

EXTRAORDINARY

GOVERNMENT OF FIJI GAZETTE SUPPLEMENT

No. 40

WEDNESDAY, 30th DECEMBER

2015

[LEGAL NOTICE NO. 105]

COMPANIES ACT 2015
(ACT NO. 3 OF 2015)**Commencement Notice**

In exercise of the powers conferred upon me under section 2 of the Companies Act 2015 ('Act'), I hereby appoint 1 January 2016 as the commencement date of the Act, except for section 713 of the Act which shall come into force on 23 December 2015.

Dated this 22nd day of December 2015.

A. SAYED-KHAIYUM
Attorney-General and Minister for Finance,
Public Enterprises, Public Service and Communications

[LEGAL NOTICE NO. 106]

INTERPRETATION ACT
(CAP. 7)**Rectification of Errors Order 2015**

In exercise of the powers conferred upon me under section 65 of the Interpretation Act (Cap. 7) and with approval of Cabinet, I make this Order—

Short title and commencement

1. This Order is cited as the Rectification of Errors Order 2015.

Companies Act 2015 (Act No. 3)

2. The printing errors and omissions in the Companies Act 2015 are rectified as follows—

- (1) in the Table of Provisions—

- (a) in the references to Part 3, Division 2 and Part 31, Division 2, delete "Register" and substitute "register";
- (b) in the references to sections 27, 28, 76 and 96, delete "Company" and substitute "company";
- (c) in the reference to section 121, delete "etc.";
- (d) in the reference to section 134, delete "Court" and substitute "Court's";
- (e) in the reference to sections 172, delete "Company's" and substitute "company's";

- (f) in the references to sections 195 and 211, delete “share” and substitute “Share”;
 - (g) in the reference to section 251, insert “-” after “non”;
 - (h) in the reference to section 330, delete “Lodged” and substitute “lodged”;
 - (i) in the references to Part 34, Division 2, sections 420, 421, 422, 426, 429, 430 and 748 wherever it appears, delete “Auditor” and substitute “auditor”;
 - (j) in the references to Part 34, Division 1, sections 424, 427, 428 and 683, delete “Auditors” and substitute “auditors”;
 - (k) in section 425, delete “Auditor’s” and substitute “auditor’s”;
 - (l) in the reference to section 445, delete “receiver or manager” and substitute “Receiver or Manager”;
 - (m) in the reference to Part 39, Division 2, insert “Up” after “Wound”;
 - (n) wherever it appears, delete “Director’s” and substitute “Directors”;
 - (o) wherever it appears, delete “Registered office” and substitute “Registered Office”;
 - (p) wherever it appears, delete “shares” and substitute “Shares”;
- (2) in section 3, in the definition of “Affairs”, sections 122(1), 142(3)(b), 144, 153, 173, 302(c)(iii), 310(b)(iii), 316(2)(b), 336(2)(b), 339(1), 340, 350, 393, 394, 395, 396, 397, 398, 399, 406, 416(1)(b), 433, 437, 633, 646, 669, 672, 680, 742 and 748 wherever it appears, delete “Auditor” and substitute “auditor”;
 - (3) in section 3, in the definitions of “Affairs”, “Central Depository”, “Debenture”, “Foreign Company”, “Listed”, “Holding Company”, “Share”, “Substantial Interest”, sections 65, 155(2) and 742(2) wherever it appears, delete “Company” and substitute “company”;
 - (4) in section 3, delete ““Agent”” and substitute ““agent””;
 - (5) in section 3, in the definitions of “Authorised Share Capital” and “Share Warrant”, sections 63(2), 65, 186, 189(1)(a), 189(1)(c), 191(1), 195(c), 199, 200, 201, 203(b), 204(1), 209(a), 211(1), 211(1)(a), 211(1)(c), 211(1)(d), 211(1)(e), 211(2), 211(4), 212, 213, 215, 217(7), 218, 220, 221(2), 222(2)(a), 223, 225, 226(b), 227, 228, 229, 230, 232, 233, 234, 238, 239, 246(2), 249, 250, 251(1), 251(2), 251(3)(a), 251(4)(a), 251(4)(b), 251(5)(a), 251(5)(b), 251(6)(a), 251(6)(b), 251(7), 251(8), 252, 255, 262, 733, 734 and 738(1)(b)(ii) wherever it appears, delete “shares” and substitute “Shares”;
 - (6) in section 3, in the definition of “Charges Register”, insert “(1)” after “379”.
 - (7) in section 3, in the definition of “Company”, delete “or an Existing Company”;

- (8) in section 3, in the definition of “Companies Liquidation Account”, delete “section 511” and substitute “section 510”;
- (9) in section 3, in the definition of “Existing Company”, delete “and” and substitute “or”;
- (10) in section 3, in the definition of “Firm” wherever it appears, delete “Companies” and substitute “companies”;
- (11) in section 3, in the definition of “Firm”, section 348(3) and Schedule 2 wherever it appears, delete “individuals” and substitute “Individuals”;
- (12) in section 3, in the definition of “Listed”, insert “if” after “means”;
- (13) in section 3, in the definition of “Listed”, delete “is listed if it”;
- (14) in section 3, in the definition of “Managed Investment Scheme” paragraph (b)(v), sections 66, 68 and 723 wherever it appears, delete “the Company” and substitute “the company”;
- (15) in section 3, in the definition of “Managed Investment Scheme” paragraph (b)(v), sections 58(2), 63, 173 and Schedule 2 wherever it appears, delete “Members” and substitute “members”;
- (16) in section 3, in the definition of “Offer to the Public” in paragraph (f), delete “takeover” and substitute “Takeover”;
- (17) in section 3, in the definition of “Par Value” and sections 159(2)(e), 209, 211, 212, 217(3), 238(1), 249 and 250 wherever it appears, delete “share” and substitute “Share”;
- (18) in section 3, in the definition of “Prescribed Registration Fee”, insert “for the purposes of section 24” after “section 713”;
- (19) in section 3, in the definition of “Special Resolution”—
 - (a) in paragraph (a)(i), delete “section 341(1)(c)” and substitute “section 145(1)(c)”;
 - (b) in paragraph (b)(i), delete “section 145(1)(c)” and substitute “section 341(1)(c)”;
- (20) in section 3, in the definition of “Ultimate Holding Company” wherever it appears, delete “a Company” and substitute “a company”;
- (21) in section 3, in the definition of “Ultimate Holding Company” in paragraph (a), sections 20, 25(c), 32(a), 173, 279(f), 283(3)(h), delete “Company;” and substitute “company;”;
- (22) in sections 3, 60, 130, 441, 451(2), 708(2) and Schedule 2 wherever it appears, delete “Secretary” and substitute “secretary”;
- (23) in section 7, delete “A” and substitute “Subject to section 8, a”;
- (24) in sections 7, 230, 266 and 323 wherever it appears, delete “control” and substitute “Control”;

- (25) in sections 7(a)(i), 19, 230 and 253 wherever it appears, delete “controls” and substitute “Controls”;
- (26) in section 9(c), delete “Controls” and substitute “controls”;
- (27) in sections 13(1)(i) and 13(2), delete “section 630(5)” and substitute “section 631”;
- (28) in sections 13(1)(v), 322(4), 330, 373(1), 383(2)(b), 388(3)(c), 403(3), 408(2), 410(2)(a), 411(3), 428(6)(ii), 434(3), 547(4), 578(2)(a), 578(3), 585(2), 588(2), 596(2), 596(3), 602(1), 659(1), 664(4), 668(2), 668(4), 714(3) and in Schedule 2 paragraph 62(2)(a) wherever it appears, delete “Lodged” and substitute “lodged”;
- (29) in section 19(5), delete “Regulations” and substitute “regulations”;
- (30) in sections 19(5), 62(5) and Schedule 2 paragraph 44, delete “company” and substitute “Company”;
- (31) in sections 20(1), 28(1)(a), 28(2), 34(1), 46(10), 46(11), 46(13), 50(2), 51(2), 62(1), 76(3), 77(1), 85(2), 87(3), 303, 307(1)(b), 375(2), 377(3), 403(1), 404(1)(a), 416(1), 416(2), 428(6)(i), 439(3), 530, 585(3), 585(4), 596(3), 596(4) and in Schedule 2 paragraph 30(5)(b), delete “Lodge” and substitute “lodge”;
- (32) in the heading for Part 3, Division 2, delete “Register” and substitute “register”;
- (33) in sections 20(2), 172 and 173, delete “Company’s” and substitute “company’s”;
- (34) in section 24, delete “The Company” and substitute “A company”;
- (35) in sections 28, 32(c) and 33(c), delete “Company name” and substitute “company name”;
- (36) in section 31(1), delete “(New Company Limited by Guarantee)” and insert “(“New Company Limited by Guarantee”)”;
- (37) in section 34(3), insert “be signed” after “must”;
- (38) in section 34(3)(a), delete “be signed”;
- (39) in section 46(9), delete “subsection (7)” and substitute “subsection (8)”;
- (40) in sections 55(1), 160(1), 278, 283(2), 348(3)(a), 349(1), 352(2), 357(1), 370(1)(c), 426(1), 430(c), 468, 646(4)(b)(iii), 663 and Schedule 2 wherever it appears, delete “individual” and substitute “Individual”;
- (41) in sections 56(1) and 62(5), delete “in Fiji”;
- (42) in sections 58(2), 717(1), 722(3) and 730 wherever it appears, delete “the company” and substitute “the Company”;
- (43) in section 61(2), delete “Financial Statement” and substitute “financial statement”;

- (44) in section 61(3) wherever it appears, delete “Financial Statements” and substitute “financial statements”;
- (45) in section 62(4), delete “carry on business in Fiji” and substitute “Carry on Business”;
- (46) in section 62(6), delete “subsection (2)” and substitute “subsection (5)”;
- (47) in section 62(8), delete “subsection (6)” and substitute “subsections (2), (4) and (6)”;
- (48) in section 62(13), insert “(c)” after “subsection (12)”;
- (49) in section 65 and Schedule 2 wherever it appears, delete “Member” and substitute “member”;
- (50) in section 65, delete “that Company” and substitute “that company”;
- (51) in section 66, delete “office” and substitute “Office”;
- (52) in section 71, delete “Sections 26(2)” and substitute “Sections 27”;
- (53) in section 76(1), delete paragraph (d) and substitute the following—
 - “(d) a Company Limited by Shares to an Unlimited Liability Company, by—
 - (i) passing a Special Resolution resolving to change its type; and
 - (ii) complying with sections 77 and 78.”;
- (54) in section 78, delete “section 76” and substitute “sections 76 and 77”;
- (55) in section 79(2), delete “section 78” and substitute “sections 76 and 77”;
- (56) in sections 86(5), 270(5)(b) and 615, delete “Charge” and substitute “charge”;
- (57) in section 89, delete “section 82” and substitute “section 81”;
- (58) in section 93(1), delete “Public”;
- (59) in section 93(4), delete “subsection (3)” and substitute “subsection (2)”;
- (60) in section 99(1), delete “section 102” and substitute “sections 101 and 102”;
- (61) in sections 101(4)(a), 252, 339(2), 342(2)(c), 350(4), 440(9) and 730, delete “members” and substitute “Members”;
- (62) in section 101(6)(b), delete “subsection (2)” and substitute “subsection (3)”;
- (63) in section 106(2)(a), at the end of the sentence delete “, and” and substitute “; and”;
- (64) in section 106(5), delete “subsection (2)” and substitute “subsection (3)”;
- (65) in sections 107(2), 121(b)(i), 134(2)(a) and 249(1)(a) wherever it appears, delete “property” and substitute “Property”;

- (66) in section 109(2)(b), at the end of the sentence, delete “, or” and substitute “; or”;
- (67) in section 109(2)(c)(i), at the end of the sentence, delete “, or” and substitute “; or”;
- (68) in section 109(6)(a)(v), delete “paragraphs (iv) and (v)” and substitute “paragraphs (iv) and (vi)”;
- (69) in sections 109(6)(b), 109(6)(c) and 109(7)(a)(ii), delete “affairs” and substitute “Affairs”;
- (70) in section 110(4)(b), delete “ section 170” and substitute “section 174”;
- (71) in section 111(2), delete “a General notice is” and substitute “a “General notice” is”;
- (72) in sections 116, 133(4)(a) and 152(3), delete “Director” and substitute “director”;
- (73) in section 116, delete “Officer” and substitute “officer”;
- (74) in sections 117(c), 134(3)(a) and 419(1)(a) wherever it appears, delete “insolvent” and substitute “Insolvent”;
- (75) in section 127(2), delete “Register Officer” and substitute “Registered Office”;
- (76) in section 134(3)(c), delete “carry on business” and substitute “Carry on Business”;
- (77) in sections 138, 189, 211, 233 and 714 wherever it appears, delete “lodged” and substitute “Lodged”;
- (78) in section 142(3)(a)(ii), delete “that section” and substitute “section 126(a)”;
- (79) in sections 152(1) and 392(4), delete “Directors” and substitute “directors”;
- (80) in section 152(3), delete “his or her” and substitute “its”;
- (81) in section 155(6), delete “Any fraction of votes” and substitute “A fraction of a vote”;
- (82) in section 158(3) wherever it appears, delete “registered office” and substitute “Registered Office”;
- (83) in section 172, delete “Auditor must” and substitute “auditor must”;
- (84) in section 177(3), delete “section 46(6)” and substitute “section 46(7)”;
- (85) in section 178, delete “section 176” and substitute “section 177”;
- (86) in section 179, delete “section 176” and substitute “section 177”;
- (87) in section 185(2), delete “section 237(1)” and substitute “subsection (1)”;
- (88) in section 189(1)(b), delete “Conversion of shares” and substitute “Conversion of Shares”;

- (89) in section 189(1)(b), delete “into shares” and substitute “into Shares”;
- (90) in sections 191(2)(e) and 198(2)(e), delete “other shares” and substitute “other Shares”;
- (91) in section 198(1)(b), delete “Share” and substitute “share”;
- (92) in section 198(3), delete “A share” and substitute “A Share”;
- (93) in sections 202(1) and 251(3)(b), delete “the shares” and substitute “the Shares”;
- (94) in section 211(1)(b), delete “those shares” and substitute “those Shares”;
- (95) in sections 211(4), delete “lodge” and substitute “Lodge”;
- (96) in section 213(4), delete “subsections (1) and (2)” and substitute “subsections (1) and (3)”;
- (97) in section 214(2)(a), delete “insolvency” and substitute “Insolvency”;
- (98) in section 217(2), delete “a share” and substitute “a Share”;
- (99) in section 217(5)(c), delete “.” and substitute “,”;
- (100) in section 217, delete “(6) Otherwise” and substitute “otherwise”;
- (101) in section 217, delete “(7)” and substitute “(6)”.
- (102) in section 218(4), delete “subsection (2)” and substitute “subsection (1) or (2)”;
- (103) in sections 218(4) and 714(8), delete “lodgement” and substitute “Lodgement”;
- (104) in sections 220(1)(a) and 223(1), delete “Buy-back” and substitute “buy back”;
- (105) in section 221(1)(b), delete “Shares” and substitute “shares”;
- (106) in section 222(1), delete “an Equal” and substitute “a”;
- (107) in section 222(1), delete “of a” and substitute “of an Equal”;
- (108) in section 222(2), delete “Selective”;
- (109) in section 222(2), insert “Selective” after “a”;
- (110) in section 226, delete “Other share” and substitute “Other Share”;
- (111) in section 226(a), delete “of shares” and substitute “of Shares”;
- (112) in section 227(c), delete “section 228(2) or (3)” and substitute “section 228(4)”;
- (113) in section 234(1)(c), delete “employee share scheme” and substitute “Employee Share Scheme”;
- (114) in section 244(3)(a), delete “any title documents” and substitute “a title document”;

- (115) in section 244(7), delete “subsection (4)” and substitute “subsection (5)”;
- (116) in section 251 wherever it appears, insert “-” after “non”;
- (117) in section 251(3)(b), delete “particular shares” and substitute “particular Shares”;
- (118) in section 252(5)(a), delete “subsection (1), (2) or (3)” and substitute “subsection (1) or (3)”;
- (119) in section 252(5)(b), delete “subsection (1), (2) or (3)” and substitute “subsection (1) or (3)”;
- (120) in section 279(c), insert “and it is dealing in Securities on its own account” after “2011”;
- (121) in sections 279(d)(v) and 482(2), delete “court” and substitute “Court”;
- (122) in section 291(3), delete “section 259(1)(e)” and substitute “section 291(1)(d)”;
- (123) in section 298 wherever it appears, delete “Registrar” and substitute “Reserve Bank”;
- (124) in sections 300(3)(a) and 300(3)(b), insert “, Reserve Bank” after “Holder”;
- (125) in section 301, delete “section 296” and substitute “section 295”;
- (126) in section 307(1)(a), delete “subsection (3)” and substitute “subsection (5)”;
- (127) in sections 309 and 313, delete “section 296” and substitute “section 295”;
- (128) in section 321, insert “, Reserve Bank” after “trustee”;
- (129) in section 323 wherever it appears, delete “Members” and substitute “members”;
- (130) in section 323(2), delete “Managed Investment Schemes” and insert “schemes”;
- (131) in section 323(4)(b)(ii), delete “Trustee” and substitute “trustee”;
- (132) in section 329(4)(c), delete “section 325” and substitute “section 324”;
- (133) in sections 339 and 723 wherever it appears, delete “member” and substitute “Member”;
- (134) in section 348, delete “(5) If no” and substitute “(6) If no”;
- (135) in section 348(1) and 355(1), delete “Company’s” and substitute “scheme’s”;
- (136) in section 348(1), delete “, unless there is only one Member, when a quorum is that Member”;
- (137) in section 352(5), delete “or a Public Company”;
- (138) in sections 354(2) and 355(1), delete “Company” and substitute “Manager”;

- (139) in section 357(1), insert “that is a Member of a Managed Investment Scheme” after “A Company”;
- (140) in section 357(3), delete “subsection (2)” and substitute “subsection (1)”;
- (141) in section 374(2), delete “this subsection” and substitute “subsection (1)”;
- (142) in sections 381 and 384 wherever it appears, delete “charge” and substitute “Charge”;
- (143) in section 381(1) wherever it appears, delete “the Register” and substitute “the Charges Register”;
- (144) in the heading for Part 31, Division 2, delete “Register” and substitute “register”;
- (145) in the heading for Part 32, Division 2, delete “Director’s” and substitute “Directors”;
- (146) in section 388(3), delete “has to” and substitute “must”;
- (147) in section 392(4), delete “Director’s report” and substitute “Directors’ Report”;
- (148) in sections 393(2)(a), 400(4) and 403(2), delete “section 388(4)” and substitute “section 389”;
- (149) in sections 394 and 680(b)(ii), delete “audit” and substitute “Audit”;
- (150) in section 400(4), delete “Member” and substitute “Members”;
- (151) in section 404, delete “Lodgement” and substitute “lodgement”;
- (152) in section 408(2), delete “a Financial Report” and substitute “an Annual Report”;
- (153) in section 411(3), delete “Auditor of” and substitute “auditor of”;
- (154) in section 411(5)(d), delete “Companies” and substitute “companies”;
- (155) in section 417(3), delete “the registered Company Auditor or liquidator” and substitute “a person for registration as an auditor or liquidator of a specified Company or Managed Investment Scheme”;
- (156) in section 417(4), delete “This subsection” and substitute “subsection (3)”;
- (157) in sections 418(1) and 419(1), delete “or as an Auditor” and substitute “or as an auditor”;
- (158) in sections 420, 421, 422, 423, 424, 425(1), 426, 427, 428, 429 and 430 wherever it appears, delete “Auditor” and substitute “auditor”;
- (159) in sections 424, 427, 428 and 683, delete “Auditors” and substitute “auditors”;
- (160) in section 425(1), insert “or Managed Investment Scheme” before “unless”;

- (161) in section 425(2), delete “or Company”;
- (162) in section 425(2), insert “Individual” before “Auditor”;
- (163) in section 425(2), delete “or Director of the Company”;
- (164) in section 428, delete “Auditors” and substitute “Auditor’s”;
- (165) in section 434(3)(b), delete “subsection (1)(a)” and substitute “subsection (1)(b)”;
- (166) in section 435(1)(b), delete “not”;
- (167) in section 439(1), delete “Scheme” and substitute “scheme”;
- (168) in section 445, delete “receiver” and substitute “Receiver”;
- (169) in sections 445(1) and 488(1), delete “manager” and substitute “Manager”;
- (170) in section 450 wherever it appears, delete “receiver” and substitute “Receiver or Manager”;
- (171) in section 451 wherever it appears, delete “receiver’s” and substitute “Receiver or Manager’s”;
- (172) in sections 452, 616 and 738, delete “—(1)”;
- (173) in section 453(2), delete “subsection (1)(a)” and substitute “subsection (1)(b)”;
- (174) in section 454(2)(ii), delete “paragraph (d)” and substitute “subparagraph (i)”;
- (175) in section 460(1), delete “Controller” and substitute “controller”;
- (176) in sections 483(1)(b) and 515(b)(ii), delete “Floating” and substitute “floating”;
- (177) in section 483(6), delete ““realisation costs”” and substitute ““Realisation Costs””;
- (178) in section 483(6), delete ““unsecured amount”” and substitute ““Unsecured Amount””;
- (179) in sections 484, 485, 486 and 487, insert “or maximum penalty or both” after “term”;
- (180) in section 485, delete “Maximum Imprisonment Term” and substitute “maximum imprisonment term”;
- (181) in section 488(2), delete “decree” and substitute “judgment or final order”;
- (182) in section 492(1), delete “whatever” and substitute “whatsoever”;
- (183) in section 505, delete “in the Prescribed Form and”;
- (184) in the heading for Part 39, Division 2, insert “Up” after “Wound”;
- (185) in section 513(e), delete “and”;

- (186) in section 522(1)(c), delete “subsection 513(d)” and substitute “subsection 513(e)”;
- (187) in section 534(1), delete “think” and substitute “thinks”;
- (188) in section 539(a), delete “Prescribed Form,” and substitute “prescribed form or”
- (189) in section 540(5), delete “Subject to section 490, the” and substitute “The”;
- (190) in section 543(4)(b), delete “;” and substitute “,”;
- (191) in section 543(4), delete “(c)”;
- (192) in the headings for Part 40 Divisions 1 and 2, delete “Voluntary Winding Up” and substitute “voluntary winding up”;
- (193) in section 596(4), delete “make”;
- (194) in section 602(3)(a), delete “the” before “Deregister”;
- (195) in section 604(a)(ii), delete “section 570” and substitute “section 571”;
- (196) in section 606(1) wherever it appears, delete “Registrar” and substitute “Government”;
- (197) in sections 616 and 661 wherever it appears, insert “-” after “sub”;
- (198) in sections 626 and 713 wherever it appears, delete “Maximum Penalty” and substitute “maximum penalty”;
- (199) in sections 626, 627, 628, 630 and 713 wherever it appears, delete “Penalty” and substitute “penalty”;
- (200) in section 626(ii), insert “unless” before “a provision”;
- (201) in section 626(ii), delete “is or”;
- (202) in section 631(2), delete “subsection (1)(c)” and substitute “subsection (1)(d)”;
- (203) in section 649(3)(b), delete “an” and substitute “a”;
- (204) in section 649(3)(b), delete “;” and substitute “,”;
- (205) in section 649(3), delete “(c)”;
- (206) in sections 663(3) and 664(7)(d), delete “disclosure document” and substitute “Disclosure Document”;
- (207) in section 663(3)(c), delete “.” and substitute “,”;
- (208) in section 663, delete “(4)”;
- (209) in section 663, delete “(5)” and substitute “(4)”;
- (210) in section 664(5), insert “and” before “includes”;
- (211) in section 664(8)(b), delete “;” and substitute “,”;

- (212) in section 664(8), delete “(c)”;
- (213) in sections 668 wherever it appears, insert “or the Reserve Bank” after “Registrar”;
- (214) in section 669(2)(ii), delete “;” and substitute “,”;
- (215) in section 670, insert “the Reserve Bank” after “Registrar”;
- (216) in section 674(5)(d), delete “corporation” and substitute “company”;
- (217) in section 674(6), delete “5” and substitute “(5)”;
- (218) in section 674(7)(b), delete “subsection (5)(a)” and substitute “subsection (5)(c)”;
- (219) in section 675(1), delete “(d)”;
- (220) in section 686(2), delete “section 263” and substitute “section 266”;
- (221) in section 686(3)(b), delete “.” and substitute “,”;
- (222) in section 686, delete “(4) The” and substitute “the”;
- (223) in sections 687(2)(b)(i) and 699(c)(ii)A., delete “Affairs” and substitute “affairs”;
- (224) in section 694(1)(b), delete “; or” and substitute “,”;
- (225) in section 694, delete “(c)”;
- (226) in section 697, delete “693(3)” and substitute “696(3)”;
- (227) in section 702, delete “(e)”;
- (228) in section 712(2) wherever it appears, delete “or the Registrar” and substitute “, the Registrar, the Reserve Bank or the Official Receiver”;
- (229) in section 713(1)(c), insert “Prescribed” before “Registration”;
- (230) in section 713(1)(g), delete “and Registrar” and substitute “, the Reserve Bank and the Official Receiver”;
- (231) in section 715(2), delete “Part 13” and substitute “Part 12”;
- (232) in section 716 and Schedule 2 wherever it appears, delete “Register” and substitute “register”;
- (233) in section 716(1), delete ““data processor”” and substitute ““Data Processor””;
- (234) in sections 717, 720, 721, 722, 742(1) and Schedule 1 wherever it appears, delete “foreign company” and substitute “Foreign Company”;
- (235) in sections 717(2), 720(2), 721(2) and 722(4) wherever it appears, delete “a company” and substitute “a Company”;
- (236) in section 722(3), delete “A company” and substitute “A Company”;

- (237) in section 723, insert “or a Foreign Company” before “who”;
- (238) in section 725(f), delete “as a foreign company” and substitute “as a Foreign Company”;
- (239) in sections 726(1) and 730, delete “existing company” and substitute “Existing Company”;
- (240) in section 726(1), delete “foreign company’s” and substitute “Foreign Company’s”;
- (241) in section 730, delete “officers” and substitute “Officers”;
- (242) in section 733(1), delete “share” and substitute “shares”;
- (243) in section 733(1) and Schedule 2 paragraph 26(4), delete “company’s” and substitute “Company’s”;
- (244) in section 741(2), delete “financial years” and substitute “Financial Years”;
- (245) in section 750(3)(a), insert “or the Reserve Bank” after “Registrar”;
- (246) in Schedule 2 paragraphs 3(1), 5(2) and 6(1), 12, delete “a” and substitute “the”;
- (247) in Schedule 2 paragraph 4(1), delete “a company” and substitute “the Company”;
- (248) in Schedule 2 paragraphs 10, 14, 30(2) and 30(5), delete “A” and substitute “The”;
- (249) in Schedule 2 paragraphs 7, 11(1) and 20(1), delete “a Company” and substitute “the Company”;
- (250) in Schedule 2 paragraph 15(2), delete “general meetings” and substitute “General Meetings”;
- (251) in Schedule 2 paragraph 15(3), delete “Secretary’s” and substitute “secretary’s”;
- (252) in Schedule 2 paragraph 25(1), delete “a Company’s” and substitute “the Company’s”;
- (253) in Schedule 2 paragraph 32(3), delete “offer to the public” and substitute “Offer to the Public”;
- (254) in Schedule 2 paragraph 36(3)(b), delete “Charged” and substitute “charged”;
- (255) in Schedule 2 wherever it appears delete “Member’s” and substitute “member’s”;
- (256) in Schedule 2 wherever it appears, delete “Auditor” and substitute “auditor”;
- (257) in Schedule 3, paragraph 3(f)(iii), delete “investment adviser” and substitute “Investment Adviser”;

- (258) in Schedule 4, paragraph 4(a), delete “financial institutions” and substitute “Financial Institutions”;
- (259) in Schedule 4, paragraph 4(a), delete “brokers” and substitute “Brokers”;
- (260) in Schedule 4, paragraph 4(a), delete “investment advisers” and substitute “Investment Advisers”;
- (261) in Schedule 4, paragraph 8(1), delete “291to” and substitute “291 to”;
- (262) wherever it appears, delete “AGMS” and substitute “AGMs”;
- (263) wherever it appears, delete “Auditor or liquidator of a specified” and substitute “auditor or liquidator of a specified”;
- (264) wherever it appears, delete “Auditor or liquidator for a specified” and substitute “auditor or liquidator of a specified”;
- (265) wherever it appears, delete “business day” and substitute “Business Day”;
- (266) wherever it appears, delete “buy-Back” and substitute “Buy-Back”;
- (267) wherever it appears, delete “class of Shares” and substitute “class of shares”;
- (268) wherever it appears, delete “Company Name” and substitute “company name”;
- (269) wherever it appears, delete “Company Names” and substitute “company names”;
- (270) wherever it appears, delete “Company secretaries” and substitute “company secretaries”;
- (271) wherever it appears, delete “Company secretary” and substitute “company secretary”;
- (272) wherever it appears, delete “foreign Company” and substitute “Foreign Company”;
- (273) wherever it appears, delete “Extension Application” and substitute “extension application”;
- (274) wherever it appears, delete “Financial Reports” and substitute “Financial Statements”;
- (275) wherever it appears, delete “interim liquidator” and substitute “provisional liquidator”;
- (276) wherever it appears, delete “Listed Company” and substitute “Listed company”;
- (277) wherever it appears, delete “managed investment scheme” and substitute “Managed Investment Scheme”;
- (278) wherever it appears, delete “managing Director” and substitute “managing director”;

- (279) wherever it appears, delete “prescribed amount” and substitute “Prescribed Amount”;
- (280) wherever it appears, delete “prescribed form” and substitute “Prescribed Form”;
- (281) wherever it appears, delete “Redeemable Preference Shares” and substitute “redeemable preference shares”;
- (282) wherever it appears, delete “repealed Act” and substitute “Repealed Act”;
- (283) wherever it appears, delete “Share certificate” and substitute “share certificate”;
- (284) wherever it appears, delete “solvent” and substitute “Solvent”;
- (285) wherever it appears, delete “substantial interest” and substitute “Substantial Interest”;
- (286) wherever it appears, delete “trustee Corporation” and substitute “trustee corporation”; and
- (287) wherever it appears, delete “trustee Corporations” and substitute “trustee corporations”.

Value Added Tax (Budget Amendment) Act 2015 (Act No. 22)

3. The printing error and omission in section 6(b) of the Value Added Tax (Budget Amendment) Act 2015 is rectified by inserting “or decrease” after “such increase”.

Income Tax Act 2015 (Act No. 32)

4. The printing error and omission in section 143(7) of the Income Tax Act 2015 is rectified by deleting “1 January 2016” and substituting “1 January 2015”.

Made this 24th day of December 2015.

A. SAYED-KHAIYUM
Attorney-General and Minister for Finance,
Public Enterprises, Public Service and Communications

[LEGAL NOTICE NO. 107]

COMPANIES ACT 2015
(ACT NO. 3 OF 2015)

Companies Regulations 2015

In exercise of the powers conferred upon me under section 713 of the Companies Act 2015, I hereby make these Regulations —

Short title and commencement

- 1.—(1) These Regulations may be cited as the Companies Regulations 2015.
- (2) These Regulations shall come into force on 1 January 2016.

Interpretation

- 2.—(1) In these Regulations, unless the context otherwise requires, “Act” means the Companies Act 2015.
- (2) In these Regulations, words and phrases have the same meaning as under the Act unless the context otherwise requires.

Prescribed forms

- 3.—(1) A form specified in columns 3 and 4 of Schedule 1 and a copy of which is contained in Schedule 2 is prescribed for the provision of the Act specified in column 2 of Schedule 1 with such variations made by the Registrar or the Reserve Bank as the circumstances require.
- (2) A document that the Act requires to be lodged in a Prescribed Form must —
 - (a) if a form for the document is prescribed in these Regulations, be in that Prescribed Form; and
 - (b) if a form for the document is not prescribed in these Regulations but the Minister, the Registrar or the Reserve Bank has approved a form for the document, be in that approved form.
- (3) In a form, unless the contrary intention appears, a reference to a Part, Division, section, subsection, paragraph or subparagraph is a reference to that Part, Division, section, subsection, paragraph or subparagraph of the Act.
- (4) Subject to regulations 6 and 7, the lodgement fee payable upon Lodgement of each respective Prescribed Form is specified in column 5 of Schedule 1 for each Prescribed Form.
- (5) If a form is lodged after the end of the period during which it is required to be lodged under the Act, a late fee must be paid upon lodgement of the form with the Registrar, Reserve Bank, Official Receiver or the Ministry of Justice, as the case may be, as specified in Schedule 3.

Prescribed Registration Fee

4. The Prescribed Registration Fee (being the Prescribed Registration Fee defined in section 3 of the Act and referred to in sections 24 and 603(2) of the Act) for each entity specified in column 2 of Schedule 4 is specified in column 3 of Schedule 4.

Fee to inspect registers

5.—(1) The Registrar, Reserve Bank, Official Receiver or the Ministry of Justice may require a fee to be paid in order to inspect, search or perform an act required under sections 714(2) or 716 of the Act in respect of information, documents or a register maintained under the Act.

(2) The fee required to be paid under subregulation (1) will be the fee specified in Schedule 5.

Exemption for small and micro enterprises

6.—(1) Subject to subregulation (2), any Individual or Small Private Company Carrying on Business as a small and micro enterprise with an annual gross turnover not exceeding \$500,000 is exempted from paying the Prescribed Registration Fee and any lodgement fee payable under these Regulations provided that the enterprise declares by way of a statutory declaration that it has a gross turnover not exceeding \$500,000 and lodges the statutory declaration with the Registrar.

(2) Subregulation (1) does not apply to the following fees—

- (a) fees payable under regulation 3(5); and
- (b) fees payable for Lodgement of Prescribed Forms A2 and A12.

Fee exemption

7. The Minister may, in writing and subject to such conditions as the Minister considers necessary, exempt a person or a state entity as defined in the Financial Management Act 2004 from payment of a fee under the Act.

Fees to be paid into Consolidated Fund

8. All fees, charges and expenses payable under the Act must be paid into the Consolidated Fund.

Registration of a Company or a Business Name

9. An application for registration of a Company pursuant to section 20 of the Act or a Business Name under section 34 of the Act must be accompanied by evidence of compliance with the Foreign Investment Act 1999, if applicable.

Proper instrument of transfer for Specified Securities

10. For the purpose of section 242 of the Act, a proper instrument of transfer contains the following details in relation to the Company concerned—

- (a) the full name of the Company;
- (b) a description of the class of Specified Securities being transferred;
- (c) the amount paid and unpaid on the Specified Securities being transferred;
- (d) the number of Specified Securities being transferred in words and numbers;
- (e) the consideration being paid for the Specified Securities being transferred;
- (f) a request to enter the transfer of Specified Securities in the Company's Register of Members;

- (g) whether the transferee will hold the Specified Securities beneficially or non-beneficially upon registration of the transfer;
- (h) the full name and address of the transferor and the transferee; and
- (i) execution clauses for the transferor and the transferee.

Beneficial Ownership

11. The Registrar or the Reserve Bank may require a person to disclose to the Registrar or the Reserve Bank, as the case may be, the name and current address of any person entitled to the beneficial interest of a Security.

Revocation

12. The Companies Regulations and the Registration of Business Names Regulations are revoked.

Made this 24th day of December 2015.

A. SAYED-KHAIYUM
Attorney-General and Minister for Finance,
Public Enterprises, Public Service and Communications

SCHEDULE 1

INDEX OF PRESCRIBED FORMS

<i>Item</i>	<i>Provision</i>	<i>Prescribed Form No.</i>	<i>Prescribed Form name</i>	<i>Lodgement fee (VEP)</i>
1.	Section 18 – Statement to be delivered to Registrar by Company on ceasing to be Private Company	A1	Statement by Company on ceasing to be Private Company	Nil
2.	Section 20 – Application for registration	A2	Application for registration as a Company	Private Company – \$45 Company Limited by Guarantee granted a licence under section 31 – \$45 Other Public Company – \$450
3.	Section 27 – Reserving a company name	A3	Application for reservation of a company name	\$50
4.	Section 27 – Reserving a company name	A4	Notice of reservation of a company name	Not applicable
5.	Section 21 – Certificate of registration	A5	Certificate of registration of Company	Not applicable
6.	Section 28 – Changing company name Section 46 – Memorandum and Articles of Association Section 76 – Change of company type Section 574 – Notice of resolution to wind up voluntarily	A6	Notification of resolution	Nil
7.	Section 28 – Changing company name Section 29 – The Registrar's power to direct a Company to change its name	A7	Certificate of registration of Company on change of name	Not applicable

<i>Item</i>	<i>Provision</i>	<i>Prescribed Form No.</i>	<i>Prescribed Form name</i>	<i>Lodgement fee (VEP)</i>
8.	Section 31(1) – Power to dispense with “Limited” in the name of charitable and other Companies	A8	Application to dispense with “Limited” in the name of the Company	\$25
9.	Sections 31(1), 31(2) – Power to dispense with “Limited” in the name of charitable and other Companies	A9	Licence to dispense with “Limited” in the name of the Company	Not applicable
10.	Section 31(5) – Power to dispense with “Limited” in the name of charitable and other Companies	A10	Notice regarding the holder of a licence to dispense with “Limited” in the name of the Company	Not applicable
11.	Section 50 – Registered Office Section 51 – Place of business Section 89 – Notice of change to Member register Section 90 – Notice of change to Share structure Section 129 – Notice of name and address of Directors, alternate Directors and secretaries to the Registrar Section 211(1) – Notice to the Registrar of Share issue Section 212 – Notice to the Registrar of Share cancellation Section 223 – Acceptance of offer and transfer of Shares to the Company	A11	Change to Company details	Nil
12.	Section 34 – Application for registration (Business Name)	A12	Application for registration of a Business Name	Individual – \$10 Small Private Company – \$10 Other company or Firm – \$100
13.	Section 37 – Certificate of registration (Business Name)	A13	Certificate of registration of a Business Name	Not applicable
14.	Section 39 – Registration of changes (Business Name) Section 40 – Persons in default bringing action must be ordered by the Court to register (Business Name)	A14	Change to details of Business Name owner	Nil
15.	Section 43(1) – Removal of names from register if cease to Carry on Business (Business Name)	A15	Notice of ceasing to Carry on Business using a Business Name	Nil
16.	Sections 43(2), 43(3), 43(4) – Removal of names from register if cease to Carry on Business (Business Name)	A16	Notice regarding a Business Name	Not applicable
17.	Section 57 – Application for registration (Foreign Company)	A17	Application for registration as a Foreign Company	\$450
18.	Section 58 – Certificate of registration (Foreign Company)	A18	Certificate of registration of Foreign Company	Not applicable
19.	Section 59(1) – Changes to Foreign Company (Foreign Company)	A19	Change to details of Foreign Company	Nil
20.	Section 59(2) – Changes to Foreign Company (Foreign Company) Section 62 – Cessation of business etc. (Foreign Company)	A20	Notification of cessation, winding up or dissolution of a Foreign Company	Nil

<i>Item</i>	<i>Provision</i>	<i>Prescribed Form No.</i>	<i>Prescribed Form name</i>	<i>Lodgement fee (VEP)</i>
21.	Section 59(2) – Changes to Foreign Company (Foreign Company) Section 62 – Cessation of business etc. (Foreign Company)	A21	Application for extension of period to notify of cessation, winding up or dissolution of a Foreign Company	Nil
22.	Section 61 – Financial Statements (Foreign Company)	A22	Statement to verify financial statements of a Foreign Company	Nil
23.	Section 61 – Financial Statements (Foreign Company)	A23	Application for extension of period for lodgement of Financial Statements	Nil
24.	Section 62 – Cessation of business etc. (Foreign Company)	A24	Notice regarding a Foreign Company	Not applicable
25.	Section 64 – Notifying the Registrar about register kept under section 63 (Foreign Company)	A25	Notification of location of register	Nil
26.	Section 77 – Applying for change of type	A26	Application for change of company type	\$450
27.	Section 78 – Registrar changes type of Company	A27	Certificate of registration of Company on change of company type	Not applicable
28.	Section 86 – Right to inspect and get copies Section 175 – Members’ access to minutes Section 368 – Members’ access to minutes	A28	Application for extension of period to provide copies of registers or minutes	Nil
29.	Section 128 – Director, alternate Director or secretary may notify Registrar of resignation or retirement	A29	Notification by officeholder of resignation or retirement	Nil
30.	Section 131 – The Registrar’s power to ask for information about person’s position as Director, alternate Director or company secretary	A30	Notice requiring information about Officers	Not applicable
31.	Section 171 – Extension of time for holding AGM	A31	Application for extension of period to hold AGM	Nil
32.	Section 179 – Requirement for person to Lodge order Section 187 – Variation, cancellation or modification without unanimous support of class Section 197 – Court validation of issue Section 439 – Provisions for facilitating reconstruction and amalgamation of Companies Section 530 – Copy of order to be forwarded to the Registrar Section 553 – Power to stay winding up Section 571 – Deregistration of Company Section 585 – Final meeting and deregistration Section 596 – Final meeting and deregistration Section 609 – Reinstatement	A32	Cover page for copy of Court order or other order	Nil
33.	Section 189(1)(a), 189(1)(b) – Company must lodge documents and resolutions with the Registrar	A33	Notification of division or conversion of classes of Shares	Nil
34.	Section 189(1)(c) – Company must lodge documents and resolutions with the Registrar	A34	Notification of statement of special rights carried by Shares	Nil

<i>Item</i>	<i>Provision</i>	<i>Prescribed Form No.</i>	<i>Prescribed Form name</i>	<i>Lodgement fee (VEP)</i>
35.	Section 199 – Resolution to convert Shares into larger or smaller number Section 218(4) – Member approval Section 222(6) – Member approval Section 233(1) – Member approval Section 233(2) – Member approval Section 233(3) – Member approval	A35	Notification of resolutions regarding Shares	Nil
36.	Section 211(2) – Notice to the Registrar of Share issue	A36	Certificate of compliance with stamp duty law	Nil
37.	Section 213(1)(a) – Notice to Registrar of Substantial Interest	A37	Notice of initial Substantial Interest	Nil
38.	Section 213(1)(a) – Notice to Registrar of Substantial Interest	A38	Notice of ceasing to have a Substantial Interest	Nil
39.	Section 213(1)(b) – Notice to Registrar of Substantial Interest	A39	Notice of change in Substantial Interest	Nil
40.	Section 213(1)(c) – Notice to Registrar of Substantial Interest	A40	Notice of substantial interest – offer under a Registered Bidder's Statement	Nil
41.	Section 218(7) – Member approval	A41	Notification of reduction in share capital details	Nil
42.	Section 222(5) – Buy-Back procedure - Member approval	A42	Notification of Buy-Back details	Nil
43.	Section 228(4) – Taking security over own Shares or Shares in Holding Company Section 230(2) – Company controlling entity that holds Shares in it	A43	Application for extension of period to cease holding Shares or Control	Nil
44.	Section 233(6) – Member approval	A44	Notification of financial assistance details	Nil
45.	Section 240(4) – Loss or destruction of title documents	A45	Application for extension of period to provide duplicate title document	Nil
46.	Section 256 – Requirement for a Bidder's Statement Section 257 – Requirement for a Target's Statement Section 260(1) – Amendment of Registered Bidder's Statement or Registered Target's Statement	A46	Application for registration of a takeover document	\$5,000 and for offers above \$5,000,000 an additional \$1 for every \$1,000 in excess of \$5,000,000
47.	Section 258 – Registration of Bidder's Statement and Target's Statement Section 260(2) to (6) – Amendment of Registered Bidder's Statement or Registered Target's Statement	A47	Certificate of registration of a takeover document or refusal to register	Not applicable
48.	Section 261(1)(a) – Suspension and cancellation of registration of Registered Bidder's Statement or Registered Target's Statement	A48	Notice of suspension of a takeover document	Not applicable
49.	Section 261(1)(b) – Suspension and cancellation of registration of Registered Bidder's Statement or Registered Target's Statement	A49	Notice of meeting to consider cancellation of a takeover document	Not applicable
50.	Section 261(1)(b) – Suspension and cancellation of registration of Registered Bidder's Statement or Registered Target's Statement	A50	Notice of cancellation of a takeover document	Not applicable

Item	Provision	Prescribed Form No.	Prescribed Form name	Lodgement fee (VEP)
51.	Section 261(5) to (7) – Suspension and cancellation of registration of Registered Bidder's Statement or Registered Target's Statement	A51	Order prohibiting advertisement	Not applicable
52.	Section 262 – Compulsory acquisition of Shares or Interests following a Takeover	A52	Notice of compulsory acquisition following a Takeover	Nil
53.	Section 263 – Compulsory acquisition of Shares or Interests other than following a Takeover Section 440 – Power to acquire Shares of Members dissenting from scheme or contract approved by majority	A53	Notice of compulsory acquisition other than following a Takeover	Nil
54.	Section 264 – Compulsory acquisition of Convertible Securities	A54	Notice of compulsory acquisition of Convertible Securities by 100% holder	Nil
55.	Section 267 – Orders following a declaration of unacceptable circumstances	A55	Order following a declaration of unacceptable circumstances	Not applicable
56.	Section 284 – Minimum content of Prospectus Section 286 – Minimum content of Offer Document	A56	Application for registration of a Prospectus or Offer Document	\$5,000 and for offers above \$5,000,000 an additional \$1 for every \$1,000 in excess of \$5,000,000
57.	Section 284 – Minimum content of Prospectus Section 286 – Minimum content of Offer Document Section 290 – Registration of Prospectus or Offer Document	A57	Certificate of registration of a Prospectus / Offer Document or refusal to register	Not applicable
58.	Section 303 – Duty to notify the Registrar of information related to trustee	A58	Notice appointing trustee for holders of Debentures	Nil
59.	Section 307 – Duty to give trustee and the Registrar quarterly reports	A59	Quarterly reports	Not applicable
60.	Section 313 – Trustee's duties	A60	Notice of failure to comply with Part 27 of the Companies Act 2015	Nil
61.	Section 371 – Registration of Charges	A61	Notification of details of a Charge	Small Private Company – \$10 Company Limited by Guarantee granted a licence under section 31 – \$10 Listed company – \$500 Foreign Company – \$500 Other Company – \$100
62.	Section 371 – Registration of Charges	A62	Application for extension of period for notification of details of Charge	Nil
63.	Section 374 – Variation of Charges	A63	Notification of change of details of a Charge	Nil
64.	Section 375 – Satisfaction of and release of Property from Charges	A64	Notification of a discharge or release of property from a Charge	Nil

Item	Provision	Prescribed Form No.	Prescribed Form name	Lodgement fee (VEP)
65.	Section 398 – Reporting to the Registrar	A65	Notice of suspected contravention	Nil
66.	Section 3 – Interpretation (Proforma Financial Statements)	A66	Proforma Financial Statements	Nil
67.	Section 400(2)(b) – Annual reporting to Members	A67	Application for extension of period to provide an Annual Report to Members	Nil
68.	Section 403 – Lodgement of Annual Report with the Registrar Section 404 – Re-lodgement if Annual Report amended after Lodgement	A68	Copy of Annual Report or Proforma Financial Statements	Nil
69.	Section 403 – Lodgement of Annual Report with the Registrar	A69	Application for extension of period for lodgement of Annual Report or Proforma Financial Statements	Nil
70.	Section 409 – Notice to the Registrar	A70	Statement in relation to Company Solvency	Nil
71.	Section 410 – Application for registration as Auditor or liquidator Section 493 – Notice by liquidator of appointment	A71	Application or renewal of registration as an Auditor or a liquidator	Application – \$500
				Renewal – \$100
72.	Section 411 – Registration of Auditor or liquidator Section 417 – The Ministry of Justice may impose conditions on registration	A72	Certificate of registration of Auditor or liquidator	Not applicable
73.	Section 416(1)(a) – Notification of certain matters	A73	Notification of resignation, removal or cessation of auditor or liquidator	Nil
74.	Section 416(1)(b) – Notification of certain matters	A74	Notification of appointment of auditor or liquidator	Nil
75.	Section 416(1)(c) – Notification of certain matters Section 416(2) – Notification of certain matters	A75	Change to details of auditor or liquidator	Nil
76.	Section 417 – The Ministry of Justice may impose conditions on registration	A76	Notice of registration of Auditor or liquidator	Not applicable
77.	Section 418 – Cancellation at request of registered person Section 419 – Cancellation on certain grounds	A77	Notice of cancellation of registration as an Auditor or liquidator	Not applicable
78.	Section 428 – Resignation of auditors	A78	Application for consent to resign as an auditor	Nil
79.	Section 428 – Resignation of auditors	A79	Notice of consent to resignation as an auditor	Not applicable
80.	Section 428(6) – Notification of certain matters	A80	Notification of resignation or removal of auditor	Nil
81.	Section 430 – General requirement for auditor independence	A81	Notice of conflict of interest	Not applicable
82.	Section 450 – Provisions as to information where Receiver or Manager appointed Section 534 – Statement of Company's Affairs to be submitted to Official Receiver	A82	Report as to affairs	Nil

<i>Item</i>	<i>Provision</i>	<i>Prescribed Form No.</i>	<i>Prescribed Form name</i>	<i>Lodgement fee (VEP)</i>
83.	Section 452 – Delivery to the Registrar of accounts of Receivers and Managers Section 547 – Audit of liquidator's accounts	A83	Report of receipts and payments	Nil
84.	Section 585(2) – Final meeting and deregistration Section 588(2) – Meeting of creditors Section 596(2) – Final meeting and deregistration	A84	Notice of meeting	Nil
85.	Section 578 – Statutory declaration of Solvency in case of proposal to wind up voluntarily	A85	Declaration of solvency	Nil
86.	Section 583 – Duty of liquidator to call creditors' meeting in case of insolvency	A86	Notice of potential inability to pay debts within declaration period	Nil
87.	Section 584 – Duty of liquidator to call General Meeting at end of each year Section 595 – Duty of liquidator to call meetings of Company and of creditors at the end of each year	A87	Application for extension of period to hold a general meeting	Nil
88.	Section 588 – Meeting of creditors	A88	Notification of meeting convened by liquidator	Nil
89.	Sections 585(3), 585(4) – Final meeting and deregistration Sections 596(3), 596(4) – Final meeting and deregistration	A89	Notification of final meeting convened by liquidator	Nil
90.	Section 602(1) – Deregistration – voluntary	A90	Application for voluntary deregistration of a Company	Small Private Company – \$10 Company Limited by Guarantee granted a licence under section 31 – \$10 Listed company – \$1,000 Other Company – \$500
91.	Section 602(7) – Deregistration – voluntary Sections 603(4), 603(6) – Deregistration – initiated by the Registrar Section 604 – Deregistration – following amalgamation or winding up	A91	Notice of deregistration of a Company	Not applicable
92.	Section 609 – Reinstatement	A92	Notice of reinstatement of a Company	Not applicable
93.	Section 628 – Penalty notices	A93	Penalty Notice	Not applicable
94.	Section 690 – Notice requiring appearance for examination	A94	Notice requiring appearance for examination	Not applicable
95.	Section 701 – Notice to produce Books about Affairs of Company or Managed Investment Scheme Section 702 – Notice to produce Books about Securities Section 703 – Notice to produce documents in person's possession	A95	Notice requiring the production of Books or documents	Not applicable
96.	Section 85 – Location of registers Section 718 – Location of registers	A96	Notification of location of register	Nil
97.	Annexure	A0	Annexure	Nil

SCHEDULE 2

PRESCRIBED FORMS

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJIFORM A1
Section 18
of the Companies Act 2015

STATEMENT BY COMPANY ON CEASING TO BE PRIVATE COMPANY

Company detailsCompany name
Company number**Lodgement details**

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional) Level/Office building
Street number and street
Town/City
Island**Date when the Company altered its Articles of Association in such a manner that they no longer include the provisions of the Articles of Association required under section 16 of the Companies Act 2015**

Date / /

Signature

This form must be signed by a current officeholder of the Company.

