

REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT, CHAP. 81:01

(Sections 9 and 309)

FORM 2

**ARTICLES OF INCORPORATION
Non-Profit Company**

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

2. The Company has no authorised 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 out?

.....
.....
.....
.....

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; and
- (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, Chap. 81:01.

.....
.....
.....
.....

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

Names	Address	Occupation

Statement

I 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,

Signature

THE COMPANIES ACT, CHAP 81:01

FORM 2

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

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 the number of directors. A non-profit company shall have no fewer than three (3) directors according to section 310(1) of the Act.

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 (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 60—*re*: restriction of power of directors;
- (b) section 66(1)—*re*: restrictions on power of directors to amend Bye-laws;
- (c) section 80—*re*: directors' meetings;
- (d) section 81(1)—*re*: notice of directors' meetings;
- (e) section 98(1) and (2)—*re*: borrowing powers of directors;
- (f) section 113(3)—*re*: notice of adjourned meeting of members;
- (g) section 127(1), (2) and (3)—*re*: quorum at meetings of members;
- (h) section 128—*re*: voting on a show of hands or on a ballot;
- (i) section 131—*re*: method of voting at meetings of members;
- (j) section 314—*re*: transferability of member's interest in a non-profit company; and
- (k) section 426—*re*: distribution of property of company on voluntary winding up.

Item 10

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

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.

Section 308(1) of the Act provides that no articles may be accepted for filing without the prior approval of the Registrar. Accordingly, the Articles must also be accompanied by written evidence of such approval.

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

Note: Form 2 should also be used for Restated Articles of Incorporation of a non-profit Company. When so used, it should be headed accordingly and conclude with the following paragraph:

"The foregoing restated articles of incorporation correctly set out, without substantive change, the corresponding provisions of the articles of incorporation as amended and supersede the original articles of incorporation".

Signature -

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

- (i) in Form 3, by deleting the words, “the Articles of Incorporation of which are attached.”;
- (ii) in the instructions for Form 4, at Item 6 -
 - (A) in the first paragraph, by deleting the words “shall sign the notice indicating that he is an incorporator” and substituting the words “or an authorised corporate service provider on behalf of an incorporator shall sign the notice certifying to the contents of the notice indicating that he is an incorporator or an authorised corporate service provider acting on behalf of an incorporator.”; and
 - (B) in the second paragraph, by deleting the word “shall” and substituting the words “or, respectively an authorised corporate service provider on their behalf shall”;
- (iii) in the instructions for Form 5, in paragraph (c), under the item entitled “General”, by inserting after the words “sign the Articles” the words “of the Company or, respectively an authorised corporate service provider on their behalf shall sign the Articles to certify the contents of the Articles indicating the capacity in which he is signing.”;
- (iv) in the instructions for Form 8 in the Item entitled “Signature” and in –
 - (A) the first paragraph, by deleting the words “shall sign the notice indicating that he is an incorporator” and substituting the words “or an authorised corporate service provider on behalf of an incorporator shall sign the notice certifying to the contents of the notice indicating that he is an incorporator or an authorised corporate service provider acting on behalf of an incorporator.”; and
 - (B) the second paragraph, by deleting the word “shall” and substituting the words “or, respectively an authorised corporate service provider on their behalf shall”;
- (v) in the instruction for Form 12 under item 11 in the first paragraph, by deleting the words “shall sign the Articles”, and substituting the words “or, respectively, an authorised corporate service provider on their behalf to certify the contents of the Articles indicating the capacity in which he is signing.”;
- (vi) in the instructions for Form 14 under item 12 in the first paragraph, by deleting the words “shall sign the Articles” and substituting the words, “or, respectively, an authorised corporate service provider on their behalf to certify the contents of the Articles indicating the capacity in which he

- is signing.”;
- (vii) in the instructions for Form 16 under item 13, by deleting the words “shall sign the Articles”, and substituting the words, “or, respectively, an authorised corporate service provider on their behalf to certify the contents of the Articles indicating the capacity in which he is signing.”;
 - (viii) in the instructions for Form 17 under item 10 by deleting the words “shall sign the Article”, and substituting the words “or, respectively, an authorised corporate service provider on their behalf shall sign the notice to certify the contents of the notice and”;
 - (ix) in the instructions for Form 19 under the item entitled “Signature”, by deleting the words “or the Court shall sign the Articles, and substituting the words “sign the Articles to certify the contents of the Articles”;
 - (x) by deleting Form 20 and substituting the following new Form:

