



COMPANIES ACT 2006

COMPANIES (FORMS) REGULATIONS 2006

Coming into operation 1st November 2006

In exercise of the powers conferred on the Registrar of Companies by section 216(1) of the Companies Act 2006 ^(a), and all other powers enabling it in that behalf, and after consultation with the Treasury, the following Regulations are hereby made:-

Citation and Commencement

1. These Regulations may be cited as the Companies (Forms) Regulations 2006 and shall come into operation on the 1st November 2006.

Interpretation

2. In these Regulations the 'Act' means the Companies Act 2006.

Prescribed Forms

3. (1) The form of the certificate of incorporation issued by the Registrar of Companies pursuant to section 3(1)(c) of the Act shall be in the form set out in Schedule 1.
(2) The form of the notice of amendment of memorandum or articles pursuant to section 9(a) of the Act shall be in the form set out in Schedule 2.
(3) The form of the application to change the name of a company pursuant to section 14(1) of the Act shall be in the form set out in Schedule 3.
(4) The form of the request for the reservation of the name of a company pursuant to section 18(1) of the Act shall be in the form set out in Schedule 4.
(5) The form of the notice of the change of registered office pursuant to section 75(2) of the Act shall be in the form set out in Schedule 5.
(6) The form of the notice of the change of registered agent pursuant to section 75(2) of the Act shall be in the form set out in Schedule 6.

- (7) The form of the application for the conversion of a company to a PCC pursuant to section 115(5) of the Act shall be in the form set out in Schedule 7.
- (8) The form of the certificate of conversion to a PCC issued by the Registrar of Companies pursuant to section 115(6)(b) of the Act shall be in the form set out in Schedule 8.
- (9) The form of the application to register a charge pursuant to section 138(2) of the Act shall be in the form set out in Schedule 9.
- (10) The form of the application to register a variation of a charge pursuant to section 139(2) of the Act shall be in the form set out in Schedule 10.
- (11) The form of the application for the late registration of a charge pursuant to section 140(2) of the Act shall be in the form set out in Schedule 11.
- (12) The form of the notice that a charge ceases to affect a company's property pursuant to section 141(1) of the Act shall be in the form set out in Schedule 12.
- (13) The form of the notice of the appointment of a receiver pursuant to section 142(1) of the Act shall be in the form set out in Schedule 13.
- (14) The form of the notice of a receiver ceasing to act pursuant to section 142(2) of the Act shall be in the form set out in Schedule 14.
- (15) The form of the application for re-registration as a company of another type pursuant to section 143(1) of the Act shall be in the form set out in Schedule 15.
- (16) The form of the statutory declaration to accompany an application for re-registration pursuant to section 144(1)(a) of the Act shall be in the form set out in Schedule 16.
- (17) The form of the certificate of re-registration issued by the Registrar of Companies pursuant to section 146(1)(b) of the Act shall be in the form set out in Schedule 17.
- (18) The form of the application for re-registration of a company incorporated under the Companies Acts 1931-2004 as a company incorporated under the Act pursuant to section 148 of the Act shall be in the form set out in Schedule 18.
- (19) The form of the certificate of re-registration issued by the Registrar of Companies pursuant to section 150(1)(c) of the Act shall be in the form set out in Schedule 19.

- (20) The form of the certificate of merger issued by the Registrar of Companies pursuant to section 154(3)(b) of the Act shall be in the form set out in Schedule 20.
- (21) The form of the certificate of consolidation issued by the Registrar of Companies pursuant to section 154(3)(b) of the Act shall be in the form set out in Schedule 21.
- (22) The form of the consent to act by the registered agent pursuant to section 157(3)(b) of the Act shall be in the form set out in Schedule 22.
- (23) The form of the certificate of merger issued by the Registrar of Companies pursuant to section 159(3)(b) of the Act shall be in the form set out in Schedule 23.
- (24) The form of the certificate of consolidation issued by the Registrar of Companies pursuant to section 159(3)(b) of the Act shall be in the form set out in Schedule 24.
- (25) The form of the notice to a dissenting shareholder pursuant to section 160(2) of the Act shall be in the form set out in Schedule 25.
- (26) The form of the application for continuation of a foreign company pursuant to section 162(3) of the Act shall be in the form set out in Schedule 26.
- (27) The form of the statutory declaration to accompany an application for continuation pursuant to section 162(3)(c) of the Act shall be in the form set out in Schedule 27.
- (28) The form of the consent to continuation issued by the Registrar of Companies pursuant to section 163(1) of the Act shall be in the form set out in Schedule 28.
- (29) The form of the statutory declaration delivered by a foreign company pursuant to section 164(1) of the Act shall be in the form set out in Schedule 29.
- (30) The form of the certificate of continuation issued by the Registrar of Companies pursuant to section 164(2)(c) of the Act shall be in the form set out in Schedule 30.
- (31) The form of the application for consent to discontinue pursuant to section 167(3) of the Act shall be in the form set out in Schedule 31.
- (32) The form of the statutory declaration to accompany an application for consent to discontinue pursuant to section 167(3)(b) of the Act shall be in the form set out in Schedule 32.
- (33) The form of the consent to discontinue issued by the Registrar of Companies pursuant to section 168(1) of the Act shall be in the form set out in Schedule 33.

- (34) The form of the certificate of discontinuance issued by the Registrar of Companies pursuant to section 169(2) of the Act shall be in the form set out in Schedule 34.
- (35) The form of the application for restoration of the name of a company to the register pursuant to section 187(1) of the Act shall be in the form set out in Schedule 35.
- (36) The form of the application for a declaration of dissolution pursuant to section 190(2) of the Act shall be in the form set out in Schedule 36.
- (37) The form of the application for restoration of a dissolved company pursuant to section 192(2) of the Act shall be in the form set out in Schedule 37.
- (38) The form of the notice of ceasing to register a copy of the register of members pursuant to section 203(3) of the Act shall be in the form set out in Schedule 38.
- (39) The form of the notice of ceasing to register a copy of the register of directors pursuant to section 204(3) of the Act shall be in the form set out in Schedule 39.
- (40) The notice of refusal to accept a document for registration issued by the Registrar of Companies pursuant to section 208(2) of the Act shall be in the form set out in Schedule 40.