I certify that the information in this form is true and complete.

Name

Capacity

☐ Director☐ Company secretary

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A2
Section 20
of the Companies Act 2015

APPLICATION FOR REGISTRATION AS A COMPANY

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

A. Details of company

Proposed Company name (including the legal elements below)

Reservation number (if any)

Tick the legal elements that apply

- ☐ Ltd
☐ Limited
☐ Pte Ltd
☐ Pte Limited
☐ An Unlimited Liability Company

Is the proposed name identical to a registered business name(s) in Fiji?

☐ Yes ☐ No

If yes, I declare that I own, or am registering the company for the owner(s) of the identical business name(s), the registration details of which are listed below.

Registered Business Name number	Registered Business Name

Type of company

- ☐ Private Company
- ☐ Public Company
 - ☐ Limited by Shares
 - ☐ Limited by Shares and Guarantee
 - ☐ Limited by Guarantee
 - ☐ Unlimited Liability

- ☐ Tick if the company proposes to obtain a licence to dispense with the word "Limited" in its Company Name under section 31 of the Companies Act 2015.
You must also lodge an application with the Minister.

B. Governance of company

- ☐ The company will adopt the Standard Form Articles of Association
- ☐ The company will adopt its own Articles of Association
A Company which will adopt its own Articles of Association must lodge a copy of the Articles of Association with this application.

If the proposed company is to be a Company Limited by Guarantee, state the amount of the guarantee that each member agrees to in writing.

The amount of the member's guarantee is \$

C. Registered Office

Must not be a Post Office Box. Must be a street address.

Level/Office building
 Street number and street
 Town/City
 Island

Does the company occupy the premises?

- ☐ Yes ☐ No

If No, name of occupier

- ☐ Occupier's consent (Select box to indicate the statement below is correct)
The occupier of the premises has consented in writing to the use of the specified address as the address of the registered office of the company and has not withdrawn that consent.

Opening hours for Public Company

Each business day for at least 3 hours between 9 am and 5 pm.

Open am / pm Close am / pm

D. Principal Place of Business

Must not be a Post Office Box. Must be a street address.

If the same as the Registered Office write 'As Above'.

Level/Office building
 Street number and street
 Town/City
 Island

E. Officeholders

- Use this section to notify the name and address of each person who consents to become an officeholder.
- Please complete a separate section below for each officeholder and print additional copies if more officeholders are required.
- Address must not be a Post Office Box. Must be a street address.

Officeholder

Office held

- ☐ Director
☐ Company secretary

Surname
 First name(s)
 Former name

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

Date of birth / /
 Place of birth
 Country of birth (if not Fiji)

Officeholder

Office held

- ☐ Director
☐ Company secretary

Surname
 First name(s)
 Former name

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

Date of birth / /
 Place of birth
 Country of birth (if not Fiji)

H. Details of members

- Use this section to notify the name and address of each person who consents to become a member.
- If Shares are jointly owned, provide names and addresses of all joint-owners on a separate sheet (annexure), clearly indicating the share class and with whom the shares are jointly owned.
- Please complete a separate section below for each member and print additional copies if more members are required.
- Address must not be a Post Office Box. Must be a street address.

Member

Surname
 First name(s)
 Former name

OR

Company name
 Company number (if incorporated in Fiji)
 Country of incorporation (if not Fiji)

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory
 Postcode
 Country (if not Fiji)

- Complete each column for each share class the above member has agreed, in writing, to take up.
- Beneficially held usually means that the owner of the Shares is entitled to the direct benefit from the Shares. For example, benefits could include the entitlements to payments in relation to any dividends. Shares held by a person as trustee, nominee or on account of another person are non-beneficially held.

Share class code	Number of Shares taken up	Amount agreed to pay per Share	Total \$ paid on these Shares	Amount unpaid per Share	Total \$ unpaid on these Shares	Fully paid (Y/N)	Beneficially held (Y/N)

Member

Surname
 First name(s)
 Former name

OR

Company name
 Company number (if incorporated in Fiji)
 Country of incorporation (if not Fiji)

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory
 Postcode
 Country (if not Fiji)

- Complete each column for each share class the above member has agreed, in writing, to take up.
- Beneficially held usually means that the owner of the Shares is entitled to the direct benefit from the Shares. For example, benefits could include the entitlements to payments in relation to any dividends. Shares held by a person as trustee, nominee or on account of another person are non-beneficially held.

Share class code	Number of Shares taken up	Amount agreed to pay per Share	Total \$ paid on these Shares	Amount unpaid per Share	Total \$ unpaid on these Shares	Fully paid (Y/N)	Beneficially held (Y/N)

Member

Surname
 First name(s)
 Former name

OR

Company name
 Company number (if incorporated in Fiji)
 Country of incorporation (if not Fiji)

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory
 Postcode
 Country (if not Fiji)

- Complete each column for each share class the above member has agreed, in writing, to take up.
- Beneficially held usually means that the owner of the Shares is entitled to the direct benefit from the Shares. For example, benefits could include the entitlements to payments in relation to any dividends. Shares held by a person as trustee, nominee or on account of another person are non-beneficially held.

Share class code	Number of Shares taken up	Amount agreed to pay per Share	Total \$ paid on these Shares	Amount unpaid per Share	Total \$ unpaid on these Shares	Fully paid (Y/N)	Beneficially held (Y/N)

I. Foreign Investment Act 1999

- ☐ The company is not required to hold a foreign investment registration certificate under the Foreign Investment Act 1999.
- ☐ The company has been granted a foreign investment registration certificate under the Foreign Investment Act 1999.
- If granted, a copy of the foreign investment registration certificate must be lodged with this application.

J. Declaration by applicant

I/we apply for registration of a Company on the basis of the information in this form and any attachments. I/we have the necessary written consents and agreements referred to in the application concerning the member and officeholders and I/we shall give the consents and agreements to the company after the company becomes registered. The information provided in this application and in any annexures is true and correct at the time of signing.

Signature of applicant☐ **Individual**

Surname

First name(s)

Former name

Signature

Date signed / /

☐ **Company**

Company name

Company number (if incorporated in Fiji)

Country of incorporation (if not Fiji)

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

☐ **Agent for Individual or company**

Agent name

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A3
Section 27
of the Companies Act 2015

APPLICATION FOR RESERVATION OF A COMPANY NAME

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

A. Details of proposed Company name

Proposed Company name (including the legal elements below)

.....

Tick the legal elements that apply

- ☐ Ltd
☐ Limited
☐ Pte Ltd
☐ Pte Limited
☐ An Unlimited Liability Company

Is the proposed name identical to a registered business name(s) in Fiji?

☐ Yes ☐ No

If yes, I declare that I own, or am registering the company for the owner(s) of the identical business name(s), the registration details of which are listed below.

Registered Business Name number	Registered Business Name

B. Details of applicant

Surname
 First name(s)
 Former name

OR

Company name
 Company number (if incorporated in Fiji)
 Country of incorporation (if not Fiji)

Signature of applicant

I/We apply for reservation of a Company name on the basis of the information in this form and any attachments. The information provided in this form and in any annexures is true and correct at the time of signing.

☐ **Individual**

Surname
 First name(s)
 Former name

Signature
 Date signed / /

☐ **Company**

Company name
 Company number (if incorporated in Fiji)
 Country of incorporation (if not Fiji)

Name
 Capacity
☐ Director
☐ Company secretary

Signature
 Date signed / /

☐ **Agent for Individual or company**

Agent name

Signature
 Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A4
Section 27
of the Companies Act 2015

NOTICE OF RESERVATION OF A COMPANY NAME

This is to certify that the Company name

(reserved Company name)

has been reserved under the Companies Act 2015 for

(applicant)

from the date of this notice until / /

The reservation number is

Issued by the Registrar of Companies of the Republic of Fiji on / /

Name

Signature

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A5
Section 21
of the Companies Act 2015

CERTIFICATE OF REGISTRATION OF COMPANY

Company No. (number)

This is to certify that

(Company name)

is a registered company under the Companies Act 2015.

The Company is a (insert type of company – Company Limited by Shares (Private Company) / Company Limited by Shares (Public Company) / Company Limited by Shares and Guarantee (Public Company) / Company Limited by Guarantee (Public Company) / Unlimited Liability Company (Public Company)).

The Members of the Company have the liability prescribed under the Companies Act 2015 for this type of Company.

The day of commencement of registration is / /

Issued by the Registrar of Companies of the Republic of Fiji on / /

Name

Signature

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A6
Sections 28, 46, 76, 574
of the Companies Act 2015

NOTIFICATION OF RESOLUTION

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company details

Company name
Company number

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

A. Type of resolution

- | | |
|--|-------------|
| ☐ Change of Company name | Section 28 |
| ☐ Change of Articles of Association | Section 46 |
| ☐ Change of Company type | Section 76 |
| ☐ Winding up voluntarily | Section 574 |

B. Details of change of Company name

Proposed company name (including the legal elements below)
.....
Reservation number (if any)
Tick the legal elements that apply
☐ Ltd
☐ Limited
☐ Pte Ltd
☐ Pte Limited
☐ An Unlimited Liability Company

Is the proposed name identical to a registered business name(s) in Fiji?

☐ Yes ☐ No

If yes, I declare that I own, or am registering the company for the owner(s) of the identical business name(s), the registration details of which are listed below.

Registered Business Name number	Registered Business Name

C. Change to Articles of Association

☐ The company will adopt the Standard Form Articles of Association

☐ The company will adopt its own Articles of Association

A Company which will adopt its own Articles of Association must lodge a copy of the Articles of Association with this application.

D. Details of change of Company type

☐ **Private Company Limited by Shares** – convert to:

☐ Public Company Limited by Shares

☐ Unlimited Liability Company

☐ **Public Company Limited by Shares** – convert to:

☐ Private Company Limited by Shares

☐ Unlimited Liability Company

☐ **Unlimited Liability Company**– convert to:

☐ Private Company Limited by Shares

☐ Public Company Limited by Shares

☐ **Company Limited by Guarantee** – convert to:

☐ Private Company Limited by Shares

☐ Public Company Limited by Shares

☐ **Company Limited by Shares and Guarantee** – convert to:

☐ Private Company Limited by Shares

☐ Public Company Limited by Shares

☐ Company Limited by guarantee

Company name after resolution if change of Company type

Proposed Company name (including the legal elements below)

.....

Reservation number (if any)

Tick the legal elements that apply

☐ Ltd

☐ Limited

☐ Pte Ltd

☐ Pte Limited

☐ An Unlimited Liability Company

Is the proposed name identical to a registered business name(s) in Fiji?

☐ Yes ☐ No

If yes, I declare that I own, or am registering the company for the owner(s) of the identical business name(s), the registration details of which are listed below.

Registered Business Name number	Registered Business Name

E. Winding up voluntarily

☐ Resolution to wind up voluntarily

F. Details of resolution

Date of meeting or resolution / /

The resolution

☐ Set out below

☐ In the attached annexure

was passed or agreed to (as required) as a special or ordinary resolution (as applicable) in accordance with the Companies Act 2015.

.....

Signature

This form must be signed by a current officeholder of the Company.

I certify that the information in this form is true and complete.

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A7
Sections 28, 29
of the Companies Act 2015

CERTIFICATE OF REGISTRATION OF COMPANY ON CHANGE OF NAME

This is to certify that

(Company name)

with Company number (number) has changed its company name to

(new Company name)

and remains a registered Company under the Companies Act 2015.

The Company is a (insert type of company – Company Limited by Shares (Private Company) / Company Limited by Shares (Public Company) / Company Limited by Shares and Guarantee (Public Company) / Company Limited by Guarantee (Public Company) / Unlimited Liability Company (Public Company))

The Members of the Company have the liability prescribed under the Companies Act 2015 for this type of Company.

The date of the change of company name is / /

Issued by the Registrar of Companies of the Republic of Fiji on / /

Name

Signature

THE MINISTER RESPONSIBLE FOR COMPANIES
THE REPUBLIC OF FIJI

FORM A8
Section 31(1)
of the Companies Act 2015

**APPLICATION TO DISPENSE WITH "LIMITED" IN THE NAME OF THE
COMPANY**

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island/State/Territory.....

A. Details of applicant

Is the company incorporated?

- ☐ Yes
☐ No

Company name or proposed Company name.....
Company number (if incorporated)

B. Description of purpose for which the Company has been formed

Description of business for which the Company has been formed
.....
.....
.....

C. Articles of Association

You must lodge a copy of the Articles of Association of the Company with this form.

D. Signature of applicant

I/We apply for a licence to dispense with "Limited" in the name of the Company on the basis of the information in this form and any attachments. The information provided in this form and in any annexures is true and correct at the time of signing.

☐ **Individual**

Surname
 First name(s)
 Former name

Signature
 Date signed / /

☐ **Company**

Company name
 Company number (if incorporated)

Name
 Capacity
☐ Director
☐ Company secretary

Signature
 Date signed / /

☐ **Agent for Individual or company**

Agent name

Signature
 Date signed / /

THE MINISTER RESPONSIBLE FOR COMPANIES
THE REPUBLIC OF FIJI

FORM A9
Sections 31(1), 31(2)
of the Companies Act 2015

LICENCE TO DISPENSE WITH "LIMITED" IN THE NAME OF THE COMPANY

Licence No. (number)

This is to certify that

(Company name)

Company number (number)

is granted a licence to dispense with "Limited" in the name of the Company in accordance with the Companies Act 2015.

The day of commencement of the licence is / /

(The following conditions are imposed on the registration: (insert conditions if applicable))

Issued by the Minister responsible for companies in the Republic of Fiji on / /

Name

Signature

THE MINISTER RESPONSIBLE FOR COMPANIES
THE REPUBLIC OF FIJI

FORM A10
Section 31(5)
of the Companies Act 2015

**NOTICE REGARDING THE HOLDER OF A LICENCE TO DISPENSE WITH
"LIMITED" IN THE NAME OF THE COMPANY**

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

A. Details of holder

Company name
Company number

B. Notice of event

The Company gives notice that the Company:

- ☐ has breached a condition of the licence
- ☐ pursued purposes that would have prevented it from being granted the licence
- ☐ applied profits if any, or other income in promoting purposes that would have prevented it from being granted the licence
- ☐ paid a dividend to its Members
- ☐ altered the provisions of its Articles of Association so that it no longer contains the restrictions required under section 31(1) of the Companies Act 2015.

Date on which event occurred / /

Signature

This form must be signed by a current officeholder of the Company.

I certify that the information in this form is true and complete.

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A11
Sections 50, 51, 89,
90, 129, 211(1), 212, 223
of the Companies Act 2015

CHANGE TO COMPANY DETAILS

Sections A, B or C may be lodged independently with this signed cover page to notify the Registrar of:

A1	Change of address	B1	Cease company officeholder	C1	Cancellation of Shares
A2	Change of name – officeholders and Members	B2	Appoint company officeholder	C2	Issue of Shares
A3	Change – Ultimate Holding Company			C3	Change to share structure
				C4	Changes to the register of Members

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company details

Company name

Company number

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation

Contact name

Position description

Telephone number (during business hours)

Email address (optional)

Level/Office building

Street number and street

Town/City

Island

Signature

This form must be signed by a current officeholder of the Company.

I certify that the information in this cover sheet and the attached sections of this form is true and complete.

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

A1. Change of address

This section allows a new address to be applied to one or more purposes (ie. Registered Office, Principal Place of Business, Company officeholder and/or Private Company Member). You must copy and attach another Section A1 for each new address.

New address

Must not be a Post Office Box. Must be a street address.

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

Date of change / /

Apply address to:

You can apply the new address to one or more of the following – Registered Office, Principal Place of Business, etc.

☐ Registered Office

Does the company occupy the premises?

☐ Yes ☐ No

If No, name of occupier

☐ Occupier's consent (Select box to indicate the statement below is correct)

The occupier of the premises has consented in writing to the use of the specified address as the address of the registered office of the company and has not withdrawn that consent.

Opening hours for Public Company

Each business day for at least 3 hours between 9 am and 5 pm.

Open am / pm Close am / pm

☐ Principal Place of Business

☐ Company officeholder's address

Officeholder

Surname

First name(s)

Former name

Date of birth / /

Place of birth

Country of birth (if not Fiji)

☐ Private Company Member's address

Individual Member

Surname

First name(s)

Former name

OR

Company name

Company number (if incorporated in Fiji)

Country of incorporation (if not Fiji)

A2. Change of name – officeholders and Members

Use this section to notify a name change of an Individual or organisation with one or more roles (including Member of a Private Company) in the Company.

Tick one or more boxes to indicate an Individual or organisation's current role in Company

☐ Director

☐ Alternate Director

☐ Company secretary

☐ Member

Personal name change

Previous name

Surname

First name(s)

Date of birth / /

Place of birth

Country of birth (if not Fiji)

New name

Surname

First name(s)

Date of change / /

Organisational name change

When a Member of a Company is an organisation, not an Individual, and the organisation has changed its name.

Previous details

Company name

Company number (if incorporated in Fiji)

Country of incorporation (if not Fiji)

New details

Company name

Company number (if incorporated in Fiji)

Country of incorporation (if not Fiji)

Date of change / /

A3. Change – Ultimate Holding Company

☐ There is a new Ultimate Holding Company.

Company name

Company number (if incorporated in Fiji)

Country of incorporation (if not Fiji)

☐ The Ultimate Holding Company has ceased operation as the Ultimate Holding Company.

Company name

Company number (if incorporated in Fiji)

Country of incorporation (if not Fiji)

☐ The Ultimate Holding Company has changed its name.

Company name

Company number (if incorporated in Fiji)

Country of incorporation (if not Fiji)

B1. Cease company officeholder

- Use this section to notify if a company officeholder has ceased to be a company officeholder.
- You need to notify details separately for each ceased officeholder.

Officeholder

- ☐ Director
☐ Alternate Director
☐ Company secretary

Surname
 First name(s)

Date of birth / /
 Place of birth
 Country of birth (if not Fiji)

Date officeholder ceased / /

Officeholder

- ☐ Director
☐ Alternate Director
☐ Company secretary

Surname
 First name(s)

Date of birth / /
 Place of birth
 Country of birth (if not Fiji)

Date officeholder ceased / /

Officeholder

- ☐ Director
☐ Alternate Director
☐ Company secretary

Surname
 First names

Date of birth / /
 Place of birth
 Country of birth (if not Fiji)

Date officeholder ceased / /

B2. Appoint company officeholder

- Use this section to notify appointment of a Company officeholder.
- You need to notify details separately for each new officeholder.
- Address must not be a Post Office Box. Must be a street address.

Officeholder

Office held

- ☐ Director
☐ Company secretary

Surname
 First name(s)
 Former name

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

Date of birth / /
 Place of birth
 Country of birth (if not Fiji)

Date of appointment / /

Officeholder

Office held

- ☐ Director
☐ Company secretary

Surname
 First name(s)
 Former name

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

Date of birth / /
 Place of birth
 Country of birth (if not Fiji)

Date of appointment / /

Officeholder

Office held

☐ Director☐ Company secretary

Surname

First name(s)

Former name

Level/Office building

Street number and street

Town/City

Island/State/Territory

Postcode

Country (if not Fiji)

Date of birth / /

Place of birth

Country of birth (if not Fiji)

Date of appointment / /

Section C. Completion Guide

Standard share codes

Share class code	Share class
A	Class A ordinary shares
B...etc.	Class B...etc. ordinary shares
ORD	Ordinary shares
RED	Redeemable shares
REDP	Redeemable preference shares

Use the table below to identify the sections of this form to complete (please indicate the sections that have been completed). Completion of this table is optional.

		C1 – Cancellation of Shares	C2 – Issue of Shares	C3 – Change to share structure table	C4 – Change to Members register
☐	Issue of Shares	Not required	✓	✓	✓
☐	Cancellation of Shares	✓	Not required	✓	✓
☐	Transfer of Shares	Not required	Not required	Not required	✓
☐	Changes to amounts paid	Not required	Not required	✓	✓
☐	Changes to beneficial ownership	Not required	Not required	Not required	✓

- To notify the Registrar about a division or conversion of a class of shares, you must lodge a Form A33.
- To notify the Registrar about a conversion of Shares into larger or smaller numbers, you must lodge a Form A35.

C1. Cancellation of Shares

Reason for cancellation

Please indicate the reason that Shares have been cancelled (select one or more boxes).

- ☐ Redeemable preference shares
- ☐ Capital reduction
- ☐ Share Buy-Back
- ☐ Forfeited shares
- ☐ Other

Description
.....
.....
.....

Details of cancelled shares

List the details of shares cancelled in the following table.

Share class code	Number of shares cancelled	Amount paid (cash or otherwise)

Earliest date of change / /

C2. Issue of Shares

List details of new share issues in the following table.

Share class code	Number of Shares issued	Amount paid per Share	Amount unpaid per Share

Earliest date of change / /

If shares were issued for other than cash, were some or all of the shares issued under a written contract?

- ☐ Yes
You must lodge a copy of the contract in relation to the share issue.
You must also lodge a Form A36 certifying that all stamp duties have been paid.
- ☐ No

Details of the non-cash consideration

.....

.....

.....

C3. Change to share structure

Where a change to the share structure table has occurred (eg. as a result of the issue or cancellation of shares), please show the updated details for the share classes affected. Details of share classes not affected by the change are not required here.

Share class code	Full title if not standard	Total number of Shares (current after changes)	Total amount paid on these Shares	Total amount unpaid on these Shares

Earliest date of change / /

C4. Changes to the register of Members

- Use this section to notify changes to the register of Members for your Company (changes to the shareholdings of Members).
- If shares are jointly owned, you must also provide names and addresses of all joint owners on a separate sheet (annexure), clearly indicating the share class and with whom the shares are jointly owned.

Member

Surname
 First name(s)
 Former name

OR

Company name
 Company number (if incorporated in Fiji)
 Country of incorporation (if not Fiji)

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

- Complete each column for each share class the above member has agreed, in writing, to take up.
- Beneficially held usually means that the owner of the Shares is entitled to the direct benefit from the Shares. For example, benefits could include the entitlements to payments in relation to any dividends. Shares held by a person as trustee, nominee or on account of another person are non-beneficially held.

Share class code	Shares increased by ...(number)	Shares decreased by ...(number)	Total number now held	Total \$ paid on these Shares	Total \$ unpaid on these Shares	Fully paid (Y/N)	Beneficially held (Y/N)

Earliest date of change / /

Member

Surname
First name(s)
Former name

OR

Company name
Company number (if incorporated in Fiji)
Country of incorporation (if not Fiji)

Level/Office building
Street number and street
Town/City
Island/State/Territory.....
Postcode
Country (if not Fiji)

- Complete each column for each share class the above member has agreed, in writing, to take up.
- Beneficially held usually means that the owner of the Shares is entitled to the direct benefit from the Shares. For example, benefits could include the entitlements to payments in relation to any dividends. Shares held by a person as trustee, nominee or on account of another person are non-beneficially held.

Share class code	Shares increased by ...(number)	Shares decreased by ...(number)	Total number now held	Total \$ paid on these Shares	Total \$ unpaid on these Shares	Fully paid (Y/N)	Beneficially held (Y/N)

Earliest date of change / /

Member

Surname
 First name(s)
 Former name

OR

Company name
 Company number (if incorporated in Fiji)
 Country of incorporation (if not Fiji)

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

- Complete each column for each share class the above member has agreed, in writing, to take up.
- Beneficially held usually means that the owner of the Shares is entitled to the direct benefit from the Shares. For example, benefits could include the entitlements to payments in relation to any dividends. Shares held by a person as trustee, nominee or on account of another person are non-beneficially held.

Share class code	Shares increased by ...(number)	Shares decreased by ...(number)	Total number now held	Total \$ paid on these Shares	Total \$ unpaid on these Shares	Fully paid (Y/N)	Beneficially held (Y/N)

Earliest date of change / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A12
Section 34
of the Companies Act 2015

APPLICATION FOR REGISTRATION OF A BUSINESS NAME

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island/State/Territory.....

A. Business Name

Proposed Business Name

.....

Is the proposed name identical to a registered Company Name(s)?

☐ Yes ☐ No

If yes, I declare that I own, or am registering the Business Name for the owner(s) of the identical Company Name(s), the registration details of which are listed below.

Registered Business Name number	Registered Business Name

Date on which the business commenced or intends to commence business under the proposed Business Name

... .. / /

B. Existing Business Names

Does the applicant carry on business under any other registered Business Name(s)?

☐ Yes ☐ No

If yes, list the registration details below.

Registered Business Name number	Registered Business Name	Do you wish to cancel the registration?

C. Details of applicant

Surname

First name(s)

Former name

Nationality

OR

Company name

Company number (if incorporated in Fiji)

Country of incorporation (if not Fiji)

OR

Details of Firm

First names and surname of every Individual who is, and the corporate name of every corporation which is, a partner in the Firm	Any former name of a partner in the Firm	The nationality of every Individual who is, or country of incorporation of every corporation which is, a partner in the Firm

D. Principal Place of Business

Must not be a Post Office Box. Must be a street address.

Level/Office building

Street number and street

Town/City

Island/State/Territory

Postcode

Country (if not Fiji)

E. Description of Business

Description of business carried on or proposed to be carried on under the Business Name

.....

.....

.....

F. Foreign Investment Act 1999

- ☐ The applicant is not required to hold a foreign investment registration certificate under the Foreign Investment Act 1999.
- ☐ The applicant has been granted a foreign investment registration certificate under the Foreign Investment Act 1999.

If granted, a copy of the foreign investment registration certificate must be lodged with this application.

G. Signature of applicant

I/We apply for registration of a Business Name on the basis of the information in this form and any attachments. The information provided in this form and in any annexures is true and correct at the time of signing.

☐ **Individual**

Surname

First name(s)

Former name

Signature

Date signed / /

☐ **Company**

Company name

Company number (if incorporated in Fiji)

Country of incorporation (if not Fiji)

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

☐ **Firm**

Each partner of the Firm (including both Individuals and companies) must sign this form.
Signatures may be annexed to this form.

Name

Signature

Date signed / /

Name

Signature

Date signed / /

Name

Signature

Date signed / /

☐ **Agent for Individual or company or Firm**

Agent name

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A13
Section 37
of the Companies Act 2015

CERTIFICATE OF REGISTRATION OF A BUSINESS NAME

Business Name No. (number)

This is to certify that the business name

(name)

is a registered Business Name of

(holder of business name)

for the conduct of the business of (insert business details)

with the principal place of business of (address).

The day of commencement of registration is / /

Issued by the Registrar of Companies of the Republic of Fiji on / /

Name

Signature

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A14
Sections 39, 40
of the Companies Act 2015

CHANGE TO DETAILS OF BUSINESS NAME OWNER

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Business Name details

Business Name
Business Name number

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island/State/Territory.....

A. Change of address of Principal Place of Business

Must not be a Post Office Box. Must be a street address.

Level/Office building
Street number and street
Town/City
Island/State/Territory.....
Postcode
Country (if not Fiji)

Date of change / /

B. Organisational name change

When the organisation that is the Business Name holder has changed its name.

Company name
Company number (if incorporated in Fiji)
Country of incorporation (if not Fiji)

Date of change / /

C. Change of Business Name holder

When the organisation that is the Business Name holder changes by way of transfer of a Business Name, provide details of the new holder.

Individual

Surname
 First name(s)
 Former name

OR

Company

Company name
 Company number (if incorporated in Fiji)
 Country of incorporation (if not Fiji)

OR

Firm

First names and surname of every Individual who is, and the corporate name of every corporation which is, a partner in the Firm	Any former name of a partner in the Firm	The nationality of every Individual who is, or country of incorporation of every corporation which is, a partner in the Firm	Date of change and comments regarding change

D. Extension application for notification of changes

We apply to extend the period for notification of changes from a period ending on
 ... / ... / ... (being 28 days after the change occurred) to a period ending on
 ... / ... / ... The reasons for this extension application are as follows:

.....

Signature of applicant

If this form records the transfer of a Business Name, the current Business Name holder or a current officeholder of the current Business Name holder must sign.

I certify that the information in this form is true and complete.

☐ **Individual**

Surname

First name(s)

Former name

Signature

Date signed / /

☐ **Company**

Company name

Company number (if incorporated in Fiji)

Country of incorporation (if not Fiji)

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

☐ **Firm**

Each partner of the Firm (including both Individuals and companies) must sign this form.

Signatures may be annexed to this form.

Name

Signature

Date signed / /

Name

Signature

Date signed / /

Name

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A15
Section 43(1)
of the Companies Act 2015

NOTICE OF CEASING TO CARRY ON BUSINESS USING A BUSINESS NAME

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Business Name details

Business Name
Business Name number

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

Notice is given that registered holder of the abovementioned Business Name has ceased to Carry on Business using the Business Name.

Date of ceasing to Carry on Business using the Business Name

... .. / /

Signature of applicant

If this form records the transfer of a Business Name, the current Business Name holder or a current officeholder of the current Business Name holder must sign.

I certify that the information in this form is true and complete.

☐ **Individual**

Surname
First name(s)
Former name

Signature
Date signed / /

☐ **Company**

Company name

Company number (if incorporated in Fiji)

Country of incorporation (if not Fiji)

Name

Capacity

☐ Director☐ Company secretary

Signature

Date signed / /

☐ **Firm**

Each partner of the Firm (including both Individuals and companies) must sign this form.

Signatures may be annexed to this form.

Name

Signature

Date signed / /

Name

Signature

Date signed / /

Name

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A16
Sections 43(2), 43(3), 43(4)
of the Companies Act 2015

NOTICE REGARDING A BUSINESS NAME

To:

Surname
First name(s)

OR

Company name
Company number (if incorporated in Fiji)
Country of incorporation (if not Fiji)

OR

Firm name

Level/Office building
Street number and street
Town/City
Island/State/Territory
Postcode
Country (if not Fiji)

Details of notice

This is a notice in relation to:

Business Name
Business Name number

The Registrar:

- ☐ has removed the Business Name from the register of Business Names following receipt of a Prescribed Form under section 43(1) of the Companies Act 2015 (section 43(2))
- ☐ has reasonable cause to believe that the Firm or person to whom this Business Name is registered is not Carrying on Business under that Business Name and intends to remove the Business Name from the register of Business Names if a response to this notice which is satisfactory to the Registrar is not received within 3 months of the date of the notice (section 43(3))
- ☐ has removed the Business Name from the register of Business Names because the Registrar:
 - ☐ considers that the Business Name should not have been registered (section 43(4)(a))

- ☐ has not received a response which is satisfactory to the Registrar within 3 months of the date of the notice issued under section 43(3) of the Companies Act 2015 (section 43(4)(b))
- ☐ received a response to the notice issued under section 43(3) of the Companies Act 2015 from a Firm or person to whom a Business Name is registered to the effect that the Firm or person has ceased to Carry on Business under the Business Name (section 43(4)(c)).

Issued by the Registrar of Companies of the Republic of Fiji on / /

Name

Signature

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A17
Section 57
of the Companies Act 2015

APPLICATION FOR REGISTRATION AS A FOREIGN COMPANY

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

A. Application

I apply for registration of the company as a Foreign Company under the Companies Act 2015 as it applies under Part 6 of the Companies Act 2015.

B. Details of current registration

Company name
Company number in place of origin (if any)
Date of incorporation / /
Place of incorporation/origin

Has a name reservation been lodged to reserve the body's name?

☐ Yes

If yes, provide name reservation number

☐ No

If no, is the proposed name identical to a registered business name(s) in Fiji?

☐ Yes ☐ No

If yes, I declare that I own, or am registering the company for the owner(s) of the identical business name(s), the registration details of which are listed below.

Registered Business Name number	Registered Business Name

C. Details of the Foreign Company

Registered office or principal place of business in Fiji

Must not be a Post Office Box. Must be a street address.

☐ Registered office

☐ Principal place of business

Level/Office building

Street number and street

Town/City

Island

Does the company occupy the premises?

☐ Yes ☐ No

If No, name of occupier

.....
☐ Occupier's consent (Select box to indicate the statement below is correct)

The occupier of the premises has consented in writing to the use of the specified address as the address of the registered office of the company and has not withdrawn that consent.

Opening hours

Each business day for at least 3 hours between 9 am and 5 pm.

Open am / pm Close am / pm

Registered office in place of incorporation

Level/Office building

Street number and street

Town/City

Island/State/Territory.....

Postcode

Country

D. Details of Local Agent

Surname
 First name(s)
 Former name
 Level/Office building
 Street number and street
 Town/City
 Island

E. Details of directors or equivalent officers

- Please complete a separate section below for each officeholder and print additional copies if more officeholders are required.
- Address must not be a Post Office Box. Must be a street address.

Officeholder

Surname
 First names
 Former name
 Company name

Office held

Date of appointment / /

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

Date of birth / /

Place of birth
 Country of birth (if not Fiji)

Officeholder

Surname
 First name(s)
 Former name
 Company name

Office held
 Date of appointment / /

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

Date of birth / /
 Place of birth
 Country of birth (if not Fiji)

Officeholder

Surname
 First name(s)
 Former name
 Company name

Office held
 Date of appointment / /

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

Date of birth / /
 Place of birth
 Country of birth (if not Fiji)

F. Documents lodged with this application

The following documents must be lodged with this application.

- ☐ Certified copy (or if a certified copy cannot be obtained, a copy of the instrument and a statutory declaration confirming it is a true and correct copy) of the charter, statutes or memorandum and articles of the foreign company or other instrument constituting or defining the constitution of the foreign company.
 - ☐ If the instrument is not written in the English language, a certified translation of the document.
- ☐ A statement of all subsisting Charges excluding Charges in relation to Property solely situated outside Fiji.
- ☐ A copy of the foreign investment registration certificate granted to the foreign company under the Foreign Investment Act 1999.

G. Declaration by applicant

I/we apply for registration of a Foreign Company on the basis of the information in this form and any attachments. The information provided in this application and in any annexures is true and correct at the time of signing.

Signature of applicant

Name

Capacity

- ☐ Director (or equivalent) of the foreign company
- ☐ Secretary of the foreign company
- ☐ Duly appointed local agent of the foreign company

Signature

Date signed / /

H. Declaration by local agent

I have been appointed as the local agent of the foreign company named in this application.

Signature of local agent

Name

Date of appointment / /

Signature

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A18
Section 58
of the Companies Act 2015

CERTIFICATE OF REGISTRATION OF FOREIGN COMPANY

Foreign Company No. (number)

This is to certify that

(Foreign Company name)

is a registered Foreign Company under the Companies Act 2015.

The liability of the Members of the Foreign Company is (Limited by Shares / Limited by Shares
and Guarantee / Limited by Guarantee / Unlimited).

The day of commencement of registration is / /

Issued by the Registrar of Companies of the Republic of Fiji on / /

Name

Signature

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A19
Section 59(1)
of the Companies Act 2015

CHANGE TO DETAILS OF FOREIGN COMPANY

Sections A, B, C or D may be lodged independently with this signed cover page to notify the Registrar of:

A	Change of charter, statutes or memorandum and articles	B1	Cease company officeholder	C1	Cease Local Agent	D	Change of address – Registered Office or principal place of business in Fiji
		B2	Appoint company officeholder	C2	Appoint Local Agent		
		B3	Change of name – officeholders	C3	Change of name – Local Agent		
		B4	Change of name – officeholders	C4	Change of name – Local Agent		

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Foreign Company details

Foreign Company name

Foreign Company number

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation

Contact name

Position description

Telephone number (during business hours)

Email address (optional)

Level/Office building

Street number and street

Town/City

Island

Signature

I certify that the information in this cover sheet and the attached sections of this form is true and complete.

Name

Capacity

- ☐ Director (or equivalent) of the Foreign Company
- ☐ Secretary of the Foreign Company
- ☐ Duly appointed local agent of the Foreign Company

Signature

Date signed / /

A. Change of charter, statutes or memorandum and articles

Date of change / /

If there is a change, the following documents must be lodged with this form.

- ☐ Certified copy (or if a certified copy cannot be obtained, a copy of the instrument and a statutory declaration confirming it is a true and correct copy) of the charter, statutes or memorandum and articles of the Foreign Company or other instrument constituting or defining the constitution of the Foreign Company.
 - ☐ If the instrument is not written in the English language, a certified translation of the document.

B. Change of officeholders

B1. Cease company officeholder

Use this section to notify if a company officeholder has ceased to be a company officeholder. You need to notify details separately for each ceased officeholder.

Officeholder

Surname

First name(s)

Company name

Office held

Date officeholder ceased / /

Date of birth / /

Place of birth

Country of birth (if not Fiji)

Officeholder

Surname

First name(s)

Company name

Office held

Date officeholder ceased / /

Date of birth / /

Place of birth

Country of birth (if not Fiji)

Officeholder

Surname

First name(s)

Company name

Office held

Date officeholder ceased / /

Date of birth / /

Place of birth

Country of birth (if not Fiji)

B2. Appoint company officeholder

- Use this section to notify appointment of a Company officeholder.
- You need to notify details separately for each new officeholder.
- Address must not be a Post Office Box. Must be a street address.

Officeholder

Surname
 First name(s)
 Former name
 Company name

Office held
 Date of appointment / /

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

Date of birth / /
 Place of birth
 Country of birth (if not Fiji)

Officeholder

Surname
 First name(s)
 Former name
 Company name

Office held
 Date of appointment / /

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

Date of birth / /
 Place of birth
 Country of birth (if not Fiji)

Officeholder

Surname
 First name(s)
 Former name
 Company name

Office held
 Date of appointment / /

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

Date of birth / /
 Place of birth
 Country of birth (if not Fiji)

B3. Change of name – officeholders**Previous name**

Surname
 First name(s)
 Company name

Office held

Date of birth / /
 Place of birth
 Country of birth (if not Fiji)

New name

Surname
 First name(s)
 Company name

Date of change / /

B4. Change of address – officeholders

Must not be a Post Office Box. Must be a street address.

Surname
 First name(s)
 Former name
 Company name

Office held
 Date of appointment / /

Date of birth / /
 Place of birth
 Country of birth (if not Fiji)

Previous address

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

New address

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

C. Change of details of Local Agent**C1. Cease Local Agent**

Surname
 First name(s)
 Former name

Level/Office building
 Street number and street
 Town/City
 Island

Date of change / /

C2. Appoint Local Agent

Address must not be a Post Office Box. Must be a street address.

Surname
 First name(s)
 Former name

Level/Office building
 Street number and street
 Town/City
 Island

Date of change / /

C3. Change of name – Local Agent**Previous name**

Surname
 First name(s)

New name

Surname
 First name(s)

Date of change / /

C4. Change of address – Local Agent

Must not be a Post Office Box. Must be a street address.

Surname
 First name(s)
 Former name

Previous address

Level/Office building
 Street number and street
 Town/City
 Island

New address

Level/Office building
 Street number and street
 Town/City
 Island

Date of change / /

C5. Declaration by local agent

I have been appointed as the local agent of the Foreign Company named in this application.

Signature of local agent

Name
 Date of appointment / /

Signature

D. Change of address – Registered Office or principal place of business in Fiji

Must not be a Post Office Box. Must be a street address.

- ☐ Registered office
☐ Principal place of business

Level/Office building
 Street number and street
 Town/City
 Island

Does the company occupy the premises?

- ☐ Yes ☐ No

If No, name of occupier

.....

- ☐ Occupier's consent (Select box to indicate the statement below is correct)

The occupier of the premises has consented in writing to the use of the specified address as the address of the registered office of the company and has not withdrawn that consent.

Opening hours

Each business day for at least 3 hours between 9 am and 5 pm.

Open am / pm Close am / pm

Date of change / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A20
Sections 59(2), 62
of the Companies Act 2015

NOTIFICATION OF CESSATION, WINDING UP OR DISSOLUTION OF A FOREIGN COMPANY

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Foreign Company details

Foreign Company name
Foreign Company number

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

Details of event

- ☐ The Foreign Company ceased to carry on business.

Date of change / /

- ☐ The Foreign Company ceased to carry on business in Fiji.

Date of change / /

- ☐ The Foreign Company was dissolved/deregistered in its place of origin.

Date of change / /

- ☐ Proceedings commenced to wind up the Foreign Company in its place of origin.

Date of change / /

Signature

I certify that the information in this form is true and complete.

Name

Capacity

- ☐ Director (or equivalent) of the Foreign Company
- ☐ Secretary of the Foreign Company
- ☐ Duly appointed local agent of the Foreign Company

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A21
Sections 59(2), 62
of the Companies Act 2015

**APPLICATION FOR EXTENSION OF PERIOD TO NOTIFY OF CESSATION,
WINDING UP OR DISSOLUTION OF A FOREIGN COMPANY**

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Foreign Company details

Foreign Company name
Foreign Company number

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

Extension application for notification of cessation, winding up or dissolution of a Foreign Company

We apply to extend the period for notification of cessation, winding up or dissolution of a Foreign Company from a period ending on / / (being 28 days after the change occurred) to a period ending on / / The reasons for this extension application are as follows:

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

Signature

I certify that the information in this form is true and complete.

Name

Capacity

- ☐ Director (or equivalent) of the Foreign Company
- ☐ Secretary of the Foreign Company
- ☐ Duly appointed local agent of the Foreign Company

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A22
Section 61
of the Companies Act 2015

STATEMENT TO VERIFY FINANCIAL STATEMENTS OF A FOREIGN COMPANY

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Foreign Company details

Foreign Company name
Foreign Company number
Financial year ended / /

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

Signature

I verify that the copies of financial statements annexed to this form are true copies of those financial statements and that the information in this form is true and complete.

Name

Capacity

- ☐ Director (or equivalent) of the Foreign Company
- ☐ Secretary of the Foreign Company
- ☐ Duly appointed local agent of the Foreign Company

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A23
Section 61
of the Companies Act 2015

APPLICATION FOR EXTENSION OF PERIOD FOR LODGEMENT OF FINANCIAL STATEMENTS

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Foreign Company details

Foreign Company name
Foreign Company number
Financial year ended / /

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

Extension application for lodgement of Financial Statements

We apply to extend the period for lodgement of the Financial Statements from a period ending on / / to a period ending on / / (being 6 months after the end of the Financial Year). The reasons for this extension application are as follows:

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

Signature

I certify that the information in this form is true and complete.

Name

Capacity

- ☐ Director (or equivalent) of the Foreign Company
- ☐ Secretary of the Foreign Company
- ☐ Duly appointed local agent of the Foreign Company

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A24
Section 62
of the Companies Act 2015

NOTICE REGARDING A FOREIGN COMPANY

To:

Surname
First name(s)

OR

Company name
Company number (if incorporated in Fiji)
Country of incorporation (if not Fiji)

Level/Office building
Street number and street
Town/City
Island/State/Territory
Postcode
Country (if not Fiji)

Details of notice

This is a notice in relation to

Foreign Company name
Foreign Company number

The Registrar:

- ☐ has reasonable cause to believe that the Foreign Company has ceased to carry on business in Fiji and is enquiring whether the company is maintaining a place of business in Fiji (section 62(3))
- ☐ intends to remove the Foreign Company from the register of Foreign Companies
- ☐ has removed the Foreign Company from the register of Foreign Companies because:
 - ☐ the Registrar has not received a response which is satisfactory to the Registrar within 3 months of the date of the notice issued under section 62(3) of the Companies Act 2015 (section 62(4))
 - ☐ the Registrar received a response to the notice issued under section 62(3) of the Companies Act 2015 to the effect that the Foreign Company has ceased to carry on business in Fiji (section 62(4))

- ☐ the Foreign Company has been wound up, dissolved or deregistered in its place of incorporation or formation (section 62(11)).

Issued by the Registrar of Companies of the Republic of Fiji on / /

Name

Signature

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A25
Section 64
of the Companies Act 2015

NOTIFICATION OF LOCATION OF REGISTER

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Foreign Company details

Foreign Company name
Foreign Company number

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

This form gives notice of the location of the register of a Foreign Company.

Details of change

Date of change / /

Previous address

Level/Office building
Street number and street
Town/City
Island

New address

Must not be a Post Office Box. Must be a street address.

Level/Office building
Street number and street
Town/City
Island

Signature

I certify that the information in this form is true and complete.

Name

Capacity

- ☐ Director (or equivalent) of the Foreign Company
- ☐ Secretary of the Foreign Company
- ☐ Duly appointed local agent of the Foreign Company

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A26
Section 77
of the Companies Act 2015

APPLICATION FOR CHANGE OF COMPANY TYPE

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company details

Company name
Company number

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

Change of type required

Please indicate the change of type required and complete the Attachments which you are required to complete for that change of type.

- ☐ **Private Company Limited by Shares** – convert to:
 - ☐ Public Company Limited by Shares (sign the form)
 - ☐ Unlimited Liability Company (sign the form and complete Attachment 1)
- ☐ **Public Company Limited by Shares** – convert to:
 - ☐ Private Company Limited by Shares (sign the form and complete Attachment 4)
 - ☐ Unlimited Liability Company (sign the form and complete Attachment 1)
- ☐ **Unlimited Liability Company** – convert to:
 - ☐ Private Company Limited by Shares (sign the form and complete Attachment 4)
 - ☐ Public Company Limited by Shares (sign the form)
- ☐ **Company Limited by Guarantee** – convert to:
 - ☐ Private Company Limited by Shares (sign the form and complete Attachment 2 and 3)
 - ☐ Public Company Limited by Shares (sign the form and complete Attachment 2 and 3)

☐ **Company limited by Shares and Guarantee** – convert to:

- ☐ Private Company Limited by Shares (sign the form and complete declaration only at Attachments 2 and 3)
- ☐ Public Company Limited by Shares (sign the form and complete declaration only at Attachments 2 and 3)
- ☐ Company Limited by Guarantee (sign the form and complete declaration only at Attachment 2)

Signature

This form must be signed by a current officeholder of the Company.

I certify that the information in this cover sheet and the attached sections of this form is true and complete.

Name

Capacity

- ☐ Director
- ☐ Company secretary

Signature

Date signed / /

Attachment 1**Assent of Member**

A separate section must be completed by each Member of the Company or their authorised agents.

I assent to the Company's application to become an Unlimited Liability Company.

Surname
 First name(s)
 Former name

OR

Company name
 Company number (if incorporated in Fiji)
 Country of incorporation (if not Fiji)

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

Signature
 Date signed / /

Assent of Member

A separate section must be completed by each Member of the Company or their authorised agents.

I assent to the Company's application to become an Unlimited Liability Company.

Surname
 First name(s)
 Former name

OR

Company name
 Company number (if incorporated in Fiji)
 Country of incorporation (if not Fiji)

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

Signature
 Date signed / /

Assent of Member

A separate section must be completed by each Member of the Company or their authorised agents.

I assent to the Company's application to become an Unlimited Liability Company.

Surname
 First name(s)
 Former name

OR

Company name
 Company number (if incorporated in Fiji)
 Country of incorporation (if not Fiji)

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory
 Postcode
 Country (if not Fiji)

Signature
 Date signed / /

Declaration

I am a current officeholder of the Company.

The persons by whom or on whose behalf the form of assent has been signed constitute the whole membership of the Company.

Where the form has been signed on behalf of a member, I have taken reasonable steps to satisfy myself that the person who signed the form was lawfully empowered to do so.

I certify that the information in this attachment is true and complete.

