

THE OFFICIAL GAZETTE 20TH MAY, 1995
LEGAL SUPPLEMENT - B

GUYANA

No. 2 of 1995

REGULATIONS
Made Under
THE COMPANIES ACT 1991
(No.29 of 1991)

IN EXERCISE OF THE POWERS CONFERRED UPON ME BY SECTION 515
OF THE COMPANIES ACT, I HEREBY MAKE THE FOLLOWING
REGULATIONS:-

1. These Regulations, may be cited as the Companies
Regulations 1995, and shall come into operation on the 25th
May, 1995.

PART I
Names

2.(1) The name of a company must not be comprised entirely
of general words but such general words must be prefixed by
a distinctive word or initials unless the name has become
established by a long and continuous prior use, but the
Registrar may consider the name as a whole and not only its
separate elements before disapproving a name.

(2) The Registrar may refuse incorporation or registra-
tion of a company the name of which contains -

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

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

- (a) the request for that corporate name relates
to a proposed company that is the successor
to the business of the body corporate and the
body corporate has ceased or will cease to
carry on business;

- (b) the body corporate undertakes in writing to dissolve or to change its name within six months or such longer period as the Registrar may approve;
- (c) the corporate name sets out in

numerals the year of incorporation in parenthesis immediately before the word "incorporated", or the abbreviation thereof, or before such other word as the Registrar may approve.

PART II

Share Designations

4.(1) A share must not be designated as a common share if -

- (a) it is a redeemable share;
- (b) it does not participate in the remaining property of the company upon a dissolution.

(2) A share must not be designated as a preference share unless it has at least one preference over shares of another class.

PART III

Proxies and Circulars

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

6. A management proxy circular that is sent to the Registrar must be accompanied by a statement signed by a director or officer that a copy of the circular has been sent to each director, each shareholder entitled to notice of the meeting to which the circular relates and to the auditor of the company.

PART IV

Financial Disclosure

7. The annual return and financial statements referred to in section 153 and the Fifth Schedule of the Act and the auditor's report referred to in section 181 of the Act must, except as otherwise provided by this Part, be prepared ~~as~~ set out in Form 19 of the Schedule in accordance with standards approved by the Institute of Chartered Accounts of Guyana.

8.(1) The financial statement referred to in section 153 and the Fifth Schedule of the Act must contain at least -

(a) a balance sheet;

(b) a statement of retained earnings;

- (c) a statement of income; and
- (d) a statement of changes in financial position.

(2) Financial statements need not be designated by the names set out in sub-paragraphs (a) to (d) of paragraph (1).

PART V

Exemption from Public Disclosure of Financial Statement

9. Disclosure of information may be detrimental to a disclosing company, in addition to any other reason, where the disclosing company would be at a disadvantage

- (a) in its dealings with suppliers, customers or others; or

- (b) because it deals in only one line of products or services; and

- (i) its competitors are not required to make similar disclosure; or

- (ii) its competitors deal in several lines of products or services and disclose information in a form that prevents identification of financial information in respect of any particular product or service.

19.(1) The Registrar may, on such reasonable conditions as he thinks fit, exempt a disclosing company from the application of section 156 of the Act if -

(a) the disclosing company is a subsidiary of a holding body corporate incorporated -

(i) under the laws of Guyana ; or

(ii) outside Guyana and the business of the disclosing company is not economically significant in Guyana having regard to its share of any market;

(b) it sends to the Registrar for public disclosure a summary of its financial statements that are the subject of the application showing the amounts set out therein with respect to -

(i) current assets;

(ii) fixed assets;

(iii) other assets;

(iv) total assets;

(v) current liabilities;

(vi) long term liabilities;

(vii) total liabilities;

(viii) shareholders' equity;

(ix) investments in affiliated
bodies corporate;

(x) loans and advances from
affiliated bodies corporate;

(xi) percentage of change of gross
revenue from the immediately
preceding financial period; and

(c) it sends to the Registrar for public
disclosure consolidated financial
statements for all of its affiliates
that carry on business in Guyana.

