

**SAINT VINCENT AND THE GRENADINES**  
**SAINT VINCENT AND THE GRENADINES INTERNATIONAL BUSINESS COMPANIES**  
**REGULATIONS, 2008**

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**SAINT VINCENT AND THE GRENADINES**  
**STATUTORY RULES AND ORDERS**

2008 NO. 6

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(Gazetted 2008)

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**IN EXERCISE** of the powers conferred by sections 136 and 198 of the Saint Vincent and the Grenadines International Business Companies (Amendment and Consolidation Act) 2007, the Minister makes the following Regulations:

**SAINT VINCENT AND THE GRENADINES INTERNATIONAL BUSINESS COMPANIES**  
**REGULATIONS, 2008**

**PART I**

**PRELIMINARY PROVISIONS**

1. These Regulations may be cited as the Saint Vincent and the Grenadines International Business Companies Regulations, 2008.

2. The International Business Companies Regulations, 1996, are hereby repealed.

3. In these Regulations:

“Act” means the International Business Companies (Amendment and Consolidation) Act 2007;

“Authority” means the Authority as defined in the Act;

“dollar” or “\$” means a dollar in the currency of the United States of America;

“functionary” means:

(a) in the case of a mutual fund SCC, the manager, administrator, investment advisor, custodian or any other person approved by the Authority;

(b) in the case of an insurance company SCC, a manager, broker, agent, actuary, or any other person approved by the Authority;

“insurance company” means an insurer licensed under the International Insurance (Amendment and Consolidation) Act 1998;

“insurance company SCC” means a segregated cell company that is an insurance company;

“mutual fund” means a company that is recognised as an accredited or a private fund, or that is registered as a public fund, under the Mutual Funds (Amendment) Act, 1998;

“mutual fund SCC” means a segregated cell company that is a mutual fund.

**PART II**

**INTERNATIONAL BUSINESS COMPANIES GENERALLY**

4. The words and expressions set out in Schedule 1 are prescribed as words and expressions that require the approval of the Registrar before they can be used in the name of an international business company.

5. The forms set out in Schedule 2 are prescribed for use in the matters to which they relate.

6. (1) An individual with a *bona fide* intention to use a name for incorporation or continuation of an international business company under the Act shall submit to the Registrar in duplicate a completed version of Form 2 prescribed in Schedule 2 for each company name being reserved pursuant to section 11 (1) of the Act.

(2) No fee is payable under this regulation in respect of a period of seventy two hours and under but thereafter a fee is payable and shall be as prescribed in Schedule 3.

(3) Name reservations may be renewed by the submission of a new Form 2 together with the prescribed fee in Schedule 3.

(4) Where the completed Form 2 is accepted, the Register shall deliver to the applicant a certified copy of the approved Form 2 under his hand and seal.

7. Where Articles are required to be filed by an international business company, such articles in prescribed form (as set out in Schedule 2 i.e. Form 3, Form 4, Form 14, Form 16 or Form 17 as appropriate) shall be submitted to the Registrar in duplicate together with the fee prescribed in Schedule 3 and where appropriate, the applicant shall also attach two copies of the approved Form 2 granted under regulation 6 (4).

8. The Registrar shall register the Articles of an international business company in the Register on receipt of the appropriate fee and acceptance of the Articles pursuant to regulation 7 and shall deliver to the registered agent:

- (a) a Certificate of Incorporation (Form 1); or
- (b) a Certificate of Continuation, Registration, Merger or as appropriate; and
- (c) a certified copy of the certificate in (a) or (b) above)) relevant to the filing of the Articles; and
- (d) a Certificate of Exemption from Import Duties in the prescribed form, pursuant to section 180(8)(a) of the Act; and
- (e) where appropriate, a Certificate of Exemption from Direct Taxes in the prescribed form, pursuant to section 180(8)(b) of the Act.

9. (1) An international business company shall in order to amend its Articles whether pursuant to section 149, 156 or 167 of the Act or otherwise, submit to the Registrar in duplicate, amended Articles (Form 3, Form 14, Form 16, Form 17 or Form 21 as appropriate) together with Articles of Amendment (Form 4) and the fee prescribed in Schedule 3.

(2) The Registrar shall, on the receipt and acceptance of the duly amended Articles and the appropriate fee, register the amended Articles.

10. A registered agent of an international business company that has issued bearer shares shall (as and when requested to do so by the legal owner of the shares) deliver to the legal owner of such bearer shares a Certificate of Immobilisation in prescribed form in respect of bearer shares held by the registered agent as custodian pursuant to section 30 of the Act.

11. (1) An international business company shall, in order to change its registered office under section 67 or its registered agent under section 68 of the Act, or both, submit to the Registrar in duplicate a completed version of Form 6 prescribed in Schedule 2 together with the fee prescribed in Schedule 3.

(2) The Registrar shall upon receipt and acceptance of the duly completed Form 6 and the appropriate fee, register the change of registered office or registered agent, or both, in the Register.

12. An international business company that elects to register charges (in general) shall, at the time of such election, submit to the Registrar in duplicate a completed version of Form 7 together with the fee prescribed in Schedule 3.

13. (1) An international business company that elects to register a charge shall submit to the Registrar in duplicate a completed version of Form 8 together with the fee prescribed in Schedule 3.

(2) The Registrar shall upon receipt and acceptance of the duly completed Form 8 and the prescribed fee register the charge in the Register of Registered Charges and issue to the international business company a certificate in the prescribed form (Form 9).

14. (1) Where under section 142 of the Act a person wishes to vary a charge currently filed with the Registrar, such person shall submit to the Registrar in duplicate, a completed Form 10 together with the fee prescribed in Schedule 3.

(2) The Registrar shall upon receipt and acceptance of the duly completed Form 10 and the prescribed fee register the variation of charge and issue to both the chargee and the international business company a certificate of variation of charge in the prescribed form (Form 11).

15. (1) Where a charge registered under section 141 of the Act ceases to be of effect the international business company shall submit to the Registrar in duplicate, a completed Form 12 together with the prescribed fee in Schedule 3.

(2) The Registrar shall upon receipt and acceptance of the duly completed Form 12 and the prescribed fee issue to both the chargee and the international business company a certificate of cessation of charge in the prescribed form (Form 13).

16. (1) An international business company shall submit to the Registrar in duplicate the Articles of Merger of a parent and subsidiary company (Form 16) together with the fee prescribed in Schedule 3.