Name

Capacity

☐ Director

☐ Company secretary

Signature
 Date signed / /

Attachment 2

The following statement is made in support of an application for the Registrar to allow the company to convert:

- ☐ from being a Company Limited by Guarantee to being a Company Limited by Shares; or
(The directors state that the company's creditors will not be materially prejudiced by the change of this company from being a Company Limited by Guarantee to being a Company Limited by Shares)
- ☐ from being a Company Limited by Shares and Guarantee to being a Company Limited by Shares or a Company Limited by Guarantee.
(The directors state that the Company's creditors will not be materially prejudiced by the change of this Company from being a Company Limited by Shares and Guarantee to being a Company Limited by Shares or a Company Limited by Guarantee.)

The reasons for this view being formed are as follows:

.....

All current directors must sign this declaration. If there is insufficient space, provide details in an annexure.

Name of director

Signature

Date signed / /

Name of director

Signature

Date signed / /

Name of director

Signature

Date signed / /

Name of director

Signature

Date signed / /

Name of director

Signature

Date signed / /

Attachment 3

Issue of shares

The Company has prepared a list that sets out the following details about each person to whom the Shares will be issued when the change of type becomes effective:

- (a) name and address of each person listed;
- (b) number and class of the Shares that the person will take up;
- (c) the amount (if any) that will be paid for the Shares; and
- (d) the amount (if any) that will be unpaid for the Shares.

Share structure table

Details of shares issued by the Company. Please show all the shares that the Company will have on issue at the time of its conversion.

Share class code	Full title if not standard	Total number of Shares (current after changes)	Total amount paid on these Shares	Total amount unpaid on these Shares

If Shares will be issued for other than cash, will some or all of the Shares be issued under a written contract?

☐ Yes

You must lodge a copy of the contract in relation to the Share issue.
You must also lodge a Form A36 certifying that all stamp duties have been paid.

☐ No

Details of the non-cash consideration
.....
.....
.....

Details of Members

- Use this section to notify details of the register of Members for your Company after this conversion.
- If shares are jointly owned, you must also provide names and addresses of all joint owners on a separate sheet (annexure), clearly indicating the share class and with whom the shares are jointly owned.
- Address must not be a Post Office Box. Must be a street address.

Member

Surname
 First name(s)
 Former name

OR

Company name
 Company number (if incorporated in Fiji)
 Country of incorporation (if not Fiji)

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

- Complete each column for each share class the above member has agreed, in writing, to take up.
- Beneficially held usually means that the owner of the Shares is entitled to the direct benefit from the Shares. For example, benefits could include the entitlements to payments in relation to any dividends. Shares held by a person as trustee, nominee or on account of another person are non-beneficially held.

Share class code	Shares increased by ... (number)	Shares decreased by ... (number)	Total number now held	Total \$ paid on these Shares	Total \$ unpaid on these Shares	Fully paid (Y/N)	Beneficially held (Y/N)

Member

Surname
 First name(s)
 Former name

OR

Company name
 Company number (if incorporated in Fiji)
 Country of incorporation (if not Fiji)

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory
 Postcode
 Country (if not Fiji)

- Complete each column for each share class the above member has agreed, in writing, to take up.
- Beneficially held usually means that the owner of the Shares is entitled to the direct benefit from the Shares. For example, benefits could include the entitlements to payments in relation to any dividends. Shares held by a person as trustee, nominee or on account of another person are non-beneficially held.

Share class code	Shares increased by ... (number)	Shares decreased by ... (number)	Total number now held	Total \$ paid on these Shares	Total \$ unpaid on these Shares	Fully paid (Y/N)	Beneficially held (Y/N)

Member

Surname
 First name(s)
 Former name

OR

Company name
 Company number (if incorporated in Fiji)
 Country of incorporation (if not Fiji)

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory
 Postcode
 Country (if not Fiji)

- Complete each column for each share class the above member has agreed, in writing, to take up.
- Beneficially held usually means that the owner of the Shares is entitled to the direct benefit from the Shares. For example, benefits could include the entitlements to payments in relation to any dividends. Shares held by a person as trustee, nominee or on account of another person are non-beneficially held.

Share class code	Shares increased by ...(number)	Shares decreased by ...(number)	Total number now held	Total \$ paid on these Shares	Total \$ unpaid on these Shares	Fully paid (Y/N)	Beneficially held (Y/N)

Signature

This form must be signed by a current officeholder of the Company.

I certify that the information in this attachment is true and complete.

Name

Capacity

- ☐ Director
☐ Company secretary

Signature

Date signed / /

Attachment 4

Share structure table

Details of Shares issued by the Company. Please show all the shares that the Company will have on issue at the time of its conversion.

Share class code	Full title if not standard	Total number of Shares (current after changes)	Total amount paid on these Shares	Total amount unpaid on these Shares

Details of Members

- Use this section to notify details of the register of Members for your Company after this conversion.
- If shares are jointly owned, you must also provide names and addresses of all joint owners on a separate sheet (annexure), clearly indicating the share class and with whom the Shares are jointly owned.

Member

Surname
 First name(s)
 Former name

OR

Company name
 Company number (if incorporated in Fiji)
 Country of incorporation (if not Fiji)

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory
 Postcode
 Country (if not Fiji)

- Complete each column for each share class the above Member has agreed, in writing, to take up.
- Beneficially held usually means that the owner of the Shares is entitled to the direct benefit from the Shares. For example, benefits could include the entitlements to payments in relation to any dividends. Shares held by a person as trustee, nominee or on account of another person are non-beneficially held.

Share class code	Shares increased by ... (number)	Shares decreased by ... (number)	Total number now held	Total \$ paid on these Shares	Total \$ unpaid on these Shares	Fully paid (Y/N)	Beneficially held (Y/N)

Member

Surname
 First name(s)
 Former name

OR

Company name
 Company number (if incorporated in Fiji)
 Country of incorporation (if not Fiji)

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory
 Postcode
 Country (if not Fiji)

- Complete each column for each share class the above Member has agreed, in writing, to take up.
- Beneficially held usually means that the owner of the Shares is entitled to the direct benefit from the Shares. For example, benefits could include the entitlements to payments in relation to any dividends. Shares held by a person as trustee, nominee or on account of another person are non-beneficially held.

Share class code	Shares increased by ... (number)	Shares decreased by ... (number)	Total number now held	Total \$ paid on these Shares	Total \$ unpaid on these Shares	Fully paid (Y/N)	Beneficially held (Y/N)

Member

Surname
 First name(s)
 Former name

OR

Company name
 Company number (if incorporated in Fiji)
 Country of incorporation (if not Fiji)

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory
 Postcode
 Country (if not Fiji)

- Complete each column for each share class the above Member has agreed, in writing, to take up.
- Beneficially held usually means that the owner of the Shares is entitled to the direct benefit from the Shares. For example, benefits could include the entitlements to payments in relation to any dividends. Shares held by a person as trustee, nominee or on account of another person are non-beneficially held.

Share class code	Shares increased by ... (number)	Shares decreased by ... (number)	Total number now held	Total \$ paid on these Shares	Total \$ unpaid on these Shares	Fully paid (Y/N)	Beneficially held (Y/N)

Signature

This form must be signed by a current officeholder of the Company.

I certify that the information in this attachment is true and complete.

Name

Capacity

- ☐ Director
☐ Company secretary

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A27
Section 78
of the Companies Act 2015

CERTIFICATE OF REGISTRATION OF COMPANY ON CHANGE OF COMPANY TYPE

This is to certify that

(Company name)

with company number (number) has changed its Company type from (insert type of company – Company Limited by Shares (Private Company) / Company Limited by Shares (Public Company) / Company Limited by Shares and Guarantee (Public Company) / Company Limited by Guarantee (Public Company) / Unlimited Liability Company (Public Company)) to (insert type of company – Company Limited by Shares (Private Company) / Company Limited by Shares (Public Company) / Company Limited by Shares and Guarantee (Public Company) / Company Limited by Guarantee (Public Company) / Unlimited Liability Company (Public Company)) and remains a registered company under the Companies Act 2015.

The Members of the Company have the liability prescribed under the Companies Act 2015 for this type of Company.

The date of the change of Company type is / /

Issued by the Registrar of Companies of the Republic of Fiji on / /

Name

Signature

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A28
Sections 86, 175, 368
of the Companies Act 2015

**APPLICATION FOR EXTENSION OF PERIOD TO PROVIDE COPIES OF
REGISTERS OR MINUTES**

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Details of Company or Trustee / Manager of a Managed Investment Scheme

Name of Company or Trustee /Manager of a Managed Investment Scheme

Company number (if applicable).....

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation

Contact name

Position description

Telephone number (during business hours)

Email address (optional)

Level/Office building

Street number and street

Town/City

Island

Extension application for period to provide copies of registers or minutes

We apply to extend the period for providing:

☐ copies of registers

☐ minutes

from a period ending on / / to a period ending on

... .. / / The reasons for this extension application are as follows:

.....

.....

.....

.....

.....

Signature

This form must be signed by a current officeholder of the Company or Trustee of a Managed Investment Scheme.

I certify that the information in this form is true and complete.

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A29
Section 128
of the Companies Act 2015

NOTIFICATION BY OFFICEHOLDER OF RESIGNATION OR RETIREMENT

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company details

Company name
Company number

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

Resignation or retirement details

Office held (tick all roles from which the officeholder is ceasing)

- ☐ Director
- ☐ Alternate Director
- ☐ Company secretary

Surname
First names

Date of birth / /
Place of birth
Country of birth (if not Fiji)

Date officeholder ceased / /

Signature

This form must be signed by the retiring or resigning officeholder.

I certify that the information in this form is true and complete.

Name

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A30
Section 131
of the Companies Act 2015

NOTICE REQUIRING INFORMATION ABOUT OFFICERS

To:

Surname
First name(s)

Details of the notice

The Registrar has reason to suspect that there may have been:

- ☐ a contravention of the Companies Act 2015
- ☐ a contravention of another law of Fiji

The general nature of the suspected contravention is as follows:

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

You are required to inform the Registrar of the following by / / :

- (a) whether you are a Director, alternate Director or company secretary of (Company name)
with company number (number)
- (b) if you are no longer a Director, alternate Director or Company secretary of the Company, the
date on which you ceased to be a Director, alternate Director or company secretary.

Issued by the Registrar of Companies of the Republic of Fiji on / /

Name

Signature

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A31
Section 171
of the Companies Act 2015

APPLICATION FOR EXTENSION OF PERIOD TO HOLD AGM

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company details

Company name
Company number

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

Extension application for period to hold AGM

We apply to extend the period for holding an AGM from a period ending on
... .. / / to a period ending on / / The
reasons for this extension application are as follows:

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

Signature

This form must be signed by a current officeholder of the Company.

I certify that the information in this form is true and complete.

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A32
Sections 179, 187, 197, 439,
530, 553, 571, 585, 596, 609
of the Companies Act 2015

COVER PAGE FOR COPY OF COURT ORDER OR OTHER ORDER

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company / person details

Company name
Company number

Surname
First name(s)

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

Details of the order

Date of obtaining order / /
Proceeding number
Year.....
A copy of the order must be annexed

Type of order

- | | |
|--|-------------|
| ☐ Remediating oppressive conduct | Section 179 |
| ☐ Variation, cancellation or modification of class rights | Section 187 |
| ☐ Validating Shares issued | Section 197 |
| ☐ Facilitating reconstruction and amalgamation of Companies | Section 439 |
| ☐ Winding up | Section 530 |
| ☐ Stay of winding up | Section 553 |

- | | |
|---|---------------|
| ☐ Deregistration | Section 571 |
| ☐ Deregistration | Section 585 |
| ☐ Deregistration | Section 596 |
| ☐ Reinstatement | Section 609 |
| ☐ Other | Section |

Brief description

.....

.....

.....

.....

.....

Signature

I certify that the information in this form is true and complete.

☐ Individual

Surname

First name(s)

Former name

Signature

Date signed / /

☐ Company

Name

Capacity

- ☐ Director
- ☐ Company secretary
- ☐ Liquidator

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A33
Sections 189(1)(a), 189(1)(b)
of the Companies Act 2015

NOTIFICATION OF DIVISION OR CONVERSION OF CLASSES OF SHARES

Use this form to notify the Registrar of changes to existing Shares to another class or two or more different classes of shares. Do not use this form to notify of conversion of all or any Shares into a smaller or larger number – use Form A35.

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company details

Company name
Company number

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

Share class

Standard share codes

Share class code	Share class
A	Class A ordinary shares
B...etc.	Class B...etc. ordinary shares
ORD	Ordinary shares
RED	Redeemable shares
REDP	Redeemable preference shares

- If you are using the standard share class codes you do not need to provide a full title for the Shares, just the share class code.
- If you are not using the standard share class code, enter a code of no more than 4 letters and then show the full title.
- Complete Sections A, B and C for a Share division and Sections A, C and D for a Share conversion.

A. Share structure before division/conversion

The total number of Shares should be the same before and after division or conversion. e.g.

- 200 'A' class shares are divided into 100 'B' class and 100 'C' class shares; or
- 500 'A class' shares become 500 'B class' shares,

and the amounts paid and unpaid after division/conversion must also be the same.

Share class code	Full title if not standard	Total number of Shares	Total amount paid on these Shares	Total amount unpaid on these Shares
Total amount paid and total amount unpaid for ALL share classes				

B. Share structure after division

Share class code	Full title if not standard	Total number of Shares	Total amount paid on these Shares	Total amount unpaid on these Shares
Total amount paid and total amount unpaid for ALL share classes				

C. Share structure after conversion

Share class code	Full title if not standard	Total number of Shares	Total amount paid on these Shares	Total amount unpaid on these Shares
Total amount paid and total amount unpaid for ALL share classes				

D. Details of members

- Use this section to notify the details for each Member.

Member

Surname
 First name(s)
 Former name

OR

Company name
 Company number (if incorporated in Fiji)
 Country of incorporation (if not Fiji)

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory
 Postcode
 Country (if not Fiji)

Share class code	Number of Shares taken up	Amount agreed to pay per Share	Total \$ paid on these Shares	Amount unpaid per Share	Total \$ unpaid on these Shares	Fully paid (Y/N)	Beneficially held (Y/N)

Member

Surname
First name(s)
Former name

OR

Company name
Company number (if incorporated in Fiji)
Country of incorporation (if not Fiji)

Level/Office building
Street number and street
Town/City
Island/State/Territory
Postcode
Country (if not Fiji)

Share class code	Number of Shares taken up	Amount agreed to pay per Share	Total \$ paid on these Shares	Amount unpaid per Share	Total \$ unpaid on these Shares	Fully paid (Y/N)	Beneficially held (Y/N)

Member

Surname
 First name(s)
 Former name

OR

Company name
 Company number (if incorporated in Fiji)
 Country of incorporation (if not Fiji)

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

Share class code	Number of Shares taken up	Amount agreed to pay per Share	Total \$ paid on these Shares	Amount unpaid per Share	Total \$ unpaid on these Shares	Fully paid (Y/N)	Beneficially held (Y/N)

Signature

This form must be signed by a current officeholder of the Company.

I certify that the information in this form is true and complete.

Name

Capacity

- ☐ Director
☐ Company secretary

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A34
Section 189(1)(c)
of the Companies Act 2015

NOTIFICATION OF STATEMENT OF SPECIAL RIGHTS CARRIED BY SHARES

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company details

Company name
Company number

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

Documents lodged

Attach this form to each document (including an agreement, consent or resolution) required to be lodged under section 189(1)(c) that does any of the following:

Tick box

- ☐ Attaches rights to issued or unissued Shares
- ☐ Varies or cancels rights attaching to issued or unissued Shares
- ☐ Varies or cancels rights of members in a class of Members of a Company that does not have a share capital or binds a class of Members

Effective date / /

Signature

This form must be signed by a current officeholder of the Company.

I certify that the information in this form is true and complete and the attached documents marked () are true copies.

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A35
Sections 199, 218(4), 222(6)
233(1), 233(2), 233(3)
of the Companies Act 2015

NOTIFICATION OF RESOLUTIONS REGARDING SHARES

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company details

Company name
Company number

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

A. Subject(s) of the resolution

- | | |
|---|----------------|
| ☐ Convert Shares into larger or smaller number
(consolidation/subdivision)
Complete details of consolidation/subdivision at Attachment 1 | Section 199 |
| ☐ Selective reduction in share capital | Section 218(4) |
| ☐ Share Buy-Back | Section 222(6) |
| ☐ Financial assistance by a company for acquiring Shares in the Company
or Holding Company – approval by the Company’s own Members | Section 233(1) |
| ☐ Financial assistance by a Company for acquiring Shares in the Company
or Holding Company – approval by members of Listed Holding
Company | Section 233(2) |
| ☐ Financial assistance by a Company for acquiring Shares in the Company
or Holding Company – approval by Members of the Ultimate Holding
Company in Fiji | Section 233(3) |

☐ Other

Section

Brief description

.....

B. Details of resolution

Date of meeting or resolution / /

The resolution

☐ Set out below

☐ In the attached annexure

was passed or agreed to (as required) as a special or ordinary resolution (as applicable) in accordance with the Companies Act 2015.

.....

Signature

This form must be signed by a current officeholder of the Company.

I certify that the information in this cover sheet and the attached sections of this form is true and complete.

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

Attachment 1**Company details**

Company name

Company number

Share class

Standard share codes

Share class code	Share class
A	Class A ordinary shares
B...etc.	Class B...etc. ordinary shares
ORD	Ordinary shares
RED	Redeemable shares
REDP	Redeemable preference shares

- If you are using the standard share class codes you do not need to provide a full title for the Shares, just the share class code.
- If you are not using the standard share class code, enter a code of no more than 4 letters and then show the full title.
- Complete Sections A, B and D for a share division and Sections A, C and D for a share conversion.

A. Share structure before consolidation/subdivision

You are only required to show the share classes that are affected by the consolidation/subdivision. The total of all the amounts paid and unpaid should be the same before and after the consolidation/subdivision.

Share class code	Full title if not standard	Total number of Shares	Total amount paid on these Shares	Total amount unpaid on these Shares
Total amount paid and total amount unpaid for ALL share classes				

B. Share structure after consolidation

You are only required to show the share classes that are affected by the consolidation. The total of all the amounts paid and unpaid should be the same before and after the consolidation.

Share class code	Full title if not standard	Total number of Shares	Total amount paid on these Shares	Total amount unpaid on these Shares
Total amount paid and total amount unpaid for ALL share classes				

C. Share structure after subdivision

You are only required to show the share classes that are affected by the subdivision. The total of all the amounts paid and unpaid should be the same before and after the subdivision.

Share class code	Full title if not standard	Total number of Shares	Total amount paid on these Shares	Total amount unpaid on these Shares
Total amount paid and total amount unpaid for ALL share classes				

D. Details of members

- Use this section to notify the details for each member.
- If shares are jointly owned, provide names and addresses of all joint-owners on a separate sheet (annexure), clearly indicating the share class and with whom the Shares are jointly owned.

Member

Surname
First name(s)
Former name

OR

Company name
Company number (if incorporated in Fiji)
Country of incorporation (if not Fiji)

Level/Office building
Street number and street
Town/City
Island/State/Territory.....
Postcode
Country (if not Fiji)

Share class code	Number of Shares taken up	Amount agreed to pay per Share	Total \$ paid on these Shares	Amount unpaid per Share	Total \$ unpaid on these Shares	Fully paid (Y/N)	Beneficially held (Y/N)

Member

Surname
First name(s)
Former name

OR

Company name
Company number (if incorporated in Fiji)
Country of incorporation (if not Fiji)

Level/Office building
Street number and street
Town/City
Island/State/Territory
Postcode
Country (if not Fiji)

Share class code	Number of Shares taken up	Amount agreed to pay per Share	Total \$ paid on these Shares	Amount unpaid per Share	Total \$ unpaid on these Shares	Fully paid (Y/N)	Beneficially held (Y/N)

Member

Surname
First name(s)
Former name

OR

Company name
Company number (if incorporated in Fiji)
Country of incorporation (if not Fiji)

Level/Office building
Street number and street
Town/City
Island/State/Territory.....
Postcode
Country (if not Fiji)

Share class code	Number of Shares taken up	Amount agreed to pay per Share	Total \$ paid on these Shares	Amount unpaid per Share	Total \$ unpaid on these Shares	Fully paid (Y/N)	Beneficially held (Y/N)

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A36
Section 211(2)
of the Companies Act 2015

CERTIFICATE OF COMPLIANCE WITH STAMP DUTY LAW

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company details

Company name
Company number

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

Date of contract / /

Name(s) of contracting parties

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

Details of the Shares issued, or deemed to have been issued under the contract

Name and class
Name and class
Name and class

Signature

This form must be signed by a current officeholder of the Company.

I certify that the contract for the issue of Shares has been duly stamped, if so required and as required by any law of the Republic of Fiji relating to stamp duty on any such document.

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A37
Section 213(1)(a)
of the Companies Act 2015

NOTICE OF INITIAL SUBSTANTIAL INTEREST

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company / Managed Investment Scheme details

To:

Company name / Name of Manager of the Managed Investment Scheme

.....

Company number (if applicable).....

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation

Contact name

Position description

Telephone number (during business hours)

Email address (optional)

Level/Office building

Street number and street

Town/City

Island

A. Details of the Substantial Interest holder

If there are a number of Substantial Interest holders with similar or related Relevant Interests (eg. a Company and its Related Bodies Corporate), the names could be included in an annexure to the form. If the Relevant Interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in Section G of the form.

Name

The holder became a Substantial Interest holder on / /

B. Details of voting power

The total number of votes attached to all the voting Shares in the Company or voting interests in the Managed Investment Scheme that the Substantial Interest holder or a Related Body Corporate had a Relevant Interest in on the date the Substantial Interest holder became a Substantial Interest holder are as follows:

Class of Securities	Number of Securities	Person's votes	Voting power
The voting Shares of a Company constitute one class unless divided into separate classes.		The total number of votes attached to all the voting Shares in the Company or Managed Investment Scheme (if any) that the person or a Related Body Corporate has a Relevant Interest.	The person's votes divided by the total votes in the Company or Managed Investment Scheme multiplied by 100.

C. Details of Relevant Interests

The nature of the Relevant Interest the Substantial Interest holder or a Related Body Corporate had in the following voting securities on the date the Substantial Interest holder became a Substantial Interest Holder are as follows:

Holder of Relevant Interest	Nature of Relevant Interest	Class and number of Securities

D. Details of present registered holders

The persons registered as holders of the Securities referred to in section C above are as follows:

Holder of Relevant Interest	Registered holder of Securities	Person entitled to be registered as holder	Class and number of Securities
		If the Substantial Interest holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".	

E. Consideration

The consideration paid for each Relevant Interest referred to in Section C above, and acquired in the 4 months prior to the day that the Substantial Interest holder became a Substantial Interest holder is as follows:

Holder of Relevant Interest	Date of acquisition	Consideration		Class and number of Securities
		Cash	Non-cash	

Details of the consideration must include any and all benefits, money and other, that any person from whom a Relevant Interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the Substantial Interest holder or its Related Body Corporate in relation to the acquisitions, even if they are not paid directly to the person from whom the Relevant Interest was acquired.

F. Related Bodies Corporate

The reasons the persons named in Section C above are Related Bodies Corporate of the Substantial Interest holder are as follows:

Name	Nature of relationship

G. Addresses

The addresses of persons named in this form are as follows:

Name	Address

H. Agreements

Details of any ageeement through which an interest in voting Shares in the Company or voting interests in the Managed Investment Scheme are acquired. Alternatively, annex copies of the relevant agreements to this form.

.....

.....

.....

.....

.....

Signature

I certify that the information in this form and any annexures is true and correct at the time of signing.

☐ **Individual**

Surname

First name(s)

Former name

Signature

Date signed / /

☐ **Company**

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A38
Section 213(1)(a)
of the Companies Act 2015

NOTICE OF CEASING TO HAVE A SUBSTANTIAL INTEREST

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company / Managed Investment Scheme details

To:

Company name / Name of Manager of the Managed Investment Scheme

Company number (if applicable).....

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation

Contact name

Position description

Telephone number (during business hours)

Email address (optional)

Level/Office building

Street number and street

Town/City

Island

A. Details of the Substantial Interest holder

If there are a number of Substantial Interest holders with similar or related Relevant Interests (eg. a Company and its Related Bodies Corporate), the names could be included in an annexure to the form. If the Relevant Interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in Section D of the form.

Name

The holder ceased to be a Substantial Interest holder on / /

The previous notice was given to the company / manager on / /

The previous notice was dated / /

B. Changes in Relevant Interests

Particulars of each change in, or change in the nature of, a Relevant Interest of the Substantial Interest holder or a Related Body Corporate in voting securities of the Company or Managed Investment Scheme, since the Substantial Interest holder was last required to give a Substantial Interest holding notice to the Company or Managed Investment Scheme are as follows:

Date of change	Person whose Relevant Interest changed	Nature of change	Consideration given in relation to change	Class and number of Securities affected	Peron's votes affected

- Details of the consideration must include any and all benefits, money and other, that any person from whom a Relevant Interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the Substantial Interest holder or its Related Body Corporate in relation to the acquisitions, even if they are not paid directly to the person from whom the Relevant Interest was acquired.
- The voting Shares of a Company constitute one class unless divided into separate classes.

C. Changes in Related Bodies Corporate

The persons who have become Related Bodies Corporate of, ceased to be Related Bodies Corporate of, or have changed the nature of their association with, the Substantial Interest holder in relation to voting interests in the Company or Managed Investment Scheme are as follows:

Date of change	Name	Nature of relationship

Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

D. Addresses

The addresses of persons named in this form are as follows:

Name	Address

E. Agreements

Details of any agereement through which an interest in voting Shares in the Company or voting interests in the Managed Investment Scheme is disposed. Alternatively, annex copies of the relevant agreements to this form.

.....

Signature

I certify that the information in this form is true and complete.

☐ **Individual**

Surname

First name(s)

Former name

Signature

Date signed / /

☐ **Company**

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A39
Section 213(1)(b)
of the Companies Act 2015

NOTICE OF CHANGE IN SUBSTANTIAL INTEREST

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company / Managed Investment Scheme details

To:

Company name / Name of Manager of the Managed Investment Scheme

.....

Company number (if applicable).....

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation

Contact name

Position description

Telephone number (during business hours)

Email address (optional)

Level/Office building

Street number and street

Town/City

Island

A. Details of the Substantial Interest holder

If there are a number of Substantial Interest holders with similar or related Relevant Interests (eg. a Company and its Related Bodies Corporate), the names could be included in an annexure to the form. If the Relevant Interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in Section F of the form.

Name

There was a change in the interests of the Substantial Interest holder on

... .. / /

The previous notice was given to the Company / Manager of the Managed Investment Scheme on / /

The previous notice was dated / /

B. Previous and present voting power

The total number of votes attached to all the voting Shares in the Company or voting interests in the Managed Investment Scheme that the Substantial Interest holder or a Related Body Corporate had a Relevant Interest in when last required, and when now required, to give a Substantial Interest holding notice to the Company or Managed of the Managed Investment Scheme, are as follows:

Class of Securities	Previous notice		Present notice	
	Person's votes	Voting power	Person's votes	Voting power

- The voting Shares of a Company constitute one class unless divided into separate classes.
- A person's voting power is equal to the person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

C. Present Relevant Interests

Particulars of each Relevant Interest of the Substantial Interest holder in voting Securities after the change are as follows:

Holder of Relevant Interest	Registered holder of Securities	Person entitled to be registered as holder If the Substantial Interest holder is unable to determine the identity of the person (eg. if the Relevant Interest arises because of an option) write "unknown".	Nature of Relevant Interest	Class and number of Securities	Person's votes

D. Changes in Relevant Interests

Particulars of each change in, or change in the nature of, a Relevant Interest of the Substantial Interest holder or a Related Body Corporate in voting Securities of the Company or Managed Investment Scheme, since the Substantial Interest holder was last required to give a Substantial Interest holding notice to the Company or Managed Investment Scheme are as follows:

Date of change	Person whose Relevant Interest changed	Nature of change	Consideration given in relation to change	Class and number of Securities affected	Peron's votes affected

Details of the consideration must include any and all benefits, money and other, that any person from whom a Relevant Interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the Substantial Interest holder or its Related Body Corporate in relation to the acquisitions, even if they are not paid directly to the person from whom the Relevant Interest was acquired.

E. Changes in Related Bodies Corporate

The persons who have become Related Bodies Corporate of, ceased to be Related Bodies Corporate of, or have changed the nature of their association with, the Substantial Interest holder in relation to voting interests in the Company or Managed Investment Scheme are as follows:

Date of Change	Name	Nature of relationship

Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

F. Addresses

The addresses of persons named in this form are as follows:

Name	Address

Signature

I certify that the information in this form is true and complete.

☐ **Individual**

Surname

First name(s)

Former name

Signature

Date signed / /

☐ **Company**

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A40
Section 213(1)(c)
of the Companies Act 2015

**NOTICE OF SUBSTANTIAL INTEREST – OFFER UNDER A REGISTERED
BIDDER'S STATEMENT**

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company / Managed Investment Scheme details

To:

Company name / Name of Manager of the Managed Investment Scheme

Company number (if applicable).....

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation

Contact name

Position description

Telephone number (during business hours)

Email address (optional)

Level/Office building

Street number and street

Town/City

Island

A. Details of person making offer

If there are a number of potential Substantial Interest holders with similar or related Relevant Interests (eg. a Company and its Related Bodies Corporate), the names could be included in an annexure to the form. If the Relevant Interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in Section G of the form.

Name

The holder made an offer under a Registered Bidder's Statement on ... / ... / ...
...

You must attach a copy of the Registered Bidder's Statement to this form.

B. Details of voting power

The total number of votes attached to all the voting shares in the Company or voting interests in the Managed Investment Scheme that the potential Substantial Interest holder or a Related Body Corporate had a Relevant Interest in on the date the offer was made under a Registered Bidder's Statement:

Class of Securities	Number of Securities	Person's votes	Voting power
The voting Shares of a Company constitute one class unless divided into separate classes.		The total number of votes attached to all the voting Shares in the Company or Managed Investment Scheme (if any) that the person or a Related Body Corporate has a Relevant Interest in.	The person's votes divided by the total votes in the Company or Managed Investment Scheme multiplied by 100.

C. Details of Relevant Interests

The nature of the Relevant Interest of the potential Substantial Interest holder or a Related Body Corporate has in the following voting Securities on the date the offer was made under a Registered Bidder's Statement are as follows:

Holder of Relevant Interest	Nature of Relevant Interest	Class and number of Securities

D. Details of present registered holders

The persons registered as holders of the Securities referred to in section C above are as follows:

Holder of Relevant Interest	Registered holder of Securities	Person entitled to be registered as holder	Class and number of Securities
		If the Substantial Interest holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".	

E. Consideration

The consideration paid for each Relevant Interest referred to in Section C above, and acquired in the 4 months prior to the day that the offer was made is as follows:

Holder of Relevant Interest	Date of acquisition	Consideration		Class and number of Securities
		Cash	Non-cash	

Details of the consideration must include any and all benefits, money and other, that any person from whom a Relevant Interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the potential Substantial Interest holder or its Related Body Corporate in relation to the acquisitions, even if they are not paid directly to the person from whom the Relevant Interest was acquired.

F. Related Bodies Corporate

The reasons the persons named in Section C above are Related Bodies Corporate of the potential Substantial Interest holder are as follows:

Name	Nature of relationship

G. Addresses

The addresses of persons named in this form are as follows:

Name	Address

H. Agreements

Details of any agreement through which an interest in voting Shares in the Company or voting interests in the Managed Investment Scheme are acquired. Alternatively, annex copies of the relevant agreements to this form.

.....

Signature

I certify that the information in this form and any annexures is true and correct at the time of signing.

☐ **Individual**

Surname

First name(s)

Former name

Signature

Date signed / /

☐ **Company**

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A41
Section 218(7)
of the Companies Act 2015

NOTIFICATION OF REDUCTION IN SHARE CAPITAL DETAILS

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company details

Company name
Company number

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

Type of share capital reduction

- ☐ Section 218(1) – Member approval for an equal reduction in share capital
- ☐ Section 218(2) – Member approval for a selective reduction in share capital

Documents lodged with this form

The following documents must be lodged with this form.

- ☐ Notice of the meeting
- ☐ Any documents relating to the reduction that will accompany the notice of the meeting

Shareholders meeting

Date of proposed meeting / /

If a resolution is to be passed by way of a circular to all members, the estimated date on which the last member will sign the resolution should be inserted.

Signature

This form must be signed by a current officeholder of the Company.

I certify that the information in this cover sheet is true and complete and the attached documents marked () are true copies.

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A42
Section 222(5)
of the Companies Act 2015

NOTIFICATION OF BUY-BACK DETAILS

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company details

Company name
Company number

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

Type of Buy-Back

- ☐ Equal Buy-Back
☐ Selective Buy-Back

Relevant date

Relevant date / /

Documents lodged with this form

The following documents must be lodged with this form.

- ☐ Notice of the meeting
☐ Any documents relating to the reduction that will accompany the notice of the meeting

Signature

This form must be signed by a current officeholder of the Company.

I certify that the information in this cover sheet is true and complete and the attached documents marked () are true copies.

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A43
Sections 228(4), 230(2)
of the Companies Act 2015

APPLICATION FOR EXTENSION OF PERIOD TO CEASE HOLDING SHARES OR CONTROL

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company details

Company / Managed Investment Scheme name

Company number (if applicable).....

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation

Contact name

Position description

Telephone number (during business hours)

Email address (optional)

Level/Office building

Street number and street

Town/City

Island

A. Type of application for extension

- ☐ Section 228(4) – Application to extend the period for ceasing to hold Shares in itself or a Company that Controls it.
- ☐ Section 230(2) – Application to extend the period for ceasing to Control an entity that holds Shares in the Company.

B. Extension application for period for ceasing to hold Shares in itself or a Company that Controls it

We apply to extend the period for ceasing to hold Shares in itself from a period ending on / / (being 12 months after the Company acquired Shares in itself or a Company that Controls it because it exercised rights under a security permitted under section 228(2) or 228(3)) to a period ending on / / The details of the acquisition of the Shares in the Company or the Company that Controls it, the shareholding in the Company held by the Company or the Company that Controls it and the reasons for this extension application are as follows:

.....

.....

.....

.....

.....

C. Extension application for period for ceasing to Control an entity that holds shares in the Company

We apply to extend the period for ceasing to Control an entity that holds Shares in the Company from a period ending on / / (being 12 months after the Company obtained Control of an entity that holds Shares in the Company) to a period ending on / / The details of the event giving Control of the entity to the Company, the name of entity, the details of Shares held by the entity and the reasons for this extension application are as follows:

.....

.....

.....

.....

.....

Signature

This form must be signed by a current officeholder of the Company.

I certify that the information in this form is true and complete.

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A44
Section 233(6)
of the Companies Act 2015

NOTIFICATION OF FINANCIAL ASSISTANCE DETAILS

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company details

Company name
Company number

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

Details of financial assistance

- ☐ Section 233(1) – Approval by Company’s own Members to give financial assistance
- ☐ Section 233(2) – Approval by Members of Listed Holding Company
- ☐ Section 233(3) – Approval by Members of Ultimate Holding Company in Fiji

Documents lodged with this form

The following documents must be lodged with this form.

- ☐ Notice of the meeting
- ☐ Any documents relating to the resolution that will accompany the notice of the meeting

Shareholders meeting

Date of proposed meeting / /

If a resolution is to be passed by way of a circular to all members, the estimated date on which the last member will sign the resolution should be inserted.

Signature

This form must be signed by a current officeholder of the Company.

I certify that the information in this cover sheet is true and complete and the attached documents marked () are true copies.

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A45
Section 240(4)
of the Companies Act 2015

APPLICATION FOR EXTENSION OF PERIOD TO PROVIDE DUPLICATE TITLE DOCUMENTS

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company / Managed Investment Scheme details

Company / Managed Investment Scheme name

Company number (if applicable).....

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation

Contact name

Position description

Telephone number (during business hours)

Email address (optional)

Level/Office building

Street number and street

Town/City

Island

Extension application for period to provide duplicate title documents

We apply to extend the period for providing duplicate title documents from a period ending on / / to a period ending on / / The reasons for this extension application are as follows:

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

Signature

This form must be signed by a current officeholder of the Company or current officeholder of the Manager of the Managed Investment Scheme.

I certify that the information in this form is true and complete.

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

THE RESERVE BANK OF FIJI

FORM A46
Sections 256, 257, 260(1)
of the Companies Act 2015

APPLICATION FOR REGISTRATION OF A TAKEOVER DOCUMENT

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Lodgement details

Who should the Reserve Bank contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

A. Type of takeover document attached to this form for registration

- ☐ Bidder's Statement
- ☐ Target's Statement
- ☐ Memorandum of amendments in respect of:
- ☐ Registered Bidder's Statement
- ☐ Registered Target's Statement

B. Bidder

Surname
First names
Former name

OR

Company name
Company number (if incorporated in Fiji)
Country of incorporation (if not Fiji)

C. Target

Company name
Company number (if incorporated in Fiji)

Country of incorporation (if not Fiji)

D. Declaration by applicant

I/we apply for registration of the attached takeover document. I/we have the necessary written consents and agreements referred to in the attached takeover document. The information provided in this application and in the attached takeover document is true and correct at the time of signing.

Signature of applicant

☐ **Individual**

Surname

First name(s)

Former name

Signature

Date signed / /

☐ **Company**

Company name

Company number (if incorporated in Fiji)

Country of incorporation (if not Fiji)

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

THE RESERVE BANK OF FIJI

FORM A47
 Sections 258, 260(2) to (6)
 of the Companies Act 2015

**CERTIFICATE OF REGISTRATION OF A TAKEOVER DOCUMENT OR REFUSAL
 TO REGISTER**

This is to certify that the following takeover document attached to this certificate:

- ☐ Bidder's Statement
- ☐ Target's Statement
- ☐ Memorandum of amendments in respect of:
 - ☐ Registered Bidder's Statement
 - ☐ Registered Target's Statement
- ☐ is registered under the Companies Act 2015.
- ☐ is refused registration under the Companies Act 2015.

Issued by the Reserve Bank of Fiji on / /

Name

Position.....

Signature

THE RESERVE BANK OF FIJI

FORM A48
Section 261(1)(a)
of the Companies Act 2015

NOTICE OF SUSPENSION OF A TAKEOVER DOCUMENT**To:**

Surname
First name(s)

OR

Company name
Company number (if incorporated in Fiji)
Country of incorporation (if not Fiji)

Level/Office building
Street number and street
Town/City
Island/State/Territory.....
Postcode
Country (if not Fiji)

Details of notice

This is a notice that the following takeover document attached to this notice:

- ☐ Bidder's Statement
- ☐ Target's Statement
- ☐ Memorandum of amendments in respect of:
 - ☐ Registered Bidder's Statement
 - ☐ Registered Target's Statement

has been suspended under the Companies Act 2015 from the date of this notice until
... .. / /

Issued by the Reserve Bank of Fiji on / /

Name

Position.....

Signature

THE RESERVE BANK OF FIJI

FORM A49
Section 261(1)(b)
of the Companies Act 2015

**NOTICE OF A MEETING TO CONSIDER CANCELLATION OF A TAKEOVER
DOCUMENT**

To:

Surname
First name(s)

OR

Company name
Company number (if incorporated in Fiji)
Country of incorporation (if not Fiji)

Level/Office building
Street number and street
Town/City
Island/State/Territory
Postcode
Country (if not Fiji)

Details of notice

This is a notice that a meeting will be held by the Reserve Bank Of Fiji on

... .. / /

at

.....

to consider the cancellation of the following takeover document attached to this notice:

- ☐ Bidder's Statement
- ☐ Target's Statement
- ☐ Memorandum of amendments in respect of:
 - ☐ Registered Bidder's Statement
 - ☐ Registered Target's Statement

Issued by the Reserve Bank of Fiji on / /

Name

Position.....

Signature

THE RESERVE BANK OF FIJI

FORM A50
Section 261(1)(b)
of the Companies Act 2015

NOTICE OF CANCELLATION OF A TAKEOVER DOCUMENT**To:**

Surname
First name(s)

OR

Company name
Company number (if incorporated in Fiji)
Country of incorporation (if not Fiji)

Level/Office building
Street number and street
Town/City
Island/State/Territory
Postcode
Country (if not Fiji)

Details of notice

This is a notice that the following takeover document attached to this notice:

- ☐ Bidder's Statement
- ☐ Target's Statement
- ☐ Memorandum of amendments in respect of:
 - ☐ Registered Bidder's Statement
 - ☐ Registered Target's Statement

has been cancelled under the Companies Act 2015.

Issued by the Reserve Bank of Fiji on / /

Name

Position.....

Signature

THE RESERVE BANK OF FIJI

FORM A51
Sections 261(5) to (7)
of the Companies Act 2015

ORDER PROHIBITING ADVERTISEMENT

This is an order prohibiting the distribution of the following advertisement in accordance with the Companies Act 2015:

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

for the following reasons:

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

Issued by the Reserve Bank of Fiji on / /

Name

Position.....

Signature

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A52
Section 262
of the Companies Act 2015

NOTICE OF COMPULSORY ACQUISITION FOLLOWING A TAKEOVER

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Target Company / Target Scheme details

Target Company / Target Scheme name

Company number (if applicable).....

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation

Contact name

Position description

Telephone number (during business hours)

Email address (optional)

Level/Office building

Street number and street

Town/City

Island

Notice to:

Insert details of holder.

Surname

First name(s)

Former name

OR

Company name

Company number (if incorporated in Fiji)

Country of incorporation (if not Fiji)

Level/Office building

Street number and street

Town/City

Island/State/Territory.....

Postcode

Country (if not Fiji)

Details of notice

Under an:

- ☐ On market bid
☐ Off market bid

Offers were made by (name of bidder) in respect of the acquisition of:

Details of Shares or Interests to which the bid related

The offers:

- ☐ closed on
☐ are scheduled to close on

Date / /

You have not accepted this offer.

The Bidder hereby gives you notice under section 262 of the Companies Act 2015 that the Bidder has become entitled to compulsorily acquire your Shares or Interests (as applicable) and desires to acquire those Shares or Interests (as applicable).

Signature

This form must be signed by a current officeholder of the Bidder.

I certify that the information in this notice and the attached documents are true and complete.

Name

Capacity

- ☐ Director
☐ Company secretary

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A53
Sections 263, 440
of the Companies Act 2015

**NOTICE OF COMPULSORY ACQUISITION OTHER THAN FOLLOWING A
TAKEOVER**

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Target Company / Target Scheme details

Target Company / Target Scheme name

Company number (if applicable)

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation

Contact name

Position description

Telephone number (during business hours)

Email address (optional)

Level/Office building

Street number and street

Town/City

Island

Notice to:

Insert details of holder.

Surname

First name(s)

Former name

OR

Company name

Company number (if incorporated in Fiji)

Country of incorporation (if not Fiji)

Level/Office building

Street number and street

Town/City

Island/State/Territory

Postcode

Country (if not Fiji)

Type of notice

- ☐ Section 263 – Compulsory acquisition of Shares or Interests other than following a Takeover
- ☐ Section 440 – Power to acquire Shares of Members dissenting from scheme or contract approved by majority

Details of notice under section 263

Name of bidder
 has a Relevant Interest in issued voting Shares in a Target Company or issued voting Interests in a Target Scheme, which has voting power attached to that interest of at least 90% in value of the Shares in a Target Company or Interests in a Target Scheme ("90% Relevant Interest").

Details of Shares or Interests in which the Bidder has a 90% Relevant Interest

The Bidder hereby gives you notice under section 263 of the Companies Act 2015 that the Bidder has become entitled pursuant to compulsorily acquire your Shares or Interests (as applicable) and desires to acquire those Shares or Interests (as applicable).

Details of notice under section 440

A scheme or contract (not being a scheme or contract arising out of the making of offers under a Bidder's Statement) involving the transfer of Shares or any class of Shares in a Company to another Company ("Transferee Company") has, within 4 months after the making of the offer by the Transferee Company, been approved by the holders of not less than 90% in value of the Shares (other than excluded Shares).

You have not assented to the scheme or contract or have failed to transfer your Shares in accordance with the scheme or contract.

(Name of Transferee Company) hereby gives you notice under section 440 of the Companies Act 2015 that the Transferee Company has become entitled to compulsorily acquire your Shares and desires to acquire those Shares.

Signature

This form must be signed by a current officeholder of the Bidder / Transferee Company.

I certify that the information in this notice and the attached documents are true and complete.

Name

Capacity

- ☐ Director
☐ Company secretary

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A54
Section 264
of the Companies Act 2015

**NOTICE OF COMPULSORY ACQUISITION OF CONVERTIBLE SECURITIES BY
100% HOLDER**

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Target Company / Target Scheme details

Target Company / Target Scheme name

Company number (if applicable).....

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation

Contact name

Position description

Telephone number (during business hours)

Email address (optional)

Level/Office building

Street number and street

Town/City

Island

Notice to:

Insert details of holder.

Surname

First name(s)

Former name

OR

Company name

Company number (if incorporated in Fiji)

Country of incorporation (if not Fiji)

Level/Office building

Street number and street

Town/City

Island/State/Territory

Postcode

Country (if not Fiji)

Details of notice

(Name of acquirer) has acquired a Relevant Interest in issued voting Shares in a Target Company or issued voting Interests in a Target Scheme either pursuant to an offer made under a Registered Bidder's Statement or otherwise in accordance with the Companies Act 2015, which has voting power attached to that interest of at least 100% in value of the Shares in a Target Company or Interests in a Target Scheme ("100% Relevant Interest").

Details of Convertible Securities in the Target Company or Target Scheme in which the Acquiror has a 100% Relevant Interest

.....

.....

The Acquiror hereby gives you notice under section 264 of the Companies Act 2015 that the Acquiror has become entitled to compulsorily acquire your Convertible Securities and desires to acquire those Convertible Securities.

Signature

This form must be signed by a current officeholder of the Acquiror.

I certify that the information in this notice and the attached documents are true and complete.

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

THE RESERVE BANK OF FIJI

FORM A55
Section 267
of the Companies Act 2015

ORDERS FOLLOWING A DECLARATION OF UNACCEPTABLE CIRCUMSTANCES

The Reserve Bank hereby:

- ☐ makes the following order following a declaration of unacceptable circumstances

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

- ☐ makes the following change to the below order which has been made following a declaration of unacceptable circumstances:

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

- ☐ varies it as follows:

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

- ☐ revokes it

- ☐ suspends it from the date of this order until / /

Issued by the Reserve Bank of Fiji on / /

Name

Position.....

Signature

THE RESERVE BANK OF FIJI

FORM A56
Sections 284, 286
of the Companies Act 2015

APPLICATION FOR REGISTRATION OF A PROSPECTUS OR OFFER DOCUMENT

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Lodgement details

Who should the Reserve Bank contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

A. Type of document attached to this form for registration

- ☐ Prospectus
☐ Offer Document

B. Declaration by applicant

I/we apply for registration of the attached document. I/we have the necessary written consents and agreements referred to in the attached document. The information provided in this application and in the attached document is true and correct at the time of signing.

Signature of applicant☐ **Individual**

Surname
First name(s)
Former name

Signature
Date signed / /

☐ **Company**

Company name

Country of incorporation (if not Fiji)

Name

Capacity

☐ Director☐ Company secretary

Signature

Date signed / /

THE RESERVE BANK OF FIJI

FORM A57
 Sections 284, 286, 290
 of the Companies Act 2015

**CERTIFICATE OF REGISTRATION OF A PROSPECTUS / OFFER DOCUMENT OR
 REFUSAL OR REGISTER**

This is to certify that the following document attached to this certificate:

- ☐ Prospectus
- ☐ Offer Document
- ☐ is registered under the Companies Act 2015
- ☐ is refused registration under the Companies Act 2015.

Issued by the Reserve Bank of Fiji on / /

Name

Position

Signature

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A58
Section 303
of the Companies Act 2015

NOTICE APPOINTING TRUSTEE FOR HOLDERS OF DEBENTURES

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

Details of company / borrower

Address must not be a Post Office Box. Must be a street address.

Company name
Company number (if incorporated in Fiji)
Country of incorporation (if not Fiji)

Level/Office building
Street number and street
Town/City
Island/State/Territory.....
Postcode
Country (if not Fiji)

Details of trustee

Address must not be a Post Office Box. Must be a street address.

Company name

Country of incorporation (if not Fiji)

Level/Office building

Street number and street

Town/City

Island/State/Territory

Postcode

Country (if not Fiji)

Name of trust

Appointment date of the trustee / /

Date of trust deed / /

Signature

This form must be signed by a current officeholder of the Company.

I certify that the information in this form is true and complete.

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A59
Section 307
of the Companies Act 2015

QUARTERLY REPORT

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) and/or complete an annexure and submit as part of this lodgement.

Company details

Company name
Company number

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

A. Documents lodged with this form

The following documents must be lodged with this form.

☐ Quarterly report

B. Date of report / /

Signature

This form must be signed by a current officeholder of the Company.

I certify that the information in this cover sheet is true and complete and the attached documents marked () are true copies.

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A60
Section 313
of the Companies Act 2015

**NOTICE OF FAILURE TO COMPLY WITH PART 27 OF THE COMPANIES ACT
2015**

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

Details of trustee

Address must not be a Post Office Box. Must be a street address.

Company name
Company number (if incorporated in Fiji).....
Country of incorporation (if not Fiji)

Level/Office building
Street number and street
Town/City
Island/State/Territory.....
Postcode
Country (if not Fiji)

Name of trust
Appointment date of the trustee / /
Date of trust deed / /

We notify the Registrar that the:

- ☐ Borrower
☐ Guarantor

has not complied with Part 27 of the Companies Act 2015, the details of which are as follows:

.....

