



ANGUILLA

REVISED REGULATIONS OF ANGUILLA

under

INTERNATIONAL BUSINESS COMPANIES ACT R.S.A. c. I20

Showing the Law as at 15 December 2014

This Edition was prepared under the authority of the Revised Statutes and Regulations Act, R.S.A. c. R55 by the Attorney General as Law Revision Commissioner.

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Revised Regulations of Anguilla: I20-1

INTERNATIONAL BUSINESS COMPANIES ACT (R.S.A. c. I20)

INTERNATIONAL BUSINESS COMPANIES REGULATIONS

Note: These Regulations are enabled under section 132 of the International Business Companies Act, R.S.A. c. I20.

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Definitions

1. In these Regulations—

“Act” means the International Business Companies Act;

“\$” means the unit of currency of the United States of America.

Words in company names requiring approval

2. 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.

Forms

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

Fees

4. (1) The fee required to be paid under the Act for a filing or other service set out in Column 1 of Part 1 of Schedule 3 is the amount set out opposite—
- (a) in Column 2 if the filing or other service is done other than electronically; and
 - (b) in Column 3 if the filing or other service is done electronically.

(2) A penalty is payable in the amount and in the circumstances set out in Part 2 of Schedule 3.

Citation

5. These Regulations may be cited as the International Business Companies Regulations, Revised Regulations of Anguilla I20-1.

SCHEDULE 1

(Section 2)

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, Betting, British, Building Society,

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

Discontobank,

European,

Friendly Society, Fiduciary, Foundation, Fund,

Gaming, Gennossenschaftsbank, Girobank, Girozentrale, Government, Great Britain,

Handelsbank, Hypothekenbank,

Indemnity, Insurance, Insurance Broker, Insurer, Iraq, Iraqi,

Kantonalbank, King, Kontrollbank, Kretit, Kredietbank,

Landesbank, Libya, Libyan, Lottery, Lotto,

Majesty, Mutual,

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,

Trade Union, Trust,

Underwriter,

Vereinsbank, Volksbank,

Windsor.

SCHEDULE 2

(Section 3)

FORMS

FORM 1

Anguilla

INTERNATIONAL BUSINESS COMPANIES ACT

(Section 5(9))

REQUEST FOR NAME SEARCH AND NAME RESERVATION

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

Name:

Address:

Telephone:

Fax No.:

If person making the request is a licensed company manager, state name and agent only:

Name:

Agent:

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:

4. Derivation of Name:

5. First available name to be reserved:

Yes No

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

Incorporation

Continued company

Change of name
-state present name and company number

Amalgamation
-state names and company numbers of amalgamating companies

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

FOR REGISTRY USE ONLY

Date Filed:

Received By:

Yes, Name No. appears to be available and is reserved for you for 120 days until

No, Name No. is not available. Please see reasons below:

Prohibited

Too similar to attached names

Obscene or on public grounds objectionable

Other

FORM 2
Anguilla
INTERNATIONAL BUSINESS COMPANIES ACT
(Section 7)
ARTICLES OF INCORPORATION

1. Name of Company:

2. First Registered Office:

Address:

Mailing Address:

3. First Registered Agent:

Name:

Address:

Mailing Address:

4. Share Capital: *(please appropriate box)*

No Par Value

Par Value

Both Par Value and No Par Value Shares

(a) The classes and any maximum number of shares that the company is authorised to issue:

(b) The aggregate par value of all shares and the par value of each share:

(c) The rights, privileges, restrictions and conditions attaching to each class of shares:

(d) If a class of shares can be issued in series, the authority given to the directors to fix the number of shares in, or to determine the designation of, and the rights, privileges, restrictions and conditions attaching to the shares of, each series:

(e) Restrictions, if any, on share transfers:

5. Restrictions, if any, on business the company may carry on:

Note: An International Business Company shall not carry on any business prohibited by section 3 of the International Business Companies Act.

