



# FORM 1A



New Incorporation (Requires Stamp Duty)

Amended Articles

Adopted Articles

Re-registration

(Changing from one type of a company to another)

## THE COMPANIES ACT OF JAMAICA ARTICLES OF INCORPORATION: COMPANY LIMITED BY SHARES

(Pursuant to sections 8 & 25 of the Companies Act 2004)

COMPLETE THIS FORM IN BLOCK CAPITALS ONLY WITHIN THE PRESCRIBED FIELDS. PUT "N/A" IN FIELDS THAT DO NOT APPLY.

1A. NAME OF COMPANY			
1B. JUSTIFICATION FOR PROPOSED NAME (if applicable)			The use of words such as "Caribbean", "Global" and "International" must be explained. See BRF1 form for full list of words that need justification.
1C. TYPE OF COMPANY	Private	Public	1D. VALUE OF ALLOTTED SHARES (For public companies only) \$ _____
1E. CORE BUSINESS OF THE COMPANY (The activities of the business are not restricted to the area(s) stated below unless indicated at item 1F)			
1F. RESTRICTION ON THE BUSINESS OF THE COMPANY (if applicable)			It is not required that you restrict the activities of your company. If there are no restrictions insert 'N/A'.
1G. COMPANY TELEPHONE NUMBER		1H. COMPANY EMAIL ADDRESS	

2. THE REGISTERED OFFICE IS LOCATED IN JAMAICA AND THE LIABILITY OF THE MEMBERS IS LIMITED

3. COMPANY'S ARTICLES Please check the appropriate box below (ONLY ONE BOX MUST BE CHECKED)

3a.	Standard Articles (Rules) Articles 1–78, 80–136 with Varied Article 79 and Additional Articles 137–143 SEE SCHEDULE(S) _____	<b>TO COMPLETE THIS SECTION</b> Table A of the First Schedule of the Companies Act 2004 provides standard articles (rules) for the internal management of a company limited by shares. <b>In Table A</b> <ul style="list-style-type: none"><li>Articles 1-78 detail SHARES, share transfers, general meetings, votes of members, Directors etc.</li><li>Varied Article 79 allows the company to borrow money</li><li>Articles 80-136 detail the duties of Directors, the seal, accounts, audit, and indemnity etc.</li><li>Articles 137-143 detail that share transfers must be authorised by the Directors etc.</li></ul> <b>You may choose from Table A</b> <ul style="list-style-type: none"><li>3a. Most of the Rules in their entirety with common varied and additional articles</li><li>3b. Most of the Rules in their entirety with a common varied article</li><li>3c. All of the rules in their entirety with common additional articles</li><li>3d. All of the rules in their entirety</li><li>3e. Your custom combination of articles</li></ul> If you do not choose to accept them at all, you must attach your own articles (rules) for the internal management of the company to this form and select the "Other" option. You are also required to attach schedules containing the varied or additional articles which you wish to include.
3b.	Standard Articles (Rules) Articles 1–78, 80–136 with Varied Article 79 only SEE SCHEDULE _____	
3c.	Standard Articles (Rules) Articles 1–136 with Additional Articles 137–143 only SEE SCHEDULE(S) _____	
3d.	Standard Articles (Rules) in their entirety Articles 1–136	
3e.	Other (If "Other" is checked, please list the numbers of the articles from Table A that are to apply (if any) and/ or state the name(s) of the schedule(s) which contain the additional/varied articles which are to apply below)	

**IF THE COMPANY IS A PRIVATE COMPANY, THE FOLLOWING ARTICLES SHALL APPLY:**

- The right to transfer shares is restricted;
- Subject to section 25(1)(b) of the Companies Act 2004, the number of members of the company is limited to twenty (This is exclusive of persons who having been formerly in the employment of the company were, while in that employment, and have continued after the determination of such employment to be members of the company);
- Provided that where two or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be treated as a single member; Any invitation to the public to subscribe for any shares or debentures of the company is prohibited;
- Any invitation to the public to deposit money for fixed periods or payable on call whether bearing or not bearing interest is prohibited;
- Subject to the exceptions provided for the in Twelfth Schedule to the Act, any person other than a shareholder is prohibited from having any interest in any of the company's shares.

FOR OFFICIAL USE ONLY COMPANY #:



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## 4. AUTHORISED NUMBER OF SHARES This is the maximum number of shares that your company is authorised to issue.

The total number of shares in all classes should not exceed the total number of shares, if any, indicated at **item 4.**

<b>4A. CLASSES OF SHARES</b> (Indicate by ticking the class or classes of shares that the company is authorized to issue upon incorporation)	<b>4B. TOTAL NUMBER OF SHARES IN EACH CLASS</b>	<p>Shares may be issued with different rights, privileges and conditions. Shares with the same rights, privileges and conditions are grouped into the same <b>class</b>.</p> <p>All companies limited by shares must issue at least one class of shares which are non-redeemable (e.g. ordinary shares) and may issue multiple classes of shares. Where only one class of shares is issued, they are automatically deemed ordinary shares.</p> <p><b>FORM 3:</b> Where more than one class of shares are issued, at incorporation, a Form 3 must be completed and attached to this form. The Form 3 identifies the associated rights, conditions and privileges of the classes of shares.</p>
ORDINARY		
PREFERENCE		
OTHER Specify _____		

## 5. RESTRICTIONS ON SHARE TRANSFER (e.g. "Directors must give consent to the transfer of shares" or "See article 24 of Table A")

All private companies must restrict the right to transfer shares (e.g. *shares must be first offered to existing shareholders*).