Schedule 1



ISLE OF MAN

COMPANIES ACT 2006

Section 3(1)(c)

Certificate of Incorporation

THE REGISTRAR OF COMPANIES hereby certifies that

is this day incorporated under the Companies Act 2006.

This day of 20

for Registrar of Companies

Co No

THE COMPANIES ACT 2006

**NOTICE OF AMENDMENT OF MEMORANDUM
AND/OR ARTICLES OF ASSOCIATION**

Pursuant to Section 9(a)

**NOTE: This Form must be accompanied by a restated Memorandum or Articles
(as the case may be) incorporating the amendment(s) made.**

Company Name:	
---------------	--

1. The above company has amended its:

Memorandum by Resolution dated the	day of	20	.*
Articles by Resolution dated the	day of	20	.*

* delete whichever does not apply

2. Details of the amendment(s) made:

<p>Note:</p> <p>The Registrar of Companies has no duty to verify the contents of this form or that the Memorandum & Articles of the company provide authority with respect to the matters contained in this form.</p>	<p>For Official Use only:</p>
---	--------------------------------------

<p>Signed on behalf of the Company by:</p> <hr/> <p>(Authorised Signatory)</p> <p>Full Name of Signatory:</p> <hr/> <p>(Print Name)</p>	<p>Dated: __ / __ / ____ (dd) (mm) (yyyy)</p>
---	---

Schedule 3

Co No

--

Form IM02

THE COMPANIES ACT 2006

**APPLICATION FOR CHANGE OF COMPANY NAME
OR FOREIGN CHARACTER NAME**

Pursuant to Section 14(1)

Company Name:	
---------------	--

1. The company has authorised this application by means of :

A Members' Resolution dated the day of 20 .*

A Directors' Resolution dated the day of 20 .*

* delete whichever does not apply

2. We, the undermentioned, hereby apply to change the company name or its foreign character name to:

Name Reservation Number:	
Proposed Company Name:	
Proposed Foreign Character Name:	

3. Details of the Registered Agent:

Name:	
Address:	
Post Code:	

Note: The Registrar of Companies has no duty to verify the contents of this form or that the Memorandum & Articles of the company provide authority with respect to the matters contained in this form.	For Official Use only:
--	-------------------------------

<p>Signed on behalf of the Company by:</p> <hr/> <p>(Authorised Signatory)</p> <p>Full Name of Signatory:</p> <hr/> <p>(Print Name)</p>	<p>Dated: ___ / ___ / ___ (dd) (mm) (yyyy)</p>
---	--

Application Number:
(For official use only)

COMPANY NAME ENQUIRY FORM
Section 18(1)
FOR COMPLETION BY REGISTERED AGENT

Name and Address of Registered Agent:		
	Tel No:	

New Company: Change Name: of Continuation of a foreign company: Please tick as appropriate:

Proposed name (NB Please provide literal translation if proposed name is in a foreign language):	
Foreign character name (if any):	
Existing name (if any):	
Relevance, if any, of significant words, initials, figures in the name:	
Please specify the exact nature of the company's proposed activities:	

Is the company intending to engage in any of the following:	YES	NO
(a) deposit taking under the Banking Act 1998		
(b) investment business under the Investment Business Acts 1991- 1993		
(c) acting as a collective investment scheme under the Financial Supervision Act 1988		
(d) acting as a corporate or trust service provider under the Fiduciary Service Act 2005		
(e) insurance or reinsurance business (including broking) under the Insurance Act 1986		
(f) gaming, betting or operating a lottery		

NB: If a collective investment scheme, please specify type – e.g. Exempt International, Authorised International, Professional Investor Fund, Experienced Investor Fund.

--

Signed _____ Date _____
IMCNR

Existing or Similar Names:	Number:

Refer to (e.g. IPA Customs, Gaming, DHSS, Income Tax):	Date:

Approved:		Refused:	
-----------	--	----------	--

Reasons for refusal:

Approval conditions:	

Signed:	Date:
---------	-------

Co No

--

Form IM04

THE COMPANIES ACT 2006**NOTICE OF CHANGE IN REGISTERED OFFICE**

Pursuant to Section 75(2)

NOTE: This change takes effect on the date of registration of this notice by the Registrar of Companies.

Company Name:	
---------------	--

1. The above company has resolved to change its Registered Office by:

Members' Resolution	dated the	day of	20	.*
Directors' Resolution	dated the	day of	20	.*

* delete whichever does not apply

2. Details of the New Registered Office:

Address:	
Post Code:	

<p>Note:</p> <p>The Registrar of Companies has no duty to verify the contents of this form or that the Memorandum & Articles of the company provide authority with respect to the matters contained in this form.</p>	<p>For Official Use only:</p>
--	--------------------------------------

Signed on behalf of the Registered Agent by:

(Authorised Signatory)

Full Name of Signatory:

(Print Name)

Dated: __ / __ / ____
(dd) (mm) (yyyy)

Schedule 6

Co No

Form IM05

THE COMPANIES ACT 2006

NOTICE OF CHANGE OF REGISTERED AGENT

Pursuant to Section 75(2)

NOTE: This change takes effect on the date of registration of this notice by the Registrar of Companies.

Company Name:	<input type="text"/>
---------------	----------------------

1. The above company has resolved to change its Registered Agent by:

Members' Resolution dated the day of 20 .*

Directors' Resolution dated the day of 20 .*

* Delete whichever does not apply

2. Details of the New Registered Agent:

Name:	<input type="text"/>
Address:	<input type="text"/>
Post Code:	<input type="text"/>

Note: The Registrar of Companies has no duty to verify the contents of this form or that the Memorandum & Articles of the company provide authority with respect to the matters contained in this form.	For Official Use only:
--	-------------------------------

<p>Signed on behalf of the New Registered Agent by:</p> <hr/> <p>(Authorised Signatory)</p> <p>Full Name of Signatory:</p> <hr/> <p>(Print Name)</p>	<p>Consent to act: We, being the person named above, consent to act as the Registered Agent of the above company.</p> <p>Dated: ___ / ___ / ___ (dd) (mm) (yyyy)</p>
--	--

Co No

Form IM14

THE COMPANIES ACT 2006

**APPLICATION FOR COMPANY TO CONVERT
TO A PROTECTED CELL COMPANY**

Pursuant to Section 115(5)

Company Name:	<input style="width: 85%;" type="text"/>
---------------	--

1. We, the undermentioned, hereby apply to for the above company to be converted to a Protected Cell Company under the provisions of Section 115.

