

*Companies (Amendment) Regulations*

**SAINT LUCIA**

STATUTORY INSTRUMENT, 2020, No. 171

**ARRANGEMENT OF REGULATIONS**

*Regulation*

1. Citation
2. Interpretation
3. Amendment of regulation 27
4. Amendment of Schedule 3



*Companies (Amendment) Regulations***SAINT LUCIA**

STATUTORY INSTRUMENT 2020, No. 171

[ 2nd November, 2020 ]

In exercise of the power conferred under section 535 of the Companies Act, Cap. 13.01, the Minister responsible for legal affairs makes these Regulations:

**Citation**

1. These Regulations may be cited as the Companies (Amendment) Regulations, 2020.

**Interpretation**

2. In these Regulations, “principal Regulations” means the Companies Regulations, Cap. 13.01.

**Amendment of regulation 27**

3. Regulation 27 of the principal Regulations is amended by inserting immediately after subregulation (5), the following new subregulation (5A) —

“(5A) The Registrar may waive the fees payable under subregulation (1)(k) until the 31<sup>st</sup> day of December, 2020 .”.

**Amendment of Schedule 3**

4. Schedule 3 of the principal Regulations is amended —
- (a) in the List of Forms, by inserting immediately after item 9A the following —  
“9B. Notice of Beneficial Owner;”,
  - (b) by deleting Form 4 and by replacing the following —

*Companies (Amendment) Regulations*

**“FORM 4**

**NOTICE OF ADDRESS OR NOTICE OF CHANGE OF  
ADDRESS OF REGISTERED OFFICE  
COMPANIES ACT OF SAINT LUCIA: SECTION 176(1) AND (2)**

- .....  
1. Name of Company:  
.....
- 2. Company Number:  
.....
- 3. Address/ Registered Office:  
.....
- 4. Mailing Address:  
.....
- 5. If change of address, give previous address of registered office  
and the date of change:  
.....
- 6. Signature:

Date	Signature	Title

**FORM 4**

**NOTICE OF REGISTERED OFFICE  
INSTRUCTIONS**

Format:

Documents required to be sent to the Registrar under the Companies Act, Cap 13.01 must conform to regulations 22 to 26.

*Item 1:*

Set out the full legal name of the Company.

*Item 2:*

Except where a number has not yet been assigned, state company number.

*Item 3:*

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

*Item 4:*

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

*Companies (Amendment) Regulations*

*Item 5:*

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

*Item 6:*

A director or an authorised officer of the Company shall sign the notice indicating the capacity in which he or she is signing. On incorporation, an incorporator shall sign the notice.

*Service of Documents:*

Note that documents may, under section 521 of the Companies Act, Cap. 13.01 be sent to or served on the Company at its registered office.

Completed documents, in duplicate, must be deposited at the office of the Registrar.”;

- (c) by inserting immediately after Form 9A the following new Form 9B —

**“FORM 9B**

**NOTICE OF BENEFICIAL OWNER  
COMPANIES ACT OF SAINT LUCIA: SECTION 69A(1) AND (2)**

.....  
**1. Name of Company** **2. Company Number**

**3. Notice is given that on the** \_\_\_\_\_ **day of** \_\_\_\_\_, 20\_\_ **the following person(s) became beneficial owner(s):**

Name	Address	Occupation	Number of voting shares or percentage of shares held

**4. Notice is given that on the** \_\_\_\_\_ **day of** \_\_\_\_\_, 20\_\_ **the following person(s) ceased to be beneficial owner:**

Name	Address	Occupation	Number of voting shares or percentage of shares held

**5. Beneficial owner(s) of the company as of this date is/are:**

Name	Address	Occupation	Number of voting shares or percentage of shares held
			”;

*Companies (Amendment) Regulations*

(d) by deleting Form 24 and by replacing the following —

**“FORM 24**

**EXTERNAL COMPANY ANNUAL RETURN  
COMPANIES ACT OF SAINT LUCIA: SECTION 356**

.....  
1. Name of Company: Return for year ending

.....  
Address/Registered or Head Office Company Number:

.....  
Address/principal office, Date of Registration  
if any, in Saint Lucia

2. List any changes in corporate structure:

.....  
3. (a) Share Capital:

Share capital			Purchased by company		Redeemed by company	
Class of Shares	Number Issued and Outstanding	Amount of Stated Capital	In Last Financial Period	Cumulative Total	In Last Financial Period	Cumulative Total

(b) List the names of persons holding shares in the company on 31<sup>st</sup> December, 20\_\_\_\_, and persons who have held shares in the company at any time since the date of the last return. In the case of the first return, list the names of the persons holding shares in the company since the date of the incorporation or continuance of the company.

Shareholder Information			Beneficial Owner Information			Account of Shares			Remarks
Name	Nationality	Address/registered office	Name	Nationality	Address / registered office	Class of shares and number held at date of return	Particulars of shares transferred since the date of the last return or in the case of the first return, of the company or its continuance, by —  (a) persons who are still members; and  (b) persons who have ceased to be members		
						Number	Date of registration of transfer		
						(a) shareholder (b) beneficial owner	(a)	(b)	

*Companies (Amendment) Regulations*

4. Main type of business carried on:  
 .....

5. Name and address of attorney(s)-at-law appointed under section 346 of the Companies Act, Cap. 13.01:  
 .....

6. Director(s) of the company:

Full Name	Address	Occupation

Date	Signature	Title

(e) by deleting Form 28 and by replacing the following —

**“FORM 28**

**ANNUAL RETURN OF A COMPANY FOR PROFIT  
 INCORPORATED OR CONTINUED UNDER THE ACT  
 COMPANIES ACT OF SAINT LUCIA: SECTION 194(1) AND (2)**

1. Name of Company ..... 2. Company No. ....

3. Address/Registered Office  
 .....

4. (a) Annual Return made from ..... to .....