A public company may only restrict the right to transfer shares which have not been fully paid up.

## 6. NON-CASH CONSIDERATION

Were any shares issued for non-cash consideration (that is, as a payment for goods, services, property, good will, shares in other companies etc.) based on a contract that existed before incorporation?

(ONLY ONE BOX MUST BE CHECKED)

Yes      ☐      Complete **item 6A**  
No        ☐      Continue to **item 7**

## 6A. PLEASE INDICATE THE NATURE AND VALUE OF THE NON-CASH CONSIDERATION BELOW

<b>7A. MINIMUM NUMBER OF DIRECTORS</b>		<p>A <b>private company</b> must have at least <b>one Director</b>; he/she cannot also be the Company Secretary.</p> <p>A <b>public company</b> must have a minimum of <b>three (3) Directors</b>; two of them, however, should not be employed by the company or any of its affiliates.</p>
AND / OR		
<b>7B. MAXIMUM NUMBER OF DIRECTORS</b>		

## 8. PARTICULARS OF DIRECTORS

DIRECTOR 1 (Where the Director is an individual the name must be represented as FIRST MIDDLE LAST)

This person is a nominee director

If the person is a nominee director, attach nominee schedule

FULL NAME:				SAME AS COMPANY SECRETARY	
FULL ADDRESS or REGISTERED OFFICE ADDRESS:	STREET/DISTRICT:				
	TOWN:		POST OFFICE/POSTAL CODE:		
	PARISH/COUNTY/ STATE/PROVINCE:		COUNTRY:		
OCCUPATION:					



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DIRECTOR 2 (Where the Director is an individual the name must be represented as FIRST MIDDLE LAST)

This person is a nominee director

If the person is a nominee director, attach nominee schedule

FULL NAME:				SAME AS COMPANY SECRETARY	
FULL ADDRESS or REGISTERED OFFICE ADDRESS:	STREET/DISTRICT:				
	TOWN:		POST OFFICE/POSTAL CODE:		
	PARISH/COUNTY/ STATE/PROVINCE:		COUNTRY:		
OCCUPATION:					

DIRECTOR 3 (Where the Director is an individual the name must be represented as FIRST MIDDLE LAST)

This person is a nominee director

If the person is a nominee director, attach nominee schedule

FULL NAME:				SAME AS COMPANY SECRETARY	
FULL ADDRESS or REGISTERED OFFICE ADDRESS:	STREET/DISTRICT:				
	TOWN:		POST OFFICE/POSTAL CODE:		
	PARISH/COUNTY/ STATE/PROVINCE:		COUNTRY:		
OCCUPATION:					

DIRECTOR 4 (Where the Director is an individual the name must be represented as FIRST MIDDLE LAST)

This person is a nominee director

If the person is a nominee director, attach nominee schedule

FULL NAME:				SAME AS COMPANY SECRETARY	
FULL ADDRESS or REGISTERED OFFICE ADDRESS:	STREET/DISTRICT:				
	TOWN:		POST OFFICE/POSTAL CODE:		
	PARISH/COUNTY/ STATE/PROVINCE:		COUNTRY:		
OCCUPATION:					

\_\_\_\_\_ Continuation page(s) attached

## 9. PARTICULARS OF COMPANY SECRETARY

(Where the Secretary is an individual the name must be represented as FIRST MIDDLE LAST)

(Where one of the named Directors has been identified as the Company Secretary, this item does not need to be completed.)

FULL NAME:					
FULL ADDRESS or REGISTERED OFFICE ADDRESS:	STREET/DISTRICT:				
	TOWN:		POST OFFICE/POSTAL CODE:		
	PARISH/COUNTY/ STATE/PROVINCE:		COUNTRY:		
OCCUPATION:					