(2) The Registrar shall deliver a certificate of Merger in the form prescribed in Form 15 of Schedule 2 upon registration thereof.

(3) An international business company shall be issued a certified copy of the Certificate of Merger pursuant to regulation 8(b).

17. (1) An international business company shall submit in duplicate to the Registrar its Articles of Merger or Consolidation (Form 14) for registration together with the fee prescribed in Schedule 3.

(2) The Registrar shall deliver a certificate of Merger or Consolidation to the company in the form prescribed in Form 15 of Schedule 2 upon registration thereof.

(3) An international business company shall be issued a certified copy of the certificate of Merger or Consolidation pursuant to regulation 8 (b).

18. (1) Pursuant to sections 156 and 157 of the Act an international business company which proposes to continue into the State from under the laws of a foreign jurisdiction shall submit to the Registrar in duplicate Articles of Continuation in Form 17 of Schedule 2 together with the fees prescribed in Schedule 3.

(2) The Registrar shall upon receipt of the Articles of Continuation and the fees prescribed in Schedule 3 register the Articles of Continuation in the Register and issue to the company a Certificate of Continuation in the form prescribed in Form 18 of Schedule 2.

19. (1) An international business company proposing to leave the State shall submit to the Registrar in duplicate duly completed Certificate of Departure in Form 19 of Schedule 2 together with the fee prescribed in Schedule 3.

(2) The Registrar shall upon receipt of the Certificate of Departure and the fees prescribed in Schedule 3 issue to the company a Certificate of Discontinuance in the form prescribed in Form 20 of Schedule 2.

20. (1) An international business company which proposes to wind up and dissolve shall submit to the Registrar in duplicate duly completed Articles of Dissolution in Form 21 of Schedule 2 together with the fee prescribed in Schedule 3.

(2) The Registrar shall upon receipt of the Articles of Dissolution and upon satisfaction that section 167 of the Act has been complied with by the company, its directors and liquidator, issue to the company a Certificate of Dissolution in the form prescribed in Form 22 of Schedule 2.

21. (1) An international business company which requires to be restored to the Register shall submit to the Registrar in duplicate duly completed Form 23 of Schedule 2 together with the fee prescribed in Schedule 3.

(2) The Registrar shall upon receipt of the duly completed Form 23 and taking into account the matters set out in section 174 (1) and 174(2) restore the company to the register and issue to the company a Certificate of Restoration in the form prescribed in Form 24 of Schedule 2.

22. (1) The Registrar shall issue every international business company incorporated or continued in the State under the Act with a Certificate of Exemption from Import Duties in the form prescribed in Form 25 of Schedule 2 upon the incorporation or continuation of such company.

(2) Where an international business company does not make the election under section 180 (2) of the Act, the Registrar shall issue such company with a Certificate of Exemption from Direct Taxes in the form prescribed in Form 26 of Schedule 2 upon its incorporation or continuation as the case may be.

23. (1) Where an international business company makes the election under section 184 (1) of the Act, the company shall submit to the Registrar in duplicate, in accordance with section 184 (2), completed Form 27 as set out in Schedule 2 together with the appropriate fee in Schedule 3.

(2) Where there has been any change in the directors or members (as the case may be) or in any information pertaining thereto, the international business company shall, within 14 days of such change, submit to the Registrar (as required under section 184(5) of the Act) in duplicate, the form prescribed in Form 28 of Schedule 2, together with the appropriate fee.

(3) An international business company that wishes to cancel the election made under section 184 (1) of the Act shall submit to the Registrar in duplicate completed Form 29 as set out in Schedule 2 together with the prescribed fee.

24. The Registrar shall upon the application in writing of any person, and the payment of the relevant fee prescribed in Schedule 3 issue a Certificate of Good Standing in the form prescribed in Form 30 of Schedule 2.

25. (1) A member, director or officer of an international business company, acting through a registered agent shall, in order to obtain from the Registrar a duplicate copy of the articles or any certificate or document in respect of an international business company, submit to the Registrar in duplicate a letter containing at least the following information about the international business company:

- (a) its name;
- (b) its unique identification number;
- (c) the name of the current registered agent;
- (d) its registered office;
- (e) the document being requested; and
- (f) the name, address and status (i.e. director, member, officer or registered agent) of person making the request.

(2) (a) An international business company shall submit to the Registrar under the cover of an explanatory letter, in duplicate, any document permitted but not required to be registered under the provisions of the Act together with the relevant fee prescribed in Schedule 3.

(b) The Registrar shall upon receipt thereof register the documents in the Register and shall maintain them in the same manner as the Register is required to be maintained under the Act.

(3) (a) An international business company shall submit to the Registrar on or before the 1<sup>st</sup> day of January of each year the annual fees due under the Act and prescribed in Part 1 of Schedule 3.

(b) An international business company that fails to make payment by the prescribed date is liable to pay a penalty as set forth in Part 2 of Schedule 3.

(c) The Registrar may exercise his power under section 172 of the Act and strike from the Register any company that fails to pay the outstanding fee and penalty by the 31<sup>st</sup> day of December following the 1<sup>st</sup> January upon which such fee first became payable.

26. (1) The fees required to be paid under the Act for filing or other services are set out in Part 1 of Schedule 3.

(2) The penalty for failing to make payments when due are set out in Part 2 of Schedule 3.

### **PART III**

#### **SEGREGATED CELL COMPANIES ('SCC')**

27. An application to the Authority for approval to incorporate a company or register an existing company as a segregated cell company under section 112 of the Act shall include:

\_\_\_\_\_ (a) in every case-

(i) the name, or proposed name, of the applicant company;

(ii) details of the functionaries who are, or who will be appointed as functionaries to the applicant company,

(iii) a list of the initial segregated cells that it is intended will be created, including the name, identification or designation of each segregated cell, and

(iv) in respect of each proposed initial segregated cell, details of the functionary who will be appointed by the company to act in respect of the cell,

(v) the prescribed fees set out in Schedule 3;

(b) in the case of a proposed new mutual fund SCC or insurance company SCC, an application for approval to incorporate such a company shall be accompanied by-

(i) an application under the Mutual Funds (Amendment) Act for the recognition of the company as a private or accredited fund or for the registration of the company as a public fund, or

(ii) an application under the International Insurance (Amendment and Consolidation) Act, and

(iii) the proposed constitutional documents (i.e. articles and by-laws) required under (a) or (b) above, and

(d) a copy of the offering document, prospectus or business plan for each of the initial segregated cells that it is intended will be created,

