

Societies With Restricted Liability

Cap. 318B.

**SOCIETIES WITH RESTRICTED LIABILITY
REGULATIONS, 1995**1996/2.
2001-29.
2004-7.
2005/127.
2007-26.

Authority: These Regulations were made on 28th December, 1995 by the Minister under section 64 of the *Societies With Restricted Liability Act*.

Commencement: 1st January, 1996.

1. These Regulations may be cited as the *Societies With Restricted Liability Regulations, 1995*.

PART I*Names*

2. (1) No society shall be formed under a name that is identical with that of a body corporate or another society, or so nearly resembles the name of a corporation, association, partnership or other society as to be likely to confuse or mislead the public, except where the body corporate or society in existence gives its consent in writing to the use of such name.

(2) The Registrar may refuse organisation or continuance of a society the name of which contains

- (a) the word "Barbados", or
- (b) a word or phrase that is obscene or connotes an undertaking that is scandalous, obscene or immoral.

3. A society name that is confusing with the name of a body corporate or another society must not for that reason alone be prohibited if

- (a) the request for that name relates to a proposed society that is the successor to the business of a body corporate or another society and the body corporate or other society has ceased or will cease to carry on business;
- (b) the body corporate or other society undertakes in writing to dissolve or to change its name within 6 months or such longer period as the Registrar may approve;
- (c) the society name sets out in numerals the year of organisation in parenthesis immediately before the words "society with restricted liability" or the abbreviation thereof, or before such other word as the Registrar may approve.

PART II

Quota Designations

4. (1) A quota must not be designated as a common quota if
- (a) it is a redeemable quota;
 - (b) it does not participate in the remaining property of the society upon a dissolution.
- (2) A quota must not be designated as a preference quota unless it has at least one preference over quotas of another class.

PART III

Proxies and Circulars

5. (1) A form of proxy must not confer authority to vote in respect of the appointment of an auditor or the election of a manager unless a *bona fide* proposed nominee for the appointment or election is named in the form of proxy, a management proxy circular, or a dissident's proxy circular.

(2) A management proxy circular that is sent to the Registrar must be accompanied by a statement signed by a manager or registered agent that a copy of the circular has been sent to each manager, each member entitled to notice of the meeting to which the circular relates and to the Auditor of the society.

PART IV

Forms

6. (1) Except as may be otherwise authorised herein, the forms in the *Schedule* are prescribed as the forms of documents to be sent to the Registrar or to be issued by him under the Act.

(2) The documents prescribed by this regulation must be

(a) on good quality paper;

(b) printed or typewritten; and

(c) legible and suitable for microfilming and photocopying.

7. Where possible, each individual item in a document must be set out in one or more sections, numbered in sequence, and each item must be preceded by an appropriate heading.

8. (1) Numbers in a document must be numerical and not in words.

(2) Information in a document must, where practical, be set out in tabular form.

9. (1) If an item of information required to be disclosed in a form does not apply, it must be so indicated by the phrase "not applicable" or by the abbreviation "N/A".

(2) If information is set out in response to one item in a document, it may be referred to in response to any other item in that document by a cross-reference.

10. (1) Where

- (a) any provision required to be set out in a form furnished by the Registrar is too long to be set out in the space provided in the form; or
- (b) an agreement or other document is to be incorporated by reference in and to be part of the form,

the person completing the form may, subject to paragraph (2), incorporate the provision, agreement or other document in the form by setting out in the space provided in the form the following sentence "The annexed Schedule (or as the case may be) is incorporated in this Form" and by annexing the provision, agreement or other document to the form as that Schedule.

(2) A separate schedule is required in respect of each item that is incorporated in a form by reference pursuant to paragraph (1).

PART V

Fees

11. (1) Subject to this regulation, the fees payable under the Act are as follows:

(a) for certificate of organisation	...	...	\$ 750
(b) for restoring name of society to register	...	...	\$ 300
(c) for certificate of revival	...	...	\$ 300
(d) for certificate of revocation of intent to dissolve	...	...	\$ 100
(e) for certificate of amendment of articles	...	...	\$ 25
(f) for certificate of continuance under section 53	...	...	\$ 100

(g)	for an uncertified copy of any document or part thereof, in addition to the fee for search under sub-paragraph (j) per page	...	...	\$	1	
(h)	for certification of any document	...	...	\$	10	
(i)	for any certificate, other than a certificate of dissolution, or certification for which a fee is not provided	...	...	\$	25	
(j)	for name search	...	...	\$	5	
(k)	for reservation of a name	...	...	\$	25	
(l)	for filing any document unrelated to anything for which a fee is provided above	...	...	\$	25	
(m)	for issue of a licence	...	...	\$	850	2007-26.
(n)	for a renewal of licence	...	...	\$	850	2007-26.
(o)	for late renewal of a licence	...	...	\$	1 000	2007-26.
(p)	for reinstatement as a licensee	...	...	\$	2 100	2007-26.
(q)	for a certified copy of a licence	...	...	\$	75	2007-26.
(r)	for a certified copy of a renewal certificate	...	...	\$	75	2007-26.
(s)	for a certified copy of a reinstatement certificate	...	...	\$	75	2007-26.