(2) The Registrar may, on such reasonable conditions
as he thinks fit, exempt a disclosing company from the
application of section 156 of the Act
when the company is affiliated with another body
corporate by reason only that some or all of its shares
are held by another person, -

(a) in trust; or

(b) subject to an agreement or arrangement
under which, upon the fulfilment of a
condition or the happening of an event
that it is reasonable to expect will be

fulfilled or will happen, the
affiliation with the other body corporate
will terminate.

(3) The Registrar, may on such conditions as he thinks fit, exempt a disclosing company from the application of section 156 of the Act where the company (hereinafter referred to as the "controlled company") would be affiliated with another body corporate by reason of being controlled by the other body corporate or by reason of both bodies corporate being controlled by the same person (which body corporate or person so controlling the controlled company is hereinafter referred to as the "controller"); and

(a) the controlled company is a party to an agreement or arrangement under which, upon the fulfilment of a condition or the happening of an event that it is reasonable to expect will be fulfilled or will happen, the controlled company will -

(i) cease to be controlled by the controller; and

(ii) become controlled by a person with whom the controller deals at arms length; and

(b) the principal reason for the control of the controlled company by the controller is to secure the interest of the controller in respect of -

(i) any loan made by the controller, the whole or any part of which is outstanding; or

(ii) any shares issued by the controlled company that are held by the controller and that are, under the agreement or arrangement, to be redeemed by the controlled company or purchased by a person referred to in sub-paragraph (a)(ii).

PART VI

Applications for Exemption

11. This Part applies to every application for exemption under section 148.

12. An application for an exemption must be made to the Registrar in Form 21 in the Schedule.

13.(1) An application for an exemption under section 148 of the Act must be made before the date of the notice referred to in subsection (1) of section 145 of the Act.

(2) An application for exemption under section 148 must be made at least sixty days before the documents in respect of which the exemption requested are to be sent to the Registrar.

(3) Notwithstanding paragraph (1) or (2) the Registrar may, on such reasonable conditions as he thinks fit, extend the time for making an application for an exemption.

14. The Registrar must, within thirty days after receipt of an application for an exemption, grant the exemption requested or send to the applicant written notice of his refusal together with reasons therefor.

15. The Registrar may request that an applicant for an exemption furnish him with further information or that any other person furnish him with information in writing that is relevant to the application.

16. The Registrar must furnish the applicant for an exemption with a copy of any information received from any other person under regulation 15 and must allow the applicant a reasonable opportunity to respond in writing.

17. Where an applicant for an exemption or a person from whom the Registrar has requested information under regulation 15 does not provide the information within a time specified by the Registrar, the Registrar may deal with the application without regard to the information.

18. If the Registrar does not grant an exemption or send written notice of his refusal within the time specified in regulation 14, the applicant may exercise his rights under section 230 of the Act as if the Registrar has refused the exemption.

PART VII

Forms

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

(2) A prescribed form other than the annual return, need not be in the prescribed form obtained from the Registrar but where the form is not obtained from the Registrar the form used must conform as closely as possible to the format of the prescribed form.

(3) The forms which are to be used in relation to the continuance of a company pursuant to Division B, Part IV of the Act are to follow the forms prescribed in the Schedule for continuation of former-Act companies with suitable modifications and adaptations.

(4) The documents prescribed by this regulation must be -

(a) on good quality paper;

(b) printed or typewritten; and

- (c) legible and suitable for microfilming and photocopying.

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

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

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

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

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

23.(1) Where -

- (e) any provision required to be set out in a form furnished by the Registrar is too long to be set out in the space provided in the form; or

(b) an agreement or other document is to be incorporated by reference in and to be part of the form,

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

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

PART VIII

FEEES

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

(a) (i)	for certificate of incorporation	\$30,000
(ii)	for stated share capital account for each class of shares -	
(A)	up to \$500,000	\$25,000
(B)	above \$500,000	6% of the stated amount

(iii) for stated share capital account for each series of any class of shares -

- | | | |
|-----|-----------------|-------------------------|
| (A) | up to \$500,000 | \$14,000 |
| (B) | above \$500,000 | 3% of the stated amount |

(iv) for further increases in stated share capital, or increases in any series of any class of stated share capital -