Signature

This form must be signed by a current officeholder of the Company.

I certify that the information in this form is true and complete.

Name

Capacity

- ☐ Director
☐ Company secretary

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A61
Section 371
of the Companies Act 2015

NOTIFICATION OF DETAILS OF A CHARGE

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company (Chargor) details

Company name
Company number

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

A. Charge details

Date the Charge was created

Must be the date written in the document creating the Charge (eg. instrument, resolution) attached to this form.

Date the Charge was created / /

OR

Date the Property was acquired / /

Charge creation

How was the Charge created?

- ☐ By instrument
- ☐ By resolution
- ☐ By deposit
- ☐ By other conduct. Specify below

Brief description

.....

.....

.....

.....

.....

Charge type

- ☐ Fixed
- ☐ Floating
- ☐ Fixed and Floating

If the Charge is a Floating Charge or a Fixed and Floating Charge, is the creation of subsequent Charges restricted or prohibited?

- ☐ Yes
- ☐ No

Liability

Briefly describe the liability (whether present or prospective) secured by the Charge:

.....

.....

.....

.....

Property charged

Briefly describe the Property charged:

.....

.....

.....

.....

B. Details of Chargee or Trustee if the Charge is constituted by the issue of Debenture(s)

Company name
 Company number (if incorporated in Fiji)
 Country of incorporation (if not Fiji)
 Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

C. Documents lodged with this form

The following documents must be lodged with this form.

☐ Copy of instrument creating or evidencing the Charge lodged with this form.

If the Charge is constituted by the issue of Debenture(s), attach a copy of the resolution(s) passed by the Company authorising the issue of a series of Debentures constituting the Charge.

Signature

This form must be signed by a current officeholder of the Chargor or Chargee / Trustee.

☐ Chargor
☐ Chargee / Trustee

I certify that the information in this form is true and complete and the attached documents marked () are true copies.

Name

Capacity
☐ Director
☐ Company secretary

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A62
Section 371
of the Companies Act 2015

**APPLICATION FOR EXTENSION OF PERIOD FOR NOTIFICATION OF DETAILS
OF CHARGE**

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company (Chargor) details

Company name
Company number

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

A. Charge details

Date the Charge was created

Must be the date written in the document creating the Charge (eg. instrument, resolution) attached to this form.

Date the Charge was created / /

OR

Date the Property was acquired / /

Charge creation

How was the Charge created?

- ☐ By instrument
- ☐ By resolution
- ☐ By deposit
- ☐ By other conduct. Specify below

Brief description

.....

.....

.....

.....

.....

Charge type

- ☐ Fixed
- ☐ Floating
- ☐ Fixed and Floating

If the Charge is a Floating Charge or a Fixed and Floating Charge, is the creation of subsequent Charges restricted or prohibited?

- ☐ Yes
- ☐ No

Liability

Briefly describe the liability (whether present or prospective) secured by the Charge:

.....

.....

.....

.....

.....

Property charged

Briefly describe the Property charged:

.....

.....

.....

.....

.....

B. Extension application for notification of details of Charge

We apply to extend the period for notification of details of the Charge from a period ending on
 / / (being 42 days after the creation of the Charge) to

... .. / / The reasons for this extension application are as follows:

.....

Signature

This form must be signed by a current officeholder of the Chargor or Chargee / Trustee.

- ☐ Chargor
☐ Chargee / Trustee

I certify that the information in this form is true and complete.

Name

Capacity

- ☐ Director
☐ Company secretary

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A63
Section 374
of the Companies Act 2015

NOTIFICATION OF CHANGE OF DETAILS OF A CHARGE

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company (Chargor) details

Company name
Company number

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

A. Charge details

Date the Charge was created

Must be the date written in the document creating the Charge (eg. instrument, resolution).

Date the Charge was created / /

OR

Date the Property was acquired / /

Charge creation

How was the Charge created?

- ☐ By instrument
- ☐ By resolution
- ☐ By deposit
- ☐ By other conduct. Specify below

Brief description

.....

.....

.....

.....

.....

Charge type

- ☐ Fixed
- ☐ Floating
- ☐ Fixed and Floating

If the Charge is a Floating Charge or a Fixed and Floating Charge, was the creation of subsequent Charges restricted or prohibited before the change?

- ☐ Yes
- ☐ No

Property charged

Briefly describe the property charged before the change:

.....

.....

.....

.....

.....

B. Details of Chargee or Trustee if the Charge is constituted by the issue of Debenture(s)

Company name

Company number (if incorporated in Fiji)

Country of incorporation (if not Fiji)

Level/Office building

Street number and street

Town/City

Island/State/Territory

Postcode

Country (if not Fiji)

C. Liability

Have the terms of the Charge been varied with the effect of increasing the amount of the debt or increasing the liabilities (whether present or prospective) secured by the Charge?

- ☐ Yes
☐ No

If yes, briefly describe the new liability (whether present or prospective) secured by the Charge:

.....

D. Subsequent Charges

Have the terms of the Charge been varied with the effect of prohibiting or restricting the creation of subsequent Charges on the Property?

- ☐ Yes
☐ No

If yes, briefly describe the changes:

.....

E. Documents attached

If the variation(s) included on this form have been effected by an instrument, you must attach the signed original instrument or a copy of that instrument.

- ☐ Copy of instrument evidencing the changes to the Charge lodged with this form.

Signature

This form must be signed by a current officeholder of the Chargor.

I certify that the information in this form is true and complete and the attached documents marked () are true copies.

Name

Capacity

- ☐ Director
☐ Company secretary

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A64
Section 375
of the Companies Act 2015

NOTIFICATION OF A DISCHARGE OR RELEASE OF PROPERTY FROM A CHARGE

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company (Chargor) details

Company name
Company number

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

A. Charge details

Date the Charge was created

Must be the date written in the document creating the Charge (eg. instrument, resolution).

Date the Charge was created / /

OR

Date the Property was acquired / /

Charge creation

How was the Charge created?

- ☐ By instrument
- ☐ By resolution
- ☐ By deposit
- ☐ By other conduct. Specify below

Brief description

.....

.....

.....

.....

.....

Charge type

- ☐ Fixed
- ☐ Floating
- ☐ Fixed and Floating

Property charged

Briefly describe the Property charged before the release or discharge:

.....

.....

.....

.....

.....

B. Details of Chargee or Trustee if the Charge is constituted by the issue of Debenture(s)

Company name

Company number (if incorporated in Fiji)

Country of incorporation (if not Fiji)

Level/Office building

Street number and street

Town/City

Island/State/Territory

Postcode

Country (if not Fiji)

C. Date of discharge or release

Must be before the date of signing this form.

Date of discharge or release / /

D. Extent of discharge or release

Tick one box only.

The Charge is:

☐ to be paid or satisfied in full☐ to be paid or satisfied in full for a particular joint Charge / Trustee

Name of Chargee/Trustee

Company name

Company number (if incorporated in Fiji)

Country of incorporation (if not Fiji)

☐ to be partially paid or satisfied to the extent of \$.....☐ to be partially paid or satisfied and property released to the extent of \$.....

Description of property released

.....

.....

.....

.....

.....

Signature

This form must be signed by a current officeholder of the Chargee.

I certify that the information in this form is true and complete.

Name

Capacity

☐ Director☐ Company secretary

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A65
Section 398
of the Companies Act 2015

NOTICE OF SUSPECTED CONTRAVENTION

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

Details of auditor/liquidator

Address must not be a Post Office Box. Must be a street address.

Surname
First name(s)
Former name

OR

Firm details

Level/Office building
Street number and street
Town/City
Island

Details of suspected contravention

I have reason to suspect that there may have been:

- ☐ a material contravention of Part 32 of the Companies Act 2015 (section 398(a))
- ☐ an attempt, in relation to the Audit, by any person to unduly influence coerce, manipulate or mislead a person involved in the conduct of the Audit; or contravention of another law of Fiji (section 398(b))
- ☐ an attempt, by any person, to otherwise interfere with the proper conduct of the Audit (section 398(c)).

The general nature of the suspected contravention is as follows:

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

Signature

I certify that the information in this form is true and complete.

Name

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A66
Section 3
of the Companies Act 2015

PROFORMA FINANCIAL STATEMENTS

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company / Managed Investment Scheme details

Company / Managed Investment Scheme name

Company number (if applicable).....

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation

Contact name

Position description

Telephone number (during business hours)

Email address (optional)

Level/Office building

Street number and street

Town/City

Island

Statement of Comprehensive Income

Item	[Financial year] (\$)
Revenue	
Interest	
Dividends	
Others	
Administrative expenses	
Depreciation and amortisation expenses	
Directors' fees	
Employee benefits expenses	
Finance costs	
Insurance	
Legal, accounting and other professional expenses	
Marketing expenses	
Motor vehicle running hire cost	
Operating costs	
Postage, internet and telephone	
Printing and stationery	

Rental	
Repairs and maintenance	
Selling and distribution costs	
Salaries and wages (includes FNPF, PAYE)	
Technology expenses	
Utilities (eg. light, power, gas, electricity etc.)	
Other expenses	
Total expenses	
Profit/(loss) before tax	
Income tax expense	
Net profit/(loss) after tax	
Profit/(loss) attributable to:	
Owners of the Company	
Non-controlling interests	
Total	

Statement of Financial Position

Assets	[Financial year] (\$)
Current assets	
Cash at bank	
Cash on hand	
Current tax assets	
Bills receivable	
Trade debtors	
Stock in trade	
Work in progress	
Other current assets	
Total current assets	
Non-current assets	
Marketable securities	
Freehold property	
Leasehold property	
Plant and machinery	
Furniture, fittings, equipment, utensils, etc.	
Investments other than marketable securities	
Deferred tax assets	
Intangible assets (eg. patents, trade marks, etc.)	
Other non-current assets	
Total non-current assets	
Total assets	
Liabilities	
Current liabilities	
Bank overdraft	
Bills payable	
Trade accounts	
Current tax liabilities	
Provisions	

Interest bearing loans and borrowings	
Non-interest loans and borrowings	
Other current liabilities	
Total current liabilities	
Non-current liabilities	
Deferred tax liabilities	
Provisions	
Interest bearing loans and borrowings	
Non-interest loans and borrowings	
Other non-current liabilities	
Total non-current liabilities	
Total assets	
Net assets/(liabilities)	
Equity	
Issued and paid up capital	
Reserves	
Retained earnings	
Total funds employed	
Equity attributable to owners of the Company	
Non-controlling interests	
Total equity	

Signature

This form must be signed by a current officeholder of the Company or current officeholder of the Manager of the Managed Investment Scheme.

I certify that the information in this form is true and complete and the attached documents marked () are true copies.

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A67
Section 400(2)(b)
of the Companies Act 2015

**APPLICATION FOR EXTENSION OF PERIOD TO PROVIDE AN ANNUAL REPORT
TO MEMBERS**

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company / Managed Investment Scheme details

Company / Managed Investment Scheme name

Company number (if applicable).....

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation

Contact name

Position description

Telephone number (during business hours)

Email address (optional)

Level/Office building

Street number and street

Town/City

Island

Extension application for period to provide an Annual Report to Members

We apply to extend the period for lodgement of the Annual Report to Members from a period ending on / / (being 4 months after the end of the Financial Year) to a period ending on / / The reasons for this extension application are as follows:

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

Signature

This form must be signed by a current officeholder of the Company or current officeholder of the Manager of the Managed Investment Scheme.

I certify that the information in this form is true and complete.

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A68
Sections 403, 404
of the Companies Act 2015

COPY OF ANNUAL REPORT OR PROFORMA FINANCIAL STATEMENTS

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company / Managed Investment Scheme details

Company / Managed Investment Scheme name

Company number (if applicable).....

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation

Contact name

Position description

Telephone number (during business hours)

Email address (optional)

Level/Office building

Street number and street

Town/City

Island

A. Reason for lodgement of Annual Report

- ☐ Public Company
- ☐ Large Private Company
- ☐ Managed Investment Scheme
- ☐ Amendment of Annual Report (Public Company)
- ☐ Amendment of Annual Report (Large Private Company)
- ☐ Amendment of Annual Report (Managed Investment Scheme)
- ☐ Small Private Company or Medium Private Company that is controlled by a person resident outside Fiji or by a corporation incorporated outside Fiji for all or part of the year and is not consolidated for that period in Financial Statements for that year Lodged with the Registrar by a registered Foreign Company or a Company or Managed Investment Scheme.
- ☐ Small Private Company or Medium Private Company that is directed by the Registrar to prepare and lodge Financial Statements and a Directors' Report.

- ☐ Small Private Company or Medium Private Company that is directed by Members to prepare and lodge Financial Statements and a Directors' Report.

B. Reason for lodgement of Proforma Financial Statements

- ☐ Medium Private Company
- ☐ Small Private Company that is controlled by a person resident outside Fiji or by a corporation incorporated outside Fiji for all or part of the year and is not consolidated for that period in Financial Statements for that year Lodged with the Registrar by a registered Foreign Company or a Company or Managed Investment Scheme.
- ☐ Small Private Company that is directed by the Registrar to prepare and lodge Proforma Financial Statements and a Directors' Report.
- ☐ Amendment of Proforma Financial Statements (Medium Private Company)

C. Details of Financial Year

Financial year begins on / /

Financial year ends on / /

D. Details of auditor (if applicable)

Surname

First name(s)

Former name

If the appointed auditor is a member or employee of a firm or Company, you must also provide the details for the firm or Company.

OR

Firm details

Company name

Company number (if incorporated in Fiji)

Country of incorporation (if not Fiji)

Level/Office building

Street number and street

Town/City

Island/State/Territory.....

Postcode

Country (if not Fiji)

E. Documents attached

☐ The attached Annual Report incorporates the following documents:

☐ Financial Statements

OR

☐ Consolidated Financial Statements if required by Accounting Standards.

☐ Directors' declaration regarding Financial Statements or Consolidated Financial Statements (as applicable)

☐ Directors' Report

☐ Auditor's Report

OR

☐ Proforma Financial Statements

Signature

This form must be signed by a current officeholder of the Company or current officeholder of the Manager of the Managed Investment Scheme.

I certify that the information in this form is true and complete and the attached documents marked () are true copies.

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A69
Section 403
of the Companies Act 2015

**APPLICATION FOR EXTENSION OF PERIOD FOR LODGEMENT OF ANNUAL
REPORT OR PROFORMA FINANCIAL STATEMENTS**

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company / Managed Investment Scheme details

Company / Managed Investment Scheme name

Company number (if applicable).....

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation

Contact name

Position description

Telephone number (during business hours)

Email address (optional)

Level/Office building

Street number and street

Town/City

Island

A. Reason for lodgement of Annual Report

- ☐ Public Company
- ☐ Large Private Company
- ☐ Managed Investment Scheme
- ☐ Amendment of Annual Report (Public Company)
- ☐ Amendment of Annual Report (Large Private Company)
- ☐ Amendment of Annual Report (Managed Investment Scheme)
- ☐ Small Private Company or Medium Private Company that is controlled by a person resident outside Fiji or by a corporation incorporated outside Fiji for all or part of the year and is not consolidated for that period in Financial Statements for that year Lodged with the Registrar by a registered Foreign Company or a Company or Managed Investment Scheme.

- ☐ Small Private Company or Medium Private Company that is directed by the Registrar to prepare and lodge Financial Statements and a Directors' Report.
- ☐ Small Private Company or Medium Private Company that is directed by Members to prepare and lodge Financial Statements and a Directors' Report.

B. Reason for lodgement of Proforma Financial Statements

- ☐ Medium Private Company
- ☐ Small Private Company that is controlled by a person resident outside Fiji or by a corporation incorporated outside Fiji for all or part of the year and is not consolidated for that period in Financial Statements for that year Lodged with the Registrar by a registered Foreign Company or a Company or Managed Investment Scheme.
- ☐ Small Private Company that is directed by the Registrar to prepare and lodge Proforma Financial Statements and a Directors' Report.
- ☐ Amendment of Proforma Financial Statements (Medium Private Company)

C. Details of Financial Year

Financial year begins on / /

Financial year ends on / /

D. Extension application for lodgement of Annual Report or Proforma Financial Statements

We apply to extend the period for lodgement of the Annual Report or Proforma Financial Statements from a period ending on / / (being 4 months after the end of the Financial Year) to a period ending on / / (being 6 months after the end of the Financial Year). The reasons for this extension application are as follows:

.....

Signature

This form must be signed by a current officeholder of the Company or current officeholder of the Manager of the Managed Investment Scheme.

I certify that the information in this form is true and complete.

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A70
Section 409
of the Companies Act 2015

STATEMENT IN RELATION TO COMPANY SOLVENCY

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company details

Company name
Company number

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

Company Solvency status

☐ Negative Solvency Resolution passed

The Directors of the Company have passed a resolution that, in their opinion, there are not reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

Date of resolution / /

☐ Solvency Resolution not passed

The Directors of the Company have not passed a Solvency Resolution within 2 months after the anniversary of the day on which the Company was registered.

Anniversary date / /

Signature

This form must be signed by a current officeholder of the Company.

I certify that the information in this form is true and complete.

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

THE MINISTRY OF JUSTICE
OF
THE REPUBLIC OF FIJI

FORM A71
Sections 410, 493
of the Companies Act 2015

APPLICATION OR RENEWAL OF REGISTRATION AS AN AUDITOR OR A LIQUIDATOR

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

- ☐ Initial application
☐ Renewal

A. Applicant details

Address must not be a Post Office Box. Must be a street address.

Surname
First name(s)
Former name

Level/Office building
Street number and street
Town/City
Island

I am applying to be registered as:

- ☐ an Auditor
☐ a liquidator
☐ a liquidator of a specified Company or Managed Investment Scheme that is to be wound up under the Companies Act 2015.

Company / Managed Investment Scheme name
Company number (if applicable).....

Country of incorporation (if not Fiji)

B. Principal place of practice

- If you are a member or employee of a firm or Company, you must also provide the details for the firm or Company.
- Address must not be a Post Office Box. Must be a street address.

Company name
 Company number (if incorporated in Fiji)
 Country of incorporation (if not Fiji)

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory
 Postcode
 Country (if not Fiji)

C. Residency

Do you ordinarily reside in Fiji?

☐ Yes ☐ No

D. Qualifications and skills for Auditor

Do you hold a degree, diploma or certificate from a university or another institution in or outside of Fiji?

☐ Yes ☐ No

If yes, please attach a copy of the degree, diploma or certificate.

Are you a chartered accountant with a current Certificate of Public Practice issued by the Fiji Institute of Accountants in accordance with the Fiji Institute of Accountants Act (Cap. 259)?

☐ Yes ☐ No

If yes, please attach a certified copy of the certificate.

E. Qualifications and skills for liquidator

Do you hold a degree, diploma or certificate from a university or another institution in or outside of Fiji?

☐ Yes ☐ No

If yes, please attach a certified copy of the degree, diploma or certificate.

Are you a chartered accountant with a current Certificate of Public Practice issued by the Fiji Institute of Accountants in accordance with the Fiji Institute of Accountants Act (Cap. 259)?

☐ Yes ☐ No

If yes, please attach a certified copy of the certificate.

If you are applying for registration as a liquidator or a liquidator of a specified Company or Managed Investment Scheme that is to be wound up under the Companies Act 2015, please provide information in an annexure to:

- (a) satisfy the Ministry of Justice as to your experience in connection with Companies to which a Receiver or Manager have been appointed, or are being wound up; and
- (b) satisfy the Ministry of Justice that you are capable of performing the duties of a liquidator and are otherwise a fit and proper person to be registered as a liquidator.

F. Suitability

Have you at any time been declared bankrupt or insolvent in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Have you at any time been disqualified from being an officer, auditor or liquidator of a company or business in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Have you at any time been refused registration as, or excluded or suspended from practice as, an auditor or liquidator of a company or business in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Do you have any legal or disciplinary proceedings pending against you in Fiji or any other foreign country that may result in action that would require disclosure under any of the above items?

☐ Yes ☐ No

If yes, please provide details in an annexure.

In the last 5 years have you resigned or been removed from office as an auditor or a liquidator of a company or business in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure, including:

- (a) the type of office (auditor or liquidator);
- (b) whether the manner of ceasing was resignation or removal;
- (c) the date of ceasing;
- (d) the Company name and Company number (if applicable); and
- (e) the reason for ceasing.

Signature

I apply for registration as an Auditor or liquidator (as applicable) on the basis of the information in this form and any attachments. The information in this form and any annexures is true and correct at the time of signing.

Name

Signature

Date signed / /

THE MINISTRY OF JUSTICE
OF
THE REPUBLIC OF FIJI

FORM A72
Sections 411, 417
of the Companies Act 2015

CERTIFICATE OF REGISTRATION OF AUDITOR OR LIQUIDATOR

This is to certify that:

(Name)

is registered under the Companies Act 2015 as:

- ☐ an Auditor
- ☐ a liquidator
- ☐ a liquidator of a specified Company or Managed Investment Scheme that is to be wound up under the Companies Act 2015.

Company / Managed Investment Scheme name

.....
Company number (if applicable).....

Country of incorporation (if not Fiji)

Registration Number:

(The following conditions are imposed on the registration: (insert conditions if applicable)).

Registration valid until / /

Issued by the Ministry of Justice of the Republic of Fiji on / /

Name

Signature

THE MINISTRY OF JUSTICE
OF
THE REPUBLIC OF FIJI

FORM A73
Section 416(1)(a)
of the Companies Act 2015

NOTIFICATION OF RESIGNATION, REMOVAL OR CESSATION OF AUDITOR OR LIQUIDATOR

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) and/or complete an annexure and submit as part of this lodgement.

Company / Managed Investment Scheme details

Company / Managed Investment Scheme name

Company number (if applicable).....

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation

Contact name

Position description

Telephone number (during business hours)

Email address (optional)

Level/Office building

Street number and street

Town/City

Island

A. Details of resignation, removal or cessation of auditor or liquidator

- ☐ Notice was received of the resignation of the auditor.

Date of receipt of notice of resignation / /

- ☐ The auditor/liquidator was removed from office.

Date of removal / /

- ☐ The auditor/liquidator is deceased.

Date of death / /

- ☐ The auditor/liquidator has been disqualified in Fiji or another foreign country.

Date of disqualification / /

- ☐ The Company or Managed Investment Scheme is being wound up.

Date of resolution or date of Court Order / /

B. Details for auditor/liquidator

Surname
 First name(s)
 Former name

OR

Firm details

Level/Office building
 Street number and street
 Town/City
 Island

Principal place of practice

If you are a member or employee of a firm or Company, you must also provide the details for the firm or Company.

Company name
 Company number (if incorporated in Fiji)
 Country of incorporation (if not Fiji)

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

Signature

I certify that the information in this form is true and complete.

Name

Signature

Date signed / /

THE MINISTRY OF JUSTICE
OF
THE REPUBLIC OF FIJI

FORM A74
Section 416(1)(b)
of the Companies Act 2015

NOTIFICATION OF APPOINTMENT OF AUDITOR OR LIQUIDATOR

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company / Managed Investment Scheme details

Company / Managed Investment Scheme name

Company number (if applicable).....

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation

Contact name

Position description

Telephone number (during business hours)

Email address (optional)

Level/Office building

Street number and street

Town/City

Island

Details of auditor/liquidator

Address must not be a Post Office Box. Must be a street address.

Surname

First name(s)

Former name

OR

Firm details

Nominated registered auditor for signing documents

Registered Number

Level/Office building

Street number and street

Town/City

Island

Principal place of practice

- If you are a member or employee of a firm or company, you must also provide the details for the firm or company.
- Address must not be a Post Office Box. Must be a street address.

Company name

Company number (if incorporated in Fiji)

Country of incorporation (if not Fiji)

Level/Office building

Street number and street

Town/City

Island/State/Territory.....

Postcode

Country (if not Fiji)

Signature

I certify that the information in this form is true and complete.

Name

Signature

Date signed / /

THE MINISTRY OF JUSTICE
OF
THE REPUBLIC OF FIJI

FORM A75
Sections 416(1)(c), 416(2)
of the Companies Act 2015

CHANGE TO DETAILS OF AUDITOR OR LIQUIDATOR

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

A. Address of Auditor or liquidator

Surname
First name(s)
Former name

Previous address

Level/Office building
Street number and street
Town/City
Island

New address

Level/Office building
Street number and street
Town/City
Island

B. Principal place of practice

If you are a member or employee of a firm or company, you must also provide the details of any changes to the firm or company or its details.

Previous Firm or company

Company name
 Company number (if incorporated in Fiji)
 Country of incorporation (if not Fiji)

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

New Firm or company

Company name
 Company number (if incorporated in Fiji)
 Country of incorporation (if not Fiji)

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

C. Disqualification as an Officer

Have you been disqualified from being an Officer of a Company under Part 12 of the Companies Act 2015 since being registered as an Auditor or liquidator?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Signature

I certify that the information in this form is true and complete.

Name

Signature

Date signed / /

THE MINISTRY OF JUSTICE
OF
THE REPUBLIC OF FIJI

FORM A76
Section 417
of the Companies Act 2015

NOTICE OF REGISTRATION OF AUDITOR OR LIQUIDATOR

Notice to:

Surname
First name(s)
Former name

Level/Office building
Street number and street
Town/City
Island

This is a notice that your registration under the Companies Act 2015 as (an Auditor / a liquidator) is subject to the following conditions:

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

Issued by the Ministry of Justice on / /

Name

Signature

THE MINISTRY OF JUSTICE
OF
THE REPUBLIC OF FIJI

FORM A77
Sections 418, 419
of the Companies Act 2015

**NOTICE OF CANCELLATION OF REGISTRATION AS AN AUDITOR OR
LIQUIDATOR**

To:

Surname
First name(s)

Level/Office building
Street number and street
Town/City
Island/State/Territory
Postcode
Country (if not Fiji)

Details of notice

This is a notice that your registration as:

- ☐ an auditor
- ☐ a liquidator
- ☐ a liquidator of a specified Company or Managed Investment Scheme that is to be wound up under the Companies Act 2015,

Company / Managed Investment Scheme name

.....
Company number (if applicable).....

Country of incorporation (if not Fiji)

has been cancelled:

- ☐ following a request by you (section 418)
- ☐ because you have become bankrupt or insolvent (section 419(1)(a))
- ☐ because you have become disqualified from acting as an officer of a Company under Part 12 of the Companies Act 2015 (section 419(1)(b))
- ☐ because you have contravened section 412 of the Companies Act 2015 (section 419(1)(c)).

Issued by The Ministry of Justice on / /

Name

Signature

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A78
Section 428
of the Companies Act 2015

APPLICATION FOR CONSENT TO RESIGN AS AN AUDITOR

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company / Managed Investment Scheme details

Company / Managed Investment Scheme name

Company number (if applicable).....

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation

Contact name

Position description

Telephone number (during business hours)

Email address (optional)

Level/Office building

Street number and street

Town/City

Island

Details of auditor/liquidator

Address must not be a Post Office Box. Must be a street address.

Surname

First name(s)

Former name

OR

Firm details

Level/Office building

Street number and street

Town/City

Island

Principal place of practice

- If you are a member or employee of a firm or Company, you must also provide the details for the firm or Company.
- Address must not be a Post Office Box. Must be a street address.

Company name
 Company number (if incorporated in Fiji)
 Country of incorporation (if not Fiji)

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory
 Postcode
 Country (if not Fiji)

Request for consent

I/We apply for consent from the Registrar to resign as auditor of the Company or Managed Investment Scheme (as applicable) effective as at / /

The reasons for this application are

- ☐ Set out below
☐ In the attached annexure

.....

Signature

I certify that the information in this form is true and complete.

Name

Position

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A79
Section 428
of the Companies Act 2015

NOTICE OF CONSENT TO RESIGNATION AS AN AUDITOR

To:

Surname
First name(s)

OR

Firm

Level/Office building
Street number and street
Town/City
Island/State/Territory.....
Postcode
Country (if not Fiji)

Details of notice

This is a notice that the Registrar consents to your resignation as an auditor of a Company or
Managed Investment Scheme as detailed below:

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

Issued by the Registrar of Companies of the Republic of Fiji on / /

Name

Signature

THE MINISTRY OF JUSTICE
OF
THE REPUBLIC OF FIJI

FORM A80
Section 428(6)
of the Companies Act 2015

NOTIFICATION OF RESIGNATION OR REMOVAL OF AUDITOR

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company / Managed Investment Scheme details

Company / Managed Investment Scheme name

Company number (if applicable).....

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation

Contact name

Position description

Telephone number (during business hours)

Email address (optional)

Level/Office building

Street number and street

Town/City

Island

A. Details of resignation or removal of auditor

☐ Notice was received of the resignation of the auditor.

Date of receipt of notice of resignation / /

☐ The auditor was removed from office.

Date of removal / /

B. Details of auditor/liquidator

Surname

First names

Former name

Level/Office building

Street number and street

Town/City

Island

Signature

I certify that the information in this form is true and complete.

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

THE MINISTRY OF JUSTICE
OF
THE REPUBLIC OF FIJI

FORM A81
Section 430
of the Companies Act 2015

NOTICE OF CONFLICT OF INTEREST

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

Details of auditor/liquidator

Address must not be a Post Office Box. Must be a street address.

Surname
First names
Former name

Level/Office building
Street number and street
Town/City
Island

We notify the Registrar that:

- ☐ a conflict of interest situation exists as detailed below
- ☐ a conflict of interest situation continues to exist as detailed below
- ☐ a conflict of interest situation has been resolved as detailed below

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

Signature

I certify that the information in this form is true and complete.

Name

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A82
Sections 450, 534
of the Companies Act 2015

REPORT AS TO AFFAIRS

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company details

Company name
Company number

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

A. Reason for Report

- ☐ Appointment of a Receiver or Manager Section 450
 Date of appointment / /
 Nature of appointment
- ☐ Winding up order Section 534
 Date of order / /
- ☐ Appointment of provisional liquidator Section 534
 Date of appointment / /
- ☐ Other Section
 Brief description

B. Date of report / /

C. Assets and liabilities

Assets and liabilities

No.	Item	Valuation (for each entry show whether cost or net book amount) (\$)	Estimated Realisable Values (\$)
2.1	Assets not specifically charged		
	(a) interest in land as detailed in Schedule A		
	(b) sundry debtors as detailed in Schedule B		
	(c) cash on hand		
	(d) cash at bank		
	(e) stock as detailed in annexed inventory		
	(f) work in progress as detailed in annexed inventory		
	(g) plant and equipment as detailed in inventory		
	(h) other assets as detailed in Schedule C		
	Sub Total		
2.2	Assets subject to specific security interests, as specified in Schedule D		
	Less amounts owing as detailed in Schedule D		
	Total Assets		
	Total Estimated Realisable Values		
2.3	Less payable in advance of secured creditor(s)		
	Less amounts owing for employee entitlements as detailed in Schedule E		
2.4	Less amounts owing and secured by debenture or floating charge over assets		
2.5	Less preferential claims ranking behind secured creditors as detailed in Schedule F		
2.6	Less balances owing to partly secured creditors as detailed in Schedule G		
	Amount claimed \$		

	Security held \$		
2.7	Less creditors (unsecured) as detailed in Schedule H		
	Amount claimed \$		

Contingent assets and liabilities

No.	Item	Valuation (for each entry show whether cost or net book amount) (\$)	Estimated Realisable Values (\$)
2.8	Contingent assets Estimated to produce as detailed in Schedule I		
2.9	Contingent liabilities Estimated to rank as detailed in Schedule J		

Summary

- ☐ Estimated deficiency
- ☐ Estimated surplus
 - ☐ Subject to costs of Receiver or Manager
 - ☐ Subject to costs of liquidation

Share capital \$

Issued \$

Paid up \$

D. Schedules

Schedules A, B, C and D are to show the method and manner of arriving at the valuation of the assets.

Schedule A – Interests in land

Address and description of property	Valuation (\$)	Estimated realisable value (\$)	Valuation for local government purposes	Particulars of tenancy	Short particulars to title

Schedule B – Sundry debtors (including loan debtors)

Name and address of debtor	Amount owing (\$)	Amount realisable (\$)	Deficiency	Particulars of security (if any) held	Explanation of deficiency

Schedule C – Other assets

Description of deposit or investment	Amount (\$)	
	Cost	Amount realisable
Deposits		
Investments		

Schedule D – Assets subject to specific Charges

Description of asset	Date Charge granted	Description of Charge	Name and address of Charge holder	Terms of repayment	Valuation (\$)	Estimated realisable value (\$)	Amount owing under security (\$)

Schedule E – Claims by employees

Employee's name and address	Wages	Holiday pay (\$)	Long service leave (\$)	Estimated liability (\$)

--	--	--	--	--

Schedule F – Preferential creditors (other than those in Schedule E)

Name, address and occupation of preferential creditor	Description of amount owing	Amount owing (\$)

Schedule G – Partly secured creditors

Name, address and occupation of creditor	Description of security held	Name of security	Date security interest given	Terms of repayment	Estimated value of security (\$)	Amount owing to creditor (\$)	Amount estimated to rank as unsecured (\$)

Schedule H – Unsecured creditors

Name, address and occupation of creditor	Amount claimed by creditor (\$)	Amount admitted as owing (\$)	Reasons for difference between amount claimed and admitted (if any)

Schedule I – Contingent assets

Description of asset	Gross asset (\$)	Estimated to produce (\$)

Schedule J – Contingent liabilities

Name, address and occupation of creditor	Nature of liability	Gross liability (\$)	Estimated rank for (\$)

Signature

This form must be signed by two current officeholders of the Company including the secretary of the Company.

I certify that the information in this form is true and complete.

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

I certify that the information in this form is true and complete.

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A83
Sections 452, 547
of the Companies Act 2015

REPORT OF RECEIPTS AND PAYMENTS

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company details

Company name

Company number

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation

Contact name

Position description

Telephone number (during business hours)

Email address (optional)

Level/Office building

Street number and street

Town/City

Island

A. Reason for report

- ☐ Appointment of a Receiver or Manager Section 450
- Date of appointment / /
- Nature of appointment
-
- ☐ Winding up order Section 534
- Date of order / /
-
- ☐ Appointment of provisional liquidator Section 534
- Date of appointment / /
-
- ☐ Other Section
- Brief description
-
-
-
-
-

B. Date of report / /

C. Assets and liabilities

Assets and liabilities

No.	Item	Amount (\$)
2.1	Receipts	
	(Exclude the principal component of matured investments)	
	Total amounts received by you before the period for which this account has been made up	
	Total amounts received by you during the period for which this account has been made up (Complete detailed schedule in Part D)	
	Total receipts (this total carried forward to next report)	
2.2	Payments	
	(Exclude principal amounts invested or rolled over)	
	Total payments made by you before the period for which this account has been made up	
	Payments made by you during the period for which this account has been made up (Complete detailed schedule in Part D)	
	Total payment (this total carried forward to next report)	
2.3	Reconciliation of money held	
	Cash in hand	
	Cash at bank	
	Credit as per bank statement \$	
	Less unrepresented cheques \$	
	Add outstanding deposits \$	
	Amounts invested and not converted to cash	
	Total balance of money held	

D. Detailed account of receipts and payments for the period

Receipts

Date	Receipts from	Nature of receipts/explanation	Amount (\$)

Payments

Date	Payments from	Nature of payments/explanation	Amount (\$)

Signature

This form must be signed by the Receiver or Manager or liquidator of the Company.

I certify that the information in this form is true and complete.

Name

Capacity

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A84
Sections 585(2), 588(2), 596(2)
of the Companies Act 2015

NOTICE OF MEETING

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company details

Company name
Company number

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

A. Type of meeting

- | | |
|--|----------------|
| ☐ Final meeting for Members' Voluntary Winding Up | Section 585(2) |
| ☐ First meeting for Creditors' Voluntary Winding Up | Section 588(2) |
| ☐ Final meeting for Creditors' Voluntary Winding Up | Section 596(2) |
| ☐ Other | Section |

Brief description

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

B. Details of resolution

Date of meeting or resolution / /

The resolution

☐ Set out below

☐ In the attached annexure

is proposed to be passed or agreed to (as required) as a special or ordinary resolution (as applicable) in accordance with the Companies Act 2015.

.....

C. Notice of meeting

The following document must be lodged with this application.

☐ Notice of meeting attached.

Signature

This form must be signed by a current officeholder of the Company.

I certify that the information in this form is true and complete.

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A85
Section 578
of the Companies Act 2015

DECLARATION OF SOLVENCY

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company details

Company name
Company number

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

A. Declaration

The person(s) listed below declare that:

I/We constitute a majority of the directors of the Company, and
I/We have enquired into the affairs of the Company.

At a meeting of directors, I/We have formed the opinion that the Company will be able to pay its debts by / / being a date within 12 months of the commencement of the winding up.

A correct statement of the Company's assets and liabilities as at the latest practicable date (specified in this declaration) before the making up of this declaration is

- ☐ Set out below
- ☐ In the attached annexure.

B. Statement of assets and liabilities

Date of statement ... / ... / ...

Assets	Estimated realisable value (\$)
Cash at bank	
Cash on hand	
Marketable Securities	
Bills receivable	
Trade debtors	
Loans and advances	
Unpaid calls	
Stock in trade	
Work in progress, as detailed in inventory	
Freehold property	
Leasehold property	
Plant and machinery	
Furniture, fittings, utensils, etc	
Intangible assets (eg. Patents, trade marks, etc)	
Investments other than marketable Securities	
Other property, as detailed in inventory	
Estimated realisable value of assets	

Liabilities	Estimated liability (\$)
Secured on specific assets (Please list)	
Subtotal	
Secured by floating Charge(s)	
Subtotal	
Estimated expenses of winding up	
Other estimated expenses (including interest accruing until payment of debts in full)	
Subtotal	
Unsecured creditors (amount estimated to rank for payment)	
Trade accounts	
Bills payable	
Accrued expenses	
Other liabilities	
Subtotal	
Contingent liabilities (Please list)	
Total estimated liabilities	

Estimated surplus after paying debts in full	

Signature

This form must be signed by a majority of directors of the Company.

I certify that the information in this form is true and complete.

Name

Signature

Date signed / /

Name

Signature

Date signed / /

Name

Signature

Date signed / /

Name

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A86
Section 583
of the Companies Act 2015

NOTICE OF POTENTIAL INABILITY TO PAY DEBTS WITHIN DECLARATION PERIOD

Company details

Company name
Company number

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

Details of auditor/liquidator

Address must not be a Post Office Box. Must be a street address.

Surname
First name(s)
Former name

Level/Office building
Street number and street
Town/City
Island

Details of suspected contravention

I am of the opinion that the Company will not be able to pay its debts in full within the period stated in the declaration under section 578 of the Companies Act 2015.

Signature

I certify that the information in this form is true and complete.

Name

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A87
Sections 584, 595
of the Companies Act 2015

APPLICATION FOR EXTENSION OF PERIOD TO HOLD GENERAL MEETING

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company details

Company name
Company number

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

Details of auditor/liquidator

Address must not be a Post Office Box. Must be a street address.

Surname
First name(s)
Former name

Level/Office building
Street number and street
Town/City
Island

Extension application for period to call meeting

I apply to extend the period for holding a General Meeting from a period ending on
... / ... / ... to a period ending on ... / ... / ... The
reasons for this extension application are as follows:

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

Signature

I certify that the information in this form is true and complete.

Name

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A88
Section 588
of the Companies Act 2015

NOTIFICATION OF MEETING CONVENED BY LIQUIDATOR

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company details

Company name
Company number

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

A. Details of meeting

Date of meeting / /

Action

- ☐ The meeting was held
☐ The meeting was convened but no quorum was present

Signature

This form must be signed by the liquidator.

I certify that the information in this form is true and complete and the attached documents marked () are true copies.

Name

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A89
Sections 585(3), 585(4), 596(3), 596(4)
of the Companies Act 2015

NOTIFICATION OF FINAL MEETING CONVENED BY LIQUIDATOR

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company details

Company name
Company number

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

A. Details of meeting

Purpose of meeting

To present an account:

- showing how the winding up of the Company had been conducted;
- showing how the property of the Company had been disposed of; and
- giving any necessary explanations.

Type of meeting

- ☐ Meeting of Members
☐ Meeting of Members and creditors

Date of meeting / /

Action

- ☐ The meeting was held
☐ The meeting was convened but no quorum was present

B. Documents lodged with this form

The following document must be lodged with this form.

- ☐ A copy of the account presented at the meeting.

Signature

This form must be signed by the liquidator.

I certify that the information in this form is true and complete and the attached documents marked () are true copies.

Name

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A90
Section 602(1)
of the Companies Act 2015

APPLICATION FOR VOLUNTARY DEREGISTRATION OF A COMPANY

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company details

Company name
Company number

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

Application

I, the applicant, apply to deregister the above Company under section 602 of the Companies Act 2015.

Declaration

I declare that the statements below are correct.

- (a) all the Members of the Company have resolved to Deregister the Company;
- (b) the Company is not Carrying on Business;
- (c) the Company's assets are worth less than \$1,000;
- (d) the Company has paid all fees and penalties payable under the Companies Act 2015;
- (e) the Company has no outstanding liabilities; and
- (f) the Company is not a party to any legal proceedings.

Details of the applicant

Surname
 First name(s)

OR

Company name
 Company number (if incorporated in Fiji)
 Country of incorporation (if not Fiji)

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

Details of nominee

If the applicant is the Company, it must nominate a person to be given notice of the deregistration.

Surname
 First name(s)

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

Signature

This form must be signed by a current officeholder of the Company.

I certify that the information in this form is true and complete.

Name

Capacity

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A91
Sections 602(7), 603(4), 603(6), 604
of the Companies Act 2015

NOTICE OF DEREGISTRATION OF COMPANY

To:

Surname
First name(s)

OR

Company name
Company number (if incorporated in Fiji)
Country of incorporation (if not Fiji)

Level/Office building
Street number and street
Town/City
Island/State/Territory
Postcode
Country (if not Fiji)

Details of notice

This is a notice that:

Company name
Company number

has been deregistered under the Companies Act 2015:

- ☐ following an application to voluntarily deregister the Company in accordance with section 602 of the Companies Act 2015
- ☐ following a decision of the Registrar to deregister the Company in accordance with section 603 of the Companies Act 2015 because:
 - ☐ the Company has not Lodged any other documents under the Companies Act 2015 in the last 18 months and the Registrar has no reason to believe that the Company is Carrying on Business (section 603(1))
 - ☐ the Company's Prescribed Registration Fee has not been paid in full at least 12 months after the due date for payment (section 603(2))
 - ☐ the Company is being wound up and the Registrar has reason to believe that:
 - ☐ the liquidator is no longer acting (section 603(3)(a))

- ☐ the Company's Affairs have been fully wound up and a return that the liquidator should have Lodged is at least 6 months late (section 603(3)(b))
- ☐ the Company's Affairs have been fully wound up and the Company has no Property or not enough Property to cover the costs of obtaining a Court order for the Company's deregistration (section 603(3)(c))
- ☐ in accordance with a Court order to deregister the Company under Part 36 of the Companies Act 2015 (section 604(a)(i))
- ☐ in accordance with a Court order to deregister the Company under section 570 of the Companies Act 2015 (section 604(a)(ii))
- ☐ in accordance with section 585 of the Companies Act 2015 (section 604(b)).

The date of deregistration is / /

Issued by the Registrar of Companies of the Republic of Fiji on / /

Name

Signature

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A92
Section 609
of the Companies Act 2015

NOTICE OF REINSTATEMENT OF COMPANY

To:

Surname
First name(s)

OR

Company name
Company number (if incorporated in Fiji)
Country of incorporation (if not Fiji)

Level/Office building
Street number and street
Town/City
Island/State/Territory.....
Postcode
Country (if not Fiji)

Details of notice

This is a notice that:

Company name
Company number

has been reinstated under the Companies Act 2015.

The date of reinstatement is / /

Issued by the Registrar of Companies of the Republic of Fiji on / /

Name

Signature

(RESERVE BANK OF FIJI/REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI)

FORM A93
Section 628
of the Companies Act 2015

PENALTY NOTICE

To:

Surname
First name(s)

OR

Company name
Company number (if incorporated in Fiji)
Country of incorporation (if not Fiji)

Level/Office building
Street number and street
Town/City
Island/State/Territory
Postcode
Country (if not Fiji)

It is alleged that at (insert place)
on / / you committed an offence under or in relation to (insert
provision under or in relation to which the offence is alleged to have been committed) section
because you (set out particulars of alleged offence, including description of alleged conduct constituting the
offence. Where applicable, include the name of any Company in connection with which the offence is alleged to
have been committed):

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

This offence is a prescribed offence.

Prescribed Penalty: \$

Payable to: (The Reserve Bank of Fiji/ Registrar of Companies of the Republic of Fiji)

☐ **This is a penalty notice which relates to an offence constituted by a failure to do a particular act or thing.**

Provide details of the obligation.

.....

.....

.....

.....

Take notice that:

(a) the obligation continues, despite the service of this notice or the payment of the prescribed penalty; and

(b) if, within 21 days after the date of service of this notice, you:

(i) pay the prescribed penalty; and

(ii) fulfil the obligation,

no further action will be taken against you in relation to the offence described in this penalty notice; and

(c) if, at the end of 21 days after the date of service of this notice, you:

(i) have not paid the prescribed penalty; or

(ii) have not fulfilled the obligation,

proceedings may be instituted against you.

☐ **This is a penalty notice which relates to an offence other than one constituted by a failure to do a particular act or thing.**

Provide details of the obligation.

.....

.....

.....

.....

Take notice that if, within 21 days after the date of service of this notice, you pay the prescribed penalty, no further action will be taken against you in relation to the offence described in this penalty notice.

If, at the end of 21 days after the date of service of this notice, you have not paid the prescribed penalty, proceedings may be instituted against you.

Payment of the penalty is not an admission of liability: see section 628(6).

Issued by the (Registrar of Companies of the Republic of Fiji/Reserve Bank of Fiji) on /
... .. /

Name

Signature

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A94
Section 690
of the Companies Act 2015

NOTICE REQUIRING APPEARANCE FOR EXAMINATION

To:

Surname
First name(s)

OR

Company name
Company number (if incorporated in Fiji)
Country of incorporation (if not Fiji)

Level/Office building
Street number and street
Town/City
Island/State/Territory
Postcode
Country (if not Fiji)

Details of the notice

- ☐ The Registrar of Companies of the Republic of Fiji and/or
☐ the Reserve Bank of Fiji,

on reasonable grounds, suspects or believes that you can give information relevant to a matter that it is investigating, or is to investigate, under Division 1 of Part 44 of the Companies Act 2015.

The general nature of the matter is as follows:

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

You are required:

(a) to give to the Registrar or the Reserve Bank (as applicable), all reasonable assistance in connection with the investigation; and

(b) to appear before (insert name) , (insert position title)
..... of

- ☐ the Registrar of Companies of the Republic of Fiji and/or
☐ the Reserve Bank of Fiji (as applicable),

at (insert place) on / / at (insert time)
..... for examination on oath and to answer questions.

Issued by

To be signed by the issuing body only.

Issued by the Registrar of Companies of the Republic of Fiji on / /

Name

Signature

Issued by the Reserve Bank of Fiji on / /

Name

Signature

(RESERVE BANK OF FIJI/REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI)

FORM A95
Sections 701, 702, 703
of the Companies Act 2015

NOTICE REQUIRING THE PRODUCTION OF BOOKS OR DOCUMENTS

To:

Surname
First name(s)

OR

Company name
Company number (if incorporated in Fiji)
Country of incorporation (if not Fiji)

Level/Office building
Street number and street
Town/City
Island/State/Territory.....
Postcode
Country (if not Fiji)

This is a notice to produce:

- ☐ Books about Affairs of a Company or Managed Investment Scheme
- ☐ Books about Securities
- ☐ Documents in a person's possession.

Details of notice to produce Books about Affairs of a Company or Managed Investment Scheme

- ☐ The Reserve Bank of Fiji and/or
- ☐ the Registrar of Companies of the Republic of Fiji,

requires you to produce the following Books:

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

to (insert name) , (insert position title)
of

- ☐ the Reserve Bank of Fiji and/or
- ☐ the Registrar of Companies of the Republic of Fiji (as the case may be),

at (insert place) on ... / ... / ... at (insert time)
.....

Details of notice to produce Books about Securities

The Reserve Bank of Fiji requires you to produce the following Books:

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

to (insert name) , (insert position title)
of the Reserve Bank of Fiji at (insert place) on
... / ... / ... at (insert time)

Details of notice to produce documents in a person's possession

- ☐ The Registrar of Companies of the Republic of Fiji and/or
☐ the Reserve Bank of Fiji,

requires you to produce the following documents in your possession:

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

to (insert name) , (insert position title)
of
☐ the Registrar of Companies of the Republic of Fiji and/or
☐ the Reserve Bank of Fiji (as applicable),
at (insert place) on ... / ... / ... at (insert time)
.....

Issued by

To be signed by the issuing body only.

(Issued by the Registrar of Companies of the Republic of Fiji on ... / ... / ...
...)

Name

Signature

Issued by the Reserve Bank of Fiji on ... / ... / ...

Name

Position

Signature)

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A96
Sections 85, 718
of the Companies Act 2015

NOTIFICATION OF LOCATION OF REGISTER

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company details

Company name
Company number

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

Details of register

- ☐ Register of Members
- ☐ Register of option holders
- ☐ Register of Debenture Holders
- ☐ Register of Charges

Details of change

Date of change / /

Change from:

- ☐ Registered Office
- ☐ principal place of business
- ☐ other address

Level/Office building
Street number and street
Town/City
Island

- ☐ Not applicable

New address

Must not be a Post Office Box. Must be a street address.

Level/Office building
 Street number and street
 Town/City
 Island

Does the company occupy the premises?