(2) The Registrar may waive any fee payable under sub-paragraph (d), (e) or (k) of paragraph (1).

(3) If a fee is paid in respect of an application for exemption and the application is registered, withdrawn or abandoned, no part of the fee is returnable.

SCHEDULE

(Regulation 6)

2001-29.

FORMS 1 to 20

as contained hereinafter

1. Articles of Organisation
2. Certificate of Organisation
3. Notice of Address or Change of Address of Registered Office
4. Articles of Amendment
5. Certificate of Amendment
6. Notice of Managers or Notice of Change of Managers
7. Statement of Intent to Dissolve
8. Certificate of Intent to Dissolve
9. Articles of Dissolution
10. Certificate of Dissolution
11. Articles of Revival
12. Certificate of Revival
13. Articles of Continuance
14. Certificate of Continuance
15. Request for Name Search and Name Reservation
16. Application for a Licence under subsection (1) of section 40 of the Act
17. Annual Declaration under section 42 of the Act
18. Government of Barbados Guarantee under section 48 of the Act
19. Appointment of Registered Agent under section 50 of the Act
- 2005/127. 20. Renewal of a licence under section 40(4) or reinstatement of a licensee under section 40(E) of the Act

SOCIETIES WITH RESTRICTED LIABILITY ACT OF BARBADOS
Chapter 318B

(Section 5)

ARTICLES OF ORGANISATION

FORM 1

1. Name of Society Society No.:

2. The purpose for which the Society is formed

3. The duration of the Society (shall not exceed 50 years)

4. The registered office of the Society in Barbados

5. The name and address of the Society's agent in Barbados

6. The classes and any maximum number of quotas that the Society is authorised to issue

7. Restrictions on transfer of quotas

8. Restrictions if any on business the Society may carry on

9. Other provisions if any

10. Signatories	Date
Name	Address
	Signature

SOCIETIES WITH RESTRICTED LIABILITY ACT

ARTICLES OF ORGANISATION

FORM 1

INSTRUCTIONS

Format:

Documents required to be sent to the Registrar pursuant to the Act must conform with regulations 6 to 10 of the Regulations under the Act. Where any provision required to be set out is too long to be set out in the space provided in the form, the form may incorporate the provisions by annexing a schedule in the manner described in regulation 10 of the Regulations.

Item 1:

Set out a proposed name that complies with sections 11 and 12 of the Act and with regulation 2 of the Regulations.

Item 2:

Set out the purpose, business or undertaking for which the Society is formed.

Item 3:

The Society must be formed for a fixed stated period.

Items 4 and 5:

Set out the Society's registered office and the name and address of the society's agent in Barbados.

Item 6:

Set out the details required by section 17(2) of the Act. All quotas must be without nominal or par value and must comply with Part III of the Act.

Item 7:

Any restrictions placed on the right to transfer quotas of the Society must be set out in a statement to this effect, along with the restrictions placed on the transferee in accordance with subsection (5) of section 14 of the Act.

Item 8:

If restrictions are to be placed on the business the Society may carry on, they must be set out.

Item 9:

Any provision that is to form part of the Articles may be set out if the provision is permitted by the Act or regulations to be set out in the by-laws of the Society or in a unanimous agreement of all quota holders.

Item 10:

Each signatory must state his name and residential address and affix his signature. If a signatory is a company or another Society, the address shall be that of the company or Society, and the articles shall be signed by a person authorised by the company or Society.

Other Information:

Completed documents in duplicate and the prescribed fee are to be deposited at the office of the Registrar.

SOCIETIES WITH RESTRICTED LIABILITY ACT OF BARBADOS
Chapter 318B

CERTIFICATE OF ORGANISATION

FORM 2

Society No.:

Name of Society

I hereby certify that the above-mentioned society, the Articles of Organisation of which are attached, was organised under the *Societies With Restricted Liability Act* of Barbados.

Registrar of Corporate Affairs
and Intellectual Property

Date of Organisation

SOCIETIES WITH RESTRICTED LIABILITY ACT OF BARBADOS
Chapter 318B
(Section 23(1) and (2))

FORM 3

**NOTICE OF ADDRESS
OR
NOTICE OF CHANGE OF ADDRESS
OF REGISTERED OFFICE**

1. Name of Society Society No.:

2. Address of Registered Office

3. Mailing Address

4. If change of address, give previous address of Registered Office

5. Date	Signature	Title

SOCIETIES WITH RESTRICTED LIABILITY ACT OF BARBADOS

NOTICE OF REGISTERED OFFICE

FORM 3

INSTRUCTIONS

Format:

Documents required to be sent to the Registrar pursuant to the Act must conform with regulations 6 to 10 of the Regulations under the Act.