- | | | |
|-----|--------------------|--------------------|
| (A) | up to \$10,000,000 | 2% of the increase |
| (B) | above \$10,000,000 | 1% of the increase |

- | | | |
|-----|--|--------------|
| (b) | for certificate of amendment of articles | \$ 800.00 |
| (c) | for certificate of amalgamation of two companies | \$ 20,000.00 |
| | each additional company | \$ 3,500 |
| (d) | for certificate of continuance under section 339 | \$ 3,500 |
| | and for certificate of continuance under section 343(2) | \$ 20,000 |
| (e) | to accompany a prospectus or statement in lieu of prospectus sent to the Registrar | \$ 3,500 |

(f)	for an exemption under section 148	₹ 800
(g)	for an exemption under section 156	₹ 3,500
(h)	for an uncertified copy of any document or part thereof, in addition to the fee for search under sub-paragraph (k) per page	₹ 35
(i)	for certification of any document	₹ 350
(j)	for any certificate, other than a certificate of dissolution, or certification for which a fee is not provided	₹ 800
(k)	for search	₹ 175
(l)	for reservation of a name under section 490	₹ 800
(m)	for filing any document unrelated to anything for which a fee is provided above	₹ 800

(2) The fees payable in respect of an external company are as follows -

(a)	for certificate or registration of a company which had paid the prescribed fee for filing under section 259 of the former Act	₹ 3500
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- (b) for certificate or registration in any other case \$ 20,000
- (c) to accompany annual return \$ 3500.

(3) The Registrar may waive any fee payable under sub-paragraphs (b) or (c) of paragraph (1).

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

(5) Fees for External Companies

- (a) for original registration of documents under section 313 and for certificate of registration -

	\$. 6
where capital of company does not exceed \$1,000,000	80,000
where capital of company exceeds \$1,000,000 but does not exceed \$3,000,000	150,000
- (b) in all other cases 300,000
- (c) for Registering any notice of alteration in any of the said documents 7,000
- (d) for filing and registering any other document not herein provided for 3,000
- (e) for any certificate 4,000

(6) Registration of any charge -

(i) up to \$500,000 \$20,000

(ii) above \$500,000 \$40,000

SCHEDULE

Regulation 19

FORMS 1 TO 22

as contained hereinafter

1. Articles of Incorporation - Section 5.
2. Certificate of Incorporation - Section 8.
3. Notice of Address or Notice of Change of Address of Registered Office - Section 188(1) and (2).
4. Articles of Amendment - Section 32 (4).
5. Certificate of Amendment - Section 32 (5).
6. Memorandum of Satisfaction - Section 244 (1).
7. Registration of Enforcement of Security - Section 248.
8. Notice of Directors or Notice of Change of Directors - Sections 67 and 75
9. Form of Proxy - Section 145.
10. Management Proxy Circular - Section 146 (a).
11. Dissident Proxy Circular - Section 146 (b).
12. Articles of Continuance - Section 338.
13. Certificate of Continuance - Section 339.
14. External Company Application for Registration - Section 316.
15. Certificate of Registration of External company - Section 321.
16. Power of Attorney - Section 318.
17. Application to Restore Name to the Register - Section 487 (5).
18. Request for Name Search and Name Reservation - Section 490.
19. Annual Return - Section 153.
20. External Company Annual Return - Section 329.
21. Application for Exemption - Sections 148 and 154.
22. Certificate of Amalgamation - Section 493.

FORM I

COMPANIES ACT OF GUYANA

(Section 5)

ARTICLES OF INCORPORATION

-
1. Name of Company Company No:
-
2. The classes and any maximum number of shares that the Company is authorized to issue
-
3. Restriction if any on share transfers
-
4. Number (or minimum and maximum number) of Directors
-
5. Restrictions if any on business the Company may carry on
-
6. Other provisions if any
-

7. Incorporators Date

Names	Address	Signature

COMPANIES ACT OF GUYANA
ARTICLES OF INCORPORATION
FORM I
INSTRUCTIONS

Format:

Documents required to be sent to the Registrar pursuant to the Act must conform with regulations 19 to 23 of the Regulations. 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 23.

Item 1:

Set out a proposed corporate name that complies with sections 491 and 492 of the Act ^{and} with regulation 2.

