

**“REPUBLIC OF TRINIDAD AND TOBAGO**

THE COMPANIES ACT, CHAP. 81:01

(Section 9)

**FORM 1**

**ARTICLES OF INCORPORATION**

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

2. Liability of Members

Limited by Shares       Limited by Guarantee       Limited by Shares and Guarantee  
 Unlimited

3. Is the Company a Public Company?

Yes       No

4. The classes of shares and any maximum number of shares in each class that the company is authorised to issue -

.....  
.....

5. The first shareholders of the company are -

Name/Company Name .....  
Address/ Registered Office .....  
Occupation/Status.....  
Nationality/Jurisdiction of Incorporation/Formation.....  
Number and Class of Shares.....  
Amount of Stated Capital.....  
Nominee Shareholder: Yes  No   
Nominator (if any):  
Name/Company Name .....  
Address/ Registered Office .....  
Occupation/Status.....  
Nationality/Jurisdiction of Incorporation/Formation.....

6. The first members of the company are -

Name/Company Name .....  
Address/ Registered Office .....  
Occupation/Status.....  
Nationality/Jurisdiction of Incorporation/Formation.....  
Percentage of Membership Interest .....  
Amount of Stated Capital.....

7. The beneficial owners of the company are -

Full Name .....

Address .....

Occupation .....

Nationality.....

Nature of beneficial interest:

Direct ownership of 10% or more of the shares or membership interest.

Indirect ownership of 10% or more of the shares or membership interest-

*(Describe the nature of beneficial interest)*

.....  
.....

Control of shares or membership interest by other means.

By Trust or other form of legal arrangements

Contractual arrangements

Family arrangements, e.g. politically exposed persons

Other

*(Describe the nature of beneficial interest)*

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.....

Ultimate effective control of the company indirectly or through other means.

*(Describe the nature of beneficial interest)*

.....  
.....

Control by person holding senior managing position.

*(Describe the nature of beneficial interest)*

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.....

8. Restrictions, if any, on share transfers or share ownership -

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.....

9. Variation of Pre-emptive rights -

.....  
.....

10. Restrictions, if any, on powers of directors to amend by-laws -

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.....

11. Number (or minimum and maximum number) of Directors -  
.....  
.....

12. Number of intended employees -  
.....  
.....

13. Main area of business activity -  
.....  
.....

14. Restrictions, if any, on business the Company may carry on -  
.....  
.....

15. Other Provisions, if any -  
.....  
.....

16. Incorporators –

Name	Address	Occupation

**Statement**

I ..... of  
.....  
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, the intended activities of the company are lawful 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 ....., .....

Signature .....

THE COMPANIES ACT, CHAP. 81:01

**FORM 1**

**ARTICLES OF INCORPORATION**

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 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 3(5) of the said Regulations.

*Item 1*

Set out a proposed corporate name that complies with section 493 of the Act and with regulations 6 and 7 of the Regulations. A company number shall be assigned by the Registrar.

*Item 2*

Indicate whether the liability of members is limited by shares, by guarantee or by both shares and guarantee or whether the liability of members is unlimited. Tick the appropriate box.

*Item 3*

Indicate whether the company is a public company. Tick the appropriate box.

*Item 4*

Set out the details required by section 9(1)(c) of the Act. All shares must be without nominal or par value and must comply with division 3 of Part III of the Act.

If there will be two (2) or more classes of shares, state the rights, privileges, restrictions and conditions attaching to each class of shares. If a class of shares can be issued in series, state the authority, if any, given to the directors to fix the number of shares in, or to determine the designation of, and the rights, privileges, restrictions and conditions attaching to the shares of each series.

State any maximum number of shares in a class of shares that the company is authorised to issue.

*Item 5*

Set out the full name (no abbreviations), address, occupation, nationality, number and class of shares, and amount of stated capital for each person listed as a shareholder of the company. If a shareholder is a company, set out the full corporate name, the registered office address, jurisdiction of incorporation/formation and status of the company.

Indicate whether the shareholder is a nominee shareholder. Tick the appropriate box.

Where the shareholder is a nominee shareholder, set out the full name (no abbreviations), address, occupation/status and nationality/jurisdiction of formation for each nominator.

*Item 6*

Set out the full name (no abbreviations), address, occupation, nationality, percentage of membership interest, and amount of stated capital for each person listed as member of the company. If a member is a company, set out the full corporate name, the registered office address, jurisdiction of incorporation/formation and status of the company.

*Item 7*

Set out the full name (no abbreviations), address, occupation, nationality, and nature of the beneficial interest of each person listed as a beneficial owner of the company.

*Item 8*

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

*Item 9*

If the pre-emptive rights under section 38 of the Act with respect to the issue of shares are to be varied, state the nature of any such variation.

*Item 10*

If the power of the directors to make, amend or repeal the Bye-laws under section 66 of the Act is restricted, state the nature of any such restriction.

*Item 11*

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 12*

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

*Item 13*

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

*Item 14*

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

*Item 15*

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 it being wound up while he is a member, or within one (1) 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 bye-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 9 above;
- (b) section 60 —*re*: restriction of power of directors;
- (c) section 66(1)—*see* item 10 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 16*

Each incorporator must state his full name (no abbreviations), address and occupation (if a director of another company, state the name of that company). If an incorporator is a company, the address shall be that of the company.

#### *Other Documents -*

The Articles must be accompanied by -

- (a) Notice of Registered Office (Form 4);
- (b) Notice of Directors (Form 8); and
- (c) Request for Name Search and Name Reservation (Form 25) as approved by the Registrar.

Completed documents, in duplicate, and the prescribed fees are to be filed at the Office of the Registrar and one (1) set of the duplicated originals would be returned to the company or its representative with the endorsement "Registered" and the date of registration.

#### *Signature -*

Any person as identified in section 9(2B) of the Act shall sign the form.