Item 1:

Set out the full legal name of the Society and, except where a number has not yet been assigned, state Society number.

Item 2:

Set out in full the location of the registered office, including street, address and, if multi-office building, room number.

Item 3:

Mailing address may include post office box number. If mailing address is the same as in item 3, state "same as above".

Item 4:

This item needs to be completed only if there is a change in the location or address of the registered office.

Signature:

A manager or an authorised officer of the Society shall sign the notice. Upon organisation, a signatory to the Articles shall sign the notice.

Service of Documents:

Note that documents may, under section 38 of the Act, be sent to or served upon the Society at its registered office.

The completed document, in duplicate, and the prescribed fee are to be deposited at the office of the Registrar.

This form is to be signed by a manager or by any 2 members authorised by the other members in accordance with paragraph (a) of subsection (2) of section 61 of the Act if it is a change of registered office.

SOCIETIES WITH RESTRICTED LIABILITY ACT OF BARBADOS

ARTICLES OF AMENDMENT

FORM 4

INSTRUCTIONS

Format:

Documents required to be sent to the Registrar pursuant to the Act must conform with regulations 6 to 10 of the Regulations under the Act.

General:

- (a) Any change in the Articles of this Society must be made in accordance with section 7 of the Act. (If an amendment is to change a Society name, the new name must comply with sections 11 and 12 of the Act and with regulation 2 of the Regulations. Where a new name has not been reserved, a copy of Request for Name Search and Name Reservation (Form 1) should be attached).
- (b) Each amendment must correspond to the appropriate provisions of the Articles being amended, e.g. sections, subsections, clauses, etc.
- (c) A manager or authorised officer shall sign the Articles.
- (d) Articles of Amendment shall be accompanied by a copy of the authorising special resolution required. The resolution may be attached as a schedule in accordance with regulation 10 of the Regulations.

Other Notices:

The Articles must be accompanied by Notice of Registered Office (Form 3) or Notice of Managers (Form 6) if there has been a change in registered office or a change of managers.

Completed documents, in duplicate, and the prescribed fee are to be deposited at the office of the Registrar.

This Form is to be signed by a manager or by any 2 members authorised by other members in accordance with paragraph (a) of subsection (2) of section 61 of the Act.

SOCIETIES WITH RESTRICTED LIABILITY ACT OF BARBADOS
Chapter 318B

CERTIFICATE OF AMENDMENT

FORM 5

Society No.:

Name of Society

I hereby certify that the Articles of the above-mentioned Society were amended.

Under section 7 of the *Societies With Restricted Liability Act* in accordance with the attached notice.

Registrar of Corporate Affairs and
Intellectual Property

Date of Amendment

SOCIETIES WITH RESTRICTED LIABILITY ACT OF BARBADOS
Chapter 318B
(Section 18)

FORM 6

**NOTICE OF MANAGERS
OR
NOTICE OF CHANGE OF MANAGERS**

1. Name of Society Society No.:

2. Notice is given on the ----- day of ----- 20 ----
the following person(s) was/were appointed manager(s):

Name	Residential Address	Occupation

3. Notice is given that on the ----- day of ----- 20 ----
the following person(s) ceased to hold office as manager(s):

Name	Residential Address

4. The managers of the society as of this date are:

Name	Residential Address	Occupation

5. Date	Signature	Title

SOCIETIES WITH RESTRICTED LIABILITY ACT OF BARBADOS

NOTICE OF MANAGERS**FORM 6**

INSTRUCTIONS

Format:

Documents required to be sent to the Registrar pursuant to the Act must conform with regulations 6 to 10 of the Regulations under the Act.

Item 1:

Set out the full legal name of the Society and, except where a number has not yet been assigned, state the Society number.

Items 2, 3, 4:

With respect to each manager

- (a) set out first given name, initial and family name;
- (b) state full residential address; and
- (c) specify occupation clearly, e.g. director, farmer, geologist.

Signature:

A manager or an authorised officer of the society shall sign a notice. Upon organisation, a signatory to the Articles shall sign the notice.

The completed document, in duplicate, and the prescribed fee are to be deposited at the office of the Registrar.

This form is to be signed by a manager or by any 2 members authorised by the other members in accordance with paragraph (a) of subsection (2) of section 61 of the Act, if this is a notice of change of managers.

SOCIETIES WITH RESTRICTED LIABILITY ACT OF BARBADOS
Chapter 318B
(Section 31(1))

FORM 7

STATEMENT OF INTENT TO DISSOLVE

1. Name of Society 2. Society No.:

3. The Society intends to liquidate and dissolve

4. Date	Signature	Title

SOCIETIES WITH RESTRICTED LIABILITY ACT OF BARBADOS

STATEMENT OF INTENT TO DISSOLVE

FORM 7

INSTRUCTIONS

Format:

Documents required to be sent to the Registrar pursuant to the Act must conform with regulations 6 to 10 of the Regulations made under the Act.

