company to be restored to the register and upon such registration, the company shall be deemed to have continued in existence as if its name had not been struck off.

(4) A notice, or any other document, to be sent under this section—

(a) to a trustee, may be addressed to the trustee at his last known place of business;

(b) to the company, shall be addressed to—

(i) the company at its registered office;

(ii) a director or other officer of the company, or if there is no director or other officer whose name and address are known to the Registrar, to each of the persons who subscribed the articles, addressed to him at the address mentioned in the articles; and

(iii) in the case of a company to which Part X applies, to the person named under section 363(1)(d), authorized to accept service of process on behalf of that company.

Part X.

(5) This section shall apply with any necessary modification to the striking off from the register of companies of the name of a company to which Part X applies.

Part X.

Restrictions on share transfers and exercise of power to borrow.

377I.—(1) With effect as at the date of a notice issued under section 113D(b) or 377F(1)(a), the following restrictions apply—

(a) the member shall not effect any transfer of any shares held;

(b) a director shall not exercise the power to borrow money under the articles,

until the information relating to the membership and beneficial ownership of those shares is accurate, adequate and up-to-date in compliance with this Act.

(2) A member who contravenes a restriction under subsection (1)(a) or a director who contravenes a restriction under section (1)(b) commits an offence and is liable on summary conviction in a Parish Court to a fine not exceeding one million dollars or to a term of imprisonment not exceeding one year.

(3) Notwithstanding subsection (1), the Court may, on an application made by a person aggrieved, make an order, on the terms specified in subsection (4), for the purpose of protecting the rights or interests of the aggrieved person, if the Court is satisfied that—

- (a) a restriction under subsection (1) unfairly affects the rights or interests of the aggrieved person; and
- (b) it is not possible for the company to ascertain the information necessary to address the matters of which notice has been given by the Registrar and the company intends to do any one of the following—
  - (i) in the case of a transfer of shares, to purchase the shares held by the member and beneficial owner; or
  - (ii) the relevant interest affected by the restriction is to be transferred for valuable consideration.

(4) An order under subsection (3), may, subject to such terms and conditions, including any

limitation on the application of the order to a specific person or transaction, or certain class of person or transactions, as the Court thinks fit—

- (a) declare that certain acts shall not constitute a breach of a restriction imposed under subsection (1);
- (b) in the interests of fairness to the aggrieved person, approve the transfer of shares or the exercise of borrowing powers.

(5) For the avoidance of doubt, this section shall not apply to transactions which commenced, and have not yet concluded, prior to, on or by the date of the notice referred to in subsection (1).

Duty of Registrar to keep register of beneficial owners of companies.

377J.—(1) The Registrar shall cause to be established and maintained an accurate, adequate and up-to-date register of beneficial owners, in respect of each company entered in the register of companies, and the register shall, in respect of each beneficial owner, include the following particulars—

- (a) name, date of birth and nationality;
- (b) address and occupation;
- (c) taxpayer registration number or other tax identification number;
- (d) if the number referred to in paragraph (c) is not applicable or available, the number, place of issue and expiry date of the valid passport or driver's licence held, and in the case of a past beneficial owner, the last valid passport or driver's licence held prior to the cessation of membership or ownership of the company, as the case may be; and

- (e) in relation to the beneficial ownership—
  - (i) the company owned and the shares or interest held;
  - (ii) the name, address and nationality of the member holding the legal interest on behalf of the beneficial owner.

(2) The annual beneficial ownership returns shall be contained in a separate part of the register of beneficial owners.

(3) The register of beneficial owners shall be available for inspection in accordance with section 352(1A).

Register of beneficial owners to be evidence.

377K. The register of beneficial owners shall be *prima facie* evidence of any matters by this Act directed or authorized to be inserted therein.

Powers of Registrar in relation to accuracy, etc., of beneficial ownership information.

377L.—(1) For the purpose of the discharge of the Registrar's functions in relation to the register of beneficial owners and the accuracy, adequacy of, and the keeping of up-to-date beneficial ownership information by a company and, without prejudice to any other power conferred on the Registrar under this Act, the Registrar shall—

- (a) take such steps as are necessary to ensure that appropriate standards of conduct and performance are maintained in relation to the keeping of accurate, adequate and up-to-date beneficial ownership information by companies in accordance with this Act and any rules or regulations made under this Act;
- (b) at such times as the Registrar may determine examine, in such manner and

such frequency as the Registrar thinks fit, the records and procedures of a company for the purpose of being satisfied that the company is compliant with the provisions of this Act in relation to the beneficial ownership of the company.

(2) Within ninety days after the completion of an examination under subsection (1), the Registrar shall report to the company the results of every such examination and any such report may contain such recommendations as the Registrar considers necessary to address any inaccuracy, inadequacy or other deficiency in the company's records or procedures in relation to the beneficial ownership of the company discovered in the examination.

Authorised officers and persons.

377M.—(1) The Registrar may authorize, in writing, such number of officers of the department or other persons, subject to the Registrar's directions and to prescribed conditions (if any), for the purposes of section 113A and this Part.

(2) Anything done or executed by an officer of the department or by such other person to whom authority is given under this section and in accordance with such authority shall be valid and effectual as if executed by the Registrar.

Right to enter for inspection or examination.

377N. For the purpose of the execution of duties by the Registrar under section 113A or this Part, it shall be lawful, for the Registrar, or a person authorized by the Registrar, to enter on to the premises of the registered office, place of business or at the premises of such other office where the register of members is kept, on the days Monday to Friday, in each week, between the hours of 8:30 a.m. and 5:00 p.m.

Co-operation.

377O.—(1) The Registrar may, in the performance of the functions conferred on the Registrar under this Act, work in co-operation with any person or body as the Registrar may deem appropriate.

(2) A person or body shall co-operate with the Registrar in the exercise of the functions conferred on the Registrar under this Act.

(3) Subject to the provisions of this section, the Registrar may, with the approval of the Minister, enter into a memorandum of understanding or other agreement or arrangement with a foreign authority, regarding the exchange of information relevant to the functions of the Registrar under this Act.

(4) Nothing in this section authorizes a disclosure by the Registrar unless—

- (a) the Registrar is satisfied that the foreign authority is subject to adequate legal restrictions on further disclosures of the information provided, including the provision to the Registrar of—
  - (i) an undertaking of confidentiality on the part of the foreign authority; or
  - (ii) an undertaking by the foreign authority not to disclose the information provided, without the consent of the Registrar; and
- (b) the Registrar is satisfied that the information requested by the foreign authority is required for the purposes of that authority functions, including the conduct of criminal proceedings to enforce laws administered by that authority.

(5) Where, pursuant to a request for the exchange of information, the Registrar in accordance with this section supplies information to a requesting foreign authority, the information supplied shall be deemed to be lawfully given under this Act and every

person liable to be proceeded against on the ground that such information was unauthorized or unlawfully given, or that the person was otherwise acting illegally or improperly for any such reason only, is hereby acquitted, freed, discharged and indemnified against all persons whatsoever and whomsoever, from liability arising from the supply of that information.

(6) In this section, a “foreign authority” means any entity having, under the laws of a foreign state or country, functions analogous to the functions performed in Jamaica by the Registrar.

Minor  
in-  
consistencies.

377P.—(1) For the avoidance of doubt—

- (a) a person shall not be liable to be proceeded against under this Act; and
- (b) the name of a company shall not be struck off the register of companies,

for any minor inconsistency in the particulars referred to in section 109, to be included in the register of members, in respect of each member and beneficial owner of the company, or a beneficial ownership return made to the Registrar.

(2) An inconsistency that is minor in nature, is—

- (a) the inadvertent omission or inclusion of a letter, symbol, number or other character of text in the particulars of the list of persons contained in the beneficial ownership return; and
- (b) such other inconsistency as may be specified by the Registrar.



Service of notices.

377Q.—(1) Without prejudice to any other provision of this Act for the service of documents, a notice or notification under this Part may be served either—

- (a) personally, by handing it to or leaving it with the member;
- (b) by post, by a letter properly addressed and prepaid; or
- (c) by facsimile transmission, or other means of electronic communication.

(2) A notice or notification served in accordance with subsection (1), shall be deemed to have been received by the intended recipient, in the case of delivery—

- (a) by post, at the time at which the notice would have been delivered in the ordinary course of the post;
- (b) by facsimile or other electronic means, twenty-four hours after the time the notice was so sent, if there is no notification of a failure of delivery during that period.

(3) The calculation of time by reference to the giving of a notice served under this section shall commence on the day immediately succeeding the day on which it was received or deemed to have been received.

Company to keep records of its actions in relation to beneficial ownership information.

377R.—(1) The records kept and maintained by a company in accordance with section 390A of the beneficial ownership of the company (referred to as beneficial ownership information) shall include a record of the measures used for verification and the substantiating documents used to verify the accuracy of the beneficial ownership information taken by the company and its officers in relation to the keeping of

such beneficial ownership information in compliance with the provisions of this Act.

(2) The company and every officer who contravenes subsection (1) commits an offence and is liable on summary conviction in a Parish Court—

- (a) in the case of an individual, to a fine not exceeding three million dollars;
- (b) in the case of a company, to a fine not exceeding five million dollars.

Duty of company to obtain beneficial ownership information.

377S.—(1) Where a company has notice of a change in the beneficial ownership of the company, or of any change in the particulars of any such beneficial owner, and it has not been notified by a member or the beneficial owner, the company shall, in writing, notify the member and beneficial owner of their respective obligations under sections 377U and 377V, and the notification shall advise the member or beneficial owner or both, as the case may be, to furnish to the company the required beneficial ownership information, within such period as specified in the notification.

(2) Notwithstanding subsection (1), a company shall once per year, or at such times as the Registrar may direct, in writing, or as may be prescribed, notify in writing, the member and beneficial owner of their respective obligations under sections 377U and 377V, and the notification shall direct the member or beneficial owner or both, as the case may be, to furnish to the company the required beneficial ownership information, within such period as specified in the notification.

(3) In the case of an unlimited company or a company limited by shares, prior to the allotment or transfer of shares, the company shall be furnished with the beneficial ownership information required under this Act in respect of the intended allottee or transferee of the shares.

(4) A company and every officer who contravenes subsection (1) or (2) commits an offence and is liable on summary conviction in a Parish Court—

- (a) in the case of an individual, to a fine not exceeding three million dollars;
- (b) in the case of a company, to a fine not exceeding five million dollars.

Company's duty to verify beneficial ownership information.

377T.—(1) The company shall, in relation to the beneficial ownership information furnished by a member and beneficial owner, verify the identity of the individual the company records as its beneficial owner, and the basis on which such individual was identified as a beneficial owner of the company.

(2) The company shall appoint an officer, or such number of officers, who shall be responsible for conducting the verification of the beneficial ownership information furnished to the company and notifying its members and beneficial owners in relation thereto, in accordance with the provisions of this Part.

(3) A company and every officer who contravenes subsection (1) or (2) commits an offence and is liable on summary conviction in a Parish Court—

- (a) in the case of an individual, to a fine not exceeding three million dollars;
- (b) in the case of a company, to a fine not exceeding five million dollars.

Duty of member to provide company with information.

377U.—(1) A subscriber to the articles—

- (a) who upon becoming a member of the company at the time of incorporation will own twenty-five percent or more interest in the company;
- (b) shall notify the persons forming the company of the identity of the beneficial owner of the interest to be held by that

member at the time of the formation of the company, as well as the basis on which such individual is identified as the beneficial owner.

(2) A member who owns twenty-five percent or more interest in the company, shall notify the company of the identity of the beneficial owner of the interest held by that member, as well as the basis on which such individual is identified as the beneficial owner—

- (a) in the case of a member who is a shareholder, at the time of the allotment or transfer of shares, and otherwise at the time of the acquisition of the member's interest in the company, or any subsequent change in that member's interest in the company; and
- (b) at the time of any other change in beneficial ownership of the interest held by the member of the company.

(3) A member who refuses to notify the beneficial owner of the interest held by that member in contravention of the provisions of this section, commits an offence and is liable on summary conviction in a Parish Court—

- (a) in the case of an individual, to a fine not exceeding three million dollars;
- (b) in the case of a body corporate, to a fine not exceeding five million dollars.

Duty of beneficial owner to provide company with information.

377V.—(1) A beneficial owner, shall notify the company of—

- (a) the particulars of the beneficial owner as specified in section 377B(b), and whether the beneficial ownership is by means of

shares held by a member on behalf of the beneficial owner or by exercise of control and the basis on which such individual is identified as the beneficial owner; and

- (b) any subsequent change in relation to the legal or beneficial ownership of the company, or the particulars referred to in paragraph (a).

(2) Where a beneficial owner has ultimate effective control of a company or an ownership interest of twenty-five percent or more in the company, in aggregate, by virtue of separate ownership interests in more than one body corporate, and each such body corporate is a member of the company owning less than twenty-five percent interest in the company, that beneficial owner of the company shall notify each body corporate that is a member of the company of the interest of that beneficial owner in the company of which each body corporate is a member.

(3) A person who will become a beneficial owner of the company at the time of incorporation shall notify the persons forming the company of the interest to be held or the control to be exercised by that person at the time of the formation of the company.

(4) The beneficial owner shall notify the company of the interest in the company held by the beneficial owner—

- (a) in the case of a shareholder, at the time of the allotment or transfer of shares, and otherwise at the time of the acquisition of the beneficial owner's interest in the company, or at the time of any subsequent change in that beneficial owner's interest in the company; and

- (b) at any time the particulars for inclusion in the register of members under section 109(1A) in relation to that beneficial owner changes.

(5) A beneficial owner who refuses to notify the company or a body corporate of the interest held by that beneficial owner in that company or body corporate, as the case may be, in contravention of subsection (1), (2) or (4) commits an offence and is liable on summary conviction in a Parish Court to a fine not exceeding three million dollars.

Change in beneficial ownership to be notified to Registrar.

377W.—(1) The company shall notify the Registrar of changes in the beneficial ownership of the company within fourteen days after any change occurs in the beneficial ownership information, any changes in the particulars of a beneficial owner required under section 109(1A) to be contained in the register of members, or since delivery to the Registrar of the last beneficial ownership return, and the notification shall be made in the form set out as Form C in Part III of the Fifth Schedule.

Form C. Part III. Fifth Schedule.

(2) If default is made in complying with subsection (1) to notify the Registrar of changes in beneficial ownership, or in the particulars of beneficial ownership, the company and every officer of the company who is in default commits an offence and is liable on summary conviction in a Parish Court to a fine not exceeding one million dollars.

Re-purchase of shares from non-compliant member or beneficial owner.

377X.—(1) Where pursuant to section 377S (1) or (2) a company has notified a member or a beneficial owner to furnish the company with the required beneficial ownership information, and the member or beneficial owner has failed to furnish the required information within the period specified in that notification—

- (a) the company shall proceed in accordance with subsection (2); and

- (b) thereafter, in the case of an unlimited company or a company limited by shares and subject to subsection (3), the company may repurchase the shares held by the member.

(2) In the circumstances referred to in subsection (1), the company shall give notice, on not less than three occasions, to the member or beneficial owner directing that member or beneficial owner to furnish to the company the required beneficial ownership information within the specified periods, as follows—

- (a) in relation to the first notice, within thirty days after delivery of the notice;
- (b) in relation to the second notice, where the member or beneficial owner has not furnished the required beneficial ownership information within the thirty-day period specified in paragraph (a), within twenty-one days;
- (c) in relation to the third notice, where the member or beneficial owner has not furnished the required beneficial ownership information within the twenty-one-day period specified in paragraph (b), within fourteen days.

(3) A company shall not repurchase the shares of a member, if—

- (a) all the shares issued by the company are owned solely by one shareholder;
- (b) the financial position or condition of the company does not enable it to repurchase its shares;

- (c) the company's articles do not permit the repurchase by the company of its shares.

(4) The records of the beneficial ownership of the company shall include, a copy of—

- (a) each notice given by the company, and the date on which the notice was sent, and the mode of delivery; and
- (b) each response, if any, received by the company from the member and beneficial owner, as the case may be, and the date on which it was received.

Determination of beneficial owner.

377Y. For the purposes of this Part, the identification of the beneficial owner of a company shall be determined, in the case of beneficial ownership through—

- (a) direct means, in accordance with section 377Z; and
- (b) indirect means, in accordance with sections 377AA and 377AB.

Direct beneficial ownership.

377Z. The beneficial owner of a company directly through ultimate effective control or ultimate ownership, is—

- (a) where a shareholder of the company is a body corporate, the individual—
  - (i) having ownership of twenty-five percent or more of the shares in that body corporate;
  - (ii) holding not less than twenty-five percent of total voting rights of all the members having the right to vote in that body corporate;
  - (iii) having the right to exercise dominant control over, or who



- exercises dominant control of that body corporate; or
  - (iv) having the right to exercise dominant influence over, or who exercises dominant influence on the policy of that body corporate;
- (b) in the case of a chain of ownership, the individual who owns, has voting rights, has the right to dominant control or dominant influence, or who exercises dominant control or dominant influence in the manner specified in paragraph (a)(i), (ii), (iii) and (iv), in the last body corporate in the chain of ownership, where the first body corporate in the chain of ownership—
- (i) owns twenty-five percent or more of the shares in the company;
  - (ii) has twenty-five percent or more of the total voting rights of all the members having the right to vote in the company;
- (c) in the case of a chain of ownership, the individual who—
- (i) owns twenty-five percent or more shares, in aggregate of the shares owned in each body corporate in the chain of ownership of the company; or
  - (ii) has twenty-five percent or more of the voting rights, in aggregate, of the percentage of voting rights held in each body

corporate, in the chain of ownership, directly below the position of the company in the chain of ownership; or

- (d) the individual who, pursuant to a nominee arrangement—
- (i) owns twenty-five percent or more of the shares in the company;
  - (ii) has twenty-five percent or more of the total voting rights of all the members having the right to vote in the company.

Ultimate ownership indirectly.

377AA.—(1) The beneficial owner of a company indirectly through ultimate ownership—

- (a) where a shareholder of the company is a body corporate, is the individual who—
  - (i) owns twenty-five percent or more of the shares in that body corporate; or
  - (ii) has twenty-five percent or more of the total voting rights of all the members having the right to vote in that body corporate;
- (b) in the case of a chain of ownership, where the first body corporate in the chain of ownership owns twenty-five percent or more of the company, is the individual who—
  - (i) owns twenty-five percent or more shares in the last body corporate in the chain of ownership of the company; or

- (ii) has twenty-five percent or more of the total voting rights of all the members having the right to vote in the last body corporate in the chain of ownership of the company; or
- (c) is the individual who is not a member or an officer of the company and owns twenty-five percent or more of the shares of the company or has twenty-five percent of the total voting rights of all the members having the right to vote in the company.

Indirect  
beneficial  
ownership  
through  
ultimate  
effective  
control.

377AB.—(1) The beneficial owner of a company through ultimate effective control indirectly, is the individual who—

- (a) not being a member or an officer of the company has the ability—
  - (i) to appoint or remove a director of the company;
  - (ii) to exercise significant influence on or actually exercises significant influence on the policy of the company; or
  - (iii) to exercise significant control over or actually exercises significant control over the affairs of the company;
- (b) has the right to exercise or actually exercises the dominant influence on the policy of the company through means other than ownership interests in each of the bodies corporate in the chain of ownership of the company, where each body

corporate in the chain of ownership has ownership in the body corporate immediately preceding it in the chain of ownership; or

- (c) has the right to exercise or actually exercises dominant control over the affairs of the company through means other than ownership interests in each of the bodies corporate in the chain of ownership of the company, where each body corporate in the chain of ownership has ownership in the body corporate immediately preceding it in the chain of ownership.

Duty to answer questions put by Registrar, and obstruction, etc. of Registrar prohibited.

377AC.—(1) The Registrar may, in writing, require an officer appointed under section 377T(2), or any other officer, employee or agent of a company to answer any question concerning the beneficial ownership of a company.

(2) Where the Registrar requires an answer to questions asked under subsection (1), it shall be the duty of any officer, employee or agent of the company to whom the questions are directed, having information pertinent to the questions of the Registrar, to furnish, in writing, the information in answer to the questions, in such manner and within such time-frame as the Registrar may specify.

(3) A person who—

- (a) refuses to furnish, in writing, the information in answer to the questions posed by the Registrar in contravention of subsection (2);
- (b) wilfully hinders or obstructs, or without lawful excuse, fails within a reasonable time to comply with any requirement of the Registrar, an officer of the department

Part XIA. authorised by the Registrar acting in the execution of duties or the exercise of powers conferred under section 113A or Part XIA;

(c) personates or pretends to be the Registrar or a person authorized by the Registrar; or

(d) threatens, intimidates, or uses threatening language or behaves in a threatening manner to the Registrar, or a person authorized by the Registrar, acting in the execution of duties or the exercise of powers conferred under section 113A or

Part XIA,

commits an offence and is liable on summary conviction in a Parish Court to a fine not exceeding one million dollars or to imprisonment for a term not exceeding one year or to both such fine and imprisonment.

Identification documents not up-to-date.

377AD.—(1) Where a copy of an identification document for a member or a beneficial owner filed with the Registrar is not up-to-date, is invalid or has been revoked, a company shall give the Registrar notice in the prescribed form of the particulars of the valid identification document, and submit with such notice a copy certified to be true of a valid identification document.

(2) For the purposes of subsection (1) and section 52(1B) the requirement for certification is satisfied if done by—

- (a) an attorney-at-law;
- (b) a consular officer;
- (c) a diplomatic officer;

- (d) a Justice of the Peace;
- (e) a Notary Public;
- (f) an officer duly authorized by law to administer oaths; or
- (g) the affixing of an Apostille.

(3) In this section—

“Apostille” has the meaning assigned to it by section 2 of the Authentication (Foreign Public Documents) Act, 2020;

“consular officer” means —

- (a) in relation to Jamaica, a consul-general, consul, vice-consul or consular agent appointed to represent Jamaica and holding a valid exequatur or other authorization to perform consular functions;
- (b) in relation to a foreign state or country, a consul-general, consul, vice-consul or consular agent representing a foreign state or country and holding a valid exequatur or other authorization to act in Jamaica in that capacity;

“diplomatic officer” means—

- (a) in relation to Jamaica, an Ambassador or High Commissioner of Jamaica accredited to a foreign state or country and recognized as a

head of a Jamaican mission overseas appointed to represent Jamaica in that foreign state or country and a foreign service officer who is a member of the official staff of the head of the Jamaican mission authorized to certify documents;

- (b) in relation to a foreign state or country an Ambassador, High Commissioner or other person, by whatever title called, accredited by a foreign state or country and recognized as a head of mission in Jamaica by the Government of Jamaica and a member of the official staff thereof, authorized by the head of mission to certify documents.”.

**29.** The principal Act is amended by inserting next after section 379, the following sub-heading and section—

Insertion of new section 379A in principal Act.

“ *Good Standing of Company*

Good standing. 379A. At the request of a company, the Registrar shall certify, in writing, that the company is, at a date specified, in good standing, if the Registrar is satisfied that the company is compliant with the provisions of sections 52, 106, 109, 118, 121, 122, 123, 124, 172, 183, 363A, 366, 377A, 377B and 377C.”.

**30.** Section 381 of the principal Act is amended—

Amendment of section 381 of principal Act.

- (a) in subsection (2), by deleting all the words after the word “discovery” and substituting therefor a full stop; and

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

“ (3) A company and every officer of that company that contravenes subsection (2) commits an offence and is liable on summary conviction in a Parish Court—

(a) in the case of an individual, to a fine not exceeding three million dollars;

(b) in the case of a company, to a fine not exceeding five million dollars.”.

Repeal and replacement of section 382 of principal Act.

**31.** The principal Act is amended by repealing section 382 and substituting therefor the following section—

“Penalty for false statement.

Ninth Schedule.

382.—(1) No person shall, in any return, report, certificate, balance sheet, or other document required by or for the purposes of the provisions of this Act specified in the Ninth Schedule, wilfully make a statement which is false in any material particular, knowing it to be false.

(2) A person who contravenes subsection (1) commits an offence and is liable on conviction in a Parish Court—

(a) in the case of an individual, to a fine not exceeding three million dollars or to imprisonment for a term not exceeding two years;

(b) in the case of a company, to a fine not exceeding five million dollars.

(3) Nothing in this section shall affect the provisions of the Perjury Act.”.



**32.** The principal Act is amended by inserting next after section 386, the following section—

Insertion of new section 386A in principal Act.

“Fixed penalties.

386A.—(1) Subject to subsection (5)(a), this section shall apply to any offence created in this Act or regulations made hereunder and punishable on summary conviction, being an offence prescribed to be subject to a fixed penalty.

(2) Where the Registrar has reason to believe that a person has committed an offence referred to in subsection (1), the Registrar may issue, in writing, to the person, in accordance with subsection (6), a prescribed notice (referred to as the fixed penalty notice), offering the person to whom it is issued the opportunity to discharge any liability to conviction of the offence concerned by payment of a fixed penalty under this section, and the notice shall—

- (a) specify and give such particulars of the offence alleged as are necessary for giving reasonable information of the allegation; and
- (b) state—
  - (i) the period (whether thirty days or a longer period) during which, by virtue of subsection (4) proceedings will not be taken for the offence; and
  - (ii) the amount of the fixed penalty payable by the person;
- (c) require the person to whom the notice is issued, in the event that the fixed penalty is not paid within the period stated in the notice, to attend before the Parish Court in the parish in which the offence is alleged to have been committed, to answer to the

offence alleged on such date as may be specified, being a date not earlier than ten days after the expiration of the period stated in the notice; and

- (d) be construed as an information and summons for the purposes Justices of the Peace Jurisdiction Act.

(3) Where a person is issued a fixed penalty notice under this section, proceedings shall not be taken against any person in respect of the offence concerned until the end of thirty days following the date of the notice or such longer period as may be specified in the notice.

(4) A person to whom a fixed penalty notice is issued under this section shall not be liable to be convicted of the offence concerned if the person pays the fixed penalty with respect thereto in accordance with this section before the expiration of the thirty days following the date of the fixed penalty notice referred to in subsection (3), or such longer period as may be specified in the notice, or before the expiration of the final adjudication of the case, whichever last occurs.

(5) Payment of a fixed penalty under this section—

- (a) shall be made to a Collector of Taxes, at any time before the final adjudication of the case; and
- (b) may be made electronically in accordance with the Electronic Transactions Act and any other enactment regulating such transactions.

(6) In any proceedings in respect of an offence to which a fixed penalty applies under this section, a certificate or a receipt that payment of the

fixed penalty was or was not made to the Collector of Taxes by a date specified in the certificate or receipt shall be sufficient evidence of the facts stated in the certificate or receipt, unless the contrary is proved, if—

- (a) the certificate purports to be signed by the Collector of Taxes; or
- (b) the receipt, including an electronically generated receipt, is purportedly issued by the Collector of Taxes.

(7) In any proceedings for an offence under this Act, no reference shall be made to the giving of any notice under this section or to the payment or non-payment of a fixed penalty under this section, unless in the course of the proceedings or in some document which is before the court in connection with the proceedings, reference is made by or on behalf of the accused to the giving of such notice, or, as the case may be, to such payment or non-payment.