2. The following documents are attached as part of this application:
 - (a) a notice pursuant to Section 9(a) of an amendment of the company's Memorandum of Association to comply with Section 115(3) and to adopt new Articles of Association;
 - (b) a restated Memorandum and Articles of Association under section 9(b) incorporating the amendments specified in the notice referred to in paragraph (a); and
 - (c) an application pursuant to Section 14 to amend the company's name to comply with section 115(2).

3. Details of the Registered Agent:

Name:	<input style="width: 75%;" type="text"/>
Address:	<input style="width: 75%;" type="text"/>
Post Code:	<input style="width: 75%;" type="text"/>

<p>Note:</p> <p>The Registrar of Companies has no duty to verify the contents of this form or that the Memorandum & Articles of the company provide authority with respect to the matters contained in this form.</p>	<p>For Official Use only:</p>
---	--------------------------------------

<p>Signed on behalf of the Registered Agent by:</p> <hr/> <p>(Authorised Signatory)</p> <p>Full Name of Signatory:</p> <hr/> <p>(Print Name)</p>	<p>Dated: __ / __ / ____ (dd) (mm) (yyyy)</p>
--	---

Schedule 8



ISLE OF MAN

COMPANIES ACT 2006

Section 115(6)(b)

**Certificate of Conversion to a
Protected Cell Company**

**THE REGISTRAR OF COMPANIES hereby certifies
that, pursuant to Section 115(6),**

**has converted to a Protected Cell Company,
and that the company is now called**

This day of 20

for Registrar of Companies

Co No

Form IM16

THE COMPANIES ACT 2006

APPLICATION FOR REGISTRATION OF A CHARGE

Pursuant to Section 138(2)

Note: This application must be filed within one month of the date of creation or date of acquisition of property charged.

Company Name:	
---------------	--

1. We, the undermentioned, hereby apply to register the following charge created by the above company.
2. Details of the Charge:

Date of creation, or if the charge is a charge existing on property acquired by the company, the date on which the property was acquired:	
Short description of the liability secured by the charge:	
Short description of the property charged:	
Name and address of the chargee	

<p>Note:</p> <p>The Registrar of Companies has no duty to verify the contents of this form or that the Memorandum & Articles of the company provide authority with respect to the matters contained in this form.</p>	<p>For Official Use only:</p>
---	--------------------------------------

3. Details of the charge (continued):

<p>Details of any prohibition or restriction contained in the instrument creating the charge on the company creating any future charge ranking in priority to or equally with the charge:</p>	
---	--

4. Details of the person filing application:

<p>Name:</p>	
<p>Address:</p>	

5. Certification:

We certify that we are authorised to file this application on behalf of the company/the chargee* and that the particulars given are an accurate description of the charge.

* Delete whichever does not apply

<p>Signed on behalf of the person filing the application by:</p> <hr/> <p>(Authorised Signatory)</p> <p>Full Name of Signatory:</p> <hr/> <p>(Print Name)</p>	<p>Dated: __ / __ / ____ (dd) (mm) (yyyy)</p>
---	---

Schedule 10

Co No

Form IM17

THE COMPANIES ACT 2006

**APPLICATION TO REGISTER VARIATION
IN TERMS OF A REGISTERED CHARGE**

Pursuant to Section 139(2)

Company Name:	<input type="text"/>
---------------	----------------------

1. We, the undermentioned, hereby apply to register the following variation in the terms of a registered charge created by the above company.
2. Details of the Existing Charge (see Note 1):

3. Description of instrument varying charge and brief description of variation (see Note 2):

<p>Note:</p> <p>The Registrar of Companies has no duty to verify the contents of this form or that the Memorandum & Articles of the company provide authority with respect to the matters contained in this form.</p>	<p>For Official Use only:</p>
---	--------------------------------------

4. Details of the person filing application:

Name:	
Address:	

5. Certification:

We certify that we are authorised to file this application on behalf of the company/the chargee* and that the particulars given are an accurate description of the variation in terms.

* Delete whichever does not apply

<p>Signed on behalf of the person filing the application by:</p> <hr/> <p>(Authorised Signatory)</p> <p>Full Name of Signatory:</p> <hr/> <p>(Print Name)</p>	<p>Dated: __ / __ / ____ (dd) (mm) (yyyy)</p>
---	---

NOTES

1. Sufficient details must be given in order to accurately identify which registered charge is being varied. These should include its date, amount secured, property secured and chargee's name.

2. The variation in terms must not of itself create a new charge. If this is the case, then the appropriate form prescribed under Section 138(2) must be forwarded to the registrar of Companies within the prescribed filing period.

Schedule 11

Co No

Form IM18

THE COMPANIES ACT 2006

**APPLICATION FOR LATE REGISTRATION
OF A CHARGE**

Pursuant to Section 140(2)

Company Name:	<input type="text"/>
---------------	----------------------

1. We, the undermentioned, hereby apply to register late the following charge created by the above company.
2. Details of the Charge:

Date of creation, or if the charge is a charge existing on property acquired by the company, the date on which the property was acquired:	<input type="text"/>
Short description of the liability secured by the charge:	<input type="text"/>
Short description of the property charged:	<input type="text"/>
Name and address of the chargee	<input type="text"/>

<p>Note:</p> <p>The Registrar of Companies has no duty to verify the contents of this form or that the Memorandum & Articles of the company provide authority with respect to the matters contained in this form.</p>	<p>For Official Use only:</p>
---	--------------------------------------

3. Details of the charge (continued):

<p>Details of any prohibition or restriction contained in the instrument creating the charge on the company creating any future charge ranking in priority to or equally with the charge:</p>	
---	--

4. Details of the person filing application:

<p>Name:</p>	
<p>Address:</p>	

5. Certification:

We certify that we are authorised to file this application on behalf of the company/the chargee* and that the particulars given are an accurate description of the charge.