Items 1 and 2:

Set out the full legal name of the Society and the Society number.

Item 3:

Check Item 3 if the Society intends to liquidate and dissolve under section 30 of the Act.

Signature:

A manager or an authorised officer of the Society shall sign the Statement.

Other documents:

A Statement must be accompanied by a copy of the resolution required under section 30 of the Act.

Completed documents, in duplicate, and the prescribed fee are to be deposited at the office of the Registrar.

SOCIETIES WITH RESTRICTED LIABILITY ACT OF BARBADOS
Chapter 318B

CERTIFICATE OF INTENT TO DISSOLVE

FORM 8

Society No.:

Name of Society

I hereby certify that the above-mentioned Society intends to dissolve, as set out in the attached Statement of Intent to Dissolve, under section 31 of the *Societies With Restricted Liability Act*.

Registrar of Corporate Affairs and
Intellectual Property

Date of Intent to Dissolve

SOCIETIES WITH RESTRICTED LIABILITY ACT OF BARBADOS
Chapter 318B
(Section 32)

FORM 9

ARTICLES OF DISSOLUTION

1. Name of Society Society No.:

2. Date Intent to Dissolve filed

3. In the case of a dissolution under section 34, documents and records of the Society shall be kept for 6 years from the date of dissolution by:

Name

Address

Occupation

Date	Signature	Title

SOCIETIES WITH RESTRICTED LIABILITY ACT OF BARBADOS

ARTICLES OF DISSOLUTION

FORM 9

INSTRUCTIONS

Format:

Documents required to be sent to the Registrar pursuant to the Act must conform with regulations 6 to 10 of the Regulations made under the Act.

Item 1:

Set out the full legal name of the Society and the Society number.

Item 2:

Set out the full date on the Certificate of Intent to Dissolve issued by the Registrar.

Item 3:

Set out the first given name, initial and family name, occupation and business address of the person who will be liable to maintain the documents and records of the dissolved society.

Signature:

A member, manager or authorised officer of the Society shall sign the Articles.

Other documents:

The Articles of Dissolution are to be accompanied by

- (a) a copy of the members' resolution required under section 30 of the Act; or
- (b) evidence that the period fixed for the duration of the Society has ended in the form of a certified copy of the Articles of Organisation or Articles of Amendment, whichever is appropriate; and
- (c) an affidavit or statutory declaration by a manager or officer of the Society to the effect that the Society has discharged its obligations, distributed its remaining property among its members according to their respective rights and has otherwise complied with subsection (2) of section 32 paragraphs (c), (d) and (e).

Completed documents, in duplicate, and the prescribed fee are to be deposited at the office of the Registrar.

This form is to be signed by a manager or by any 2 members authorised by other members in accordance with paragraph (a) of subsection (2) under section 61 of the Act.

SOCIETIES WITH RESTRICTED LIABILITY ACT OF BARBADOS
Chapter 318B

CERTIFICATE OF DISSOLUTION

FORM 10

Society No.:

Name of Society

I hereby certify that the above-mentioned Society was dissolved under the
Societies With Restricted Liability Act pursuant to:

- Section 30 as set out in the attached Articles of Dissolution.
- Section 34 in accordance with the attached court order.
- Section 35.

Registrar of Corporate Affairs and
Intellectual Property

Date of Dissolution

SOCIETIES WITH RESTRICTED LIABILITY ACT OF BARBADOS
Chapter 318B
(Section 36)

FORM 11

ARTICLES OF REVIVAL

1. Name of dissolved Society 2. Society No.:

2. Reason for dissolution

3. Interest of applicant in revival of Society

4. Name of Applicant Address of Applicant

Signature of Applicant Date

SOCIETIES WITH RESTRICTED LIABILITY ACT OF BARBADOS

ARTICLES OF REVIVAL

FORM 11

INSTRUCTIONS

Format:

Documents required to be sent to the Registrar pursuant to the Act must conform with regulations 6 to 10 of the Regulations made under the Act.

Item 1:

Set out the full legal name of the dissolved Society and the Society number, if known.

Item 2:

State the reasons why the Society was dissolved, adding specific references, where possible, to the statutory provision under which it was dissolved.

Item 3:

State the interest of the applicant in the revival of the Society.

The completed document, in duplicate, and the prescribed fee are to be deposited at the office of the Registrar.

SOCIETIES WITH RESTRICTED LIABILITY ACT OF BARBADOS
Chapter 318B

CERTIFICATE OF REVIVAL

FORM 12

Society No.:

Name of Society

I hereby certify that the above-mentioned Society was revived, as set out in the attached Articles of Revival, under section 36 of the *Societies With Restricted Liability Act*.