(iv) a declaration in the approved form SACC-A,

(c) in the case of an existing mutual fund or insurance company, an application for approval to register such a company as a segregated cell company shall be accompanied by-

(i) the certificate of incorporation, certificate of good standing, articles and bylaws and the changes proposed to be made thereto should the application be approved,

(ii) a statement in the approved form, signed by at least one director of the company on behalf of the board, setting out-

- (A) the assets and liabilities of the company as at a date no more than six months prior to the date of the application,
  - (B) details of any transactions, events or other matters not reflected in the statement of assets and liabilities that the directors consider have materially affected or, prior to its registration as a segregated cell company are likely to materially affect, the assets and liabilities of the company,
  - (C) the assets of the company that it is intended will be segregated cell assets, specifying in respect of which cell, and the assets that it is intended will be general assets, and
  - (D) how the liabilities of the company will be satisfied;
- (iii) a declaration in the approved form signed by at least one director of the company on behalf of the board that-
- (A) resolutions of the directors have been passed approving the registration of the company as a segregated cell company,
  - (B) the company is solvent and that the company and each proposed segregated cell will, after the assets of the company have been allocated to segregated cells, be solvent, and
  - (C) the company has given notice to members of its intention to apply for registration as a segregated cell company;
- (d) a copy of the offering document, prospectus or business plan for each of the initial segregated cells that it is intended will be created,
- (e) a declaration in the approved form SACC-B.
28. The instrument under which a SCC functionary is appointed shall *inter alia* specify:
- (a) the segregated cell or cells in respect of which the functionary is appointed; and
  - (b) the responsibilities and duties of the functionary in respect of each such segregated cell.
29. (1) Each SCC shall have an auditor who shall be responsible for auditing its financial statements.
- (2) The audited financial statements of a SCC shall be filed with the Authority within 6 months of the end of the financial year of the SCC or within such shorter period as is specified in the International Insurance (Amendment and Consolidation) Act 1998 or the Mutual Funds (Amendment) Act 1998, as the case may be.

## SCHEDULE 1

(regulation 4)

### PRESCRIBED WORDS AND EXPRESSIONS

Assurance, Assurance Broker, Assurer, Authority,

Banc, Banca, Bancaria, Bancaire, Bancario, Banco, Bancomer, Bancorp, Bancos, Bangko, Bank, Banka, Bankas, Bankasi, Banke, Banken, Banker, Bankhaus, Banki, Bankiers, Banking, Bankin'ny, Bankirsky, Bankos, Bankverein, Banky, Banque, Banquier, Banquiers, Building Society,

Casualty, Chamber of Commerce, Charity, Charitable, Co-operative, Co-op, Credit, Creditbank, Credit Union, Creditanstalt, Credito,

Discontobank,

Friendly Society, Fiduciary, Fund,

Gennossenschaftsbank, Girobank, Girozentrale, Government, Great Britain, Guarantee

Handelsbank, Hypothekenbank,

Indemnity, Insurance, Insurance Broker, Insurer,

Kantonalbank, King, Kontrollbank, Kretit, Kreditbank,

Landesbank, Lottery, Lotto,

Majesty

Nationalbank,

Pankki, Patent, Patent Office, Police, Post Office, Prince, Princess, Privatbank,

Queen,

Raiffeisenbank, Re-assurance, Re-assurance Broker, Re-assurer, Red Cross, Re-insurance, Re-insurance Broker, Re-insurer, Royal, Royale, Royalty,

Sparbank, Stock Exchange, Surety

Trade Union, Trust, Trustee

Underwriter,

Vereinsbank, Volksbank,

**SCHEDULE 2**

(regulation 5)

**PRESCRIBED FORMS**

**FORM 1**

**SAINT VINCENT AND THE GRENADINES**

**INTERNATIONAL BUSINESS COMPANIES (AMENDMENT AND CONSOLIDATION) ACT 2007**

(Section 5 (1))

**CERTIFICATE OF INCORPORATION**

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(Name of International Business Company)

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(International Business Company Number)

I hereby certify that the above-mentioned International Business Company,  
the Articles of Incorporation of which are attached hereto, was incorporated under the  
International Business Companies Act (Amendment and Consolidation Act) 2007, on

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(Date of Incorporation)

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**REGISTRAR OF INTERNATIONAL  
BUSINESS COMPANIES**

**[SEAL]**

FORM 2

SAINT VINCENT AND THE GRENADINES

INTERNATIONAL BUSINESS COMPANIES (AMENDMENT AND CONSOLIDATION) ACT 2007

(Section 11)

**REQUEST FOR NAME SEARCH AND NAME RESERVATION**

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

Name:

Address:

Telephone:

Fax No.:

If person making the request is a registered agent, state name and licence number:

Name:

Licence number:

2. Proposed name or names in order of preference:

- |    |     |
|----|-----|
| 1. | 6.  |
| 2. | 7.  |
| 3. | 8.  |
| 4. | 9.  |
| 5. | 10. |

3. Main types of business the company proposes to carry on:

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4. Derivation of Name:

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5. First available name to be reserved:  
Yes [ ] No [ ]

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6. Purpose of Name Request: *(please check appropriate box)*

Incorporation

Continued company

Change of name

—state present name and company number

Amalgamation

—state names and company numbers of amalgamating companies

7. Provide any relevant information (e.g. names of affiliated businesses, consents required from other companies):

**FOR REGISTRY USE ONLY**

**Date Filed:**

**Received By:**

- Yes, Name #** ..... appears to be available and is reserved for you  
**for 72 hours free of charge** .....
- No, Name #. ....is not available. Please see reasons below:
- Prohibited
- Too similar to attached names
- Obscene or on public grounds objectionable
- Other

FORM 3

SAINT VINCENT AND THE GRENADINES

INTERNATIONAL BUSINESS COMPANIES (AMENDMENT AND CONSOLIDATION) ACT 2007

(Section 14(1))