(8) In this section, “proceedings” means criminal proceedings in respect of the act or omission constituting the offence concerned, and “convicted” shall be construed accordingly.

(9) The Minister may by order, subject to affirmative resolution, make provision for anything incidental to the operation of this section, and in particular, any such order may prescribe—

- (a) the form and manner of issue, including electronically for notices in respect of offences subject to a fixed penalty;
- (b) any information to be furnished to the Collector of Taxes along with any payment; and

- (c) fixed penalties in relation to offences under this Act or any regulations made under this Act.”.

Amendment of section 387 of principal Act.

**33.** Section 387 of the principal Act is amended by inserting next after the words “sending it” the words “, electronically or”.

Amendment of section 390A of principal Act.

**34.** The principal Act is amended—

- (a) by deleting the sub-heading “*Records*” and inserting therefor the sub-heading “*Records, etc.*”; and
- (b) in section 390A (1), by inserting next after the words “such documents” the words “, including documents containing information on members and beneficial owners, or relating to the membership and beneficial ownership of the company,”.

Insertion of new section 390B in principal Act.

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

“Records of dissolved company. **390B.**—(1) Where a company is dissolved, the documents of the company shall be kept—

- (a) if the company is—
- (i) wound up, by the trustee;
- (ii) struck off the register, and not wound up, by an officer of the company;
- (b) for a period of not less than seven years after the dissolution of the company.

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

Amendment of section 392 of principal Act.

**36.** Section 392(2) of the principal Act is amended by—

- (a) deleting the word “form” and substituting therefor the word “forms”; and

- (b) inserting next after the words “Part II” the words “and Part III”.

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

Amendment  
of Fifth  
Schedule of  
principal Act.


- (a) in the heading by deleting the words “(Sections 121 and 392)” and substituting therefor the words “(Sections 121, 377B, 377W and 392)”;
- (b) in paragraph 3 of Part I—
  - (i) in sub-paragraph (e), by deleting the semi-colon and substituting therefor a full stop; and
  - (ii) by deleting sub-paragraph (f);

- (c) in Part II by deleting Form 19A and Form 19B and substituting therefor, the following forms—

**Amended Return** Year(s): \_\_\_\_\_

If the return for the year above was registered in error, please indicate the reason(s) for amendment in this box:

**FORM 19A**  
READ INSTRUCTIONS BEFORE COMPLETING



**THE COMPANIES ACT**  
**ANNUAL RETURN FOR COMPANIES WITH SHARES**  
(Pursuant to sections 121, 122 & 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.

<b>1A. NAME OF COMPANY</b>			
<div style="border: 1px solid black; height: 20px; width: 100%;"></div>			
<div style="border: 1px solid black; padding: 2px;">The name here must be consistent with the name stated on its Certificate of Incorporation or most recent Change of Name Certificate applicable to the period of the Annual Return.</div>			
<b>1B. TYPE OF COMPANY</b>	<b>1C. COMPANY REGISTRATION NUMBER</b>	<b>1D. COMPANY TAXPAYER REGISTRATION NUMBER</b>	
<input type="checkbox"/> Private <input type="checkbox"/> Public			
<b>1E. COMPANY TELEPHONE NUMBER</b>	<b>1F. EMAIL ADDRESS</b>		

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

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

<b>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)</b>	<input type="checkbox"/> YES <input type="checkbox"/> NO
--	--

<b>5. IS/ARE THE REGISTER O/S SHAREHOLDERS/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)</b>	<input type="checkbox"/> YES <input type="checkbox"/> NO
--	--

<b>5A. (FOR COMPANIES LIMITED BY GUARANTEE HAVING A SHARE CAPITAL ONLY) HAS THERE BEEN AN INCREASE IN THE REGISTERED NUMBER OF SHAREHOLDERS ? (If yes, notice must be given to the Registrar using a Form 27A)</b>	<input type="checkbox"/> YES <input type="checkbox"/> NO
--	--

<b>6. PLEASE INDICATE THE TOTAL AMOUNT OF INDEBTEDNESS OF THE COMPANY, IF ANY</b>	This information relates only to charges which are required to be filed with the Companies Office of Jamaica.
\$ _____	

<b>F19A FOR OFFICIAL USE ONLY COMPANY #:</b>	1
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7. SUMMARY OF SHARE PARTICULARS					
7A. AUTHORISED NUMBER OF SHARES <small>(Indicate below the maximum number of shares the company is authorised 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 FULLY PAID UP?  YES  NO

If yes, please complete items 8A-8C. If no, you must complete items 9-9C.

8A. PARTICULARS OF THE TOTAL SHARES THAT HAVE BEEN FULLY PAID UP	(i) TOTAL NUMBER OF SHARES ISSUED AT THE BEGINNING OF THE PERIOD	(ii) PARTIALLY PAID-UP SHARES THAT BECAME FULLY PAID UP DURING THE PERIOD	(iii) TOTAL SHARES ISSUED DURING THE PERIOD	(iv) TOTAL SHARES PURCHASED/REDEEMED /SURRENDERED DURING THE PERIOD	(v) TOTAL NUMBER OF SHARES AT THE END OF THE PERIOD
1.					
2.					
3.					

8B. CASH FULLY PAID UP SHARE PARTICULARS	
CLASS	NUMBER

8C. NON-CASH FULLY PAID UP SHARE PARTICULARS	
CLASS	NUMBER

FIG 19A FOR OFFICIAL USE ONLY COMPANY #: \_\_\_\_\_

A fully paid up share is a share for which the full issue price has been paid.

9. ARE THERE ANY ISSUED SHARES THAT HAVE BEEN PARTIALLY PAID UP?  YES  NO  
 If yes, please complete items 9A-9C. If no, you must complete items 8-9C.

A partially paid up share is a share for which the full issue price has not been paid

9A. PARTICULARS OF THE TOTAL SHARES THAT HAVE BEEN PARTIALLY PAID UP					
CLASS OF SHARES	(i) TOTAL NUMBER OF SHARES ISSUED AT THE BEGINNING OF THE PERIOD	(ii) TOTAL SHARES ISSUED DURING THE PERIOD	(iii) PARTIALLY PAID-UP SHARES THAT BECAME FULLY PAID UP DURING THE PERIOD	(iv) TOTAL SHARES PURCHASED/ FORGOTTEN/SURRENDERED DURING THE PERIOD	(v) TOTAL NUMBER OF SHARES AT THE END OF THE PERIOD
1.					
2.					
3.					

9B. CASH SHARES THAT HAVE BEEN PARTIALLY PAID UP (Shares which were or are to be paid for in cash)				
CLASS OF SHARES	(i) NUMBER OF CASH SHARES PARTLY PAID UP IN CASH	(ii) AMOUNT CALLED UPON EACH SHARE	(iii) TOTAL AMOUNT RECEIVED FROM CALLS	(iv) TOTAL AMOUNT OF CALLS UNPAID
1.				
2.				
3.				

9C. NON-CASH SHARES THAT HAVE BEEN PARTIALLY PAID UP (Shares which were or are to be paid for in consideration other than in cash, eg services, goods)				
CLASS OF SHARES	(i) NUMBER OF NON-CASH SHARES PARTLY PAID UP	(ii) AMOUNT CALLED UPON EACH SHARE	(iii) TOTAL AMOUNT RECEIVED FROM CALLS	(iv) TOTAL AMOUNT OF CALLS UNPAID
1.				
2.				
3.				

F19A FOR OFFICIAL USE ONLY COMPANY #: \_\_\_\_\_



**10. LIST OF INDIVIDUAL/NATURAL SHAREHOLDERS**

This list shall include all shareholders holding shares during the period for which the Annual Return is made up and must reflect all changes in shareholders. NOTE: Where shares are transferred, forfeited etc, the date of the transaction must be indicated under the relevant column next to the name of the person acquiring/disposing of the shares and the type of transaction (see key at right). Where shares are issued during the period, the details shall also be provided on a Return of Allotment (Form 9). This includes newly issued shares and shares-re allotted upon forfeiture.

**KEY TO TYPES OF TRANSACTION**  
 N = NEW ISSUE      T = TRANSFER  
 TM = TRANSMISSION      F = FORFEITURE  
 R = REDEMPTION      P = PURCHASE  
 S = SURRENDERED (as a gift to the company)

NAME (For individuals: FIRST LAST)	CLASS OF SHARES	NUMBER OF SHARES HELD AT BEGINNING OF PERIOD	CHANGES IN SHAREHOLDING DURING THE PERIOD		DATE OF TRANSACTION (dd/mm/yyyy)	TYPE OF TRANSACTION (see key above)	NUMBER OF SHARES HELD AT THE END OF THE PERIOD
			# of shares acquired <sup>1</sup>	# of shares disposed of <sup>2</sup>			
ADDRESS	NATIONALITY						
Is this person a nominee shareholder? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the Nominee Information)							
NAME (For individuals: FIRST LAST)	CLASS OF SHARES	NUMBER OF SHARES HELD AT BEGINNING OF PERIOD	CHANGES IN SHAREHOLDING DURING THE PERIOD		DATE OF TRANSACTION (dd/mm/yyyy)	TYPE OF TRANSACTION (see key above)	NUMBER OF SHARES HELD AT THE END OF THE PERIOD
			# of shares acquired <sup>1</sup>	# of shares disposed of <sup>2</sup>			
ADDRESS	NATIONALITY						
Is this person a nominee shareholder? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the Nominee Information)							
NAME (For individuals: FIRST LAST)	CLASS OF SHARES	NUMBER OF SHARES HELD AT BEGINNING OF PERIOD	CHANGES IN SHAREHOLDING DURING THE PERIOD		DATE OF TRANSACTION (dd/mm/yyyy)	TYPE OF TRANSACTION (see key above)	NUMBER OF SHARES HELD AT THE END OF THE PERIOD
			# of shares acquired <sup>1</sup>	# of shares disposed of <sup>2</sup>			
ADDRESS	NATIONALITY						
Is this person a nominee shareholder? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the Nominee Information)							

<sup>1</sup>Transmission occurs on the death of the shareholder and the shares that were held by the deceased pass on to his personal representative.  
<sup>2</sup>Acquired shares are shares received by shareholders during the period for which the Annual Return is made up, usually by means of transfer or allotment.  
<sup>3</sup>Disposed shares are those which no longer belong to the shareholder, usually by means of transfer, forfeiture, purchase or redemption by the company or given as gift to the company.

Continuation page(s) attached

F19A FOR OFFICIAL USE ONLY COMPANY #: \_\_\_\_\_

**11. LIST OF SHAREHOLDERS WHO ARE COMPANIES**

This list shall include all companies who are shareholders holding shares during the period for which the Annual Return is made up and must reflect all changes in shareholders. **NOTE: Where shares are transferred, forfeited etc. the date of the transaction must be indicated under the relevant column next to the name of the person acquiring/disposing of the shares and the type of transaction (see key at right).**

Where shares are issued during the period, the details shall also be provided on a Return of Allotment (Form 9). This includes newly issued shares and shares re-allocated upon forfeiture.

The beneficial owner of a company is the natural individual who meets one or more of the criteria as specified below.

**KEY TO TYPES OF TRANSACTION**  
 N = NEW ISSUE                      T = TRANSFER  
 TM = TRANSMISSION              F = FORFEITURE  
 R = REDEMPTION                 P = PURCHASE  
 S = SURRENDERED (as a gift to the company)

NAME OF COMPANY 1	COMPANY REGISTERED OFFICE ADDRESS/OTHER ADDRESS	COUNTRY OF INCORPORATION	CLASS OF SHARES	NUMBER OF SHARES HELD AT BEGINNING OF PERIOD	CHANGES IN SHAREHOLDING DURING THE PERIOD		DATE OF TRANSACTION (dd/mm/yyyy)	TYPE OF TRANSACTION (see key above)	NUMBER OF SHARES HELD AT THE END OF THE PERIOD
					# of shares acquired <sup>2</sup>	# of shares disposed of <sup>3</sup>			
DATE OF INCORPORATION:									
NAME OF COMPANY 2	COMPANY REGISTERED OFFICE ADDRESS/OTHER ADDRESS	COUNTRY OF INCORPORATION	CLASS OF SHARES	NUMBER OF SHARES HELD AT BEGINNING OF PERIOD	# of shares acquired <sup>2</sup>	# of shares disposed of <sup>3</sup>	DATE OF TRANSACTION (dd/mm/yyyy)	TYPE OF TRANSACTION (see key above)	NUMBER OF SHARES HELD AT THE END OF THE PERIOD
DATE OF INCORPORATION:									
NAME OF COMPANY 3	COMPANY REGISTERED OFFICE ADDRESS/OTHER ADDRESS	COUNTRY OF INCORPORATION	CLASS OF SHARES	NUMBER OF SHARES HELD AT BEGINNING OF PERIOD	# of shares acquired <sup>2</sup>	# of shares disposed of <sup>3</sup>	DATE OF TRANSACTION (dd/mm/yyyy)	TYPE OF TRANSACTION (see key above)	NUMBER OF SHARES HELD AT THE END OF THE PERIOD
DATE OF INCORPORATION:									

<sup>1</sup> Transmission occurs on the death of the shareholder and the shares that were held by the deceased pass on to his personal representative.  
<sup>2</sup> Acquired shares are shares received by shareholders during the period for which the Annual Return is made up, usually by means of transfer or allotment.  
<sup>3</sup> Disposed shares are those which no longer belong to the shareholder, usually by means of transfer, forfeiture, purchase or redemption by the company or given as gift to the company.

Continuation page(s) attached

FI9A FOR OFFICIAL USE ONLY COMPANY #: \_\_\_\_\_

**12. HAS THERE BEEN ANY CHANGE IN DIRECTORSHIP (REMOVALS/APPOINTMENTS) DURING THE PERIOD FOR WHICH THE ANNUAL RETURN IS MADE UP? (If yes, notice must be given to the Registrar using a Form 23) YES  NO**

**12A. PARTICULARS OF DIRECTORS**  
 This shall be a complete listing of all Directors as at the date of this Annual Return taking into consideration any changes (whether removals or appointments) made during the period. Directors who have been removed during this period shall be excluded from this list, while those directors who have been appointed since the last annual return and are still 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 - Is this person a nominee director? YES  NO  (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)**

FULL NAME		CURRENT NATIONALITY	
FORMER NAME(S) (if any)		NATIONALITY OF ORIGIN (if different from current)	
FULL ADDRESS or REGISTERED OFFICE		OCCUPATION	

**DIRECTOR 2 - Is this person a nominee director? YES  NO  (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)**

FULL NAME		CURRENT NATIONALITY	
FORMER NAME(S) (if any)		NATIONALITY OF ORIGIN (if different from current)	
FULL ADDRESS or REGISTERED OFFICE		OCCUPATION	

**DIRECTOR 3 - Is this person a nominee director? YES  NO  (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)**

FULL NAME		CURRENT NATIONALITY	
FORMER NAME(S) (if any)		NATIONALITY OF ORIGIN (if different from current)	
FULL ADDRESS or REGISTERED OFFICE		OCCUPATION	

**DIRECTOR 4 - Is this person a nominee director? YES  NO  (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)**

FULL NAME		CURRENT NATIONALITY	
FORMER NAME(S) (if any)		NATIONALITY OF ORIGIN (if different from current)	
FULL ADDRESS or REGISTERED OFFICE		OCCUPATION	

**F19A FOR OFFICIAL USE ONLY COMPANY #:** \_\_\_\_\_

DIRECTOR 5 - Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the Nominee information)		CURRENT NATIONALITY	CURRENT NATIONALITY OF ORIGIN (if different from current)	OCCUPATION
FULL NAME (if any)	FULL ADDRESS OF REGISTERED OFFICE	FULL NAME (if any)	FULL ADDRESS OF REGISTERED OFFICE	FULL NAME (if any)
FORMER NAME(S) (if any)	FULL ADDRESS OF REGISTERED OFFICE	FORMER NAME(S) (if any)	FULL ADDRESS OF REGISTERED OFFICE	FORMER NAME(S) (if any)
DIRECTOR 6 - Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the Nominee information)		CURRENT NATIONALITY	CURRENT NATIONALITY OF ORIGIN (if different from current)	OCCUPATION
FULL NAME	FULL ADDRESS OF REGISTERED OFFICE	FULL NAME	FULL ADDRESS OF REGISTERED OFFICE	FULL NAME
FORMER NAME(S) (if any)	FULL ADDRESS OF REGISTERED OFFICE	FORMER NAME(S) (if any)	FULL ADDRESS OF REGISTERED OFFICE	FORMER NAME(S) (if any)
DIRECTOR 7 - Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the Nominee information)		CURRENT NATIONALITY	CURRENT NATIONALITY OF ORIGIN (if different from current)	OCCUPATION
FULL NAME	FULL ADDRESS OF REGISTERED OFFICE	FULL NAME	FULL ADDRESS OF REGISTERED OFFICE	FULL NAME
FORMER NAME(S) (if any)	FULL ADDRESS OF REGISTERED OFFICE	FORMER NAME(S) (if any)	FULL ADDRESS OF REGISTERED OFFICE	FORMER NAME(S) (if any)

\_\_\_\_\_ Continuation page(s) attached

**13. HAS THERE BEEN ANY CHANGE OF COMPANY SECRETARY DURING THE PERIOD FOR WHICH THE ANNUAL RETURN IS MADE UP? (If yes, notice must be given to the Registrar using a Form 20)**

**13A. 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

FULL NAME	FULL ADDRESS OF REGISTERED OFFICE	OCCUPATION
STREET/DISTRICT	TOWN	FULL ADDRESS OF REGISTERED OFFICE
POST OFFICE/POSTAL CODE	PARISH/COUNTY/STATE/PROVINCE	COUNTRY

F19A FOR OFFICIAL USE ONLY COMPANY #:

**14. PRIVATE COMPANY 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 Fourteenth Schedule, had any interest in any of the Company's shares."

<b>EXECUTION BY OFFICERS WHO ARE NATURAL PERSONS</b>	NAME OF INDIVIDUAL DIRECTOR _____	SIGNATURE OF INDIVIDUAL DIRECTOR _____
	NAME OF INDIVIDUAL SECRETARY _____	SIGNATURE OF INDIVIDUAL SECRETARY _____

<b>EXECUTION BY OFFICERS WHO ARE COMPANIES</b>	FULL COMPANY NAME OF CORPORATE DIRECTOR _____		Seal of Corporate Director
	NAME OF OFFICER 1 OF CORPORATE DIRECTOR _____	SIGNATURE OF OFFICER 1 OF CORPORATE DIRECTOR _____	
	NAME OF OFFICER 2 OF CORPORATE DIRECTOR _____	SIGNATURE OF OFFICER 2 OF CORPORATE DIRECTOR _____	
	FULL COMPANY NAME OF CORPORATE SECRETARY _____		
	NAME OF OFFICER 1 OF CORPORATE SECRETARY _____	SIGNATURE OF OFFICER 1 OF CORPORATE SECRETARY _____	
	NAME OF OFFICER 2 OF CORPORATE SECRETARY _____	SIGNATURE OF OFFICER 2 OF CORPORATE 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 in the case of an existing company which became a private company, the date on which it became a private company."

<b>EXECUTION BY OFFICERS WHO ARE NATURAL PERSONS</b>	NAME OF INDIVIDUAL DIRECTOR _____	SIGNATURE OF INDIVIDUAL DIRECTOR _____
	NAME OF INDIVIDUAL SECRETARY _____	SIGNATURE OF INDIVIDUAL SECRETARY _____

<b>EXECUTION BY OFFICERS WHO ARE COMPANIES</b>	FULL COMPANY NAME OF CORPORATE DIRECTOR _____		Seal of Corporate Director
	NAME OF OFFICER 1 OF CORPORATE DIRECTOR _____	SIGNATURE OF OFFICER 1 OF CORPORATE DIRECTOR _____	
	NAME OF OFFICER 2 OF CORPORATE DIRECTOR _____	SIGNATURE OF OFFICER 2 OF CORPORATE DIRECTOR _____	
	FULL COMPANY NAME OF CORPORATE SECRETARY _____		
	NAME OF OFFICER 1 OF CORPORATE SECRETARY _____	SIGNATURE OF OFFICER 1 OF CORPORATE SECRETARY _____	
	NAME OF OFFICER 2 OF CORPORATE SECRETARY _____	SIGNATURE OF OFFICER 2 OF CORPORATE SECRETARY _____	

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

"We certify that the excess of shareholders of the Company above twenty consists wholly of persons who are in the employment of the company, and/or of persons who, hitherto, in the employment of the company, were while in such employment and have continued after the determination of such employment to be, shareholders of the Company"

<b>EXECUTION BY OFFICERS WHO ARE NATURAL PERSONS</b>	NAME OF INDIVIDUAL DIRECTOR _____	SIGNATURE OF INDIVIDUAL DIRECTOR _____
	NAME OF INDIVIDUAL SECRETARY _____	SIGNATURE OF INDIVIDUAL SECRETARY _____

<b>EXECUTION BY OFFICERS WHO ARE COMPANIES</b>	FULL COMPANY NAME OF CORPORATE DIRECTOR _____	
	NAME OF OFFICER 1 OF CORPORATE DIRECTOR _____	SIGNATURE OF OFFICER 1 OF CORPORATE DIRECTOR _____
	NAME OF OFFICER 2 OF CORPORATE DIRECTOR _____	SIGNATURE OF OFFICER 2 OF CORPORATE DIRECTOR _____
	FULL COMPANY NAME OF CORPORATE SECRETARY _____	SIGNATURE OF OFFICER 1 OF CORPORATE SECRETARY _____
	NAME OF OFFICER 1 OF CORPORATE SECRETARY _____	SIGNATURE OF OFFICER 2 OF CORPORATE SECRETARY _____
	NAME OF OFFICER 2 OF CORPORATE SECRETARY _____	SIGNATURE OF OFFICER 2 OF CORPORATE SECRETARY _____

Seal of Corporate Director

Seal of Corporate Secretary

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

Shall the Company be a private company not obliged to file accounts the following certificate is also required:  
 "We certify that to the best of our knowledge and belief, pursuant to the exception provided in the Thirteenth Schedule 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)."

<b>EXECUTION BY OFFICERS WHO ARE NATURAL PERSONS</b>	NAME OF INDIVIDUAL DIRECTOR _____	SIGNATURE OF INDIVIDUAL DIRECTOR _____
	NAME OF INDIVIDUAL SECRETARY _____	SIGNATURE OF INDIVIDUAL SECRETARY _____

<b>EXECUTION BY OFFICERS WHO ARE COMPANIES</b>	FULL COMPANY NAME OF CORPORATE DIRECTOR _____	
	NAME OF OFFICER 1 OF CORPORATE DIRECTOR _____	SIGNATURE OF OFFICER 1 OF CORPORATE DIRECTOR _____
	NAME OF OFFICER 2 OF CORPORATE DIRECTOR _____	SIGNATURE OF OFFICER 2 OF CORPORATE DIRECTOR _____
	FULL COMPANY NAME OF CORPORATE SECRETARY _____	SIGNATURE OF OFFICER 1 OF CORPORATE SECRETARY _____
	NAME OF OFFICER 1 OF CORPORATE SECRETARY _____	SIGNATURE OF OFFICER 2 OF CORPORATE SECRETARY _____
	NAME OF OFFICER 2 OF CORPORATE SECRETARY _____	SIGNATURE OF OFFICER 2 OF CORPORATE SECRETARY _____

Seal of Corporate Director

Seal of Corporate Secretary

PLEASE INDICATE THE BENEFICIAL OWNERSHIP SCHEDULES ATTACHED:	<input type="checkbox"/> BENEFICIAL OWNERSHIP SCHEDULE A – BENEFICIAL OWNER OF THE COMPANY <i>(required)</i>
	<input type="checkbox"/> BENEFICIAL OWNERSHIP SCHEDULE B – BENEFICIAL OWNER OF THE CORPORATE SUBSCRIBER/MEMBER <i>(use only if there is a corporate subscriber or member)</i>

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

To the best of my knowledge, information and belief, I hereby certify the contents of this form to be accurate.

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

**F19A****16. FILED BY**

PARTICULARS OF INDIVIDUAL/COMPANY FILING THE FORM WITH THE COMPANIES OFFICE OF JAMAICA

<b>NAME:</b>	_____
<b>COMPLETE ADDRESS:</b>	_____
<b>EMAIL ADDRESS:</b>	_____
<b>CONTACT NUMBER:</b>	_____
<b>FAX NUMBER</b>	_____

**17. ADDITIONAL PARTICULARS OF DIRECTORS LISTED AT ITEM 12A.**

NAME OF DIRECTOR	TAXPAYER REGISTRATION NUMBER	EMAIL	CONTACT NUMBER

**18. PARTICULARS OF COMPANY SECRETARY LISTED AT ITEM 13A.**

NAME OF SECRETARY	TAXPAYER REGISTRATION NUMBER	EMAIL	CONTACT NUMBER



19. ADDITIONAL PARTICULARS OF INDIVIDUAL MEMBERS

NAME OF INDIVIDUAL MEMBER	TAXPAYER REGISTRATION NUMBER (WHERE THERE IS NONE USE OTHER TAX ID NUMBER OR PASSPORT NUMBER OR DRIVER'S LICENCE NUMBER)	DATE OF BIRTH (OR DATE OF INCORPORATION IF IT IS A CORPORATE MEMBER)
1.		
2.		
3.		
4.		
5.		
6.		

JAMAICA  
 THE COMPANIES ACT  
 ANNUAL RETURN FOR COMPANIES WITH SHARES  
 FORM 19A

**INSTRUCTIONS**

GENERAL

This document is required to be filed at the Companies Office of Jamaica and must conform to the requirements under the Companies Act of Jamaica and subsequent Amendments made thereto.

Where any provision required to be set out is too long for the space provided in the form, a schedule may be appended to the form. This schedule must be labeled appropriately, for example, 'Schedule A' or 'Schedule B' and the where alphanumerical characters are used to label a schedule(s), same must be done in ascending order.

ITEMS 1A-F

The full name of company should be stated at item 1A. The name here must be consistent with the name stated on its Certificate of Incorporation or most recent Change of Name Certificate applicable to the period of the Annual Return.

Item 1B must be completed to indicate the type of company. A public company is one where the shares of the company are offered to the public

Item 1C requires the company registration number. This is the number assigned to the company at the time of registration at the COJ.

Item 1D should be completed with the company's TRN. This is the nine-digit number assigned to the company by the Tax Administration Jamaica.

Item 1E and 1F are not mandatory, however, if provided must be completed in full. For example, item 1E must reflect a legitimate 10-digit telephone number and item 1F must contain the relevant domain ending, such as 'gmail.com' or 'yahoo.com'.

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ITEM 2

This section should be completed to reflect the reporting period of the Annual Return. The start date should be the date immediately following the date the company was incorporated. For example, if the company was incorporated on August 10, 2018, the start date at item 2 of this form would be August 11, 2021. The end date should be the date the company was incorporated. For example, if the company was incorporated on August 10, 2018, then the end date at item 2 of this form would be the same date as this, August 10, 2021.