Registrar of Corporate Affairs and
Intellectual Property

Date of Revival

SOCIETIES WITH RESTRICTED LIABILITY ACT OF BARBADOS
Chapter 318B
(*Section 52*)

Form 13

ARTICLES OF CONTINUANCE

1. Name of Society Society No.:

2. The purpose for which the Society was formed

3. The duration of the Society

4. The classes and any maximum number of quotas that the Society is authorised to issue

5. Restrictions on transfer of quotas

6. Restrictions, if any, on business the Society may carry on

7. If change of name effected, previous name

8. Jurisdiction in which Society is organised and date of organisation

9. Name of Overseas Society

10. Other provisions required for articles of organisation under the Act

11. Date

Signature

Title

SOCIETIES WITH RESTRICTED LIABILITY ACT OF BARBADOS

ARTICLES OF CONTINUANCE

FORM 13

INSTRUCTIONS

Format:

Documents required to be sent to the Registrar pursuant to the Act must conform with regulations 6 to 10 of the Regulations made under the Act. Where any provision required to be set out is too long to be set out in the space provided in the form, the form may incorporate the provisions by annexing a schedule in the manner described in the regulation 10 of the Regulations.

Item 1:

Set out the full legal name of the Society.

Item 2:

Set out the purpose for which the Society is formed.

Item 3:

The Society must be formed for a fixed stated period.

Item 4:

Set out the details required by section 17(2) of the Act. All quotas must be without nominal or *par value* and must comply with Part III of the Act.

Item 5:

Any restrictions placed on the right to transfer quotas of the Society must be set out in a statement to this effect, along with the restrictions placed on the transferee in accordance with subsection (5) of section 14 of the Act.

Item 6:

If restrictions are to be placed on the business the Society may carry on, set out the restrictions.

Item 7:

Set out the full legal name of the Society.

Item 8:

Set out the jurisdiction under which the Society was previously organised as well as the date when it was formed.

Item 9:

Set out the name of the Overseas Society.

Item 10:

Any provision that is to form part of the Articles may be set out if the provision is permitted by the Act or regulations to be set out in the by-laws of the Society or in a unanimous agreement of all quota holders.

Signature:

All of the members and managers of the Society shall sign the Articles.

Other Documents:

The Articles must be accompanied by Notice of Registered Office (Form 5) and Notice of Managers (Form 7).

Completed documents, in duplicate, and the prescribed fee are to be deposited at the office of the Registrar.

SOCIETIES WITH RESTRICTED LIABILITY ACT OF BARBADOS
Chapter 318B

CERTIFICATE OF CONTINUANCE

FORM 14

Society No.:

Name of Society

I hereby certify that the above-mentioned Society was continued, as set out in the attached Articles of Continuance, referred to in section 51 of the *Societies With Restricted Liability Act*.

Registrar of Corporate Affairs and
Intellectual Property

Date of Continuance

SOCIETIES WITH RESTRICTED LIABILITY ACT OF BARBADOS
Chapter 318B

FORM 15

REQUEST FOR NAME SEARCH AND NAME RESERVATION

1. Name, address, telephone number and facsimile number of person making request:

Telephone No.:

Facsimile No.:

2. Proposed name or names in order of preference:

(a)

(b)

(c)

3. Main types of business the Society carries on or proposes to carry on:

(a)

(b)

(c)

4. Derivation of name:

5. First available name to be reserved: Yes No

6. Name is for:

7. If for a change of name, state present name of Society:

SOCIETIES WITH RESTRICTED LIABILITY ACT OF BARBADOS

REQUEST FOR NAME SEARCH AND NAME RESERVATION

FORM 15

INSTRUCTIONS

General:

This form is for use in reserving a name or in checking availability of name. One copy of the form will be returned to sender indicating result of search and should, if name is available, be attached to articles when submitted. The form need not be attached to articles if the name has been reserved.

An indication that a name is available at this time is not to be construed as an undertaking that the name will be available if and when the articles are submitted.

Item 1:

Set out name, address and telephone number of person making request.

Item 2:

Set out proposed name or names in order of preference. If more than 3 names are required to be searched (of which only one will be reserved), one or more additional requests must be sent to the Registrar, and a fee must be paid in respect of each name to be reserved.

Item 3:

State the main types of business to be carried on.

Item 4:

If a name does not contain a distinctive word or does not describe the business to be carried on, the onus is on the person requesting the name to provide any information that may assist in deciding the suitability of the name. If a name consists of a coined word or initials, set out derivation.

Item 5:

Fees are payable for a name search and for each name reserved.

Item 6:

Set out whether the name is for organisation, or change of name.

Completed documents, in duplicate, and the prescribed fee (for reservation) are to be deposited at the office of the Registrar.

FORM 16

2001-29.