Item 2:

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

Item 3:

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

Item 4:

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 5:

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

Item 6:

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 or in a unanimous shareholder agreement, including any pre-emptive rights or cumulative voting provisions.

Item 7:

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 authorized by the company.

Other Documents:

The Articles must be accompanied by (a) Notice of Registered Office (Form 3); (b) Notice of Directors (Form 8); and (c) Request for Name Search and Name Reservation (Form 18) as completed by the Registrar unless name is reserved.

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

FORM 2

Company No.

COMPANIES ACT OF GUYANA
(Section 8)
CERTIFICATE OF INCORPORATION

Name of Company

I hereby certify that the above-mentioned
Company, the Articles of Incorporation of
which are attached, was incorporated under
the Companies Act of Guyana.

Registrar of Companies

Date of Incorporation

FORM 3

COMPANIES ACT OF GUYANA
(Section 188(1) and (2))

NOTICE OF ADDRESS

OR

NOTICE OF CHANGE OF ADDRESS
OF REGISTERED OFFICE

1. Name of Company

2. Company No.

3. Address of Registered Office

4. Mailing Address

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

6. Date	Signature	Title

COMPANIES ACT OF GUYANA
NOTICE OF REGISTERED OFFICE

FORM 3

INSTRUCTIONS

Format:

Documents required to be sent to the Registrar pursuant to the Act must conform to regulations 19 to 23 of the Regulations.

Item 1:

Set out the full legal name of the company and 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."

Item 5:

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

Signature:

A director or an authorised officer of the company shall sign the notice. Upon incorporation, an incorporator shall sign the notice.

Service of Documents:

Note that documents may, under section 489 of the Act, be sent to or served upon the company at its registered office.

Completed document, in duplicate, is to be deposited at the office of the Registrar.

FORM 4

COMPANIES ACT OF GUYANA

(Section 32(4))

ARTICLES OF AMENDMENT

1. Name of Company

2. Company No.

3. The articles of the above named company are amended as follows:

Date	Signature	Title

COMPANIES ACT OF GUYANA
ARTICLES OF AMENDMENT
FORM 4
INSTRUCTIONS

Format:

Documents required to be sent to the Registrar pursuant to the Act must conform to regulations 19 to 23 of the Regulations.

General:

- (a) Any change in the Articles of the company must be made in accordance with Part I of the Fourth Schedule. If an amendment is to change a corporate name, the new name must comply with sections 9 to 491 of the Act and with regulation 2. Where a new name has not been reserved a copy of Request for Name Search and Name Reservation (Form 18) should be attached.
- (b) Each amendment must correspond to the appropriate provisions of the Articles being amended, e.g. sections, subsections, clauses, etc.
- (c) A director or authorized officer shall sign the Articles.
- (d) Articles of Amendment designating a series of shares shall be accompanied by a copy of the director's resolution authorizing the issue of a series of shares under section 32 of the Act. The resolution may be attached as a schedule in accordance with regulation 23.

(e) Articles of Amendment except Articles referred to in (d) above, shall be accompanied by a copy of the authorizing special resolution required under paragraph 1, of Part I of the Fourth Schedule to the Act. The resolution may be attached as a schedule in accordance with regulation 23.

Other Notices:

The Articles must be accompanied by Notice of Registered Office (Form 3) or Notice of Directors (Form 8) if there has been a change in registered office or a change of Directors.

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

FORM 5
Company No.

COMPANIES ACT OF GUYANA
(Section 32(5))
CERTIFICATE OF AMENDMENT

Name of Company

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

Under Section 14 of the Companies Act in accordance with the attached notice;

Under Section 32 of the Companies Act as set out in the attached Articles of Amendment designating a series of shares;

Registrar of Companies

Date of Amendment

FORM 6

COMPANIES ACT OF GUYANA

(Section 244(1))

MEMORANDUM OF SATISFACTION

1. Name of Company: 2. Company No.

2. Property or undertaking charged:

4. Particulars of satisfaction:

Date	Signature	Title

COMPANIES ACT OF GUYANA
MEMORANDUM OF SATISFACTION
FORM 8
INSTRUCTIONS

Format:

Documents required to be sent to the Registrar pursuant to the Act must conform to regulations 19 to 23.