6. Does the company elect to be subject to sections 78 to 82 (registration of charges)?
(Please check appropriate box)

Yes

No

7. Other provisions, if any:

8. Incorporator(s):

Full Name:

Office Held:

Address:

Signature:

FOR REGISTRY USE ONLY

Company No:

Agent Code No:

Date Filed:

Received By:

FORM 3
Anguilla
INTERNATIONAL BUSINESS COMPANIES ACT
(Section 10(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:

5. Full Name:	Office Held:	Address:	Date:
---------------	--------------	----------	-------

FOR REGISTRY USE ONLY

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

FORM 4
Anguilla
INTERNATIONAL BUSINESS COMPANIES ACT
(Sections 36(3) and 37(3))
**NOTICE OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT**

1. Name of Company:

2. Company No.:

3. Registered Office:
Address: Mailing Address:

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 5
 Anguilla
 INTERNATIONAL BUSINESS COMPANIES ACT
 (Section 77)
ELECTION/REVOCATION 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 78 to 82 of the International Business Companies Act

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 78

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 80

(please (appropriate box)

5. Date: _____ Signature: _____ Title: _____

FOR REGISTRY USE ONLY

Company No:
Agent Code No:
Date Filed:
Received by:

FORM 6
 Anguilla
 INTERNATIONAL BUSINESS COMPANIES ACT
 (Section 78)
APPLICATION TO REGISTER CHARGE

1.	Name of Company:			
2.	Company No.:			
3.	Registered Office:			
	Address:		Mailing Address:	
4.	Date of Creation of Charge:			
5.	Description of the instrument (if any) creating or evidencing the charge:			
6.	Amount secured by the charge, together with a brief description of the property over which the charge has been created:			
7.	Names and addresses of the mortgagees or persons entitled to the charge:			
	Name:	Address:	Mailing Address:	
8.	Date:	Signature:	Title:	

FOR REGISTRY USE ONLY

Company No:
Agent Code No:
Date Filed:
Received by:

FORM 7
 Anguilla
 INTERNATIONAL BUSINESS COMPANIES ACT
 (Section 79)
APPLICATION FOR VARIATION TO REGISTERED CHARGE

1. Name of Company:

2. Company No.:

3. Registered Office:
 Address: _____ Mailing Address: _____

4. Date of Creation of the Charge:

5. Date of Registration of the Charge:

6. Date of Variation of the Charge:

7. Description of instrument varying the charge and brief description of variation particulars:

8. Names and addresses of the mortgagees or persons entitled to the charge:
 Name: _____ Address: _____ Mailing Address: _____

9. Names and addresses of the persons who have executed the instrument of variation:
 Name: _____ Address: _____ Mailing Address: _____

10. Date: _____ Signature: _____ Title: _____

FOR REGISTRY USE ONLY

Company No:
Agent Code No:
Date Filed:
Received by:

FORM 8
 Anguilla
 INTERNATIONAL BUSINESS COMPANIES ACT
 (Section 80)
NOTICE OF CESSATION OF CHARGE

1. Name of Company: _____

2. Company No.: _____

3. Registered Office:
 Address: _____ Mailing Address: _____

4. Date of Creation of the Charge: _____

5. Date of Registration of the Charge: _____

6. Date of Variation of the Charge (if any): _____

7. Short Particulars of Charge and Variation (if any): _____

8. The debt for which the above charge was given has been paid or satisfied in full.
 Date: _____ Signature: _____ Title: _____

For and on behalf of:
 Company name:
 Name of chargee:

FOR REGISTRY USE ONLY**Company No:****Agent Code No:****Date Filed:****Received by:** _____

FORM 9
 Anguilla
 INTERNATIONAL BUSINESS COMPANIES ACT
 (Sections 85 and 88)
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 Anguilla):	Date of Registration:
-------	--------------	--	-----------------------

4. Name of Surviving/Consolidated Companies:

5. Intended Jurisdiction if Not Anguilla:

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:

Type of Share Capital:

No Par Value

Par Value

Both Par Value and No Par Value Shares

(a) The classes and any maximum number of shares that the company is authorised to issue:

- (b) The aggregate par value of all shares and the par value of each share:
- (c) The rights, privileges, restrictions and conditions attaching to each class of shares:
- (d) If a class of shares can be issued in series, the authority given to the directors to fix the number of shares in, or to determine the designation of, and the rights, privileges, restrictions and conditions attaching to the shares of, each series:
- (e) Restrictions, if any, on share transfers:
- (f) Restrictions, if any, on business the company may carry on:

Note: An International Business Company shall not carry on any business prohibited by section 3 of the International Business Companies Act.