**APPLICATION FOR A LICENCE AS AN INTERNATIONAL
SOCIETY UNDER SECTION 40 OF THE
SOCIETIES WITH RESTRICTED LIABILITY ACT,
CAP. 318B OF THE LAWS OF BARBADOS***Notes on Completion*

In completing this form, some of the questions may be inapplicable. In such case, N/A may be stated in the appropriate place, along with the reason that the question is inapplicable. Where information requested is inappropriate, please give reasons for inappropriateness.

Do not leave any blank spaces. Where a yes/no answer is required, please indicate response by ticking in the relevant box.

If insufficient space has been provided for a reply at any point, please provide the information on a SEPARATE SHEET, and refer to it in the space provided for your response. Please ensure that any sheets are clearly marked with the name of your organisation and referenced to the question.

If any further information or clarification is required, it will be requested during the processing of the application.

Please use black ink and BLOCK CAPITALS or TYPESCRIPT for all answers.

ATTACH THE FOLLOWING DOCUMENTS**For all societies**

2007-26.

- Certified copy of the Articles of or Proof of Application for Organisation/Registration/Continuance.
- Certified copy of audited financial statements of the parent Society (if applicable).
- Due diligence and compliance procedures of person making application on behalf of the applicant including acceptance procedures and know your customer policies if not submitted previously.

For societies engaged in financial services

In addition to the documents specified above, the following documents should be enclosed:

- An organisational chart showing the senior management and Board levels with brief description of responsibilities.
- Projected financial statements to include forecast balance sheets and profit and loss figures for the first three years of operation, together with assumptions underlying the preparation of figures, where appropriate.
- A detailed three-year business plan setting out how the proposed activities are to be conducted, where appropriate.

THE LAWS OF BARBADOS

Printed by the Government Printer, Bay Street, St. Michael
by the authority of the Government of Barbados

PARTICULARS OF THE APPLICANT

1. Name of Society:

2. Date of Organisation or Continuance in Barbados:

3. Society number:

4. Date licence requested:

5. Contact details of Registered Office in Barbados:

Address:	
Telephone Number:	Fax Number:
Email Address:	Website:

6. Contact details of Registered Agents in Barbados:

Address:	
Telephone Number:	Fax Number:
Electronic Mail:	Website:

7. Address from which Society will carry on business (if different from 5 above):

Address:	
Telephone Number:	Fax Number:
Electronic Mail:	Website:

8. Contact details of auditor:

Address:	
Telephone Number:	Fax Number:
Electronic Mail:	Website:

9. Financial Year-End:

10. Number of persons to be employed by the Society requiring work permits:

11. Positions to be held by the persons requiring work permits:

12. Will any of the persons requiring work permits be applying for tax concessions as specifically qualified persons?

 YES NO

13. If YES to 12 above, how many?

14. Registration/incorporation number of all related entities carrying on business, licensed, incorporated, registered or organised in Barbados:

15. Contact details of all related entities carrying on business, licensed, incorporated, registered or organised in Barbados:

Name:	
Address:	
Telephone Number:	Fax Number:
Electronic Mail:	Website:

16. Which of the following activities does the Society plan to engage in, please indicate in the relevant box:

Manufacturing		Distribution (e.g. franchising, retailing)	
Processing		Educational services	
Investment		Environmental services	
Professional services		Financial services	
Computer and related services		Health related and social services	
Research and development services		Tourism and travel related services	
Real estate services		Recreational, cultural and sporting (e.g. entertainment, news agency, museums)	
Rental/leasing services without operators		Transportation services	
Business services (not mentioned above) Specify:		Energy services	
Communications (e.g. postal, courier telecommunications)		Construction and related engineering services	
Other activity not included elsewhere Specify:			

17. Does the Society plan to carry on business regulated under any other enactment in Barbados?

YES

NO

18. If **YES** to 17 above, please specify:

--

19. Describe fully the business which the Society plans to carry on:

20. Name (full name, including middle name where the quota owner/member is an individual) residential address, telephone, facsimile of the proposed quota owners/members and percentage of quota ownership:

Name	Former Name (aliases)	Residential Address or Registered Office	Telephone Fax & Email	Percentage quota ownership

21. A profile of each quota owner/member (academic qualifications, training, experience, corporate status and description of business, where relevant):

- a.
- b.
- c.

22. A profile of each senior manager (academic qualifications, training, experience, corporate status and description of business, where relevant):

- a.
- b.
- c.

23. Contact details of the ultimate beneficial owner (if different from 20 above):

Name:	
Address:	
Telephone Number:	Fax Number:
Electronic Mail:	Website:

24. State whether, to the best of the applicant's knowledge and belief having made all reasonable enquiries, any of its senior and managerial staff has ever in any jurisdiction:

- been convicted of a criminal offence involving fraud, insider dealing or other dishonesty.

