

THE COMPANIES ACT 1931 - 2004

APPLICATION FOR RE-REGISTRATION BY A COMPANY INCORPORATED UNDER THE COMPANIES ACT 2006 AS ONE OPERATING UNDER THE PROVISIONS OF THE COMPANIES ACT 1931-2004

Pursuant to Section 16B

Company Name:	
Company Number	

I, being a company officer/member (delete as appropriate), hereby apply for the above company, incorporated under the Companies Act 2006, to be re-registered as a company operating under the provisions of the Companies Act 1931 under the provisions of Section 16B.

1. Notice of our intention to re-register was given to the Registered Agent on _____.

If less than 28 days' notice then consent of Registered Agent must be attached.

2. The company is currently registered as a company (NOTE: A company may only apply to re-register as the same type as corresponds to its type under the Companies Act 2006)

- (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. Please enter the companies proposed name if different for the current name - otherwise leave blank

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4. All applications must be accompanied by the following documents

- (a) certified copy(ies) of a resolution passed by a member or 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:
 - a. the re-registration of the companies as a company incorporated under the Companies Act 1931-2004
 - b. adopting a new Memorandum of Association complying with Section 16C(2) of Companies Act 1931; and
 - c. if applicable, adopting new Articles of Association.

(b) a new Memorandum of Association complying with Section 16C(2) of the Companies Act 1931.

(c) If applicable new Articles of Association (see note x)

5. Outstanding filings and fees (if any) due under the Companies Act 2006 as at the date of the application.

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6. In the case of a company which will be a public company upon re-registration the statement of compliance Appendix X, on pages 9 & 10 of this form, must be completed

The company which will be a public company upon re-registration - Yes/No (delete as appropriate). If Yes - please confirm the follow documents are enclosed with this application for re-registration

- an unqualified report on the company's balance sheet which complies with Section 16(C)(8) of the Companies Act 1931;
- a written statement confirming that in the auditor's opinion as at the balance sheet date, the amount of the company's net assets is not less than the aggregate of its called-up share capital and undistributable reserves; and
- confirmation that between the balance sheet date and the date the application was made under section 16B, there has been no change in the company's financial position that results in the amount of its net assets becoming less than the aggregate of its called-up share capital and undistributable reserves.

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DIRECTORS

Important: The particulars to be given are those referred to in section 20(2)(a) of the Companies Act 1982 and section 143(1) of the Companies Act 1931. Please read the notes on the last page before completing this part of the form.

The names and particulars of the persons who are the **directors** of the company are as follows:

Full Name (note 1):		
Former name(s) (note 2):		
Address (note 3):		
Occupation (note 4):	Nationality and nationality of origin if different:	Other directorship (note 4):
I hereby consent to act as director :		Date of Appointment (note 6):

Full Name (note 1):		
Former name(s) (note 2):		
Address (note 3):		
Occupation (note 4):	Nationality and nationality of origin if different:	Other directorship (note 4):
I hereby consent to act as director :		Date of Appointment (note 6):

PLEASE PHOTOCOPY THIS PAGE AND USE IT AS A CONTINUATION SHEET IF REQUIRED

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SECRETARY

Important: The particulars to be given are those referred to in section 20(2)(a) of the Companies Act 1982 and section 143(1) of the Companies Act 1931. Please read the notes on the last page before completing this part of the form.

The name(s) and particulars of the person or persons who are to be the first secretary, or joint secretaries and assistant secretary if applicable of the company are as follows (note 5):

Full Name (note 1):	
Former name(s) (note 2):	
Address (note 3):	
I hereby consent to act as secretary/joint secretary/assistant secretary :	Date of Appointment (note 6):

Full Name (note 1):	
Former name(s) (note 2):	
Address (note 3):	
I hereby consent to act as secretary/joint secretary/assistant secretary :	Date of Appointment (note 6):

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MEMBERS

Important: The particulars to be given are those referred to in section 96 of the Companies Act 1931. Please read the notes on the last page before completing this part of the form.