* Delete whichever does not apply

<p>Signed on behalf of the person filing the application by:</p> <hr/> <p>(Authorised Signatory)</p> <p>Full Name of Signatory:</p> <hr/> <p>(Print Name)</p>	<p>Dated: __ / __ / ____ (dd) (mm) (yyyy)</p>
---	---

--	--

Schedule 12

Co No

--

Form IM19

THE COMPANIES ACT 2006

**NOTICE SPECIFYING PROPERTY THAT HAS CEASED TO
BE AFFECTED BY REGISTERED CHARGE**

Pursuant to Section 141(1)

Company Name:	
---------------	--

1. Details of the Existing Charge (see Note)

--

2. Details of property that has ceased to be affected:

Has the charge been satisfied and/or discharged:	YES/NO*
Date the charge has been satisfied and/or discharged:	-- / -- / ---- (dd)(mm)(yyyy)

* Delete whichever does not apply

Note: The Registrar of Companies has no duty to verify the contents of this form or that the Memorandum & Articles of the company provide authority with respect to the matters contained in this form.	For Official Use only:
---	-------------------------------

--	--

4. Details of the Person filing the Notice:

Name:			
Address:			
Post Code:		Status to company:	

5. We certify that we are authorised to file this notice on behalf of the company/chargee* and that the particulars given are an accurate description.
6. Attached to this notice is the written consent by the chargee to the release of the charge to which it relates or such other evidence of the release satisfactory to the Registrar of Companies.

* Delete as appropriate

<p>Signed on behalf of the Person filing the Notice by:</p> <hr/> <p>(Authorised Signatory)</p> <p>Full Name of Signatory:</p> <hr/> <p>(Print Name)</p>	<p>Dated: <u> </u> / <u> </u> / <u> </u> (dd) (mm) (yyyy)</p>
--	--

Schedule 13

Co No

--

Form IM08

THE COMPANIES ACT 2006

NOTICE OF APPOINTMENT OF RECEIVER

Pursuant to Section 142(1)

NOTE: This Form must be filed with the Registrar of Companies within seven days of the date of appointment.

Company Name:	
---------------	--

1. I/We, the undermentioned Appointor, hereby give notice that:

(a)* I/We have obtained an order of (1) _____ dated the _____ day of _____ 20 ____ for the appointment of the person named below as Receiver of the property of the company

(b)* On the _____ day of _____ 20 ____ I/we appointed the person named below as Receiver of the property of the company under the powers contained in a (2) dated the _____ day of _____ 20 ____ .

*Delete whichever does not apply

(1) Name of Court making the order.

(2) Describe fully the instrument under which the appointment is made.

2. Details of the Appointor:

Name:	
Address:	

<p>Note:</p> <p>The Registrar of Companies has no duty to verify the contents of this form or that the Memorandum & Articles of the company provide authority with respect to the matters contained in this form.</p>	<p>For Official Use only:</p>
---	--------------------------------------

3. Details of the Receiver:

<p>Name:</p>	
<p>Address:</p>	

<p>Signed on behalf of the Appointor by:</p> <hr/> <p>(Authorised Signatory)</p> <p>Full Name of Signatory:</p> <hr/> <p>(Print Name)</p>	<p>Dated: __ / __ / ____ (dd) (mm) (yyyy)</p>
---	--

Schedule 14

Co No

--

Form IM09

THE COMPANIES ACT 2006

NOTICE OF CEASING TO ACT AS RECEIVER

pursuant to Section 142(2)

Company Name:	
---------------	--

1. I/We*, the undermentioned Receiver, hereby give Notice that I/we* have ceased to act as Receiver of the property of the above company on day of 20 .

* Delete whichever does not apply

2. Details of Ceasing Receiver:

Name:	
Address:	

Signed on behalf of the Receiver by: <hr/> (Authorised Signatory) Full Name of Signatory: <hr/> (Print Name)	Dated: __ / __ / ____ (dd) (mm) (yyyy)
---	---

Note:

The Registrar of Companies has no duty to verify the contents of this form or that the Memorandum & Articles of the company provide authority with respect to the matters contained in this form.

For Official Use only:

Co No

Schedule 15**Form IM20****THE COMPANIES ACT 2006****APPLICATION FOR RE-REGISTRATION BY A COMPANY
INCORPORATED UNDER THE COMPANIES ACT 2006**

Pursuant to Section 143(1)

NOTE: A Protected Cell Company cannot make this application.

Company Name:

1. We, the undermentioned Registered Agent, hereby apply for the above company to be re-registered under the provisions of Section 143.
2. The company is currently registered as a company:
 - (a) limited by shares;*
 - (b) limited by guarantee;*
 - (c) limited by shares and by guarantee;*
 - (d) unlimited with shares;*
 - (e) unlimited without shares.*

The company proposes to be re-registered as a company:

- (a) limited by shares;*
- (b) limited by guarantee;*
- (c) limited by shares and by guarantee;*
- (d) unlimited with shares;*
- (e) unlimited without shares.*

* Delete whichever does not apply

3. The following documents are attached as part of this application:
 - (a) a statutory declaration in the prescribed form made by all the company's directors stating that it satisfies the solvency test;
 - (b) a new Memorandum of Association complying with Section 144(2);
 - (c) new Articles of Association, if the Articles upon re-registration are to differ from the relevant model articles; and
 - (d) an application to change the company's name if the company is re-registering from limited to unlimited or vice versa, or if the company is changing its name upon re-registration.
-

<p>Note:</p> <p>The Registrar of Companies has no duty to verify the contents of this form or that the Memorandum & Articles of the company provide authority with respect to the matters contained in this form.</p>	<p>For Official Use only:</p>
--	--------------------------------------

3. Details of the Registered Agent:

Name:	
Address:	
Post Code:	

<p>Signed on behalf of the Registered Agent by:</p> <hr/> <p>(Authorised Signatory)</p> <p>Full Name of Signatory:</p> <hr/> <p>(Print Name)</p>	<p>Dated: __ / __ / ____ (dd) (mm) (yyyy)</p>
--	--

Schedule 16

Co No

Form IM20A

THE COMPANIES ACT 2006

**STATUTORY DECLARATION TO ACCOMPANY AN APPLICATION
FOR RE-REGISTRATION UNDER SECTION 143**

pursuant to Section 144(1)

NOTE: This Declaration must be completed by each director of the company.