Item 1:

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

Item 3:

Set out the property or undertaking charged.

Item 4:

Set out the appropriate particulars; see section 244(1).

Signature:

A director or authorised officer of the company shall sign the memorandum.

Completed document, in duplicate, is to be deposited at the office of the Registrar.

FORM 7

COMPANIES ACT OF GUYANA

(Section 248)

REGISTRATION OF
ENFORCEMENT OF SECURITY

1. Name of Company: _____ Company No. _____

2. Name of person: _____

3. (a) The abovementioned person has obtained an order for the appointment of a receiver of
-
- (b) The abovementioned person has appointed a receiver of
- (c) The abovementioned person has entered into possession of
- (d) The abovementioned person who was appointed receiver ofhas ceased to act as such receiver.
- (e) The abovementioned person having entered into possession of has gone out of possession.

Date	Signature	Title
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COMPANIES ACT OF GUYANA
REGISTRATION OF
ENFORCEMENT OF SECURITY
FORM 7
INSTRUCTIONS

Format:

Documents required to be sent to the Registrar pursuant to the Act must conform to regulations 19 to 23.

Item 1:

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

Item 2:

State the name of the person seeking the registration.

Item 3:

Set out the appropriate particulars; see section 248(1) and (2).

Signature:

The person registering the document shall add his signature.

Completed document, in duplicate, is to be deposited at the office of the Registrar.

FORM 8

COMPANIES ACT OF GUYANA

(Sections 67 & 75)

NOTICE OF DIRECTORS

OR

NOTICE OF CHANGE OF DIRECTORS

1. Name of Company	2. Company No.
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3. Notice is given that on the _____ day of _____
19_____, the following person(s) was/were appointed
director(s):

Name	Mailing Address	Occupation

4. Notice is given that on the _____ day of _____
19_____, the following person(s) ceased to hold office
as director(s):

Name	Mailing Address

5. The directors of the company as of this date are:

Name	Mailing Address	Occupation

6. Date	Signature	Title
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COMPANIES ACT OF GUYANA

NOTICE OF DIRECTORS

FORM 8

INSTRUCTIONS

Format:

Documents required to be sent to the Registrar pursuant to the Act must conform to regulations 19 to 23.

Item 1:

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

Items 3, 4, 5:

With respect to each director:

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

Signature:

A director or authorized officer of the company shall sign a notice. Upon incorporation, an incorporator shall sign the notice.

Completed document, in duplicate, is to be deposited at the office of the Registrar.

FORM 9

COMPANIES ACT OF GUYANA

(Section 145(1))

FORM OF PROXY

1. Name of Company Company No:

2. Particulars of Meeting

I/We

of

Shareholder(s) in the above Company appoint(s)

.....

of

or

of

to be my/our proxy at the above meeting and any adjournment thereof.

Signature(s)

Date

FORM 10

COMPANIES ACT OF GUYANA
(Section 146(a))
MANAGEMENT PROXY CIRCULAR

1. Name of Company Company No:
2. Particulars of Meeting
3. Solicitation
4. Any director's statement submitted pursuant to section 72(2)
5. Any auditor's statement submitted pursuant to section 180(1)
6. Any shareholder's proposal and/or statement submitted pursuant to sections 114(a) and 115(2).

Date	Signature	Title
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COMPANIES ACT OF GUYANA
MANAGEMENT PROXY CIRCULAR

FORM 10

INSTRUCTIONS

Format:

Documents required to be sent to the Registrar pursuant to the Act must conform to regulations 19 to 23.

Item 1:

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

Item 2:

State full particulars of the meeting including the date, place and time.

Item 3:

Set out the solicitation being made by the management of the company.

Item 4:

Any director's statement submitted pursuant to section 72(2) shall, unless it is included in or attached to a management proxy circular, be sent to every shareholder entitled to receive notice of the meeting and to the Registrar; section 72(3).

Item 5:

Any auditor's statement submitted pursuant to section 180(1) shall, unless it is included in or attached to management proxy circular, be sent to every shareholder entitled to

to
receive notice of the meeting and/the Registrar; section 180(2).