- (g) Other provisions, if any:

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 Anguilla, it must comply with the requirements of section 88(2)(b) of the International Business Companies Act:

Attached

Not Attached

FOR REGISTRY USE ONLY

Company No:

Agent Code No:

Date Filed:

Received By:

FORM 10
Anguilla
INTERNATIONAL BUSINESS COMPANIES ACT
(Section 86)
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 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:
Office Held:

FOR REGISTRY USE ONLY

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

FORM 11
Anguilla
INTERNATIONAL BUSINESS COMPANIES ACT
(Section 93(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. Share Capital: (please appropriate box)

No Par Value

Par Value

Both Par Value and No Par Value Shares

(a) The classes and any maximum number of shares that the company is authorised to issue:

(b) The aggregate par value of all shares and the par value of each share:

(c) The rights, privileges, restrictions and conditions attaching to each class of shares:

(d) If a class of shares can be issued in series, the authority given to the directors to fix the number of shares in, or to determine the designation of, and the rights, privileges, restrictions and conditions attaching to the shares of, each series:

(e) Restrictions, if any, on share transfers:

8. Restrictions, if any, on business the company may carry on:

Note: An International Business Company shall not carry on any business prohibited by section 3 of the International Business Companies Act.

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 12
Anguilla
INTERNATIONAL BUSINESS COMPANIES ACT
(Section 97(2))
ARTICLES OF CONTINUANCE

1. Company Name:

2. Company No.:

3. Type of Resolution Authorising the Continuation: *(please appropriate box)*

Directors

Shareholders

4. Jurisdiction of Proposed Registration (Including Full Address in Foreign Jurisdiction):

5. Intended Date of Departure:

6.	Name:	Signature:	Date:
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FOR REGISTRY USE ONLY

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

FORM 13
Anguilla
INTERNATIONAL BUSINESS COMPANIES ACT
(Section 104(4))
ARTICLES OF DISSOLUTION

1. Name of Company:

2. Company No.:

3. The company has voluntarily resolved to liquidate and dissolve pursuant to:

section 99
(Compulsory winding up)

section 100(1)
(Not issued any shares)

section 100(2)
(Resolution of shareholders)

4. Plan of Dissolution:
[Attached plan in accordance with section 104(1)]

5. Manner in which plan of dissolution was authorised:

6. Date of commencement of winding up and dissolution:
Date of Registration
Other

7. Date: Signature: Office Held:

FOR REGISTRY USE ONLY

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

FORM 14
Anguilla
INTERNATIONAL BUSINESS COMPANIES ACT
(Section 111(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 111:

Date:

Name:

Signature:

FOR REGISTRY USE ONLY

Company No:

Agent Code No:

Date Filed:

Received By:

Restored to Register:

FORM 15
 Anguilla
 INTERNATIONAL BUSINESS COMPANIES ACT
 (Section 128(2))
**NOTICE OF ELECTION TO REGISTER
 DIRECTORS / SHAREHOLDERS**

1. Name of Company:

2. Company No.:

3. Notice is given that on the day of, the company has elected to register the attached details relating to its *directors/shareholders.

4. Directors:
 Name: Address: Mailing Address: Nationality: Date of Appointment:

5. Shareholders:
 Name: Address: Mailing Address: Nationality: Date of Acquisition:

6. Name: Signature: Office Held: Date:

FOR REGISTRY USE ONLY

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

* Delete inappropriate word _____

FORM 16
 Anguilla
 INTERNATIONAL BUSINESS COMPANIES ACT
 (Section 128(5))
NOTICE OF CHANGE IN DIRECTORS / SHAREHOLDERS 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/shareholders 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 17
 Anguilla
 INTERNATIONAL BUSINESS COMPANIES ACT
 (Section 128(6))
**CANCELLATION OF AN ELECTION TO FILE DETAILS
 OF DIRECTORS / SHAREHOLDERS**

1. Name of Company: _____

2. Company No.: _____

3. Notice is given that on the day of, the Company cancelled its election made on the.....day of, to register details of its *directors/shareholders.