☐ Yes ☐ No

If No, name of occupier

.....

☐ Occupier's consent (Select box to indicate the statement below is correct)

The occupier of the premises has consented in writing to the use of the specified address as the address of the registered office of the company and has not withdrawn that consent.

Signature

This form must be signed by a current officeholder of the Company.

I certify that the information in this form is true and complete.

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM A0

Companies Act 2015

ANNEXURE

This is Annexure (insert an identifying letter or symbol, for example, a,b,c or 1,2,3 etc)
of (insert number) pages referred to in Form (insert form number and title)
.....

Company details

Company name
Company number

Name of document annexed

.....

Signature

This form must be signed by a current officeholder of the Company.

Name

Capacity

- ☐ Director
☐ Company secretary

Signature

Date signed / /

SCHEDULE 3

LATE LODGEMENT FEE

<i>Item</i>	<i>Entity</i>	<i>Fee (VEP)</i>
1.	Small Private Company	Lodged within one month* – \$5 Lodged within 3 months* – \$10 Lodged after 6 months* – \$50
2.	Foreign Company	Lodged within one month* – \$100 Lodged within 3 months* – \$200 Lodged after 6 months* – \$1,000
3.	Listed company	Lodged within one month* – \$100 Lodged within 3 months* – \$200 Lodged after 6 months* – \$1,000
4.	Company not listed in items 1 to 3	Lodged within one month* – \$50 Lodged within 3 months* – \$100 Lodged after 6 months* – \$500

* Lodgement after due date.

SCHEDULE 4

PRESCRIBED REGISTRATION FEES

<i>Item</i>	<i>Entity</i>	<i>Prescribed Registration Fee (VEP)</i>
1.	Small Private Company	\$10
2.	Company Limited by Guarantee granted a licence under section 31 of the Act	\$10
3.	Foreign Company	\$1,000
4.	Listed company	\$1,000
5.	Company not listed in items 1 to 4	\$500

SCHEDULE 5

PRESCRIBED SEARCH FEES

<i>Item</i>	<i>Type of search</i>	<i>Fee (VEP)</i>
1.	Inspecting the register of companies in respect of one company	\$10
2.	Certified copy of a certificate of incorporation	\$10
3.	Copy or extract from a document filed in the registry, per folio	\$10 (up to 10 pages), 50 cents per page thereafter
4.	Certification of copy or extract as true and correct	\$10

[LEGAL NOTICE NO. 108]

COMPANIES ACT 2015
(ACT NO. 3 OF 2015)

Companies (Penalties) Regulations 2015

IN exercise of the powers conferred upon me under section 713 of the Companies Act 2015, I hereby make the following Regulations—

Short title and commencement

- 1.—(1) These Regulations may be cited as the Companies (Penalties) Regulations 2015.
- (2) These Regulations shall come into force on 1 January 2016.

Interpretation

- 2.—(1) In these Regulations, unless the context otherwise requires, “Act” means the Companies Act 2015.
- (2) In these Regulations, words and phrases have the same meaning as under the Act unless the context otherwise requires.

Maximum penalty

3. Pursuant to section 626 of the Act, the maximum penalty for an offence under the Act is prescribed under Schedule 1.

Penalty notice

- 4.—(1) The Registrar and the Reserve Bank of Fiji may issue a penalty notice indicating the fixed penalty for an offence under the Act in accordance with Schedule 2.
- (2) A penalty may be payable in addition to any late fee prescribed under the Act.

Schedule 6 replaced

5. Pursuant to section 713(2) of the Act, these Regulations replace Schedule 6 to the Act.

Made this 24th day of December 2015.

A. SAYED-KHAIYUM
Attorney-General and Minister for Finance,
Public Enterprises, Public Service and Communications

SCHEDULE 1
(Regulation 3)

MAXIMUM PENALTIES

<i>Item</i>	<i>Section</i>	<i>Maximum penalty</i>	<i>Offence provision</i>
1.	Section 24	Private Company – \$ 1,000	Failure to pay annual registration fee within 28 days
		Public Company – \$ 2,000	
		Manager of Managed Investment Scheme – \$ 2,000	
2.	Section 26(1)	\$ 600	Company's name
3.	Section 28(2)	\$ 1,000	Changing Company name – failure to Lodge Special Resolution within 14 days
4.	Section 29(2)	\$ 1,000	Failure to comply with Registrar's direction
5.	Section 30	\$ 600	Using a name
6.	Section 31(5)	\$ 300	Power to dispense with "Limited" – failure to notify Registrar
7.	Section 32	\$ 6,000	Firms and persons to be registered
8.	Section 34(2)	\$ 300	Failure to register subsequent Company
9.	Section 36	\$ 1,000	Failure to register within 28 days after business commences or trading under name
10.	Section 38	\$ 600	Certificate of registration to be displayed
11.	Section 39(1)	\$ 1,000	Failure to notify Registrar within 28 days of change occurring
12.	Section 39(4)	\$ 1,000	Registration of changes
13.	Section 46(2)	\$ 300	Failure to adopt Articles of Association
14.	Section 46(10)	\$ 1,000	Failure to Lodge Special Resolution adopting, modifying or repealing Articles of Association within 14 days after Special Resolution passed
15.	Section 49	\$ 300	Failure to send copy of Articles of Association to Member
16.	Section 50(1)	\$ 300	Registered Office
17.	Section 50(2)	\$ 1,000	Failure to Lodge notice of change of address of Registered Office within 14 days of change
18.	Section 50(5)	\$ 600	Failure to display name prominently
19.	Section 50(6)	\$ 300	Failure to display name and words "Registered Office"
20.	Section 51(2)	\$ 1,000	Failure to Lodge notice of change of principal place of business within 14 days of change
21.	Section 57(1)	\$ 6,000	Foreign Company – failure to register within 28 days of establishing place of business

<i>Item</i>	<i>Section</i>	<i>Maximum penalty</i>	<i>Offence provision</i>
22.	Section 59(1)	\$ 6,000	Foreign Company – failure to notify Registrar of changes to Company within 56 days of change
23.	Section 59(2)	\$ 6,000	Foreign Company – failure to deliver a return in Prescribed Form to Registrar within 28 days
24.	Section 61(1)	\$ 6,000	Foreign Company – failure to Lodge copy of Financial Statements
25.	Section 61(3)	\$ 6,000	Foreign Company – failure to prepare and Lodge Financial Statements on time
26.	Section 62(1)	\$ 6,000	Foreign Company – failure to Lodge written notice within 7 days after ceasing Carrying on Business in Fiji
27.	Section 62(11)(a)	\$ 1,000	Foreign Company – failure to Lodge notice of winding up/deregistration and appointment of liquidator
28.	Section 62(12)	\$ 1,000	Failure of liquidator of Foreign Company to perform functions
29.	Section 63(2)	\$ 1,000	Foreign Company – failure to register Shares of Member
30.	Section 63(3)	\$ 1,000	Foreign Company – failure to keep register in same manner as required of a Company
31.	Section 64	\$ 1,000	Foreign Company – failure to Lodge written notice of location of register within 14 days
32.	Section 66	\$ 1,000	Foreign Company – failure to keep Registered Office in same manner as required of a Company
33.	Section 72	\$ 1,000	Foreign Company – failure to set out required details on all Public Documents and instruments
34.	Section 76(3)	\$ 1,000	Failure to Lodge copy of Special Resolution within 14 days
35.	Section 79(2)	\$ 1,000	Failure to comply with direction within 2 months
36.	Section 81(1)	\$ 600	Failure to maintain register
37.	Section 81(2)	\$ 600	Failure to include choses in action in register
38.	Section 82(1)	\$ 300	Failure to include Members' information in register of Members
39.	Section 82(2)	\$ 300	Failure of Company with share capital to include further details in register
40.	Section 82(3)	\$ 300	Failure to indicate Member who does not hold Share beneficially in register of Company
41.	Section 82(5)	\$ 300	Failure to include required information in register of Managed Investment Scheme
42.	Section 82(6)	\$ 300	Failure to include additional required information in register of Members
43.	Section 83(1)	\$ 300	Failure to include required information in register of option holders

<i>Item</i>	<i>Section</i>	<i>Maximum penalty</i>	<i>Offence provision</i>
44.	Section 83(2)	\$ 300	Failure to update register of option holders
45.	Section 83(3)	\$ 600	Failure to enter information on grant of option within 14 days after grant
46.	Section 83(4)	\$ 300	Failure to keep copy of every document granting option with register
47.	Section 83(6)	\$ 300	Failure to change register to reflect transfer of option to Company or Trustee of Managed Investment Scheme
48.	Section 84(1)	\$ 300	Failure to include required information in register of Debenture Holders
49.	Section 85(1)	\$ 600	Failure to keep register at appropriate location
50.	Section 85(2)	\$ 1,000	Failure to Lodge notice of address where register is kept within 7 days
51.	Section 86(1)	\$ 600	Failure to allow inspection of register
52.	Section 86(7)	\$ 600	Failure to give person copy of register or part thereof within 7 days
53.	Section 86(9)	\$ 600	Failure to give data on computer disk
54.	Section 89	\$ 1,000	Failure to notify Registrar in Prescribed Form of any change to particulars in register
55.	Section 90	\$ 600	Private Company – failure to notify Registrar in Prescribed Form of any change to particulars in register
56.	Section 91(1)	\$ 300	Requirement for at least 3 Directors with at least 2 Directors ordinarily resident in Fiji
57.	Section 91(2)	\$ 300	Private Company – minimum number of Directors
58.	Section 92(1)	\$ 300	Requirement for at least one company secretary ordinarily resident in Fiji
59.	Section 92(2)	\$ 300	Private Company – minimum number of company secretaries
60.	Section 93(2)	\$ 1,500	Appointment of disqualified person as Director or secretary without permission of Registrar or leave of Court
61.	Section 94(1)	\$ 300	Motion for appointment of 2 or more persons as Directors made without resolution or agreement
62.	Section 99(1)	\$ 1,500	Payment of Directors in excess of approved amount
63.	Section 100(1)	\$ 300	Failure to adhere to Members' direction to disclose information of each Director's remuneration
64.	Section 101(4)	\$ 1,500	Unapproved benefit, payment, loan or other benefit of a financial nature

<i>Item</i>	<i>Section</i>	<i>Maximum penalty</i>	<i>Offence provision</i>
65.	Section 103	\$ 200,000	Breach of powers
66.	Section 104	\$ 200,000	Breach of duty to promote success of Company
67.	Section 105	\$ 200,000	Breach of duty to exercise independent judgment
68.	Section 106	\$ 200,000	Breach of duty to exercise reasonable care, skill and intelligence
69.	Section 107	\$ 200,000	Breach of duty to avoid conflict of interest
70.	Section 108	\$ 200,000	Breach of duty not to accept benefits from third parties
71.	Section 109	\$ 200,000	Breach of duty to declare interest in proposed transaction or arrangement
72.	Section 118(1)	\$ 1,000	Failure to notify Registrar of a change or to lodge document
73.	Section 118(2)	\$ 300	Failure by Director of Private Company to adhere to section 118(1)
74.	Section 122(6)	\$ 300	Failure to sign certificate stating cost of effecting insurance is fair to Company
75.	Section 123(2)	\$ 300	Failure by delegate to exercise powers delegated in accordance with any directions of Directors
76.	Section 125(5)	\$ 300	Failure by a Company to allow a person to exercise right to inspect or take copies of Company Books
77.	Section 129(1)	\$ 1,000	Failure by a Company to notify Registrar of the appointment of a Director, alternate Director or company secretary within 28 days
78.	Section 129(2)	Small Private Company – \$ 1,000	Failure by a Company to notify Registrar of a change in the details of a Director, alternate Director or company secretary within 28 days
		Listed company – \$ 6,000	
		Other Company – \$ 2,000	
79.	Section 129(3)	\$ 1,000	Failure by a Company to notify Registrar that a person ceases to be a Director, alternate Director or company secretary within 28 days
80.	Section 130	\$ 600	Failure to give Company information to comply with section 129 within 7 days
81.	Section 131(2)	\$ 1,000	Failure to provide information to Registrar by date specified
82.	Section 132	\$ 1,500	Disqualified person not to manage Companies
83.	Section 139(1)	\$ 300	Failure to call General Meeting upon Members' request
84.	Section 139(5)	\$ 300	Failure to call a meeting within 21 days after request is given to Company

<i>Item</i>	<i>Section</i>	<i>Maximum penalty</i>	<i>Offence provision</i>
85.	Section 139(6)	\$ 300	Failure to hold meeting within 2 months after request is given to Company
86.	Section 140(2)	\$ 300	Failure to call meeting within 3 months after request is given
87.	Section 140(4)	\$ 300	Failure to give Members the copy of the register without charge
88.	Section 142(1)	\$ 300	Failure to give notice of meeting at least 21 days beforehand
89.	Section 142(3)	\$ 300	Annual General Meeting or General Meeting cannot be called on short notice
90.	Section 143(1)	\$ 300	Failure to give written notice of meeting to Members individually
91.	Section 143(2)	\$ 300	Failure to give notice to joint Member named first in register of Members
92.	Section 144	\$ 300	Failure to give auditor notice of General Meeting and any other communication relating to General Meeting
93.	Section 148(2)	\$ 300	Failure by Company to give all Members notice of resolution
94.	Section 149(6)	\$ 300	Failure by Company to distribute to all Members a copy of statement
95.	Section 150	\$ 300	Meetings must be held for a proper purpose
96.	Section 168(2)	\$ 300	Failure to immediately take poll on election of a chair or question of adjournment
97.	Section 170(1)	\$ 600	Failure to hold an Annual General Meeting within 18 months after registration
98.	Section 170(2)	\$ 600	Failure to hold an Annual General Meeting at least once a year and within 6 months after the end of Financial Year following first Annual General Meeting
99.	Section 171(4)	\$ 600	Failure to hold Annual General Meeting within extended period
100.	Section 172	\$ 600	Failure by company's Auditor to attend Annual General Meeting
101.	Section 173	\$ 300	Failure to allow Members to ask questions or make comments on company management at Annual General Meeting
102.	Section 174(1)	\$ 600	Failure to keep minute books
103.	Section 174(2)	\$ 600	Failure to ensure that minutes of meeting are signed
104.	Section 174(5)	\$ 600	Failure to keep minute books at listed places
105.	Section 175(1)	\$ 300	Failure to ensure minute books are open for inspection by Members free of charge
106.	Section 175(3)	\$ 300	Failure to send minutes to Members within 14 days or longer period approved

<i>Item</i>	<i>Section</i>	<i>Maximum penalty</i>	<i>Offence provision</i>
107.	Section 185(3)	\$ 300	Failure by Company to give written notice to Members within 7 days after variation or cancellation of class rights is made
108.	Section 189(1)	\$ 1,000	Failure to Lodge notice setting out particulars in Prescribed Form
109.	Section 189(2)	\$ 1,000	Failure to Lodge notice within 14 days after resolution
110.	Section 190(5)	\$ 1,500	Disclosure of information obtained during inspection of Books
111.	Section 199(4)	\$ 1,000	Failure to Lodge copy of resolution within 14 days
112.	Section 204(2)	\$ 300	Failure to adhere to section 202 or 203
113.	Section 205	\$ 1,500	Solvency test
114.	Section 207	\$ 6,000	Failure to pay dividends out of profit
115.	Section 210	\$ 1,500	Solvency test
116.	Section 211(1)	\$ 1,000	Failure to Lodge notice of Share issue in Prescribed Form
117.	Section 211(2)	\$ 1,000	Stamp duty payable
118.	Section 212	\$ 1,000	Failure to Lodge notice of Share cancellation in Prescribed Form
119.	Section 213(1)	\$ 1,500	Failure to notify Registrar of Substantial Interest
120.	Section 213(3)	\$ 1,000	Failure to provide required information within 3 working days upon being aware
121.	Section 215	\$ 1,500	Solvency test
122.	Section 216	\$ 300	Failure by an Unlimited Liability Company to get approval by resolution at a General Meeting before reducing its Share capital
123.	Section 218(4)	\$ 1,000	Failure to Lodge copy of any resolution in Prescribed Form within 14 days
124.	Section 218(7)	\$ 1,000	Failure to Lodge notice of meeting and any accompanying document relating to reduction, in Prescribed Form
125.	Section 219(3)	\$ 1,500	Dishonest involvement
126.	Section 222(1)	\$ 300	Failure to obtain Members' approval of terms of Buy-Back before entering into resolution
127.	Section 222(2)	\$ 300	Selective Buy-Back Agreement approval
128.	Section 222(3)	\$ 300	Failure to include statement setting out all material information known to Company on how to vote on the resolution
129.	Section 222(5)	\$ 1,000	Failure to Lodge a copy of the notice of the meeting and any document relating to Buy-Back before notice is sent to Members

<i>Item</i>	<i>Section</i>	<i>Maximum penalty</i>	<i>Offence provision</i>
130.	Section 222(6)	\$ 1,000	Buy-Back under an Equal Buy-Back agreement approval
131.	Section 223(2)	\$ 300	Disposing of Shares
132.	Section 223(4)	\$ 1,000	Notice of cancellation of Shares to Registrar
133.	Section 227	\$ 300	Directly acquiring own Shares
134.	Section 228(1)	\$ 300	Taking security over own Shares
135.	Section 228(6)	\$ 300	Failure of Company to cease holding Shares or units of Shares at the end of specified period
136.	Section 230(1)	\$ 300	Company controlling entity that holds Shares in it
137.	Section 230(3)	\$ 300	Voting rights
138.	Section 230(4)	\$ 20	Company controlling entity that holds Shares in it fails to release Shares at the end of 12 months
139.	Section 231(2)	\$ 300	Failure to adhere to section 227 or 228 if person involved is dishonest
140.	Section 232	\$ 300	Financial assistance by a Company for acquiring Shares in the Company or a Holding Company
141.	Section 233(2)	\$ 300	Failure to approve financial assistance by Special Resolution
142.	Section 233(3)	\$ 300	Approval by a Special Resolution passed at a General Meeting
143.	Section 233(4)	\$ 300	Failure to include statement setting out all material information known to Company on how to vote on the resolution
144.	Section 233(6)	\$ 1,000	Failure to Lodge copy notice of meeting and accompanying documents
145.	Section 233(7)	\$ 1,000	Failure to Lodge resolutions within 14 days
146.	Section 235(2)	\$ 1,500	Failure to adhere to section 232 if person involved is dishonest
147.	Section 238(1)	\$ 600	Numbering of Shares to be distinguished by an appropriate number
148.	Section 239(1)	\$ 600	Matters to be specified in Share certificate
149.	Section 242(1)	\$ 600	Instrument of transfer
150.	Section 245	\$ 600	Notice of refusal to register transfer within 60 days
151.	Section 248(1)	\$ 300	Duties of Company with respect to issue of certificates
152.	Section 250(9)	\$ 600	Requirement to notify that a person holds Shares in a Company within 28 days

<i>Item</i>	<i>Section</i>	<i>Maximum penalty</i>	<i>Offence provision</i>
153.	Section 251(1)	\$ 600	Notices relating to non-beneficial and beneficial ownership of Shares
154.	Section 251(3)	\$ 600	Notices relating to non-beneficial and beneficial ownership of Shares
155.	Section 251(4)	\$ 600	Notices relating to non-beneficial and beneficial ownership of Shares
156.	Section 251(5)	\$ 600	Notices relating to non-beneficial and beneficial ownership of Shares
157.	Section 251(6)	\$ 600	Notices relating to non-beneficial and beneficial ownership of Shares
158.	Section 252(1)	\$ 1,500	Prohibition on certain acquisitions of Relevant Interests in voting Shares
159.	Section 252(3)	\$ 1,500	Prohibition on certain acquisitions of Relevant Interests in voting Shares – Target Scheme
160.	Section 252(5)	\$ 1,500	Offers not to be made
161.	Section 256(1)	\$ 300	Registered Bidder's Statement
162.	Section 256(2)	\$ 300	Requirement for a Bidder's Statement
163.	Section 256(3)	\$ 300	Failure to meet requirements for a Prospectus under Part 26
164.	Section 257(1)	\$ 1,500	Failure of Target Company to send Registered Target's Statement within 14 days of receipt
165.	Section 257(2)	\$ 1,500	Requirement of Target's Statement
166.	Section 259(4)	\$ 600	Statements by experts
167.	Section 261(3)	\$ 1,500	Suspension and cancellation of registration of Registered Bidder's Statement or Registered Target's Statement
168.	Section 261(8)	\$ 1,500	Contravention of order
169.	Section 262(1)	\$ 300	Compulsory acquisition of Shares or interests following a Takeover
170.	Section 262(2)	\$ 300	Compulsory acquisition of Shares or interests following a Takeover
171.	Section 262(3)	\$ 300	Compulsory acquisition of Shares or interests following a Takeover
172.	Section 262(4)	\$ 300	Compulsory acquisition of Shares or interests following a Takeover
173.	Section 263(1)	\$ 300	Compulsory acquisition of Shares or interests other than following a Takeover
174.	Section 263(2)	\$ 300	Compulsory acquisition of Shares or interests other than following a Takeover
175.	Section 263(3)	\$ 300	Compulsory acquisition of Shares or interests other than following a Takeover
176.	Section 263(4)	\$ 300	Compulsory acquisition of Shares or interests other than following a Takeover

<i>Item</i>	<i>Section</i>	<i>Maximum penalty</i>	<i>Offence provision</i>
177.	Section 264(1)	\$ 300	Compulsory acquisition of convertible Securities
178.	Section 264(2)	\$ 300	Compulsory acquisition of convertible Securities
179.	Section 264(3)	\$ 300	Compulsory acquisition of convertible Securities
180.	Section 264(4)	\$ 300	Compulsory acquisition of convertible Securities
181.	Section 265(1)	\$ 1,500	Minimum cash sum to be offered under section 263
182.	Section 265(2)	\$ 1,500	Minimum cash sum to be offered under section 264
183.	Section 268	\$ 30,000	Approval of Securities Exchange or Central Depository required
184.	Section 270(1)	\$ 1,000	No changes to be made to the Securities Exchange or Central Depository rules
185.	Section 270(2)	\$ 1,000	Proposed amendments to the Securities Exchange or Central Depository rules must be made to the Reserve Bank for approval
186.	Section 270(3)	\$ 1,000	Changes in Securities Exchange or Central Depository rules
187.	Section 270(6)	\$ 1,000	Informing and obtaining prior consent from the Reserve Bank of changes
188.	Section 271(1)	\$ 1,000	Disciplinary actions by the Securities Exchange
189.	Section 272	\$ 1,500	Securities Industry Licences required
190.	Section 273(1)	\$ 1,000	Failure to apply for Securities Industry Licence
191.	Section 277	\$ 1,000	Obligation by the holder of a Securities Industry Licence to report changes within 14 days
192.	Section 280(1)	\$ 1,500	Transactions in Listed Securities – what holder of a Securities Industry Licence must not do
193.	Section 280(3)	\$ 1,500	Holder of Listed Securities must not sell such Listed Securities
194.	Section 280(4)	\$ 1,500	Transactions in Listed Securities
195.	Section 280(5)	\$ 1,500	The holder of a Securities Industry Licence must not execute a transaction for his or her own account
196.	Section 281	\$ 6,000	Prohibition on offers of Securities
197.	Section 282	\$ 6,000	Prohibition on offers of Securities by Private Companies
198.	Section 283(1)	\$ 1,000	Offers to the Public may only be made under a Prospectus

<i>Item</i>	<i>Section</i>	<i>Maximum penalty</i>	<i>Offence provision</i>
199.	Section 284	\$ 1,000	Minimum content of Prospectus
200.	Section 286	\$ 1,000	Minimum content of Offer Document
201.	Section 288(1)	\$ 1,500	Failure to hold application money and all other money on trust
202.	Section 288(2)	\$ 300	Failure to return application money
203.	Section 288(3)	\$ 300	Failure to return application money within 7 days of the end of the 3 month period
204.	Section 289(1)	\$ 300	Failure to include Disclaimer in Prospectus and Offer Document
205.	Section 289(2)	\$ 300	Failure to include Disclaimer in Prospectus and Offer Document
206.	Section 289(3)	\$ 300	Failure to apply within 28 days of issue date of Registered Prospectus or Registered Offer Document
207.	Section 289(4)	\$ 300	Failure to include Disclaimer in Prospectus and Offer Document
208.	Section 289(5)	\$ 300	Failure to include Disclaimer in Prospectus and Offer Document
209.	Section 289(6)	\$ 300	Failure to include Disclaimer in Prospectus and Offer Document
210.	Section 289(7)	\$ 300	Failure to apply within 28 days of issue date of Registered Prospectus or Registered Offer Document; failure to include Disclaimer in Prospectus and Offer Document
211.	Section 297(1)	\$ 1,500	Trustee
212.	Section 291(2)	\$ 300	Prospectus or Offer Document must not contain a statement by a person as an expert
213.	Section 291(3)	\$ 300	Requirement that a supplementary statement by an expert appear in a Prospectus or Offer Document
214.	Section 294	\$ 1,500	Prohibition on issue or offer of Debentures
215.	Section 295(1)	\$ 1,500	Requirement for trust deed and trustee before issue or offer of Debentures
216.	Section 297(2)	\$ 1,500	No conflict of interest or duty in appointment of trustee
217.	Section 302	\$ 300	General duties of borrower
218.	Section 303	\$ 1,000	Duty to notify the Registrar of information related to trustee within 14 days of appointment
219.	Section 306	\$ 300	Duty to inform trustee about Charges within 21 days after it is created

<i>Item</i>	<i>Section</i>	<i>Maximum penalty</i>	<i>Offence provision</i>
220.	Section 307(1)	\$ 1,000	Duty to give trustee and the Registrar quarterly reports within 28 days after the end of each quarter
221.	Section 310	\$ 300	General duties of a guarantor
222.	Section 311	\$ 300	Failure to give trustee written details of Charge within 21 days
223.	Section 313	\$ 600	Breach of trustee's duties
224.	Section 316(1)	\$ 300	Borrower's duty to call meeting
225.	Section 322(1)	\$ 1,000	Approval by the Reserve Bank to establish a Managed Investment Scheme
226.	Section 324(1)	\$ 300	Requirement that a Managed Investment Scheme have a Manager and Trustee
227.	Section 324(3)	\$ 300	Failure to hold register of Members for inspection
228.	Section 325(1)	\$ 300	Restrictions as to Trustee and Manager
229.	Section 326(1)	\$ 300	Nomination of Company by Trustee
230.	Section 327(3)	\$ 300	Removal of Trustee – Manager to propose a replacement Trustee
231.	Section 327(4)	\$ 300	Removal of Trustee – resolution to appoint a replacement Trustee
232.	Section 328(2)	\$ 300	Removal of Manager – Trustee to propose a replacement Manager
233.	Section 328(3)	\$ 300	Removal of Manager – resolution to appoint a replacement Manager
234.	Section 329(1)	\$ 1,000	Requirement that Reserve Bank approve Scheme Deed
235.	Section 330(1)	\$ 1,000	Failure to Lodge copy of Scheme Deed within 7 days
236.	Section 333	\$ 300	Payment of subscription monies to Trustee by the Manager of any Managed Investment Scheme
237.	Section 336(1)	\$ 300	Failure of Manager to call General Meeting
238.	Section 336(2)	\$ 300	Failure to give notice of meeting
239.	Section 336(5)	\$ 300	General Meeting held not in accordance to section 336(5)
240.	Section 338	\$ 300	Notice of meetings must be given to Members of a Managed Investment Scheme at least 21 days beforehand
241.	Section 339(1)	\$ 300	Failure to give written notice of meeting to scheme's Members
242.	Section 339(2)	\$ 300	Failure to notify joint Member first appearing in register

<i>Item</i>	<i>Section</i>	<i>Maximum penalty</i>	<i>Offence provision</i>
243.	Section 340	\$ 300	Manager of a Managed Investment Scheme must give auditor notice and other communications
244.	Section 343(2)	\$ 300	Notice of resolution must be given by the Manager to all its Members
245.	Section 344(6)	\$ 300	Failure to distribute copy of statement to all Members
246.	Section 367(1)	\$ 600	Failure of Manager to keep minute books and record proceedings and resolution within 28 days
247.	Section 367(3)	\$ 600	Failure of Manager to keep minute books in listed places
248.	Section 368(1)	\$ 300	Failure of Manager to ensure minute books are open for inspection
249.	Section 368(3)	\$ 300	Failure of Manager to send copy of minute book within specified period
250.	Section 368(4)	\$ 300	Failure of Manager to send copy of minute book within specified period
251.	Section 368(5)	\$ 300	Payment in excess of Prescribed Amount
252.	Section 371(1)	Small Private Company – \$ 600 Company Limited by Guarantee granted a licence under section 31 – \$ 600 Listed company – \$ 1,500 Other Company – \$ 1,000 Foreign Company – \$ 1,500	Failure to register Charge
253.	Section 372(1)	\$ 300	Duty of Company to register Charges existing on Property acquired
254.	Section 372(2)	\$ 1,000	Duty of Company to register Charges existing on Property acquired
255.	Section 374(1)	\$ 1,000	Variation of Charges
256.	Section 375(1)	\$ 1,000	Satisfaction of and release of Property from Charges
257.	Section 375(2)	\$ 1,000	Lodging memorandum
258.	Section 379(5)	\$ 300	Failure to keep documents relating to a Charge on Property of the Company
259.	Section 379(6)	\$ 300	Failure to allow creditors or Members to inspect register for free
260.	Section 379(7)	\$ 300	Failure to comply with request for copy of register
261.	Section 386(1)	\$ 1,500	Obligation to keep Financial Records

<i>Item</i>	<i>Section</i>	<i>Maximum penalty</i>	<i>Offence provision</i>
262.	Section 386(2)	\$ 1,500	Obligation to keep Financial Records for 7 years
263.	Section 386(3)	\$ 300	Failure to keep Financial Records at Registered Office of Company or Managed Investment Scheme
264.	Section 388(1)	\$ 300	Requirement that Financial Statements and a Directors' Report be prepared for each Financial Year
265.	Section 388(2)	\$ 300	Requirement that Proforma Financial Statements be prepared by all Medium Private Companies
266.	Section 388(3)	\$ 300	Financial Statements prepared by Small Private Company
267.	Section 390(1)	\$ 300	Requirement that Financial Statements be accompanied by Directors' declaration
268.	Section 391(1)	\$ 6,000	Preparation of Financial Statements to comply with Accounting Standards
269.	Section 391(2)	\$ 6,000	Preparation of Proforma Financial Statements to comply with Accounting Standards
270.	Section 392(1)	\$ 300	Requirement to prepare a Directors' Report
271.	Section 392(2)	\$ 300	Requirement that Directors' Report contain information that Members would require to make an informed assessment
272.	Section 392(3)	\$ 300	Particulars of report
273.	Section 392(4)	\$ 300	Financial Statements prepared for consolidated entity
274.	Section 393(1)	\$ 300	Audit of annual Financial Statements
275.	Section 394	\$ 1,500	Audit working papers to be retained for 7 years
276.	Section 395(1)	\$ 600	Auditor's independence declaration
277.	Section 396(1)	\$ 600	Auditor's Report
278.	Section 398	\$ 3,000	Auditor must report to the Registrar within 28 days
279.	Section 399	\$ 600	Special provisions on Audit of Debenture issuers and guarantors
280.	Section 400(1)	\$ 600	Failure to provide Annual Report to members
281.	Section 400(2)	\$ 300	Failure of Public Company to provide Annual Report to Members
282.	Section 400(3)	\$ 300	Failure of Private Company and Managed Investment Scheme to provide Annual Report to Members

<i>Item</i>	<i>Section</i>	<i>Maximum penalty</i>	<i>Offence provision</i>
283.	Section 400(4)	\$ 300	Failure of Small Private Company to provide Financial Statements and Directors' Report to its Members
284.	Section 401	\$ 600	Consideration of Annual Reports at Annual General Meeting
285.	Section 402	\$ 1,500	Additional reporting by Debenture issuers
286.	Section 403(1)	\$ 6,000	Failure to Lodge Annual Report in Prescribed Form within 4 months of Financial Year
287.	Section 404(1)	\$ 600	Failure to Lodge amended Annual Report or Proforma Financial Statement within 14 days of amendment and give copy to any Member upon request
288.	Section 404(2)	\$ 600	Failure to inform Members of nature of amended Annual Report or Proforma Financial Statement
289.	Section 405	\$ 1,500	Directors and Officers of controlled entity to give information when preparing consolidated Financial Statements
290.	Section 407(4)	\$ 600	Failure to consolidate Financial Statements by 12 months
291.	Section 408(1)	\$ 600	Failure of Director to pass Solvency Resolution within 2 months after end of Financial Year
292.	Section 409(1)	\$ 1,000	Failure to notify Registrar of Negative Solvency Resolution
293.	Section 409(2)	\$ 1,000	Failure to notify Registrar of no passing of Solvency Resolution, in Prescribed Form within 7 days after end of the 2 month period at end of Financial Year
294.	Section 412(1)	\$ 300	Insurance to be maintained by Auditors and liquidators
295.	Section 416(1)	\$ 1,000	Failure to lodge with Ministry of Justice on occurrence of event within 21 days
296.	Section 416(2)	\$ 1,000	Failure to lodge with Ministry of Justice circumstances of disqualification
297.	Section 421(1)	\$ 300	Failure to appoint auditor within 28 days after day Company is registered
298.	Section 422(1)	\$ 1,500	Public Company auditor (annual appointments at Annual General Meetings to fill vacancies)
299.	Section 422(2)	\$ 300	Failure of Directors to appoint an auditor to fill vacancy within 28 days after vacancy occurs
300.	Section 425(1)	\$ 300	Failure to obtain auditor's consent before appointment
301.	Section 427(2)	\$ 300	Failure to give notice of intention to remove auditor at least 2 months before meeting is held
302.	Section 427(4)	\$ 300	Failure to send copy of representations in accordance with auditor's request

<i>Item</i>	<i>Section</i>	<i>Maximum penalty</i>	<i>Offence provision</i>
303.	Section 430(1)	\$ 1,500	General requirements for auditor independence
304.	Section 430(2)	\$ 1,000	Failure to notify Ministry of Justice and Company or Managed Investment Scheme within 21 days of becoming aware of conflict of interest
305.	Section 433	\$ 600	Disqualification of liquidator
306.	Section 434(1)	\$ 300	Reports by liquidator
307.	Section 437(5)	\$ 300	Failure to annex copy of order to copy of Articles of Association
308.	Section 437(9)	\$ 300	Appointment to administer compromise or arrangement
309.	Section 438(1)	\$ 300	Information as to compromise with creditors and Members
310.	Section 438(2)	\$ 300	Information as to compromise with creditors and Members
311.	Section 438(3)	\$ 300	Information as to compromise with creditors and Members
312.	Section 439(3)	\$ 1,000	Failure to Lodge copy of order within 14 days of order
313.	Section 440(3)	\$ 300	Power to acquire Shares of Members dissenting from scheme or contract approved by majority
314.	Section 440(7)	\$ 300	Power to acquire Shares of Members dissenting from scheme or contract approved by majority
315.	Section 440(10)	\$ 300	Failure of transferee Company to send copy of notice to transferor Company with instrument of transfer and pay, allot or transfer consideration of Shares
316.	Section 440(11)	\$ 300	Failure to register transferee Company as holder of Shares
317.	Section 440(12)	\$ 600	Failure to pay into separate bank account all sums received, and failure to hold in trust such consideration
318.	Section 441	\$ 300	Persons not to act as Receivers or Managers
319.	Section 442	\$ 1,500	Disqualification of undischarged bankrupt from acting as a Receiver or Manager
320.	Section 447(1)	\$ 600	Duties in relation to bank accounts and Financial Records
321.	Section 448(1)	\$ 1,500	Failure to notify appointment of Receiver or Manager
322.	Section 448(2)	\$ 1,500	Wilful authorisation of default
323.	Section 450(1)	\$ 300	Information where Receiver or Manager appointed
324.	Section 450(2)	\$ 300	Information where Receiver or Manager appointed

<i>Item</i>	<i>Section</i>	<i>Maximum penalty</i>	<i>Offence provision</i>
325.	Section 451(1)	\$ 300	Special provisions as to statement submitted to Receiver or Manager
326.	Section 451(2)	\$ 300	Requirement that statement be submitted and verified by affidavit
327.	Section 452(a)	\$ 1,000	Delivery to Registrar of accounts of Receivers and Managers
328.	Section 484	\$200,000	Penalty for falsification of Books
329.	Section 485	\$200,000	Fraud by Officers of Company which has gone into liquidation
330.	Section 486	\$200,000	Officers of Company failing to account for loss of part of Company's Property
331.	Section 487	\$200,000	Liability where proper accounts not kept
332.	Section 493	\$ 1,000	Notice by liquidator of appointment to be made within 14 days
333.	Section 496	\$ 600	Costs of winding up must be payable out of the assets of the Company
334.	Section 499	\$ 1,500	Corrupt inducement affecting appointment as liquidator
335.	Section 501(2)	\$ 1,500	Failure to notify that a Company is in liquidation
336.	Section 505	\$ 1,000	Information as to pending liquidations to be given to Registrar
337.	Section 506(1)	\$ 600	Failure to pay unclaimed assets to Companies Liquidation Account
338.	Section 530	\$ 1,000	Failure to forward a copy of order to Registrar
339.	Section 534(1)	\$ 1,000	Failure to submit to Official Receiver the Statement of Company's Affairs after Court orders for winding up or appointment of an provisional liquidator
340.	Section 534(2)	\$ 600	Failure by Director or Secretary to verify statement
341.	Section 534(3)	\$ 1,000	Failure to submit statement within 14 days
342.	Section 539	\$ 1,000	Failure to notify Registrar of appointment in Prescribed Form; failure to give Official Receiver information and access to Books and documents
343.	Section 545	\$ 300	Failure by liquidator to keep records
344.	Section 546(1)	\$ 1,500	Payment by liquidator to Official Receiver for credit of Company Liquidation Account
345.	Section 546(3)	\$ 1,500	Failure to explain retention to satisfaction of the Court
346.	Section 546(4)	\$ 1,500	Payment by liquidator into private bank account

<i>Item</i>	<i>Section</i>	<i>Maximum penalty</i>	<i>Offence provision</i>
347.	Section 547(1)	\$ 1,000	Failure of liquidator to send to Official Receiver account of receipts and payments
348.	Section 547(5)	\$ 1,000	Failure of liquidator to send copy of account to each creditor and contributory within 30 days of Audit
349.	Section 574	\$ 1,000	Failure to give notice of resolution to wind up voluntarily within 14 days of passing resolution
350.	Section 580(1)	\$ 300	Failure of Company to appoint one or more liquidators in General Meeting
351.	Section 583	\$ 300	Duty of liquidator to call creditors' meeting in case of insolvency
352.	Section 584	\$ 600	Duty of liquidator to call General Meeting at the end of each year
353.	Section 585(1)	\$ 600	Failure of liquidator to make up account of winding up and to call General Meeting
354.	Section 585(2)	\$ 1,000	Failure to call meeting by advertisement in Gazette and newspaper and lodge with Registrar at least 30 days prior to meeting
355.	Section 585(3)	\$ 1,000	Failure to Lodge a notice in Prescribed Form within 14 days of meeting
356.	Section 585(4)	\$ 1,000	If quorum not present – failure to Lodge a notice in Prescribed Form within 14 days of meeting
357.	Section 585(7)	\$ 1,000	Failure to deliver to Registrar certified copy of order using Prescribed Form
358.	Section 588(1)	\$ 600	Meeting of creditors
359.	Section 588(2)	\$ 1,000	Failure to call meeting by advertisement in Gazette and newspaper and lodge with Registrar at least 30 days prior to meeting
360.	Section 588(3)	\$ 600	Failure of Directors to provide required information of Company at meeting of creditors and to appoint a Director to preside at meeting
361.	Section 588(4)	\$ 600	Failure of Director to preside at meeting
362.	Section 595	\$ 600	Failure to call meetings of Company and of creditors at the end of each year
363.	Section 596(1)	\$ 600	Final meeting and deregistration
364.	Section 596(2)	\$ 1,000	Failure to advertise meeting and Lodge notice in Prescribed Form at least 30 days prior to meeting
365.	Section 596(3)	\$ 1,000	Failure to Lodge notice in Prescribed Form within 14 days of meeting
366.	Section 596(4)	\$ 1,000	If quorum not present – failure to Lodge notice in Prescribed Form within 14 days of meeting

<i>Item</i>	<i>Section</i>	<i>Maximum penalty</i>	<i>Offence provision</i>
367.	Section 596(7)	\$ 1,000	Failure to deliver certified copy of order to Registrar in Prescribed Form within 7 days
368.	Section 602(2)	\$ 300	Failure to give nominee notice of deregistration
369.	Section 602(4)	\$ 1,000	Failure to give information as requested by Registrar on current and former Officers of a Company
370.	Section 605(7)	\$ 1,500	Failure to keep Company's Books for 3 years after deregistration
371.	Section 614	\$270,000	Prohibited conduct by person in possession of inside information
372.	Section 633(3)	\$ 1,000	Failure to comply with Court order to give assistance
373.	Section 646(8)	\$ 1,000	Failure to assist
374.	Section 648	\$270,000	Market manipulation
375.	Section 649(1)	\$270,000	Creating false or misleading appearance of active trading
376.	Section 650(1)	\$270,000	Artificially maintaining trading price
377.	Section 651	\$270,000	Dissemination of information about illegal transactions
378.	Section 652	\$270,000	False or misleading statements
379.	Section 653(1)	\$270,000	Inducing persons to deal
380.	Section 654(1)	\$270,000	Dishonest conduct
381.	Section 655(1)	\$270,000	Misleading or deceptive conduct
382.	Section 658	\$120,000	Offering Securities in body that does not exist
383.	Section 659(1)	\$120,000	Offering Securities without current Disclosure Document
384.	Section 659(2)	\$120,000	Offering Securities without current Disclosure Document
385.	Section 660(1)	\$120,000	Misstatement in, or omission from, Disclosure Document
386.	Section 664(1)	\$ 1,500	Restrictions on advertising and publicity
387.	Section 666(2)	\$120,000	Failure to notify Securities Exchange of information
388.	Section 667	\$270,000	Offering Securities in breach of Act
389.	Section 668(1)	\$ 300	Advertising or publication of false or misleading statements
390.	Section 668(2)	\$120,000	False or misleading statements
391.	Section 668(4)	\$ 6,000	Failure to take reasonable steps to ensure information given or omission thereof is not false or misleading

<i>Item</i>	<i>Section</i>	<i>Maximum penalty</i>	<i>Offence provision</i>
392.	Section 669(1)	\$120,000	False information
393.	Section 669(2)	\$ 6,000	Failure to take reasonable steps to ensure information given is not false or misleading
394.	Section 670	\$ 1,000	Obstruction of or hinderance to Registrar
395.	Section 682(1)	\$120,000	Victimisation
396.	Section 682(2)	\$120,000	Victimisation
397.	Section 683(1)	\$120,000	Company, Officers, employees and auditors – breach of confidentiality
398.	Section 684(1)	\$ 1,000	Accessorial liability
399.	Section 684(2)	\$270,000	Accessorial liability
400.	Section 685	\$ 1,000	Failure to comply with provision in Part 44
401.	Section 717(1)	\$ 600	Failure to make available for inspection, Book under Act
402.	Section 717(2)	\$ 600	Failure to keep register open for inspection for same period Registered Office or Company is required to remain open
403.	Section 720(1)	\$ 1,000	Failure to Lodge instrument or copy of instrument with any certified translation of the instrument in English at the same time
404.	Section 720(2)	\$ 300	Failure to keep certified translation of instrument in English
405.	Section 722(3)	\$ 6,000	Failure to take reasonable precaution against damage to, destruction or falsification of, Books or part of a Book
406.	Section 723	\$200,000	Falsification of Books

SCHEDULE 2
(Regulation 4)

FIXED PENALTIES

<i>Item</i>	<i>Section</i>	<i>Fixed penalty</i>	<i>Offence provision</i>
1.	Section 24	Small Private Company – \$ 100	Failure to pay annual registration fee within 28 days
		Foreign Company – \$ 1,000	
		Listed company – \$ 1,000	
		Other Company – \$ 500	
2.	Section 26(1)	\$ 150	Company's name
3.	Section 29(2)	\$ 300	Failure to comply with Registrar's direction
4.	Section 30	\$ 300	Using a name
5.	Section 50(5)	\$ 300	Failure to display name prominently
6.	Section 50(6)	\$ 150	Failure to display name and words "Registered Office"
7.	Section 61(1)	\$ 3,000	Foreign Company – failure to Lodge copy of Financial Statements
8.	Section 61(3)	\$ 3,000	Foreign Company – failure to prepare and Lodge Financial Statements on time
9.	Section 131(2)	\$ 300	Failure to provide information to Registrar by dates specified
10.	Section 189(1)	\$ 150	Failure to Lodge resolutions with Registrar
11.	Section 211(2)	\$ 150	Stamp duty payable
12.	Section 222(5)	\$ 150	Failure to Lodge a copy of the notice of the meeting and any document relating to Buy-Back before notice is sent to Members
13.	Section 222(6)	\$ 150	Buy-Back under an Equal Buy-Back Agreement approval
14.	Section 403(1)	Small Private Company – \$ 300	Failure to Lodge Annual Report in Prescribed Form within 4 months of Financial Year
		Listed company – \$ 3,000	
		Other Company – \$ 1,500	
15.	Section 409(2)	\$ 300	Failure to notify Registrar of no passing of Solvency Resolution, in Prescribed Form within 7 days at the end of the 2 month period after end of Financial Year
16.	Section 452(a)	\$ 150	Delivery to Registrar of accounts of Receivers and Managers
17.	Section 493	\$ 150	Notice by liquidator of appointment to be made within 14 days
18.	Section 574	\$ 300	Failure to give notice of resolution to wind up voluntarily within 14 days of passing resolution

<i>Item</i>	<i>Section</i>	<i>Fixed penalty</i>	<i>Offence provision</i>
19.	Section 585(2)	\$ 300	Failure to call meeting by advertisement in Gazette and newspaper and lodge with Registrar at least 30 days prior to meeting
20.	Section 585(3)	\$ 300	Failure to Lodge a notice in Prescribed Form within 14 days of meeting
21.	Section 585(4)	\$ 300	If quorum not present – failure to Lodge a notice in Prescribed Form within 14 days of meeting
22.	Section 588(2)	\$ 300	Failure to call meeting by advertisement in Gazette and newspaper and lodge with Registrar at least 30 days prior to meeting
23.	Section 596(2)	\$ 300	Failure to advertise meeting and Lodge notice in Prescribed Form at least 30 days prior to meeting
24.	Section 596(4)	\$ 300	If quorum not present – failure to Lodge a notice in Prescribed Form within 14 days of meeting

[LEGAL NOTICE NO. 109]

COMPANIES ACT 2015
(ACT NO. 3 OF 2015)

Companies (Transitional) Regulations 2015

In exercise of the powers conferred upon me under section 713 of the Companies Act 2015, I hereby make these Regulations —

Short title and commencement

1.—(1) These Regulations may be cited as the Companies (Transitional) Regulations 2015.

(2) These Regulations shall come into force on 1 January 2016.

Interpretation

2.—(1) In these Regulations, unless the context otherwise requires—

“Act” means the Companies Act 2015; and

“Decree” means the Capital Markets Decree 2009.

(2) In these Regulations, words and phrases have the same meaning as under the Act unless the context otherwise requires.

Definitions

3. For the purposes of the Act, unless the context otherwise requires—

“contributory” means every person liable to contribute to the assets of a company in the event of the company being wound up and, for the purposes of all proceedings for determining, and all proceedings prior to the final

determination of, the persons who are to be deemed contributories, includes any person alleged to be a contributory;

“Dealer” means a person who carries on the business of buying, selling, dealing, trading, underwriting or retailing of Securities whether or not the person carries on any other business;

“Investor Compensation Fund” means the fund established under the Decree for the purposes of granting compensation to investors who suffer pecuniary loss as referred to in regulation 7;

“Relation-Back Day” means—

- (a) in respect of a winding up made by an order of the Court, the date that the application for winding up was filed; and
- (b) in any other case, the date that the resolution for winding up was passed.

Limitation of Liability

4. Neither the Reserve Bank, the Registrar, the Official Receiver nor any person acting under their authority, shall be liable to any action, suit or proceeding for or in respect of any act or matter *bona fide* done or omitted to be done in the exercise or supposed exercise of the powers conferred on them by or under the provisions of the Act or any other law.

Right to inspect and get copies

5.—(1) A Foreign Company must allow anyone to inspect a register kept under Part 6 of the Act.

(2) If the register is not kept on a computer, the person inspects the register itself.

(3) If the register is kept on a computer, the person inspects a hard copy of the information on the register.

(4) The requirement in subregulation (3) to allow the person to inspect a hard copy of the information on the register does not apply in relation to a register that is kept on a computer if the person and the Foreign Company agree that the person can access the information by computer.

(5) A member of a Foreign Company or a registered Debenture Holder may inspect a register kept under Part 6 of the Act without charge.

(6) Other people may inspect the register only on payment of a fee, up to the Prescribed Amount, required by the Foreign Company.

(7) The Foreign Company must give a person a copy of the register, or a part of the register, within 7 days if the person—

- (a) asks for the copy; and
- (b) pays any fee, up to the Prescribed Amount, required by the Foreign Company.

(8) The Registrar may allow a longer period to comply with the request.

(9) If the register is kept on a computer and the person asks for the data on a computer disk, the Foreign Company must give the data to the person on computer disk.

(10) The data must be readable but the computer disk need not be formatted for the person's preferred operating system.

(11) The Foreign Company is not required under subregulation (1), (2), (3) or (5) to allow a person to see, or to give a person a copy of the register that contains, share certificate numbers.