Company Name:	
---------------	--

I _____(name of declarant)

of _____(address of declarant)

being a Director of the above company * / a person authorised by a corporate Director of the above company * do solemnly and sincerely declare as follows:-

- The company satisfies the solvency test as defined in Section 49 of the Companies Act 2006 in that:
- (a) the company is able to pay its debts as they become due in the normal course of the company's business; and
 - (b) the value of the company's assets exceeds the value of its liabilities.

and I make this solemn declaration, conscientiously believing the same to be true, and by virtue of the provisions of the Evidence Act 1871.

Declared at:

Signature of Declarant:

Before me:

Date:

	_ / _ / (dd) (mm) (yyyy)
--	--------------------------------

Commissioner of Oaths/Notary Public/Justice of the Peace*

* Delete whichever does not apply

Note: The Registrar of Companies has no duty to verify the contents of this form or that the Memorandum & Articles of the company provide authority with respect to the matters contained in this form.	For Official Use only:
---	-------------------------------

Schedule 17



ISLE OF MAN

COMPANIES ACT 2006

Certificate of Re-Registration

THE REGISTRAR OF COMPANIES hereby certifies that, pursuant to Section 144,

**formerly registered as a
re-registered as a**

**has
.**

This day of 20

for Registrar of Companies

IMREG1

Schedule 18

Form IM21

THE COMPANIES ACT 2006

APPLICATION FOR RE-REGISTRATION BY A COMPANY INCORPORATED UNDER THE COMPANIES ACTS 1931 TO 2004

Pursuant to Section 148

NOTE: A company may only apply to re-register as the same type as corresponds to its type under the Companies Acts 1931 to 2004.

Company Name:	
---------------	--

1. We, the undermentioned Registered Agent, hereby apply for the above company, incorporated under the Companies Acts 1931 to 2004, to be re-registered under the provisions of Section 148.
 2. The company is currently registered as a company:
 - (a) limited by shares;*
 - (b) limited by guarantee;*
 - (c) limited by shares and by guarantee;*
 - (d) unlimited with shares;*
 - (e) unlimited without shares.*

* Delete whichever does not apply
 3. The following documents are attached as part of this application:
 - (a) certified copies of resolutions passed by members, **and** of each class of members (if any), holding at least 75 per cent of the voting rights exercised in relation thereto, in each case authorising the company's re-registration under this Act, adopting a new Memorandum of Association complying with Section 149(2) and (if applicable) adopting new Articles of Association;
 - (b) a new Memorandum of Association complying with Section 149(2);
 - (c) new Articles of Association, if the Articles upon re-registration are to differ from the relevant model articles, or
 - (d) if the company is to be re-registered as a protected cell company, new articles.
-

<p>Note:</p> <p>The Registrar of Companies has no duty to verify the contents of this form or that the Memorandum & Articles of the company provide authority with respect to the matters contained in this form.</p>	<p>For Official Use only:</p>
--	--------------------------------------

3. Details of the first Registered Agent:

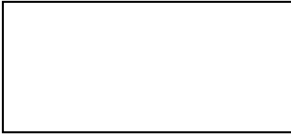
Name:	
Address:	
Post Code:	

<p>Signed on behalf of the first Registered Agent by:</p> <hr/> <p>(Authorised Signatory)</p> <p>Full Name of Signatory:</p> <hr/> <p>(Print Name)</p>	<p>Dated: ___ / ___ / ____ (dd) (mm) (yyyy)</p>
--	--

for Registrar of Companies

IMREG2

Schedule 20



ISLE OF MAN

COMPANIES ACT 2006

**Certificate of Registration
of Scheme of Merger**

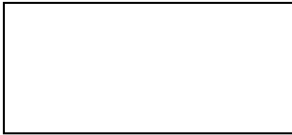
**THE REGISTRAR OF COMPANIES hereby certifies that,
pursuant to Section 154(2), a scheme of merger between
and
has been registered this day, and that the name of the
surviving company is .**

This day of 20

for Registrar of Companies

IMMER1

Schedule 21



ISLE OF MAN

COMPANIES ACT 2006

**Certificate of Registration
of Scheme of Consolidation**

**THE REGISTRAR OF COMPANIES hereby certifies that,
pursuant to Section 154(2), a scheme of consolidation
between and
has been registered this day, and that the name of the
consolidated company is .**

This day of 20

for Registrar of Companies

IMMER2

Schedule 22

Name Reservation Number

Form IM25A

--

THE COMPANIES ACT 2006

CONSENT TO ACT BY REGISTERED AGENT

Pursuant to Section 157(3)

NOTE: This form must be completed by the proposed Registered Agent of the consolidated company.

Company Name:	
---------------	--

1. We, the undermentioned, hereby consent to act as Registered Agent for the above company on its incorporation.
2. Details of the Proposed Registered Agent:

Name:	
Address:	
Post Code:	

<p>Signed on behalf of the Proposed Registered Agent by:</p> <hr/> <p>(Authorised Signatory)</p> <p>Full Name of Signatory:</p> <hr/> <p>(Print Name)</p>	<p>Dated: ___ / ___ / ____ (dd) (mm) (yyyy)</p>
---	---

<p>Note:</p> <p>The Registrar of Companies has no duty to verify the contents of this form or that the Memorandum & Articles of the company provide authority with respect to the matters contained in this form.</p>	<p>For Official Use only:</p>
---	-------------------------------

Schedule 23



ISLE OF MAN

COMPANIES ACT 2006

**Certificate of Registration
of Scheme of Arrangement
involving a Merger**

THE REGISTRAR OF COMPANIES hereby certifies that, pursuant to Section 159(3), a scheme of arrangement between and has been registered this day, and that the name of the surviving company is .