4.	Name:	Signature:	Office Held:	Date:
----	-------	------------	--------------	-------

FOR REGISTRY USE ONLY

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

* Delete inappropriate word

SCHEDULE 3

(Section 4)

FEES AND PENALTIES**PART 1****FEES**

Section	COLUMN 1 Filing or Other Services	COLUMN 2	COLUMN 3
		Non-electronic US\$	Electronic US\$
1.	For registration of a company where all the shares are par value and—		
	(a) the authorised capital is \$50,000 or less	265	250
	(b) the authorised capital exceeds \$50,000	1,015	250
2.	For registration of a company where—		
	(a) the authorised capital of the company does not exceed \$50,000 and some or all of its shares are no par value.....	265	250
	(b) the company has no authorised capital and all of its shares are no par value	265	250
3.	For filing a notice of increase of authorised capital from \$50,000 or less to more than \$50,000	750	100
4.	For registration of an amendment to the articles	115	100
5.	For registration of articles of merger or consolidation other than articles referred to in section 6	515	500
6.	For registration of articles of merger or consolidation that also constitute the articles of a company, the authorised capital of which exceeds \$50,000 or that amend the articles of a surviving company to increase the authorised capital from \$50,000 or less to more than \$50,000	715	500
7.	For registration of articles of arrangement other than articles referred to in section 8	500	500
8.	For registration of articles of arrangement that also constitute the articles of a company, the authorised capital of which exceeds \$50,000 or that amend the articles of a company to increase the authorised capital from \$50,000 or less to more than \$50,000	700	500
9.	Upon the submission of articles of continuation—		
	(a) for a company incorporated under the Companies Act	175	175
	(b) for a company not incorporated under the Companies Act, the authorised capital of which does not exceed \$50,000 or has no authorised capital and all of its shares are no par value (recoverable on payment of first annual fee where filed electronically)	300	100
	(c) for a company not incorporated under the Companies Act, the authorised capital of which exceeds \$50,000	1,250	100
10.	For registration of articles of dissolution	115	100

11.	For registration of a resolution rescinding articles of dissolution	115	100
12.	For the issue of a certificate of incorporation, merger, consolidation, arrangement, continuation, dissolution other than at the time of the registration of a company incorporated under the Act or at the time of the merger, consolidation, arrangement or dissolution	65	50
13.	For a certificate of good standing	50	50
14.	For a search	10	10
15.	For an uncertified copy of any document or part thereof, in addition to the fee for search under section 14 per page (non-electronic) and per document (electronic)	1	1
16.	For a certified copy of a document	25	25
17.	For restoration to the Register of a company incorporated under the Act, the name of which was struck off—		
	(a) if the application is made within 6 months immediately following the striking of the name off the Register	315	300
	(b) if application is made later than 6 months immediately following the striking of the name off the Register	615	600
18.	For the reservation of a name for a period exceeding 10 days but not exceeding 120 days	25	25
19.	Upon submission to the Registrar of documents referred to in section 94(1) of the Act	75	75
20.	Upon resubmission of the documents referred to in section 94(7) of the Act	100	100
21.	For filing a notice of registered office or registered agent	40	25
22.	For filing an optional registration of directors or shareholders or both	40	25
23.	For filing a change of directors or shareholders or both or of their particulars	40	25
24.	For filing a notice cancelling the registration of directors or shareholders or both	40	25
25.	For filing any other notice	25	25
26.	For search of registered directors in electronic form only	-	100
27.	For registration of a mortgage, charge or their satisfaction	200	200
28.	For annual fee—		
	(a) where the authorised capital does not exceed \$50,000; or where the authorised capital does not exceed \$50,000 and some or all of its shares are no par value	215	200
	(b) where authorised capital exceeds \$50,000	715	700
	(c) where there is no authorised share capital and all its shares are no par value	265	250
	payable not later than the last day of the calendar quarter in which the international business corporation was incorporated or continued under this Act.		

PART 2
PENALTIES

Annual fee paid after due date

1. An international business company that fails to pay the annual fee under section 28 of Part 1 of this Schedule by the due date shall, in addition to the annual fee, pay a penalty of an amount equal to 10% of the annual fee.

Annual fee paid 3 months later

2. An international business company that fails to pay the annual fee and the penalty due under section 1 of this Part of this Schedule before the expiration of 3 months from the due date shall, in addition to the annual fee, be liable to pay a penalty of an amount equal to 50% of the annual fee.