**ARTICLES OF INCORPORATION**

1. The name of the International Business Company is:
2. The address of the registered office of the International Business Company is:  
Address:  
Mailing Address:
3. The name and address of the First Registered Agent of the International Business Company are:  
Name:  
Address:
4. (i) Select the description which best describes the type of International Business Company being incorporated. (Check **ONE** box **ONLY**)
  - a.  Company Limited by Shares
  - b.  Company Limited by Guarantee that is authorized to issue Shares
  - c.  Company Limited by Guarantee that is **NOT** authorized to issue Shares
  - d.  Unlimited Company that is authorized to issue Shares
  - e.  Unlimited Company that is **NOT** authorized to issue Shares(ii) Select the description (if any) which further defines the attributes of the International Business Company being incorporated. (Check **ALL** boxes that apply)
  - a.  Segregated Cell Company with incorporation authorization from the Authority.
  - b.  Limited Duration Company with expiry date of [ ][ ][ ][ ][ ][ ] (Day/Month/Year)
5. In the case of an International Business Company authorized to issue shares, state the following:
  - a. Currencies in which shares of the International Business Company shall be issued are:  
\_\_\_\_\_ ; \_\_\_\_\_ ; and \_\_\_\_\_
  - b. The total authorised capital (if any) of the International Business Company is: [currency]  
\_\_\_\_\_
  - c. The number of shares (if any) with par value that the International Business Company is authorised to issue is \_\_\_\_\_ shares, each with a par value of [currency] \_\_\_\_\_.
  - d. The number of shares (if any) without par value that the International Business Company is authorised to issue is \_\_\_\_\_ shares \_\_\_\_\_ with aggregate Capital Value of [currency] \_\_\_\_\_.
  - e. Classes and series of shares that the company is authorized to issue:  
*Classes of Shares:* \_\_\_\_\_ ; \_\_\_\_\_ ; \_\_\_\_\_  
*Outline the relative designations, powers, preferences, rights, qualifications, limitations or restrictions of each class and of each share within a class.*

\_\_\_\_\_  
\_\_\_\_\_

f. Is the International Business Company authorized to issue bearer shares?

Yes  No

(i) The number of shares to be issued as bearer shares is: \_\_\_\_\_

(ii) The number of shares to be issued as registered shares is: \_\_\_\_\_

(iii) If shares issued to bearer are to be issued, state the manner in which a required notice is to be given to holders of such shares:

\_\_\_\_\_  
\_\_\_\_\_

(iv) Registered shares may be exchanged for shares issued to bearer as follows:

\_\_\_\_\_  
\_\_\_\_\_

(v) Shares issued to bearer may be exchanged for registered shares as follows:

\_\_\_\_\_

\_\_\_\_\_ (vi) The right to transfer any shares in the company is restricted as follows:

\_\_\_\_\_  
\_\_\_\_\_

7. Where the International Business Company is to be limited by guarantee and 4 (i)(b) or 4(i)(c) above has been selected, each member of the International Business Company, shall by affixing his signature below (or by providing a separate undertaking by signed writing in similar terms to the International Business Company) undertake as follows:

*That he shall undertake to contribute to the assets of the International Business Company in the event of the International Business Company being wound up during the time that he is a member, or within one year afterwards, for the payment of the debts and liabilities of the International Business Company contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of the winding-up of the company, and for the adjustment of the rights of the contributors amongst themselves-*

in an amount not exceeding US\$ \_\_\_\_\_; or

in an unlimited amount.

8. The International Business Company is to be an unlimited company. The liability of the members of the International Business Company in respect of the company's debts, liabilities and obligations is unlimited.

Yes  No

9. (a) The International Business Company has elected to register its charges under section 141 to section 146 of the Act. (Check **ONE** box ONLY)

Yes  No

(b) The International Business Company has irrevocably elected to pay taxes at 1% under section 180 (2) of the Act. (Check **ONE** box ONLY)



FORM 4

SAINT VINCENT AND THE GRENADINES

INTERNATIONAL BUSINESS COMPANIES (AMENDMENT AND CONSOLIDATION) ACT 2007

(Section 16(2))

**ARTICLES OF AMENDMENT**

1. Name of Company: \_\_\_\_\_

2. Company No.: \_\_\_\_\_

3. Nature and Date of Adoption of Resolution: \_\_\_\_\_

4. The articles are amended as follows: (Note: If amended in entirety, please attach new articles)

5. Full Name: \_\_\_\_\_ Office Held: \_\_\_\_\_ Address: \_\_\_\_\_ Date: \_\_\_\_\_

**FOR REGISTRY USE ONLY**

**Company No:**

**Agent Code No:**

**Date Filed:**

**Received By:**

FORM 4

SAINT VINCENT AND THE GRENADINES

INTERNATIONAL BUSINESS COMPANIES (AMENDMENT AND CONSOLIDATION) ACT 2007

(Section 16(2))

**ARTICLES OF AMENDMENT**

1. Name of Company: \_\_\_\_\_

2. Company No.: \_\_\_\_\_

3. Nature and Date of Adoption of Resolution: \_\_\_\_\_

4. The articles are amended as follows: (Note: If amended in entirety, please attach new articles)

5. Full Name: \_\_\_\_\_ Office Held: \_\_\_\_\_ Address: \_\_\_\_\_ Date: \_\_\_\_\_

**FOR REGISTRY USE ONLY**

**Company No:**

**Agent Code No:**

**Date Filed:**

**Received By:**

FORM 6

SAINT VINCENT AND THE GRENADINES

INTERNATIONAL BUSINESS COMPANIES (AMENDMENT AND CONSOLIDATION) ACT 2007

(Sections 67(3) and 68(3))

**NOTICE OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT**

1. Name of Company: \_\_\_\_\_

2. (a) Company No.: \_\_\_\_\_

(b) Nature and Date of Adoption of Resolution

Registered Office:

Address:

Mailing Address:

3.

4. If change of address of registered office, give previous address of registered office:

Address:

Mailing Address:

5. Registered Agent:

Name:

Address:

Mailing Address:

6. If change of registered agent, give details of previous registered agent:

Name:

Address:

Mailing Address:

7. Date:

Signature:

Title:

**FOR REGISTRY USE ONLY**

**Company No:**

**Agent Code No:**

**Date Filed:**

**Received By:**

FORM 7

SAINT VINCENT AND THE GRENADINES

INTERNATIONAL BUSINESS COMPANIES (AMENDMENT AND CONSOLIDATION) ACT 2007

(Section 140)

**ELECTION/REVOCAION OF ELECTION TO REGISTER CHARGE**

1. Name of Company:

2. Company No.:

3. Registered Office:

Address:

Mailing Address:

4.  The company has elected to be subject to the provisions of sections 141 to 146 of the International Business Companies (Amendment and Consolidation) Act 2007

or

Revokes its election to be subject to the above provisions.