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ITEM 3-3A

Item 3: The registered office address is where all communications and notices may be addressed. The address stated at item 3 should be consistent with the address stated at item 6a on the Company Registration Form (CBRF) or on the most recent Notice of Change of Registered Office Address (Form 17) where the effective date of change of address is between the period reflected at item 2 inclusive.

Item 3A refers to the address where mail and other such correspondence is sent.

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ITEM 4-6

Item 4 requires the company to indicate whether the registered office location of the company has changed within the reporting period. If the company selects 'No', no further action is required. If the company selects 'Yes', then they must complete and file a Form 17.

Item 5 requires the company to indicate whether certain documents are located the registered office address of the company, or at another address. Where the documents mentioned at item 5 are located at another address, 'Yes' must be selected and the company must attach a schedule to this form stating the other location. Where the documents mentioned at item 5 are located at the same address as the registered office, 'No' must be selected, and no further action is required. For example, if the company has its registered office address at *1 Grenada Way, Kingston 5*, but keeps its register of members at storage facility a *212 Kingsway Avenue, Kingston 10*, then the company would have to select 'Yes' at item 5 and attach a schedule which states that the address where it keeps its register of members. However, on the other hand, if the company has its registered office address at *1 Grenada Way, Kingston 5*, and keeps its register of members there as well, then the company would have to select 'No' at item 5.

Item 5A requires the company, if it is a company limited by guarantee without share capital, to indicate whether its membership has increased during the reporting period. For example, if the company's membership increased from 25 to 25, then 'Yes' should be selected and a Form 5 stating this filed with the COJ.

Item 6 requires the company to state the dollar value amount of its indebtedness as at the end date stated at item 2.

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ITEM 7– 7C

**Item 7A** requires the number of shares the company is authorized to issue.

**Item 7C** should be completed with the number of shares in each class.

## ITEM 8-8C

**Item 8** should be completed by selecting “Yes” where the issued shares have been fully paid for and “No” where the shares have been partially paid for. Where “Yes” is selected, kindly proceed to completing items 8A-8C.

**Item 8A** requires the class of issued shares in the first column. Where more than one classes of shares have been issued, each row should be completed with the different class of shares.

**Item 8A (i)** should be completed with the number of shares taken up at incorporation if this is the first annual return or amount taken up since the made date of the last annual return.

**Item 8A (ii)** where any shares which were partially paid for becomes fully paid up shares during the period at item 2, the number of such shares should be inserted.

**Item 8A (iii)** should reflect the number of shares issued during the period reflected at item 2.

**Item 8A (iv)** should reflect the number of shares purchased, redeemed or surrendered during the period should be inserted. (Note, only shares which are deemed redeemable can be redeemed)

**Item 8A (v)** should reflect the number of issued shares at the end of the period/ *Note, Items (8A(i) + 8A(ii) + 8A(iii)) - 8A(iv) = Item 8A(v)*.

**Item 8B** should reflect the class and number of shares issued for cash which are fully paid up while **item 8C** should reflect the class and number of shares issued for non-cash consideration (otherwise than cash. For example, shares issued for service)

## ITEM 9-9C

**Item 9** should be completed by selecting “Yes” where the issued shares have been partially paid for and “No” where the shares have been fully paid for. Where “Yes” is selected, kindly proceed to completing items 9A-9C.

**Item 9A** requires the class of issued shares in the first column. Where more than one classes of shares have been issued, each row should be completed with the different class of shares.

**Item 9A (i)** should be completed with the number of shares taken up at incorporation if this is the first annual return or amount taken up since the made up date of the last annual return.

**Item 9A (ii)** should reflect the number of shares issued during the period reflected at item 2 which are partially paid up.

**Item 9A (iii)** where any shares which were partially paid for becomes fully paid up shares during the period at item 2, the number of such shares should be inserted. This amount should be deducted from the total partially paid up shares.

**Item 9A (iv)** should reflect the number of shares purchased, forfeited or surrendered during the period should be inserted.

**Item 9A (v)** should reflect the number of issued partially paid up shares at the end of the period. (*Note, Items (9A(i) + 9A(ii)) - (9A(iii) + 9A(iv)) = Item 9A(v)*).

**Item 9B** should reflect the class of issued cash shares which are partially paid up in the first column. Where there are more than one classes of shares, each row should be completed with the different class of shares.

**Item 9B (i)** should reflect the number of cash partially paid up shares taken up at incorporation if this is the first annual return or the amount taken up since the made up date of the last annual return.

**Item 9B (ii)** should be completed where calls have been made on the shares (that is, where the directors have asked the shareholders to make payment on the shares), if no calls were made, Nil or None should be inserted.

**Item 9B (iii)** should be completed with the amount of calls received (that is, the amount paid on each shares by the shareholders). N/A should be inserted where no calls were made or where calls were made but no payment received.

**Item 9B (iv)** should be completed with the total amount of calls unpaid

**Item 9C** should be completed to reflect the number of shares partially paid up shares issued for non-cash consideration (otherwise than cash). Item 9C should be completed similar to item 9B where applicable.

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ITEM 10

**Item 10** should be completed with the particulars for the individual/natural shareholders and should account for any changes during the period at item 2.

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ITEM 11

**Item 11** should be completed where there are shareholders that are companies.

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ITEM 12 – 12A

**Item 14** should be completed by selecting “Yes” if there have been changes in the directorship during the period reflected at item 2. If there were no changes, “No” should be selected.

**Item 14A** should be completed with the particulars of the directors as of the period reflected at item 2.

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ITEM 13 – 13A

**Item 15** should be completed by selecting “Yes” if there have been a change of company secretary during the period reflected at item 2. If there were no changes, “No” should be selected.

**Item 15A** should be completed with the particulars of the company secretary as of the date reflected at item 2(ii).

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ITEM 14

**Certificate A & B** should be signed by all private companies. **Certificate C** should be signed by all private companies where the number of shareholders exceed 20 and consists wholly of persons who are in the employment or formerly in the employment of the company. Lastly, **Certificate D** should be signed by all private companies except in cases where one or any of the shareholders is a corporate shareholder that is required to file Accounts (Financial Statement). (*Note, the certificates are not applicable to public company*).

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ITEM 15

**Item 17** should be signed by a duly appointed director, company secretary or authorised official. Where the document is signed by an authorised Official, a Notice to the Registrar (Form 5) should be filed to give notice of the appointment of the authorised official. It should be dated. (Note, the date should not be prior to the date at item 2(ii)).

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ITEM 16

The particulars of the officer who has filed the document should be reflected.

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ITEM 17

**Item 19** requires additional particulars of the officers listed at item 13A.

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ITEM 18

**Item 20** requires additional particulars for the officer listed at item 14A.

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ITEM 19 - 21

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The Companies (Amendment) Act 2021 and the Companies Amendment rules 2021 both require additional personal information on members and beneficial owners. Item 20 and 21 must completed to satisfy the requirements of these laws.

**Amended Return** Year(s): \_\_\_\_\_  
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.

<b>1A. NAME OF COMPANY</b>		The name here must be consistent with the name stated on its Certificate of Incorporation or most recent Change of Name Certificate applicable to the period of the Annual Return.
_____		
_____		
<b>1B. COMPANY REGISTRATION NUMBER</b>	<b>1C. COMPANY TAXPAYER REGISTRATION NUMBER</b>	
_____	_____	
<b>1D. COMPANY TELEPHONE NUMBER</b>	<b>1E. EMAIL ADDRESS</b>	
_____	_____	

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

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

<b>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)</b>	<input type="checkbox"/> YES <input type="checkbox"/> NO
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<b>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)</b>	<input type="checkbox"/> YES <input type="checkbox"/> NO
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<b>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)</b>	<input type="checkbox"/> YES <input type="checkbox"/> NO
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<b>7. PLEASE INDICATE THE TOTAL AMOUNT OF INDEBTEDNESS OF THE COMPANY, IF ANY</b>		This information relates only to charges which are required to be filed with the Companies Office of Jamaica.
\$ _____		

F19B FOR OFFICIAL USE ONLY COMPANY #:

8. HAS THERE BEEN ANY CHANGE IN DIRECTORSHIP (REMOVALS/APPOINTMENTS) DURING THE PERIOD FOR WHICH THE ANNUAL RETURN IS MADE  YES  NO  
 UP? (If Yes, notice must be given to the Registrar using a Form 23)

8A. PARTICULARS OF DIRECTORS AS AT THE DATE OF THIS ANNUAL RETURN  
 This should be a complete listing of all Directors as at the date of this Annual Return taking into consideration any changes (whether removals or appointments) made during the period. Directors who have been removed during this period should be excluded from this list while those directors who have been appointed since the last annual return and are still 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. Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)		CURRENT NATIONALITY	
FULL NAME		NATIONALITY OF ORIGIN (if different from current)	
FORMER NAME(S) (if ANY)			
FULL ADDRESS or REGISTERED OFFICE	STREET/DISTRICT POST OFFICE/CENTRAL CODE PARISH/COUNTY/TERRITORY	TOWN	COUNTRY
DIRECTOR 2. Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)		CURRENT NATIONALITY	
FULL NAME		NATIONALITY OF ORIGIN (if different from current)	
FORMER NAME(S) (if ANY)			
FULL ADDRESS or REGISTERED OFFICE	STREET/DISTRICT POST OFFICE/CENTRAL CODE PARISH/COUNTY/TERRITORY	TOWN	COUNTRY
DIRECTOR 3. Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)		CURRENT NATIONALITY	
FULL NAME		NATIONALITY OF ORIGIN (if different from current)	
FORMER NAME(S) (if ANY)			
FULL ADDRESS or REGISTERED OFFICE	STREET/DISTRICT POST OFFICE/CENTRAL CODE PARISH/COUNTY/TERRITORY	TOWN	COUNTRY
DIRECTOR 4. Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)		CURRENT NATIONALITY	
FULL NAME		NATIONALITY OF ORIGIN (if different from current)	
FORMER NAME(S) (if ANY)			
FULL ADDRESS or REGISTERED OFFICE	STREET/DISTRICT POST OFFICE/CENTRAL CODE PARISH/COUNTY/TERRITORY	TOWN	COUNTRY

F19B FOR OFFICIAL USE ONLY COMPANY #: \_\_\_\_\_

**DIRECTOR 5- Is this person a nominee director?**  Yes  No (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)

FULL NAME		CURRENT NATIONALITY
FORMER NAME(S) (if any)		NATIONALITY OF ORIGIN (if different from current)
FULL ADDRESS or REGISTERED OFFICE		TOWN
STREET/STREET	PARISH/COUNTY/TERRITORY	COUNTRY
POST OFFICE/POSTAL CODE		

**DIRECTOR 6- Is this person a nominee director?**  Yes  No (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)

FULL NAME		CURRENT NATIONALITY
FORMER NAME(S) (if any)		NATIONALITY OF ORIGIN (if different from current)
FULL ADDRESS or REGISTERED OFFICE		TOWN
STREET/STREET	PARISH/COUNTY/TERRITORY	COUNTRY
POST OFFICE/POSTAL CODE		

**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 (For Individuals: FIRST LAST)	FULL ADDRESS (or where a secretary is a company, the registered office)	OCCUPATION

F19B FOR OFFICIAL USE ONLY COMPANY #:



**10. LIST OF MEMBERS WHO ARE NATURAL INDIVIDUALS**

This list shall include all natural individuals who are members of the company during the period for which the Annual Return is made up.  
Members are those legal persons whose names have been entered in the company's register of members.

MEMBER 1 NAME (For individuals: FIRST LAST)	ADDRESS	NATIONALITY	OCCUPATION
MEMBER 2 NAME (For individuals: FIRST LAST)	ADDRESS	NATIONALITY	OCCUPATION
MEMBER 3 NAME (For individuals: FIRST LAST)	ADDRESS	NATIONALITY	OCCUPATION
MEMBER 4 NAME	ADDRESS	NATIONALITY	OCCUPATION
MEMBER 5 NAME	ADDRESS	NATIONALITY	OCCUPATION

Continuation page(s) attached

F19B FOR OFFICIAL USE ONLY COMPANY #: \_\_\_\_\_

**101. LIST OF MEMBERS WHO ARE COMPANIES**

This list shall include all companies who are members of the company during the period for which the Annual Return is made up.

Members are those legal persons whose names have been entered in the company's register of members.

NAME OF COMPANY 1:	COMPANY REGISTERED OFFICE ADDRESS/OTHER ADDRESS	COUNTRY OF INCORPORATION
DATE OF INCORPORATION:		
NAME OF COMPANY 2:	COMPANY REGISTERED OFFICE ADDRESS/OTHER ADDRESS	COUNTRY OF INCORPORATION
DATE OF INCORPORATION:		
NAME OF COMPANY 3:	COMPANY REGISTERED OFFICE ADDRESS/OTHER ADDRESS	COUNTRY OF INCORPORATION
DATE OF INCORPORATION:		
NAME OF COMPANY 4:	COMPANY REGISTERED OFFICE ADDRESS/OTHER ADDRESS	COUNTRY OF INCORPORATION
DATE OF INCORPORATION:		

Continuation page(s) attached

**F19B FOR OFFICIAL USE ONLY COMPANY #:**

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PLEASE INDICATE THE BENEFICIAL OWNERSHIP SCHEDULES ATTACHED:	<input type="checkbox"/> BENEFICIAL OWNERSHIP SCHEDULE A - BENEFICIAL OWNER OF THE COMPANY (required)
	<input type="checkbox"/> BENEFICIAL OWNERSHIP SCHEDULE B - BENEFICIAL OWNER OF THE CORPORATE SUBSCRIBER/MEMBER (use only if there is a corporate subscriber or member)

**12. DECLARATION OF ACCURACY OF PRESENTED INFORMATION**

To the best of my knowledge, information and belief, I hereby certify the contents of this form to be accurate.

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

F199 FOR OFFICIAL USE ONLY COMPANY #: \_\_\_\_\_

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

<b>NAME:</b>	_____
<b>COMPLETE ADDRESS:</b>	_____ _____
<b>EMAIL ADDRESS:</b>	_____
<b>CONTACT NUMBER:</b>	_____
<b>FAX NUMBER</b>	_____

**14. ADDITIONAL PARTICULARS OF DIRECTORS LISTED AT ITEM 8A.**

NAME OF DIRECTOR	TAXPAYER REGISTRATION NUMBER	EMAIL	CONTACT NUMBER

**15. PARTICULARS OF COMPANY SECRETARY LISTED AT ITEM 9A.**

NAME OF SECRETARY	TAXPAYER REGISTRATION NUMBER	EMAIL	CONTACT NUMBER

16. ADDITIONAL PARTICULARS OF INDIVIDUAL MEMBERS

NAME OF INDIVIDUAL MEMBER	TAXPAYER REGISTRATION NUMBER (WHERE THERE IS NONE USE OTHER TAX ID NUMBER OR PASSPORT NUMBER OR DRIVER'S LICENCE NUMBER)	DATE OF BIRTH
1.		
2.		
3.		
4.		
5.		

JAMAICA  
THE COMPANIES ACT  
ANNUAL RETURN FOR COMPANIES WITH SHARES  
FORM 19B

**INSTRUCTIONS**

GENERAL

This document is required to be filed at the Companies Office of Jamaica and must conform to the requirements under the Companies Act of Jamaica and subsequent Amendments made thereto.

Where any provision required to be set out is too long for the space provided in the form, a schedule may be appended to the form. This schedule must be labeled appropriately, for example, 'Schedule A' or 'Schedule B' and the where alphanumeric characters are used to label a schedule(s), same must be done in ascending order.

ITEMS 1A-F

The full name of company should be stated at item 1A. The name here must be consistent with the name stated on its Certificate of Incorporation or most recent Change of Name Certificate applicable to the period of the Annual Return.

Item 1B requires the company registration number. This is the number assigned to the company at the time of registration at the COJ.

Item 1C should be completed with the company's TRN. This is the nine-digit number assigned to the company by the Tax Administration Jamaica.

Item 1D and 1E are not mandatory, however, if provided must be completed in full. For example, item 1D must reflect a legitimate 10-digit telephone number and item 1E must contain the relevant domain ending, such as 'gmail.com' or 'yahoo.com'.

ITEM 2

This section should be completed to reflect the reporting period of the Annual Return. The start date should be the date immediately following the date the company was incorporated. For example, if the company was incorporated on August 10, 2018, the start date at item 2 of this form would be August 11, 2021. The end date should be the date the company was incorporated. For example, if the company was incorporated on August 10, 2018, then the end date at item 2 of this form would be the same date as this, August 10, 2021.

ITEM 3-3A

Item 3: The registered office address is where all communications and notices may be addressed. The address stated at item 3 should be consistent with the address stated at item 6a on the Company Registration Form (CBRF) or on the most recent Notice of Change of Registered Office Address (Form 17) where the effective date of change of address is between the period reflected at item 2 inclusive.

Item 3A refers to the address where mail and other such correspondence is sent.

ITEM 4-7

Item 4 requires the company to indicate whether the registered office location of the company has changed within the reporting period. If the company selects 'No', no further action is required. If the company selects 'Yes', then they must complete and file a Form 17.

Item 5 requires the company to indicate whether certain documents are located the registered office address of the company, or at another address. Where the documents mentioned at item 5 are located at another address, 'Yes' must be selected and the company must attach a schedule to this form stating the other location. Where the documents mentioned at item 5 are located at the same address as the registered office, 'No' must be selected, and no further action is required.

For example, if the company has its registered office address at *1 Grenada Way, Kingston 5*, but keeps its register of members at storage facility a *212 Kingsway Avenue, Kingston 10*, then the company would have to select ‘Yes’ at item 5 and attach a schedule which states that the address where it keeps its register of members. However, on the other hand, if the company has its registered office address at *1 Grenada Way, Kingston 5*, and keeps its register of members there as well, then the company would have to select ‘No’ at item 5.

Item 6 requires the company, to indicate whether its membership has increased during the reporting period. For example, if the company’s membership increased from 25 to 25, then ‘Yes’ should be selected and a Form 5 stating this filed with the COJ.

Item 7 requires the company to state the dollar value amount of its indebtedness as at the end date stated at item 2.

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ITEM 8 – 8A

**Item 8** should be completed by selecting “Yes” if there have been changes in the directorship during the period reflected at item 2. If there were no changes, “No” should be selected.

**Item 8A** should be completed with the particulars of the directors as of the period reflected at item 2.

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ITEM 9-9A

**Item 9** should be completed by selecting “Yes” if there have been a change of company secretary during the period reflected at item 2. If there were no changes, “No” should be selected.

**Item 9A** should be completed with the particulars of the company secretary as of the date reflected at item 2(ii).

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ITEM 10-11

**Item 10** requires the company to state all the members who are natural individuals. This means all the members who are actual human beings. For example, if a company has two members, one is John Brown, a mechanic and the other is ABC Limited, only John Brown would be listed at item 10.

**Item 11** requires the company to state all the members who are companies or other body corporate. For example, if a company has two members, one is John Brown, a mechanic and the other is ABC Limited, only ABC Limited would be listed at item 11.

---

ITEM 12

**Item 14** should be signed by a duly appointed director, company secretary or authorised official. Where the document is signed by an authorised Official, a Notice to the Registrar (Form 5) should be filed to give notice of the appointment of the authorised official. Additionally, item 13 should be dated. (Note, the date should not be prior to the date at item 2(ii)).

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ITEM 13

**Item 15** The particulars of the officer who has filed the document should be reflected.

---

ITEM 14

**Item 16** requires additional particulars of the Directors listed at item 8A.

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ITEM 15

**Item 17** requires additional particulars for the company secretary listed at item 9A.

ITEM 16

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The Companies (Amendment) Act 2021 and the Companies Amendment rules 2021 both require additional personal information on members and beneficial owners. Item 18, 19 and 20 must completed to satisfy the requirements of these laws.



**Amended Return** Year(s): \_\_\_\_\_  
 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 its Certificate of Incorporation or most 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** \_\_\_\_\_

**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**

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

This information relates only to charges which are required to be filed with the Companies Office of Jamaica.

**F19B FOR OFFICIAL USE ONLY COMPANY#:** \_\_\_\_\_

**8. HAS THERE BEEN ANY CHANGE IN DIRECTORSHIP (REMOVAL/APPOINTMENTS) DURING THE PERIOD FOR WHICH THE ANNUAL RETURN IS MADE**  YES  NO  
*(If 'Yes', notice must be given to the Registrar using a Form 23)*

**8A. PARTICULARS OF DIRECTORS AS AT THE DATE OF THIS ANNUAL RETURN**  
 This should be a complete listing of all Directors as at the date of this Annual Return taking into consideration any changes (whether removals or appointments) made during the period. Directors who have been removed during this period should be excluded from this list while those directors who have been appointed since the last annual return and are still 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- Is this person a nominee director?**  Yes  No. (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)

FULL NAME		CURRENT NATIONALITY	
FORMER NAME(S) (if any)		NATIONALITY OF ORIGIN (if different from current)	
FULL ADDRESS or REGISTERED OFFICE	STREET/DISTRICT	TOWN	COUNTRY
POST OFFICE/POSTAL CODE	PARISH/COUNTY/STATE/PROVINCE		

**DIRECTOR 2- Is this person a nominee director?**  Yes  No. (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)

FULL NAME		CURRENT NATIONALITY	
FORMER NAME(S) (if any)		NATIONALITY OF ORIGIN (if different from current)	
FULL ADDRESS or REGISTERED OFFICE	STREET/DISTRICT	TOWN	COUNTRY
POST OFFICE/POSTAL CODE	PARISH/COUNTY/STATE/PROVINCE		

**DIRECTOR 3- Is this person a nominee director?**  Yes  No. (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)

FULL NAME		CURRENT NATIONALITY	
FORMER NAME(S) (if any)		NATIONALITY OF ORIGIN (if different from current)	
FULL ADDRESS or REGISTERED OFFICE	STREET/DISTRICT	TOWN	COUNTRY
POST OFFICE/POSTAL CODE	PARISH/COUNTY/STATE/PROVINCE		

**DIRECTOR 4- Is this person a nominee director?**  Yes  No. (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)

FULL NAME		CURRENT NATIONALITY	
FORMER NAME(S) (if any)		NATIONALITY OF ORIGIN (if different from current)	
FULL ADDRESS or REGISTERED OFFICE	STREET/DISTRICT	TOWN	COUNTRY
POST OFFICE/POSTAL CODE	PARISH/COUNTY/STATE/PROVINCE		

F19B FOR OFFICIAL USE ONLY COMPANY #: \_\_\_\_\_

DIRECTOR 5- Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)			
FULL NAME			
FORMER NAME(S) <small>(If Any)</small>			
FULL ADDRESS OF REGISTERED OFFICE		TOWN	
STREET/DISTRICT			
POST OFFICE/POSTAL CODE		PARISH/COUNTY/STATE/PROVINCE	
COUNTRY		COUNTRY	
DIRECTOR 6- Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)			
FULL NAME			
FORMER NAME(S) <small>(If Any)</small>		CURRENT NATIONALITY	
		NATIONALITY OF ORIGIN <small>(If different from current)</small>	
FULL ADDRESS OF REGISTERED OFFICE		TOWN	
STREET/DISTRICT			
POST OFFICE/POSTAL CODE		PARISH/COUNTY/STATE/PROVINCE	
COUNTRY		COUNTRY	

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 <small>(For individuals: FIRST LAST)</small>	FULL ADDRESS (or where a secretary is a company, the registered office)	OCCUPATION

F19B FOR OFFICIAL USE ONLY COMPANY #: \_\_\_\_\_

**10. LIST OF MEMBERS WHO ARE NATURAL INDIVIDUALS**

This list shall include all natural individuals who are members of the company during the period for which the Annual Return is made up. Members are those legal persons whose names have been entered in the company's register of members.

MEMBER1 NAME (For individuals: FIRST LAST)	ADDRESS	NATIONALITY	OCCUPATION
MEMBER2 NAME (For individuals: FIRST LAST)	ADDRESS	NATIONALITY	OCCUPATION
MEMBER3 NAME (For individuals: FIRST LAST)	ADDRESS	NATIONALITY	OCCUPATION
MEMBER4 NAME	ADDRESS	NATIONALITY	OCCUPATION
MEMBER5 NAME	ADDRESS	NATIONALITY	OCCUPATION

Continuation page(s) attached

F19B FOR OFFICIAL USE ONLY COMPANY #: \_\_\_\_\_

**101. LIST OF MEMBERS WHO ARE COMPANIES**

This list shall include all companies who are members of the company during the period for which the Annual Return is made up.

Members are those legal persons whose names have been entered in the company's register of members.

NAME OF COMPANY 1:	COMPANY REGISTERED OFFICE ADDRESS/OTHER ADDRESS	COUNTRY OF INCORPORATION
DATE OF INCORPORATION:		
NAME OF COMPANY 2:	COMPANY REGISTERED OFFICE ADDRESS/OTHER ADDRESS	COUNTRY OF INCORPORATION
DATE OF INCORPORATION:		
NAME OF COMPANY 3:	COMPANY REGISTERED OFFICE ADDRESS/OTHER ADDRESS	COUNTRY OF INCORPORATION
DATE OF INCORPORATION:		
NAME OF COMPANY 4:	COMPANY REGISTERED OFFICE ADDRESS/OTHER ADDRESS	COUNTRY OF INCORPORATION
DATE OF INCORPORATION:		

Continuation page(s) attached

F19B FOR OFFICIAL USE ONLY COMPANY #:

PLEASE INDICATE THE BENEFICIAL OWNERSHIP SCHEDULES ATTACHED:

BENEFICIAL OWNERSHIP SCHEDULE A – BENEFICIAL OWNER OF THE COMPANY (required)

BENEFICIAL OWNERSHIP SCHEDULE B – BENEFICIAL OWNER OF THE CORPORATE SUBSCRIBER/MEMBER (use only if there is a corporate subscriber or member)

12. DECLARATION OF ACCURACY OF PRESENTED INFORMATION

To the best of my knowledge, information and belief, I hereby certify the contents of this form to be accurate.

NAME OF DECLARANT	SIGNATURE OF DECLARANT	
CAPACITY	DATE	

F19B FOR OFFICIAL USE ONLY COMPANY #:

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

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

14. ADDITIONAL PARTICULARS OF DIRECTORS LISTED AT ITEM 8A.

NAME OF DIRECTOR	TAXPAYER REGISTRATION NUMBER	EMAIL	CONTACT NUMBER

15. PARTICULARS OF COMPANY SECRETARY LISTED AT ITEM 9A.

NAME OF SECRETARY	TAXPAYER REGISTRATION NUMBER	EMAIL	CONTACT NUMBER

## 16. ADDITIONAL PARTICULARS OF INDIVIDUAL MEMBERS

NAME OF INDIVIDUAL MEMBER	TAXPAYER REGISTRATION NUMBER (WHERE THERE IS NONE USE OTHER TAX ID NUMBER OR PASSPORT NUMBER OR DRIVER'S LICENCE NUMBER)	DATE OF BIRTH
1.		
2.		
3.		
4.		
5.		