YES NO

- been declared bankrupt or come to any compromise with his creditors (or analogous proceedings).

YES NO

- been refused or had withdrawn any licence or authorisation to conduct controlled activities.

YES NO

25. If **YES** to any of the above, give details below.

--

26. Has the applicant ever been refused or had revoked any authorisation to carry on international business in a jurisdiction other than Barbados?

YES NO

27. Has the applicant ever been subject to any disciplinary measures by any regulatory body of which it is, or was at the time, a member, or by any other regulatory body in Barbados or elsewhere in relation to its business activities?

YES NO

28. So far as the applicant is aware, have the applicant's affairs been investigated by any regulatory body in Barbados or elsewhere in relation to its business activities apart from enquiries conducted in the course of normal monitoring and surveillance procedures?

 YES

 NO

FORM 17

2001-29.

DECLARATION

ON BEHALF OF
 (Name of Society)

I,
 (Name of Declarant)

of
 (Full Address of Declarant)

do hereby declare as follows:

- 1) that I am authorised to make this application under the *Societies With Restricted Liability Act*, Cap. 318B and the Regulations and that having made all reasonable enquiries, the information supplied to the Ministry in connection with this application is, to the best of my knowledge and belief, accurate in all material respects and does not omit any information which might reasonably be considered relevant to the application;
- 2) that I am instructed and verily believe that the Society/proposed Society [is 2007-26.
 organised/continued/] [will be organised/continued] in Barbados under the *Societies With Restricted Liability Act*, Cap. 318B, [is/will be] in good standing and [has complied fully with and] intends to continue to comply with/intends to comply with section 41 of the Act;
- 3) that the applicant will notify the Ministry of any material change in information supplied in the application or any other manner which occurs during the period in which the application for authorisation is being considered, and that thereafter it will comply with its obligations as regards notification of changes;
- 4) that I have conducted the appropriate due diligence with respect to the company, shareholders, officers, managers and senior managers named in this application and that to the best of my knowledge all such persons are fit and proper to carry on business from Barbados; 2004-7.

THE LAWS OF BARBADOS

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-
- 2004-7. 5) that I have conducted the appropriate due diligence with respect to the Society, quota holders and managers named in this application and that to the best of my knowledge all such persons have not participated in any money laundering activity neither have the Society, quota holders and managers made any funds, financial assets or economic resources or other related services available, directly or indirectly, for the benefit of persons who have committed or attempted to commit, or facilitated or participated in the commission of, terrorist acts within the meaning of the *Anti-Terrorism Act*, Cap. 158.

The applicant authorises the Ministry to make such enquiries as it may consider necessary in connection with this application.

Declared this day of 20

Name of Declarant

FORM 18

MINISTRY OF INTERNATIONAL TRADE AND BUSINESS

GOVERNMENT OF BARBADOS

GUARANTEE

SOCIETIES WITH RESTRICTED LIABILITY ACT

Chapter 318B

BARBADOS

THIS GUARANTEE is given this day of
two thousand by the Minister responsible
for International Business in accordance with section 48 of the *Societies With
Restricted Liability Act*, Cap. 318B to

a Society organised and registered under the provisions of the *Societies With
Restricted Liability Act*, Cap. 318B of the Laws of Barbados and having its
registered office situate at

(hereinafter called "the Society") pursuant to section 48 of the Societies With
Restricted Liability Act, Cap. 318B.

WHEREBY IT IS AGREED AND DECLARED as follows:

1. The Society is entitled to all benefits and exemptions at present set forth in sections 43, 44, 45, 46, 47 and 55 of the Act for a period of 30 years, that is to say, a period commencing with the date of issue of the licence to the Society and ending with the close of the Society's fiscal period in the thirtieth year following the year of its organisation.
2. Subject to paragraph 1 hereof, this Guarantee will continue to apply with full effect and shall during its term be subject to any amendments made to the Act.
3. This Guarantee will continue to apply notwithstanding any changes in the Society's name, articles of organisation, place of business, managers or ownership in accordance with the *Societies With Restricted Liability Act*, Cap. 318B and other Laws of Barbados. The Guarantee will also apply to any successor Society of this Society that is at all material times duly licensed and approved under the Act or legislation of a substantially similar nature.

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SOCIETIES WITH RESTRICTED LIABILITY ACT OF BARBADOS
Chapter 318B
(Section 50)

FORM 19

APPOINTMENT OF REGISTERED AGENT

Know all men by these presents that _____
(Name and address of Society)

(hereinafter called the "Society")

hereby appoints:

as its Registered Agent

Name and Address of Registered Agent:

to act as such, and as such to be sued, plead and be impleaded in any Court in Barbados, and generally on behalf of the Society within Barbados to accept service of process and to receive all lawful notices and, for the purposes of the Society to do all the acts and to execute all deeds and other instruments relating to the matters within the scope of this appointment. It is hereby declared that service of process in respect of suits and proceedings against the society and of lawful notices on the Registered Agent will be binding on the Society for all purposes.

