

GRENADA

STATUTORY RULES AND ORDERS NO. 36 OF 2011

THE MINISTER, IN EXERCISE OF THE POWERS CONFERRED ON HIM BY SECTION 527 OF THE COMPANIES ACT NO. 35 OF 1994, HEREINAFTER CALLED “THE ACT”, MAKES THE FOLLOWING REGULATIONS—

(Gazetted 16th December, 2011).

1. Citation. These Regulations may be cited as the—

COMPANIES (AMENDMENT) REGULATIONS, 2011.

2. Interpretation. In these Regulations—

“ISICO” means the International Classification of All Economic Activities Rev. 4 published by the United Nations;

“the principal Regulations” means the Companies Regulations, 1995;

“the Registrar” has the meaning ascribed to it by section 2 of the Corporate Affairs and Intellectual Property Act, 2009.

3.—(1) Amendment of Third Schedule of principal Regulations. The Third Schedule of the principal Regulations is amended by deleting Forms 1, 2, 21 and 24 and substituting the following forms—

“FORM 1

COMPANIES ACT NO. 35 OF 1994

COMPANIES (AMENDMENT) REGULATIONS 2011

(SECTION 5)

Application for registration of a company

Details of applicant

Type of company (*please tick*)

Name

Address

<input type="checkbox"/>
<input type="checkbox"/>
<input type="checkbox"/>

Private company limited by shares

Non-profit company*

Public limited company

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Telephone

**Incorporation of a non-profit company requires the prior approval of the Minister (Section 328 (1), Companies Act, 1994)*

Proposed corporate name

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Proposed registered office

Main business address (if different)

Telephone

e-mail

Share capital – *Leave blank for a non-profit company*

Class of shares	Maximum authorised	Number issued	Restrictions on share transfer (if any). <i>If necessary attach a continuation sheet</i>
Ordinary			

Directors

Number at incorporation	
Minimum(if applicable)	
Maximum (if applicable)	

Attach form 9 for each director.

if cumulative voting is permitted there must be a fixed number of directors.

Business activities

Proposed activities – enter between 1 and 4 four-digit activity codes from the attached list

				Restrictions (if any) on the business the company may carry on. <i>If necessary, attach a continuation sheet</i>

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The company intends to start business ☐ immediately following incorporation

(Tick as appropriate) ☐ Later – probably in ☐☐ (mm/yy)

The company's financial year will end on ☐☐ (DD/MM). *The first financial year must not exceed 12 months.*

Tick if the company will have employees ☐

Tick if the company will be engaged in ☐ import ☐ export

Other provisions (if any) *If necessary, attach a continuation sheet*

--

INCORPORATORS (first shareholders/members of the company)

A company may have one or more incorporators, who must sign below. If necessary, attach a continuation sheet

Name	Address	Signature

DECLARATION

- To the best of my knowledge and belief, none of the incorporators is less than 18 years of age, has been found to be of unsound mind by a tribunal in Grenada or elsewhere, or has been declared bankrupt
- On behalf of the persons named above, I undertake to notify the Director of National Insurance of any employees engaged by the company
- On behalf of the persons named above, I apply for incorporation of the Company

Signed _____ Date _____

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FORM 9

COMPANIES ACT NO. 35 OF 1994

COMPANIES (AMENDMENT) REGULATIONS 2011

(SECTIONS 69 and 77)

Consent to act as director of a company

Person presenting this form

Name	<input type="text"/>
Address	<input type="text"/>
	<input type="text"/>
Telephone	<input type="text"/>
e-mail	<input type="text"/>

Company number
(Leave blank for a new company)

Company name

<input type="text"/>	
Director	<input type="text"/>
Title	<input type="text"/>
Surname	<input type="text"/>
Forenames	<input type="text"/>
Gender (M/F)	<input type="text"/>
National Insurance number	<input type="text"/>
Occupation	<input type="text"/>
Address	<input type="text"/>
<input type="text"/>	
Date of appointment DD/MM/YY <input type="text"/> <input type="text"/> <input type="text"/> (Leave blank for new company)	

- I consent to act as director of the company named above

Signed _____ Date _____

FORM 21
 COMPANIES ACT NO. 35 OF 1994
COMPANIES (AMENDMENT) REGULATIONS 2011
 (SECTION 344)
Application for registration of an external company

Details fo applicant (<i>Director, authorised officer or Attorney-at-Law</i>)	Basic details of external company
Name	Jurisdiction of incorporation:
Address	Date of incorporation:
Telephone	Registration Number:
e-mail	
Name of Company	
Registered Office/Head Office	Principal Office in Grenada
Telephone	
e-mail	

Share capital – Enter details for each class. Tick the final column if there is limited liability for shareholders.