JAMAICA  
THE COMPANIES ACT  
ANNUAL RETURN FOR COMPANIES WITH SHARES  
FORM 19B

**INSTRUCTIONS**

**GENERAL**

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**ITEMS 1A-F**

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The full name of company should be stated at item 1A. The name here must be consistent with the name stated on its Certificate of Incorporation or most recent Change of Name Certificate applicable to the period of the Annual Return.

Item 1B requires the company registration number. This is the number assigned to the company at the time of registration at the COJ.

Item 1C should be completed with the company's TRN. This is the nine-digit number assigned to the company by the Tax Administration Jamaica.

Item 1D and 1E are not mandatory, however, if provided must be completed in full. For example, item 1D must reflect a legitimate 10-digit telephone number and item 1E must contain the relevant domain ending, such as 'gmail.com' or 'yahoo.com'.

**ITEM 2**

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This section should be completed to reflect the reporting period of the Annual Return. The start date should be the date immediately following the date the company was incorporated. For example, if the company was incorporated on August 10, 2018, the start date at item 2 of this form would be August 11, 2021. The end date should be the date the company was incorporated. For example, if the company was incorporated on August 10, 2018, then the end date at item 2 of this form would be the same date as this, August 10, 2021.

**ITEM 3-3A**

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Item 3: The registered office address is where all communications and notices may be addressed. The address stated at item 3 should be consistent with the address stated at item 6a on the Company Registration Form (CBRF) or on the most recent Notice of Change of Registered Office Address (Form 17) where the effective date of change of address is between the period reflected at item 2 inclusive.

Item 3A refers to the address where mail and other such correspondence is sent.

**ITEM 4-7**

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Item 4 requires the company to indicate whether the registered office location of the company has changed within the reporting period. If the company selects 'No', no further action is required. If the company selects 'Yes', then they must complete and file a Form 17.

Item 5 requires the company to indicate whether certain documents are located the registered office address of the company, or at another address. Where the documents mentioned at item 5 are located at another address, 'Yes' must be selected and the company must attach a schedule to this form stating the other location. Where the documents mentioned at item 5 are located at the same address as the registered office, 'No' must be selected, and no further action is required.

**F19B FOR OFFICIAL USE ONLY COMPANY #:**

For example, if the company has its registered office address at *1 Grenada Way, Kingston 5*, but keeps its register of members at storage facility a *212 Kingsway Avenue, Kingston 10*, then the company would have to select 'Yes' at item 5 and attach a schedule which states that the address where it keeps its register of members. However, on the other hand, if the company has its registered office address at *1 Grenada Way, Kingston 5*, and keeps its register of members there as well, then the company would have to select 'No' at item 5.

Item 6 requires the company, to indicate whether its membership has increased during the reporting period. For example, if the company's membership increased from 25 to 25, then 'Yes' should be selected and a Form 5 stating this filed with the COJ.

Item 7 requires the company to state the dollar value amount of its indebtedness as at the end date stated at item 2.

---

ITEM 8 – 8A

---

**Item 8** should be completed by selecting "Yes" if there have been changes in the directorship during the period reflected at item 2. If there were no changes, "No" should be selected.

**Item 8A** should be completed with the particulars of the directors as of the period reflected at item 2.

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ITEM 9-9A

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**Item 9** should be completed by selecting "Yes" if there have been a change of company secretary during the period reflected at item 2. If there were no changes, "No" should be selected.

**Item 9A** should be completed with the particulars of the company secretary as of the date reflected at item 2(ii).

---

ITEM 10-11

---

**Item 10** requires the company to state all the members who are natural individuals. This means all the members who are actual human beings. For example, if a company has two members, one is John Brown, a mechanic and the other is ABC Limited, only John Brown would be listed at item 10.

**Item 11** requires the company to state all the members who are companies or other body corporate. For example, if a company has two members, one is John Brown, a mechanic and the other is ABC Limited, only ABC Limited would be listed at item 11.

---

ITEM 12

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**Item 14** should be signed by a duly appointed director, company secretary or authorised official. Where the document is signed by an authorised Official, a Notice to the Registrar (Form 5) should be filed to give notice of the appointment of the authorised official. Additionally, item 13 should be dated. (Note, the date should not be prior to the date at item 2(ii).

---

ITEM 13

---

**Item 15** The particulars of the officer who has filed the document should be reflected.

---

ITEM 14

---

**Item 16** requires additional particulars of the Directors listed at item 8A.

---

ITEM 15

---

**Item 17** requires additional particulars for the company secretary listed at item 9A.

---

ITEM 16

The Companies (Amendment) Act 2021 and the Companies Amendment rules 2021 both require additional personal information on members and beneficial owners. Item 18, 19 and 20 must be completed to satisfy the requirements of these laws.

(d) by inserting next after Part II, the following Part—

“

**Part III.**

**Beneficial Ownership Return**

**Form A**

 **THE COMPANIES ACT**  
**PARTICULARS OF BENEFICIAL OWNER**  
(Pursuant to section [...] of the Companies Act 2004)

**BENEFICIAL OWNERSHIP INFORMATION - FORM A**

**PLEASE INDICATE WHAT FORM THIS SCHEDULE IS BEING SUBMITTED WITH:  Forms 14-D  Forms 19A-D,  Forms 31A-B  Form 9**

**COMPANY NAME:** \_\_\_\_\_ **COMPANY NUMBER:** \_\_\_\_\_

NAME OF BENEFICIAL OWNER 1	ADDRESS	NATIONALITY	OCCUPATION
<b>RELATIONSHIP TO COMPANY</b>			
Ultimate Beneficial Owner of the company <input type="checkbox"/> Owns 51% - 75% interest/voting rights in the company <input type="checkbox"/> Owns 76% - 100% interest/voting rights in the company <input type="checkbox"/> Beneficial owner of the corporate subscriber <input type="checkbox"/> Has the ability to determine the policy of the company <input type="checkbox"/> Director or Board of Directors (state name of corporate subscriber)			
Ultimate Controlling Officer of the Company <input type="checkbox"/> Chief Executive Officer <input type="checkbox"/> Chief Financial Officer <input type="checkbox"/> Chief Operations Officer <input type="checkbox"/> Other _____			
<b>RELATIONSHIP TO COMPANY 2</b>			
Ultimate Beneficial Owner of the company <input type="checkbox"/> Owns 51% - 75% interest/voting rights in the company <input type="checkbox"/> Owns 76% - 100% interest/voting rights in the company <input type="checkbox"/> Beneficial owner of the corporate subscriber <input type="checkbox"/> Has the ability to determine the policy of the company <input type="checkbox"/> Director or Board of Directors (state name of corporate subscriber)			
Ultimate Controlling Officer of the Company <input type="checkbox"/> Chief Executive Officer <input type="checkbox"/> Chief Financial Officer <input type="checkbox"/> Chief Operations Officer <input type="checkbox"/> Other _____			
<b>RELATIONSHIP TO COMPANY 3</b>			
Ultimate Beneficial Owner of the company <input type="checkbox"/> Owns 51% - 75% interest/voting rights in the company <input type="checkbox"/> Owns 76% - 100% interest/voting rights in the company <input type="checkbox"/> Beneficial owner of the corporate subscriber <input type="checkbox"/> Has the ability to determine the policy of the company <input type="checkbox"/> Director or Board of Directors (state name of corporate subscriber)			
Ultimate Controlling Officer of the Company <input type="checkbox"/> Chief Executive Officer <input type="checkbox"/> Chief Financial Officer <input type="checkbox"/> Chief Operations Officer <input type="checkbox"/> Other _____			

The beneficial owners of the company (state the name (individuals) and abbreviated address (company) of the company) OF BENEFICIAL OWNERSHIP INFORMATION - FORM A



**THE COMPANIES ACT**  
**PARTICULARS OF BENEFICIAL OWNER**  
 (Pursuant to section [...] of the Companies Act 2004)

**BENEFICIAL OWNERSHIP INFORMATION - FORM A**

NAME OF BENEFICIAL OWNER OF THE COMPANY	TAXPAYER REGISTRATION NUMBER, PAN, AADAR NUMBER, VOTER ID NUMBER OR PASSPORT NUMBER OR DRIVER'S LICENCE NUMBER	DATE OF BIRTH
1.		
2.		
3.		

The beneficial owner(s) of the company (give the natural individual(s) who exercise(s) ultimate ownership of the company OR exercise(s) ultimate effective control of the company OR exercise control over the management of the company) .....

## JAMAICA

THE COMPANIES ACT  
BENEFICIAL OWNER INFORMATION – SCHEDULE A**INSTRUCTIONS****GENERAL**

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This document is required to be filed at the Companies Office of Jamaica and must conform to the requirements under the Companies Act of Jamaica and subsequent Amendments made thereto.

Where any provision required to be set out is too long for the space provided in the form, a schedule may be appended to the form. This schedule must be labeled appropriately, for example, 'Schedule A' or 'Schedule B' and the where alphanumeric characters are used to label a schedule(s), same must be done in ascending order.

**PARTICULARS OF BENEFICIAL OWNER**

---

The beneficial owner(s) of the company is/are the natural individual(s) who exercise(s) ultimate ownership of the company OR exercise(s) ultimate effective control of the company OR exercise control over the management of the company. Ultimate ownership of the company arises where a person(s) own 25% or more interest, whether through shares or voting rights in the company. Ultimate effective control arises where the a person(s) has/have the ability to determine the policy of the company or has/have the ability to appoint and remove Directors of the company, these persons could be Directors or the Board of Directors. Control over the management of the company refers to persons of authority who control the management of the company.

The beneficial owner's address must be stated in full. This includes street address, apartment number (if applicable), postal code or zone (if applicable) or post office (if applicable), city (if applicable), parish (if applicable), state (if applicable) and country. Where the beneficial owner is a company, the registered office address of the company must be stated.

The beneficial owner's nationality must be stated. Where the natural person has multiple nationalities, only one nationality will be required.

The beneficial owner's occupation must be stated.

**ADDITIONAL PARTICULARS OF BENEFICIAL OWNER**

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The full name of the beneficial owner must be stated. Where the beneficial owner is a natural person, the first and last name must be stated and there should be no abbreviation of same.

The beneficial owner's tax registration number must be stated. If they do not have this, then they must state **one** out of the following:

1. TAX ID NUMBER; OR
2. PASSPORT NUMBER; OR
3. DRIVER'S LICENCE NUMBER

The beneficial owner's date of birth must be stated.

**COMPANY INFORMATION**

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The company name and registration number must be stated, that is, the company filing this beneficial owner form.

Form B



THE COMPANIES ACT  
PARTICULARS OF BENEFICIAL OWNER  
(Pursuant to section [...] of the Companies Act 2004)

**BENEFICIAL OWNERSHIP INFORMATION - FORM B**

**BENEFICIAL OWNER OF THE CORPORATE SUBSCRIBER/MEMBER**

PLEASE INDICATE WHAT FORM THIS SCHEDULE IS BEING SUBMITTED WITH:  Forms 1A-D  Forms 19A-D,  Forms 31A-B  Form 9

COMPANY NAME: \_\_\_\_\_ COMPANY NUMBER: \_\_\_\_\_

NAME OF CORPORATE SHAREHOLDER		BENEFICIAL OWNER	
ADDRESS		If there are several beneficial owners of this company, please use continuation page.	
NAME	ADDRESS	COMMENCEMENT DATE AS BENEFICIAL OWNER	NATIONALITY
RELATIONSHIP TO COMPANY		OCCUPATION	
If there are several beneficial owners of this company, please use continuation page. <input type="checkbox"/> Owns 25% - 50% interest/voting rights in the company <input type="checkbox"/> Owns 51% - 75% interest/voting rights in the company <input type="checkbox"/> Owns 76% - 100% interest/voting rights in the company <input type="checkbox"/> Beneficial owner of the corporate subscriber <input type="checkbox"/> Ultimate owner of the company <input type="checkbox"/> Director or Board of Directors <input type="checkbox"/> Has the ability to determine the policy of the company <input type="checkbox"/> Has the ability to appoint and remove Directors of the company <input type="checkbox"/> Chief Executive Officer <input type="checkbox"/> Chief Financial Officer <input type="checkbox"/> Chief Operations Officer <input type="checkbox"/> Other _____ <input type="checkbox"/> Ultimate Control of the Company <input type="checkbox"/> Control of the Management of the Company			
NAME OF CORPORATE SHAREHOLDER		BENEFICIAL OWNER	
ADDRESS		If there are several beneficial owners of this company, please use continuation page.	
NAME	ADDRESS	COMMENCEMENT DATE AS BENEFICIAL OWNER	NATIONALITY
RELATIONSHIP TO COMPANY		OCCUPATION	
If there are several beneficial owners of this company, please use continuation page. <input type="checkbox"/> Owns 25% - 50% interest/voting rights in the company <input type="checkbox"/> Owns 51% - 75% interest/voting rights in the company <input type="checkbox"/> Owns 76% - 100% interest/voting rights in the company <input type="checkbox"/> Beneficial owner of the corporate subscriber <input type="checkbox"/> Ultimate owner of the company <input type="checkbox"/> Director or Board of Directors <input type="checkbox"/> Has the ability to determine the policy of the company <input type="checkbox"/> Has the ability to appoint and remove Directors of the company <input type="checkbox"/> Chief Executive Officer <input type="checkbox"/> Chief Financial Officer <input type="checkbox"/> Chief Operations Officer <input type="checkbox"/> Other _____ <input type="checkbox"/> Ultimate Control of the Company <input type="checkbox"/> Control of the Management of the Company			

The beneficial owner(s) of the company (and the natural individual(s) who exercise(s) ultimate ownership of the company) OR exercise(s) ultimate effective control of the company OR exercise control over the management of the company.



**THE COMPANIES ACT  
PARTICULARS OF BENEFICIAL OWNER**  
(Pursuant to section [...] of the Companies Act 2004)

**BENEFICIAL OWNERSHIP INFORMATION - FORM B**

NAME OF BENEFICIAL OWNER OF THE COMPANY	TAXPAYER REGISTRATION NUMBER (WHERE THERE IS NONE USE OTHER TAX ID NUMBER OR PASSPORT NUMBER OR DRIVER'S LICENCE NUMBER)	DATE OF BIRTH
1.		
2.		

The beneficial owner(s) of the company (save the natural individual(s) who exercise(s) ultimate ownership of the company OR exercise(s) ultimate effective control of the company OR exercise control over the management of the company. ....



JAMAICA  
THE COMPANIES ACT  
BENEFICIAL OWNER INFORMATION – SCHEDULE B

**INSTRUCTIONS**

**GENERAL**

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This document is required to be filed at the Companies Office of Jamaica and must conform to the requirements under the Companies Act of Jamaica and subsequent Amendments made thereto.

Where any provision required to be set out is too long for the space provided in the form, a schedule may be appended to the form. This schedule must be labeled appropriately, for example, 'Schedule A' or 'Schedule B' and the where alphanumeric characters are used to label a schedule(s), same must be done in ascending order.

**PARTICULARS OF BENEFICIAL OWNER**

---

The beneficial owner(s) of the company is/are the natural individual(s) who exercise(s) ultimate ownership of the company OR exercise(s) ultimate effective control of the company OR exercise control over the management of the company. Ultimate ownership of the company arises where a person(s) own 25% or more interest, whether through shares or voting rights in the company. Ultimate effective control arises where the a person(s) has/have the ability to determine the policy of the company or has/have the ability to appoint and remove Directors of the company, these persons could be Directors or the Board of Directors. Control over the management of the company refers to persons of authority who control the management of the company.

The beneficial owner's address must be stated in full. This includes street address, apartment number (if applicable), postal code or zone (if applicable) or post office (if applicable), city (if applicable), parish (if applicable), state (if applicable) and country. Where the beneficial owner is a company, the registered office address of the company must be stated.

The beneficial owner's nationality must be stated. Where the natural person has multiple nationalities, only one nationality will be required.

The beneficial owner's occupation must be stated.

**ADDITIONAL PARTICULARS OF BENEFICIAL OWNER**

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The full name of the beneficial owner must be stated. Where the beneficial owner is a natural person, the first and last name must be stated and there should be no abbreviation of same.

The beneficial owner's tax registration number must be stated. If they do not have this, then they must state one out of the following:

1. TAX ID NUMBER; OR
2. PASSPORT NUMBER; OR
3. DRIVER'S LICENCE NUMBER

The beneficial owner's date of birth must be stated.

**COMPANY INFORMATION**

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The company name and registration number must be stated, that is, the company filing this beneficial owner form.

Notification by Company of Changes in Beneficial Ownership

Form C



THE COMPANIES ACT  
PARTICULARS OF BENEFICIAL OWNER  
(Pursuant to section [...] of the Companies Act 2004)

BENEFICIAL OWNERSHIP INFORMATION - FORM C

NAME OF BENEFICIAL OWNER OF THE COMPANY	TAXPAYER REGISTRATION NUMBER OR OTHER IDENTIFYING NUMBER OR PASSPORT NUMBER OR DRIVER'S LICENCE NUMBER	DATE OF BIRTH
1.		
2.		
3.		

PART THREE – CHANGES IN NATURE OF THE RELATIONSHIP BETWEEN THE BENEFICIAL OWNER AND THE COMPANY

NOTICE IS GIVEN THAT ON THE \_\_\_\_\_ DAY OF \_\_\_\_\_ THE FOLLOWING PERSON(S) CHANGED THEIR PREVIOUS NATURE OF THE RELATIONSHIP BETWEEN THE BENEFICIAL OWNER AND THE COMPANY

NAME OF BENEFICIAL OWNER	PREVIOUS NATURE OF THE RELATIONSHIP BETWEEN THE BENEFICIAL OWNER AND THE COMPANY	CURRENT NATURE OF THE RELATIONSHIP BETWEEN THE BENEFICIAL OWNER AND THE COMPANY
	<p><b>RELATIONSHIP TO COMPANY</b></p> <p>Ultimate Ownership  <input type="checkbox"/> Owns 25% - 50% intervening rights in the company <input type="checkbox"/> Owns 51% - 75% intervening rights in the company <input type="checkbox"/> Owns 75% - 100% intervening rights in the company <input type="checkbox"/> Beneficial owner of the corporate subscriber <small>(date name of corporate subscriber)</small></p> <p><input type="checkbox"/> Has the ability to determine the policy of the company <input type="checkbox"/> Has the ability to appoint and remove Directors of the company <input type="checkbox"/> Director or Board of Directors <input type="checkbox"/> Chief Executive Officer <input type="checkbox"/> Chief Financial Officer <input type="checkbox"/> Chief Operations Officer <input type="checkbox"/> Other _____</p>	<p><b>RELATIONSHIP TO COMPANY</b></p> <p>Ultimate Ownership  <input type="checkbox"/> Owns 25% - 50% intervening rights in the company <input type="checkbox"/> Owns 51% - 75% intervening rights in the company <input type="checkbox"/> Owns 75% - 100% intervening rights in the company <input type="checkbox"/> Beneficial owner of the corporate subscriber <small>(date name of corporate subscriber)</small></p> <p><input type="checkbox"/> Has the ability to determine the policy of the company <input type="checkbox"/> Has the ability to appoint and remove Directors of the company <input type="checkbox"/> Director or Board of Directors <input type="checkbox"/> Chief Executive Officer <input type="checkbox"/> Chief Financial Officer <input type="checkbox"/> Chief Operations Officer <input type="checkbox"/> Other _____</p>

FOR OFFICIAL USE ONLY COMPANY #:



THE COMPANIES ACT  
PARTICULARS OF BENEFICIAL OWNER  
(Pursuant to section [...] of the Companies Act 2004)

BENEFICIAL OWNERSHIP INFORMATION - FORM C

<input type="checkbox"/> Ultimate Control of the Company <input type="checkbox"/> Has the ability to appoint and remove Directors of the company <input type="checkbox"/> Director or Board of Directors <input type="checkbox"/> Chief Executive Officer <input type="checkbox"/> Chief Financial Officer <input type="checkbox"/> Chief Operations Officer <input type="checkbox"/> Other _____	<input type="checkbox"/> Ultimate Control of the Company <input type="checkbox"/> Has the ability to appoint and remove Directors of the company <input type="checkbox"/> Director or Board of Directors <input type="checkbox"/> Chief Executive Officer <input type="checkbox"/> Chief Financial Officer <input type="checkbox"/> Chief Operations Officer <input type="checkbox"/> Other _____	<input type="checkbox"/> Ultimate Control of the Company <input type="checkbox"/> Has the ability to appoint and remove Directors of the company <input type="checkbox"/> Director or Board of Directors <input type="checkbox"/> Chief Executive Officer <input type="checkbox"/> Chief Financial Officer <input type="checkbox"/> Chief Operations Officer <input type="checkbox"/> Other _____
RELATIONSHIP TO COMPANY Ultimate Ownership <input type="checkbox"/> Owns 25% - 50% interest/voting rights in the company <input type="checkbox"/> Owns 51% - 75% interest/voting rights in the company <input type="checkbox"/> 100% interest/voting rights in the company <input type="checkbox"/> Beneficial owner of the corporate subscriber <small>(state name of corporate subscriber)</small>	RELATIONSHIP TO COMPANY Ultimate Ownership <input type="checkbox"/> Owns 25% - 50% interest/voting rights in the company <input type="checkbox"/> Owns 51% - 75% interest/voting rights in the company <input type="checkbox"/> 100% interest/voting rights in the company <input type="checkbox"/> Beneficial owner of the corporate subscriber <small>(state name of corporate subscriber)</small>	RELATIONSHIP TO COMPANY Ultimate Ownership <input type="checkbox"/> Owns 25% - 50% interest/voting rights in the company <input type="checkbox"/> Owns 51% - 75% interest/voting rights in the company <input type="checkbox"/> 100% interest/voting rights in the company <input type="checkbox"/> Beneficial owner of the corporate subscriber <small>(state name of corporate subscriber)</small>

PART FOUR – GENERAL CHANGES TO BENEFICIAL OWNERSHIP INFORMATION

<input type="checkbox"/> Change Of Occupation of Beneficial Owner	<input type="checkbox"/> Change Of Name of Beneficial Owner (indicate reason for change of name) <input type="checkbox"/> MARRIAGE CERTIFICATE <input type="checkbox"/> DEED POLL	<input type="checkbox"/> Change Of Address of Beneficial Owner	<input type="checkbox"/> Change Of Nationality of Beneficial Owner
---	---	--	--

Provide a detailed description of the particulars you are changing, stating old information and the new information as well. For example, if the address is changed you should state from where to where. Address should be complete and include street/district, town, and parish.

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

## JAMAICA

THE COMPANIES ACT  
BENEFICIAL OWNER INFORMATION – SCHEDULE C**INSTRUCTIONS****GENERAL**

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This document is required to be filed at the Companies Office of Jamaica and must conform to the requirements under the Companies Act of Jamaica and subsequent Amendments made thereto.

Where any provision required to be set out is too long for the space provided in the form, a schedule may be appended to the form. This schedule must be labeled appropriately, for example, 'Schedule A' or 'Schedule B' and the where alphanumeric characters are used to label a schedule(s), same must be done in ascending order.

**PARTICULARS OF BENEFICIAL OWNER**

---

The beneficial owner(s) of the company is/are the natural individual(s) who exercise(s) ultimate ownership of the company OR exercise(s) ultimate effective control of the company OR exercise control over the management of the company. Ultimate ownership of the company arises where a person(s) own 25% or more interest, whether through shares or voting rights in the company. Ultimate effective control arises where the a person(s) has/have the ability to determine the policy of the company or has/have the ability to appoint and remove Directors of the company, these persons could be Directors or the Board of Directors. Control over the management of the company refers to persons of authority who control the management of the company.

The beneficial owner's address must be stated in full. This includes street address, apartment number (if applicable), postal code or zone (if applicable) or post office (if applicable), city (if applicable), parish (if applicable), state (if applicable) and country. Where the beneficial owner is a company, the registered office address of the company must be stated.

The beneficial owner's nationality must be stated. Where the natural person has multiple nationalities, only one nationality will be required.

The beneficial owner's occupation must be stated.

**ADDITIONAL PARTICULARS OF BENEFICIAL OWNER**

---

The full name of the beneficial owner must be stated. Where the beneficial owner is a natural person, the first and last name must be stated and there should be no abbreviation of same.

The beneficial owner's tax registration number must be stated. If they do not have this, then they must state **one** out of the following:

1. TAX ID NUMBER; OR
2. PASSPORT NUMBER; OR
3. DRIVER'S LICENCE NUMBER

The beneficial owner's date of birth must be stated.

**COMPANY INFORMATION**

---

The company name and registration number must be stated, that is, the company filing this beneficial owner form.

**38.** The Ninth Schedule to the principal Act is amended by inserting in the correct numerical sequence, in the first and second columns, respectively, the following entries—

Amendment  
of Ninth  
Schedule of  
principal Act.

- |          |  |
|----------|--|
| “122     | Annual return to be made by company having a share capital |
| 377A     | Beneficial ownership return                                |
| 377W     | Notification of change in beneficial ownership             |
| 377AC(1) | Written answer to Registrar’s question.”.                  |

**39.**—(1) The provisions of the enactments specified in the first column of the Schedule are amended in the manner specified in the second column of the Schedule.

Amendment  
of  
enactments  
and  
construction  
Schedule.

(2) Each amendment shall be construed as one with the enactment specified in relation to the amendment.

## SCHEDULE

(Section 38)

*Amendments of Enactments*First Column  
—Second Column  
—The Companies  
(Forms) Rules,  
2005

New rule 3

Insert next after rule 2, the following rule—

“3. The forms referred to in rule 2 may be created, stored or communicated electronically.”.