In revoking its election, the company confirms that:

No charge has been registered in respect of the company under section 141

or

All charges that have been registered have ceased to affect the property of the company and in respect of each charge registered, the appropriate notice has been registered under section 143.

*(please check appropriate box)*

5. Date:

Signature:

Title:

**FOR REGISTRY USE ONLY**

**Company No:**

**Agent Code No:**

**Date Filed:**

**Received by:**

FORM 8

SAINT VINENT AND THE GRENADINES

INTERNATIONAL BUSINESS COMPANIES (AMENDMENT AND CONSOLIDATION) ACT 2007

(Section 141 (2))

**APPLICATION TO REGISTER CHARGE**

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1. Name of Company:

---

2. Company No.:

---

Registered Office:

Address:

Mailing Address:

3.

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4. Date of Creation of Charge:

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5. Description of the instrument (if any) creating or evidencing the charge:

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6. Amount secured by the charge, together with a brief description of the property over which the charge has been created:

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7. Names and addresses of the mortgagees or persons entitled to the charge:

Name:

Address:

Mailing Address:

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Date:

Signature:

Title:

**FOR REGISTRY USE ONLY**

**Company No:**

**Agent Code No:**

**Date Filed:**

**Received by:**

FORM 9

SAINT VINCENT AND THE GRENADINES

INTERNATIONAL BUSINESS COMPANIES (AMENDMENT AND CONSOLIDATION) ACT 2007

Section 141 (4)

**CERTIFICATE OF REGISTRATION OF CHARGE**

\_\_\_\_\_  
(Name of International Business Company)

\_\_\_\_\_  
(International Business Company Number)

I hereby certify that on the date and at the time specified below, there was registered against the above-mentioned International Business Company in the Register of Charges pursuant to the International Business Companies Act (Amendment and Consolidation Act) 2007, the following Charge:

Name of Chargee:

Type of Charge: [Fixed/ Floating]

Time of Registration: [ ] [ ] : [ ] [ ] (Hours/minutes)

\_\_\_\_\_  
(Date of Registration of Charge)

\_\_\_\_\_  
REGISTRAR OF INTERNATIONAL  
BUSINESS COMPANIES

[SEAL]



FORM 11

SAINT VINCENT AND THE GRENADINES

INTERNATIONAL BUSINESS COMPANIES (AMENDMENT AND CONSOLIDATION) ACT 2007

(Section 142 (3))

**CERTIFICATE OF VARIATION OF CHARGE**

---

(Name of International Business Company)

---

(International Business Company Number)

I hereby certify that on the date and at the time specified below, the charge registered against the above-mentioned International Business Company in the Register of Charges was varied in the form and manner set out below pursuant to the International Business Companies (Amendment and Consolidation Act) 2007:

Date of Registration of Charge:

Name of Chargee:

Type of Charge: [Fixed/ Floating]

Time of Variation: [ ] [ ]:[ ] [ ] (Hours/minutes)

Form of Variation of Charge:

---

(Date of Variation of Charge)

---

REGISTRAR OF INTERNATIONAL  
BUSINESS COMPANIES

[SEAL]



FORM 13

SAINT VINCENT AND THE GRENADINES

INTERNATIONAL BUSINESS COMPANIES (AMENDMENT AND CONSOLIDATION) ACT 2007

(Section 143 (3))

**CERTIFICATE OF CESSATION OF CHARGE**

(Name of International Business Company)

---

(International Business Company Number)

I hereby certify that on the date and at the time specified below, the charge registered against the above-mentioned International Business Company in the Register of Charges ceased to be of force and effect pursuant to the

International Business Companies (Amendment and Consolidation Act) 2007:

Date of Registration of Charge:

Name of Chargee:

Type of Charge: [Fixed/ Floating]

Time of Cessation: [ ] [ ] : [ ] [ ] (Hours/minutes)

---

(Date of Cessation of Charge)

---

REGISTRAR OF INTERNATIONAL  
BUSINESS COMPANIES

[SEAL]

FORM 14

SAINT VINCENT AND THE GRENADINES

INTERNATIONAL BUSINESS COMPANIES (AMENDMENT AND CONSOLIDATION) ACT 2007

(Sections 148 and 151)

**ARTICLES OF MERGER/CONSOLIDATION**

---

1. Type of Articles:

Merger

Consolidation

---

2. Effective Date of Merger/Consolidation:

.....Date of Filing

..... Subsequent Date, Not Exceeding 30 Days

---

3. Constituent Companies:

Name:	Company No.:	Jurisdiction of Registration (If not Saint Vincent and the Grenadines):	Date of Registration:
-------	--------------	---	-----------------------

---

4. Name of Surviving/Consolidated Companies:

---

5. Intended Jurisdiction if not Saint Vincent and the Grenadines:

---

6. Registered Office:

Address:

Mailing Address:

---

7. Registered Agent:

Name:

Mailing Address:

Address:

---

8. Manner in which the merger or consolidation was authorised with respect to each constituent company:

9. If filing articles of consolidation:

(a) Currencies in which shares of the International Business Company shall be issued are:

\_\_\_\_\_ ; \_\_\_\_\_ ; and \_\_\_\_\_ convertible into US \$ at rates  
of \_\_\_\_\_ ; \_\_\_\_\_ ; and \_\_\_\_\_ respectively.

(b) The total authorised capital (if any) of the International Business Company is: US\$

\_\_\_\_\_

(c) The number of shares (if any) with par value that the International Business Company is authorised to issue is \_\_\_\_\_ shares, each with a par value of US \$\_\_\_\_\_.

(d) The number of shares (if any) without par value that the International Business Company is authorised to issue is \_\_\_\_\_ shares \_\_\_\_\_ with aggregate Capital Value of US \$\_\_\_\_\_.