(b) Share capital			Issued by company in the last financial period		Purchased or redeemed by company in the last financial period	
Class of shares	Number issued and outstanding	Amount of stated capital	Number of shares	Amount of stated capital	Number of shares	Reduction of stated capital

*Companies (Amendment) Regulations*

**5.** Authorised Share Capital, if any \_\_\_\_\_  
 Class of Shares \_\_\_\_\_ Number of shares in each class

1. -----

2. -----

Delivered for filing by:

**6.** List of persons holding shares in the company on 31<sup>st</sup> December, 20\_\_\_\_ and of persons who have held shares at any time since the date of the last return or, in case of the first return, of the incorporation or continuance of the company, showing their names and addresses and an account of the shares so held.

Shareholder information			Beneficial owner information			Account of shares		Remarks
Name	Nationality	Address/ registered office	Name	Nationality	Address/ registered office	Class of shares and number held at date of return	Particulars of shares transferred since the date of the last return or in the case of the first return, of the company or its continuance, by —  (a) persons who are still members; and  (b) persons who have ceased to be members	
						Number	Date of registration of transfer	
						(a) shareholder  (b) beneficial owner	(a) (b)	

**7.** Total amount of the indebtedness of the company in respect of all mortgages and charges of the kind which are required to be registered with the Registrar under section 250 of the Companies Act, Cap. 13.01, \$\_\_\_\_\_.

**8.** The director(s) of the company as of the date of the Annual Return is/are:

Name	Address	Occupation	Nationality	Date of ap- pointment

*Companies (Amendment) Regulations*

9. The secretary or assistant secretary(ies) of the company as of the date of the Annual Return is/are:

Name	Address/ Registered/ Principal place of business	Status/Occupation	Date of appointment

10. I hereby certify that the contents of this Annual Return are correct.

Date	Name and Title	Signature

**FORM 28**

**ANNUAL RETURN OF A COMPANY FOR PROFIT  
INCORPORATED OR CONTINUED UNDER THE ACT  
INSTRUCTIONS**

*Items 1 and 2*

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

*Item 3*

State the full address or the registered office of the company.

*Item 4*

State the anniversary of incorporation or continuance under the Companies Act, Cap. 13.01.

Tick the appropriate box. N.B. – this Return is due “not later than thirty days after each anniversary date of its continuance or incorporation” under section 194(1) the Companies Act, Cap. 13.01.

In the case of a company being continued, state “Not Applicable” or “N/A” in Item 4(b).

*Item 5*

State class(es) of shares by distinctive name or other form of designation and total number of shares in each class.

*Item 6*

- (i) State same date as in Item 4,
- (ii) State full name of each shareholder, whether a natural person or a corporation,

*Companies (Amendment) Regulations*

- (iii) State address (if a natural person) or registered office (if a corporation),
- (iv) State address, occupation or calling (if a natural person) or status (i.e., “corporation” or “limited” or “unlimited liability company”) (if a corporation),
- (v) State class of shares as per item 5 and number held by each existing shareholder at date of Return,
- (vi) State particulars of shares as transferred since the date of the last return or since the date of incorporation or continuance of the company by persons who are still shareholders or who have ceased to be shareholders, as the case may be.

In either case, state the following —

- (A) the number of shares transferred;
- (B) the relevant class(es) of the shares transferred;
- (C) the date of registration of each transfer of shares;
- (D) insert the name of the transferee.”;

(f) by deleting Form 36 and by replacing the following —

**“FORM 36**

**ANNUAL RETURN OF MEMBER STATE COMPANY  
COMPANIES ACT OF SAINT LUCIA: SECTION 377L**

.....

1. Name of Company: \_\_\_\_\_ Return for year ending: \_\_\_\_\_

.....

Address/Registered or Head Office: \_\_\_\_\_ Company Number: \_\_\_\_\_

.....

Address/principal office, if any, in Saint Lucia: \_\_\_\_\_

.....

Date of Registration: .....

2. List any changes in corporate structure:.....

.....

.....

*Companies (Amendment) Regulations*

3. (a) Share Capital:

Share Capital			Issued by the company in the last financial period		Purchased or redeemed by the company in the last financial period	
Class of shares	Number issued and outstanding	Amount of stated capital	Number of shares	Amount of stated capital	Number of shares	Reduction of stated capital

(b) List the names of persons holding shares in the company on the 31<sup>st</sup> day of December, 20\_\_\_\_, and persons who have held shares in the company at any time since the date of the last return.

Shareholder Information			Beneficial Owner Information			Account of Shares		Remarks
Name	Nationality	Address/registered office	Name	Nationality	Address/registered office	Class of shares and number held at date of return	Particulars of shares transferred since the date of the last annual return or in the case of the first return, of the company or its continuance, by —  (a) persons who are still members; and  (b) persons who have ceased to be members	
						Number	Date of registration of transfer	
						(a) shareholder  (b) beneficial owner	(a) (b)	

4. Main type of business carried on:

.....

.....

.....

.....

*Companies (Amendment) Regulations***5. Director(s) of the Company**

Full name	Address	Occupation

Date	Signature	Title

**6. Secretary(ies) of the Company (including assistant secretary(ies)):**

Full name	Address	Occupation
		”.

Made this 28<sup>th</sup> day of October, 2020.

HERMANGILD FRANCIS,  
*Minister responsible for legal affairs.*