Schedule

1. Delete Form 1A, Form 1B, Form 1C and Form 1D and substitute therefor the following forms—

“

- New Incorporation**  
(Requires Stamp Duty)
- Amended Articles**
- Adopted Articles**
- Re-registration**  
(Changing from one type of a company to another)

**FORM 1A**  
**READ INSTRUCTIONS BEFORE COMPLETING**



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

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

<b>1A. NAME OF COMPANY</b> _____ _____	The name here must be completely consistent with the name reserved in pursuance of this incorporation or where applicable, the certificate of incorporation or most recent certificate of change of name.
<b>1B. JUSTIFICATION FOR PROPOSED NAME (if applicable)</b> _____ _____	The use of words such as "Caribbean", "Global" and "International" must be explained. See BRF1 form for full list of words that need justification.
<b>1C. TYPE OF COMPANY</b> <b>1D. VALUE OF ALLOTTED SHARES (For public companies only)</b> <input type="checkbox"/> Private <input type="checkbox"/> Public      \$ _____	The value of allotted shares for Public Companies must not be less than \$500,000.00.
<b>1E. CORE BUSINESS OF THE COMPANY</b> (The activities of the business are not restricted to the area(s) stated below unless indicated at item 1F) _____ _____	
<b>1F. RESTRICTION ON THE BUSINESS OF THE COMPANY (if applicable)</b> _____ _____	It is not required that you restrict the activities of your company. If there are no restrictions insert "N/A".
<b>1G. COMPANY TELEPHONE NUMBER</b>	<b>1H. EMAIL ADDRESS</b>

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

<b>3. COMPANY'S ARTICLES Please check the appropriate box below (ONLY ONE BOX MUST BE CHECKED)</b>	
3a. <input type="checkbox"/> Standard Articles (Rules) Articles 1–78, 80–136 with Varied Article 79 and Additional Articles 137–143 SEE SCHEDULE(S) _____ 3b. <input type="checkbox"/> Standard Articles (Rules) Articles 1–78, 80–136 with Varied Article 79 only SEE SCHEDULE _____ 3c. <input type="checkbox"/> Standard Articles (Rules) Articles 1–136 with Additional Articles 137–143 only SEE SCHEDULE(S) _____ 3d. <input type="checkbox"/> Standard Articles (Rules) in their entirety Articles 1–136 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> _____	Table A of the First Schedule of the Companies Act 2004 provides standard articles (rules) for the internal management of a company limited by shares. In Table A: • Articles 1-78 detail SHARES, share transfers, general meetings votes of members, directors etc. • Varied Article 79 allows the company to borrow money. • Articles 80-136 detail the duties of directors, the seal, accounts, audit, and indemnity etc. • Articles 137-143 detail that share transfers must be authorised by the directors etc. <b>TO COMPLETE THIS SECTION</b> You may choose from Table A: • 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 this form and select the "Other" option. You are also required to attach schedules containing the varied or additional articles which you wish to include.
<b>IF THE COMPANY IS A PRIVATE COMPANY, THE FOLLOWING ARTICLES SHALL APPLY:</b> 3f. The right to transfer shares is restricted; 3g. Subject to section 25(1)(b) of the Companies Act 2004, the number of members of the company is limited to twenty (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); 3h. 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; 3i. Any invitation to the public to deposit money for fixed periods or payable on call whether bearing or not bearing interest is prohibited; 3j. 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.	

**F1A FOR OFFICIAL USE ONLY COMPANY #:** 1

<b>4. AUTHORISED NUMBER OF SHARES</b> This is the maximum number of shares that your company is authorised to issue.		The total number of shares in all classes should not exceed the total number of shares, if any, indicated at <b>item 4</b> .								
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="padding: 5px;"><b>4A. CLASSES OF SHARES</b> (Indicate by ticking the class or classes of shares that the company is authorized to issue upon incorporation)</td> <td style="padding: 5px;"><b>4B. TOTAL NUMBER OF SHARES IN EACH CLASS</b></td> </tr> <tr> <td style="padding: 5px;"><input type="checkbox"/> ORDINARY</td> <td style="padding: 5px;"></td> </tr> <tr> <td style="padding: 5px;"><input type="checkbox"/> PREFERENCE</td> <td style="padding: 5px;"></td> </tr> <tr> <td style="padding: 5px;"><input type="checkbox"/> OTHER Specify _____</td> <td style="padding: 5px;"></td> </tr> </table>	<b>4A. CLASSES OF SHARES</b> (Indicate by ticking the class or classes of shares that the company is authorized to issue upon incorporation)	<b>4B. TOTAL NUMBER OF SHARES IN EACH CLASS</b>	<input type="checkbox"/> ORDINARY		<input type="checkbox"/> PREFERENCE		<input type="checkbox"/> OTHER Specify _____		<p>Shares may be issued with different rights, privileges and conditions. Shares with the same rights, privileges and conditions are grouped into the same <b>class</b>.</p> <p>All companies limited by shares must issue at least one class of shares which are non-redeemable (e.g. ordinary shares) and may issue multiple classes of shares. Where only one class of shares is issued, they are automatically deemed ordinary shares.</p> <p><b>FORM 3: Where more than one class of shares are issued, at incorporation, a Form 3 must be completed and attached to this form. The Form 3 identifies the associated rights, conditions and privileges of the classes of shares.</b></p>	
<b>4A. CLASSES OF SHARES</b> (Indicate by ticking the class or classes of shares that the company is authorized to issue upon incorporation)	<b>4B. TOTAL NUMBER OF SHARES IN EACH CLASS</b>									
<input type="checkbox"/> ORDINARY										
<input type="checkbox"/> PREFERENCE										
<input type="checkbox"/> OTHER Specify _____										
<b>5. RESTRICTIONS ON SHARE TRANSFER</b> (e.g. "Directors must give consent to the transfer of shares" or "See article 24 of Table A")										
<p>_____</p> <p>_____</p>		<p>All private companies must restrict the right to transfer shares (e.g. shares must be first offered to existing shareholders).</p> <p>A public company may only restrict the right to transfer shares which have not been fully paid up.</p>								
<b>6. NON-CASH CONSIDERATION</b>										
Were any shares issued for non-cash consideration (that is, as a payment for goods, services, property, good will, shares in other companies etc.) based on a contract that existed before incorporation? ( <b>ONLY ONE BOX MUST BE CHECKED</b> )										
<input type="checkbox"/> Yes <input type="checkbox"/> Complete <b>item 6A</b> <input type="checkbox"/> No <input type="checkbox"/> Continue to <b>item 7</b>										
<b>6A. PLEASE INDICATE THE NATURE AND VALUE OF THE NON-CASH CONSIDERATION BELOW</b>										
<p>_____</p> <p>_____</p>										
<b>7. MINIMUM NUMBER OF DIRECTORS</b>		<p>A private company must have at least <b>one director</b>; he/she cannot also be the company secretary.</p> <p>A public company must have a minimum of <b>three (3) directors</b>; two of them, however, should not be employed by the company or any of its affiliates.</p>								
AND/OR										
<b>7A. MAXIMUM NUMBER OF DIRECTORS</b>										
<b>8. PARTICULARS OF DIRECTORS</b>										
<b>DIRECTOR 1 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)</b>										
FULL NAME	<input type="checkbox"/> SAME AS COMPANY SECRETARY									
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT	Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the Nominator information.)								
	TOWN	POST OFFICE/POSTAL CODE								
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY								
OCCUPATION	CONTACT									
<b>DIRECTOR 2 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)</b>										
FULL NAME	<input type="checkbox"/> SAME AS COMPANY SECRETARY									
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT	Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the Nominator information.)								
	TOWN	POST OFFICE/POSTAL CODE								
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY								
OCCUPATION	CONTACT									
<b>F1A FOR OFFICIAL USE ONLY COMPANY #:</b>										



<b>DIRECTOR 3 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)</b>			
FULL NAME			<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT	Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No <small>(If 'Yes' is selected, complete the prescribed schedule with the Nominator information.)</small>	
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	
OCCUPATION		CONTACT	
<b>DIRECTOR 4 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)</b>			
FULL NAME			<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT	Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No <small>(If 'Yes' is selected, complete the prescribed schedule with the Nominator information.)</small>	
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	
OCCUPATION		CONTACT	
<b>DIRECTOR 5 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)</b>			
FULL NAME			<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT	Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No <small>(If 'Yes' is selected, complete the prescribed schedule with the Nominator information.)</small>	
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	
OCCUPATION		CONTACT	
<input type="checkbox"/> _____ Continuation page(s) attached			

<b>9. PARTICULARS OF COMPANY SECRETARY (Where the secretary is an individual the name must be represented as FIRST MIDDLE LAST (Where one of the named directors has been identified as the company secretary, this item does not need to be completed.)</b>			
FULL NAME			
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT		
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	
OCCUPATION		CONTACT	

**F1A FOR OFFICIAL USE ONLY COMPANY #:**

10. PARTICULARS OF SUBSCRIBERS WHO ARE INDIVIDUALS

SUBSCRIBER PARTICULARS	SUBSCRIBER 1 <small>Is this person a nominee shareholder? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the nominator information.)</small>	SUBSCRIBER 2 <small>Is this person a nominee shareholder? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the nominator information.)</small>	SUBSCRIBER 3 <small>Is this person a nominee shareholder? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the nominator information.)</small>	SUBSCRIBER 4 <small>Is this person a nominee shareholder? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the nominator information.)</small>
NAME				
ADDRESS				
NATIONALITY				
OCCUPATION				
SHARES TAKEN UP	The total of the number of shares issued to all subscribers may not exceed the authorised number of shares stated at item 4.			
CLASS OF SHARES	1. <u>          </u> 2. <u>          </u> OTHER* <u>          </u> 3. <u>          </u>	1. <u>          </u> 2. <u>          </u> 3. <u>          </u>	1. <u>          </u> 2. <u>          </u> 3. <u>          </u>	1. <u>          </u> 2. <u>          </u> 3. <u>          </u>
AMOUNT OF SHARES				
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)				
WITNESSED AT (LOCATION/ADDRESS)				
SIGNATURE				
DATE				

If a subscriber and a witness are located in different cities, the witness must be selected.  While on Visit  While on Visit  While on Visit  While on Visit

\* Where more than one class of shares are issued, at incorporation, a Form 3 must be completed and attached to this form.

Continuation page(s) attached

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

11. PARTICULARS OF SUBSCRIBERS WHO ARE COMPANIES

<b>COMPANY PARTICULARS</b>			
COMPANY NAME			
COMPANY NUMBER (IF IT IS A LOCAL COMPANY)			
DATE OF INCORPORATION			
COMPANY REGISTERED OFFICE ADDRESS/OTHER ADDRESS			
COUNTRY OF INCORPORATION			
SHARES TAKEN UP	The total of the number of shares issued to all subscribers may not exceed the authorised number of shares stated at item 4		
CLASS OF SHARES	AMOUNT OF SHARES		
1. ORDINARY SHARES*	1. _____		
2. PREFERENCE SHARES* OTHER*	2. _____		
3. Specify _____	3. _____		
SEAL			
* Where more than one class of shares are issued, at incorporation, Form 3 must be completed and attached to this form.			
OFFICER PARTICULARS	OFFICER 1	OFFICER 2	
OFFICER NAME			
OFFICE HELD IN COMPANY			
SIGNATURE			
DATE			
WITNESS PARTICULARS	WITNESS FOR OFFICER 1	WITNESS FOR OFFICER 2	
BY (NAME OF WITNESS)			
WITNESSED AT (LOCATION/ADDRESS)			
SIGNATURE			
DATE			
If an officer and witness are located in different countries, while on visit must be selected:			
<input type="checkbox"/> While on Visit			
<input type="checkbox"/> Continuation page(s) attached			

F1A FOR OFFICIAL USE ONLY COMPANY #: \_\_\_\_\_

PLEASE INDICATE THE BENEFICIAL OWNERSHIP SCHEDULES ATTACHED:

BENEFICIAL OWNERSHIP SCHEDULE A – BENEFICIAL OWNER OF THE COMPANY (required)

BENEFICIAL OWNERSHIP SCHEDULE B – BENEFICIAL OWNER OF THE CORPORATE SUBSCRIBER/MEMBER (use only if there is a corporate subscriber or member)

122. DECLARATION OF ACCURACY OF PRESENTED INFORMATION

To the best of my knowledge, information and belief, I hereby certify the contents of this form to be accurate.

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

F1A FOR OFFICIAL USE ONLY COMPANY #: \_\_\_\_\_

THIS PAGE IS INTENTIONALLY LEFT BLANK.

FIA FOR OFFICIAL USE ONLY COMPANY #:

**F1A**

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

<b>NAME:</b>	.....
<b>COMPLETE ADDRESS:</b>	..... .....
<b>EMAIL ADDRESS:</b>	.....
<b>CONTACT NUMBER:</b>	.....
<b>FAX NUMBER</b>	.....

**14. ADDITIONAL PARTICULARS OF DIRECTORS**

NAME OF DIRECTOR	TAXPAYER REGISTRATION NUMBER	EMAIL
1.		
2.		
3.		
4.		
5.		
6.		

**145. ADDITIONAL PARTICULARS OF COMPANY SECRETARY**

NAME OF SECRETARY	TAXPAYER REGISTRATION NUMBER	EMAIL

**156. ADDITIONAL PARTICULARS OF DECLARANT**

TAXPAYER REGISTRATION NUMBER	EMAIL

**F1A FOR OFFICIAL USE ONLY COMPANY #:**

17. PARTICULARS OF INDIVIDUAL SUBSCRIBERS

NAME OF SUBSCRIBER	TAXPAYER REGISTRATION NUMBER (WHERE THERE IS NONE USE OTHER TAX ID NUMBER OR PASSPORT NUMBER OR DRIVER'S LICENCE NUMBER)	DATE OF BIRTH
1.		
2.		
3.		
4.		
5.		

- New Incorporation**  
(Requires Stamp Duty)
- Amended Articles**
- Adopted Articles**
- Re-registration**  
(Changing from one type of a company to another)

**FORM 1B**

READ INSTRUCTIONS BEFORE COMPLETING



**THE COMPANIES ACT**  
**ARTICLES OF INCORPORATION: COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
(Pursuant to sections 8 & 20 of the Companies Act)

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

<b>1A. NAME OF COMPANY</b> <hr/>	The name here must be completely consistent with the name reserved in pursuance of this incorporation or where applicable, the certificate of incorporation or most recent certificate of change of name.
<b>1B. JUSTIFICATION FOR PROPOSED NAME (if applicable)</b> <hr/>	The use of words such as "Caribbean", "Global" and "International" must be explained. See BRF1 form for full list of words that need justification.
<b>1C. COMPANY TELEPHONE NUMBER</b> _____	<b>1D. COMPANY EMAIL ADDRESS</b> _____

<b>2. THE REGISTERED OFFICE IS LOCATED IN JAMAICA AND THE LIABILITY OF THE MEMBERS IS LIMITED</b>
---

<b>3. THIS ASSOCIATION IS FORMED EXCLUSIVELY FOR THE PROMOTION OF</b> <input type="checkbox"/> Commerce <input type="checkbox"/> Art <input type="checkbox"/> Science <input type="checkbox"/> Religion <input type="checkbox"/> Charity <input type="checkbox"/> 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	
<b>3A. RESTRICTIONS, IF ANY, ON THE BUSINESS THE ASSOCIATION MAY CARRY ON</b> <hr/>	You may state the activities that the association can engage in or is prohibited from engaging in.

<b>4. COMPANY'S ARTICLES Please check the appropriate box below (ONLY ONE BOX MUST BE CHECKED)</b> <b>4a.</b> <input type="checkbox"/> Standard Articles (Rules) from Table B in their entirety: Articles 1-71 only <b>4b.</b> <input type="checkbox"/> Standard Articles (Rules) from Table B Articles 1-35, 37-71 with Varied Article 36 and Additional Articles 72-77 SEE SCHEDULE(S) _____ <b>4c.</b> <input type="checkbox"/> Standard Articles (Rules) selected from Table B (e.g. 1-30 & 32-71) ARTICLES _____ <b>4d.</b> <input type="checkbox"/> Standard Articles (Rules) selected from Table B with varied and/or additional articles ARTICLES _____ SEE SCHEDULE(S) _____ <b>4e.</b> <input type="checkbox"/> Other ("Other" is to be used when you do not wish to accept the Standard Articles from Table B and wish to attach your own) SEE SCHEDULE(S) _____	<b>Table B of the First Schedule of the Companies Act 2004</b> provides standard articles (rules) for the internal management of a company limited by guarantee. In Table B: • Articles 1-71 detail general meetings, votes of members, directors, borrowing powers of the company, the seal, accounts and notices etc.  <b>TO COMPLETE THIS SECTION</b> 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 an additional article • Some of the Rules If you do not choose to select any of the options 4a to 4d then you must attach your own articles (rules) for the internal management of the company to this form and select the "Other" option at 4e. You are also required to attach schedules containing the varied or additional articles which you wish to include. Charities most often choose the option 4b.
<b>NOTES FOR ASSOCIATIONS WISHING TO REMOVE "LIMITED" FROM THEIR NAMES</b> 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.	

F1B FOR OFFICIAL USE ONLY COMPANY #:

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**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:\$ \_\_\_\_\_

**6. MINIMUM NUMBER OF DIRECTORS**

AND/OR

**6A. MAXIMUM NUMBER OF DIRECTORS**

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

**7. PARTICULARS OF DIRECTORS (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)**

**DIRECTOR 1**

FULL NAME		<input type="text"/>		<input type="checkbox"/> SAME AS COMPANY SECRETARY	
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT	Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>(If "Yes" is selected, complete the prescribed schedule with the Nominator information.)</i>			
	TOWN	POST OFFICE/POSTAL CODE			
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY			
OCCUPATION	<input type="text"/>		CONTACT	<input type="text"/>	

**DIRECTOR 2**

FULL NAME		<input type="text"/>		<input type="checkbox"/> SAME AS COMPANY SECRETARY	
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT	Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>(If "Yes" is selected, complete the prescribed schedule with the Nominator information.)</i>			
	TOWN	POST OFFICE/POSTAL CODE			
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY			
OCCUPATION	<input type="text"/>		CONTACT	<input type="text"/>	

**DIRECTOR 3**

FULL NAME		<input type="text"/>		<input type="checkbox"/> SAME AS COMPANY SECRETARY	
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT	Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>(If "Yes" is selected, complete the prescribed schedule with the Nominator information.)</i>			
	TOWN	POST OFFICE/POSTAL CODE			
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY			
OCCUPATION	<input type="text"/>		CONTACT	<input type="text"/>	

**DIRECTOR 4**

FULL NAME		<input type="text"/>		<input type="checkbox"/> SAME AS COMPANY SECRETARY	
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT	Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>(If "Yes" is selected, complete the prescribed schedule with the Nominator information.)</i>			
	TOWN	POST OFFICE/POSTAL CODE			
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY			
OCCUPATION	<input type="text"/>		CONTACT	<input type="text"/>	

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

<b>DIRECTOR 5</b>			
FULL NAME			<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT	Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>(If 'Yes' is selected, complete the prescribed schedule with the Nominator information .)</i>	
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	
OCCUPATION		CONTACT	
<b>DIRECTOR 6</b>			
FULL NAME			<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT	Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>(If 'Yes' is selected, complete the prescribed schedule with the Nominator information .)</i>	
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	
OCCUPATION		CONTACT	
<b>DIRECTOR 7</b>			
FULL NAME			<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT	Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>(If 'Yes' is selected, complete the prescribed schedule with the Nominator information .)</i>	
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	
OCCUPATION		CONTACT	
<input type="checkbox"/> _____ Continuation page(s) attached			

**8. PARTICULARS OF COMPANY SECRETARY** (Where the secretary is an individual the name must be represented as FIRST MIDDLE LAST  
(Where one of the named directors has been identified as the company secretary, this item does not need to be completed.)

FULL NAME			
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT		
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	
OCCUPATION		CONTACT	

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

9. PROPOSED NUMBER OF MEMBERS AT THE TIME OF INCORPORATION

10. 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)				
WITNESSED AT (LOCATION/ADDRESS)				
SIGNATURE				
DATE				

F1B FOR OFFICIAL USE ONLY COMPANY #:

**11. PARTICULARS OF COMPANY SUBSCRIBERS**

COMPANY PARTICULARS		
COMPANY NAME		
COMPANY NUMBER (IF IT IS A LOCAL COMPANY)		
DATE OF INCORPORATION		
COMPANY REGISTERED OFFICE ADDRESS / OTHER ADDRESS		
COUNTRY OF INCORPORATION		
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)		
WITNESSED AT (LOCATION/ ADDRESS)		
SIGNATURE		
DATE		

SEAL

While on Visit                       While on Visit

If an officer and a witness are located in different countries, 'while on visit' must be selected.

PLEASE INDICATE THE BENEFICIAL OWNERSHIP SCHEDULES ATTACHED:	<input type="checkbox"/> BENEFICIAL OWNERSHIP SCHEDULE A – BENEFICIAL OWNER OF THE COMPANY <i>(required)</i> <input type="checkbox"/> BENEFICIAL OWNERSHIP SCHEDULE B – BENEFICIAL OWNER OF THE CORPORATE SUBSCRIBER/MEMBER <i>(use only if there is a corporate subscriber or member)</i>
--	---

82. DECLARATION OF ACCURACY OF PRESENTED INFORMATION			
To the best of my knowledge, information and belief, I hereby certify the contents of this form to be accurate.			
NAME OF DECLARANT		CAPACITY	<input type="checkbox"/> Director <input type="checkbox"/> Secretary <input type="checkbox"/> Authorised Official
SIGNATURE OF DECLARANT		DATE	

F1B FOR OFFICIAL USE ONLY COMPANY #:

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

**F1B**

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

<b>NAME:</b>	.....
<b>COMPLETE ADDRESS:</b>	.....
<b>EMAIL ADDRESS:</b>	.....
<b>CONTACT NUMBER:</b>	.....

**14. ADDITIONAL PARTICULARS OF DIRECTORS**

NAME OF DIRECTOR	TAXPAYER REGISTRATION NUMBER	EMAIL
1.		
2.		
3.		
4.		
5.		
6.		

**15. ADDITIONAL PARTICULARS OF COMPANY SECRETARY**

NAME OF SECRETARY	TAXPAYER REGISTRATION NUMBER	EMAIL

**96. ADDITIONAL PARTICULARS OF DECLARANT**

TAXPAYER REGISTRATION NUMBER	EMAIL

17. ADDITIONAL PARTICULARS OF INDIVIDUAL SUBSCRIBERS

NAME OF SUBSCRIBER	TAXPAYER REGISTRATION NUMBER (WHERE THERE IS NONE USE OTHER TAX ID NUMBER OR PASSPORT NUMBER OR DRIVER'S LICENCE NUMBER)	DATE OF BIRTH
1.		
2.		
3.		
4.		
5.		



- New Incorporation**  
(Requires Stamp Duty)
- Amended Articles**
- Adopted 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.

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

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

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

<p>3a. <input type="checkbox"/> Standard Articles (Rules) <b>Articles 1–78, 80–136 with Varied Article 79 and Additional Articles 137–143 SEE SCHEDULE(S)</b> _____</p> <p>3b. <input type="checkbox"/> Standard Articles (Rules) <b>Articles 1–78, 80–136 with Varied Article 79 only SEE SCHEDULE</b> _____</p> <p>3c. <input type="checkbox"/> Standard Articles (Rules) <b>Articles 1–136 with Additional Articles 137–143 only SEE SCHEDULE(S)</b> _____</p> <p>3d. <input type="checkbox"/> Standard Articles (Rules) in their entirety <b>Articles 1–136</b></p> <p>3e. <input type="checkbox"/> Other <small>(If "Other" is checked, please list the numbers of the articles from <b>Table A</b> and/or <b>Table B</b> that are to apply (if any) and/or state the name(s) of the schedule(s) which contain the additional/ varied articles which are to apply below.)</small></p> <p>_____</p> <p>_____</p>	<p><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.</small></p> <p><small>At this section you may select any combination of articles from these two tables. 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 this form and select the "Other" option. You are also required to attach schedules containing the varied or additional articles which you wish to include</small></p>
<p><b>IF THE COMPANY IS A PRIVATE COMPANY, THE FOLLOWING ARTICLES SHALL APPLY:</b></p> <p>3f. The right to transfer shares is restricted;</p> <p>3g. Subject to section 25(1)(b) of the Companies Act 2004, the number of members of the company is limited to twenty (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);</p> <p>3h. 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;</p> <p>3i. Any invitation to the public to deposit money for fixed periods or payable on call whether bearing or not bearing interest is prohibited;</p> <p>3j. 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.</p>	

FOR OFFICIAL USE ONLY    COMPANY #:

<b>4. AUTHORISED NUMBER OF SHARES</b> This is the maximum number of shares that your company is authorised to issue.		The total number of shares in all classes should not exceed the total number of shares, if any, indicated at <b>item 4</b> .
<b>4A. CLASSES OF SHARES</b> (Indicate by ticking the class or classes of shares that the company is authorized to issue on incorporation)	<b>4B. TOTAL NUMBER OF SHARES IN EACH CLASS</b>	Shares may be issued with different rights, privileges and conditions. Shares with the same rights, privileges and conditions are grouped into the same <b>class</b> .  All companies limited by shares must issue at least one class of shares which are nonredeemable (e.g. ordinary shares) and may issue multiple classes of shares.  <b>FORM 3: Where more than one class of shares are issued, at incorporation, a Form 3 must be completed and attached to this form. The Form 3 identifies the associated rights, conditions and privileges of the classes of shares.</b>
<input type="checkbox"/> ORDINARY  <input type="checkbox"/> PREFERENCE  <input type="checkbox"/> OTHER Specify _____		
<b>5. RESTRICTIONS ON SHARE TRANSFER</b> (e.g. Directors must give consent to the transfer of shares)		All private companies must restrict the right to transfer shares (e.g. 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.
<b>6. NON-CASH CONSIDERATION</b> Were any shares issued for non-cash consideration (that is, as a payment for goods, services, property, good will, shares in other companies etc.) based on a contract that existed before incorporation? ( <b>ONLY ONE BOX MUST BE CHECKED</b> ) <input type="checkbox"/> Yes - Complete <b>item 6A</b> <input type="checkbox"/> No - Continue to <b>item 7</b>		
<b>6A. PLEASE INDICATE THE NATURE AND VALUE OF THE NON-CASH CONSIDERATION BELOW</b> _____ _____		
<b>7. PROPOSED NUMBER OF MEMBERS AT THE TIME OF INCORPORATION</b>		<input style="width: 50px; height: 20px;" type="text"/>
<b>8. THE TERMS OF UNDERTAKING AND THE EXTENT OF GUARANTEE</b>		Every member of the association undertakes to contribute to the assets of the association in the event of the same being wound up or closed. Ordinarily, members will be liable to the extent of the guarantee as well as the amount unpaid on the shares received.
<b>9. MINIMUM NUMBER OF DIRECTORS</b>		<input style="width: 50px; height: 20px;" type="text"/>
AND/OR		
<b>9A. MAXIMUM NUMBER OF DIRECTORS</b>		<input style="width: 50px; height: 20px;" type="text"/>
<b>10. PARTICULARS OF DIRECTORS</b> <b>DIRECTOR 1</b> (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)		
FULL NAME	<input style="width: 90%; height: 20px;" type="text"/>	
<input type="checkbox"/> SAME AS COMPANY SECRETARY		
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT	Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the Nominator information.)
	TOWN	POST OFFICE/POSTAL CODE
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY
OCCUPATION	<input style="width: 80%; height: 20px;" type="text"/>	CONTACT

FOR OFFICIAL USE ONLY      COMPANY #:

<b>DIRECTOR 2 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)</b>			
FULL NAME			<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT	Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)	
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	
OCCUPATION		CONTACT	
<b>DIRECTOR 3 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)</b>			
FULL NAME			<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT	Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)	
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	
OCCUPATION		CONTACT	
<b>DIRECTOR 4 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)</b>			
FULL NAME			<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT	Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)	
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	
OCCUPATION		CONTACT	
<b>DIRECTOR 5 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)</b>			
FULL NAME			<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT	Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)	
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	
OCCUPATION		CONTACT	

<b>11. PARTICULARS OF COMPANY SECRETARY (Where thesecretary is an individual the name must be represented as FIRST MIDDLE LAST)</b>			
FULL NAME			
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT		
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	
OCCUPATION		CONTACT	

FOR OFFICIAL USE ONLY	COMPANY #:
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12. PARTICULARS OF SUBSCRIBERS WHO ARE INDIVIDUALS

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

\* Where more than one class of shares are issued, at incorporation, a Form 3 must be completed and attached to this form.