(e) Classes and series of shares that the company is authorized to issue:

*Classes of Shares:* \_\_\_\_\_; \_\_\_\_\_; \_\_\_\_\_

*Outline the relative designations, powers, preferences, rights, qualifications, limitations or restrictions of each class and of each share within a class.*

\_\_\_\_\_  
\_\_\_\_\_

(f) Is the International Business Company authorized to issue bearer shares?  
Yes [ ] No [ ]

(i) The number of shares to be issued as bearer shares is: \_\_\_\_\_

(ii) The number of shares to be issued as registered shares is: \_\_\_\_\_

(iii) If shares issued to bearer are to be issued, state the manner in which a required notice is to be given to holders of such shares

\_\_\_\_\_  
\_\_\_\_\_

(iv) Registered shares may be exchanged for shares issued to bearer as follows:

\_\_\_\_\_  
\_\_\_\_\_

(v) Shares issued to bearer may be exchanged for registered shares as follows:

\_\_\_\_\_  
\_\_\_\_\_

(vi) The right to transfer any shares in the company is restricted as follows:

\_\_\_\_\_  
\_\_\_\_\_

(g) Where the International Business Company is to be limited by guarantee (whether or not authorized to issue shares), each member of the International Business Company, shall by affixing his signature below (or by providing a separate undertaking by signed writing in similar terms to the International Business Company) undertake as follows:

*That he shall undertake to contribute to the assets of the International Business Company in the event of the International Business Company being wound up during the time that he is a member, or within one year afterwards, for the payment of the debts and liabilities of the International Business Company contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of the winding-up of the company, and for the adjustment of the rights of the contributors amongst themselves-*

[ ] *in an amount not exceeding US\$\_\_\_\_\_;* or

[ ] *in an unlimited amount.*

- (h) The International Business Company is to be an unlimited company. The liability of the members of the International Business Company in respect of the company's debts, liabilities and obligations is unlimited.

Yes                   No

---

10. If filing articles of merger, please state any changes to be effected to the surviving company's articles:

---

11. If the surviving company or the consolidated company is to be incorporated under the laws of a jurisdiction outside of Saint Vincent and the Grenadines, it must comply with the requirements of section 151(2) (b) of the International Business Companies (Amendment and Consolidation) Act and file herewith the documents required to be filed under that section.

Documents Attached                   Documents Not Attached

**FOR REGISTRY USE ONLY**

**Company No:**

**Agent Code No:**

**Date Filed:**

**Received By:**

FORM 15

SAINT VINCENT AND THE GRENADINES

INTERNATIONAL BUSINESS COMPANIES (AMENDMENT AND CONSOLIDATION) ACT 2007

(Sections 148 (5) (f), and 149 (7))

**CERTIFICATE OF MERGER/CONSOLIDATION**

---

(Name of International Business Company)

---

(International Business Company Number)

I hereby certify that the Articles of Merger/Consolidation of the above-mentioned International Business Company have been registered in the Register of International Business Companies pursuant to the International Business Companies Act (Amendment and Consolidation Act) 2007, on

---

(Date of Registration)

---

REGISTRAR OF INTERNATIONAL  
BUSINESS COMPANIES

[SEAL]

FORM 16  
SAINT VINCENT AND THE GRENADINES  
INTERNATIONAL BUSINESS COMPANIES (AMENDMENT AND CONSOLIDATION) ACT 2007  
(Section 149 (6))

**ARTICLES OF MERGER  
BY PARENT INTERNATIONAL BUSINESS COMPANY**

1. Parent Company:

Name:                      Company No.:                      Date of Registration:

2. Other Constituent Companies:

Name:                      Company No.:                      Date of Registration:

3. Name of Surviving Company:

4. Effective Date of Merger:

.....Date of Filing

.....Subsequent Date (Not Exceeding 30 Days)

5. Registered Office:

Address:    Mailing Address:

6. Registered Agent:

Name:    Mailing Address:

Address:

7. If the parent company does not own all the shares in each subsidiary company to be merged, the date on which a copy of the plan of merger or an outline thereof was made available to the shareholders of each subsidiary company:

8. Attached is a copy of the plan of merger:

Parent Company:

Full Name & Signature of Authorised Signatory:

Office Held:

**FOR REGISTRY USE ONLY**

**Company No:**

**Agent Code No:**

**Date Filed:**

**Received By:**

FORM 17  
SAINT VINCENT AND THE GRENADINES  
INTERNATIONAL BUSINESS COMPANIES (AMENDMENT AND  
CONSOLIDATION) ACT 2007

(Section 156 (1) )

**ARTICLES OF CONTINUANCE**

1. Name of Company:
2. Name under which the company is to be continued:
3. Jurisdiction under which company is incorporated:
4. Date on which company was incorporated:
5. Registered Office:  
Address:  
  
Mailing Address:
6. Registered Agent:  
Name:  
  
Address:  
  
Mailing Address:
7. Form of Limitation of Liability (if any) (*please check appropriate box*)
  - (a). Currencies in which shares of the International Business Company shall be issued are:  
\_\_\_\_\_; \_\_\_\_\_; and \_\_\_\_\_  
Convertible into US \$ at rates of \_\_\_\_\_; \_\_\_\_\_; and \_\_\_\_\_  
respectively.
  - (b) The total authorised capital (if any) of the International Business company is: US\$  
\_\_\_\_\_
  - (c) The number of shares (if any) with par value that the International Business Company is authorised to issue is \_\_\_\_\_ shares, each with a par value of US \$\_\_\_\_\_.  
\_\_\_\_\_.
  - (d) The number of shares (if any) without par value that the International Business Company is authorised to issue is \_\_\_\_\_ shares \_\_\_\_\_ with aggregate Capital Value of US \$\_\_\_\_\_.  
\_\_\_\_\_.
  - (e) Classes and series of shares that the company is authorized to issue:  
*Classes of Shares:* \_\_\_\_\_; \_\_\_\_\_; \_\_\_\_\_

*Outline the relative designations, powers, preferences, rights, qualifications, limitations or restrictions of each class and of each share within a class.*

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(f) Is the International Business Company authorized to issue bearer shares? Yes [ ] No [ ]

(i) The number of shares to be issued as bearer shares is: \_\_\_\_\_

(ii) The number of shares to be issued as registered shares is: \_\_\_\_\_

(iii) If shares issued to bearer are to be issued, state the manner in which a required notice is to be given to holders of such shares:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(iv) Registered shares may be exchanged for shares issued to bearer as shares issued to bearer may be exchanged for registered shares as follows:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(vi) The right to transfer any shares in the company is restricted as follows:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(g) Where the International Business Company is to be limited by guarantee (whether or not authorized to issue shares), each member of the International Business Company, shall by affixing his signature below (or by providing a separate undertaking by signed writing in similar terms to the International Business Company) undertake as follows:

*That he shall undertake to contribute to the assets of the International Business Company in the event of the International Business Company being wound up during the time that he is a member, or within one year afterwards, for the payment of the debts and liabilities of the International Business Company contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of the winding-up of the company, and for the adjustment of the rights of the contributors amongst themselves-*

[ ] in an amount not exceeding US\$ \_\_\_\_\_; or

[ ] in an unlimited amount.