The names and particulars of the persons who are to be the members of the company are as follows:

Full Name (note 1):		
Address (note 2):		
No. of Shares held:	Amount Paid:	Amount agreed to be considered as paid:
Date on entry in the register as a member (note 6):		

Full Name (note 1):		
Address (note 2):		
No. of Shares held:	Amount Paid:	Amount agreed to be considered as paid:
Date on entry in the register as a member (note 6):		

PLEASE PHOTOCOPY THIS PAGE AND USE IT AS A CONTINUATION SHEET IF REQUIRED

THE COMPANIES ACT 1931 - 2004**Form 101 - Officer & Member Notes**

1. Full names must be given. In the case of an individual, his present Christian names and surname must be given. 'Christian name' includes a forename, and 'surname' in the case of a peer or person usually known by a title different from his surname means that title. In the case of a corporation, which is a secretary, its corporate name must be given.
2. In the case of an individual, any former Christian names and surname must be given in addition. The expression 'Christian name' includes a forename. 'Former Christian name' and 'former surname' do not include: -
 - a. In the case of a peer or a person usually known by a British title different from his surname, the name by which he was known previous to the adoption of or succession to the title; or
 - b. In the case of any person, a former Christian name or surname where that name or surname was changed or disused before the person bearing the name attained the age of eighteen years or has been changed or disused for a period of not less than twenty years; or
 - c. In the case of a married woman, the name or surname by which she was known previous to the marriage.
3. Usual residential address must be given or, in the case of a corporation, which is a secretary, the registered or principal office.
4. Where the director has no business occupation other than their current directorship, the words NONE or NO OTHER OCCUPATION should be completed for Business Occupation, but where the director is a director of one or more companies then one of those directorships must be stated and the OCCUPATION stated as 'Director' (an example of one other IOM directorship is sufficient). Secretaries do not need to state nationality or occupation.
5. Where all the partners in a firm are joint secretaries the name and principal office address of the firm also may be stated.
6. The dates upon which the persons listed as officers and members became an officer or member must be stated, as required by Section 16C(e)(i) of the Act.

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BENEFICIAL OWNERSHIP ACT 2017

Particulars of nominated officer (Beneficial Ownership Notes 1 to 4):

Full Name:	
Address:	
I hereby consent to act as the nominated officer of the above legal entity:	Dated:

BENEFICIAL OWNERSHIP ACT 2017

NOTES

- Any references in this document to a “nominated officer” include, in the case of a legal entity which is exempt from the requirement to have a nominated officer, the person authorised by an Order made by Treasury under section 6(8) of the Beneficial Ownership Act 2017, to undertake on behalf of that entity, any role or responsibility for which a nominated officer is responsible under the Act.
- Section 6(2) of the Act specifies that “*The nominated officer must be –*
 - a natural person who is resident in the Island; or*
 - the holder of a licence issued under section 7 of the Financial Services Act 2008 which permits the holder to carry on the regulated activity (within the meaning of section 3(1) of that Act) of providing corporate services.”*

(In the case of a legal entity which is exempt from the requirement to have a nominated officer, the relevant Treasury Order will specify by whom the roles and responsibilities of the nominated officer may be carried out.

- In the case of a nominated officer who is a natural person, the officer’s name and home address in the Island must be listed. In all other cases, the officer’s corporate or firm name and registered office or place of business address in the Island must be listed.
- A legal entity must, within one month of section 7 of the Act coming into operation, give notice to the Department for Enterprise (Companies Registry) of the appointment of its first nominated officer and of the date on which the appointment was made.

A legal entity must also give notice to the Department, within 21 days of the date of:

- an appointment of a nominated officer;
- a change in a nominated officer; or
- a change in the details in its record of a nominated officer, and of the date on which it occurred.

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If the Beneficial Ownership Act 2017 does not apply to this legal entity, please complete the insert sheet on page 8 of this Form.

