

REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT, 1995

(Section 9 and 309)

ARTICLES OF INCORPORATION

Non-Profit Company

1. Name of Company Company No.....

2. The Company has no authorized share capital, is to be carried on without pecuniary gain to its members, and any profits or other accretions to the assets of the company are to be used in furthering its undertaking.

3. Is the liability of members limited by guarantee?

- Yes
- No

4. Restrictions on the undertaking that the Company may carry on

.....
.....

5. Number (or minimum and maximum number) of Directors

.....
.....

6. Number of intended employees

.....
.....

7. Main area of business activity

.....
.....

8. The address of the principal office or premises of the Company is

.....
.....

9. Other provisions, if any, e.g.

- (a) The interest of each member in the Company shall be transferable and shall not cease on death.
- (b) The members of the Company whereupon the assets of the Company, after payment of all debts and liabilities of the Company, shall be distributed in accordance with section 426 of the Companies Act, 1995.

10. The first Directors, each of whom shall become a member of the Company, are:

Name and Occupations	Addresses	Signatures

Statement

I/WE

..... of
.....

do state as true and correct that none of the signatories to the articles of incorporation herein is an individual who is so described in section 8(2) of the Companies Act, Chap. 81:01 and that all the requirements precedent to the formation and incorporation of a company under the Act have been complied with.

Dated this day of, 20.....

Signature.....

THE COMPANIES ACT, 1995
ARTICLES OF INCORPORATION
FORM 2
INSTRUCTIONS

Format

Documents required to be sent to the Registrar pursuant to the Act must conform with regulation 3 of the Regulations under the Act. Where any provision required to be set out is too long to be sent out in the space provided in the form, the form may incorporate the provisions by annexing a schedule in the manner described in regulation 3(5) of the said Regulations.

Item 1

Set out a proposed corporate name that compiles with section 493 of the Act and with regulations 6 and 7 of the Regulations.

Item 2

These details are required by section 309(b) of the Act.

Item 3

Indicate whether the liability of members is limited by guarantee. Tick the appropriate box.

Item 4

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

Item 5

State number of directors. A non-profit company shall have no fewer than three directors [Section 310 (1)].

Item 6

State the number of persons that the company intends to employ.

Item 7

Identify the main area of business activity the company will engage in upon incorporation.

Item 8

Where the undertaking of the company is of a social nature there must be stated the full address of the principal office or premises that the company is maintaining.

Item 9

Insert any provision which may be included in the articles.

If the company is limited by guarantee, state----

- (a) that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding a specified amount; and

- (b) the number of members with which the company is proposed to be registered.

The articles of a company may provide for anything permitted by the Act or any other law to be provided for by the by-laws of the company.

The following sections of the Act give a company the option to make, in its articles, provisions for the company which are different to the provisions set out in the Act:

- (a) section 38(1)--see item 6 above;
- (b) section 60--re restriction of power of directors;
- (c) section 66(1)--see item 7 above;
- (d) section 70--re directors' share holdings;
- (e) section 80--re directors' meetings;
- (f) section 81(1)--re notice of directors' meetings;
- (g) section 98(1) and (2)--re borrowing powers of directors;
- (h) section 113(3)--re notice of adjourned meeting of shareholders;
- (i) section 127(1), (2) and (3)--re quorum at meetings of shareholders;
- (j) section 128--re voting on a show of hands or on a ballot;
- (k) section 130--re voting of shares held by joint shareholders;
- (l) section 131--re method of voting at meetings of shareholders;
- (m) section 216--re right of shareholders of a class to vote separately on certain proposed amendments to the articles;
- (n) section 314--re transferability of member's interest in a non-profit company; and
- (o) section 426--re distribution of property of company on voluntary winding up.

Item 10

State full name (no abbreviations), occupation (if a director of another company, state name of that company) and address.

Signature

An incorporator may solely sign the form. Alternatively, an incorporator and any other person as identified in section 9(2B) of the Act shall sign the form.