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

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

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

13. PARTICULARS OF SUBSCRIBERS WHO ARE COMPANIES		OFFICER PARTICULARS	OFFICER 1	OFFICER 2
COMPANY PARTICULARS		OFFICER NAME		
COMPANY NAME		OFFICER NAME		
COMPANY NUMBER (IF IT IS A LOCAL COMPANY)		OFFICER 1		
DATE OF INCORPORATION		OFFICER 2		
COMPANY REGISTERED OFFICE ADDRESS / OTHER ADDRESS		OFFICE HELD IN COMPANY		
COUNTRY OF INCORPORATION		SIGNATURE		
INCORPORATION IN		DATE		
SHARES TAKEN		WITNESS WITNESS FOR OFFICER 1		
The total of the number of shares subscribed to by all subscribers may not exceed the authorised number of shares stated in Item 4		WITNESS FOR OFFICER 2		
CLASS OF SHARES		DATE		
1. ORDINARY SHARES		BY		
2. PREFERENCE SHARES		(NAME OF WITNESS)		
3. Specify _____		AT		
		(LOCATION/ADDRESS)		
		SIGNATURE		
		DATE		
SEAL		<input type="checkbox"/> While on Visit		
- Where more than one class of shares are issued, at incorporation, a form 3 must be completed and attached to this form.		<input type="checkbox"/> While on Visit		
If an office and witness are located in different countries, while on visit must be indicated.				

FOR OFFICIAL USE ONLY COMPANY #:

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PLEASE INDICATE THE BENEFICIAL OWNERSHIP SCHEDULES ATTACHED:	<input type="checkbox"/> BENEFICIAL OWNERSHIP SCHEDULE A - BENEFICIAL OWNER OF THE COMPANY (required) <input type="checkbox"/> BENEFICIAL OWNERSHIP SCHEDULE B - BENEFICIAL OWNER OF THE CORPORATE SUBSCRIBERMEMBER (use only if there is a corporate subscriber or member)
--	--

**144. DECLARATION OF ACCURACY OF PRESENTED INFORMATION**  
 To the best of my knowledge, information and belief, I hereby certify the contents of this form to be accurate.

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

FOR OFFICIAL USE ONLY	COMPANY #:
-----------------------	------------

**F1C**

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

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

166. ADDITIONAL PARTICULARS OF DIRECTORS

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

177. ADDITIONAL PARTICULARS OF COMPANY SECRETARY

NAME OF SECRETARY	TAXPAYER REGISTRATION NUMBER	EMAIL

18. ADDITIONAL PARTICULARS OF DECLARANT

TAXPAYER REGISTRATION NUMBER	EMAIL

FOR OFFICIAL USE ONLY	COMPANY #:
-----------------------	------------

## 19. ADDITIONAL PARTICULARS OF INDIVIDUAL SUBSCRIBERS

NAME OF SUBSCRIBER	TAXPAYER REGISTRATION NUMBER (WHERE THERE IS NONE USE OTHER TAX ID NUMBER OR PASSPORT NUMBER OR DRIVER'S LICENCE NUMBER)	DATE OF BIRTH
1.		
2.		
3.		
4.		
5.		





<b>4. AUTHORISED NUMBER OF SHARES</b> This is the maximum number of shares that your company is authorised to issue.		The total number of shares in all classes should not exceed the total number of shares, if any, indicated at <b>item 4</b> .
<b>4A. CLASSES OF SHARES</b> (Indicate by ticking the class or classes of shares that the company issues on incorporation)	<b>4B. TOTAL NUMBER OF SHARES IN EACH CLASS</b>	Shares may be issued with different rights, privileges and conditions. Shares with the same rights, privileges and conditions are grouped into the same <b>class</b> .  All companies limited by shares must issue at least one class of shares which are non-redeemable (e.g. ordinary shares) and may issue multiple classes of shares. Where only one class of shares is issued, they are automatically deemed ordinary shares.  <b>FORM 3: Where more than one class of shares are issued, at incorporation, a Form 3 must be completed and attached to this form. The Form 3 identifies the associated rights conditions and privileges of the classes of shares.</b>
<input type="checkbox"/> ORDINARY  <input type="checkbox"/> PREFERENCE  <input type="checkbox"/> OTHER Specify _____		
<b>5. RESTRICTIONS ON SHARE TRANSFER</b> (e.g. "Directors must give consent to the transfer of shares" or "See article 24 of Table A")		All private companies must restrict the right to transfer shares (e.g. 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.
<b>6. NON-CASH CONSIDERATION</b> Were any shares issued for non-cash consideration (that is, as a payment for goods, services, property, good will, shares in other companies etc.) based on a contract that existed before incorporation? ( <b>ONLY ONE BOX MUST BE CHECKED</b> ) <input type="checkbox"/> Yes - Complete <b>item 6A</b> <input type="checkbox"/> No - Continue to <b>item 7</b>		
<b>6A. PLEASE INDICATE THE NATURE AND VALUE OF THE NON-CASH CONSIDERATION BELOW</b>  _____  _____		
<b>7. MINIMUM NUMBER OF DIRECTORS</b> <input style="width: 50px;" type="text"/>	A private company must have at least <b>one director</b> ; he/she cannot also be the company secretary.  A public company must have a minimum of <b>three (3) directors</b> ; two of them, however, should not be employed by the company or any of its affiliates.	
AND/OR		
<b>7A. MAXIMUM NUMBER OF DIRECTORS</b> <input style="width: 50px;" type="text"/>		
<b>8. PARTICULARS OF DIRECTORS</b>		
<b>DIRECTOR 1 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)</b>		
FULL NAME <input style="width: 80%;" type="text"/>	<input type="checkbox"/> SAME AS COMPANY SECRETARY	
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT <input style="width: 90%;" type="text"/>	Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)
	TOWN <input style="width: 80%;" type="text"/>	POST OFFICE/POSTAL CODE <input style="width: 80%;" type="text"/>
	PARISH/COUNTY/STATE/PROVINCE <input style="width: 90%;" type="text"/>	COUNTRY <input style="width: 80%;" type="text"/>
OCCUPATION <input style="width: 80%;" type="text"/>	CONTACT <input style="width: 80%;" type="text"/>	
<b>DIRECTOR 2 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)</b>		
FULL NAME <input style="width: 80%;" type="text"/>	<input type="checkbox"/> SAME AS COMPANY SECRETARY	
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT <input style="width: 90%;" type="text"/>	Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)
	TOWN <input style="width: 80%;" type="text"/>	POST OFFICE/POSTAL CODE <input style="width: 80%;" type="text"/>
	PARISH/COUNTY/STATE/PROVINCE <input style="width: 90%;" type="text"/>	COUNTRY <input style="width: 80%;" type="text"/>
OCCUPATION <input style="width: 80%;" type="text"/>	CONTACT <input style="width: 80%;" type="text"/>	

F1D FOR OFFICIAL USE ONLY COMPANY #:

<b>DIRECTOR 3 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)</b>			
FULL NAME			<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT	Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No <small>(If 'Yes' is selected, complete the prescribed schedule with the Nominator information)</small>	
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	
OCCUPATION		CONTACT	
<b>DIRECTOR 4 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)</b>			
FULL NAME			<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT	Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No <small>(If 'Yes' is selected, complete the prescribed schedule with the Nominator information)</small>	
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	
OCCUPATION		CONTACT	
<b>DIRECTOR 5 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)</b>			
FULL NAME			<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT	Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No <small>(If 'Yes' is selected, complete the prescribed schedule with the Nominator information)</small>	
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	
OCCUPATION		CONTACT	
<input type="checkbox"/> _____ Continuation page(s) attached			

<b>9. PARTICULARS OF COMPANY SECRETARY (Where the secretary is an individual the name must be represented as FIRST MIDDLE LAST (Where one of the named directors has been identified as the company secretary, this item does not need to be completed.)</b>			
FULL NAME			
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT		
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY	
OCCUPATION		CONTACT	

<b>10. PROPOSED NUMBER OF MEMBERS AT THE TIME OF INCORPORATION</b>	
--	--

<b>F1D FOR OFFICIAL USE ONLY COMPANY #:</b>
---

11. PARTICULARS OF SUBSCRIBERS WHO ARE INDIVIDUALS

SUBSCRIBER PARTICULARS	SUBSCRIBER 1	SUBSCRIBER 2	SUBSCRIBER 3	SUBSCRIBER 4
NAME				
ADDRESS				
NATIONALITY				
OCCUPATION				
SHARES TAKEN UP	The total of the number of shares issued to all subscribers may not exceed the authorised number of shares stated at Item 4.			
CLASS OF SHARES	AMOUNT OF SHARES	AMOUNT OF SHARES	AMOUNT OF SHARES	AMOUNT OF SHARES
1. ORDINARY*	1. _____	1. _____	1. _____	1. _____
2. PREFERENCE*	2. _____	2. _____	2. _____	2. _____
OTHER*	3. _____	3. _____	3. _____	3. _____
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)				
WITNESSED AT (LOCATION/ADDRESS)				
SIGNATURE				
DATE				

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

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

\* Where more than one class of shares are issued, at incorporation, a Form 3 must be completed and attached to this form.       Continuation page(s) attached

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

**112. PARTICULARS OF SUBSCRIBERS WHO ARE COMPANIES**

<b>COMPANY PARTICULARS</b>		
COMPANY NAME		
COMPANY NUMBER (IF IT IS A LOCAL COMPANY)		
DATE OF INCORPORATION		
COMPANY REGISTERED OFFICE ADDRESS / OTHER ADDRESS		
COUNTRY OF INCORPORATION		
<b>SHARES TAKEN UP</b>	The total of the number of shares issued to all subscribers may not exceed the authorised number of shares stated at item 4	
CLASS OF SHARES	AMOUNT OF SHARES	
1. ORDINARY SHARES*	1.	
2. PREFERENCE SHARES*	2.	
OTHER*	3.	
3. Specialy		

\* Where more than one class of shares are issued, at incorporation, a Form 3 must be completed and attached to this form.

SEAL

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

If an officer and a witness are located in different countries.  While on Visit  While on Visit

F1D FOR OFFICIAL USE ONLY COMPANY #: \_\_\_\_\_

5

While on visit must be selected

PLEASE INDICATE THE BENEFICIAL OWNERSHIP SCHEDULES ATTACHED:  BENEFICIAL OWNERSHIP SCHEDULE A – BENEFICIAL OWNER OF THE COMPANY (required)  BENEFICIAL OWNERSHIP SCHEDULE B – BENEFICIAL OWNER OF THE CORPORATE SUBSCRIBER/MEMBER (use only if there is a corporate subscriber or member)

13. DECLARATION OF ACCURACY OF PRESENTED INFORMATION  
To the best of my knowledge, information, and belief, I hereby certify the contents of this form to be accurate.

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

FID FOR OFFICIAL USE ONLY COMPANY #:

**THIS PAGE IS INTENTIONALLY LEFT BLANK.**

**FID FOR OFFICIAL USE ONLY COMPANY #:**

**7**

**F1A**

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

<b>NAME:</b>	.....
<b>COMPLETE ADDRESS:</b>	..... .....
<b>EMAIL ADDRESS:</b>	.....
<b>CONTACT NUMBER:</b>	.....
<b>FAX NUMBER</b>	.....

**15. ADDITIONAL PARTICULARS OF DIRECTORS**

NAME OF DIRECTOR	TAXPAYER REGISTRATION NUMBER	EMAIL
1.		
2.		
3.		
4.		
5.		
6.		

**126. ADDITIONAL PARTICULARS OF COMPANY SECRETARY**

NAME OF SECRETARY	TAXPAYER REGISTRATION NUMBER	EMAIL

**137. ADDITIONAL PARTICULARS OF DECLARANT**

TAXPAYER REGISTRATION NUMBER	EMAIL

**F1D FOR OFFICIAL USE ONLY COMPANY #:**




18. ADDITIONAL PARTICULARS OF INDIVIDUAL SUBSCRIBERS

NAME OF SUBSCRIBER	TAXPAYER REGISTRATION NUMBER (WHERE THERE IS NONE USE OTHER TAX ID NUMBER OR PASSPORT NUMBER OR DRIVER'S LICENCE NUMBER)	DATE OF BIRTH
1.		
2.		
3.		
4.		
5.		

F1D FOR OFFICIAL USE ONLY COMPANY #:

2. Delete Form 23 and substitute therefor the following form—



**FORM 23**  
**NOTICE OF APPOINTMENT OF DIRECTORS**

**JAMAICA**

**THE COMPANIES ACT**  
**NOTICE OF APPOINTMENT OF/CHANGE OF DIRECTORS**  
(Pursuant to sections 183 (2) & (3))

---

1. NAME OF COMPANY

iA. COMPANY NUMBER       iB. COMPANY TAXPAYER REGISTRATION NUMBER

iC. COMPANY FAX NUMBER       iD. TYPE OF COMPANY:    PRIVATE     PUBLIC

---

2. NOTICE IS GIVEN THAT ON THE \_\_\_\_\_ DAY OF \_\_\_\_\_, THE FOLLOWING PERSON(S) WAS/WERE APPOINTED DIRECTOR (S)

**PARTICULARS OF DIRECTOR # 1**

SURNAME:	CHRISTIAN NAME:	MIDDLE NAME (S):	MAIDEN NAME:
RESIDENTIAL ADDRESS:		OCCUPATION:	
STREET		NATIONALITY:	
TOWN		IS THIS PERSON 18 YEARS OR OLDER? <input type="checkbox"/> YES <input type="checkbox"/> NO	CONTACT NUMBER:
POST OFFICE			
PARISH		SEX: <input type="checkbox"/> FEMALE <input type="checkbox"/> YES <input type="checkbox"/> MALE <input type="checkbox"/> NO	IS THIS PERSON A DIRECTOR FOR ANOTHER COMPANY? (If 'Yes' is selected, please complete the relevant schedule)
SIGNATURE			

---

I AM / NOT AN EMPLOYEE OF THE COMPANY OR ITS AFFILIATES (Section 172 (1) of the Companies Act 2004).

<input style="width: 90%; height: 20px;" type="text"/>	<input style="width: 90%; height: 20px;" type="text"/>	<input style="width: 90%; height: 20px;" type="text"/>
PRINT NAME	DATE	SIGNATURE

PARTICULARS OF DIRECTOR # 2			
SURNAME:		CHRISTIAN NAME:	
MIDDLE NAME (S):		MAIDEN NAME:	
RESIDENTIAL ADDRESS:		OCCUPATION:	
STREET		NATIONALITY:	
TOWN		IS THIS PERSON 18 YEARS OR OLDER?	
POST OFFICE		CONTACT NUMBER:	
PARISH		<input type="checkbox"/> YES <input type="checkbox"/> NO	
SIGNATURE		SEX:	IS THIS PERSON A DIRECTOR FOR ANOTHER COMPANY? (If 'Yes' is selected, please complete the relevant schedule)
		<input type="checkbox"/> FEMALE <input type="checkbox"/> MALE	<input type="checkbox"/> YES <input type="checkbox"/> NO

I AM / NOT AN EMPLOYEE OF THE COMPANY OR ITS AFFILIATES (Section 172 (1) of the Companies Act 2004).		
PRINTNAME	DATE	SIGNATURE

PARTICULARS OF DIRECTOR # 3			
SURNAME:		CHRISTIAN NAME:	
MIDDLE NAME (S):		MAIDEN NAME:	
RESIDENTIAL ADDRESS:		OCCUPATION:	
STREET		NATIONALITY:	
TOWN		IS THIS PERSON 18 YEARS OR OLDER?	
POST OFFICE		CONTACT NUMBER:	
PARISH		<input type="checkbox"/> YES <input type="checkbox"/> NO	
SIGNATURE		SEX:	IS THIS PERSON A DIRECTOR FOR ANOTHER COMPANY? (If 'Yes' is selected, please complete the relevant schedule)
		<input type="checkbox"/> FEMALE <input type="checkbox"/> MALE	<input type="checkbox"/> YES <input type="checkbox"/> NO

I AM / NOT AN EMPLOYEE OF THE COMPANY OR ITS AFFILIATES (Section 172 (1) of the Companies Act 2004).		
PRINT NAME	DATE	SIGNATURE

**PARTICULARS OF DIRECTORS WHO ARE COMPANIES # 1**

COMPANY PARTICULARS		OFFICER PARTICULARS	OFFICER 1	OFFICER 2
COMPANY NAME		OFFICER NAME		
COMPANY NUMBER (IF IT IS A LOCAL COMPANY)		OFFICE HELD IN COMPANY		
COMPANY REGISTERED OFFICE ADDRESS/OTHER ADDRESS		SIGNATURE		
COUNTRY OF INCORPORATION		DATE		
		BY (NAME OF WITNESS)		
		WITNESSED AT (LOCATION/ADDRESS)		
		SIGNATURE		
		DATE		

SEAL

If an officer and a witness are located in different countries, this form must be signed.

While on Visit       While on Visit  
 \_\_\_\_\_ Continuation page(s) attached

**PARTICULARS OF SUBSCRIBERS WHO ARE COMPANIES #2**

COMPANY PARTICULARS	OFFICER PARTICULARS	OFFICER 1	OFFICER 2
COMPANY NAME	OFFICER NAME		
COMPANY NUMBER (IF IT IS A LOCAL COMPANY)			
REGISTERED OFFICE ADDRESS (OTHER ADDRESS)	OFFICE HELD IN COMPANY		
	SIGNATURE		
	DATE		
	BY (NAME OF WITNESS)		
	WITNESSED AT (LOCATION/ADDRESS)		
	SIGNATURE		
	DATE		

SEAL

If an officer and a witness are located in different countries, while on visit must be selected.

While on Visit       While on Visit  
 ..... Continuation page(s) attached

4. NOTICE IS GIVEN THAT ON THE A DIRECTOR DAY OF THE FOLLOWING PERSON(S) CEASED TO HOLD OFFICES

NAME (S)	REASON FOR CEASING

5. THE DIRECTORS OF THIS COMPANY AS OF THE DAY OF ARE:

NAME (S)

6. DECLARATION OF ACCURACY OF PRESENTED INFORMATION To the best of my knowledge, information, and belief, I hereby certify the contents of this form to be accurate.

DATE	PRINTED NAME	SIGNATURE	CONTACT #

CAPACITY: DIRECTOR  
SECRETARY  
AUTHORIZED OFFICIAL

7. FILED BY

<b>NAME:</b>			
<b>ADDRESS:</b>	<b>STREET</b>		
	<b>TOWN</b>		
	<b>POST OFFICE</b>		
	<b>PARISH</b>		
<b>E-MAIL ADDRESS:</b>			
<b>CONTACT NUMBER:</b>			
<b>FAX NUMBER:</b>			

7. PARTICULARS OF DIRECTORS

NAME OF DIRECTOR	EMAIL ADDRESS	TAX REGISTRATION NUMBER

<b>“FOR OFFICIAL USE ONLY”</b>		
COMPANY NUMBER:	_____	
FILED:	_____/_____/_____	
	DAY	MONTH
		YEAR

## JAMAICA

THE COMPANIES ACT  
NOTICE OF APPOINTMENT OF CHANGE OF DIRECTORS

## FORM 23

## INSTRUCTIONS

## GENERAL

This document should indicate in its title its specific purpose and is required to be filed with the Office of the Registrar of Companies and must conform to the requirement under the Act. Where any provision required to be set out is too long for the space provided in the form, the form may incorporate the provisions by annexing a schedule in such manner as may be prescribed under the Act.

Complete Items 1, 1C, 1D, 2, 4, 5, 8, 9 and 10 for new companies.

Complete Items 1-10 for appointment of directors.

Complete Items 1, 2, 4, 5, 8, 9 and 10 for cessation of directors.

Complete Item 3, 6 & 7 where applicable.

## ITEMS 1, 1A, 1B, 1 C, &amp; 1D

- 
- Set out the full legal name of the company.
  - Set out Company number assigned by the Registrar of Companies if it is a change of director.
  - Set out Company Taxpayer Registration Number if it is a change of director. (The company Taxpayer Registration Number will be photocopied by the Registrar of Companies and returned. Individuals may, instead of bringing the Taxpayer Registration Card into the Offices of the Registrar of Companies, provide a certified copy of the same).
  - Set out, where applicable the company fax number.
  - Indicate whether the company is a private or a public company.

**NOTE:** Once certified copies of the Taxpayer Registration Number have been supplied to the Registrar of Companies or the Registrar of Companies has seen the original Taxpayer Registration Card and made a copy of the same the company need only affix the number to any documents being subsequently filed.

## ITEM 2

With respect to each director, who is an individual,

- Set out full name.
- State residential address.
- Specify occupation.
- Set out whether he/she eighteen (18) years of age and over, contact number, sex and nationality.
- Set out particulars of any other directorship held that is the name of the company, its registered address and its company number.

**NOTE:** Section 172 (1) of the Companies Act 2004 provides that:

**“A private company shall have at least one director, but a public company shall have at least three directors, at least two of whom are not employees of the company or any of its affiliates”.**

## ITEM 3

With respect to each director, that is a company,

- Indicate whether it is a public or a private company,
- Set out the name of the public company and the company number assigned by the Registrar of Companies,
- Set out the place of incorporation, including the city and country,
- Set out the company fax number and the company Taxpayer registration Number,
- It must be signed by two (2) officers of the company and the company seal must be affixed. These officers must either be a director, a secretary or an authorized officer of the company.

## ITEM 4

Specify the complete list of Directors that ceased to be Directors as at the date of this Form.

**NOTE:**

The date mentioned in this section refers to the date of the last change.



**ITEM 5**

---

Specify the complete list of Directors that are appointed as such as at the date of this Form.

**NOTE:**

The date mentioned in this section refers to the date of the last change.

**ITEM 6**

---

A director, secretary or other authorized officer of the company shall sign the notice. (This form cannot be signed by a signing director). This form must be dated.

**ITEM 7**

---

Set out the name, residential address, telephone number, fax number and email address of the person filing the form with the Registrar of Companies.

**ITEM 8**

---

Set out in respect to each director his/her email address and their Taxpayer Registration Number. (The Taxpayer Registration Number will be photocopied by the Registrar of Companies and returned. Individuals may, instead of bringing the Taxpayer Registration Card into the Offices of the Registrar of Companies, provide a certified copy of the same). (See instructions at Item 1 above in relation to Taxpayer Registration cards)

**NOTE:**

Where required by the Act, the changes being reported by the filing of this Form must be authorized by the director (s).

**THIS FORM AND THE PRESCRIBED FEE AT THE DATE OF FILING SHOULD BE DEPOSITED WITH THE REGISTRAR OF COMPANIES.**

**\*\* A LATE FEE MIGHT ALSO BE APPLICABLE PURSUANT TO THE 15<sup>th</sup> SCHEDULE OF THE COMPANIES ACT**

**\*\*\* EVERY OFFICER OF THE COMPANY IN DEFAULT OF THE PROVISIONS OF THE COMPANIES ACT IS LIABLE TO THE PRESCRIBED PENALTY AND WHERE NO PENALTY IS PRESCRIBED BY THE RELEVANT SECTION IN THE ACT TO A FINE NOT EXCEEDING \$50,000 (SECTION 384 COMPANIES ACT)**

3. Insert, in the correct numerical sequence, the following forms—

**FORM19E**  
FORM 19E (REVISED) 2023



**THE COMPANIES ACT**  
**STATUS QUO ANNUAL RETURN DECLARATION FORM FOR COMPANIES LIMITED BY GUARANTEE WITHOUT SHARE CAPITAL**

(Pursuant to sections 121 & 122 of the Companies Act 2004)

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

**NOTE 1: FILING THIS FORM DOES NOT SATISFY ANY OBLIGATION TO FILE A FINANCIAL STATEMENT**  
**NOTE 2: THIS FORM CANNOT BE USED IF THERE HAS BEEN A CHANGE IN THE COMPANY'S INFORMATION WHICH IS REQUIRED TO BE PRESENTED IN AN ANNUAL RETURN**

1A. NAME OF COMPANY				The name here must be consistent with the name stated on its Certificate of Incorporation or most recent Change of Name Certificate applicable to the period of the Annual Return.
1B. TYPE OF COMPANY <input type="checkbox"/> Private <input type="checkbox"/> Public		1C. COMPANY REGISTRATION NUMBER	1D. COMPANY TAXPAYER REGISTRATION NUMBER	
1E. COMPANY TELEPHONE NUMBER	1F. EMAIL ADDRESS	1G. REPORTING YEAR		

**2. COMPANY STATUS QUO**

The abovenamed company hereby declares that there have been no changes to the:

1. Officers;
2. Beneficial owners;
3. Registered office; and
4. The location of the Register of Members

**3. DECLARATION OF ACCURACY OF PRESENTED INFORMATION**  
 To the best of my knowledge, information and belief, I hereby certify the contents of this form to be accurate.

<p><b>EXECUTION BY NATURAL PERSONS</b></p> <p>Name of Officer: _____</p> <p>Capacity: <input type="checkbox"/> Director  <input type="checkbox"/> Secretary  <input type="checkbox"/> Authorized Official</p> <p>Signature: _____</p> <p>Date: _____ (dd/mm/yyyy)</p>	<p><b>EXECUTION BY OFFICERS WHO ARE COMPANIES</b></p> <p>Name of Officer: _____</p> <p>Capacity: <input type="checkbox"/> Director  <input type="checkbox"/> Secretary  <input type="checkbox"/> Authorized Official</p> <p>Signature: _____</p> <p>Date: _____ (dd/mm/yyyy)</p> <p style="text-align: center;"><b>OR</b></p> <p>Name of Officer: _____</p> <p>Capacity: <input type="checkbox"/> Director  <input type="checkbox"/> Secretary  <input type="checkbox"/> Authorized Official</p> <p>Signature: _____</p> <p>Date: _____ (dd/mm/yyyy)</p>
---	--

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

**F19E**

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BLANK.

FOR OFFICIAL USE ONLY COMPANY#:

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

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

5. ADDITIONAL PARTICULARS OF DECLARANT OFFICER IDENTIFIED AT ITEM 3.

NAME OF OFFICER	TAXPAYER REGISTRATION NUMBER	EMAIL	CONTACT NUMBER
FFSADFAS			

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

**FORM 27A**

READ INSTRUCTIONS BEFORE  
COMPLETING



THE COMPANIES ACT OF JAMAICA  
**NOTICE OF CHANGE IN REGISTER OF MEMBERS AND BENEFICIAL OWNERS  
FOR COMPANIES WITH SHARE CAPITAL**

(Pursuant to 109(1)(c) of the Companies Act of Jamaica 2004)

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

**INSTRUCTIONS:**

- THIS FORM SHOULD BE USED TO NOTIFY THE REGISTRAR OF ANY CHANGES IN MEMBERSHIP AND BENEFICIAL OWNERSHIP IN A COMPANY LIMITED BY SHARE CAPITAL.
- CHANGES IN MEMBERSHIP THAT ARISE FROM ALLOTMENT OF NEW SHARES SHOULD BE NOTED ON THE FORM 9, **NOT** ON THIS FORM.
- WHERE THE COMPANY GIVING NOTICE IS AN OVERSEAS COMPANY, PROOF OF CHANGE MUST BE ATTACHED TO THIS FORM, PER SECTION 365(1) OF THE ACT.