(12) The Registrar may grant a Foreign Company an exemption from complying with subregulation (1), (2), (3) or (5) in relation to information in a register of Debenture Holders about Debentures that are not convertible into Shares on such conditions, if any, as the Registrar must determine in the Registrar's absolute discretion.

(13) On application by the Registrar, the Court may order a person who contravenes a condition of the exemption to comply with the condition.

Levies

6.—(1) In the case of every purchase and sale of Securities recorded on a Securities Exchange or notified to it under its rules, the purchaser and the seller shall each of them be liable to pay to the Reserve Bank a levy at such rate as may be specified by order of the Minister to be published in the Gazette as a percentage of the consideration for such purchase and sale; and different rates may be specified in respect of different classes of Securities.

(2) The Securities Exchange shall collect and account to the Reserve Bank for the levy referred to in subregulation (1).

(3) The amount of any levy payable under this regulation shall be recoverable as a civil debt due to the Reserve Bank.

(4) The Minister may make rules providing for—

- (a) the payment of the levies under this regulation; and
- (b) the keeping, examination and audit of the accounts of a Securities Exchange relating to the collection of such levies.

(5) For the purposes of subregulation (1), the rate of percentage that applied under the Decree immediately before the commencement date is taken to be the rate of percentage that applies from the commencement date unless specified by order of the Minister published in the Gazette.

Investor Compensation Fund

7.—(1) The Investor Compensation Fund established under the Decree shall continue for the purposes of granting compensation to investors who suffer pecuniary loss resulting from the failure of a holder of a Securities Industry Licence to meet its contractual obligations.

(2) The Investor Compensation Fund shall consist of—

- (a) such moneys as are required to be paid into the Investor Compensation Fund by a holder of a Securities Industry Licence;
- (b) such sums of money as are paid in respect of an order of the Court in respect of a contravention of Part 42 or Division 3 of Part 43 of the Act;
- (c) such sums of money as accrue from interest and profits from monies placed in the Investor Compensation Fund;

- (d) such sums of money recovered by or on behalf of the Reserve Bank from entities whose failure to meet their obligations to investors result in payments from the Investor Compensation Fund; and
- (e) such sums of money as are received for the purposes of the Investor Compensation Fund from any other source approved by the Minister.

(3) Moneys which have accumulated in the Investor Compensation Fund may be invested by the Reserve Bank in such manner as may be determined by the Reserve Bank.

Who can be a Director

8. If a person is a director or secretary of an Existing Company immediately before the commencement date and that person is not entitled to be appointed as a Director or secretary under section 93 of Act, the person may —

- (a) continue to act as a director or secretary of the Company for up to 3 months after the commencement date; and
- (b) must resign within 3 months after the commencement date.

Notice of meetings

9. For the purposes of section 145(1) of the Act, a Company is not required to provide copies of Financial Statements with a notice of meeting if the Financial Statements for the last Financial Year are not available at the time the notice is given.

Licences required

10. No person must carry on a business as a Dealer or representative of a Dealer, or hold themselves out as carrying on such a business unless the person is a holder of a Securities Industry Licence issued under the Act.

Prospectus or Offer Document validity

11. Upon registration of a Prospectus or Offer Document by the Reserve Bank, the Reserve Bank may endorse the validity of the Registered Prospectus or Registered Offer Document for a period of more or less than 12 months on such conditions as the Reserve Bank considers necessary.

Supplementary information to Registered Prospectus or Registered Offer Document

12. Supplementary information may be annexed to a Registered Prospectus or Registered Offer Document if the document containing the supplementary information is approved by the Reserve Bank, on such conditions as the Reserve Bank considers necessary.

Medium Private Company - Financial Statements

13.—(1) A Medium Private Company must prepare —

- (a) Proforma Financial Statements; and
- (b) Financial Statements if it is directed to do so by Members with at least 10% of the votes under subregulation (2).

(2) The Registrar or Members with at least 10% of the votes in a Medium Private Company may give the Company a direction to —

- (a) prepare Financial Statements for a Financial Year; and
- (b) send them to all Members.

(3) Sections 389(2) and 389(3) of the Act apply to the direction given under subregulation (2).

Proforma Financial Statements

14. For the purposes of section 391(2) of the Act, “true and correct” is taken to mean “true and fair”.

Appointment of auditors

15.—(1) Subject to subregulation (3), for the purposes of Part 34 of the Act, an Individual Auditor or Individual Auditors, a firm or firms, or an Individual Auditor or Individual Auditors and a firm or firms may be appointed as an auditor or auditors of a Company or Managed Investment Scheme.

(2) A Company, the Directors of a Company or the Manager of a Managed Investment Scheme must not appoint an Individual Auditor or a firm as the auditor of the Company or Managed Investment Scheme unless that Individual Auditor or firm has—

- (a) before the appointment, consented in writing to the Company or the Manager of a Managed Investment Scheme, before the appointment, to act as auditor; and
- (b) not withdrawn that consent before the appointment is made.

(3) A firm may only be appointed as an auditor of a Company or a Managed Investment Scheme if—

- (a) at least one member of the firm is registered as an Auditor under the Act;
- (b) a member of the firm, who is registered as an Auditor under the Act, is nominated to sign all documents lodged with the Registrar arising from the appointment as auditor of the Company or Managed Investment Scheme; and
- (c) details of the Auditor referred to in paragraph (b) are given to the Registrar in writing.

(4) Any change to the details of the firm or the Auditor nominated under regulation (3) must be given to the Registrar within 14 days of the change.

Information as to pending liquidations

16.—(1) For the purposes of section 505 of the Act, if, where a Company is being wound up, the winding up is not concluded within one year after its commencement, the liquidator must, within 3 months from the end of the year beginning on the day on which the Company was wound up and each succeeding year, prepare a report which complies with subregulation (2).

(2) The report referred to in subregulation (1) must set out—

- (a) an account of the liquidator’s acts and dealings and of the conduct of the winding up during the preceding year;
- (b) a description of the acts and dealings that remain to be carried out by the liquidator in order to complete the winding up; and
- (c) an estimate of when the winding up is likely to be completed.

(3) The liquidator must, no later than 7 days after the end of the 3 month period referred to in subregulation (1), lodge the report with the Registrar.

Provisions as to applications for winding up

17. For the purposes of section 522(1)(c) of the Act, the Court must not make a winding up order in relation to an application for the winding up of a Foreign Company unless it is satisfied that the liquidator or provisional liquidator of the Foreign Company has requested, in writing, that an application be made to the Court for the winding up of the Foreign Company.

Lodging documents

18. For the purposes of the Act, a person must Lodge a document in the form and manner prescribed by regulations.

Licence applications

19. An application for a licence, registration or approval made under a Repealed Act prior to the commencement date is taken to be an application in relation to the same matter for an equivalent licence, registration or approval under the Act.

Managed Investment Schemes

20. A unit trust established under the Unit Trusts Act (Cap. 228) immediately before the commencement date is taken to have complied with the provisions of the Act in relation to Managed Investment Schemes until 6 months after the commencement date.

Prospectus requirements

21.—(1) Subject to regulation 23, every Prospectus must meet the requirements set out in the Act and the minimum content requirements set out in Schedule 1.

(2) The Reserve Bank may grant an exemption from any requirement of subregulation (1) on a case by case basis as it thinks fit.

Offer Document requirements

22.—(1) Subject to regulation 23, every Offer Document must meet the requirements set out in the Act and the minimum content requirements set out in Schedule 2.

(2) The Reserve Bank may grant an exemption from any requirement of subregulation (1) on a case by case basis as it thinks fit.

Managed Investment Scheme requirements

23.—(1) Every Prospectus or Offer Document in relation to a Managed Investment Scheme must meet the minimum content requirements set out in the policy issued by the Reserve Bank from time to time.

(2) The Reserve Bank may grant an exemption from any requirement of subregulation (1) on a case by case basis as it thinks fit.

Made this 24th day of December 2015.

A. SAYED-KHAIYUM
Attorney-General and Minister for Finance,
Public Enterprises, Public Service and Communications

SCHEDULE 1
(Regulation 21)

REQUIREMENTS FOR A PROSPECTUS

1. The following must be included in a Prospectus:
 - (a) a brief background/summary of the history of the business since inception of the Company;
 - (b) the timeframe for utilisation of the proceeds from the offer;
 - (c) an explanation of the risks of the industry in which the Company operates;
 - (d) an explanation of any proposed steps by the Company to mitigate or manage any identified risks;
 - (e) the occupation of each Director of the Company (if any);
 - (f) a statement that the Directors and senior management meet the fit and proper requirements as set out in the policy issued by the Reserve Bank;
 - (g) the most recent 3 years of Financial Statements which have been audited for a Financial Year which has ended within 6 months of the issue date of the Prospectus and in relation to those Financial Statements; and
 - (h) if the issue date of the Prospectus is more than 6 months since the end of the last Financial Year, the interim financial reports in the same form as the Financial Reports.
 2. An expert report that forms part of the Prospectus must be signed and dated by the expert.
-

SCHEDULE 2
(Regulation 22)

REQUIREMENTS FOR AN OFFER DOCUMENT

1. The following must be included in an Offer Document:
 - (a) a brief background/summary of the history of the business since inception of the Company;
 - (b) the timeframe for utilisation of the proceeds from the offer;
 - (c) an explanation of the risks of the industry in which the Company operates;
 - (d) an explanation of any proposed steps by the Company to mitigate or manage any identified risks;
 - (e) the occupation of each Director of the Company (if any);
 - (f) whether or not any Director, is or has been—
 - (i) involved in an application under any bankruptcy or Insolvency laws that was filed and not struck out against such person or any partnership in which he or she was a partner or any company of which he or she was a Director;
 - (ii) convicted in a criminal proceeding or is a named subject of a pending criminal proceeding; or
 - (iii) the subject of any order, judgment or ruling of any court of competent jurisdiction or the Reserve Bank temporarily enjoining him or her from acting as an Investment Adviser, Dealer, Director or employee of a Financial Institution and engaging in any type of business practice or activity;
 - (g) a statement that the Directors and senior management meet the fit and proper requirements as set out in the policy issued by the Reserve Bank;
 - (h) the most recent 3 years of Financial Statements which have been audited for a Financial Year which has ended within 6 months of the issue date of the Offer Document and in relation to those Financial Statements; and
 - (i) if the issue date of the Offer Document is more than 6 months since the end of the last Financial Year, the interim financial reports in the same form as the Financial Reports.
2. An expert report that forms part of the Offer Document must be signed and dated by the expert.

[LEGAL NOTICE NO. 110]

COMPANIES ACT 2015
(ACT NO. 3 OF 2015)

Companies (Winding Up) Rules 2015

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IN exercise of the powers conferred upon me under section 713 of the Companies Act 2015, I hereby make these Rules—

PART 1—PRELIMINARY

Short title and commencement

- 1.—(1) These Rules may be cited as the Companies (Winding Up) Rules 2015.
- (2) These Rules shall come into force on 1 January 2016.

Interpretation

- 2.—(1) In these Rules, unless the context otherwise requires—

“Act” means the Companies Act 2015;

“Committee of Inspection” has the meaning attributed to it under Division 5, Part 40 of the Act;

“Company” means a company as defined in the Act, and for the purposes of these Regulations includes a Foreign Company to the extent specified under section 513(e) of the Act;

“Court Registrar” means the Registrar of the Court;

“File” means file in the Registry of the Court, and “Filing” has the related meaning;

“liquidator” includes, where the context so permits or requires, a Provisional Liquidator;

“Newspaper” means a newspaper published in Fiji and circulating in the district where the Registered Office, or principal or last known principal place of business, of the Company is or was situated;

“Official Receiver” of a Company has the meaning given under section 3 of the Act, and where the context so permits or requires, includes a liquidator or Provisional Liquidator;

“Provisional Liquidator” means an Official Receiver appointed by the Court to be a Provisional Liquidator;

“Regulations” means the Companies Regulations 2015; and

“Special Application” means an application mentioned in rule 6(a) or 6(b).

- (2) In these Rules, words and phrases have the same meaning as under the Act unless the context otherwise requires.

Dispensation from compliance with these Rules

3. The Court may dispense with compliance with all or any of the provisions of these Rules.

Application of these Rules

- 4.—(1) Except as otherwise provided in the Act, the Regulations and these Rules, the general practice of the Court, including the practices and procedures in Chambers, applies with any necessary modifications to the matters to which these Rules apply.

(2) The forms in Schedule 2 are prescribed for the purpose of the Act with such variations made by the Registrar or the Official Receiver as the circumstances require.

Direction on procedure

5.—(1) This section applies if any circumstances arise for which—

- (a) no procedure is provided by the Act, the Regulations or these Rules; or
- (b) there is doubt in relation to the correct procedure to be adopted.

(2) The Court may direct—

- (a) what is to be done in the circumstances; or
- (b) that the adopted procedure is the proper procedure.

(3) The direction may be given *ex parte* if the Court thinks fit.

(4) The direction is as valid as if it were specifically included in these Rules.

(5) The Court may generally or in any specific instance authorise the Court Registrar to exercise any or all of the powers that the Court may exercise under these Rules.

PART 2—WINDING UP AND OPPRESSION PROCEEDINGS

Application of Part

6. This Part applies to the following applications—

- (a) an application by a member of a Company or by the Registrar for relief under section 177(1)(a) of the Act;
- (b) an application by a contributory for a winding up order; and
- (c) an application by another person for a winding up order.

Filing of application

7.—(1) An application must be Filed.

(2) The Court Registrar must endorse the date and time of Filing on the application.

(3) An application under rule 6(b) or 6(c) must, prior to it being Filed, be presented at the office of the Registrar, and upon presentation of the application, the applicant must deposit with the Official Receiver the sum of \$700 (VAT exclusive), and such further sum, if any, as the Court may, from time to time, direct, to cover the fees and expenses to be incurred by the Official Receiver as provisional liquidator; and no application shall be received by the Court Registrar unless the receipt of the Official Receiver for the deposit payable on the presentation of the application is produced to the Court Registrar.

(4) The Official Receiver must account for the money so deposited to the applicant, and any sum so paid by a creditor must be repaid to such creditor, except and so far as such deposit may be required, by reason of insufficiency of assets, for the payment of the fees of and expenses incurred by the Official Receiver, out of the Property of the Company in the priority prescribed by these Rules.

Form of application

8.—(1) An application must state the nature of the relief sought.

(2) An application must be made in the form of Form D1 in Schedule 2 or, if it is a Special Application, in the form of Form D2 in Schedule 2.

Verification of application by statutory affidavit

9.—(1) Subject to rule 17(1), an application must be supported by a statutory affidavit verifying the application.

(2) The affidavit must—

- (a) be made in the form of Form D3 in Schedule 2; and
- (b) be made by—
 - (i) the applicant; or
 - (ii) if there is more than one applicant – one of them; or
 - (iii) if the application is made by a Company – a person having knowledge of the facts; and
- (c) be Filed with the application.

(3) The affidavit is *prima facie* evidence of the facts stated in it.

(4) If an application is required to be served, a copy of the affidavit must be served with the application.

Contents of statutory affidavit

10.—(1) A statutory affidavit Filed in support of an application for winding up must set out the facts that are material to, and justify the making of, a winding up order.

(2) If the application relies on section 513(a) of the Act, the notice and minutes of the meeting at which the Special Resolution was passed must be exhibited to the statutory affidavit.

Service of application

11.—(1) Subject to this Part, an application must be served on the Company unless it is made by the Company.

(2) If there is no Registered Office of the Company, the application may be served on the Company at the principal or last known principal place of business of the Company—

- (a) by leaving a copy with a Member or Officer of the Company at the place; or
- (b) if no Member or Officer of the Company can be found at the place, by leaving a copy at the place; or
- (c) by serving it on the Member or Officer of the Company that the Court directs.

(3) If the application is made by a person other than the liquidator of the Company in relation to a Company that is in the course of a voluntary winding up, the application must be served personally on the liquidator.

(4) The application must be served not later than 2 days before it is advertised in a Newspaper or published in the Gazette.

Advertisement and publication of notice of application

12.—(1) Subject to rule 17(1), notice of an application for winding up must be advertised in a Newspaper and published in the Gazette not less than 14 days before the hearing.

(2) The notice must—

- (a) be made in the form of Form D4 in Schedule 2;
- (b) specify the date on which the application was made;
- (c) specify the date and place appointed for the hearing of the application;
- (d) specify the name and address of—
 - (i) the applicant; and
 - (ii) the applicant's solicitor (if any); and
- (e) contain a note at the foot of the advertisement stating that any person who intends to appear at the hearing of the application must send notice of the person's intention to the applicant or to the applicant's solicitor within the time and in the manner set out in subrules (3) to (7).

(3) A person who intends to appear on the hearing of an application must serve on the applicant or the applicant's solicitor a notice that—

- (a) is headed with the name of the Court in which the application is being heard;
- (b) specifies whether the person who intends to appear is—
 - (i) a creditor of the Company, and if so, the amount of money owed by the Company to the person; or
 - (ii) a contributory of the Company, and if so, the number of Shares held by the person;
- (c) specifies the person's intention to appear on the hearing of the application;
- (d) specifies the date of the hearing of the application;
- (e) specifies the place of the hearing of the application;
- (f) specifies whether the person intends to object to the application or support the application;
- (g) is signed by the person or the person's solicitor; and
- (h) specifies the address of the person signing it.

(4) If the notice described in subrule (3) is served by post, service must be effected not later than 4.00 pm on the Business Day immediately before the day appointed for the hearing.

(5) A person who fails to comply with subrules (3) and (4) must not appear on the hearing of the application or any adjournment of the application without the leave of the Court.

(6) Subrule (3) does not require service of the notice by —

- (a) the applicant; or
- (b) a person who is served with the application.

(7) Notice of intention to appear need not be given in relation to an adjourned hearing of the application.

Copy of application for contributory or creditor

13.—(1) A contributory, Member or creditor of the Company may request a copy of the application and statutory affidavit from the applicant or the applicant's solicitor.

(2) The applicant or the applicant's solicitor must provide the copy within 48 hours of the request being made.

List of persons intending to appear

14.—(1) The applicant or the applicant's solicitor must prepare a list in the form of Form D5 in Schedule 2 of the names and addresses of the —

- (a) persons who have given notice of their intention to appear on the hearing of the application; and
- (b) persons' respective solicitors.

(2) On the day appointed for hearing the application, the applicant or the applicant's solicitor must, before the hearing, File a copy of the list or, if no notice of intention to appear has been given, a statement to that effect.

(3) Unless the Court otherwise orders, a further notice of intention to appear need not be given by the applicant or the applicant's solicitor on any adjournment of the hearing of the application.

Affidavits and notices opposing the application and affidavits in reply

15.—(1) On the hearing of an application under section 513 of the Act, a person may not, without the leave of the Court, oppose the application unless the person has, not less than 7 days before the time appointed for the hearing —

- (a) Filed an affidavit in opposition to the application; and
- (b) served on the applicant or the applicant's solicitor—
 - (i) a notice in the form of Form D6 in Schedule 2 of the grounds on which the person opposes the application; and
 - (ii) a copy of the affidavit.

(2) An affidavit in reply to an affidavit Filed in opposition to an application (including a further affidavit in support of any of the facts alleged in the statutory affidavit) must be Filed within 3 days of the day of service on the applicant of the affidavit in opposition.

(3) A copy of the affidavit in reply must, after it is Filed, be served as soon as practicable on the person by whom the affidavit in opposition was Filed or the person's solicitor.

Substituted applicant in winding up application

16.—(1) This rule applies if an applicant for a winding up order—

- (a) fails to take all the steps prescribed by these Rules preliminary to the hearing;
- (b) seeks the leave of the Court to discontinue the application;
- (c) consents to the application being dismissed;
- (d) does not appear when the application is called on for hearing;
- (e) does not seek the order at the hearing; or
- (f) does not obtain the order at the hearing.

(2) On application of a person who proves on affidavit that the person falls within a class of persons mentioned in section 522 of the Act the Court may make any one or more of the following orders—

- (a) an order substituting the person (the “Substituted Applicant”) as the applicant;
- (b) an order that the Substituted Applicant serve on the respondent a copy of the order substituting the applicant;
- (c) an order adjourning the application; or
- (d) an order regulating the further conduct of the application.

(3) The order may be made on any condition, or conditions, that the Court thinks fit.

(4) The Substituted Applicant is not required to comply with the requirements of the Act, the Regulations or these Rules to the extent that the originating applicant has already complied with them, unless the Court otherwise orders.

(5) It is not necessary for the Substituted Applicant to amend the application and the Substituted Applicant is taken for the purposes of these Rules to have been the originating applicant.

(6) Nothing in this rule relieves the originating applicant or the originating applicant’s solicitor from the obligation to comply with the requirements of rule 14.

Procedure on Special Application

17.—(1) Rules 9, 12 and 19 do not apply to a Special Application unless the Court otherwise orders.

(2) The applicant in a Special Application must, and the Company or any contributory may, within 7 days of the Filing of the application, apply to the Court for directions.

(3) On the hearing of an application for directions, the Court may, by order, give directions with respect to any of the following matters—

- (a) the applicant refraining from advertising the making of the application but instead notifying Members and creditors of the Company of the making of the application and of the right of Members and creditors to support or oppose the application;

- (b) service of the application on any person in addition to the Company;
- (c) the Filing, or dispensing with the Filing, of affidavits in support of or in opposition to the application;
- (d) the delivery of pleadings or particulars by the applicant, the Company or any party to the application;
- (e) the Filing and exchange of affidavits, the inspection of documents, and the administering of interrogatories; or
- (f) any other steps under the Act, the Regulations or these Rules that may be necessary or desirable for the purpose of bringing the Special Application to trial and having it determined.

(4) The Court may, by subsequent order, vary the order.

Consent of liquidator

18. Before the hearing of the application for a winding up order, the applicant or the applicant's solicitor must File the written consent of a liquidator who—

- (a) is registered as a liquidator under the Act; or
- (b) is deemed to be registered as a liquidator under the Act; and
- (c) would be entitled to be appointed as a liquidator if an order for the winding up of the Company is made by the Court.

Attendance before the Court Registrar

19.—(1) Subject to rule 17(1), after an application for a winding up order has been Filed, the applicant or the applicant's solicitor must attend before the Court Registrar, on a day to be appointed by the Court Registrar, and satisfy the Court Registrar that—

- (a) the application has been advertised in a Newspaper and published in the Gazette;
- (b) the statutory affidavit and the affidavit of service (if any) has been properly Filed;
- (c) the written consent of a liquidator has been Filed; and
- (d) the applicant has properly complied with these Rules in relation to applications for a winding up order.

(2) A certificate signed by the Court Registrar is evidence—

- (a) that this rule has been complied with; or
- (b) of the extent to which this rule has been complied with.

(3) An order (other than an order for the dismissal or adjournment of the application for winding up) must not be made on the application of an applicant who has not, before the hearing of the application, attended before the Court Registrar at the time appointed and satisfied the Court Registrar in the way required by subrule (1).

Adjournment of winding up application

20.—(1) An application to wind up a Company must not be adjourned (whether by consent or otherwise) for a period longer than one month at a time.

(2) A person seeking to adjourn a winding up application must direct the attention of the Court to—

- (a) the fact that the application is for the winding up of a Company;
- (b) section 524 of the Act; and
- (c) whether the application has been adjourned previously.

(3) If a person has been granted more than two adjournments of a winding up application and the person seeks a further adjournment of the application, the person must File an affidavit deposing to the reasons for seeking the further adjournment.

No affidavit of debt required

21. On the hearing of a winding up application, an affidavit of indebtedness of the Company to the applicant on or about the day of hearing is not required to be Filed.

No affidavit of solvency required

22. On application for dismissal of an application to wind up a Company, an affidavit of solvency of the Company is not required to be Filed.

Notice of winding up order, service of copy and notice at foot

23.—(1) If an order is made for the winding up of a Company, the applicant must—

- (a) immediately inform the liquidator; and
- (b) within 7 days of the passing and entering of the order—
 - (i) cause a notice in the form of Form D7 in Schedule 2 to be advertised in a Newspaper and published in the Gazette; and
 - (ii) serve on the liquidator a sealed copy of the order.

(2) Unless the Court otherwise directs, a winding up order must contain a notice at the foot of the order which states that it will be the duty of those persons who are liable to make out, or concur in making out, the statement of Affairs of the Company as the liquidator may require to—

- (a) attend on the liquidator at the time and place as the liquidator appoints; and
- (b) give the liquidator all the information that the liquidator requires.

Appointment and removal of liquidators

24. The Registrar or a contributory, creditor or Officer of the Company may make an application for—

- (a) the appointment of a liquidator under section 492(1) of the Act;
- (b) the removal of a liquidator and the appointment of another liquidator under section 492(2) of the Act; or
- (c) the filling of a vacancy in the office of a liquidator under section 540(3) of the Act.

*Lodgement with Registrar and giving notice of appointment on pronouncement
of order for appointment of liquidator*

25.—(1) On the making of an order appointing a liquidator, the party obtaining the order must immediately—

- (a) lodge a notice in the form of Form D8 in Schedule 2 with the Registrar; and
- (b) cause a notice in the form of Form D8 in Schedule 2 to be advertised in a Newspaper and published in the Gazette.

(2) If, on the hearing of an application for the appointment of a liquidator, the applicant tenders to the Court a draft order in the appropriate form, the Court may, if it thinks fit, direct that the order be passed and entered immediately.

PART 3—PROVISIONAL LIQUIDATORS

Order appointing Provisional Liquidator

26.—(1) At any time after the Filing of an application for a winding up order, the Court may appoint a Provisional Liquidator on—

- (a) the application of the Registrar or a creditor or contributory of the Company; and
- (b) proof by affidavit of sufficient grounds for the appointment of a Provisional Liquidator.

(2) The appointment may be made on the terms that the Court thinks just or necessary.

(3) The application for appointment of a Provisional Liquidator must be served on the Company before it is heard unless it appears that there are circumstances making it impracticable to serve the Company before the application is heard.

Consent of Provisional Liquidator

27. Before the hearing of the application for appointment of a Provisional Liquidator, the applicant or the applicant's solicitor must File the written consent of a liquidator who—

- (a) is registered as a liquidator under the Act; or
- (b) is deemed to be registered as a liquidator under the Act; and
- (c) would be entitled to be appointed as a Provisional Liquidator if such an order is made by the Court.

Powers of Provisional Liquidator

28.—(1) Subject to the Act, the Regulations, these Rules and any directions of the Court, a liquidator appointed provisionally under section 537(1) of the Act has the—

- (a) power to carry on the business of the Company; and
- (b) powers specified in sections 543(1)(f) and 543(2) of the Act (other than section 543(2)(h) of the Act).

(2) For the purpose of enabling the Provisional Liquidator to take out letters of administration or recover money as mentioned in section 543(2)(f) of the Act, the money due is taken to be due to the Provisional Liquidator.

(3) The exercise by the Provisional Liquidator of the powers conferred by this rule is subject to the control of the Court.

(4) A creditor or contributory may apply to the Court with respect to the exercise or proposed exercise of any of the powers of a Provisional Liquidator.

*Lodgement with Registrar and giving notice of appointment on pronouncement of order
for appointment of Provisional Liquidator*

29.—(1) On the making of an order appointing a Provisional Liquidator, the party obtaining the order must immediately—

- (a) lodge a notice in the form of Form D8 in Schedule 2 with the Registrar; and
- (b) cause a notice in the form of Form D8 in Schedule 2 to be advertised in a Newspaper and published in the Gazette.

(2) If, on the hearing of an application for the appointment of a Provisional Liquidator, the applicant tenders to the Court a draft order in the appropriate form, the Court may, if it thinks fit, direct that the order be passed and entered immediately.

Service of order

30.—(1) On the order appointing a Provisional Liquidator being passed and entered, the party obtaining the order must, within 7 days of the order being entered, serve a copy of the order on the Company and on any other person on whom the Court directs service to be made.

(2) Subrule (1) does not apply if the Company was the applicant for the order.

Provisional Liquidator's remuneration

31. Subject to the Act and an order of the Court, a Provisional Liquidator is entitled to be paid and retain out of the Company's Property—

- (a) all costs, charges and expenses properly incurred by the Provisional Liquidator; and
- (b) the remuneration that is authorised by the order appointing the Provisional Liquidator or any subsequent order.

PART 4—PROCEEDINGS IN WINDING UP BY THE COURT

Liquidators are officers of Court, judicial notice of registration

32.—(1) All liquidators registered under the Act are officers of the Court.

(2) Judicial notice may be taken of the registration of a person as a liquidator.

Costs of preparing statement of Affairs

33. A person who is required to make or concur in making any statement of the Affairs of a Company must, before incurring any costs or expenses, apply to the Official Receiver for his or her sanction and submit a statement of the estimated costs and expenses which it is intended to incur, and, except by order of the Court, no person must be allowed out of the assets of the Company any costs or expenses which have not, before being incurred, been sanctioned by the Official Receiver.

Delivery of Property

34.—(1) An Official Receiver or liquidator may, by written notice in the form of Form D9 in Schedule 2, require a contributory, trustee, receiver, banker or agent or Officer of a Company that is being wound up to pay, deliver, convey, surrender or transfer to the Official Receiver or liquidator, as soon as practicable or within a specified period, any money, Property or books that are in the person's possession and to which the Company is *prima facie* entitled.

(2) On the application of the Official Receiver or liquidator, the Court may order the payment, delivery, conveyance, surrender or transfer to the Official Receiver or liquidator as described in subrule (1).

Resignation of liquidator

35.—(1) A liquidator who desires to resign office must summon separate meetings of the creditors and contributories of the Company to decide whether or not the resignation should be accepted.

(2) If the creditors and contributories agree to accept the liquidator's resignation, the liquidator must File with the Court Registrar, and lodge with the Registrar, a notice of resignation in the form of Form D10 in Schedule 2.

(3) The resignation takes effect on the Filing and lodging of the notice.

(4) If the creditors and contributories do not agree to accept the liquidator's resignation, the liquidator must report to the Court the result of the meetings.

(5) On the liquidator's application, the Court may —

- (a) determine whether or not the resignation should be accepted; and
- (b) give the directions and make the orders that the Court considers necessary or desirable.

(6) On the Court making a determination that the resignation is accepted, the liquidator must immediately lodge a notice of the determination with the Registrar.

Dispensation with rule 34

36. The Court may dispense with some or all of the requirements of rule 34.

PART 5—COSTS

Liquidator not personally liable

37. Unless the Court otherwise orders, the liquidator is not personally liable to pay any costs of—

- (a) an appeal from the liquidator's decision rejecting a proof of debt or claim, in whole or in part; or
- (b) an application to set aside or vary the liquidator's act or decision settling the name of a person on a list of contributories.

Submission of bill of costs by persons engaged by the liquidator for taxation

38.—(1) A liquidator may, and in all proper cases must, require a solicitor, auctioneer, broker or other person engaged by the liquidator in a winding up by the Court, to deliver the person's bill of costs, charges or expenses to the liquidator for the purpose of taxation.

(2) The request must be made within a sufficient time before the declaration of a dividend in the winding up in the form of Form D11 in Schedule 2.

(3) If the person requested fails to deliver the person's bill within the time stated in the request, or the extended time that the Court Registrar allows—

- (a) the liquidator must declare and distribute the dividend without regard to the person's claim; and
- (b) the claim is forfeited, unless the Court Registrar otherwise orders.

(4) If, after considering the bill, the liquidator considers that it should be taxed, the liquidator must lodge it with the taxing officer for taxation.

(5) When taxing the bill, the taxing officer must have regard to any guidelines or scales of fees or charges that may be recommended from time to time by the professional body or organisation with which the person is associated.

PART 6—PROOFS OF DEBT

Proof of debt

39. In a winding up by the Court, every creditor must, subject to this Part, prove his or her debt, unless the Court in any particular winding up gives directions that any creditor or class of creditors must be admitted without proof.

Mode of proof

40.—(1) A debt may be proved in any winding up by delivering or sending through the post an affidavit verifying the debt.

(2) The affidavit must be sent in—

- (a) a winding up by the Court, to the Official Receiver, or if a liquidator has been appointed, to the liquidator; or
- (b) any other winding up, to the liquidator.

Verification of proof

41. An affidavit proving a debt may be made by—

- (a) the creditor himself or herself; or
- (b) some person authorised by or on behalf of the creditor, and if made by a person so authorised, it must state his or her authority and means of knowledge.

Contents of proof

42.—(1) An affidavit proving a debt must contain or refer to a statement of account showing the particulars of the debt, and must specify the vouchers, if any, by which the same can be substantiated.

(2) The Official Receiver or liquidator to whom the proof is sent may, at any time, call for the production of the vouchers.

Statement of security

43. An affidavit proving a debt must state whether the creditor is or is not a secured creditor.

Proof before whom sworn

44. An affidavit proving a debt may, in a winding up by the Court, be sworn before the Official Receiver.

Costs of proof

45. A creditor must bear the cost of proving his or her debt, unless the Court otherwise orders.

Discount

46. A creditor proving his or her debt must deduct from the amount of debt—

- (a) any discount which he or she may have agreed to allow for payment in cash in excess of 5 percent on the net amount of his or her claim; and
- (b) all trade discounts.

Periodical payments

47.—(1) When any rent or other periodical payment falls due on a stated date, and the order or resolution to wind up is made at any time other than on such a date, the persons entitled to the rent or payment may prove for a proportionate part of the rent up to the date of the winding up order or resolution as if the rent or payment became due from day to day.

(2) Where the liquidator remains in occupation of premises demised to a Company which is being wound up, nothing contained in subrule (1) must prejudice or affect the right of the landlord of such premises to claim payment by the Company, or the liquidator, of rent during the period of the Company's, or the liquidator's occupation.

Interest

48. On any debt or sum certain, payable at a certain time or otherwise, whereon interest is not reserved or agreed and which is overdue at the date of the commencement of the winding up, the creditor may prove for interest at a rate not exceeding 6 percent per annum to that date from the time when the debt or sum was payable, if the debt or sum is—

- (a) payable by virtue of a written instrument at a certain time; and
- (b) payable otherwise, then from the time when a demand in writing has been made giving notice that interest will be claimed from the date of the demand until the time of payment.

Proof for debt payable at a future time

49. A creditor may prove for a debt not payable at the date of the winding up order or resolution, as if it were payable presently, and may receive dividends equally with the other creditors, deducting only from the amount of debt claimed a rebate of interest at the rate of 6 percent per annum computed from the declaration of a dividend to the time when the debt would have become payable according to the terms on which it was contracted.

Employees' wages

50.—(1) In any case in which it appears that there are numerous claims for wages by employees of the Company, it is sufficient if one proof for all such claims is made by a person on behalf of all such creditors.

(2) Such proof must have annexed to it a schedule specifying the names of the employees, and the amounts severally due to them.

(3) Any proof made in compliance with this rule must have the same effect as if separate proofs had been made by each employee.

Production of bills of exchange and promissory notes

51. Where a creditor seeks to prove in respect of a bill of exchange, promissory note or other negotiable instrument or security on which the Company is liable, such bills of exchange, note, instrument or security must, subject to an order of the Court to the contrary, be produced to the Official Receiver, chairperson of a meeting or liquidator, as the case may be, and be marked by him or her before the proof can be admitted either for voting or for any purpose.

Transmission of proofs to liquidator

52. Where a liquidator is appointed in a winding up by the Court, all proofs of debts received by the Official Receiver must be handed over to the liquidator, but the Official Receiver must first make a list of such proofs, and take a receipt of the proofs from the liquidator for such proofs.

PART 7—ADMISSION AND REJECTION OF PROOFS AND PREFERENTIAL CLAIMS AND APPEAL TO THE COURT

Notice to creditors to prove

53.—(1) Subject to the provisions of the Act, and unless otherwise ordered by the Court, the liquidator in any winding up may, from time to time, fix a certain day, which must be not less than 14 days from the date of the notice, on or before which the creditors of the Company are to—

- (a) prove their debts or claims; and
- (b) establish any title they may have priority to under section 473 of the Act; or
- (c) be excluded from the benefit of any distribution made before such debts are proved, or, as the case may be, from objecting to such distribution.

(2) The liquidator must give notice in writing of the day fixed in subrule (1)—

- (a) by advertisement in such Newspaper as the liquidator considers convenient; and
- (b) in a winding up by the Court, to every person mentioned in the statement of Affairs as a creditor who has not proved his or her debt; or
- (c) in any other winding up, to the last known address or place of abode of each person who, to the knowledge of the liquidator, claims to be a creditor or preferential creditor of the Company and whose claim has not been admitted.

Examination of proof

54.—(1) The liquidator must examine every proof of debt lodged with him or her, and the grounds of the debt, and in writing must admit or reject it in whole or in part, or require further evidence in support of it.

(2) If the liquidator rejects the proof, the liquidator must state the grounds of the rejection in writing to the creditor.

Appeal by creditor

55.—(1) Subject to subrule (2), if a creditor or contributory is dissatisfied with the decision of the liquidator in respect of a proof, the Court may, on the application of the creditor or contributory, reverse or vary the decision.

(2) Subject to the power of the Court to extend the time, no application to reverse or vary the decision of the liquidator in a winding up by the Court rejecting a proof sent to him or her by a creditor, or person claiming to be a creditor, must be entertained, unless notice of the application is given before the expiration of 30 days from the date of the service of the notice of rejection.

Expunging at instance of liquidator

56. If the liquidator thinks that a proof has been improperly admitted, the Court may, on the application of the liquidator, after notice to the creditor who made the proof, expunge the proof or reduce its amount.

Expunging at instance of creditor

57. The Court may also expunge or vary a proof upon the application of a creditor or contributory, if the liquidator declines to interfere in the matter.

Official Receiver's powers

58. In a winding up by the Court, the Official Receiver, before the appointment of a liquidator, has all the powers of a liquidator with respect to the examination, admission and rejection of proofs, and any act or decision of the Official Receiver using such powers shall be subject to the same rights of appeal as an act or decision of a liquidator.

Proofs to be Filed

59.—(1) Every liquidator in a winding up by the Court other than the Official Receiver must, on the first day of every month, File with the Court Registrar in the form of Form D12 in Schedule 2, a certified list of all proofs, if any, received by him or her during the preceding month.

(2) The liquidator must distinguish in the list of the proofs admitted, the proofs rejected and the proofs that stand over for further consideration.

(3) In the case of proofs admitted or rejected, the liquidator must cause the proofs to be Filed with the Court Registrar.

Procedure where creditor appeals

60. The liquidator in a winding up by the Court, including the Official Receiver when he or she is the liquidator, must, within 3 days after receiving notice from a creditor of his or her intention to appeal against a decision rejecting a proof, File the proof with the Court Registrar and a memorandum of his or her disallowance of the proof in the form of Form D13 in Schedule 2.

Time for dealing with proofs by Official Receiver

61. Subject to the power of the Court to extend the time in a winding up by the Court, the Official Receiver must, not later than 14 days from the latest date specified in the notice of his or her intention to declare a dividend as the time within which such proofs must be lodged, in writing either—

- (a) admit or reject wholly, or in part, every proof lodged with him or her; or
- (b) require further evidence in support of the proofs.

Time for dealing with proofs by liquidator

62.—(1) Subject to the power of the Court to extend the time, the liquidator in a winding up by the Court, other than the Official Receiver must, within 28 days after receiving a proof which has not previously been dealt with, in writing either—

- (a) admit or reject it wholly, or in part; or
- (b) require further evidence in support of it.

(2) Where the liquidator has given notice of his or her intention to declare a dividend, he or she must, within 14 days after the date mentioned in the notice as the latest date up to which proofs must be lodged, examine and in writing admit or reject, or require further evidence in support of, every proof which has not been already dealt with.

(3) Where a creditor's proof has been rejected under subrule (1), the liquidator must give notice of his or her decision rejecting a proof wholly or in part, to the creditors affected by the rejection.

(4) Where a creditor's proof has been admitted under subrule (1), the notice of dividend is sufficient notification of the admission.

Costs of appeals from decisions as to proofs

63. The Official Receiver must, in no case, be personally liable for costs in relation to an appeal from his or her decision rejecting any proof wholly or in part.

PART 8—DIVIDENDS IN A WINDING UP BY THE COURT

Dividends to creditors

64.—(1) Not more than 2 months before declaring a dividend, the liquidator in a winding up by the Court must, in the form of Form D14 in Schedule 2, give notice in the Gazette of his or her intention to do so, and must, at the same time, give notice to those creditors mentioned in the statement of Affairs as having not proved their debts.

(2) The notice of intention to declare a dividend must specify the latest date up to which proofs must be lodged, which must not be less than 14 days from the date of the notice.

(3) Where any creditor, after the date mentioned in the notice of intention to declare a dividend as the latest date up to which proofs may be lodged, appeals against the decision of the liquidator rejecting a proof, the notice of appeal must, subject to the power of the Court to extend the time in special cases, be given within 7 days from the date of the notice of the decision against which the appeal is made.

(4) Where no notice of appeal has been given within the time specified in this rule, the liquidator must exclude all proofs which have been rejected from participation in the dividend.

(5) Immediately after the expiration of the time fixed by this rule for appealing against the decision of the liquidator, the liquidator must—

- (a) proceed to declare a dividend; and
- (b) in the form of Form D15 in Schedule 2—
 - (i) give notice in the Gazette to this effect; and
 - (ii) send a notice of dividend to each creditor whose proof has been admitted.

(6) If it becomes necessary, in the opinion of the liquidator to postpone the declaration of the dividend beyond the limit of 2 months, the liquidator must give a fresh notice in the form of Form D14 in Schedule 2 in the Gazette of his or her intention to declare a dividend, however —

- (a) it must not be necessary for the liquidator to give a fresh notice to those creditors mentioned in the statement of Affairs as having not proved their debts; and
- (b) in all other respects, the same procedure must follow the fresh notice as would have followed the original notice.

(7) Upon the declaration of a dividend, a liquidator, other than the Official Receiver, must immediately transmit to the Official Receiver a list of the proofs Filed with the Court Registrar under rule 59.

(8) Dividends may, at the request and risk of the person to whom they are payable, be transmitted to that person by post.

(9) If a person to whom dividends are payable desires that they must be paid to some other person, he or she may File with the liquidator a document —

- (a) specifying the name and address of the person to whom the payment is to be made; and
- (b) acknowledging that payment of the dividend to that person must be in full and final satisfaction of the right of the person to whom the dividends would otherwise be payable.

(10) Such document must be a sufficient authority for payment of the dividend to the person therein named.

Return of capital to contributories

65.—(1) Every order by which the liquidator in a winding up by the Court is authorised to make a return to contributories of the Company must, unless the Court otherwise directs, contain or have appended to the order a schedule or list, which the liquidator must prepare, setting out in a tabular form —

- (a) the full names and addresses of the persons to whom the return is to be paid;
- (b) the amount of money payable to each person;
- (c) the particulars of the transfers of Shares, if any, which have been made or the variations in the list of contributories which have arisen since the date of the settlement of the list of contributories; and
- (d) such other information as may be required to enable the return to be made.

(2) The liquidator must send a notice of return to each contributory, and must give notice in the Gazette in the form of Form D16 in Schedule 2.

PART 9—GENERAL MEETINGS OF CREDITORS AND CONTRIBUTORIES IN
RELATION TO WINDING UP BY THE COURT AND OF CREDITORS IN RELATION
TO A CREDITORS' VOLUNTARY WINDING UP

Liquidator's meetings of creditors and contributories

66. In addition to any meeting of creditors or contributories directed to be held by the Court under section 508 of the Act, the liquidator in any winding up by the Court may himself or herself, from time to time, subject to the provisions of the Act and the control of the Court, summon, hold and conduct meetings of the creditors or contributories for the purpose of ascertaining their wishes in all matters relating to the winding up.

Application of the Rules as to meetings

67. Except as may be otherwise directed by the Court, the rules as to meetings as set out in this part must apply to all meetings of creditors and contributories.

Summoning of meetings

68.—(1) The Official Receiver or liquidator must summon all meetings of creditors and contributories by giving not less than 7 days' notice, in the form of Form D17 in Schedule 2, of the time and place of the meeting in a Newspaper and in the Gazette.

(2) Not less than 7 days before the day appointed for the meeting, the Official Receiver or liquidator must send by post to every person appearing by the—

- (a) Company's books to be a creditor of the Company, notice of the meetings of creditors; and
- (b) Company's books or otherwise to be a contributory of the Company, notice of the meeting of contributories.

(3) The notice to each creditor must be sent—

- (a) to the address given in the creditor's proof;
- (b) if the creditor has not proved, to the address given in the statement of Affairs of the Company, if any; or
- (c) to such other address as may be known to the person summoning the meeting.

(4) The notice to each contributory must be sent to—

- (a) the address mentioned in the Company's books as the address of such contributory; or
- (b) such other address as may be known to the person summoning the meeting.

(5) In the case of meetings under section 581 of the Act, the continuing liquidator, or if there is no continuing liquidator, any creditor, may summon the meeting.

(6) This rule must not apply to meetings under section 585 or 588 of the Act.

Proof of notice

69. A certificate by the Official Receiver or other officer of the Court, or by the clerk of any such person, or an affidavit by the liquidator, or creditor, or his or her barrister and solicitor, or the clerk of either of such persons, or, as the case may be, by some Officer of

the Company or its barrister and solicitor or the clerk of such Company or barrister and solicitor, that the notice of any meeting has been duly posted, must be sufficient evidence of such notice having been duly sent to the person to whom the same was addressed.

Place of meetings

70.—(1) Every meeting must be held at such place as is, in the opinion of the person convening the same, most convenient for the majority of the creditors or contributories.

(2) Different times or places may, if thought expedient, should be named for the meetings of creditors and for the meetings of contributories.

Costs of calling meetings

71.—(1) The costs of summoning a meeting of creditors or contributories at the instance of any person other than the Official Receiver or liquidator must be paid by the person at whose instance it is summoned, who must, before the meeting is summoned, deposit with the Official Receiver or liquidator, as the case may be, such sum as may be required by the Official Receiver or liquidator for security for the payment of such costs.

(2) The costs of summoning such meeting of creditors or contributories, including all disbursements for printing, stationery, postage and the hire of room, must be calculated at the following rate for each creditor or contributory to whom notice is required to be sent—

- (a) 50 cents per creditor or contributory for the first 20 creditors or contributories;
- (b) 20 cents per creditor or contributory for the next 30 creditors or contributories; and
- (c) 10 cents per creditor or contributory for any number of creditors or contributories after the first 50.

(3) These costs must be repaid out of the assets of the Company if the Court, by order, or if the creditors or contributories, by resolution, so direct.

(4) This rule must not apply to meetings under section 581 or 588 of the Act.

Chairperson of meeting

72.—(1) Where a meeting is summoned by the Official Receiver or the liquidator, that person or their nominee, will be the chairperson of the meeting.

(2) At every other meeting of creditors or contributories, the chairperson will be the person appointed by the meeting by resolution.

(3) This rule must not apply to meetings under section 588 of the Act.

Ordinary resolution of creditors and contributories

73.—(1) At a meeting of creditors, a resolution must be deemed to be passed when a majority in number and value of the creditors present, personally or by proxy, and voting on the resolution, have voted in favour of the resolution.

(2) At a meeting of the contributories, a resolution must be deemed to be passed when a majority in number and value of the contributories present, personally or by proxy, and voting on the resolution, have voted in favour of the resolution, the value of the contributories being determined according to the number of votes conferred on each contributory by the Articles of Association of the Company.

Copy of resolution to be Filed

74. The Official Receiver or the liquidator must File with the Court Registrar in the form of Form D18 in Schedule 2, a copy, certified by him or her, of every resolution of a meeting of creditors or contributories in a winding up by the Court.

Non-reception of notice by a creditor

75. Where a meeting of creditors or contributories is summoned by notice, the proceedings and resolutions at the meeting must, unless the Court otherwise orders, be valid, notwithstanding that some creditors or contributories may not have received the notice sent to them.

Adjournments

76. The chairperson may, with the consent of the meeting, adjourn it from time to time and from place to place, but the adjourned meeting must be held at the same place as the original meeting, unless, in the resolution for adjournment, another place is specified or unless the Court otherwise orders.

Quorum

77.—(1) A meeting may not act for any purpose except the election of a chairperson, the proving of debts and the adjournment of the meeting, unless there are present or represented—

- (a) in the case of a creditors' meeting, at least three creditors entitled to vote;
- (b) in the case of a meeting of contributories, at least three contributories; or
- (c) all the creditors entitled to vote or all the contributories if the number of creditors entitled to vote or the number of contributories, as the case may be, does not exceed three.

(2) If, within half an hour from the time appointed for the meeting, a quorum of creditors or contributories, as the case may be, is not present or represented, the meeting must be adjourned to the same day in the following week at the same time and place or to such other day, time or place as the chairperson may appoint, but so that the day appointed must be not less than 7 nor more than 21 days from the day from which the meeting was adjourned.

Creditors entitled to vote

78.—(1) In the case of the first meeting of creditors or of an adjournment of that meeting, a person must not be entitled to vote as a creditor unless he or she has duly lodged with the Official Receiver, not later than the time mentioned for that purpose in the notice convening the meeting or the adjourned meeting, a proof of the debt which he or she claims to be due to him or her from the Company.

(2) A person must not be entitled to vote as a creditor, unless he or she has lodged with the Official Receiver or liquidator a proof of the debt which he or she claims to be due to him or her from the Company and such proof has been admitted wholly or in part before the date on which the meeting is held.

(3) This rule must not apply to any creditors or class of creditors who, by virtue of these Rules or any directions given under these Rules, are not required to prove their debts, or to any voluntary liquidation meeting.

Cases in which creditors may not vote

79.—(1) A creditor must not vote in respect of any unliquidated or contingent debt, or any debt the value of which is not ascertained.

