
COMMONWEALTH OF DOMINICA

STATUTORY RULES AND ORDERS NO. 25 OF 2012

REGULATIONS

MADE by the Minister under section 527 of the Companies Act,
1994 (No. 21 of 1994)

(Gazetted August 2nd, 2012).

1. (1) These Regulations may be cited as the –

Short title and
commencement.

**COMPANIES (AMENDMENT)
REGULATIONS, 2012.**

(2) These Regulations shall come into force on the 1st
day of October, 2012.

2. In these Regulations –

Interpretation.

“the Act” means the Companies Act, 1994;

Act No. 21 of 1994.

“the Principal Regulations” means the Companies Regulations, 1997.

S.R.O. No. 22 of 1997.

3. Regulation 22 of the Principal Regulations is amended by
replacing sub-regulation (4) with the following new sub-regulations —

Amendment to regulation
22 of the Principal
Regulations.

“(4) Without prejudice to the generality of sub-regulation (1) —

(a) Form 1 set out in the Third Schedule shall, when
completed, constitute –

(i) articles of incorporation of a company for the
purposes of section 5 of the Act,

-
- (ii) when accompanied by a completed Form 9A in the Third Schedule in respect of each of the persons concerned, notice of the names of the directors of the company for the purposes of section 69(1) of the Act, or
- (iii) notice of the address of the registered office of the company for the purposes of section 176(1) of the Act;
- (b) Form 12A set out in the Third Schedule is the prescribed form for the purposes of section 194 of the Act;
- (c) Form 21 set out in the Third Schedule shall, when completed, constitute the statement filed by the company together with the statutory declaration by a director of the company as required by section 344 of the Act; and
- (d) Form 24 set out in the Third Schedule is the prescribed form for the purposes of section 356 of the Act.
- (5) Where a document prescribed by this regulation is produced in a form other than in an electronic form, the document must be —
- (a) on good quality paper;
- (b) printed or typewritten; and
- (c) legible and suitable for scanning or photocopying.”

**“PART VIIIA
Sharing of information**

26A. The Registrar shall, on receipt of an application for incorporation of a company or for registration of an external company, send, by electronic means or otherwise, some or all of the information contained in the application –

- (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 Social Security for the purposes of registration of the company as an employer.

**PART VIIIB
Business activities classification**

26B. (1) For the purposes of—

- (a) an application for incorporation of a company or for registration of an external company; and
- (b) the annual return of a company or an external company,

the proposed or actual business activities of the company or external company shall be expressed in terms of a standard classification.

- (2) The standard classification for the purposes of sub-regulation (1) is the International Standard

Industrial Classification of All Economic Activities (ISIC) published by the United Nations.

(3) A statement regarding the proposed business activities does not constitute a restriction on the business which a company may carry on for the purposes of section 5(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 which the company may carry on.”

Amendment of the Third Schedule to the Principal Regulations.

5. The Third Schedule to the Principal Regulations is amended by —

(a) replacing Form 1 with the form set out as Form 1 in the Schedule to these Regulations;

(b) replacing Form 2 with the form set out as form 2 in the Schedule to these Regulations;

(c) inserting immediately after Form 9 the form set out as Form 9A in the Schedule to these Regulations;

(d) replacing Form 12A with the form set out as Form 12A in the Schedule to these Regulations;

(e) replacing Form 21 with the form set out as Form 21 in the Schedule to these Regulations; and

(f) replacing Form 24 with the form set out as Form 24 in the Schedule to these Regulations.

Transitional arrangements.

6. Where the annual return of a company or an external

company relates to a period prior to the date on which these Regulations come into force, the Registrar may accept the annual return of the company or the external company in such relevant form as if these Regulations were not enacted.

SCHEDULE

FORMS

FORM 1

(Sections 5, 69(1) and 176(1))

COMPANIES ACT OF DOMINICA

Application for incorporation of a company

Details of applicant

Type of company (*please tick*)

Name

Address

Telephone

e-mail

Private company limited by shares

Public limited company

Company Number

1. Name of Company, address etc.

Name of company

Address of registered office

Main business address (if different)

Telephone	
E-mail	

2. Share Capital

Class of shares	Maximum authorised	Number issued	Restrictions on share transfers (if any). If necessary attach a continuation sheet
Ordinary			

3. Directors

Number at incorporation		Attach Form 9A for each director. If cumulative voting is permitted there must be a fixed number of directors.
Minimum (if applicable)		
Maximum (if applicable)		

4. 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. If necessary, attach a continuation sheet

The company intends to start business

(Tick as appropriate)

Immediately following incorporation

Later - probably (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

5. Other provisions (if any)

If necessary, attach a continuation sheet

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6. 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	Residential 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 Dominica or elsewhere, or has been declared bankrupt.

On behalf of the persons named above, I undertake to notify the Director of Social Security of any employees engaged by the company.

On behalf of the persons named above, I apply for incorporation of the company.

Signed _____ Date _____

INSTRUCTIONS TO FORM 1***Format:***

Documents required to be sent to the Registrar pursuant to the Act must conform with regulations 22 to 26. 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 26 of the Regulations.

Item 1:

Set out a proposed corporate name that complies with sections 515 to 516 of the Act and with regulation 4 of the Regulations.

Set out in full the location of the registered office including street, address and, if multiple office buildings, room number.

Item 2:

Set out the details required by section 5(1)(b) of the Act. All shares must be without nominal or par value and must comply with Division of Part I of the Act.

If restrictions are to be placed on the right to transfer shares of the Company, set out a statement to this effect and nature of the restrictions.

Item 3:

State the number of directors. If cumulative voting is permitted, the number of directors must be invariable, otherwise it is permissible to specify a minimum and maximum number of directors.