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## 10. PARTICULARS OF SUBSCRIBERS WHO ARE INDIVIDUALS

This person is a nominee shareholder

This person is a nominee shareholder

This person is a nominee shareholder

This person is a nominee shareholder

SHAREHOLDER PARTICULARS		SHAREHOLDER 1		SHAREHOLDER 2		SHAREHOLDER 3		SHAREHOLDER 4	
NAME									
ADDRESS									
NATIONALITY									
OCCUPATION									
SHARES TAKEN UP		The total of the number of shares issued to all shareholders may not exceed the authorised number of shares stated at item 4.							
CLASS OF SHARES	1. <u>ORDINARY*</u>	AMOUNT OF SHARES	1. _____	AMOUNT OF SHARES	1. _____	AMOUNT OF SHARES	1. _____	AMOUNT OF SHARES	1. _____
	2. <u>PREFERENCE*</u>		2. _____		2. _____		2. _____		
	OTHER*		3. _____		3. _____		3. _____		
	3. _____								
SIGNATURE									
DATE (dd/mm/yyyy)									
WITNESS PARTICULARS		WITNESS FOR SHAREHOLDER 1		WITNESS FOR SHAREHOLDER 2		WITNESS FOR SHAREHOLDER 3		WITNESS FOR SHAREHOLDER 4	
WITNESSED BY (NAME OF WITNESS)									
WITNESSED AT (LOCATION/ADDRESS)									
SIGNATURE									
DATE (dd/mm/yyyy)									
If a subscriber and a witness are located in different countries, 'while on visit' must be selected.		While on Visit		While on Visit		While on Visit		While on Visit	
		* Where more than one class of shares are issued, at incorporation, a Form 3 must be completed and attached to this form.						_____ Continuation page(s) attached	



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## 11. PARTICULARS OF SUBSCRIBERS WHO ARE COMPANIES

COMPANY PARTICULARS				OFFICER PARTICULARS	OFFICER 1	OFFICER 2
COMPANY NAME				OFFICER NAME		
COMPANY NUMBER (LOCAL/OVERSEAS COMPANY)				OFFICE HELD IN COMPANY		
DATE OF INCORPORATION (DD/MM/YYYY)				SIGNATURE		
COMPANY REGISTERED OFFICE ADDRESS/OTHER ADDRESS						
COUNTRY OF INCORPORATION				DATE (DD/MM/YYYY)		
SHARES TAKEN UP		The total of the number of shares issued to all shareholders may not exceed the authorised number of shares stated at item 4.				
CLASS OF SHARES	1. <u>ORDINARY*</u>	AMOUNT OF SHARES	1. _____	WITNESS PARTICULARS	WITNESS FOR OFFICER 1	WITNESS FOR OFFICER 2
	2. <u>PREFERENCE*</u>		2. _____	BY (NAME OF WITNESS)		
	OTHER*		3. _____	WITNESSED AT (LOCATION/ADDRESS)		
	3. Specify _____					
* Where more than one class of shares are issued, at incorporation, a Form 3 must be completed and attached to this form.		SEAL		SIGNATURE		
				DATE (DD/MM/YYYY)		
				If an officer and a witness are located in different countries, 'while on visit' must be selected.	While on Visit	While on Visit
				_____ Continuation page(s) attached		

## 12. DECLARATION OF ACCURACY OF PRESENTED INFORMATION

To the best of my knowledge, information and belief, I hereby certify the contents of this form to be accurate.

NAME OF DECLARANT		CAPACITY	Director	Secretary	Authorised Official
SIGNATURE OF DECLARANT		DATE (DD/MM/YYYY)			



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### 13. PARTICULARS OF INDIVIDUAL/COMPANY FILING THE FORM WITH THE COMPANIES OFFICE OF JAMAICA

FIRST NAME:		LAST NAME:	
ADDRESS:	STREET:		
	TOWN:		
	POST OFFICE:		
	PARISH:		
E-MAIL ADDRESS:			
CONTACT NUMBER:			
FAX NUMBER:			

### 14. ADDITIONAL PARTICULARS OF DIRECTORS

NAME OF DIRECTOR	TAXPAYER REGISTRATION NUMBER (WHERE THERE IS NONE, USE OTHER GOVERNMENT ID NUMBER, VOTER'S ID NUMBER, PASSPORT NUMBER, NUMBER OR DRIVER'S LICENSE NUMBER)	EMAIL	CONTACT NUMBER
1.			
2.			
3.			
4.			
5.			
6.			



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### 15. ADDITIONAL PARTICULARS OF COMPANY SECRETARY

NAME OF SECRETARY	TAXPAYER REGISTRATION NUMBER (WHERE THERE IS NONE, USE OTHER GOVERNMENT ID NUMBER, VOTER'S ID NUMBER, PASSPORT NUMBER OR DRIVER'S LICENSE NUMBER)	EMAIL	CONTACT NUMBER

### 16. ADDITIONAL PARTICULARS OF DECLARANT

NAME OF DECLARANT	TAXPAYER REGISTRATION NUMBER (WHERE THERE IS NONE, USE OTHER GOVERNMENT ID NUMBER, VOTER'S ID NUMBER, PASSPORT NUMBER OR DRIVER'S LICENSE NUMBER)	EMAIL	CONTACT NUMBER

### 17. ADDITIONAL PARTICULARS OF SUBSCRIBERS

NAME OF SUBSCRIBER (first then last)	TAXPAYER REGISTRATION NUMBER (WHERE THERE IS NONE, USE OTHER GOVERNMENT ID NUMBER, VOTER'S ID NUMBER, PASSPORT NUMBER OR DRIVER'S LICENSE NUMBER)	DATE OF BIRTH (dd/mm/yyyy)
1.		
2.		
3.		
4.		
5.		