(h) The International Business Company is to be an unlimited company. The liability of the members of the International Business Company in respect of the company's debts, liabilities and obligations is unlimited.

Yes [ ] No [ ]

9. Amendments to the articles and by-laws that are to be effective upon registration of the articles of continuance:

10. Other provisions, if any:

11.     Date:                     Signature:                     Office Held:

**FOR REGISTRY USE ONLY**

**Company No:**  
**Agent Code No:**  
**Date Filed:**  
**Received By:**

FORM 18

SAINT VINCENT AND THE GRENADINES

INTERNATIONAL BUSINESS COMPANIES (AMENDMENT AND CONSOLIDATION) ACT 2007

(Section 156 (1) and 157 (3))

**CERTIFICATE OF CONTINUATION**

\_\_\_\_\_  
(Name of International Business Company)

\_\_\_\_\_  
(International Business Company Number)

I hereby certify that the Articles of Continuation of the above-mentioned International Business Company have been registered on the Register of International Business Companies pursuant to the International Business Companies (Amendment and Consolidation) Act 2007, on

\_\_\_\_\_  
(Date of Registration)

\_\_\_\_\_  
REGISTRAR OF INTERNATIONAL  
BUSINESS COMPANIES

[SEAL]



FORM 20  
SAINT VINCENT AND THE GRENADINES  
INTERNATIONAL BUSINESS COMPANIES (AMENDMENT AND CONSOLIDATION) ACT 2007  
(Section 160 (5))

**CERTIFICATE OF DISCONTINUANCE**

\_\_\_\_\_  
(Name of International Business Company)

\_\_\_\_\_  
(International Business Company Number)

I hereby certify that the above-mentioned International Business Company having been continued under the laws of a foreign jurisdiction, has been removed from the Register of International Business Companies pursuant to the International Business Companies (Amendment and Consolidation) Act 2007, on

\_\_\_\_\_  
(Date of De-registration)

\_\_\_\_\_  
REGISTRAR OF INTERNATIONAL  
BUSINESS COMPANIES

[SEAL]

FORM 21

SAINT VINCENT AND THE GRENADINES

INTERNATIONAL BUSINESS COMPANIES (AMENDMENT AND CONSOLIDATION) ACT 2007

(Section 167(4))

**ARTICLES OF DISSOLUTION**

1. Name of Company:
  
2. Company No.:
  
3. The company has [voluntarily] resolved to liquidate and dissolve pursuant to:  
  
 Section 162 (Compulsory winding up and dissolution)  
 Section 163(1) (Not issued any shares, by resolution of directors)  
 Section 163(2) (Issued shares, by resolution of shareholders)
  
4. Plan of Dissolution:  
[Attached plan in accordance with section 167(1)]
  
5. Manner in which plan of dissolution was authorised:
  
6. Date of commencement of winding up and dissolution:  
  
Date Registration.....  
  
Other.....
  
7. Date:   Signature:   Office Held:

**FOR REGISTRY USE ONLY**

**Company No:**  
**Agent Code No:**  
**Date Filed:**  
**Received By:**

FORM 22

SAINT VINCENT AND THE GRENADINES

INTERNATIONAL BUSINESS COMPANIES (AMENDMENT AND CONSOLIDATION) ACT 2007

(Section 167(6))

**CERTIFICATE OF DISSOLUTION**

\_\_\_\_\_  
(Name of International Business Company)

\_\_\_\_\_  
(International Business Company Number)

I hereby certify that the above-mentioned International Business Company,  
incorporated on

\_\_\_\_\_  
(Date of Incorporation)

complied with all of the requirements for dissolution under the International Business Companies  
(Amendment and Consolidation) Act 2007, and that accordingly the Company is dissolved

\_\_\_\_\_  
(Date of Dissolution)

[SEAL]

\_\_\_\_\_  
REGISTRAR OF INTERNATIONAL  
BUSINESS COMPANIES

FORM 23

SAINT VINCENT AND THE GRENADINES

INTERNATIONAL BUSINESS COMPANIES (AMENDMENT AND CONSOLIDATION) ACT 2007

(Section 174 (1))

**APPLICATION FOR RESTORATION TO REGISTER**

1. Name of Company:
2. Company No.:
3. Date of Striking Off Register:
4. Reason for Striking Off Register:
5. Interest of Applicant in the Company:
6. It is hereby requested that the registration be restored under section 174 (1):

Date:

Name:

Signature:

**FOR REGISTRY USE ONLY**

**Company No:**

**Agent Code No:**

**Date Filed:**

**Received By:**

**Restored to Register:**

---

FORM 24

SAINT VINCENT AND THE GRENADINES

INTERNATIONAL BUSINESS COMPANIES (AMENDMENT AND CONSOLIDATION) ACT 2007  
(Section 174 (1))

**CERTIFICATE OF RESTORATION TO REGISTER**

\_\_\_\_\_  
(Name of International Business Company)

\_\_\_\_\_  
(International Business Company Number)

I hereby certify that the above-mentioned International Business Company, having previously been struck off the Register of International Business Companies has, pursuant to the International Business Companies (Amendment and Consolidation) Act 2007, been restored to the Register on

\_\_\_\_\_  
(Date of Restoration to Register)

[SEAL]

\_\_\_\_\_  
REGISTRAR OF INTERNATIONAL  
BUSINESS COMPANIES

FORM 25

SAINT VINCENT AND THE GRENADINES

INTERNATIONAL BUSINESS COMPANIES (AMENDMENT AND CONSOLIDATION) ACT 2007

(Section 180 (8)(a))

**CERTIFICATE OF EXEMPTION FROM IMPORT DUTIES**

\_\_\_\_\_  
(Name of International Business Company)

\_\_\_\_\_  
(International Business Company Number)

I hereby certify that the above-mentioned International Business Company,  
incorporated on

\_\_\_\_\_  
(Date of Incorporation)

is exempted from all import duties pertaining to the importation into the State of any office furniture or  
equipment necessary for conducting its business, as provided in Part XII of the International Business  
Companies (Amendment and Consolidation) Act 2007.