Item 4:

State business activities using the four digit activity codes from the International Standard Classification of all Economic Activities (ISIC).

Item 5:

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

Any provision that is to form part of the Article may be set out if the provision is permitted by the Act or Regulations to be set out in the by-laws of the Company or in a unanimous shareholder agreement, including any pre-emptive rights or cumulative voting provisions.

Item 6:

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

Other documents:

The articles must be accompanied by consent to act as Director (Form 9A).

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

FORM 2

(Sections 5 and 329)

COMPANIES ACT OF DOMINICA

Application for Incorporation of a Non-profit Company

Company Number

Details of applicant

Name

Address

Telephone

E-mail

Incorporation of a non-profit company requires the prior approval of the Minister with responsibility for Legal Affairs.

The Company has no authorised share capital, is to be carried on without pecuniary gain to its members, and any profits or other accretions to the assets of the Company are to be used in furthering its undertakings.

1. Name of Company, address etc.

Name of company

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Registered office

Telephone

E-mail

Principal business address (if different)

2. Directors

Number at incorporation		Attach Form 9A for each director.
Minimum (if applicable)		If cumulative voting is permitted there
Maximum (if applicable)		must be a fixed number of directors.

3. Business activities

Proposed activities - enter between 1 and 4 four-digit activity codes from International standard the Industrial Classification of All Economic Activities (ISIC)

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

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 company will have employees

Tick if the company will engaged in import export

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

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5. Incorporators (first 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 Dominica or elsewhere, or has been declared bankrupt.

On behalf of the persons named above, I undertake to notify the Director of Social Security of any employees engaged by the company.

On behalf of the persons named above, I apply for incorporation of the company.

Signed _____ Date _____

INSTRUCTIONS TO FORM 2***Format:***

Documents required to be sent to the Registrar pursuant to the Act must conform with regulations 22 to 26. 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 provision by annexing a schedule in the manner described in regulation 26.

Item 1:

Set out a proposed corporate name that complies with sections 515 to 516 of the Act and with regulation 4 of the Regulations.

Where the undertaking of the company is of a social nature there must be stated the full address of the principal office or building that the company is maintaining.

Item 2:

State the number of directors. A non-profit company shall have no fewer than three directors.

Item 3:

State business activities using the four digit activity codes from the International Standard Classification of all Economic Activities (ISIC).

Set out the restrictions that are to be placed on the undertaking the company may carry on (section 328(2)).

Item 4:

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 Company.

Item 5:

State the name and address and affix signature.

Other documents:

The Articles must be accompanied by consent to Act as Director (Form 9 A).

Section 328(1) provides that no articles may be accepted for filing without the prior approval of the Minister. Accordingly the Articles must also be accompanied by written evidence of such approval.

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

Note:

Form 2 should also be used for Restated Articles of Incorporation of a non-profit company. When so used it should be headed accordingly and conclude with the following paragraph:

“The foregoing restated Articles of Incorporation correctly set out with substantive change the corresponding provisions of the Articles of Incorporation as amended and supersede the original Articles of Incorporation.”

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COMPANIES

S.R.O. 25

Date of appointment
(DD/MM/YY)

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(Leave blank for a new company)

I consent to act as director of the company named above

Signed _____ Date _____

FORM 12A

(Section 194)

COMPANIES ACT OF DOMINICA

Annual return of a company

Date of this return (dd/mm/yy)

31	12	
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Company number

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Company name

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Business name (*if different*)

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Registered office

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Main business address (*if different*)

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Telephone

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E-mail

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Business activity codes

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Share capital

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Classes of shares

--

Number issued

--

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

Directors

Name

Address

Name

Address

Name

Address

*If necessary, use a continuation sheet*Name of director or secretary
authorising this return

Signature _____ Date _____

FORM 21

(Section 344)

COMPANIES ACT OF DOMINICA

Application for registration of an external company

Details of applicant (Director, authorised officer or attorney-at-law)

Basic details of external company

Name	<input type="text"/>	Jurisdiction of incorporation:	<input type="text"/>
Address	<input type="text"/>	Date of incorporation:	<input type="text"/>
Telephone	<input type="text"/>	Registration number:	<input type="text"/>
E-mail	<input type="text"/>		
Name of company	<input type="text"/>		

Registered office/Head Office

Principal Office in Dominica

<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>

Telephone
E-mail

Share capital – Enter details for each class of shares. 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
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Business activities:

Proposed activities - enter between 1 and 4 four-digit activity codes from the International Standard Industrial Classification of All Economic Activities (ISIC).

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The company will start business in Dominica Immediately following incorporation
 (Tick as appropriate) Later - probably in (MM/YY)

Tick if the company will 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*)

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

The company is currently registered in the jurisdiction of its incorporation:

	<p>To the best of my knowledge and belief; the information in this application is complete and correct; and</p> <p>I am authorised by the company to apply for its registration as an external company.</p>
DECLARED before me	<p>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.</p>
(Signature, designation and date)	<p>Signature _____</p>

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

(Section 356)

COMPANIES ACT OF DOMINICA

Annual return of an external company

Date of this return (dd/mm/yy)	31	12	
Company number			
Company name			
Details of incorporation			
Jurisdiction			
Date of incorporation			
Registration number			

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COMPANIES

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Business name (if different)	
Registered office	
Principal office in Dominica	
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	
Directors Name Address	
Name Address	
Name Address	

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COMPANIES

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Name

Address

If necessary, use a continuation sheet

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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 directors or secretary authorising this return

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Signature _____

Date _____

Made this 27th day of July, 2012.

IAN DOUGLAS
Minister for Legal Affairs