Date	Signature	Title

2001-29.



FOR OFFICIAL USE ONLY
ISB Ref. <input type="text"/>
Date Received <input type="text"/>

2005/127.

FORM 20

**RENEWAL OF A LICENCE UNDER SECTION 40(4) OR
REINSTATEMENT OF A LICENSEE UNDER SECTION 40(4E)
THE SOCIETIES WITH RESTRICTED LIABILITY ACT,
CAP. 318B OF THE LAWS OF BARBADOS**

Notes on Completion

In completing this form, some of the questions may be inapplicable. In such a case, N/A may be stated in the appropriate place along with the reason that the question is inapplicable.

Do not leave any blank spaces. Where a yes/no answer is required, please indicate response by ticking in the relevant box.

If insufficient space has been provided for a reply at any point, please provide the information on a SEPARATE SHEET, and refer to it in the space provided for your response. Please ensure that any sheets are clearly marked with the name of your organisation and referenced to the question.

If any further information or clarification is required, it will be requested during the processing of the application.

Please submit as an attachment any change(s) made to the information provided on the application form.

ATTACH THE FOLLOWING DOCUMENTS¹:

- Copy of Certification of Amendment (if applicable).
- Copy of Certification of Amalgamation (if applicable).
- Copy of Notice of Change of Registered Address (if applicable).
- Audited Financial Statements (if applicable).

¹ The renewal certificate will not be issued unless all of the relevant documents accompany the renewal form. Please use black ink and BLOCK CAPITALS or TYPESCRIPPT for all answers.

PARTICULARS OF THE APPLICANT

1. Name of Society:

2. Registration number:

3. Licence number:

4. Year of last renewal:

5. Was the company name amended within the last year?
-
- YES
-
- NO
-
6. Was the company amalgamated within the last year?
-
- YES
-
- NO
-
7. Was the address of the registered office changed within the last year?

 YES NO

8. If YES to No. 7, please provide the contact details of the new address.

Address:	
Telephone Number:	Fax Number:
Email Address:	Website:

9. Contact details of service provider/applicant:

Address:	
Telephone Number:	Facsimile:
Electronic Mail:	Website:

10. Statutory requirements:

Date of filing last tax return:
Date of filing last financial statements:

11. Number of management persons in Barbados:

Local:
Foreign:

12. Number of other employees in Barbados:

Local:
Foreign:

13. Total salaries paid in Barbados:

--

14. Other expenses in Barbados:

Travel and Entertainment Fees:

Government fees
Licence fees:
Work permit fees:
Custom duties:
Property taxes:
Others (specify):

Utilities (water, electricity, telephone, Internet and other telecommunication expenses):

Accommodation expenses
Office rent:
Housing expenses:

Professional fees

Legal fees:

Accounting and audit fees:

Director's fees:

Management fees:

Other professional fees (specify):

Other administrative expenses (insurance payments, repair and
maintenance cost and office expenses):**Capital expenditure:**

Purchase of land and/buildings:

Purchase of vehicles:

Purchase of other fixed assets:

Leasehold or freehold improvements:

2004-7.

DECLARATION

ON BEHALF OF
(Name of Society)

I
(Name of Declarant)

of
(Full Address of Declarant)

do hereby declare as follows:

(1) that I am authorised to make this application under the *Societies With Restricted Liability Act*, Cap. 318B and Regulations and that having made all reasonable enquiries, the information supplied to the Ministry in connection with this application is, to the best of my knowledge and belief, accurate in all material respects and does not omit any information which might reasonably be considered relevant to the application;

(2) that I am instructed and verily believe that the Society is organised or continued in Barbados under the *Societies With Restricted Liability Act*, Cap. 318B, is in good standing and has complied fully with and intends to continue to comply with section 41 of the Act;

(3) that the applicant will notify the Ministry of any material change in information supplied in the application or of any other matter which occurs during the period in which the application for authorisation is being considered, and that thereafter it will comply with its obligations with regard to notification of changes;

(4) that I have conducted the appropriate due diligence with respect to the society, quota holders and managers named in this application and to the best of my knowledge all such persons are fit and proper to carry on business from Barbados;

(5) that I have conducted the appropriate due diligence with respect to the 2004-7. society, quota holders and managers named in this application and that to the best of my knowledge all such persons have not participated in any money laundering activity, neither have the Society, quota holders or managers made any funds, financial assets or economic resources or financial or other related services available, directly or indirectly, for the benefit of persons who have committed or attempted to commit or facilitated or participated in the commission of terrorist acts within the meaning of the *Anti-Terrorism Act*, Cap. 158.

Declared this day of 20 .

Name of Declarant

The application authorises the Ministry to make such enquiries as it may consider necessary in connection with this application.