<b>1A. NAME OF COMPANY:</b> _____		
<b>1B. COMPANY REGISTRATION NUMBER:</b> _____	<b>1C. COMPANY TAXPAYER REGISTRATION NUMBER:</b> _____	
<b>1D. COMPANY TELEPHONE NUMBER:</b> _____	<b>1E. EMAIL ADDRESS:</b> _____	<b>1F. TYPE OF COMPANY:</b> <input type="checkbox"/> Private <input type="checkbox"/> Public

**2. NATURE OF CHANGE**

<input type="checkbox"/> Change in member (cessation of existing or commencement of new member)
<input type="checkbox"/> Change in beneficial owner (cessation of existing or commencement of new beneficial owner) <input type="checkbox"/> General Changes

**3. PLEASE CONFIRM THAT YOU HAVE ATTACHED BENEFICIAL OWNERSHIP FORM C IF YOU ARE NOTIFYING THE REGISTRAR OF A CHANGE IN BENEFICIAL OWNERSHIP INFORMATION**

<input type="checkbox"/> YES, THE BENEFICIAL OWNERSHIP FORM C IS ATTACHED TO THIS FORM
--

PART I – CESSATION OF CURRENT SHAREHOLDER

**4A. CHANGE IN SHAREHOLDING – REMOVAL OF CURRENT SHAREHOLDER**

NOTICE IS GIVEN THAT ON THE \_\_\_\_ DAY OF \_\_\_\_\_, \_\_\_\_\_ THE FOLLOWING PERSON(S) CEASED TO BE A SHAREHOLDER OF THE COMPANY.

NAME OF SHAREHOLDER	CLASS OF SHARES	NUMBER OF SHARES DISPOSED OF	OCCUPATION	NATIONALITY
<b>ADDRESS:</b> _____				

**FORM 27A**

NAME OF SHAREHOLDER	CLASS OF SHARES	NUMBER OF SHARES DISPOSED OF	OCCUPATION	NATIONALITY
ADDRESS:				

NAME OF SHAREHOLDER	CLASS OF SHARES	NUMBER OF SHARES DISPOSED OF	OCCUPATION	NATIONALITY
ADDRESS:				

CONTINUATION PAGE(S) – CESSATION OF CURRENT SHAREHOLDERS(S)

**PART II – COMMENCEMENT OF NEW SHAREHOLDER****4B. CHANGE IN MEMBERSHIP – COMPANY WITH SHARE CAPITAL**

NOTICE IS GIVEN THAT ON THE \_\_\_\_\_ DAY OF \_\_\_\_\_, \_\_\_\_\_ THE FOLLOWING PERSON(S) COMMENCED AS SHAREHOLDER(S) OF THE COMPANY.

NAME	CLASS OF SHARES	NUMBER OF SHARES ACQUIRED	OCCUPATION	NATIONALITY
ADDRESS:				
Is this person a nominee shareholder? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)				
COMPANY REGISTERED OFFICE ADDRESS/OTHER ADDRESS (CORPORATE SHAREHOLDER ONLY)				
COUNTRY OF INCORPORATION (CORPORATE SHAREHOLDER ONLY)				
DATE OF INCORPORATION (CORPORATE SHAREHOLDER ONLY)				

NAME	CLASS OF SHARES	NUMBER OF SHARES ACQUIRED	OCCUPATION	NATIONALITY
ADDRESS:				
Is this person a nominee shareholder? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)				

**FORM 27A**

COMPANY REGISTERED OFFICE ADDRESS/OTHER ADDRESS (CORPORATE SHAREHOLDER ONLY)	
COUNTRY OF INCORPORATION (CORPORATE SHAREHOLDER ONLY)	
DATE OF INCORPORATION (CORPORATE SHAREHOLDER ONLY)	

NAME	CLASS OF SHARES	NUMBER OF SHARES ACQUIRED	OCCUPATION	NATIONALITY
ADDRESS:				
Is this person a nominee shareholder? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)				
COMPANY REGISTERED OFFICE ADDRESS/OTHER ADDRESS (CORPORATE SHAREHOLDER ONLY)				
COUNTRY OF INCORPORATION (CORPORATE SHAREHOLDER ONLY)				
DATE OF INCORPORATION (CORPORATE SHAREHOLDER ONLY)				

CONTINUATION PAGE(S) – COMMENCEMENT OF NEW SHAREHOLDERS(S)

PART III – CHANGES IN SHAREHOLDING OF EXISTING SHAREHOLDER

**5. CHANGES IN SHAREHOLDING OF EXISTING SHAREHOLDERS**

Increases occurring from an allotment of shares shall **NOT** be stated here, the Form 9 should be used.

NOTICE IS GIVEN THAT ON THE \_\_\_\_\_ DAY OF \_\_\_\_\_, \_\_\_\_\_ THE FOLLOWING PERSON(S) INCREASED OR DECREASED THEIR SHAREHOLDING IN THE COMPANY.

NAME OF SHAREHOLDER	NUMBER OF SHARES HELD BEFORE CHANGE	NUMBER OF SHARES HELD AFTER CHANGE

PART IV – GENERAL CHANGES TO THE COMPANY REGISTER

**6A. PLEASE INDICATE NATURE OF CHANGE BELOW**

<input type="checkbox"/> Change Of Name of Corporate Member	<input type="checkbox"/> Change Of Name of Member
---	---

**FORM 27A**

<p><i>PROOF OF CHANGE OF NAME MUST BE SUBMITTED WITH FORM.</i></p>	<p><b>INDICATE REASON FOR CHANGE OF NAME</b></p> <p><input type="checkbox"/> MARRIAGE CERTIFICATE  <input type="checkbox"/> DEED POLL</p> <p><i>PROOF OF CHANGE OF NAME MUST BE SUBMITTED WITH FORM.</i></p>	
<p><input type="checkbox"/> Change Of Occupation of Member(s)</p>	<p><input type="checkbox"/> Change Of Address of Member(s)</p>	<p><input type="checkbox"/> Change Of Nationality of Member(s)</p>

**6B. PLEASE EXPLAIN THE DETAILS OF THE CHANGE BELOW**

*Provide a detailed description of the particulars you are changing, stating old information and the new information as well. For example, if the address is changed you should state from where to where. Address should be complete and include street/district, town, and parish.*

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**7. DECLARATION OF ACCURACY OF PRESENTED INFORMATION**

To the best of my knowledge, information, and belief, I hereby certify the contents of this form to be accurate.

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

**7. FILED BY**

PARTICULARS OF INDIVIDUAL/COMPANY FILING THE FORM WITH THE COMPANIES OFFICE OF JAMAICA

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

**8. ADDITIONAL PARTICULARS OF PERSON WHO SIGNED AS DECLARANT AT ITEM 7**

NAME	TAXPAYER REGISTRATION NUMBER	EMAIL



**FORM 27A**

9. ADDITIONAL PARTICULARS OF SHAREHOLDERS AT ITEM 4B

NAME OF SHAREHOLDER	TAXPAYER REGISTRATION NUMBER (WHERE THERE IS NONE USE OTHER TAX ID NUMBER OR PASSPORT NUMBER OR DRIVER'S LICENCE NUMBER)	DATE OF BIRTH
1.		
2.		
3.		
4.		
5.		

**FORM 27A**

JAMAICA  
THE COMPANIES ACT  
NOTICE OF CHANGE IN REGISTER OF MEMBERS  
FORM 27

INSTRUCTIONS**GENERAL**

This document is required to be filed at the Companies Office of Jamaica and must conform to the requirements under the Companies Act of Jamaica and subsequent Amendments made thereto.

Where any provision required to be set out is too long for the space provided in the form, a schedule may be appended to the form. This schedule must be labeled appropriately, for example, 'Schedule A' or 'Schedule B' and where alphanumerical characters are used to label a schedule(s), same must be done in ascending order.

**ITEMS 1A-F**

The full name of company should be stated at item 1A. The name here must be completely consistent with the name on the company's certificate of registration or incorporation, or, in the case of a name change, any certificate of name change.

The company number of the company being removed should be stated at item 1B. The number must be completely consistent with the company number on record at the COJ.

Item 1C must reflect the TRN of the company, as assigned to it by the Tax Administration of Jamaica.

Item 1D and 1E are not mandatory, however, if provided must be completed in full. For example, item 1D must reflect a legitimate 10-digit telephone number and item 1E must contain the relevant domain ending, such as 'gmail.com' or 'yahoo.com'.

Item 1F must be accurately indicated to show whether the company being removed is a publicly traded company or it privately held.

**ITEM 2**

The change being made to the register should be indicated here. Based on the Act, registerable changes are:

1. Change in Membership
2. Change in the personal information of either a shareholder

**ITEM 3A-B**

Where a person is reflected as a shareholder on the company record, but the person ceases to be a shareholder, their information should be stated at item 3A. If this person is also a beneficial owner of the company, it must be stated whether they will continue as beneficial owner or not.

Where a new shareholder is added their information must be stated at item 3B. If they are also the beneficial owner of the shares, this must be indicated. If they are not, the beneficial owner should be stated.

**ITEM 4**

Where an existing shareholder increases or decreases the amount shares he holds, without extinguishing his interest in the company, item 5 should be completed.

## **FORM 27A**

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### **ITEM 5A-B**

Items 6A-B are to be completed where there are general changes to existing shareholders.

Where there is a change to the First, Middle or Last name of a member, it must be indicated. Once there is a change of name, proof of such change must be attached. The proof that must be attached is the legal document authorizing the change.

Where there is a change to the occupation of a member it must be indicated. For example, where the shareholder is listed as an electrician on the company records in the Register of Members, and the individual has changed his occupation that of a Dentist, this change must be indicated.

Where there is a change to the address of a member, it must be indicated.

Where there is a change to the nationality of a member, it must be indicated.

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### **ITEM 7**

Item 7 is the Declaration section of the Form. By signing this section, the signatory is declaring that all the information stated on this Form is true to the best of his knowledge, information and belief.

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### **ITEM 8-9**

Item 8 requires information on the person who files this form at the Companies Office. For example, if the company being registered on this form had the form prepared and filed by its Attorney then item 7 would reflect the personal details of that Attorney.

Item 9 requires further personal information on the person who signs at item 6 of the Form as the Declarant.

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### **ITEM 10A-C**

The Companies (Amendment) Act 2022 and the Companies Amendment Rules 2022 both require additional personal information on members. Item 20 and 21 must be completed to satisfy the requirements of these laws.

**FORM 27B**

READ INSTRUCTIONS BEFORE  
COMPLETING



THE COMPANIES ACT OF JAMAICA  
**NOTICE OF CHANGE IN BENEFICIAL OWNERSHIP INFORMATION FOR COMPANIES  
LIMITED BY GUARANTEE WITHOUT SHARE CAPITAL**

(Pursuant to 109(1)(c) of the Companies Act of Jamaica 2004)

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

**INSTRUCTIONS:**

- THIS FORM SHOULD BE USED TO NOTIFY THE REGISTRAR OF ANY CHANGES TO BENEFICIAL OWNERSHIP INFORMATION IN A COMPANY LIMITED BY GUARANTEE WITHOUT SHARE CAPITAL.
- WHERE THE COMPANY GIVING NOTICE IS AN OVERSEAS COMPANY, PROOF OF CHANGE MUST BE ATTACHED TO THIS FORM, PER SECTION 365(1) OF THE ACT.

<b>1A. NAME OF COMPANY:</b> _____		
<b>1B. COMPANY REGISTRATION NUMBER:</b> _____	<b>1C. COMPANY TAXPAYER REGISTRATION NUMBER:</b> _____	
<b>1D. COMPANY TELEPHONE NUMBER:</b> _____	<b>1E. EMAIL ADDRESS:</b> _____	<b>1F. TYPE OF COMPANY:</b> <input type="checkbox"/> Private <input type="checkbox"/> Public

**2. PLEASE CONFIRM THAT YOU HAVE ATTACHED BENEFICIAL OWNERSHIP FORM C**

YES, THE BENEFICIAL OWNERSHIP SCHEDULE C IS ATTACHED TO THIS FORM.

**3. DECLARATION OF ACCURACY OF PRESENTED INFORMATION**

<b>To the best of my knowledge, information, and belief, I hereby certify the contents of this form to be accurate.</b>			
<b>NAME OF DECLARANT</b>		<b>CAPACITY</b>	<input type="checkbox"/> Director <input type="checkbox"/> Secretary <input type="checkbox"/> Member
<b>SIGNATURE OF DECLARANT</b>		<b>DATE</b>	

**FORM 27B**

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

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

5. ADDITIONAL PARTICULARS OF PERSON WHO SIGNED AS DECLARANT AT ITEM 5

NAME	TAXPAYER REGISTRATION NUMBER	EMAIL

**FORM 27B**

JAMAICA  
THE COMPANIES ACT  
NOTICE OF CHANGE IN REGISTER OF MEMBERS  
FORM 27B

INSTRUCTIONS

**GENERAL**

This document is required to be filed at the Companies Office of Jamaica and must conform to the requirements under the Companies Act of Jamaica and subsequent Amendments made thereto.

Where any provision required to be set out is too long for the space provided in the form, a schedule may be appended to the form. This schedule must be labeled appropriately, for example, 'Schedule A' or 'Schedule B' and where alphanumerical characters are used to label a schedule(s), same must be done in ascending order.

**ITEMS 1A-F**

The full name of company should be stated at item 1A. The name here must be completely consistent with the name on the company's certificate of registration or incorporation, or, in the case of a name change, any certificate of name change.

The company number of the company being removed should be stated at item 1B. The number must be completely consistent with the company number on record at the COJ.

Item 1C must reflect the TRN of the company, as assigned to it by the Tax Administration of Jamaica.

Item 1D and 1E are not mandatory, however, if provided must be completed in full. For example, item 1D must reflect a legitimate 10-digit telephone number and item 1E must contain the relevant domain ending, such as 'gmail.com' or 'yahoo.com'.

Item 1F must be accurately indicated to show whether the company being removed is a publicly traded company or it privately held.

**ITEM 2**

The change being made to the register should be indicated here. Based on the Act, registerable changes are:

1. Change in Beneficial Ownership
2. Change in the personal information of either a member or beneficial owner

**ITEM 3**

Item 3 is the Declaration section of the Form. By signing this section the signatory is declaring that all the information stated on this Form is true to the best of his knowledge, information and belief.


**ITEM 4-5**

Item 4 requires information on the person who files this form at the Companies Office. For example, if the company being registered on this form had the form prepared and filed by its Attorney then item 7 would reflect the personal details of that Attorney.

Item 5 requires further personal information on the person who signs at item 6 of the Form as the Declarant.

New Registration  
 Amended

CD # \_\_\_\_\_  
Reason for amendment:  
\_\_\_\_\_



**THE COMPANIES ACT**  
**PARTICULARS OF OVERSEAS COMPANY**  
(Pursuant to sections 353(1) and 365(1) of the Companies Act 2004)

**FORM 31**  
**READ INSTRUCTIONS BEFORE COMPLETING**

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

**1A. NAME OF COMPANY**

\_\_\_\_\_

\_\_\_\_\_

The name here must be completely consistent with the name on the company's certificate of registration or incorporation, or, in the case of a name change, any certificate of name change.

**1B. TYPE OF COMPANY**      **1C. PLACE OF INCORPORATION**

Private    Public      \_\_\_\_\_

This refers to place where the company was originally incorporated.

**1D. COMPANY TELEPHONE NUMBER**      **1E. EMAIL ADDRESS**

\_\_\_\_\_      \_\_\_\_\_

---

**2. LOCATION OF COMPANY'S REGISTERED OFFICE IN THE PLACE OF INCORPORATION**

STREET OR DISTRICT	_____		
TOWN	_____		
POST OFFICE / POSTAL CODE	_____		
STATE/COUNTY/ <sup>(1)</sup> PARISH	COUNTRY	_____	

**2A. MAILING ADDRESS OF COMPANY**

STREET OR DISTRICT	_____		
TOWN	_____		
POST OFFICE / POSTAL CODE	_____		
STATE/COUNTY/ <sup>(1)</sup> PARISH	COUNTRY	_____	

---

**3. LOCATION OF ESTABLISHED PLACE OF BUSINESS IN JAMAICA**

STREET OR DISTRICT	_____		
TOWN	_____		
POST OFFICE	_____		
PARISH	_____		

**3A. MAILING ADDRESS IN JAMAICA**

NAME	_____		
STREET OR DISTRICT	_____		
TOWN	_____		
POST OFFICE	_____		
PARISH	_____		

**FOR OFFICIAL USE ONLY**      COMPANY #: \_\_\_\_\_      1

4. NAME AND ADDRESS OF AGENT AUTHORISED TO ACCEPT SERVICE OF PROCESS IN JAMAICA			
NAME OF AGENT			
STREET OR DISTRICT			
TOWN			
POST OFFICE			
PARISH			
CONTACT NUMBER			
EMAIL/FAX			

5. PARTICULARS OF DIRECTORS			
<b>DIRECTOR 1 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)</b>			
FULL NAME		NATIONALITY	
FULL ADDRESS or REGISTERED OFFICE ADDRESS	<small>* PRESENTIAL</small>		
	<small>TOWN</small>	<small>POST OFFICE/PHYSICAL CODE</small>	
	<small>PARISH/CORPORATION</small>	<small>COUNTRY</small>	
OCCUPATION		CONTACT	
<b>DIRECTOR 2 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)</b>			
FULL NAME		NATIONALITY	
FULL ADDRESS or REGISTERED OFFICE ADDRESS	<small>* PRESENTIAL</small>		
	<small>TOWN</small>	<small>POST OFFICE/PHYSICAL CODE</small>	
	<small>PARISH/CORPORATION</small>	<small>COUNTRY</small>	
OCCUPATION		CONTACT	
<b>DIRECTOR 3 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)</b>			
FULL NAME		NATIONALITY	
FULL ADDRESS or REGISTERED OFFICE ADDRESS	<small>* PRESENTIAL</small>		
	<small>TOWN</small>	<small>POST OFFICE/PHYSICAL CODE</small>	
	<small>PARISH/CORPORATION</small>	<small>COUNTRY</small>	
OCCUPATION		CONTACT	



<b>DIRECTOR 4 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)</b>			
FULL NAME		NATIONALITY	
FULL ADDRESS or REGISTERED OFFICE ADDRESS	* RESIDENTIAL		
	TOWN	POST OFFICIAL NO.	
	PARISH/CITY/TOWNSHIP	COUNTRY	
OCCUPATION		CONTACT	
<b>DIRECTOR 5 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)</b>			
FULL NAME		NATIONALITY	
FULL ADDRESS or REGISTERED OFFICE ADDRESS	* RESIDENTIAL		
	TOWN	POST OFFICIAL NO.	
	PARISH/CITY/TOWNSHIP	COUNTRY	
OCCUPATION		CONTACT	
<b>DIRECTOR 6 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)</b>			
FULL NAME		NATIONALITY	
FULL ADDRESS or REGISTERED OFFICE ADDRESS	* RESIDENTIAL		
	TOWN	POST OFFICIAL NO.	
	PARISH/CITY/TOWNSHIP	COUNTRY	
OCCUPATION		CONTACT	
<input type="checkbox"/> Continuation page(s) attached			
<b>6. PARTICULARS OF COMPANY SECRETARY (Where the secretary is an individual the name must be represented as FIRST MIDDLE LAST)</b>			
FULL NAME		NATIONALITY	
FULL ADDRESS or REGISTERED OFFICE ADDRESS	* RESIDENTIAL		
	TOWN	POST OFFICIAL NO.	
	PARISH/CITY/TOWNSHIP	COUNTRY	
OCCUPATION		CONTACT	

**7A. LIST OF CURRENT MEMBERS WHO ARE NATURAL INDIVIDUALS**  
 If any member with shares is not also the beneficial owner of all those shares, then ITEM 7B MUST be completed.

Members are those who have been registered in the company's register of members. It is a company's responsibility to ensure that the register is up to date. Beneficial owners are natural individuals who enjoy and have a right to the benefits of ownership of the shares. It is the duty of the company to identify the beneficial owner of ALL SHARES in accordance with the provisions of the Act.

MEMBER 1		ADDRESS	NATIONALITY	OCCUPATION	CLASSIFICATION OF SHARES		NUMBER OF SHARES
NAME (For Individual: FIRST LAST)	1				2		
This person is the beneficial owner of all these shares <input type="checkbox"/> YES <input type="checkbox"/> NO							
MEMBER 2		ADDRESS	NATIONALITY	OCCUPATION	CLASSIFICATION OF SHARES		NUMBER OF SHARES
NAME (For Individual: FIRST LAST)	1				2		
This person is the beneficial owner of all these shares <input type="checkbox"/> YES <input type="checkbox"/> NO							
MEMBER 3		ADDRESS	NATIONALITY	OCCUPATION	CLASSIFICATION OF SHARES		NUMBER OF SHARES
NAME (For Individual: FIRST LAST)	1				2		
This person is the beneficial owner of all these shares <input type="checkbox"/> YES <input type="checkbox"/> NO							

..... Continuation page(s) attached

FOR OFFICIAL USE ONLY COMPANY #:





**F31**

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

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

11. PARTICULARS OF PERSON SIGNING AT ITEM 8

NAME	TAXPAYER REGISTRATION NUMBER	EMAIL

FOR OFFICIAL USE ONLY COMPANY #:

7



**THE COMPANIES ACT**  
**PARTICULARS OF OVERSEAS COMPANY**  
(Provision to sections 23(1) & 23(3) of the Companies Act, 2013)

**FORM 31 – Schedule #**  
**PARTICULARS OF BENEFICIAL OWNERS**

**PARTICULARS WHERE INDIVIDUAL SUBSCRIBER(S) SHARE NOT THE BENEFICIAL OWNER(S) OF ALL THE SHARES HELD**  
 (a) Where a subscriber holds shares on behalf of another person, the names of the beneficial owners and the number of shares must be represented below.  
 (b) The total number of shares held by all beneficial owners must not exceed the number of shares subscribed for by the respective subscriber.

Beneficial owners are natural individuals who enjoy and have a right to the benefits of ownership of the shares, i.e. the right to dividends, the right to vote and may be the beneficial owner of ALL, SOME or NONE of the shares.

NAME OF SUBSCRIBER					
NAME OF BENEFICIAL OWNER (I)	ADDRESS	NATIONALITY	OCCUPATION	CLAIMED OF SHARES	NUMBER OF SHARES
1A.					
1B.					
NAME OF SUBSCRIBER					
NAME OF BENEFICIAL OWNER (II)	ADDRESS	NATIONALITY	OCCUPATION	CLAIMED OF SHARES	NUMBER OF SHARES
2A.					
2B.					
NAME OF SUBSCRIBER					
NAME OF BENEFICIAL OWNER (II)	ADDRESS	NATIONALITY	OCCUPATION	CLAIMED OF SHARES	NUMBER OF SHARES
3A.					
3B.					

FOR OFFICIAL USE ONLY COMPANY #:



**THE COMPANIES ACT  
PARTICULARS OF OVERSEAS COMPANY**  
(Omnibus to sections 20(2), 8, 20(2), of the Companies Act 2004)

**FORM 31 – Schedule #**  
**PARTICULARS OF SHARE HOLDERS AND BENEFICIAL OWNERS**

LIST OF CURRENT MEMBERS WHO ARE NATURAL INDIVIDUALS  
(A) If the beneficial owners are different from the individual shareholders, this a separate MUST be completed.  
(B) The total number of shares held by all beneficial owners must not exceed the number of shares subscribed for by the respective subscriber.

Beneficial owners are natural individuals who do not have a right to the benefits of ownership of the shares, as the result of their holding. The shareholder may be the beneficial owner of ALL or PART of the shares.

**MEMBER 1**

NAME (For individuals: FIRST LAST)	ADDRESS	NATIONALITY	OCCUPATION	CLASSIFICATION OF SHARES	NUMBER OF SHARES
This person is the beneficial owner of all these shares <input type="checkbox"/> YES <input type="checkbox"/> NO					

**MEMBER 2**

NAME (For individuals: FIRST LAST)	ADDRESS	NATIONALITY	OCCUPATION	CLASSIFICATION OF SHARES	NUMBER OF SHARES
This person is the beneficial owner of all these shares <input type="checkbox"/> YES <input type="checkbox"/> NO					

**MEMBER 3**

NAME OF SUBSCRIBER (SUBSCRIBER'S)	ADDRESS	NATIONALITY	OCCUPATION	CLASSIFICATION OF SHARES	NUMBER OF SHARES
This person is the beneficial owner of all these shares <input type="checkbox"/> YES <input type="checkbox"/> NO					

FOR OFFICIAL USE ONLY COMPANY#:



THE COMPANIES ACT  
PARTICULARS OF OVERSEAS COMPANY  
(Particulars to sections 202(1) & 202(2) of the Companies Act 2006)

FORM 31 – continuation page  
PARTICULARS OF MEMBERS WHO ARE INDIVIDUALS

7A. LIST OF CURRENT MEMBERS WHO ARE INDIVIDUALS  
If any member with shares is not also the beneficial owner of all those shares, then ITEM 7B MUST be completed.

Members who hold legal interests should include those named in the company's register of members. In a company with shares, those persons will also have to be shareholders. Beneficial owners are natural individuals who enjoy and have a right to the benefits of ownership of the shares, e.g. the right to dividends. The legal shareholder may be the corporate owner of ALL, SOME or NONE of the shares.