Item 6:

Any proposal submitted by a shareholder pursuant to section 114(a), and any statement pursuant to section 115(2), must be set out in the management proxy circular or attached thereto.

Signature:

A director or authorised officer of the company shall sign the circular.

FORM 11

COMPANY ACT OF GUYANA

(Section 146 (b))

DISSIDENT PROXY CIRCULAR

- | | | |
|----|---------------------------|-------------|
| 1. | Name of Company: | Company No: |
| 2. | Particulars of Meeting | |
| 3. | Name of person soliciting | |
| 4. | Solicitation | |

Signature

Date

COMPANIES ACT OF GUYANA

DISSIDENT PROXY CIRCULAR

FORM 11

INSTRUCTIONS

Format:

Documents required to be sent to the Registrar pursuant to the Act must conform to regulations 19 to 23.

Item 1:

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

Item 2:

State full particulars of the meeting including the date, place and time.

Item 3:

State the full name and address of the person soliciting.

Item 4:

Set out the solicitation being made.

Signature:

The person soliciting shall sign the circular.

FORM 12

COMPANIES ACT OF GUYANA

(Section 338)

ARTICLES OF CONTINUANCE

1. Name of Company:	Company No:	
3. The classes and any maximum number of shares that the company is authorized to issue		
4. Restrictions of any on share transfers.		
5. Number (or minimum or maximum number) of directors.		
6. Restrictions if any on business the company may carry on.		
7. If change of name effected, previous name.		
8. Details of Incorporation.		
9. Other provisions if any.		
10. Date	Signature	Title

COMPANIES ACT OF GUYANA
COMPANY LIMITED BY SHARES
ARTICLES OF CONTINUANCE

FORM 12

INSTRUCTIONS

Format:

Documents required to be sent to the Registrar pursuant to the Act must conform with regulations 19 and 23

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 23.

Item 1:

Set out the full legal name of the Company.

Item 3:

Set out the details required by section 5(1)(c) of the Act. All shares must be without nominal or par value and must comply with Division C of the Act. Par value shares issued by a company before continuance are deemed to be shares without nominal or par value (section 25(3)).

Item 4:

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

Item 5:

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 6:

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

Item 9:

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

Signature:

A director or authorised officer of the company shall sign the Articles.

Other Documents:

The Articles must be accompanied by Notice of Registered Office (Form 3) and Notice of Directors (Form 8).

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

FORM 13

Company No.

COMPANIES ACT OF GUYANA

(Section 339)

CERTIFICATE OF CONTINUANCE

Name of Company

I hereby certify that the above-mentioned company was continued, as set out in the attached Articles of Continuance, under section 339 of the Companies Act.

Registrar of Companies

Date of Continuance

COMPANIES ACT OF GUYANA

(Section 316)

EXTERNAL COMPANY

APPLICATION FOR REGISTRATION

1. Name of Company:	Company No:
2. Address of Registered or Head Office:	
3. Address of Principal Office, if any, in Guyana:	
4. Corporate Structure: (a) Jurisdiction in which incorporated: (b) Date and manner of incorporation: (c) Period fixed for duration of Company: (d) Extent to which liability of shareholders limited:	

COMPANIES ACT OF GUYANA

(Section 316)

EXTERNAL COMPANY

APPLICATION FOR REGISTRATION

FORM 14

INSTRUCTIONS

Item 1:

Set out full legal name of company:

Items 2 and 3:

Set out address in full, such as street, number and if multi-office building, room number and postal code.

Item 4:

Give date, jurisdiction and manner of incorporation and particulars of its corporate instruments, including the period, if any, fixed by its corporate instruments for its duration.

Item 5:

State the particulars required by section 316(1)(j) of the Act.

Item 6:

State the main actual business or businesses of the company, and the date on which the company intends to commence any of its operations in Guyana.

Item 7:

With respect to each director, set out first given name, initial and family name and full residential address.

Also specify occupation.

Item 8:

Verified copy of each of its corporate instruments with up-to-date amendments must be obtained from an appropriate official of jurisdiction where the company is incorporated or deemed to be incorporated. A notarially certified copy will be accepted.