(2) A creditor must not vote in respect of any debt on or secured by a current bill of exchange or promissory note held by him or her, unless he or she is willing to treat the liability to him or her of every person who is liable antecedently to the Company, and against whom a receiving order in bankruptcy has not been made, as a security in his or her hands, and to estimate the value of the liability, and for the purposes of voting, but not for the purposes of dividend, to deduct it from his or her proof.

Votes of secured creditors

80.—(1) For the purpose of voting, a secured creditor must, unless he or she surrenders his or her security, state in his or her proof, or in a voluntary liquidation in such a statement as is hereafter mentioned, the particulars of his or her security, the date when it was given and the value at which he or she assesses it, and must be entitled to vote only in respect of the balance, if any, due to him or her after deducting the value of his or her security.

(2) If he or she votes in respect of his or her whole debt, he or she must be deemed to have surrendered his or her security, unless the Court on application is satisfied that the omission to value the security has arisen from inadvertence.

Creditor required to give up security

81.—(1) Subject to subrule (2) the Official Receiver or liquidator may, within 30 days after a proof, or in a voluntary liquidation a statement, estimating the value of a security as aforesaid has been used in voting at a meeting, require the creditor to give up the security for the benefit of the creditors generally on payment of the value so estimated with an additional 20 percent.

(2) Where a creditor has valued his or her security, he or she may, at any time before being required to give it up, correct the valuation by a new proof and deduct the new value from his or her debt, but in that case the additional 20 percent in subrule (1) must not be made if the security is required to be given up.

Admission and rejection of proofs for purpose of voting

82.—(1) The chairperson has the power to admit or reject a proof for the purpose of voting, but his or her decision must be subject to a right of appeal to the Court.

(2) If the chairperson is in doubt whether a proof must be admitted or rejected, he or she must mark it as objected to and allow the creditor to vote, subject to the vote being declared invalid in the event of the objection being sustained.

Statement of security

83. For the purpose of voting at any voluntary liquidation meetings, a secured creditor must, unless he or she surrenders his or her security, File with the liquidator, or where there is no liquidator at the Registered Office of the Company, before the meeting, a statement in the form of Form D19 in Schedule 2 giving the particulars of his or her security, the date when it was given and the value at which he or she assesses it.

Minutes of meeting

84.—(1) The chairperson must cause minutes of the proceedings at the meeting to be drawn up and entered in a book kept for that purpose, and the minutes must be signed by him or her.

(2) A list of creditors and contributories present at every meeting must be made and kept.

PART 10—PROXIES IN RELATION TO A WINDING UP BY THE COURT AND TO MEETINGS OF CREDITORS IN A CREDITOR'S VOLUNTARY WINDING UP

Proxies

85.—(1) A creditor or contributory may vote either in person or by proxy.

(2) Where a person is authorised to represent a Company at any meeting of creditors or contributories, such person must produce to the Official Receiver or liquidator or other chairperson of the meeting a copy of the resolution so authorising him or her, which must either be certified to be a true copy by a Director or Company Secretary of the Company.

Forms of proxy to be sent with notices

86.—(1) General and special forms of proxy must be sent to the creditors and contributories with the notice summoning the meeting.

(2) Neither the name nor description of the Official Receiver or liquidator or any other person must be printed or inserted in the body of any instrument of proxy before it is sent.

General proxies

87. A creditor or contributory may give a general proxy to any person.

Special proxies

88. A creditor or contributory may give a special proxy to any person to vote at any special meeting or adjournment—

- (a) for or against the appointment or continuance in office of any specified person as liquidator or member of the Committee of Inspection; and
- (b) on all questions relating to any matters other than those above referred to and arising at the meeting or an adjournment of that meeting.

Solicitation by liquidator to obtain proxies

89. Where it appears to the satisfaction of the Court that any solicitation has been used by or on behalf of a liquidator in obtaining proxies or in procuring his or her appointment as liquidator except by the direction of a meeting of creditors or contributories, the Court, if it thinks fit, may order that no remuneration be allowed to the person by whom or on whose behalf the solicitation was exercised, notwithstanding any resolution of the Committee of Inspection or of the creditors or contributories to the contrary.

Proxies to Official Receiver or liquidator

90. A creditor or contributory in a winding up by the Court may appoint the Official Receiver or liquidator, and in a voluntary winding up the liquidator, or, if there is no liquidator, the chairperson of a meeting to act as his or her general or special proxy.

Holder of proxy not to vote on matter in which he or she is financially interested

91.—(1) No person acting under either a general or a special proxy must vote in favour of any resolution which would directly or indirectly place himself or herself, his or her partner or employer in a position to receive any remuneration out of the estate of the Company, otherwise than as a creditor rateably with the other creditors of the Company.

(2) Notwithstanding subrule (1), where any person holds special proxies to vote for an application to the Court in favour of the appointment of himself or herself as liquidator, he or she may use the proxies and vote accordingly.

Lodging of proxies

92.—(1) A proxy must be lodged with the Official Receiver not later than the time mentioned for that purpose in the notice convening the meeting, or the adjourned meeting, which time must be not be earlier than 12.00 noon of the day before the day appointed for such meeting, unless the Court otherwise directs.

(2) In every other case, a proxy must be lodged with the Official Receiver or liquidator in a winding up by the Court, with the Company at its Registered Office for a meeting under section 588 of the Act, and with the liquidator or if there is no liquidator, with the person named in the notice convening the meeting, to receive the same in a voluntary winding up, not later than 4.00pm in the afternoon of the day before the meeting or adjourned meeting at which it is to be used.

(3) A person under 18 years of ages must not be appointed a general or special proxy.

Use of proxies by deputy

93. Where an Official Receiver who holds any proxies cannot attend the meeting for which they are given, he or she may, in writing, authorise some person under his or her official control to use the proxies on his or her behalf and in such manner as he or she may direct.

Filling in where creditor blind or incapable

94. The proxy of a creditor who is blind or incapable of writing may be accepted if such creditor has—

- (a) attached his or her signature or mark in the presence of a witness who has added to his or her signature his or her description and residence; and
- (b) certified at the foot of the proxy that all such insertions have been made at the request and in the presence of the creditor before he or she attached his or her signature or mark.

PART 11—LIQUIDATOR AND COMMITTEE OF INSPECTION

Remuneration of liquidator

95.—(1) The remuneration of a liquidator, unless the Court otherwise orders, must be fixed by the Committee of Inspection, and must be in the nature of a commission or percentage of which one part must be payable on the amount realised, after deducting the sums, if any, paid to secured creditors, other than debenture holders, out of the proceeds of their securities, and the other part on the amount distributed in dividend.

(2) If the Official Receiver is of the opinion that the remuneration of a liquidator as fixed by the Committee of Inspection is unnecessarily large, he or she may apply to the

Court in the form of Form D20 in Schedule 2, and the Court must fix the amount of the remuneration of the liquidator.

(3) If there is no Committee of Inspection, the remuneration of the liquidator must, unless the Court otherwise orders, be fixed by the scale of fees and percentages for the time being payable on realisations and distributions by the Official Receiver as liquidator.

(4) This rule must only apply to a liquidator appointed in a winding up by the Court.

Limit of remuneration

96. Except as provided by the Act, by the Regulations or by these Rules, a liquidator must not, in any circumstances whatever, make any arrangement for, or accept from any barrister and solicitor, auctioneer or any other person connected with the Company of which he or she is liquidator, or who is employed in or in connection with the winding up of the Company, any gift, remuneration or pecuniary or other consideration or benefit whatever beyond the remuneration to which under the Act, the Regulations and these Rules he or she is entitled as liquidator, nor must he or she make any arrangement for giving up, or give up, any part of such remuneration to any such barrister and solicitor, auctioneer, or other person.

Dealings with assets

97.—(1) Neither the liquidator nor any member of the Committee of Inspection of a Company must, while acting as liquidator or member of such committee, except with leave of the Court, either directly or indirectly, by himself or herself or any employer, partner, clerk, agent or servant, become purchaser of any part of the Company's assets.

(2) Any purchase made contrary to the provisions of this rule may be set aside by the Court on the application of the Official Receiver in a winding up by the Court, or of any creditor or contributory in any winding up, and the Court may make such order as to costs as the Court thinks fit.

Restriction on purchase of goods by liquidator

98. Where the liquidator carries on the business of the Company, he or she must not, without the express sanction of the Court, purchase goods for the carrying on of such business from any person whose connection with him or her is of such a nature as would result in his or her obtaining any portion of the profit, if any, arising out of the transaction.

Committee of Inspection not to make profit

99.—(1) No member of a Committee of Inspection must, except with the express sanction of the Court, directly or indirectly, by himself or herself or by any employee, partner, clerk, agent or servant, be entitled to derive any profit from any transaction arising out of the winding up or to receive out of the assets any payment for services rendered by him or her in connection with the administration of the assets, or for any goods supplied by him or her to the liquidator for or on account of the Company.

(2) In a winding up by the Court, if it appears to the Official Receiver or, in a voluntary winding up, if it appears to the Committee of Inspection or to any meeting of creditors or contributories that any profit or payment has been made contrary to the provisions of this rule, they may disallow such payment or recover such profit, as the case may be, on the audit of the liquidator's accounts or otherwise.

Costs of obtaining sanction of Court

100. In any case in which the sanction of the Court is obtained under rule 97 or rule 98, the costs of obtaining such sanction must be borne by the person in whose interest such sanction is obtained, and must not be payable out of the Company's assets.

Sanction of payments to committee

101.—(1) Where the sanction of the Court to a payment to a member of a Committee of Inspection for services rendered by him or her in connection with the administration of the Company's assets is obtained, the order of the Court must specify the nature of the services, and such sanction must only be given where the service performed is of a special nature.

(2) Except with the leave of the Court, no remuneration must, in any circumstances, be paid to a member of a Committee of Inspection for services rendered by him or her in the discharge of the duties attaching to his or her office as a member of the committee.

Discharge of costs before assets handed to liquidator

102.—(1) When a liquidator appointed by the Court has notified his or her appointment to the Court Registrar and has given security to the Court, the Official Receiver must immediately put the liquidator into possession of all Property of the Company of which the Official Receiver may have custody, provided that the liquidator before the assets are handed over to him or her by the Official Receiver—

- (a) first discharges any balance due to the Official Receiver on account of fees, costs and charges properly incurred by him or her, and on account of any advances properly made by him or her in respect of the Company, together with interest on those advances at the rate of 6 percent per annum; and
- (b) pays all fees, costs and charges of the Official Receiver which may not have been discharged by the liquidator before being put into possession of the Property of the Company, whether incurred before or after he or she has been put into such possession.

(2) The Official Receiver must be deemed to have a lien upon the Company's assets until such balance must have been paid.

(3) It must be the duty of the Official Receiver, if so requested by the liquidator, to communicate to the liquidator all such information respecting the estate and Affairs of the Company as may be necessary or conducive to the due discharge of the duties of the liquidator.

(4) This rule and rule 103 only apply in a winding up by the Court.

Resignation of liquidator

103.—(1) A liquidator who desires to resign his or her office must summon separate meetings of the creditors and contributories of the Company to decide whether or not the resignation should be accepted.

(2) If the creditors and contributories both agree by ordinary resolutions to accept the resignation of the liquidator, he or she must File with the Court Registrar, in the form of Form D10 in Schedule 2, a memorandum of his or her resignation and must send notice thereof to the Official Receiver, and the resignation must take effect immediately upon the receipt of the notice by the Official Receiver.

(3) In any other case, the liquidator must report to the Court the result of the meetings and must send a report to the Official Receiver, and the Court may, upon the application of the liquidator or the Official Receiver, determine whether or not the resignation of the liquidator must be accepted, and may give such directions and make such orders as in the opinion of the Court are necessary.

Office of liquidator vacated by his or her insolvency

104. If a receiving order in bankruptcy is made against a liquidator, he or she must vacate his or her office and for the purposes of the application of the Act and these Rules must be deemed to have been removed.

Notice of liquidator's intention to apply for release

105.—(1) If the liquidator makes an application for release under section 549 of the Act, the liquidator must give notice in the form of Form D21 in Schedule 2 of his or her intention to apply for release to all creditors who have proved their debts and all the contributories.

(2) The notice must be accompanied by a statement—

- (a) summarising the liquidator's receipts and payments; and
- (b) showing the financial position of the Company at the date of the notice.

(3) The application for release must be supported by an affidavit that states—

- (a) whether the whole of Property of the Company has been realised and if not, what Property remains;
- (b) details of any dividends paid in the winding up;
- (c) whether the Committee of Inspection, if any, has passed a resolution approving the liquidator's release;
- (d) whether any objection has been received by the liquidator to his or her release from any person;
- (e) details of any remuneration paid or payable to the liquidator and how such remuneration was approved; and
- (f) details of any costs, charges or expenses payable by the liquidator if the Court grants the release.

PART 12—PAYMENTS INTO AND OUT OF A BANK

Payments out of bank

106. All payments out of the Companies Liquidation Account must be made in such manner as the Official Receiver may from time to time direct.

Special bank account

107.—(1) Where the liquidator in a winding up by the Court maintains a bank account, he or she must immediately pay all moneys received by him or her into that account to the credit of the liquidator of the Company.

(2) All payments out must be made by cheque payable to order, and every cheque must have marked or written on the face of it the name of the Company, and must be signed by the liquidator.

PART 13—BOOKS

Record file

108.—(1) In a winding up by the Court, the Official Receiver, until a liquidator is appointed by the Court, and from that time the liquidator, must keep a file to be called the record file, in which he or she must record—

- (a) all minutes of, and all proceedings had and resolutions passed at, any meeting of creditors or contributories, or of the Committee of Inspection; and
- (b) all such matters as may be necessary to give a correct view of his or her administration of the Company's Affairs.

(2) Notwithstanding subrule (1), the Official Receiver or liquidator is not bound to insert in the record file any document of a confidential nature, such as the opinion of counsel on any matter affecting the interest of the creditors or contributories, nor need he or she exhibit such document to any person other than a member of the Committee of Inspection or the Official Receiver.

Cash book

109.—(1) In a winding up by the Court, the Official Receiver, until a liquidator is appointed by the Court, and from that time the liquidator, must keep a book, to be called the cash book, which must be in such a form as the Minister may, from time to time, direct, in which he or she must, subject to the provisions of these Rules as to trading accounts, enter from day to day the receipts and payments made by him or her.

(2) In a winding up by the Court, a liquidator, other than the Official Receiver, must submit the record file and the cash book, together with any other requisite books and vouchers, to the Committee of Inspection, if any, when required and at least once every 3 months.

(3) In a Creditor's Voluntary Winding Up, the liquidator must keep such books as the Committee of Inspection or, if there is no such committee, as the creditors direct, and all books kept by the liquidator must be submitted to the Committee of Inspection or, if there is no such committee, to the creditors with any other books, documents, papers and accounts in his or her possession relating to his or her office as liquidator or to the Company as and when the Committee of Inspection, or if there is no such committee, the creditors direct.

PART 14—ACCOUNTS AND AUDIT IN A WINDING UP BY THE COURT

Audit of cash book

110. Except where the Official Receiver is a liquidator, the Committee of Inspection must, at least once in every 3 months, audit the liquidator's cash book and certify the day on which the cash book was audited.

Audit of liquidator's accounts by Official Receiver

111.—(1) The liquidator must, at the expiration of 6 months from the date of the winding up order, and at the expiration of every succeeding 6 months from that time until his or her release, transmit to the Official Receiver a copy of the cash book for such period, in duplicate, together with the necessary vouchers and copies of the certificates of audit by the Committee of Inspection.

(2) The liquidator must, at the expiration of 6 months from the date of the winding up order forward with the first accounts a summary of the Company's statement of Affairs, showing thereon the amounts realised, and explaining the cause of the non-realisation of such assets as may be unrealised.

(3) The liquidator must at the end of every 6 months forward to the Official Receiver with his or her accounts a report upon the position of the liquidation of the Company in such form as the Official Receiver may direct.

(4) When the assets of the Company have been fully realised and distributed, the liquidator must immediately send in his or her accounts to the Official Receiver, although the 6 months may not have expired.

(5) The accounts sent in by the liquidator must be verified by him or her by affidavit.

Liquidator carrying on business

112.—(1) Where the liquidator carries on the business of the Company, he or she must keep a distinct account of the trading, and must incorporate in the cash book the total weekly amounts of the receipts and payments on such trading accounts.

(2) The trading account must, from time to time and not less than once in every month, be verified by affidavit, and the liquidator must submit the trading account to the Committee of Inspection, if any, or such member thereof as may be appointed by the committee for the purpose, who must examine and certify the same.

PART 15—COSTS AND EXPENSES PAYABLE OUT OF THE ASSETS OF THE COMPANY

Costs payable out of the assets

113.—(1) Subject to the Act, the assets of a Company in a winding up by the Court remaining after payment of the fees and expenses properly incurred in preserving, realising or getting in the assets, including where the Company has previously commenced to be wound up voluntarily, such remuneration, costs and expenses as the Court may allow to a liquidator appointed in such voluntary winding up must, subject to any order of the Court, be liable to the following payments, which must be made in the following order of priority, namely—

- (a) the taxed costs of the application, including the taxed costs of any person appearing on the application whose costs are allowed by the Court;
- (b) the remuneration of the special manager, if any;
- (c) the costs and expenses which may be allowed of any person who makes or concurs in making the Company's statement of Affairs;
- (d) the necessary disbursements and remuneration of the Official Receiver when appointed as Provisional Liquidator in a winding up by the Court, other than expenses properly incurred in preserving, realising or getting in the assets hereinbefore provided for;
- (e) the deposit or deposits lodged with the Official Receiver on any application to the Court for his or her appointment as Provisional Liquidator;

- (f) the necessary disbursements of any liquidator other than a Provisional Liquidator appointed in the winding up by the Court, other than expenses properly incurred in preserving, realising or getting in the assets hereinbefore provided for;
- (g) the costs of any person properly employed by any such liquidator;
- (h) the remuneration of any such liquidator; and
- (i) the actual out-of-pocket expenses necessarily incurred by the Committee of Inspection, subject to the approval of the Official Receiver.

(2) No payments in respect of bills or charges of barristers and solicitors, managers, accountants, auctioneers, brokers or other persons, other than payments for costs and expenses incurred and sanctioned under rule 33 and payments of bills which have been taxed and allowed under orders made for the taxation of those bills, must be allowed out of the assets of the Company without proof that the same have been considered and allowed by the Court Registrar.

(3) The Court Registrar must, before passing the bills of charges of a barrister and solicitor, satisfy himself or herself that the appointment of a barrister and solicitor to assist the liquidator in the performance of his or her duties has been duly sanctioned.

(4) Notwithstanding subrules (2) and (3), the Official Receiver, when acting as liquidator, may, without taxation, pay and allow the costs and charges of any person employed by him or her, where such costs and charges are within the scale usually allowed by the Court.

(5) Nothing contained in this rule must apply to or affect costs which, in the course of legal proceedings by or against a Company which is being wound up by the Court, are ordered, by the Court in which such proceedings are pending or a judge thereof, to be paid by the Company or the liquidator, or the rights of the person to whom such costs are awarded.

PART 16—UNCLAIMED FUNDS AND UNDISTRIBUTED ASSETS IN THE HANDS OF THE LIQUIDATOR

Payment of undistributed and unclaimed money into Companies Liquidation Account

114.—(1) All money in the hands or under the control of a liquidator of a Company representing unclaimed dividends which, for 6 months from the date when the dividend became payable, have remained in the hands or under the control of the liquidator must, immediately on the expiration of the period of 6 months, be paid into the Companies Liquidation Account.

(2) In a voluntary winding up or a winding up under the supervision of the Court, all other moneys in the hands or under the control of a liquidator of a Company representing unclaimed or undistributed assets or held by the Company in trust which, under section 506(1) of the Act, the liquidator is to pay into the Companies Liquidation Account, must be—

- (a) ascertained as on the date to which the statement of receipts and payments delivered to the Court Registrar is brought down;
- (b) the amount to be paid to the Companies Liquidation Account must be the minimum balance of such money which the liquidator has had in his or her hands or under his or her control during the period of 6 months immediately

preceding the date to which the statement is brought down, less such part, if any, as the Official Receiver may authorise him or her to retain for the immediate purposes of the liquidation; and

- (c) such amount must be paid into the Companies Liquidation Account within 14 days from the date to which the statement of account is brought down.

(3) Notwithstanding anything in this rule, any moneys in the hands of the liquidator at the date of the dissolution of the Company representing unclaimed or undistributed assets or dividends or held by the Company in trust in respect of dividends or other sums due to any person as a member of the Company must be paid by him or her into the Companies Liquidation Account.

PART 17—MISCELLANEOUS

Enlargement or abridgment of time

115. The Court may, in any case in which it sees fit, extend or abridge the time appointed by these Rules or fixed by any order of the Court for doing any act or taking any proceeding.

Formal defect not to invalidate proceedings

116.—(1) No proceedings under the Act or these Rules are invalid by reason of any formal defect or any irregularity, unless the Court before which any objection is made to the proceedings is of the opinion that substantial injustice has been caused by the defect or irregularity and that the injustice cannot be remedied by any order of that Court.

(2) No defect or irregularity in the appointment of the Official Receiver or of the appointment or election of a liquidator or member of a Committee of Inspection must invalidate any act done by him or her in good faith.

Application of existing procedure

117. In all proceedings in or before the Court, or any Judge, Court Registrar or officer of the Court, or over which the Court has jurisdiction under the Act or these Rules, where no other provision is made by the Act or these Rules, the practice, procedure and regulations in such proceedings must, unless the Court otherwise directs, be in accordance with the rules and practice of the Court.

Fees

118. The fees specified in Schedule 1 must be paid to the Official Receiver in accordance with the provisions of Schedule 1.

Revocation

119. The Companies (Winding Up) Rules and the Companies (Winding Up Fees) Rules are hereby revoked.

Made this 24th day of December 2015.

A. SAYED-KHAIYUM
Attorney-General and Minister for Finance,
Public Enterprises, Public Service and Communications

SCHEDULE 1
(Rule 118)

FEES

1. On a bond with sureties..... \$50.00
2. On an affidavit, including a proof of debt..... \$50.00
3. On an application to the Official Receiver, after 6 months after the date of issue, for the reissue of lapsed cheque, money order or payable order in respect of moneys standing to the credit of the Companies Liquidation Account \$10.00
4. On the audit of the liquidator's accounts under section 547 of the Act, a fee according to the following scale on amount brought to credit, including the produce of calls on contributories, but after deducting the amount spent out of the money received in carrying on the business of the company and amounts paid by the Official Receiver or liquidator to secured creditors (other than debenture holders)—
 - up to and including \$500,000 2.5%
 - from \$500,001 and up to and including \$1,000,000 2%
 - more than \$1,000,000 1%
5. Where the Official Receiver acts as Provisional Liquidator only—
 - (a) where no winding up order is made upon the application, or where a winding up order is rescinded, or all further proceedings are stayed before the summoning of the statutory meetings of creditors and contributories: such amount as the Court may consider reasonable to be paid by the applicant, or by the Company as the Court may direct, in respect of the services of the Official Receiver as Provisional Liquidator.
 - (b) where a winding up order is made but the Official Receiver is not continued as liquidator after the statutory meetings of creditors and contributories—
 - (i) in respect of every 10 members, creditors and debtors, and every fraction of 10 up to 1,000..... \$30.00
for every fraction of 10 above, 1,000..... \$20.00
 - (ii) on the value of the Company's Property as estimated in the statement of Affairs, or, where the Court has dispensed with the submission of a statement of Affairs, on the value of the Company's Property as estimated by the Official Receiver after deducting (in cases where a person other than the Official Receiver has, before but not on the day of, the making of a winding up order been appointed Receiver for debenture holders) the amount due to debenture holders—
 - up to and including \$500,000..... 5%
 - from \$500,001 and up to and including \$1,000,000 3%
 - more than \$1,000,000 2.5%

6. Where the Official Receiver acts as liquidator of the Company and a special manager is appointed (to include the Official Receiver's services as provisional liquidator): such amount as the Court on the application of the Official Receiver may consider reasonable.
7. In all other cases where the Official Receiver acts as liquidator of the Company (to include his or her services as Provisional Liquidator)—
 - (a) in respect of every 10 members, creditors, and debtors, and every fraction of 10..... \$10.00
(This fee to include cost of official stationery, printing, books, forms, and inland postages.)
 - (b) upon the total assets, including produce of calls on contributories, realised or brought to credit by the Official Receiver, after deducting sums on which fees are chargeable under item 8 of this Schedule, and the amount spent out of the money received in carrying on the business of the company—

up to and including \$500,000.....	15%
from \$500,001 and up to and including \$1,000,000	10%
more than \$1,000,000	7.5%
 - (c) on the amount distributed in dividend or paid to contributories, preferential creditors and debenture-holders by the Official Receiver, half the above percentages.
8. Where the Official Receiver collects, calls or realises Property for debenture holders: the same fees as under paragraphs (b) and (c) of item 7 of this Schedule, to be paid out of the proceeds of such calls or property.
9. Where the Official Receiver realises Property for secured creditors other than debenture holders: the same fees as under paragraph (b) of item 7 of this Schedule, to be paid out of the proceeds of such Property.
10. Where the Official Receiver performs any special duties not provided for in this Schedule: such amount as the Court, on the application of the Official Receiver, considers reasonable.
11. For travelling, keeping possession, law costs and other reasonable expenses of the Official Receiver, the amount disbursed or incurred.
12. On payment of money out of the Companies Liquidation Account under section 506 of the Act—
 - (a) where the money consists of unclaimed dividends, on each dividend paid out, 10c of every \$1 or fraction thereof;
 - (b) where the money consists of undistributed funds or balances—

on the first \$100,000, 10c on every \$1 or fraction thereof; and on any excess over \$100,000, 5c on every \$1 or fraction thereof; but so that—	
(i)	the total fee payable in any liquidation shall not exceed \$30,000; and
(ii)	any payment of money out of the Companies Liquidation Account in respect of the fee payable to the Official Receiver under this paragraph of this item shall be disregarded in calculating the fee.

SCHEDULE 2

PRESCRIBED FORMS

FORM D1
(Rule 8(2))APPLICATION FOR WINDING UP
(Title)**Take notice that:**

Surname

.....

First name(s)

.....

OR

Company name

.....

Company number (if applicable)

.....

Country of incorporation (if not Fiji)

.....

Unit number/Level/Office building

.....

Street number and street

.....

Suburb/City

.....

Island/State/Territory

.....

\Postcode

.....

Country (if not Fiji)

.....

Capacity in which the application is made (e.g. 'a creditor of (name of respondent Company)'):

.....

will apply to the High Court of Fiji on / / at (insert time) ...
..... for the following orders—

1. that (insert name of respondent company) be wound up under the provisions of the Companies Act 2015;
2. that a liquidator be appointed to conduct the winding up; and for such further or other order as may be just.

To:

Company name

.....

Country of incorporation (if not Fiji)

.....

[*name of applicant*] or
Solicitor for the applicant

The address for service of the applicant is

Unit number/Level/Office building

.....

Street number and street

.....

Suburb/City

.....

Island/State/Territory

.....

Postcode

.....

Country (if not Fiji)

.....

I appoint / / at (insert time)
for the purpose of complying with rule 19 of the Companies (Winding Up) Rules 2015.

Issued by the Registrar of High Court of the Republic of Fiji on / /

Name

.....

Signature

FORM D2
(Rule 8(2))

APPLICATION FOR RELIEF FROM OPPRESSION
(Title)

Take notice that:

Surname

.....

First name(s)

.....

OR

Company name

.....

Company number (if applicable)

.....

Country of incorporation (if not Fiji)

.....

Unit number/Level/Office building Street number and street

.....

Suburb/City Island/State/Territory

.....

Postcode

.....

Country (if not Fiji)

.....

will apply, under section 177 of the Companies Act 2015, to the High Court of Fiji
/ / at (insert time) for the following
orders—

1. that the following person be removed from office as a director of the Company:
Surname
.....
First name(s)
..... ;
or
2. that the following person purchase all the Shares held by the applicant in the
Company at a price of \$..... per Share or at another price that
the Court determines:
Surname
.....
First name(s)
..... ;

OR

Company name

.....

Company number (if applicable)

.....

Country of incorporation (if not Fiji)

..... ;

or

3. that the Company be wound up under the Companies Act 2015;
and for such further or other order as may be just, including an order that the
respondent pay the costs of and incidental to this application.

To:Surname
.....First name(s)
.....Unit number/Level/Office building
.....Street number and street
.....Suburb/City
.....Island/State/Territory
.....Postcode
.....Country (if not Fiji)
.....**And to:**Company name
.....Company number (if applicable)
.....Country of incorporation (if not Fiji)
.....Unit number/Level/Office building
.....Street number and street
.....Suburb/City
.....Island/State/Territory
.....Postcode
.....Country (if not Fiji)
.....*[Solicitor for the applicant]*

The address for service of the applicant is

Unit number/Level/Office building

.....

Street number and street

.....

Suburb/City

.....

Island/State/Territory

.....

Postcode

.....

Country (if not Fiji)

.....

FORM D3
(Rule 9(2)(a))

AFFIDAVIT VERIFYING APPLICATION FOR WINDING UP (Statutory Affidavit)
(Title)

I, *[name of deponent]* of *[address and occupation of deponent]* state on oath/solemnly and sincerely affirm and declare —

1. I am a director [or secretary or as the case may be] of *[state name of Company]*, the applicant in the above matter.
2. The applicant is a creditor of *[the respondent Company]* ('the Company') *[or as the case may be, i.e. specify the standing of the applicant]*.
3. The Company was on *[date]* incorporated in Fiji *[or as the case may be]* as a Company having a share capital.
4. The registered office of the Company is *[state the full name and address of the registered office of the Company]*.
5. On *[date]* the Company was indebted to the applicant for the amount of \$*[amount]* for *[state briefly the consideration, e.g. 'for goods sold and delivered']*, which sum was then due and payable.
6. On *[date of service]*, the applicant served on the Company a demand signed by the applicant requiring the Company to pay the amount mentioned in paragraph 5. Now produced and shown to me and marked with the letter 'A' is a true copy of the demand for \$*[amount]* *[If the demand has been varied under section 517 of the Companies Act 2015, a copy of the order should also be exhibited]*.
7. The Company failed for three weeks after service of the demand to pay the amount or to secure or compound for it to the reasonable satisfaction of the applicant.
8. The Company is unable to pay its debts.
9. I believe that there is no genuine dispute as to the existence or amount of the debt referred to in paragraph 5.
10. I am aware of my own knowledge of the facts and matters set out in paragraphs 1, 2, 5, 6 and 7 *[or as the case may be]*. Other than as mentioned, I believe the facts and matters in this affidavit to be true.

Sworn/Affirmed by *[deponent]* on *[date of swearing affidavit]* at *[place of swearing affidavit]*:

FORM D4
(Rule 12(2)(a))

NOTICE OF WINDING UP APPLICATION
(No title)

Company name

.....

Company number (if applicable)

.....

Country of incorporation (if not Fiji)

.....

Unit number/Level/Office building

.....

Street number and street

.....

Suburb/City

.....

Island/State/Territory

.....

Postcode

.....

Country (if not Fiji)

.....

Court: High Court of Fiji

Application No:

An application for the winding up of (insert name of company)
was made by (insert name of applicant) on (insert date application was
filed) / / and will be heard by the High Court of Fiji at (insert
time) on (insert date of hearing) / /

Copies of documents Filed may be obtained from the applicant.

Any person intending to appear at the hearing must serve a notice, in accordance with rules
12(3) to 12(7) of the Companies (Winding Up) Rules 2015, to reach the address below
no later than 4.00 pm on (insert the date of the business day immediately before the day appointed for the
hearing of the application) / /

[Name and address of applicant's solicitor]

FORM D5
(Rule 14(1))

LIST OF PERSONS ATTENDING THE HEARING OF AN APPLICATION
(Title)

The following are the names of the persons who have given notice of intention to attend the hearing of the application.

Name and address of person	Name and address of person's solicitor	Creditor's amount of debt	Contributory's number of shares	Opposing/ Supporting

[Solicitor for the applicant]

FORM D6
(Rule 15(1)(b)(i))

NOTICE OF INTENTION TO APPEAR ON APPLICATION
(Title)

Take notice that

Surname

.....

First name(s)

.....

OR

Company name

.....

Company number (if applicable)

.....

Country of incorporation (if not Fiji)

.....

Unit number/Level/Office building

.....

Street number and street

.....

Suburb/City

.....

Island/State/Territory

.....

Postcode

.....

Country (if not Fiji)

.....

being, [*a creditor or contributory of the Company as the case may be*] intends to appear on the hearing of the application and to oppose the application for winding up on the following grounds:

.....

.....

.....

.....

.....

Dated / /

Solicitor for [*person opposing application*]

The address for service of the applicant is

Unit number/Level/Office building

.....

Street number and street

.....

Suburb/City

.....

Island/State/Territory

.....

Postcode

.....

Country (if not Fiji)

.....

FORM D7
(Rule 23(1)(b)(i))

NOTICE OF WINDING UP ORDER
(No title)

Company name

.....

Company number (if applicable)

.....

Country of incorporation (if not Fiji)

.....

Unit number/Level/Office building

.....

Street number and street

.....

Suburb/City

.....

Island/State/Territory

.....

Postcode

.....

Country (if not Fiji)

.....

Court: High Court of Fiji

Application No:

Date of order:

Name and address of liquidator:

Surname

.....

First name(s)

.....

Unit number/Level/Office building

.....

Street number and street

.....

Suburb/City

.....

Island/State/Territory

.....

Postcode

.....

Country (if not Fiji)

.....

[Solicitor for applicant]

FORM D8
(Rules 25(1) and 29)

NOTICE OF APPOINTMENT OF LIQUIDATOR/PROVISIONAL LIQUIDATOR
(No title)

Company name

.....

Company number (if applicable)

.....

Country of incorporation (if not Fiji)

.....

Unit number/Level/Office building

.....

Street number and street

.....

Suburb/City

.....

Island/State/Territory

.....

Postcode

.....

Country (if not Fiji)

.....

Court: High Court of Fiji

Application No:

Date of order:

Name and address of liquidator/Provisional Liquidator:

Surname

.....

First name(s)

.....

Unit number/Level/Office building

.....

Street number and street

.....

Suburb/City

.....

Island/State/Territory

.....

Postcode

.....

Country (if not Fiji)

.....

[Solicitor for applicant]

FORM D9
(Rule 34(1))

NOTICE TO PAY MONEY, ETC. TO LIQUIDATOR
(No title)

Company name

Company number (if applicable)

Country of incorporation (if not Fiji)

Unit number/Level/Office building

Street number and street

Suburb/City

Island/State/Territory

Postcode

Country (if not Fiji)

Court: High Court of Fiji

Application No:

Date of order:

To:Surname
.....First name(s)
.....

OR

Company name
.....Company number (if applicable)
.....Country of incorporation (if not Fiji)
.....Unit number/Level/Office building
.....Street number and street
.....Suburb/City
.....Island/State/Territory
.....Postcode
.....Country (if not Fiji)
.....I am the [*Official Receiver or the liquidator*] of(insert name of company)
.....

Pursuant to Rule 33 of the Companies (Winding Up) Rules 2015, I require you to pay \$....., or deliver, convey, surrender or transfer [describe the property or books] to which the Company is *prima facie* entitled to me at the below address as soon as practicable or within days of this notice.

Unit number/Level/Office building

.....

Street number and street

.....

Suburb/City

.....

Island/State/Territory

.....

Postcode

.....

Country (if not Fiji)

.....

Signature

I certify that the information in this form is true and complete.

Name

.....

Signature

Date signed / /

FORM D10
(Rules 35(2) and 103(2))

NOTICE OF RESIGNATION OF LIQUIDATOR
(No title)

Company name

.....

Company number (if applicable)

.....

Country of incorporation (if not Fiji)

.....

Unit number/Level/Office building

.....

Street number and street

.....

Suburb/City

.....

Island/State/Territory

.....

Postcode

.....

Country (if not Fiji)

.....

Court: High Court of Fiji

Application No:

Date of order:

Name and address of liquidator

Surname

.....

First name(s)

.....

Unit number/Level/Office building

.....

Street number and street

.....

Suburb/City

.....

Island/State/Territory

.....

Postcode

.....

Country (if not Fiji)

.....

Signature

I certify that the information in this form is true and complete.

Name

.....

Signature

Date signed / /

FORM D11
(Rule 38(2))

REQUEST TO DELIVER BILL FOR TAXATION
(No title)

Company name

.....

Company number (if applicable)

.....

Country of incorporation (if not Fiji)

.....

Unit number/Level/Office building

.....

Street number and street

.....

Suburb/City

.....

Island/State/Territory

.....

Postcode

.....

Country (if not Fiji)

.....

Court: High Court of Fiji

Application No:

Date of order:

Name and address of liquidator

Surname

.....

First name(s)

.....

Unit number/Level/Office building

.....

Street number and street

.....

Suburb/City

.....

Island/State/Territory

.....

Postcode

.....

Country (if not Fiji)

.....

To:

Surname

.....

First name(s)

.....

OR

Company name

.....

Company number (if applicable)

.....

Country of incorporation (if not Fiji)

.....

Unit number/Level/Office building

.....

Street number and street

.....

Suburb/City

.....

Island/State/Territory

.....

Postcode

.....

Country (if not Fiji)

.....

I am the liquidator of (insert name of company)

.....

Pursuant to rule 38 of the Companies (Winding Up) Rules 2015, I request that, within days of this request, you deliver to me for taxation, your bill of costs or charges or expenses as [*nature of the person's engagement*]. If you fail to comply with this request, I will proceed under rule 38 of the Companies (Winding Up) Rules 2015, to declare and distribute a dividend without regard to any claim that you may have and your claim will be forfeited.

Signature

I certify that the information in this form is true and complete.

Name

.....

Signature

Date signed / /

FORM D12
(Rule 59(1))

CERTIFIED LIST OF PROOFS
(No title)

Company name

.....

Company number (if applicable)

.....

Country of incorporation (if not Fiji)

.....

Unit number/Level/Office building

.....

Street number and street

.....

Suburb/City

.....

Island/State/Territory

.....

Postcode

.....

Country (if not Fiji)

.....

Court: High Court of Fiji

Application No:

Date of order:

Name and address of liquidator

Surname

.....

First name(s)

.....

Unit number/Level/Office building

.....

Street number and street

.....

Suburb/City

.....

Island/State/Territory

.....

Postcode

.....

Country (if not Fiji)

.....

List of proofs

Name and address of creditor	Name and address of creditor's solicitor	Creditor's amount of debt	Is the proof admitted, rejected or standing over for further consideration?

Signature

I certify that the information in this form is true and complete.

Name

.....

Signature

Date signed / /

FORM D13
(Rule 60)

MEMORANDUM OF ALLOWANCE OR DISALLOWANCE OF PROOF
(No title)

Company name

.....

Company number (if applicable)

.....

Country of incorporation (if not Fiji)

.....

Unit number/Level/Office building

.....

Street number and street

.....

Suburb/City

.....

Island/State/Territory

.....

Postcode

.....

Country (if not Fiji)

.....

Court: High Court of Fiji

Application No:

Date of order:

Name and address of liquidator

Surname

.....

First name(s)

.....

Unit number/Level/Office building

.....

Street number and street

.....

Suburb/City

.....

Island/State/Territory

.....

Postcode

.....

Country (if not Fiji)

.....

List of proofs for which a notice has been received of an intention to appeal against a decision to reject the proof

Name and address of creditor	Name and address of creditor's solicitor	Creditor's amount of debt

Signature

I certify that the information in this form is true and complete.

Name

.....

Signature

Date signed / /

FORM D14
(Rules 64(1) and 64(6))

NOTICE OF INTENTION TO DECLARE A DIVIDEND AND FOR CREDITORS TO
PROVE DEBT
(Title)

Take notice that:

Name and address of liquidator

Surname

.....

First name(s)

.....

Unit number/Level/Office building

.....

Street number and street

.....

Suburb/City

.....

Island/State/Territory

.....

Postcode

.....

Country (if not Fiji)

.....

intends to declare a dividend of (insert name of company)

.....

on / / [date which is not less than 14 days from the date of
this notice].

If you have not proved your debt on or before the date of this notice, you will not be entitled
to participate in the dividend payment.

To:

Surname

.....

First name(s)

.....

OR

Company name

.....

Company number (if applicable)

.....

Country of incorporation (if not Fiji)

.....

Unit number/Level/Office building

.....

Street number and street

.....

Suburb/City

.....

Island/State/Territory

.....

Postcode

.....

Country (if not Fiji)

.....

Signature

I certify that the information in this form is true and complete.

Name

.....

Signature

Date signed / /

FORM D15
(Rule 64(5))

NOTICE OF DECLARATION OF A DIVIDEND
(Title)

Take notice that:

Name and address of liquidator

Surname

.....

First name(s)

.....

Unit number/Level/Office building

.....

Street number and street

.....

Suburb/City

.....

Island/State/Territory

.....

Postcode

.....

Country (if not Fiji)

.....

declared a dividend of (insert name of company)

.....

on / /

To:

Surname

.....

First name(s)

.....

OR

Company name

.....

Company number (if applicable)

.....

Country of incorporation (if not Fiji)

.....

Unit number/Level/Office building

.....

Street number and street

.....

Suburb/City

.....

Island/State/Territory

.....

Postcode

.....

Country (if not Fiji)

.....

Signature

I certify that the information in this form is true and complete.

Name

.....

Signature

Date signed / /

FORM D16
(Rule 65(2))

SCHEDULE FOR RETURN OF CAPITAL TO CONTRIBUTORIES
(Title)

Company name

.....

Company number (if applicable)

.....

Country of incorporation (if not Fiji)

.....

Unit number/Level/Office building

.....

Street number and street

.....

Suburb/City

.....

Island/State/Territory

.....

Postcode

.....

Country (if not Fiji)

.....

Court: High Court of Fiji

Application No:

Date of order:

Name and address of liquidator

Surname

.....

First name(s)

.....

Unit number/Level/Office building

.....

Street number and street

.....

Suburb/City

.....

Island/State/Territory

.....

Postcode

.....

Country (if not Fiji)

.....

Information pursuant to Rule 65

Name and address of person to whom the capital is to be returned	Amount payable	Transfer of Shares, if any, which have been made in the list of contributories which have arisen since settlement of the list of contributories	Other information (as may be required)

FORM D17
(Rule 68(1))

NOTICE OF MEETING
(Title)

Take notice that:

Name and address of liquidator

Surname

.....

First name(s)

.....

Unit number/Level/Office building

.....

Street number and street

.....

Suburb/City

.....

Island/State/Territory

.....

Postcode

.....

Country (if not Fiji)

.....

is calling a meeting of [*creditors / contributories*] of (insert name of company)

..... on / / at:

Level/Office building

.....

Street number and street

.....

Town/City

.....

Island

.....

To:

Surname

.....

First name(s)

.....

OR

Company name

.....

Company number (if applicable)

.....

Country of incorporation (if not Fiji)

.....

Unit number/Level/Office building

.....

Street number and street

.....

Suburb/City

.....

Island/State/Territory

.....

Postcode

.....

Country (if not Fiji)

.....

Signature

I certify that the information in this form is true and complete.

Name

.....

Signature

Date signed / /

FORM D18
(Rule 74)

COPY OF RESOLUTION
(No title)

Company name

.....

Company number (if applicable)

.....

Country of incorporation (if not Fiji)

.....

Unit number/Level/Office building

.....

Street number and street

.....

Suburb/City

.....

Island/State/Territory

.....

Postcode

.....

Country (if not Fiji)

.....

Court: High Court of Fiji

Application No:

Date of order:

Name and address of liquidator

Surname

.....

First name(s)

.....

Unit number/Level/Office building

.....

Street number and street

.....

Suburb/City

.....

Island/State/Territory

.....

Postcode

.....

Country (if not Fiji)

.....

Attached is a copy of a resolution of a meeting of [creditors / contributories] of
(insert name of company)

Signature

I certify that the information in this form and attached to this form is true and complete.

Name

.....

Signature

Date signed / /

FORM D19
(Rule 83)

STATEMENT OF SECURITY
(No title)

Company name

.....

Company number (if applicable)

.....

Country of incorporation (if not Fiji)

.....

Unit number/Level/Office building

.....

Street number and street

.....

Suburb/City

.....

Island/State/Territory

.....

Postcode

.....

Country (if not Fiji)

.....

Court: High Court of Fiji

Application No:

Date of order:

Details of secured creditor

Surname

.....

First name(s)

.....

OR

Company name

.....

Company number (if applicable)

.....

Country of incorporation (if not Fiji)

.....

Unit number/Level/Office building
.....
Street number and street
.....
Suburb/City
.....
Island/State/Territory
.....
Postcode
.....
Country (if not Fiji)
.....

As a secured creditor, I hold the following security over the Company which has not been surrendered:

Particulars of the security held	Date when security given	Value at which secured creditor assesses the security

Signature

I certify that the information in this form and attached to this form is true and complete.

Name
.....

Signature
Date signed / /

FORM D20
(Rule 95(2))

APPLICATION REGARDING REMUNERATION OF A LIQUIDATOR
(Title)

Take notice that:

Surname

.....

First name(s)

.....

OR

Company name

.....

Company number (if applicable)

.....

Country of incorporation (if not Fiji)

.....

Unit number/Level/Office building

.....

Street number and street

.....

Suburb/City

.....

Island/State/Territory

.....

Postcode

.....

Country (if not Fiji)

.....

will apply to the High Court of Fiji on / / at (insert time)

..... for an order that the Court fix the remuneration of the below-named
liquidator in respect of (insert name of respondent company)

To:

Name and address of liquidator

Surname
.....First name(s)
.....Unit number/Level/Office building
.....Street number and street
.....Suburb/City
.....Island/State/Territory
.....Postcode
.....Country (if not Fiji)
.....*[name of applicant] or
Solicitor for the applicant*

FORM D21
(Rule 105(1))

NOTICE TO CREDITORS AND CONTRIBUTORIES OF INTENTION TO APPLY
FOR RELEASE
(No title)

Take notice that:

Name and address of liquidator

Surname

.....

First name(s)

.....

Unit number/Level/Office building

.....

Street number and street

.....

Suburb/City

.....

Island/State/Territory

.....

Postcode

.....

Country (if not Fiji)

.....

I, the liquidator of (insert name of company) intend to apply to
the High Court of Fiji at (insert time) on (insert date of hearing)
... .. / / for my release.

Any objection you may have to the granting of my release must be given to the Court
Registrar and me within 21 days of this notice.

A summary of my receipts and payments as liquidator is attached.

Note:

Section 549 of the Companies Act 2015 provides that an order of the Court releasing the liquidator must discharge him or her from all liability in respect of any act done or default by liquidator in the administration of the Affairs of the Company or otherwise in relation to his or her conduct as the liquidator, but any such order may be revoked on proof that it was obtained by fraud or by suppression or concealment of any material fact.

Signature

I certify that the information in this form is true and complete.

Name

.....

Signature

Date signed / /

[LEGAL NOTICE NO. 111]

COMPANIES ACT 2015
(ACT NO. 3 OF 2015)

Companies (High Court) Rules 2015

IN exercise of the powers conferred upon me under section 713 of the Companies Act 2015, I hereby make these Rules—

Short title and commencement

- 1.—(1) These Rules may be cited as the Companies (High Court) Rules 2015.
- (2) These Rules shall come into force on 1 January 2016.

Interpretation

- 2.—(1) In these Rules, unless the context otherwise requires—

“Act” means the Companies Act 2015;

“Company” means a company as defined in the Act, and for the purposes of these Regulations includes a Foreign Company to the extent specified under section 513(e) of the Act; and

“Court Registrar” means the Registrar of the Court.

- (2) In these Rules, words and phrases have the same meaning as under the Act unless the context otherwise requires.

Court practice and procedure to apply

3. Any proceeding initiated under these Rules is deemed to be a proceeding within the meaning of the High Court Rules 1988 and the general practice of the Court, including the course of procedure and practice in chambers, applies so far as may be practicable, except if and so far as the Act or these Rules otherwise provide.

Titling of documents

4. Every petition, notice of motion and summons, and every notice, affidavit and other proceedings under any petition, notice of motion or summons, must be intitled in the Court, and in the matter of the Company, showing where applicable, that the Company is in liquidation, in the matter of the Act and in the matter of the particular application.

Certain applications to be by petition

5. The following applications must be made by petition—
 - (a) an application for the restoration of a Foreign Company’s name to the register under section 62(9) of the Act;
 - (b) an application for the setting aside of a variation or cancellation of rights or a modification of the Company’s Articles of Association under section 187(1) of the Act;
 - (c) an application for the validation, or confirmation of the terms, of a purported issue of Shares under section 197 of the Act;

- (d) an application under section 437 of the Act;
- (e) an application for the reinstatement of the registration of a Company under section 609 of the Act.

Application to be by originating motion

6. An application under section 674(5) of the Act must be made by originating motion unless a liquidator has been appointed under the Act, in which case it must be made by summons.

Certain applications to be by notice of motion

7. The following applications must be made by notice of motion—

- (a) an application for relief from the application of section 17(2) of the Act;
- (b) an application for the inspection of books under section 190(1) of the Act;
- (c) an application for the extension of the time for the registration of a Charge under section 376 of the Act;
- (d) an application for the purpose of preventing or settling the terms of the acquisition of Shares under section 440 of the Act;
- (e) an application for relief of a person from liability under section 672(1) of the Act.