Insert Sheet

(This page should only be completed if the Beneficial Ownership Act 2017 does not apply to the legal entity)

Where the Beneficial Ownership Act 2017 does not apply to a legal entity please complete the following confirmation statement (Note 1).

The Beneficial Ownership Act 2017 does not apply to this legal entity because -

- The Company is listed on a stock or investment exchange recognised by the Treasury (Note 2);
- The Company is a wholly owned subsidiary of a legal entity listed on a stock or investment exchange recognised by Treasury, where the disclosure obligations on the legal entity include beneficial ownership information in respect of the entity and its subsidiaries;
- The company is one to which an Order made by the Treasury under section 5(4) of the Beneficial Ownership Act 2017 applies (Note 3). The Order is:

.....
.....

and I confirm that the Order applies to the Company.

Full Name _____ Date _____

Signed _____ Director/Secretary/Authorised Signatory*

* please delete as appropriate

NOTES

1. Section 5(2) of the Beneficial Ownership Act 2017 lists the entities to which that Act does not apply.
2. Section 5(3) of that Act specifies that “an exchange is “**recognised**” if its name or another suitable description of it is published by the Treasury in such manner as the Treasury determines”.
3. Section 5(4) of the Beneficial Ownership Act 2017 allows the Treasury to amend the list of entities in section 5(2) to which that Act does not apply. If the Treasury has added to the list, details of the relevant Order and confirmation that the Order applies to the Company should be included.

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Appendix X

Public Companies - Statement of Compliance

Condition A

At the time of the Resolution approving re-registration of the company as a public company

- I. The nominal value of the company's allotted share capital was not less than the minimum subscription and
- II. Each of the company's allotted shares was paid up in full in cash

Condition B

- I. The company has prepared a balance sheet ("the company's balance sheet") as at a date not more than 6 months ("the balance sheet date") before the date on which the application for re-registration was made; and
- II. the application for re-registration includes the following documents prepared by the company's auditor –
 - a. an unqualified report on the company's balance sheet which complies with Section 16(C)(8) of the Companies Act 1931;
 - b. a written statement confirming that in the auditor's opinion as at the balance sheet date, the amount of the company's net assets is not less than the aggregate of its called-up share capital and undistributable reserves; and
 - c. confirmation that between the balance sheet date and the date the application was made under section 16B, there has been no change in the company's financial position that results in the amount of its net assets becoming less than the aggregate of its called-up share capital and undistributable reserves

Condition C

- I. The secretary or joint secretaries of the company, are appropriately qualified in accordance with section 19(4) of the Companies Act 1982

Declaration

I declare that conditions A, B, and C above are satisfied

Name _____ Signature _____

Position _____

Any person who wilfully makes a statement false in any material particular, knowing it to be false, shall be guilty of a misdemeanour and will be liable for prosecution subject to Section 326 of the Companies Act 1931

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Notes

For the purpose of condition C

An “unqualified report” means –

- a) if the balance sheet was prepared for a financial year of the company, a report stating without material qualification that it is the auditor’s opinion that the balance sheet has been properly prepared in accordance with the Companies Acts 1931 to 2004;
- b) if the balance sheet was not prepared for a financial year of the company, a report stating without material qualification that it is the auditor’s opinion that the balance sheet has been properly prepared in accordance with the Companies Acts 1931 to 2004 which would have applied had the balance sheet been prepared for a financial year of the company; and
- c) in the case of a balance sheet that was not prepared for a financial year of the company, the Companies Acts 1931 to 2004 apply with such modifications as are necessary by reason of that fact.

A “material qualification” means any qualification other than a qualification in respect of which the auditor states that the matter giving rise to it is not material for the purpose of determining (by reference to the company’s balance sheet) whether at the balance sheet date the amount of the company’s net assets was not less than the aggregate of its calledup share capital and undistributable reserve

“Net assets” has the meaning given in section 6(2) of the Companies Act 1992 (meaning of financial assistance).