MEMBER #	NAME (For individuals: FIRST LAST)	ADDRESS	NATIONALITY	OCCUPATION	CLASSES OF SHARES	NUMBER OF SHARES
1.					1	
					2	
This person is the beneficial owner of all these shares <input type="checkbox"/> YES <input type="checkbox"/> NO						
MEMBER #	NAME (For individuals: FIRST LAST)	ADDRESS	NATIONALITY	OCCUPATION	CLASSES OF SHARES	NUMBER OF SHARES
2.					1	
					2	
This person is the beneficial owner of all these shares <input type="checkbox"/> YES <input type="checkbox"/> NO						
MEMBER #	NAME (For individuals: FIRST LAST)	ADDRESS	NATIONALITY	OCCUPATION	CLASSES OF SHARES	NUMBER OF SHARES
3.					1	
					2	
This person is the beneficial owner of all these shares <input type="checkbox"/> YES <input type="checkbox"/> NO						
MEMBER #	NAME (For individuals: FIRST LAST)	ADDRESS	NATIONALITY	OCCUPATION	CLASSES OF SHARES	NUMBER OF SHARES
4.					1	
					2	
This person is the beneficial owner of all these shares <input type="checkbox"/> YES <input type="checkbox"/> NO						

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 31 – Schedule#**  
**PARTICULARS OF BENEFICIAL OWNERS OF CORPORATE SUBSCRIBERS**

**BENEFICIAL OWNER(S) OF CORPORATE SUBSCRIBERS**

This section must be completed where submitting a Form 14 and there is a corporate subscriber:

NAME OF CORPORATE SUBSCRIBER: _____			
NAME OF BENEFICIAL OWNER # _____	ADDRESS _____	NATIONALITY _____	OCCUPATION _____
RELATIONSHIP TO COMPANY <input type="checkbox"/> Has more than _____% of issued shares	<input type="checkbox"/> Has more than _____% of voting rights	<input type="checkbox"/> Has ability to appoint or remove majority of the board of directors	<input type="checkbox"/> Other: _____
NAME OF BENEFICIAL OWNER # _____	ADDRESS _____	NATIONALITY _____	OCCUPATION _____
RELATIONSHIP TO COMPANY <input type="checkbox"/> Has more than _____% of issued shares	<input type="checkbox"/> Has more than _____% of voting rights	<input type="checkbox"/> Has ability to appoint or remove majority of the board of directors	<input type="checkbox"/> Other: _____
NAME OF BENEFICIAL OWNER # _____	ADDRESS _____	NATIONALITY _____	OCCUPATION _____
RELATIONSHIP TO COMPANY <input type="checkbox"/> Has more than _____% of issued shares	<input type="checkbox"/> Has more than _____% of voting rights	<input type="checkbox"/> Has ability to appoint or remove majority of the board of directors	<input type="checkbox"/> Other: _____
NAME OF BENEFICIAL OWNER # _____	ADDRESS _____	NATIONALITY _____	OCCUPATION _____
RELATIONSHIP TO COMPANY <input type="checkbox"/> Has more than _____% of issued shares	<input type="checkbox"/> Has more than _____% of voting rights	<input type="checkbox"/> Has ability to appoint or remove majority of the board of directors	<input type="checkbox"/> Other: _____

FOR OFFICIAL USE ONLY COMPANY #:

- New Registration  
 Amended

CO # \_\_\_\_\_  
 Reason for amendment: \_\_\_\_\_



THE COMPANIES ACT  
**PARTICULARS OF OVERSEAS COMPANY  
 WITH SHARE CAPITAL**

(Pursuant to sections 363(1) and 365(1) of the Companies Act 2004)

**FORM 31A**  
 READ INSTRUCTIONS BEFORE COMPLETING

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

<b>1A. NAME OF COMPANY</b>		The name here must be completely consistent with the name on the company's certificate of registration or incorporation, or, in the case of a name change, any certificate of name change.
_____ _____		
<b>1B. TYPE OF COMPANY</b>	<b>1C. COUNTRY OF INCORPORATION</b>	This refers to place where the company was originally incorporated.
<input type="checkbox"/> Private <input type="checkbox"/> Public	_____	
<b>1D. COMPANY TELEPHONE NUMBER</b>	<b>1E. EMAIL ADDRESS</b>	
_____	_____	

<b>2. LOCATION OF COMPANY'S REGISTERED OFFICE IN THE PLACE OF INCORPORATION</b>			
STREET OR DISTRICT	_____		
TOWN	_____		
POST OFFICE / POSTAL CODE	_____		
STATE/COUNTRY/ PARISH	COUNTRY	_____	
<b>2A. MAILING ADDRESS OF COMPANY</b>			
STREET OR DISTRICT	_____		
TOWN	_____		
POST OFFICE / POSTAL CODE	_____		
STATE/COUNTRY/ PARISH	COUNTRY	_____	

<b>3. LOCATION OF ESTABLISHED PLACE OF BUSINESS IN JAMAICA</b>	
STREET OR DISTRICT	_____
TOWN	_____
POST OFFICE	_____
PARISH	_____
<b>3A. MAILING ADDRESS IN JAMAICA</b>	
NAME	_____
STREET OR DISTRICT	_____
TOWN	_____
POST OFFICE	_____
PARISH	_____

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

4. NAME AND ADDRESS OF AGENT AUTHORISED TO ACCEPT SERVICE OF PROCESS IN JAMAICA	
NAME OF AGENT	
STREET OR DISTRICT	
TOWN	
POST OFFICE	
PARISH	
CONTACT NUMBER	
EMAIL/FAX	

5. PARTICULARS OF DIRECTORS <small>(In the case of an LLC, the Managers should be stated. In the case of any other entity, the equivalent to a Director should be stated.)</small>	
<b>DIRECTOR 1 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)</b>	
FULL NAME	NATIONALITY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	Is this person a nominee director ? <input type="checkbox"/> Yes <input type="checkbox"/> No <small>(If 'Yes' is selected, complete the prescribed schedule with the Nominator information.)</small>
STREET/DISTRICT	
TOWN	POST OFFICE/POSTAL CODE
PARISH/STATE/PROVINCE	COUNTRY
OCCUPATION	CONTACT
<b>DIRECTOR 2 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)</b>	
FULL NAME	NATIONALITY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	Is this person a nominee director ? <input type="checkbox"/> Yes <input type="checkbox"/> No <small>(If 'Yes' is selected, complete the prescribed schedule with the Nominator information.)</small>
STREET/DISTRICT	
TOWN	POST OFFICE/POSTAL CODE
PARISH/STATE/PROVINCE	COUNTRY
OCCUPATION	CONTACT
<b>DIRECTOR 3 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)</b>	
FULL NAME	NATIONALITY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	Is this person a nominee director ? <input type="checkbox"/> Yes <input type="checkbox"/> No <small>(If 'Yes' is selected, complete the prescribed schedule with the Nominator information.)</small>
STREET/DISTRICT	
TOWN	POST OFFICE/POSTAL CODE
PARISH/STATE/PROVINCE	COUNTRY
OCCUPATION	CONTACT

FOR OFFICIAL USE ONLY COMPANY #:

<b>DIRECTOR 4 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)</b>			
FULL NAME		NATIONALITY	
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT	Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>(If 'Yes' is selected, complete the prescribed schedule with the Nominator information.)</i>	
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/STATE/PROVINCE	COUNTRY	
OCCUPATION		CONTACT	
<b>DIRECTOR 5 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)</b>			
FULL NAME		NATIONALITY	
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT	Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>(If 'Yes' is selected, complete the prescribed schedule with the Nominator information.)</i>	
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/STATE/PROVINCE	COUNTRY	
OCCUPATION		CONTACT	
<b>DIRECTOR 6 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)</b>			
FULL NAME		NATIONALITY	
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT	Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>(If 'Yes' is selected, complete the prescribed schedule with the Nominator information.)</i>	
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/STATE/PROVINCE	COUNTRY	
OCCUPATION		CONTACT	
<input type="checkbox"/> _____ Continuation page(s) attached			

<b>6. PARTICULARS OF COMPANY SECRETARY (Where the secretary is an individual the name must be represented as FIRST MIDDLE LAST)</b>			
<i>Where the company does not and is not required to have a company secretary, this section does not have to be completed.</i>			
FULL NAME		NATIONALITY	
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT		
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/STATE/PROVINCE	COUNTRY	
OCCUPATION		CONTACT	

FOR OFFICIAL USE ONLY    COMPANY #:

**7. LIST OF CURRENT MEMBERS WHO ARE NATURAL INDIVIDUALS**

All the members who are natural persons must be listed in this section.

Members are those legal persons whose names have been entered in the company's register of members. In a company with shares, these persons will also tend to be shareholders.

MEMBER 1 - Is this person a nominee shareholder? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)		ADDRESS	NATIONALITY	OCCUPATION	CLASS(ES) OF SHARES	NUMBER OF SHARES
(For individuals: FIRST LAST)					1 2	
<hr/>						
MEMBER 2 - Is this person a nominee shareholder? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)		ADDRESS	NATIONALITY	OCCUPATION	CLASS(ES) OF SHARES	NUMBER OF SHARES
(For individuals: FIRST LAST)					1 2	
<hr/>						
MEMBER 3 - Is this person a nominee shareholder? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)		ADDRESS	NATIONALITY	OCCUPATION	CLASS(ES) OF SHARES	NUMBER OF SHARES
(For individuals: FIRST LAST)					1 2	
<hr/>						
MEMBER 4 - Is this person a nominee shareholder? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)		ADDRESS	NATIONALITY	OCCUPATION	CLASS(ES) OF SHARES	NUMBER OF SHARES
(For individuals: FIRST LAST)					1 2	
<hr/>						
MEMBER 5 - Is this person a nominee shareholder? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)		ADDRESS	NATIONALITY	OCCUPATION	CLASS(ES) OF SHARES	NUMBER OF SHARES
(For individuals: FIRST LAST)					1 2	

\_\_\_\_\_ Continuation page(s) attached

FOR OFFICIAL USE ONLY COMPANY #:

**8. LIST OF CURRENT MEMBERS WHO ARE COMPANIES**

All the members that are companies must be listed in this section.

Members are those legal persons whose names have been entered in the company's register of members. In a company with shares, these persons will also tend to be shareholders.

NAME OF COMPANY 1	ADDRESS	COUNTRY OF INCORPORATION	CLASSES OF SHARES	NUMBER OF SHARES
			1	
			2	
DATE OF INCORPORATION				
NAME OF COMPANY 2	ADDRESS	COUNTRY OF INCORPORATION	CLASSES OF SHARES	NUMBER OF SHARES
			1	
			2	
DATE OF INCORPORATION				
NAME OF COMPANY 3	ADDRESS	COUNTRY OF INCORPORATION	CLASSES OF SHARES	NUMBER OF SHARES
			1	
			2	
DATE OF INCORPORATION				

Continuation page(s) attached

FOR OFFICIAL USE ONLY COMPANY #:

PLEASE INDICATE THE BENEFICIAL OWNERSHIP SCHEDULES ATTACHED:  BENEFICIAL OWNERSHIP SCHEDULE A - BENEFICIAL OWNER OF THE COMPANY (required)  BENEFICIAL OWNERSHIP SCHEDULE B - BENEFICIAL OWNER OF THE CORPORATE SUBSCRIBER/MEMBER (use only if there is a corporate subscriber or member)

9. DECLARATION OF ACCURACY OF PRESENTED INFORMATION  
To the best of my knowledge, information and belief, I hereby certify the contents of this form to be accurate.

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

FOR OFFICIAL USE ONLY COMPANY #:

**F31**

**90. FILED BY**

**PARTICULARS OF INDIVIDUAL/COMPANY FILING THE FORM WITH THE COMPANIES OFFICE OF JAMAICA**

<b>NAME:</b>	_____
<b>COMPLETE ADDRESS:</b>	_____ _____
<b>EMAIL ADDRESS:</b>	_____
<b>CONTACT NUMBER:</b>	_____
<b>FAX NUMBER</b>	_____

**101. ADDITIONAL PARTICULARS OF DECLARANT**

NAME	TAXPAYER REGISTRATION NUMBER	EMAIL

**12. ADDITIONAL PARTICULARS OF INDIVIDUAL MEMBERS**

NAME OF INDIVIDUAL MEMBER	TAXPAYER REGISTRATION NUMBER (WHERE THERE IS NONE USE OTHER TAX ID NUMBER OR PASSPORT NUMBER OR DRIVER'S LICENCE NUMBER)	DATE OF BIRTH
1.		
2.		
3.		
4.		
5.		

FOR OFFICIAL USE ONLY    COMPANY #:



JAMAICA  
THE COMPANIES ACT  
PARTICULARS OF OVERSEAS COMPANY WITH SHARE CAPITAL  
FORM 31

**INSTRUCTIONS**

**GENERAL**

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This document is required to be filed at the Companies Office of Jamaica and must conform to the requirements under the Companies Act of Jamaica and subsequent Amendments made thereto.

Where any provision required to be set out is too long for the space provided in the form, a schedule may be appended to the form. This schedule must be labeled appropriately, for example, 'Schedule A' or 'Schedule B' and the where alphanumeric characters are used to label a schedule(s), same must be done in ascending order.

**ITEMS 1A-E**

---

The full name of company should be stated at item 1A. The name here must be completely consistent with the name on the company's certificate of registration or incorporation, or, in the case of a name change, any certificate of name change.

Item 1B must be completed to indicate whether the company is privately or publicly traded.

Item 1C refers to the place where the company was originally incorporated.

Item 1D and 1E are not mandatory, however, if provided must be completed in full. For example, item 1D must reflect a legitimate 10 digit telephone number and item 1E must contain the relevant domain ending, such as 'gmail.com' or 'yahoo.com'.

**ITEM 2-2A**

---

The address stated at item 2 should be the physical location of the company in the country it was incorporated in.

The address stated at item 2A should be the mailing address of the company, that is, the address where company mail is sent to and from, in the country it was incorporated in.

**ITEM 3-3A**

---

The address stated at item 3 should be the physical location of the branch of the company being established in Jamaica.

The address stated at item 3A should be the mailing address of the company, that is, the address where any mail is sent to and from, in Jamaica.

**ITEM 4**

---

The information stated at item 4 can be for a company or natural person. A business name cannot be placed here as it **does not** have legal personality.

**ITEM 5**

---

Item 5 requires the information on the Directors of the company, however, where the entity does not have Directors then a position with equivalent authority or responsibility as a Director may be stated. For example, an LLC has Managers not Directors, in such a case item 5 would be populated with information on the Managers.

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**ITEM 6**

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Where a company or an incorporated entity does not have a company secretary, this section may be left blank.

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**ITEM 7**

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Item 7 should be completed by listing all the members of the company who natural individuals.

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**ITEM 8**

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Item 8 should be completed where one or more member is a company.

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**ITEM 9**

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Item 9 is the Declaration section of the Form. By signing this section the signatory is declaring that all the information stated on this Form is true to the best of his knowledge, information and belief.

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**ITEM 10-11**

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Item 10 requires information on the person who files this form at the Companies Office. For example, if the company being registered on this form had the form prepared and filed by its Attorney then item 12 would reflect the personal details of that Attorney.

Item 11 requires further information on the person who signs as the declarant of the form.

---

**ITEM 12**

---

The Companies (Amendment) Act 2022 and the Companies Amendment (Beneficial Ownership) Rules 2022 both require additional personal information on members and beneficial owners. Item 14, 15 and 16 must completed to satisfy the requirements of these laws.

- New Registration
- Amended

CO # _____ Reason for amendment: _____
---

**FORM 31B**  
READ INSTRUCTIONS BEFORE COMPLETING



**THE COMPANIES ACT  
PARTICULARS OF OVERSEAS COMPANY  
WITHOUT SHARE CAPITAL**

(Pursuant to sections 363(1) and 365(1) 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.

<b>1A. NAME OF COMPANY</b>		The name here must be completely consistent with the name on the company's certificate of registration or incorporation, or, in the case of a name change, any certificate of name change.
_____ _____		
<b>1B. TYPE OF COMPANY</b>	<b>1C. COUNTRY OF INCORPORATION</b>	This refers to place where the company was originally incorporated.
<input type="checkbox"/> Private <input type="checkbox"/> Public	_____	
<b>1D. COMPANY TELEPHONE NUMBER</b>	<b>1E. EMAIL ADDRESS</b>	
_____	_____	

<b>2. LOCATION OF COMPANY'S REGISTERED OFFICE IN THE PLACE OF INCORPORATION</b>			
STREET OR DISTRICT	_____		
TOWN	_____		
POST OFFICE / POSTAL CODE	_____		
STATE/COUNTY/ PARISH	_____	COUNTRY	_____
<b>2A. MAILING ADDRESS OF COMPANY</b>			
STREET OR DISTRICT	_____		
TOWN	_____		
POST OFFICE / POSTAL CODE	_____		
STATE/COUNTY/ PARISH	_____	COUNTRY	_____

<b>3. LOCATION OF ESTABLISHED PLACE OF BUSINESS IN JAMAICA</b>	
STREET OR DISTRICT	_____
TOWN	_____
POST OFFICE	_____
PARISH	_____
<b>3A. MAILING ADDRESS IN JAMAICA</b>	
NAME	_____
STREET OR DISTRICT	_____
TOWN	_____
POST OFFICE	_____
PARISH	_____

FOR OFFICIAL USE ONLY    COMPANY #:
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4. NAME AND ADDRESS OF AGENT AUTHORISED TO ACCEPT SERVICE OF PROCESS IN JAMAICA	
NAME OF AGENT	
STREET OR DISTRICT	
TOWN	
POST OFFICE	
PARISH	
CONTACT NUMBER	
EMAIL/FAX	

5. PARTICULARS OF DIRECTORS <small>(In the case of an LLC, the Managers should be stated. In the case of any other entity, the equivalent to a Director should be stated.)</small>			
<b>DIRECTOR 1- Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No</b> (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)			
FULL NAME <small>(FIRST, MIDDLE, LAST)</small>		NATIONALITY	
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT		
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/STATE/PROVINCE	COUNTRY	
OCCUPATION		CONTACT	
<b>DIRECTOR 2- Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No</b> (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)			
FULL NAME <small>(FIRST, MIDDLE, LAST)</small>		NATIONALITY	
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT		
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/STATE/PROVINCE	COUNTRY	
OCCUPATION		CONTACT	
<b>DIRECTOR 3- Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No</b> (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)			
FULL NAME <small>(FIRST, MIDDLE, LAST)</small>		NATIONALITY	
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT		
	TOWN	POST OFFICE/POSTAL CODE	
	PARISH/STATE/PROVINCE	COUNTRY	
OCCUPATION		CONTACT	

FOR OFFICIAL USE ONLY COMPANY #:

<b>DIRECTOR 4- Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)</b>			
<b>FULL NAME</b> <small>(FIRST, MIDDLE, LAST)</small>		<b>NATIONALITY</b>	
<b>FULL ADDRESS or REGISTERED OFFICE ADDRESS</b>	<b>STREET/DISTRICT</b>		
	<b>TOWN</b>	<b>POST OFFICE/POSTAL CODE</b>	
	<b>PARISH/STATE/PROVINCE</b>	<b>COUNTRY</b>	
<b>OCCUPATION</b>		<b>CONTACT</b>	
<b>DIRECTOR 5- Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)</b>			
<b>FULL NAME</b> <small>(FIRST, MIDDLE, LAST)</small>		<b>NATIONALITY</b>	
<b>FULL ADDRESS or REGISTERED OFFICE ADDRESS</b>	<b>STREET/DISTRICT</b>		
	<b>TOWN</b>	<b>POST OFFICE/POSTAL CODE</b>	
	<b>PARISH/STATE/PROVINCE</b>	<b>COUNTRY</b>	
<b>OCCUPATION</b>		<b>CONTACT</b>	
<b>DIRECTOR 6- Is this person a nominee director? <input type="checkbox"/> Yes <input type="checkbox"/> No (If 'Yes' is selected, complete the prescribed schedule with the Nominator information)</b>			
<b>FULL NAME</b> <small>(FIRST, MIDDLE, LAST)</small>		<b>NATIONALITY</b>	
<b>FULL ADDRESS or REGISTERED OFFICE ADDRESS</b>	<b>STREET/DISTRICT</b>		
	<b>TOWN</b>	<b>POST OFFICE/POSTAL CODE</b>	
	<b>PARISH/STATE/PROVINCE</b>	<b>COUNTRY</b>	
<b>OCCUPATION</b>		<b>CONTACT</b>	
<input type="checkbox"/> _____ Continuation page(s) attached			

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

*Where the company does not and is not required to have a company secretary, this section does not have to be completed.*

<b>FULL NAME</b>		<b>NATIONALITY</b>	
<b>FULL ADDRESS or REGISTERED OFFICE ADDRESS</b>	<b>STREET/DISTRICT</b>		
	<b>TOWN</b>	<b>POST OFFICE/POSTAL CODE</b>	
	<b>PARISH/STATE/PROVINCE</b>	<b>COUNTRY</b>	
<b>OCCUPATION</b>		<b>CONTACT</b>	

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

**7. LIST OF CURRENT MEMBERS WHO ARE NATURAL INDIVIDUALS**

All the members who are natural persons must be listed in this section. If a member that is listed in this section is a beneficial owner, please indicate this. Members are those legal persons whose names have been entered in the company's register of members. In a company with shares, these persons will also tend to be shareholders.

<b>MEMBER 1</b> NAME (For individuals: FIRST MIDDLELAST)	ADDRESS	NATIONALITY	OCCUPATION
<b>MEMBER 2</b> NAME (For individuals: FIRST MIDDLELAST)	ADDRESS	NATIONALITY	OCCUPATION
<b>MEMBER 3</b> NAME (For individuals: FIRST MIDDLELAST)	ADDRESS	NATIONALITY	OCCUPATION
<b>MEMBER 4</b> NAME (For individuals: FIRST MIDDLELAST)	ADDRESS	NATIONALITY	OCCUPATION
<b>MEMBER 5</b> NAME (For individuals: FIRST MIDDLELAST)	ADDRESS	NATIONALITY	OCCUPATION

\_\_\_\_\_ Continuation page(s) attached

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

**8. LIST OF CURRENT MEMBERS WHO ARE COMPANIES**

If a company is a member, then the beneficial owner(s) of this corporate shareholder must be specified.

Members are those legal persons whose names have been entered in the company's register of members. In a company with shares, these persons will also tend to be shareholders. Beneficial ownership relation to the company refers to the natural person who owns 25% or more of shares, or has ultimate effective control, or who is in a position to determine the policy of the company. In the case of a person or persons on whose behalf the shares are held or on whose behalf a share transaction is conducted.

NAME OF COMPANY 1	ADDRESS	COUNTRY OF INCORPORATION
DATE OF INCORPORATION		
NAME OF COMPANY 2	ADDRESS	COUNTRY OF INCORPORATION
DATE OF INCORPORATION		
NAME OF COMPANY 3	ADDRESS	COUNTRY OF INCORPORATION
DATE OF INCORPORATION		
NAME OF COMPANY 3	ADDRESS	COUNTRY OF INCORPORATION
DATE OF INCORPORATION		

Continuation page(s) attached

FOR OFFICIAL USE ONLY COMPANY #:

PLEASE INDICATE THE BENEFICIAL OWNERSHIP SCHEDULES ATTACHED:	<input type="checkbox"/> BENEFICIAL OWNERSHIP SCHEDULE A - BENEFICIAL OWNER OF THE COMPANY (required) <input type="checkbox"/> BENEFICIAL OWNERSHIP SCHEDULE B - BENEFICIAL OWNER OF THE CORPORATE SUBSCRIBER/MEMBER (use only if there is a corporate subscriber or member)
--	---

<b>11. DECLARATION OF ACCURACY OF PRESENTED INFORMATION</b> To the best of my knowledge, information and belief, I hereby certify the contents of this form to be accurate.			
NAME OF DECLARANT	CAPACITY	<input type="checkbox"/> Director <input type="checkbox"/> Secretary <input type="checkbox"/> Authorised Official	
SIGNATURE OF DECLARANT	DATE		

FOR OFFICIAL USE ONLY	COMPANY #:
-----------------------	------------



**F31**

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

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

103. ADDITIONAL PARTICULARS OF DECLARANT

TAXPAYER REGISTRATION NUMBER	EMAIL

14. ADDITIONAL PARTICULARS OF INDIVIDUAL MEMBERS

NAME OF INDIVIDUAL MEMBER	TAXPAYER REGISTRATION NUMBER (WHERE THERE IS NONE USE OTHER TAX ID NUMBER OR PASSPORT NUMBER OR DRIVER'S LICENCE NUMBER)	DATE OF BIRTH
1.		
2.		
3.		
4.		
5.		

FOR OFFICIAL USE ONLY COMPANY #:

## JAMAICA

THE COMPANIES ACT  
 PARTICULARS OF OVERSEAS COMPANY WITHOUT SHARE CAPITAL  
 FORM 31

**INSTRUCTIONS****GENERAL**


---

This document is required to be filed at the Companies Office of Jamaica and must conform to the requirements under the Companies Act of Jamaica and subsequent Amendments made thereto.

Where any provision required to be set out is too long for the space provided in the form, a schedule may be appended to the form. This schedule must be labeled appropriately, for example, 'Schedule A' or 'Schedule B' and the where alphanumeric characters are used to label a schedule(s), same must be done in ascending order.

**ITEMS 1A-E**


---

The full name of company should be stated at item 1A. The name here must be completely consistent with the name on the company's certificate of registration or incorporation, or, in the case of a name change, any certificate of name change.

Item 1B must be completed to indicate whether the company is privately or publicly traded.

Item 1C refers to the place where the company was originally incorporated.

Item 1D and 1E are not mandatory, however, if provided must be completed in full. For example, item 1D must reflect a legitimate 10 digit telephone number and item 1E must contain the relevant domain ending, such as 'gmail.com' or 'yahoo.com'.

**ITEM 2-2A**


---

The address stated at item 2 should be the physical location of the company in the country it was incorporated in.

The address stated at item 2A should be the mailing address of the company, that is, the address where company mail is sent to and from, in the country it was incorporated in.

**ITEM 3-3A**


---

The address stated at item 3 should be the physical location of the branch of the company being established in Jamaica.

The address stated at item 3A should be the mailing address of the company, that is, the address where company mail is sent to and from, in Jamaica.

**ITEM 4**


---

The information stated at item 4 can be for a company or natural person. A business name cannot be placed here as it **does not** have legal personality.

**ITEM 5**


---

Item 5 requires the information on the Directors of the company, however, where the entity does not have Directors then a position with equivalent authority or responsibility as a Director may be stated. For example, an LLC has Managers not Directors, in such a case item 5 would be populated with information on the Managers.

FOR OFFICIAL USE ONLY	COMPANY #:
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ITEM 6

Where a company or an incorporated entity does not have a company secretary, this section may be left blank.

---

ITEM 7

Item 7 should be completed by listing all the members of the company who are natural individuals. This excludes any corporate members.

---

ITEM 8

Item 8 should be completed by listing all the members of the company that are companies.

---

ITEM 9

Item 9 is the Declaration section of the Form. By signing this section the signatory is declaring that all the information stated on this Form is true to the best of his knowledge, information and belief.

---

ITEM 10 - 11

Item 10 requires information on the person who files this form at the Companies Office. For example, if the company being registered on this form had the form prepared and filed by its Attorney then item 10 would reflect the personal details of that Attorney.

Item 11 requires further information on the person who signs as Declarant at item 11.

---

ITEM 12

The Companies (Amendment) Act 2021 and the Companies Amendment rules 2021 both require additional personal information on members and beneficial owners. Item 14, 15 and 16 must completed to satisfy the requirements of these laws.

The Companies  
Rules,  
2006

Rule 13

Delete paragraphs (a) and (b) and substitute therefor the following paragraphs—

“(a) it is shown to the Registrar’s satisfaction that—

- (i) in the case of a company struck off the register of companies pursuant to—
  - (A) section 117A, the company is not in contravention of section 113E, having rectified the register of members so that entries are accurate, adequate and up-to-date;
  - (B) section 337, the company is carrying on business;
  - (C) section 377H, the company has delivered to the Registrar the outstanding annual beneficial ownership return or an accurate, adequate and up-to-date annual beneficial ownership return;
- (ii) the company after being struck off has complied with any notice given or request made by the Registrar;
- (iii) there is other just cause for the company to be restored to the register;

- (iv) the company has a registered office and place of business in Jamaica;
  - (v) the person making the application has the requisite *locus standi*; and
- (b) the applicant has undertaken to file all required documents if the company is restored to the register.”.