There must also accompany the statement the statutory declarations required by section 316(2)(a) of the Act one of which must include a declaration that the Company is a validly existing Company.

Signature:

A director or authorised officer of the company or an Attorney-at-Law shall sign the application.

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

FORM 15

Company No.

COMPANIES ACT OF GUYANA
(Section 321)
CERTIFICATE OF REGISTRATION
OF EXTERNAL COMPANY

Name of Company

I hereby certify that the above-mentioned company,
was registered as an external company under the
Companies Act.

Registrar of Companies

Date of Registration

FORM 16

COMPANIES ACT OF GUYANA

(SECTION 318)

POWER OF ATTORNEY

Know all men by these presents that

Name and address of external
Company

(hereinafter called the "Company")

hereby appoints:

Name and address of Attorney:

its true and lawful attorney, to act as such, and as such to sue and be sued, plead and be impleaded in any Court in Guyana, and generally on behalf of the Company within Guyana to accept service of process and to receive all lawful notices and, for the purposes of the Company to do all the acts and to execute all deeds and other instruments relating to the matters within the scope of this power of attorney. It is hereby declared that service of process in respect of suits and proceedings by or against the Company and of lawful notices on the attorney will be binding on the Company for all purposes. Where more than one person is hereby appointed attorney, any one of them, without the others, may act as true and lawful Attorney of the Company.

This appointment revokes all previous appointments in so far as such appointment relates to the scope of the powers prescribed by this power.

Date	Signature	Title
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COMPANIES ACT OF GUYANA
CONSENT TO ACT AS ATTORNEY

I,
Name of Attorney

of
Business Address

hereby consent to act as the attorney for

pursuant to the Power of Attorney dated the
filed herewith.

Dated this day of 19

WITNESS: Signature
Signature of Attorney

Address
.....

Occupation

CONSENT TO ACT AS ATTORNEY

POWER OF ATTORNEY

FORM 16

INSTRUCTIONS

- (a) Set out full legal name and foreign address of company.
- (b) Set out first given name, initial and family name of attorney.
- (c) Set out the business address of the attorney in full.
- (d) A company may appoint several persons as its attorney. The appointment of a law firm or any other firm as an attorney will not be accepted.
- (e) The filing of a power of attorney revokes all previous appointments.
- (f) Where more than one attorney is appointed, consent of each attorney is required. In this event, write in the space provided for consent to act as Attorney.

"The annexed Schedule is incorporated in this form", and annex as Schedule Consent to act as Attorney amended to provide for the number of attorneys appointed. Completed form, in duplicate, is to be deposited at the office of the Registrar.

FORM 17

COMPANIES ACT OF GUYANA

(Section 487 (6))

APPLICATION TO RESTORE NAME TO THE REGISTER

1. Name of Company Company No.

2. Date company struck off the register:

3. Full address of registered office if incorporated under the laws of Guyana.

4. Full address of registered or principal office if incorporated other than under the laws of Guyana:

5. The Directors of the company are:		
Full Name	Address	Occupation

Date	Signature	Title

COMPANIES ACT OF GUYANA

(Section 490)

REQUEST FOR NAME SEARCH AND NAME RESERVATION

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

Telephone No.

2. Proposed name or names in order of preference:

- (a)
- (b)
- (c)

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

- (a)
- (b)
- (c)

4. Derivation of Name:

5. First available name to be reserved:

Yes

No

6. Name is for:

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

8. If for an amalgamation, state names of amalgamating

Companies:

COMPANIES ACT OF GUYANA

REQUEST FOR NAME SEARCH AND NAME RESERVATION

FORM 18

INSTRUCTIONS

General:

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

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

Item 1:

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

Item 2:

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

Item 3:

State the main types of business to be carried on.

Item 4:

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

of a coined word or initials, set out derivation.

Item 5:

No fee is payable for name search. A fee is payable for each name reserved.

Item 6:

Set out whether the name is for incorporation; registration of an external Company stating jurisdiction of corporation; change of name; amalgamation, etc.

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

COMPANIES ACT OF GUYANA

SECTION 153

FORM 19

ANNUAL RETURN

1. Name of Company

Address of registered office of company

Address of place at which the register of members
or debenture holders of the company is kept, if
other than at registered office of company.