Class of shares	Nominal/par value (if any)	Maximum authorised	Number issued	Limited liability

Business activities

Enter between 1 and 4 four-digit activity codes from the attached list

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The company will start business in Grenada ☐ Immediately following registration
 (Tick as appropriate) ☐ Later – probably ☐ (MM/YY)
 Tick if the company expects to have employees ☐
 Tick if the company will be engaged in ☐ import ☐ export

Directors

State names and addresses in full. *If necessary, use a continuation sheet.*

Name	Address	Occupation

STATUTORY DECLARATION

To be signed in the presence of the Registrar or other person authorised to take such a declaration*

DECLARED before me

(Signature, designation and date)

I, the applicant named above, acting for and on behalf of the company named, do solemnly and sincerely declare as follows:

- The company is currently registered in the jurisdiction of its incorporation;
- To the best of my knowledge and belief, the information in this application is complete and correct; and
- I am authorised by the company to apply for its registration as an external company.

I make this declaration conscientiously believing the same to be true and according to the Statutory Declarations Act, and I am aware that if there is any statement in this declaration which is false in fact, which I know or believe to be false or do not believe to be true, I am liable to fine and imprisonment

Signature _____

This application must be accompanied by a certified copy of the company's constitutional documents, a Power of Attorney (Form 23) and a Statutory Declaration by an Attorney-at-Law (section 344, Companies Act, 1994)

• *The Chief Justice, any Judge of the High Court, the Registrar, any Magistrate, Justice of the Peace, Notary Public or Commissioner for Oaths.*

FORM 24

COMPANIES ACT NO. 35 OF 1994

COMPANIES (AMENDMENT) REGULATIONS 2011

(SECTION 356)

Annual return of an external companyDate of this return (*dd/mm/yy*)

31	12	
----	----	--

Company number

--

company name

Details of incorporation

Jurisdiction

Date of incorporation

Registration number

Business name (*if different*)

Registered Office

Principal Office in Grenada

Telephone

e-mail

Business activity codes

Share Capital

Class of shares

Nominal/par value (if any)

Number issued

Class of shares

Nominal/par value (if any)

Number issued

Class of shares

Nominal/par value (if any)

Number issued

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Directors

Name
Address

--

Name
Address

--

Name
Address

--

Name
Address

--

If necessary, use a continuation sheet

Person or persons holding Power of Attorney to act for
the company under section 346 of the Companies Act

Name
Address

--

Name
Address

--

Name of director or secretary
authorising this return

--

Signature _____ Date _____”.

(2) The Third Schedule of the principal Regulations is amended by inserting immediately after Form 27, the following form—

FORM 27A

COMPANIES ACT NO. 35 OF 1994

COMPANIES (AMENDMENT) REGULATIONS 2011

(SECTION 194)

Annual return of a companyDate of this return (*dd/mm/yy*)

31	12	
----	----	--

Company number

--

Company name

--

Business name (*if different*)

--

Registered office

--

Main business address (*if different*)

--

Telephone

--

e-mail

--

Business activity codes

--

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Directors

Name
Address

--

Name
Address

--

Name
Address

--

If necessary, use a continuation sheet

Shareholders

Name
Address
Number and type of shares

--

Name
Address
Number and type of shares

--

Name
Address
Number and type of shares

--

If necessary, use a continuation sheet

Name of director or secretary
authorising this return

--

Signature _____ Date _____.”.

(3) Form 1 of the Third Schedule shall, when completed, constitute—

- (a) articles of incorporation of a company for the purposes of section 5 of the Act;
- (b) notice of the address of the registered office of the company for the purposes of section 176, sub-section (1) of the Act; and
- (c) when accompanied by a completed Form 9 in respect of each of the persons concerned, notice of the names of the directors of the company for the purposes of section 69, sub-section (1) of the Act.

(4) Form 21 of the third Schedule shall, when completed, constitute the statement filed by the company together with the statutory declaration by the director of the company as required by section 344 of the Act.

4. Sharing of information. The Registrar may, on receiving an application for incorporation of a company, send some or all of the information contained therein—

- (a) to the Comptroller of Inland Revenue for the purposes of registration of the company as a taxpayer; and
- (b) if the application states that the company is to have employees, to the Director of the National Insurance Scheme for the purposes of registration of the company as an employer.

5. Business activities classification. (1) For the purposes of an application for incorporation and of annual return of a company, the proposed or actual business activities of a company shall be expressed in terms of a standard classification.

(2) The standard classification for the purposes of sub-regulation (1) shall be consistent with the ISICO.

(3) A statement regarding proposed business activities shall not constitute a restriction on the business a company may carry on for the purposes of section 5, sub-section (1) of the Act unless—

- (a) in respect of an application for incorporation, the incorporators so determine; or

(b) the articles of incorporation are amended by special resolution under section 213 of the Act so as to impose a restriction on the business the company may carry on.

6. Annual returns. (1) Form 24 in the Schedule to these Regulations shall be the prescribed form for the purposes of section 356 of the Act.

(2) Form 27A in the Schedule to these Regulations shall be the prescribed form for the purposes of section 194 of the Act.

7. Transitional arrangements. Notwithstanding regulations 3 and 6, the Registrar may accept a document other than in the prescribed form as the annual return of a company if the annual return relates to a period prior to the date on which these Regulations come into force.

Made this 6th day of December, 2011.

TILLMAN THOMAS
Minister responsible for Legal Affairs.

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