Dated the \_\_\_\_\_ day of \_\_\_\_\_

[SEAL]

\_\_\_\_\_  
REGISTRAR OF INTERNATIONAL  
BUSINESS COMPANIES

FORM 26

SAINT VINCENT AND THE GRENADINES

INTERNATIONAL BUSINESS COMPANIES (AMENDMENT AND CONSOLIDATION) ACT 2007

(Sections 180 (1) and 180 (8)(b))

**CERTIFICATE OF EXEMPTION FROM DIRECT TAXES**

\_\_\_\_\_  
(Name of International Business Company)

\_\_\_\_\_  
(International Business Company Number)

I hereby certify that the above-mentioned International Business Company,  
incorporated on

\_\_\_\_\_  
(Date of Incorporation)

has not elected to pay taxes at 1% on its profits and gains and is therefore exempted from all forms of  
direct taxes as provided in Part XII of  
the International Business Companies (Amendment and Consolidation) Act 2007

Dated the \_\_\_\_\_ day of \_\_\_\_\_

\_\_\_\_\_  
REGISTRAR OF INTERNATIONAL  
[SEAL] BUSINESS COMPANIES



FORM 28

SAINT VINCENT AND THE GRENADINES

INTERNATIONAL BUSINESS COMPANIES (AMENDMENT AND CONSOLIDATION) ACT 2007

(Section 184(5))

**NOTICE OF CHANGE IN DIRECTORS / MEMBERS DETAILS**

1. Name of Company:
  
2. Company No.:
  
3. Notice is given that on the \_\_\_\_\_ day of \_\_\_\_\_ the following changes in respect of the company's \*directors/members were made.
  
4. Name:                      Signature:                      Office Held:                      Date:

**FOR REGISTRY USE ONLY**

**Company No:**  
**Agent Code No:**  
**Date Filed:**  
**Received By:**

\* Delete inappropriate word



FORM 30

SAINT VINCENT AND THE GRENADINES

INTERNATIONAL BUSINESS COMPANIES (AMENDMENT AND CONSOLIDATION) ACT 2007

(Section 187 (1))

**CERTIFICATE OF GOOD STANDING**

\_\_\_\_\_  
(Name of International Business Company)

\_\_\_\_\_  
(International Business Company Number)

I hereby certify that the above-mentioned International Business Company  
Incorporated under the International Business Companies (Amendment and Consolidation) Act 2007, on

\_\_\_\_\_  
(Date of Incorporation)

1. Is still on the Register of International Business Companies and has paid all fees and penalties payable under the Act.
2. Is not otherwise in breach of the provisions of the Act.
3. Has not submitted articles of merger or consolidation that have not yet become effective.
4. Is not in the process of being wound up and dissolved.
5. Is not subject to any proceedings to be struck off the Register.
6. Is, so far as evidenced by the documents filed with the Registrar, in good standing under the laws of Saint Vincent and the Grenadines.

The validity of this certificate expires on: \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_

\_\_\_\_\_  
[SEAL] REGISTRAR OF INTERNATIONAL  
BUSINESS COMPANIES

**SCHEDULE 3**

(regulation 26)

**FEES AND PENALTIES**

**PART 1**

**FEES**

**COLUMN 1  
Segregated Cell Companies- Filing or Other Services**

**COLUMN 2**

	US\$
Registration of a company .....	500
Fixed Annual Fee.....	300
Variable Annual Fee (per Cell)..... (Subject to a maximum of \$10,000)	250
Written Regulatory Approval to form Segregated Cell Company .....	150
Issuing a certificate of dissolution, restoration or discontinuance.....	500
Any other Application or filing.....	50

**All other Companies- Filing or Other Services**

	US\$
Registration of a company .....	125
Annual Fee .....	100
Issuing a certificate of dissolution, restoration or discontinuance.....	250
Any other Application or filing.....	50

**PART 2**  
**PENALTIES**

**Annual fee paid after due date**

1. An international business company (other than a segregated cell company) that fails to pay the annual fee under Part 1 of this Schedule by the 1st day of January each year shall, in addition to the annual fee, pay a penalty of an amount equal to 10% of the annual fee for each month for which such fees are in arrears.
  
2. A segregated cell company that fails to pay the annual fee under Part 1 of this Schedule by the 1st day of January each year shall, in addition to the annual fee, pay a penalty of \$300 per cell attributable to such company, for each year or part of a year for which such fees are in arrears, subject to a maximum of \$3,000.

**SCHEDULE 4**  
**SEGREGATED CELL COMPANIES**  
**PRESCRIBED FORMS**

(regulation 27)

FORM SCC-A

SAINT VINCENT AND THE GRENADINES  
INTERNATIONAL BUSINESS COMPANIES (AMENDMENT AND CONSOLIDATION) ACT 2007  
(Section 113(1))

**APPLICATION TO BE INCORPORATED AS SEGREGATED CELL COMPANY**

Proposed Name of Company: \_\_\_\_\_

**Declaration**

I hereby declare, in my capacity as proposed first director of the proposed international business company that the Articles of Incorporation will state that it is to be a Segregated Cell Company and that the company will only carry on

*(Please select ONE box only)*

- [International insurance business within the meaning of the International Insurance (Amendment and Consolidation) Act 1998]
- [the business of an accredited or private fund or registered public fund under the Mutual Funds (Amendment) Act 1998]
- [a form of business approved under a Guidance Note Number ..... approved by the Authority]

(Signed) .....

(Date)

.....

(Print Full Name) .....

(Capacity of person making the declaration) .....

**FOR REGISTRY USE ONLY**

**Company No:**  
**Agent Code No:**  
**Date Filed:**  
**Received By:**

FORM SCC-B

SAINT VINCENT AND THE GRENADINES  
INTERNATIONAL BUSINESS COMPANIES (AMENDMENT AND CONSOLIDATION) ACT 2007  
(Section 113 (1))

**APPLICATION TO BE REGISTERED AS SEGREGATED CELL COMPANY**

Name of Company: \_\_\_\_\_

**Declaration**

I hereby declare, for and on behalf of the Directors of the Company, that the Company has taken the necessary corporate actions and resolutions to seek the permission of the Authority to authorise conversion of the Company into a Segregated Cell Company and that the Company will only carry on:

*(Please select appropriate box)*

- [International insurance business within the meaning of the International Insurance (Amendment and Consolidation) Act 1998]
- [the business of an accredited or private fund or registered public fund under the Mutual Funds (Amendment) Act 1998]
- [a form of business approved under a Guidance Note Number ..... approved by the Authority]

(Signed) .....

(Date)

.....

(Print Full Name) .....

(Capacity of person making the declaration) .....

**FOR REGISTRY USE ONLY**

**Company No:**

**Agent Code No:**

**Date Filed:**

**Received By:**