This day of 20

for Registrar of Companies

IMMER3

Schedule 24



ISLE OF MAN

COMPANIES ACT 2006

**Certificate of Registration
of Scheme of Arrangement
involving a Consolidation**

**THE REGISTRAR OF COMPANIES hereby certifies that,
pursuant to Section 159(3), a scheme of arrangement
between and
has been registered this day, and that the name of the
consolidated company is .**

This day of 20

for Registrar of Companies

IMMER4

Schedule 25

Co No

Form IM26

THE COMPANIES ACT 2006

NOTICE TO DISSENTING SHAREHOLDERS

Pursuant to Section 160(2)

In the Matter of:

Company Name: (a)	
-------------------	--

Notice by:

Name and address of transferee	
--------------------------------	--

To:

Name and address of dissenting shareholder	
--	--

Whereas on the day of 20..... (b) made an offer to all the holders of (c)shares in (a) (state shortly the nature of the offer) and whereas up to the day of 20..... being a date within 16 weeks after the making thereof, such scheme or contract was approved by the holders of not less than 90 per cent in value of the shares affected.

Now, therefore, the said (b) in pursuance of the provisions of Section 160 of the Companies Act 2006, hereby gives you notice that the transferee desires to acquire the (c)shares in the said (a) held by you.

And further take notice that unless upon an application made to the Court by you on or before the day of 20....., being one month from the date of this Notice, the Court thinks fit to order otherwise, the said (b) will be entitled and bound to acquire the (c) shares held by you in the said (a) on the terms of the above-mentioned scheme or contract approved by the approving (c) shareholders in the said Company.

<p>Signed by or on behalf of the Transferee by:</p> <hr/> <p>(Authorised Signatory)</p> <p>Full Name of Signatory:</p> <hr/> <p>(Print Name)</p>	<p>Dated: ___ / ___ / ____ (dd) (mm) (yyyy)</p>
--	--

- (a) Name of transferor Company.
- (b) Name of dissenting shareholder.
- (c) If the offer is limited to a certain class or classes of shareholders, insert particulars of the shares.

Schedule 26

Name Reservation No

Form IM27

THE COMPANIES ACT 2006

APPLICATION FOR CONTINUATION OF A FOREIGN COMPANY

Pursuant to Section 162(3)

Company Name:	
---------------	--

1. We, the undermentioned Registered Agent, hereby apply for the above company, incorporated in, to be continued in the Isle of Man under the provisions of Section 162 and hereby consent to act as its Registered Agent upon continuation.
2. The following documents are attached as part of this application:
 - (a) a Memorandum of Association complying with Section 162(4);
 - (b) Articles of Association, if the Articles that are to apply to the company upon continuance are different from the relevant model articles or if the company is a protected cell company;
 - (c) a statutory declaration in the prescribed form made by us, the company's first Registered Agent stating that, in our opinion, the company complies with the requirements of Section 162(2);
 - (d) proof to the satisfaction of the Registrar of Companies that the company has obtained all necessary authorisations required under the laws of the country of its incorporation to enable it to make this application; and
 - (e) particulars of the charges (if any) created by the company to which Section 137 would apply, together with the written consent of such chargeholders to the application.
3. Details of the first Registered Agent:

Name:	
Address:	
Post Code:	

Note: The Registrar of Companies has no duty to verify the contents of this form or that the Memorandum & Articles of the company provide authority with respect to the matters contained in this form.	For Official Use only:
Signed on behalf of the first Registered Agent by: _____ (Authorised Signatory) Full Name of Signatory: _____ (Print Name)	Dated: __ / __ / ____ (dd) (mm) (yyyy)

Schedule 27

Co No

Form IM27A

THE COMPANIES ACT 2006

**STATUTORY DECLARATION TO ACCOMPANY AN APPLICATION
FOR CONTINUATION OF A FOREIGN COMPANY UNDER SECTION 162**

pursuant to Section 162(3)

Company Name:	<input type="text"/>
---------------	----------------------

I _____ (name of declarant)

of _____ (address of declarant)

being the proposed Registered Agent of the above company, do solemnly and sincerely declare as follows:-

In my opinion, the company complies with the requirements of Section 162(2) of the Companies Act 2006 in that:

- (a) it is not in liquidation or subject to insolvency or analogous proceedings in any jurisdiction:
- (b) no receiver or manager has been appointed in relation to any of its assets:
- (c) it has not entered into an arrangement with its creditors that has not been concluded:
- (d) the laws of the jurisdiction in which it is incorporated for the time being permit it to be continued in the Isle of Man:
- (e) there is no application made to a court in any jurisdiction for the liquidation of the company or for the company to be subject to insolvency or analogous proceedings which has not yet been determined; and
- (f) the company satisfies the solvency test as defined in section 49 of the Companies Act 2006.

and I make this solemn declaration, conscientiously believing the same to be true, and by virtue of the provisions of the Evidence Act 1871.

Declared at:

Signature of Declarant:

Before me:

Date:

____ / ____ / ____
(dd) (mm) (yyyy)

Commissioner of Oaths/Notary Public/Justice of the Peace*

* Delete whichever does not apply

<p>Note:</p> <p>The Registrar of Companies has no duty to verify the contents of this form or that the Memorandum & Articles of the company provide authority with respect to the matters contained in this form.</p>	<p>For Official Use only:</p>
--	-------------------------------

Schedule 28



ISLE OF MAN

COMPANIES ACT 2006

Consent to Continuation by a Foreign Company

THE REGISTRAR OF COMPANIES hereby consents, pursuant to Section 163(1), to the continuation in the Isle of Man under Section 162 of

a company registered in .

Subject to there being no material alteration in the information contained in the application for continuation, this consent is valid for 12 weeks from the date hereof.

This day of 20

for Registrar of Companies

IMRC4

Schedule 29

Co No

Form IM28

THE COMPANIES ACT 2006

**STATUTORY DECLARATION FOR THE CONTINUATION
OF A FOREIGN COMPANY UNDER SECTION 162**

pursuant to Section 164(1)

NOTE: This Declaration must be filed with the Registrar of Companies not more than 7 days after its making.

