

## Requirements for registration under this Chapter as company

1316. (1) A body corporate shall not be registered under this Chapter as any particular type of company referred to in section 1315 without the assent (in this Chapter referred to as a “registration resolution”) to its registration as that type of company given by a majority of such of its members as, being entitled so to do, vote in person or, where proxies are allowed, by proxy at a general meeting summoned for the purpose.

(2) In computing any majority under this section, when a poll is demanded, regard shall be had to the number of votes to which the member is entitled according to the regulations of the body corporate concerned.

(3) Before a registration resolution is moved, a statement in accordance with subsection (4) shall be sent, 21 days before the date of the moving of the resolution, by the body corporate concerned to every member of it entitled to notice of the meeting of it at which the registration resolution is to be moved.

(4) Every statement required by subsection (3) shall—

(a) state the type of company that the body corporate is proposed to be registered as,

(b) state the name of the proposed company,

(c) state the reasons for the proposal to register,

(d) summarise the principal implications of the registration for members, and

(e) indicate the place where there may be obtained or inspected, in either case free of charge, the memorandum of association and articles of association of the proposed company that comply, or, if the proposed company is a private company limited by shares, the constitution of it referred to in section 19 that complies, with the requirements of this Act,

and copies of that memorandum and articles or that constitution shall, accordingly, be made available for such supply or inspection to or by every member entitled to the foregoing notice at the place so indicated.

(5) As long as a document referred to in subsection (4)(e) is also made available for such supply or inspection in hardcopy form, it shall be permissible to include in the foregoing statement, as well as the indication required by subsection (4)(e) concerning the hardcopy form, an indication that that document may be—

(a) inspected on, and

(b) downloaded and printed from,

a website of the body corporate free of charge.

(6) If an assent of the body corporate's members to such registration has (by means of a registration resolution in accordance with subsection (1)) been given, a body corporate may, in the prescribed form, apply to the Registrar to be registered under this Chapter as the type of company concerned.

(7) Such an application shall be made within 30 days after the date of the meeting at which that assent was given.

(8) Such an application shall be accompanied by the following documents:

(a) a copy of the statement required by subsection (3) and of the registration resolution, each certified by a director or other officer of the body corporate;

(b) a list showing the names and addresses of all persons who, on a date specified in the list (not being more than 28 days before the date on which the application is received by the Registrar) were members of the body corporate, specifying the shares or stock held by them respectively (distinguishing, in cases where the shares or stock are numbered, each share or unit of stock by its number);

(c) the nominal share capital of the body corporate and the number of shares into which it is divided, or the amount of stock of which it consists;

(d) the number of shares of the body corporate taken and the amount paid on each share; and

(e) the memorandum of association and articles of association of the proposed company.