Return for year ending

Company No.

Date of registration

2. Number of shares of each class

taken up to the date of this return.

Number of shares of each class

issued subject to payment wholly in cash

Number of shares of each class issued as fully

paid up for a consideration other than cash

Number of shares and each class of shares of

the company which have been issued and are
outstanding.

Number of instalments due but unpaid in respect
of the company's issued and outstanding
shares.

Total amount of the sums (if any)

paid by way of commission in respect of any
shares or debentures.

Total numbers of shares and debentures of each class

the company -

- (i) renewed
- (ii) acquired
- (iii) forfeited
- (iv) re-issued

Total amount of outstanding loans made,
guaranteed or secured under section 54

3. Particulars of indebtedness

Total amount of the company's indebtedness secured by mortgages or charges which are required to be registered by the Registrar under section 233.

4. List of Past and Present Members

List of persons holding shares or stock in the company within two months before the last day for making the annual return, and of persons who have held shares or stock therein at any time since the date of the last return, or in the case of the first return, of the incorporation of the company.

Folio in register ledger containing particulars	Names and addresses	Number of shares held by existing members at date of return	Account of Shares		Remarks
			Particulars of shares transferred since the date of the last return, or in the case of the first return, of the company by (a) persons who are still members.		
			Number	Date of registration of transfer	
			(a)	(b)	

5. Particulars of Directors and Secretaries

Particulars of the persons who are directors of the company at the date of this return.

Name (in the case of an individual, present Christian name or names and surnames. In the case of a corporation, the corporate name)	Any former Christian name or names and surname	Nationality	Usual residential address (In the case of a corporation, the registered or principal office.)	Business occupation and particulars of other directorships	Date of birth

6. Particulars of the person who is secretary of the company at the date of this return,

Name (In the case of an individual, present Christian name or names and surname. In the case of a corporation, the corporate name)	Any former Christian name or names and surname	Usual residential address. (In the case of a corporation the registered or principal office.)

7. Name and address of the auditors of the company

8. Statement - has company complied with laying of accounts in accordance with paragraph 8 of the Fifth Schedule.

Signed..... Director

Signed.....Secretary

FORM 20

COMPANIES ACT OF GUYANA

(Section 329)

EXTERNAL COMPANY

ANNUAL RETURN

1.	Name of Company	Return for year ending
	Address of Registered or Head Office	Company No.:
	Address of principal office, if any, in Guyana	Date of Registration:

2. List any changes in corporate structure:

FORM 21

COMPANIES ACT OF GUYANA
(Section 148, 154)
APPLICATION FOR EXEMPTION

1. Name of Company Company No:

2. Type of application for Exemption:

Proxy solicitation - section 148

Financial disclosure - section 154

3. Name and address of applicant:

4. Capacity of applicant:

5. Application for exemption is made for the following reasons:

Date	Signature	Title
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COMPANIES ACT OF GUYANA

APPLICATION FOR EXEMPTION

FORM 21

INSTRUCTIONS

Item 1:

Set out full legal name of company and company number.

Item 2:

Tick the appropriate box to indicate the provision of the Act to which the requested exemption relates.

Item 3:

Set out the full name (first name, initial and family name if an individual) and address.

Item 4:

State the capacity in which the applicant acts, a director, authorised officer or attorney-at-law of a company, or an attorney-at-law or agent of an applicant.

Item 5:

State clearly the legal, economic or other reasons why the exemption should be granted.

Signature:

The applicant or his authorised agent shall sign the application. If the applicant is a company, a director of the authorised agent of the company shall sign the application.

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

FORM 22

Company No.

COMPANIES ACT OF GUYANA

(Section 493)

CERTIFICATE OF AMALGAMATION

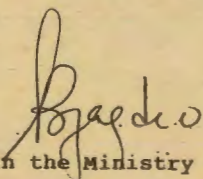
Name of Company

I hereby certify that the abovementioned company resulted from the amalgamation of the companies as set out in the attached Articles of Amalgamation.

.....
Registrar of Companies

.....
Date of Amalgamation

Made this 11th day of May, 1995.


Minister in the Ministry of Finance