Company Name:	<input type="text"/>
---------------	----------------------

I _____(name of declarant)

of _____(address of declarant)

being the proposed Registered Agent of the above company, do solemnly and sincerely declare as follows:-

There has been no material change in the information contained in the documents submitted with the Application for Continuance made on behalf of the above company.

and I make this solemn declaration, conscientiously believing the same to be true, and by virtue of the provisions of the Evidence Act 1871.

Declared at:

Signature of Declarant:

Before me:

Date:

	__ / __ / ____ (dd) (mm) (yyyy)
--	------------------------------------

Commissioner of Oaths/Notary Public/Justice of the Peace*

* Delete whichever does not apply

Schedule 30



ISLE OF MAN

COMPANIES ACT 2006

Certificate of Continuation

THE REGISTRAR OF COMPANIES hereby certifies, pursuant to Section 164(2), that

formerly registered in

has this day been continued in the Isle of Man under the name

This day of 20

for Registrar of Companies

IMCONT

Schedule 31

Co No

Form IM29

THE COMPANIES ACT 2006

**APPLICATION FOR THE DISCONTINUATION
OF A COMPANY**

Pursuant to Section 167(3)

Company Name:	
---------------	--

1. We, the undermentioned Registered Agent, hereby apply for the above company to be discontinued in the Isle of Man and continued in, under the provisions of Section 167.
2. The following documents are attached as part of this application:
 - (a) certified copies of resolutions passed by members, **and** of each class of members (if any), holding at least 75 per cent of the voting rights exercised in relation thereto, in each case authorising the company's continuance in a named country or territory outside the Isle of Man;
 - (b) statutory declarations in the prescribed form made by all the company's directors stating that the company complies with the requirements of Section 167(2);
 - (c) a copy of a notice sent to each member and published in the prescribed manner at least 21 days prior to this application to the effect that the company intends to

- cease to be incorporated in the Isle of Man and to continue in the named country or territory; and
- (d) the written consent to the making of this application by the holders of all charges for the time being registered under Section 138 (if any).

3. Details of the Registered Agent:

Name:	
Address:	
Post Code:	

<p>Note:</p> <p>The Registrar of Companies has no duty to verify the contents of this form or that the Memorandum & Articles of the company provide authority with respect to the matters contained in this form.</p>	<p>For Official Use only:</p>
--	--------------------------------------

<p>Signed on behalf of the Registered Agent by:</p> <hr/> <p>(Authorised Signatory)</p> <p>Full Name of Signatory:</p> <hr/> <p>(Print Name)</p>	<p>Dated: __ / __ / ____ (dd) (mm) (yyyy)</p>
--	---

Schedule 32

Co No

Form IM29A

THE COMPANIES ACT 2006

**STATUTORY DECLARATION TO ACCOMPANY AN APPLICATION
FOR DISCONTINUATION OF A COMPANY UNDER SECTION 167**

pursuant to Section 167(3)

NOTE: This Declaration must be completed by each director of the company.

Company Name:	<input type="text"/>
---------------	----------------------

I _____(name of declarant)

of _____(address of declarant)

being a Director of the above company / a person authorised by a corporate director of the above company*, do solemnly and sincerely declare as follows:-

The company complies with the requirements of Section 167(2) of the Companies Act 2006 in that:

- (a) it is not in liquidation or subject to insolvency or analogous proceedings in any jurisdiction:
- (b) no receiver or manager has been appointed in relation to any of its assets:
- (c) it has not entered into an arrangement with its creditors that has not been concluded:
- (d) there is no application made to a court in any jurisdiction for the liquidation of the company or for the company to be subject to insolvency or analogous proceedings which has not yet been determined; and

(f) the company satisfies the solvency test as defined in section 49 of the Companies Act 2006.

and I make this solemn declaration, conscientiously believing the same to be true, and by virtue of the provisions of the Evidence Act 1871.

Declared at:

Signature of Declarant:
--

Before me:

Date:

	<u> </u> / <u> </u> / <u> </u> (dd) (mm) (yyyy)

Commissioner of Oaths/Notary Public/Justice of the Peace*

* Delete whichever does not apply

Note: The Registrar of Companies has no duty to verify the contents of this form or that the Memorandum & Articles of the company provide authority with respect to the matters contained in this form.	For Official Use only:
---	---------------------------------------

Schedule 33

ISLE OF MAN

COMPANIES ACT 2006

**Consent to Discontinuation by
an Isle of Man Company**

THE REGISTRAR OF COMPANIES hereby consents, pursuant to Section 168(1), to the discontinuation in the Isle of Man under Section 167 of

and to its continuation in .

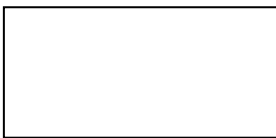
This consent shall expire 12 weeks from the date hereof unless within that period the company is continued under the laws of the above-named country or territory.

This day of 20

for Registrar of Companies

IMRC5

Schedule 34



ISLE OF MAN

COMPANIES ACT 2006

Certificate of Discontinuance

THE REGISTRAR OF COMPANIES hereby certifies, pursuant to Section 169(2), that

has this day been discontinued in the Isle of Man under the provisions of Section 167.

Name:	
Address:	
Post Code:	

<p>Note:</p> <p>The Registrar of Companies has no duty to verify the contents of this form or that the Memorandum & Articles of the company provide authority with respect to the matters contained in this form.</p>	<p>For Official Use only:</p>
---	--------------------------------------

5. Consent of proposed Registered Agent:

We hereby consent to act as Registered Agent of the above company upon its restoration to the register.

<p>Signed on behalf of the Registered Agent by:</p> <p>_____</p> <p>(Authorised Signatory)</p> <p>Full Name of Signatory:</p> <p>_____</p> <p>(Print Name)</p>	<p>Dated: __ / __ / ____ (dd) (mm) (yyyy)</p>
--	---

6. Details of Applicant:

Name:	
Address:	

Post Code:	
Relationship to company:	Director/Member/Creditor/Liquidator* * Delete whichever does not apply

<p>Signed on behalf of the Applicant by:</p> <hr/> <p>(Authorised Signatory)</p> <p>Full Name of Signatory:</p> <hr/> <p>(Print Name)</p>	<p>Dated: __ / __ / ____ (dd) (mm) (yyyy)</p>
---	--

Schedule 36

Co No **Form IM31**

THE COMPANIES ACT 2006

APPLICATION FOR A DECLARATION OF DISSOLUTION

Pursuant to Section 190(2)

Company Name:	
---------------	--

1. We, the undermentioned, hereby apply for a Declaration of Dissolution to be made for the above company, under the provisions of Section 190.
2. We confirm that Notice of this Application has been sent by pre-paid post to each director, member and the Registered Agent of the company in accordance with Section 190(4).
3. Attached to this form is a statutory declaration made by a director under the provisions of section 190(2).
4. Details of the Applicant:

Name:	
Address:	

Post Code:		Status to company:	

<p>Signed on behalf of the Applicant by:</p> <hr/> <p>(Authorised Signatory)</p> <p>Full Name of Signatory:</p> <hr/> <p>(Print Name)</p>	<p>Dated: __ / __ / ____ (dd) (mm) (yyyy)</p>
---	---

<p>Note:</p> <p>The Registrar of Companies has no duty to verify the contents of this form or that the Memorandum & Articles of the company provide authority with respect to the matters contained in this form.</p>	<p>For Official Use only:</p>
--	--------------------------------------

Schedule 37

Co No

Form IM34

THE COMPANIES ACT 2006

**APPLICATION FOR RESTORATION OF A
DISSOLVED COMPANY TO THE REGISTER**

Pursuant to Section 192(1)

NOTE: This form may only be used in the case of a company which has been dissolved under the provisions of Section 186 or Section 190.

Company Name:	
---------------	--

1. We, the undermentioned applicant, hereby apply for the above company to be restored to the register under the provisions of Section 192.
2. The company was dissolved under the provisions of Section 186/190* on day of 20 .
3. We confirm that Notice of this Application has been sent by pre-paid post to each director, member and the Registered Agent at the date of the company's dissolution in accordance with Section 192(3) and we attach a copy of such Notice as part of this application.

4. Details of Applicant:

Name:	
Address:	
Post Code:	
Relationship to company:	Director/Member/Creditor*

* Delete whichever does not apply

Note: The Registrar of Companies has no duty to verify the contents of this form or that the Memorandum & Articles of the company provide authority with respect to the matters contained in this form.	For Official Use only:
--	-------------------------------

Signed on behalf of the Applicant by: _____ (Authorised Signatory) Full Name of Signatory: _____ (Print Name)	Dated: __ / __ / ____ (dd) (mm) (yyyy)
--	---

Schedule 38

Co No

Form IM11

THE COMPANIES ACT 2006

**NOTICE OF CEASING TO FILE COPY
OF REGISTER OF MEMBERS**

Pursuant to Section 203(3)

Company Name:	
---------------	--

1. We, the undermentioned, hereby give notice that the above company has elected not to file a copy of its Register of Members.
2. Details of the Registered Agent:

Name:	
Address:	

Post Code:	

<p>Signed on behalf of the Company by:</p> <hr/> <p>(Authorised Signatory)</p> <p>Full Name of Signatory:</p> <hr/> <p>(Print Name)</p>	<p>Dated: __ / __ / ____ (dd) (mm) (yyyy)</p>
---	---

<p>Note:</p> <p>The Registrar of Companies has no duty to verify the contents of this form or that the Memorandum & Articles of the company provide authority with respect to the matters contained in this form.</p>	<p>For Official Use only:</p>
--	--------------------------------------

Schedule 39

Co No **Form IM13**

THE COMPANIES ACT 2006

**NOTICE OF CEASING TO FILE COPY
OF REGISTER OF DIRECTORS**

Pursuant to Section 204(3)

Company Name:	
----------------------	--

1. We, the undermentioned, hereby give notice that the above company has elected not to file a copy of its Register of Directors.
2. Details of the Registered Agent:

Name:	
Address:	

Post Code:	
------------	--

Signed on behalf of the Company by: _____ (Authorised Signatory) Full Name of Signatory: _____ (Print Name)	Dated: ___ / ___ / ____ (dd) (mm) (yyyy)
--	---

Note: The Registrar of Companies has no duty to verify the contents of this form or that the Memorandum & Articles of the company provide authority with respect to the matters contained in this form.	For Official Use only:
--	-------------------------------

Schedule 40

To:

Contact:

Our Ref:

Your Ref:

Date:

Dear Sirs

No. IM

Name:

<p>We are sorry that we are unable to accept the attached document because</p> <ul style="list-style-type: none">• <p>We would be grateful if you would</p> <ul style="list-style-type: none">• <p>and return the document(s) to us as soon as possible.</p>

We have kept any statutory fee(s) that you sent to us with the document. You will see that a receipt has been stamped on the document. **If you replace any fee-stamped pages, please be sure to return the original(s) to us as proof that the fee has already been paid.**

PLEASE NOTE THAT WE CANNOT YET TREAT THE DOCUMENT AS FILED WITH US AND IF YOU RETURN IT AFTER ANY FILING DEADLINE, WE WILL HAVE TO CHARGE A LATE FILING FEE. TO AVOID OR MINIMISE SUCH LATE FILING FEES, PLEASE RETURN THE AMENDED DOCUMENT WITHOUT DELAY.

We have rejected the document in accordance with section 208(2) of the Companies Act 2006. If you disagree with the rejection, you have a right of appeal in terms of section 208(4) of the Companies Act 2006.

Yours faithfully

for Registrar of Companies

IMREJ

Made this 17th day of October 2006.

Tony Barber
..... *Commissioner*

John Aspden
..... *Commissioner*

Financial Supervision Commission
Registrar of Companies

EXPLANATORY NOTE
(This note is not part of the Regulations)

These Regulations prescribe forms for use with certain provisions of the Companies Act 2006.