Certain applications to be by summons

8. The following applications must be made by summons—

- (a) an application for an order under section 86(14) of the Act for a person who contravenes a condition of the exemption to comply with the condition;
- (b) an application for the extension of the period of disqualification under section 133(5) of the Act;
- (c) an application for the disqualification of a person acting as an Officer of a Company under section 134(1) of the Act;
- (d) an application for a meeting of the Company's Members to be called under section 141(2) of the Act;
- (e) an application in regard to the delivery of certificates or other title documents in connection with the issue of the Specified Security under section 248 of the Act;
- (f) an application for an order for a meeting of any or all of the Debenture Holders to be held under section 318 of the Act;
- (g) an application for facilitating a reconstruction or amalgamation of Companies under section 439 of the Act;
- (h) an application for directions by a Receiver or Manager under section 444 of the Act;
- (i) an application under section 453 of the Act for a Receiver or Manager to make good the default in filing, delivery or making any return, account or other document, or in giving any notice, required by law.

Summons for directions

9.—(1) Where a petition has been presented pursuant to rule 5(a) or 5(e) or where an order is sought under section 439 of the Act, an application must be made by summons to the Judge in chambers for directions as to the proceedings to be taken.

(2) Upon the hearing of the summons or upon any adjourned hearing thereof or any subsequent application, the Judge may make such orders or give such directions as he or she may think fit as to all the proceedings to be taken and more particularly with respect to the following matters—

- (a) the publication of notices; and
- (b) where the Court orders an inquiry as to the debts, claims or liabilities of or affecting a Company or as to any of such debts, claims or liabilities, the proceedings to be taken for settling the list of creditors entitled to object, fixing the date with reference to which the list of such creditors is to be made out, and generally fixing a time for and giving directions as to all other necessary or proper steps in the matter whether expressly mentioned in any of these Rules,

and, in any such case, the first order upon the summons for directions shall be in the form of Form C1 in the Schedule.

Settlement of list of creditors

10. Where the Court has ordered any inquiry under rule 9(2)(b), the following provisions shall apply—

- (a) the Company shall, within 7 days after such order or such further or other time as the Judge may allow, file in the office of the Court Registrar, an affidavit made by some Officer or Officers of the Company competent to make the same, verifying a list containing, so far as possible, the names and addresses of the creditors of the Company to whom such inquiry extends; every such list shall also contain the amounts due to the creditors therein named respectively in respect of debts, claims or liabilities to which the inquiry extends or, in the case of any such debts payable on a contingency or not ascertained or any such claim admissible to proof in a winding-up of the Company, the value, so far as can be justly estimated, of such debt or claim; every such list and a copy of every such affidavit shall be left at the office of the Court Registrar not later than one day after the filing of the affidavit;
- (b) the person making any such affidavit shall state therein his or her belief that the list verified by such affidavit is correct, and that there was not, at the date so fixed as aforesaid, any debt, claim or liability which, if that date were the commencement of the winding-up of the Company, would be admissible in proof against the Company, except the debts, claims or liabilities set forth in such list and any debts, claims or liabilities to which the inquiry does not extend, and shall state his or her means of knowledge of the matters deposed to in such affidavit; such affidavit shall be in the form of Form C2 in the Schedule;

- (c) copies of such list containing the names and addresses of such creditors, and the total amount so due to them (including the value of any debts or claims estimated as aforesaid) but omitting the amounts due to them respectively, or (as the Judge thinks fit) complete copies of such list, shall be kept at the Registered Office of the Company and at the office of the legal practitioner of the Company and any person desirous of inspecting the same may, at any time during the ordinary hours of business, inspect and take extracts from the same on payment of the sum of \$10;
- (d) the Company shall, within 7 days after the filing of such affidavit or such further or other time as the Judge may allow, send to each creditor whose name is entered in the said list a notice stating the amount of the proposed reduction of capital, the effect of the order directing the inquiry and the amount or estimated value of the debt or the contingent debt or claim or both for which such creditor is entered in the said list, and the time (such time to be fixed by the Judge) within which, if he or she claims to be entitled to be entered on such list as a creditor for a larger amount, he or she must send in his or her name and address, and the particulars of his or her debt or claim, and the name and address of his or her legal practitioner (if any) to the legal practitioner of the Company; and such notice shall be sent through the post in a prepaid letter addressed to each such creditor at his or her last known address or place of abode, and shall be in the form of Form C3 in the Schedule;
- (e) notice of the presentation of the petition, of the effect of the order directing the inquiry and of the list of creditors shall, after the filing of the affidavit mentioned in paragraph (a), be published at such times, and in such newspapers, as the Judge shall direct; and every such notice shall state the amount of the proposed reduction of capital, and the places where the aforesaid list of creditors may be inspected, and the time within which creditors of the Company who are not but are entitled to be entered on the said list, and are desirous of being entered therein, must send in their names and addresses, and the particulars of their debts or claims, and the names and addresses of their legal practitioner (if any) to the legal practitioner of the Company; and such notice shall be in the form of Form C4 in the Schedule;
- (f) the Company shall, within such time as the Judge shall direct, file in the office of the Court Registrar an affidavit made by the person to whom the particulars of debts or claims are, by such notices as are mentioned in paragraphs (c) and (d), required to be sent in, stating the result of such notices respectively and verifying a list containing the names and addresses of the persons (if any) who have sent in the particulars of their debts or claims in pursuance of such notices respectively, and the amounts of such debts or claims, and some competent Officer or Officers of the Company shall join in such affidavit, and shall, in such list, distinguish which (if any) of such debts and claims are wholly, or as to any and what part thereof, admitted by the Company, and which (if any) of such debts and claims are

wholly, or as to any and what part thereof, disputed by the Company, and which (if any) of such debts and claims are alleged by the Company to be wholly, or as to any and what part thereof, not included in the inquiry; such affidavit shall also state which of the persons who are entered in the list as creditors and which of the persons who have sent in particulars of their debts or claims in pursuance of such notices as aforesaid have been paid or have consented to the proposed reduction; and such affidavit shall be in the form of Form C5 in the Schedule, and such list and a copy of such affidavit shall be left at the office of the Court Registrar within such time as the Judge shall direct;

- (g) if the Company contends that a person is not entitled to be entered in the list of creditors in respect of any debt or claim, whether admitted or not, or if any debt or claim, the particulars of which are so sent in, is not admitted by the Company at its full amount, then and in every such case, unless the Company is willing to appropriate, in such manner as the Judge shall direct, the full amount of such debt or claim, the Company shall, if the Judge thinks fit so to direct, send to the creditor a notice that he or she is required to come in and establish his or her title to be entered on the list or, as the case may be, to come in and prove such debt or claim or such part thereof as is not admitted by the Company, by a day to be therein named, being not less than 4 clear days after such notice, and being the time appointed by the Judge for adjudicating upon such titles, debts and claims, and such notice shall be sent in the manner mentioned in paragraph (d), and shall be in the form of Form C6 in the Schedule;
- (h) the result of the settlement of the list of creditors shall be stated in a certificate by the Court Registrar, and such certificate shall state what debts or claims (if any) have been disallowed, and shall distinguish the debts or claims the full amount of which the Company is willing to appropriate, and the debts or claims (if any) the full amount of which the Company does not admit or is not willing to appropriate or the amount of which has not been fixed by inquiry and adjudication as aforesaid; and shall show which of the creditors have consented to the proposed reduction, and the total amount of the debts due to them, the said certificate shall also state what creditors have, under paragraph (g), come in and sought to establish their title to be entered on the list and whether such claims have been allowed or not, but it shall not be necessary to make, in such certificate, any further or other reference to any creditors who are not entitled to be entered in the list or to any debts or claims to which the inquiry does not extend or to show therein the several amounts of the debts or claims of any persons who have consented to the proposed reduction or the payment of whose debts or claims has been secured as aforesaid;
- (i) the consent of any creditor, whether in respect of a debt due or presently due or a debt payable on a contingency or not ascertained or a claim admissible to proof in a winding-up of the Company, may be evidenced in any manner

which the Judge thinks reasonably sufficient, having regard to the amount of his or her debt or claim and all the circumstances of the case;

- (j) the petition shall not be heard until the expiration of at least 8 clear days from the filing of such certificate as is mentioned in paragraph (h);
- (k) before the hearing of the petition, notices stating the day on which the same is appointed to be heard shall be published at such times and in such newspapers as the Judge directs, and such notices shall be in the form of Form C7 in the Schedule.

Order for transfer of property and liabilities

11. Where an application is made under section 439 of the Act, the order shall be in the form of Form C8 in the Schedule.

Revocation

12. The Companies (High Court) Rules are hereby revoked.

Made this 24th day of December 2015.

A. SAYED-KHAIYUM
Attorney-General and Minister for Finance,
Public Enterprises, Public Service and Communications

FORM C2
(Rule 10(b))

[Heading as in Form C1]

AFFIDAVIT

I A.B.

of

make oath and say:

1. The paper annexed hereto and marked "A" contains a list of the creditors of and persons having claims on the said Company on the day of 20 , being the date fixed by the order in this matter dated the , 20 together with their respective addresses, and the nature and amount of their, respective debts or claims, and such list is, to the best of my knowledge, information and belief, a true and accurate list of such creditors and persons having claims on the day aforesaid.
2. To the best of my knowledge, information and belief there was not, at the date aforesaid, any debt, claim or liability which would, if such date were the commencement of the winding-up of the Company, be admissible in proof against the said Company other than and except the debts, claims and liabilities set forth in the said list and debts, claims and liabilities to which the inquiry directed by the order made herein and dated the day of , 20 , does not extend. I am enabled to make this statement from the facts within my knowledge as the of the said Company, and from information derived upon investigation of the affairs and the books, documents and papers of the said Company.

SWORN etc.

A—LIST OF CREDITORS

<i>Name, Address and Description of Creditors</i>	<i>Nature of Debt or Claim</i>	<i>Amount or estimated Value of Debt or Claim</i>
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FORM C3
(Rule 10(d))

NOTICE TO CREDITORS

[Heading as in Form C1]

To:

You are requested to take notice that a Petition has been presented to the High Court for confirming the reduction of the capital of the above Company from \$ to \$, and that by an order dated , 20 , an inquiry was directed as to the debts, claims and liabilities of the said Company on the , 20 , *other than the debts, claims and liabilities in respect of (a).

In the list of persons admitted by the Company to have been on the day of , 20 , creditors of the Company for debts, claims and liabilities to which the inquiry extends, your name is entered as a creditor (b).

If your claim in respect of such debt, claim or liability to have been on the last-mentioned day a creditor to a larger amount than is stated above you must, on or before the day of , 20 , send your name and address, the particulars of your claim and the name and address of your legal practitioner (if any) to the undersigned at .

In default of your so doing the above entry in the list of creditors will in all proceedings under the above application to reduce the capital of the Company be treated as correct.

Dated

Legal Practitioner for the Company

*If applicable.

(a) Here set out the nature of debts, etc., to which inquiry does not extend.

(b) Here state the amount of the debt or nature of the claim.

FORM C4
(Rule 10(e))

IN THE HIGH COURT OF FIJI AT

MISCELLANEOUS CAUSE NO. OF 20

(a)

NOTICE is hereby given that a Petition for confirming the reduction of the capital of the above Company from \$ to \$ was on the day of , 20 , presented to the High Court and is now pending. And that by an order dated , 20 , an inquiry was directed as to debts, claims and liabilities of the said Company as on the day of , 20 , *other than debts, claims and liabilities in respect of (b)

A list of the persons admitted to have been creditors of the Company for debts, claims and liabilities to which the said inquiry extends on the day of , 20 , may be inspected at (c) at any time during the usual business hours on payment of the charge of one dollar.

Any person who claims to have been on the said day of , 20 , and still to be, a creditor of the Company in respect of any such debt, claim or liability, and who is not entered on the said list and claims to be so entered, must, on or before the day of , 20 , send his or her name and address, and the particulars of his or her claim and the name and address of his or her Legal Practitioner (if any), to the undersigned at or in default thereof he or she will be precluded from objecting to the proposed reduction of capital.

Dated

Legal Practitioner for the Company

*If applicable.

(a) *Insert full name of the Company.*

(b) *Here set out the nature of debts, claims and liabilities to which the inquiry does not extend.*

(c) *Insert places where it may be inspected.*

FORM C5
(Rule 10(f))

IN THE HIGH COURT OF FIJI AT
MISCELLANEOUS CAUSE No. OF 20

In the Matter of (a)
and
In the Matter of the Companies Act

AFFIDAVIT

We, C.D. etc. a secretary of the Company, E.F. etc.
the Legal Practitioner of the Company, and A.B. etc. Director
of the Company, severally make oath and say:

Rule 10(f)

I the said CD. for myself, say:

1. I did on the _____ day of _____, 20____, in the manner hereinafter mentioned, serve a true copy of the notice annexed and marked “B” upon each of the persons whose names, addresses and descriptions appear in the first column of the list of creditors marked “A” annexed to the affidavit of filed on the _____ day of _____, 20____.
 2. I served the copies of the said notice by addressing them to the said persons, affixing the proper postage stamps, and posting them at the Post Office on the _____ day of _____, 20____, at _____ o’clock in the noon. And I the said E.F. for myself, say:
 3. A true copy of the notice annexed and marked “C” has appeared (*b*)
 4. I have on the paper annexed and marked “D” set forth a list of all claims, the particulars of which have been sent in to me pursuant to the said notice “B” by persons claiming to be creditors of the said Company for larger amounts than are stated in the list of creditors marked “A” referred to in the affidavit of filed on the _____ day of _____, 20____,
- (or)
- No person has sent in to me pursuant to the said notice “B” a claim to be entered on the said list for a larger sum than that in respect of which he or she is entered in the said list “A”.
5. I have, on the paper annexed and marked “E”, set forth a list of all claims, the particulars of which have been sent in to me pursuant to the notice referred to in paragraph 3 hereof by persons claiming to be creditors of the said Company on the _____ day of _____, 20____, not appearing on the said list of creditors marked “A” and who claimed to be entered thereon.
- (or)

(a) *Insert full name of the Company.*
(b) *Insert names of newspapers and date of publication.*

No claims have been sent in to me pursuant to the notice referred to in paragraph 3 hereof by persons not entered on the said list "A" and claiming to be so entered. And we CD. and A.B. for ourselves, say:

6. We have in the first part of exhibit "D" and also in the first part of exhibit "E", respectively, set forth such of the said debts and claims as are admitted by the said Company to be due wholly or in part, and how much is admitted to be due in respect of such of the said debts and claims as are not wholly admitted, and such of the said debts and claims as the Company contends are wholly or as to any and what part thereof not included in the inquiry in this matter.
7. We have, in the second parts of exhibits "D" and "E" set forth such of the said debts and claims as are wholly disputed by the said Company, and such of the said debts and claims as the Company contends would even if admitted be wholly or as to any and what part thereof not included in the inquiry in this matter.
8. In the said exhibits "D" and "E" are distinguished such of the debts the full amounts whereof are proposed to be appropriated in such manner as the Judge shall direct. And I the said CD. further say:
9. The exhibit annexed and marked "F" contains the receipts and the written consents of such of the persons named in the said list "A" (and in the exhibits "D" and "E") as have been paid by the said Company or have consented to the proposed reduction of capital.
10. The said Company is willing to set apart and appropriate the full amount of the debts, claims and liabilities specified in the said list "A" (and in the exhibits "D" and "E") in respect of which consents have not been obtained or which the said Company has not paid.
11. All rent, rates, taxes, salaries, wages and other incidental expenses current on the said day of , 20 , and since become due have been paid by the said Company.

SWORN etc.

EXHIBIT "D"

List of debts and claims of which the particulars have been sent in to by persons claiming to be creditors of the said Company for larger amounts than are stated in the list of creditors made out by the Company.

FIRST PART

Debts and claims wholly or partly admitted by the Company:

Names, addresses and descriptions of creditors	Particulars of debt or claim	Total amount claimed	Amount admitted by the Company to be within the inquiry and due to the creditor	Debts proposed to be appropriated in full although disputed	Amounts admitted by the Company to be owing but which it is contended are not within the inquiry

SECOND PART

Debts and claims wholly disputed by the Company:

Names, addresses and descriptions of claimants	Particulars of claim	Total amount claimed	Debts proposed to be appropriated in full although disputed	Amounts which even if admitted it is contended would not be within the inquiry

EXHIBIT "E"

List of debts and claims of which the particulars have been sent in to _____ by persons claiming to be creditors of the Company, and to be entered on the list of the creditors made out by the Company.

FIRST PART

Debts and claims wholly or partly admitted by the Company:

Names, addresses and descriptions of creditors	Particulars of debt or claim	Total amount claimed	Amount admitted by the Company to be within the inquiry and due to the creditor	Debts proposed to be appropriated in full although disputed	Amounts admitted by the Company to be owing but which it is contended are not within the inquiry

SECOND PART

Debts and claims wholly disputed by the Company:

Name, addresses and descriptions of claimants	Particulars of claim	Total amount claimed	Debts proposed to be appropriated in full although disputed	Amounts which even if admitted it is contended would not be within the inquiry

NOTE—The names are to be inserted alphabetically.

FORM C6
(Rule 10(g))

[Heading as in Form C5]

NOTICE TO CREDITOR TO COME IN AND PROVE

To:

You are hereby required to come in and prove the debt claimed by you against the above Company, by filing your affidavit and serving a copy thereof upon the legal practitioner for the Company on or before the _____ day of _____, 20____, and you are to attend by your legal practitioner at the Judge's Chambers at _____ on the _____ day of _____, 20____, at _____ o'clock in the forenoon being the time appointed for hearing and adjudicating upon the claim and produce any securities or documents relating to your claim.

In default of your complying with the above directions, you will *be precluded from objecting to the proposed reduction of the capital of the Company/in all proceedings relative to the proposed reduction of the capital of the Company be treated as a creditor for such amount only as is set out against your name in the list of creditors.

Dated

Legal Practitioner for the Company

FORM C7
(Rule 10(k))

[Heading as in Form C4]

NOTICE is hereby given that a petition presented to the High Court on the _____ day of _____, 20____, for confirming the reduction of the capital of the above Company from \$ _____ to \$ _____, is directed to be heard at _____ on the _____ day of _____, 20____.

Dated

Legal Practitioner for the Company

* Delete whichever is inapplicable.

FORM C8

(Rule 11)

[Heading as in Form C1]

ORDER

UPON READING the application of the Petitioner by Summons filed on the day of , 20 , the Petition filed on the day of , 20 , the affidavit of ‘ [in the support of the Petition], the affidavit of [service of notices convening meetings] and the exhibits therein respectively referred to AND UPON HEARING counsel for the Petitioners, AND IT APPEARING that the special resolution for the reduction of the capital of the said Company referred to in the said Petition has been duly passed

IT IS ORDERED:

1. That all the property rights and powers of the transferor Company specified in the first and second schedules hereto and all other property rights and powers of the transferor Company be transferred without further act or deed to the transferee Company and accordingly the same shall pursuant to section 439(2) of the Companies Act 2015 be transferred to and vest in the transferee Company for all the estate and interest of the transferor Company therein but subject nevertheless to all charges now affecting the same *other than (a).
2. That all the liabilities and duties of the transferor Company be transferred without further act or deed to the transferee Company and accordingly the same shall pursuant to section 439(2) of the Companies Act 2015 be transferred to and become the liabilities and duties of the transferee Company.
3. That all proceedings now pending by or against the transferor Company be continued by or against the transferee Company.
4. That the transferee Company do without further application allot to such members of the transferor Company as have not given such notice of dissent as is required by clause of the scheme of compromise or arrangement herein the shares in the transferee Company to which they are entitled under the said scheme.
5. That the transferor Company do within fourteen days after the date of this order cause a certified copy of this order to be delivered to the Registrar of Companies for registration and on such copy being so delivered the transferor Company shall be dissolved and the Registrar of Companies shall place all documents relating to the transferor Company and registered with him or her on the file kept by him or her in relation to the transferee Company and the files relating to the said two companies shall be consolidated accordingly.
6. Liberty to apply.

SCHEDULE 1

[Insert a short description of the real property of the transferor Company.]

SCHEDULE 2

[Insert a short description of all stocks, shares, debentures and other choses in action of the transferor Company]

* If applicable

(a) Here set out any charges which by virtue of the compromise or arrangement are to cease to have effect.

[LEGAL NOTICE NO. 112]

COMPANIES ACT 2015
(ACT NO. 3 OF 2015)

**Companies (Securities Exchanges and Licensing)
Regulations 2015**

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In exercise of the powers conferred upon me under section 713 of the Companies Act 2015,
I hereby make these Regulations—

PART 1—PRELIMINARY

Short title and commencement

1.—(1) These Regulations may be cited as the Companies (Securities Exchanges and Licensing) Regulations 2015.

(2) These Regulations shall come into force on 1 January 2016.

Interpretation

2.—(1) In these Regulations, unless the context otherwise requires—

“Act” means the Companies Act 2015;

“aggregate indebtedness”, which is calculated monthly, means the total liabilities of the Broker or Dealer less—

- (a) deferred taxes;
- (b) amounts due to a director or an associate;
- (c) non-current liabilities fully secured by non-current assets excluded from net capital; and
- (d) subordinated loans accepted for this purpose by the Reserve Bank;

“Broker or Dealer Licence” means a Securities Industry Licence to carry on a business of a Broker or a Dealer;

“Dealing in Securities” means whether as principal or agent, making or offering to make with any person, or inducing or attempting to induce any person to enter into or to offer to enter into—

- (a) any agreement for or with a view to acquiring, disposing of, subscribing for, or underwriting Securities; or

- (b) any agreement the purposes or avowed purpose of which is to secure a profit to any of the parties from the yield of Securities or by reference to fluctuations in the value of Securities;

“debit balance” means the cash amount owed by a client in the client’s margin account without deducting any cash deposited by the client as margin;

“disciplinary action” means a reprimand, fine, suspension, expulsion or any other action provided for in the rules issued by the Securities Exchange;

“governing body”, in relation to a Securities Exchange, means its board of directors or any committee or other body which has responsibility for any of the following matters:

- (a) the admission, disciplinary control or expulsion of members;
- (b) the making of rules, codes of conduct and guidelines for that Securities Exchange,
- (c) the enforcement of listing requirements and procedures,

and, in relation to an association, means the body of persons exercising similar powers and functions, by whatever name called, and where there is more than one such body for a company or association, includes each of them;

“Investment Adviser Licence” means a Securities Industry Licence to carry on a business of an Investment Adviser;

“Managed Investment Scheme Licence” means a Securities Industry Licence which authorises a person to act as a Trustee or Manager of a Managed Investment Scheme;

“margin” means the aggregate amount of cash and market value of Securities deposited by a client into the client’s margin account but does not include Securities which are bought or carried in the margin account;

“net capital”, which is calculated monthly, means the shareholder’s funds or the proprietor’s capital investment for carrying out the business of a Broker or Dealer, and subordinated loans accepted for this purpose by the Reserve Bank less—

- (a) non-current assets and pre-paid expenses;
- (b) unsecured loans and advances included under current assets;
- (c) amounts due from a director or associate included under current assets;
- (d) excess of the book value of Securities carried in the Broker’s or Dealer’s own account over market value; and
- (e) deficits in clients’ accounts, less any provisions for bad or doubtful debts already made, this amount being computed in detail satisfactory to the Reserve Bank;

“Representative” means an individual, by whatever name described, in the direct employment of, or acting for, or by arrangement with, a licensed Broker, Dealer, Investment Adviser or Managed Investment Scheme who performs any of the functions of a licensed Broker, Dealer, Investment Adviser or Managed Investment Scheme (other than work ordinarily performed by accountants, clerks or cashiers) whether the individual’s remuneration is by way of salary, wages, commission or otherwise; and includes any director or officer of a body corporate who performs for the body corporate any of those functions;

“Representative Licence” means a Securities Industry Licence to operate as a Representative of a licensed Broker, Dealer, Investment Adviser or Managed Investment Scheme; and

“responsible person” means members of the board of directors and senior management of a company.

(2) In these Regulations, words and phrases have the same meaning as under the Act unless the context otherwise requires.

PART 2—REQUIREMENTS FOR APPROVAL OF SECURITIES EXCHANGE

Approval of Securities Exchange

3.—(1) The Reserve Bank may grant approval to a body corporate to carry on a business as a Securities Exchange or Central Depository under section 268 of the Act for a period of one year.

(2) The Reserve Bank must not grant an approval to a person under subregulation (1) unless it has first consulted the Minister.

(3) An application for the grant or renewal of an approval to carry on a business as a Securities Exchange or Central Depository must be submitted to the Reserve Bank.

(4) An application under subregulation (3)—

(a) must be accompanied by—

- (i) the rules under which the Securities Exchange and Central Depository are to be governed; and
- (ii) the information specified in the Prescribed Form and any additional documents which the Reserve Bank requires; and

(b) may be accompanied by any additional documents the applicant wishes to submit in support of the application.

(5) An approval to carry on a business as a Securities Exchange or Central Depository must be in the Prescribed Form and is subject to such conditions as determined by the Reserve Bank in consultation with the Minister.

(6) Unless exempted from any of the following provisions by the Reserve Bank, in order to receive approval to carry on a business as a Securities Exchange—

(a) the applicant’s Articles of Association or other constituting document must be in a form satisfactory to the Reserve Bank and must—

- (i) not permit the distribution of profits to members, without the prior approval of the Reserve Bank; and

- (ii) restrict the membership of the Securities Exchange to Brokers, Dealers, Financial Institutions or other institutions, who are engaged in the securities business solely as a Broker or Dealer or both, as may be approved by the Reserve Bank;
- (b) the applicant must be engaged solely in the business of operating a Securities Exchange;
- (c) the governing body of the applicant must consist of Brokers, Dealers and persons providing fair representation for Listed Companies, investors and the general public who are acceptable to the Reserve Bank;
- (d) the applicant must have a chief executive and an administration of sufficient capacity to administer the Securities Exchange including any contractual arrangements with specialised organisations for the settlement, deposit or efficient clearing of business;
- (e) the applicant's physical location and mode of operation must contribute to a more orderly and efficient market for Securities in Fiji;
- (f) the applicant's rules and guidelines must make provisions satisfactory to the Reserve Bank on matters to be prescribed in the form of rules issued by the Reserve Bank and must be approved by the Reserve Bank prior to their publication. The rules and guidelines made by a Securities Exchange must, unless exempted by the Reserve Bank on a case by case basis, include provisions—
 - (i) enabling the listing of Securities by the Securities Exchange following application by an issuer to the Securities Exchange, through a procedure acceptable to the Reserve Bank;
 - (ii) enabling the de-listing or suspension of Securities by the Securities Exchange through a procedure acceptable to the Reserve Bank;
 - (iii) for ensuring that Listed companies have a public shareholding sufficient to make the companies responsive to public investors, in keeping with the development of the market;
 - (iv) for ensuring that Listed companies have as broad a base of public shareholders as possible in keeping with company capital size and the development of the market;
 - (v) for encouraging the listing of companies such that investors will have a range of investments conforming to the major business activities in the economy;
 - (vi) for encouraging the listing of companies with large capital issues so as to improve the availability of shares;
 - (vii) for encouraging the listing of companies with audited accounts showing a history of profits so as to improve the quality of the market;
 - (viii) requiring the disclosure of all material information, including payments on substantial management contracts and substantial business contracts, to enable fair appraisal of an issue by investors;

- (ix) requiring prompt disclosure in a manner fair to all investors of material information of a price sensitive nature;
 - (x) facilitating the development of a second tier market with lower costs and less stringent requirements;
 - (xi) for ensuring that all common equity issues are of fully paid-up shares of equal class carrying full voting rights; and
 - (xii) for ensuring that all Debenture issues are fully secured by charges on assets equal to at least 100 percent of the amount of issue and ranking *pari passu* in all respects with any other Debentures;
- (g) the applicant must have a trading facility at which all bids to purchase and offers to sell can be exposed to each other and at which members of the public are granted an opportunity to witness trading;
 - (h) the applicant must have a system to accommodate the trading of Securities of companies that do not meet the standards for listing required in the initial system, when such a system is warranted on the basis of need and economic feasibility; and
 - (i) the applicant must have a system approved by the Reserve Bank for granting compensation to investors who suffer pecuniary loss resulting from the failure of a Broker or Dealer to meet the Broker or Dealer's contractual obligations.

(7) The Reserve Bank may grant an exemption from any requirement of subregulation (6) on a case by case basis for such period as it thinks fit and may, from time to time, extend the period of exemption.

(8) If a Securities Exchange does not at the expiry of the period of its exemption in accordance with subregulation (7), comply with a requirement of subregulation (6) from which it has been exempted by the Reserve Bank, the Reserve Bank may revoke its approval.

(9) The Reserve Bank may, in consultation with a Securities Exchange, require the Securities Exchange to adopt any rule or guideline which it deems necessary.

Conditions for approval

4. Unless exempted by the Reserve Bank from any of the following provisions by the Reserve Bank on a case by case basis, a person applying for approval to operate as a Securities Exchange must have rules to the satisfaction of the Reserve Bank providing—

- (a) for the admission or non-admission of members, including the required standards of competence and professionalism;
- (b) for the expulsion from membership of persons who are not of good character and high business integrity or have been convicted of financial fraud or who have been declared bankrupt;
- (c) for the expulsion, suspension or disciplining of members for a contravention of, or failure to comply with rules of the Securities Exchange or the provisions of the Act or rules or regulations made thereunder;
- (d) with respect to the conditions under which Securities may be Listed for trading in the market;

- (e) with respect to the conditions under which an application for the delisting of Securities from the Securities Exchange may be allowed;
- (f) with respect to the conditions under which the listing of a particular Security may be revoked;
- (g) with respect to the conditions governing dealing in Securities by its members so as to ensure protection of the rights of investors;
- (h) with respect to timely and accurate disclosure of all material information necessary for investors to make informed investment decisions;
- (i) with respect to the protection of investors in Securities, from misleading information, fraud, deceit and other adverse practices in the issuing and trading of Securities and from the abuse of privileged information not yet made available to the general public;
- (j) with respect to prohibition of Securities market manipulation in any form;
- (k) for investigations into trading in Securities and financial transactions of Brokers and Dealers and for conducting surprise checks on such members;
- (l) for the prohibition of members from divesting their membership when the Securities Exchange wants to investigate their operations;
- (m) for the suspension of trading of any given Security for the protection of investors or for the conduct of orderly and fair trading;
- (n) with respect to the conduct of Securities trading by Brokers and Dealers and the manner in which information relating to transactions is to be maintained and reported to other members and customers;
- (o) for ensuring that customers' funds and Securities are segregated from other business accounts of members;
- (p) for ensuring fair representation of persons in the selection of its governing body and administration of its affairs to include representatives of Listed companies, investors and the general public not associated with any Broker or Dealer;
- (q) for ensuring fair representation of members on committees of the Securities Exchange;
- (r) for arbitration of disputes and provision for appeal to the Reserve Bank for aggrieved members, investors and Listed companies;
- (s) for efficient settlement of Securities transactions;
- (t) for proper safe keeping of Securities in its custody;
- (u) for the carrying out of the business of the Securities Exchange with due regard to interests of the investing public;
- (v) for the admission and conduct of employees and Representatives of member Brokers and Dealers;
- (w) with respect to the responsibility of Brokers and Dealers for the actions of their employees or Representatives in their dealings with the public; and

- (x) with respect to the maintenance of required financial ratios for margin accounts and net capital position such as may be specified by the Reserve Bank.

PART 3—PROVISIONS RELATING TO SECURITIES EXCHANGES

Trading, settlement and delivery

5. A Securities Exchange must regulate its members and ensure the day to day management of trading, settlement, delivery and other activities in accordance with the Listing Rules and the Articles of Association of the Securities Exchange which have been approved by the Reserve Bank.

Reserve Bank may give directions and amend exchange rules

6.—(1) The Reserve Bank may, where it appears to be in the public interest, issue directions to a Securities Exchange—

- (a) with respect to trading on or through the facilities of that Securities Exchange or with respect to any Listed Security; or
- (b) with respect to the manner in which a Securities Exchange carries on its business, including the manner of reporting off-market purchases; or
- (c) with respect to any other matters which the Reserve Bank considers necessary for the effective administration of the Act,

and the Securities Exchange must comply with any such direction.

(2) The Reserve Bank may, after consultation with the Securities Exchange, amend the rules of a Securities Exchange by written direction specifying the amendments and the dates those amendments come into force and effect but the Reserve Bank may dispense with such consultation if it considers it necessary for the protection of investors.

Books and records

7. A Securities Exchange must maintain and preserve the following books of account and documents, or acceptable alternative accounting records in their place, for a period of 7 years—

- (a) minutes of the meetings of—
 - (i) its members;
 - (ii) its governing body; and
 - (iii) any standing committee or committees of its governing or general body of members;
- (b) register of members showing their full names and addresses, and—
 - (i) in case of a company, the full names and addresses of all the directors; and
 - (ii) in case of a partnership, the full names and addresses of the partners;
- (c) register of authorised clerks and authorised assistants;
- (d) record of security deposits;

- (e) margin deposit books;
- (f) ledgers;
- (g) journals;
- (h) cash book; and
- (i) bank statements and bank reconciliation accounts.

Annual reports

8. A Securities Exchange must, within 3 months following the closure of its financial year, or such extended period as the Reserve Bank, may from time to time, allow, lodge with the Reserve Bank a report of its activities during the preceding financial year in such form as may be required by the Reserve Bank, which must contain information on the following matters—

- (a) changes in its rules, if any;
- (b) changes in the membership of its board of directors and its governing body (if different);
- (c) any new committees set up and changes in the membership of existing ones;
- (d) admissions, re-admissions, deaths or resignations of its members;
- (e) disciplinary action against members;
- (f) arbitration of disputes;
- (g) defaults;
- (h) action taken to combat any emergency in trading;
- (i) Securities Listed and de-Listed; and
- (j) other matters that the Reserve Bank may request.

Lodging documents and periodic reports to the Reserve Bank

9.—(1) Every Securities Exchange must lodge with the Reserve Bank all documents that it issues to its members in connection with its annual general meeting and within one month after the date of such meeting, lodge with the Reserve Bank a copy of its audited balance sheet and profit and loss account for its preceding financial year.

(2) A Securities Exchange must lodge with the Reserve Bank periodic reports or returns relating to such items as may, from time to time, be required by the Reserve Bank.

(3) A Securities Exchange must lodge quarterly returns with the Reserve Bank relating to—

- (a) the official prices for the Securities enlisted thereon;
- (b) the number of shares delivered to the clearing facility;
- (c) the number of Securities Listed and de-Listed during the preceding calendar quarters;

- (d) a signed statement itemising all outstanding positions beyond settlement date for each member; and
- (e) any other matter that may be specified by the Reserve Bank.

(4) A Securities Exchange must lodge with the Reserve Bank at least quarterly, a report of all Securities transfers for each day, including each private transaction which has been effected through its members, along with their values, and in the case of private transactions, the names of the transferor and the transferee.

(5) A Securities Exchange must lodge with the Reserve Bank a quarterly report on the financial standing of each member Broker and Dealer within 4 weeks of the close of each quarter and the report must include the position of margin accounts and net capital provisions as prescribed by the Reserve Bank, with respect to each member.

Other reports by Securities Exchanges

10. A Securities Exchange must immediately report verbally and in writing to the Reserve Bank, whenever—

- (a) there is a delay in opening the Securities Exchange;
- (b) trading is to be suspended in any Security;
- (c) there is unusual activity in the market;
- (d) the Securities Exchange receives any non-public information that it believes could have a material effect on the market in general or on any specific Security or Securities; or
- (e) the Reserve Bank requests market related information.

Publicity on transactions of Securities

11.—(1) A Securities Exchange must issue to the Reserve Bank and the public media a daily list of transactions of Securities made through its trading facilities, stating the Security, the price and number of units transacted.

(2) A Securities Exchange must issue to the Reserve Bank and the public media, at least once a month and in a form acceptable to the Reserve Bank, a report on the Securities transacted and price movements for each Security including low, high and average prices and the magnitudes of transactions in the Security.

Publication of transactions and Listed company accounts

12.—(1) A Securities Exchange must make public its transactions in such manner as may be required by the Reserve Bank.

(2) A Securities Exchange must, make available to the Reserve Bank and to the investors at the end of each year, details of the published accounts of companies that are Listed on such Securities Exchange, and the details of Securities transacted and the prices (i.e. high, low and mid-market), at which such Securities have been transacted during the year.

(3) Communication to investors may be by way of publication in a daily newspaper published and circulated in Fiji or by way of the Securities Exchange's electronic platform.

Obligation to take disciplinary action

13.—(1) If a Securities Exchange receives a complaint from a Listed company, the Members of a Listed company, a client of a Broker or Dealer, or a Broker or Dealer regarding the professional conduct or activities of a Broker or Dealer who is a member of the Securities Exchange or against a Listed company, it must notify the Reserve Bank within 7 days of the receipt of the complaint.

(2) The Securities Exchange must as soon as practicable cause an inquiry to be carried out in accordance with its rules and must forward the report of the inquiry to the Reserve Bank within 7 days of the completion of the report.

(3) If a Securities Exchange fails to take disciplinary action against a member or a Listed company in circumstances in which, in the opinion of the Reserve Bank, disciplinary action is warranted, the Reserve Bank may direct the Securities Exchange to take specified disciplinary action against the person.

(4) A Securities Exchange must report in writing to the Reserve Bank on the compliance with any penalties ordered by the Securities Exchange or directed by the Reserve Bank within 14 days of the order or direction.

Reserve Bank may appoint to governing body

14. The Reserve Bank may from time to time where it appears to be in the public interest appoint by written notice to the respective Securities Exchange one or more persons, who are knowledgeable about the securities industry and who are not associated with a Broker or Dealer, to be on the governing body of a Securities Exchange to represent the public interest and the person or persons so appointed must—

- (a) have the same rights, powers, duties and obligations, liberties and privileges as any other member of the governing body of the Securities Exchange; and
- (b) hold office for a period specified by the Reserve Bank which may at any time revoke such an appointment.

Compliance with rules and regulations, and regulation of listing

15. A Securities Exchange and its members must comply with all regulations, rules and policies formulated by the Reserve Bank including those formulated to regulate the listing of Securities.

Powers of Securities Exchange chief executive

16. The chief executive of a Securities Exchange must have the power to enforce the rules of the Securities Exchange and to administer penalties including suspension from trading.

Directors and senior management of Securities Exchange

17.—(1) A Securities Exchange must have as members of its board of directors and senior management such persons as the Reserve Bank considers fit and proper.

(2) Where an approved Securities Exchange proposes to alter the members of its board of directors or senior management, it must inform the Reserve Bank and obtain its prior consent before the change is effected.

PART 4—MEMBERSHIP OF A SECURITIES EXCHANGE

Equality of members of a Securities Exchange

18.—(1) A member of a Securities Exchange must hold only one share in such Securities Exchange.

(2) All members of a Securities Exchange rank *pari passu inter se* with respect to all rights, benefits, privileges, duties and membership of such Securities Exchange.

(3) Where a Securities Exchange has, prior to the commencement of this regulation, registered more than one share in the name of any member, the Reserve Bank may give directions on the disposal of such shares and the member concerned must dispose of such shares in such manner as may be directed by the Reserve Bank.

Compliance by Securities Exchange with directions

19. A Securities Exchange and a member of a Securities Exchange must comply with directions issued under regulation 18 notwithstanding any provision to the contrary contained in or implied by its Listing Rules or Articles of Association.

PART 5—REQUIREMENTS FOR APPROVAL OF MANAGED INVESTMENT SCHEMES

Approval of Managed Investment Schemes

20.—(1) The Reserve Bank may grant approval to a person to establish or operate a Managed Investment Scheme in Fiji under section 322 of the Act for a period of one year.

(2) The Reserve Bank must not grant an approval to a person under subregulation (1) unless it has first consulted the Minister.

(3) An application for the grant or renewal of approval to establish or operate a Managed Investment Scheme in Fiji must be submitted to the Reserve Bank.

(4) An application under subregulation (3)—

(a) must be accompanied by:

- (i) the proposed Scheme Deed under which the Managed Investment Scheme is to be governed; and
- (ii) the information specified in the Prescribed Form and any additional documents which the Reserve Bank requires; and

(b) may be accompanied by any additional documents the applicant wishes to submit in support of the application.

(5) An approval to establish or operate a Managed Investment Scheme in Fiji must be in the Prescribed Form, which is subject to such conditions as determined by the Reserve Bank in consultation with the Minister.

(6) Unless exempted from by the Reserve Bank, in order to receive approval to establish or operate a Managed Investment Scheme in Fiji, the applicant's Scheme Deed or other constituting document must comply with the requirements specified in the Act and must be in a form satisfactory to the Reserve Bank.

(7) The Reserve Bank may grant an exemption from any requirement of subregulation (5) on a case by case basis for such period as it thinks fit and may, from time to time, extend the period of exemption.

(8) If a Managed Investment Scheme does not at the expiry of the period of its exemption comply with a requirement of subregulation (5) from which it has been exempted by the Reserve Bank, the Reserve Bank may revoke its approval.

PART 6—PROVISIONS RELATING TO SECURITIES INDUSTRY LICENCES

Types of Security Industry Licences

21. The Reserve Bank may grant the following types of Security Industry Licences—

- (a) Broker or Dealer Licence;
- (b) Investment Adviser Licence;
- (c) Managed Investment Scheme Licence;
- (d) Representative Licence; and
- (e) any other licence specified in a Reserve Bank policy.

Form of application for a licence

22.—(1) The Reserve Bank may grant a Securities Industry Licence under section 273 of the Act in accordance with the Act and these Regulations.

(2) An application for the grant or renewal of a Securities Industry Licence must be submitted to the Reserve Bank.

(3) An application under subregulation (2)—

- (a) must be accompanied by the information specified in the Prescribed Form and any additional documents which the Reserve Bank requires; and
- (b) may be accompanied by any additional documents the applicant wishes to submit in support of the application.

(4) An applicant for a Securities Industry Licence or renewal of a Securities Industry Licence which has a share capital must, unless exempted by the Reserve Bank, submit to the Reserve Bank a statutory declaration disclosing the names and addresses of persons entitled to the beneficial interest in all its shares.

(5) A Securities Industry Licence must be issued in the Prescribed Form and may be subject to such conditions as determined by the Reserve Bank.

(6) The validity of a Securities Industry Licence is subject to continued observance of the conditions (if any) of the Securities Industry Licence, the relevant provisions of the Act, these Regulations and any other regulations or rules made under the Act.

Qualifications for grant of Broker or Dealer Licence and Investment Adviser Licence

23.—(1) An individual must not be granted a Broker or Dealer Licence or an Investment Adviser Licence (including a renewal of a Broker or Dealer Licence or an Investment Adviser Licence) unless the individual—

- (a) has a net worth of at least \$30,000 or such higher amount as the Reserve Bank may in its absolute discretion determine;

- (b) has premises suitably located and equipped to provide satisfactory service to clients in the field of activity to which the licence relates or evidence acceptable to the Reserve Bank that such premises will be available; and
- (c) holds a diploma or certificate or higher qualification in economics, accounting or business related subjects from a tertiary institution approved by the Reserve Bank or has successfully completed a programme of study in securities approved by the Reserve Bank and has worked for at least 2 years in the securities industry.

(2) A body corporate must not be granted a Broker or Dealer Licence or an Investment Adviser Licence (including a renewal of a Broker or Dealer Licence or an Investment Adviser Licence) unless the body corporate—

- (a) has a paid up capital of at least \$30,000 or such higher amount as the Reserve Bank may in its absolute discretion determine;
- (b) has staff (inclusive of a qualified chief executive) and a director who are capable of providing professional services to clients in the field of activity to which the licence relates or the applicant provides evidence acceptable to the Reserve Bank that such staff will be available;
- (c) has premises suitably located and equipped to provide satisfactory service to clients in the field of activity to which the licence relates or evidence acceptable to the Reserve Bank that such premises will be available;
- (d) has as shareholders and members of its board of directors such persons as the Reserve Bank considers fit and proper; and
- (e) has at least one Director and at least one employee who will be the chief employee of the applicant that holds a diploma or certificate or higher qualification in economics, accounting or business related subjects from a tertiary institution approved by the Reserve Bank or has successfully completed a programme of study in securities approved by the Reserve Bank.

Additional requirements for Broker or Dealer Licences

24. In addition to the requirements in regulation 23, a body corporate or individual must not be granted a Broker or Dealer Licence (including a renewal of a Broker or Dealer Licence) unless the body corporate or individual—

- (a) is a member of an approved Securities Exchange;
- (b) has adequate facilities to comply with the trading, clearing, delivery and settlement requirements of the Securities Exchange of which the applicant is a member;
- (c) has provided a guarantee from a bank in a form acceptable to the Reserve Bank for \$20,000 or such higher amount as the Reserve Bank may in its absolute discretion determine to the Securities Exchange of which the Broker or Dealer is a member or has applied for membership; and

- (d) in the case of an application for the renewal of a Securities Industry Licence, has provided a further 10 percent of average monthly volume of executed trading orders for the preceding 6 months.

Requirements for Managed Investment Scheme Licence

25.—(1) A person must not be granted a Managed Investment Scheme Licence unless—

- (a) each Managed Investment Scheme to which the person acts as a Trustee or Manager is established under and in accordance with the Act;
- (b) the person has staff (inclusive of a qualified chief executive) and a director who are capable of providing professional services to clients in the field of activity to which the licence relates or the applicant provides evidence acceptable to the Reserve Bank that such staff will be available;
- (c) the person has as shareholders and members of its board of directors such persons as the Reserve Bank considers fit and proper;
- (d) the person has at least one Director and at least one employee who will be the chief employee of the applicant that holds a diploma or certificate or higher qualification in economics, accounting or business related subjects from a tertiary institution approved by the Reserve Bank or has successfully completed a programme of study in securities approved by the Reserve Bank; and
- (e) the person meets the requirements of the Reserve Bank's policy regarding Trustees and Managers of Managed Investment Schemes.

(2) For the purposes of section 325(1)(c) of the Act, the Prescribed Amount is \$40,000 or such higher amount as the Reserve Bank may in its absolute discretion determine and the Prescribed Amount of “\$500” in Item 13 of Schedule 5 of the Act is deleted and replaced with “\$40,000”.

Representative Licences

26.—(1) Only an Individual may be granted a Representative Licence.

(2) An Individual must not be granted a Representative Licence unless the Individual—

- (a) holds a diploma or certificate or higher qualification in economics, accounting or business related subjects from a tertiary institution approved by the Reserve Bank or has successfully completed a programme of study in securities approved by the Reserve Bank; or
- (b) has been dealing in Securities, or has been engaged in giving advice on securities for a continuous period of at least 2 years.

(3) An Individual must not be granted a Representative Licence unless the Individual is in the direct employment of or acting for, or by arrangement with the holder of a Broker or Dealer Licence, Investment Adviser Licence or a Managed Investment Scheme Licence whether the Individual's remuneration is by way of salary, wages, commission or otherwise; and includes any director or officer.

Licensees to comply with codes, rules and regulations

27. Every person who is licensed under this Part must abide by such code of conduct and comply with such rules or regulations as may be prescribed by the Reserve Bank or a Securities Exchange.

PART 7—REGULATIONS RELATING TO LICENSEES

Restriction on other business

28. A holder of a Securities Industry Licence must not carry on any business other than that for which the holder of the Securities Industry Licence is licensed nor any activities which are not normally ancillary to that business.

Accounting records to be maintained and preserved

29. Every holder of a Securities Industry Licence must maintain and preserve for a period of 7 years in its office such records, documents and books of account as may be required by the Reserve Bank, and if so required, produce the same for inspection by the Reserve Bank or the Securities Exchange of which the Broker or Dealer is a member.

Regulation and supervision

30. The Reserve Bank may—

- (a) inquire, either on its own motion or at the request of any other person, into the affairs of;
- (b) give directions to; and
- (c) conduct inspection of the activities, books and records of,

a Securities Exchange or Managed Investment Scheme which the Reserve Bank has approved or the holder of a Securities Investment Licence.

PART 8—BROKER AND DEALERS

*Division 1—Keeping of books and records by Brokers and Dealers**Books of accounts*

31. Every Broker and Dealer must maintain and preserve for a period of 7 years the following books of accounts and documents or other accepted accounting documents and if so required, produce the same for inspection by a Securities Exchange of which the Broker or Dealer is a member or by the Reserve Bank—

- (a) journals (or other records of original entry) containing an itemised daily record of all purchases and sales of Securities, all receipts and deliveries of Securities (including certificate numbers), all receipts and disbursement of cash and all debits and credits, the account for which each such transaction was effected, the name and amount of Securities, the unit and aggregate purchase or sale price (if any), the trade date, and the name or other designation of the person from whom purchased or received or to whom sold or delivered;
- (b) ledgers, (or other records) reflecting all assets and liabilities, income, expense and capital accounts;

- (c) all cheque books, bank statement, cancelled cheques and bank reconciliation accounts;
- (d) ledger accounts (or other records) itemising separately each account of a client, all purchases, sales, receipts and deliveries of Securities and all other debits and credits;
- (e) a memorandum of each brokerage order received for the purchase or sale of Securities; and the memorandum must show orders in chronological sequence, the time of receipt, the terms and conditions of the order or instructions and of any modification or cancellation thereof, the account for which entered, the time of entry into the market for execution, the price at which executed and, to the extent feasible, the time of execution or cancellation;
- (f) copies of confirmations of all purchases and sales of copies of notices of all other debits and credits for Securities and other items for the account of each client;
- (g) contract books, showing details of all contracts entered into by the Broker or Dealer with members of a Securities Exchange or duplicates of memorandum of confirmation issued to such other members;
- (h) personnel records of all employees; and
- (i) all correspondence.

Records to be maintained

32.—(1) Every Broker and Dealer must maintain and preserve for each person who becomes a client after the commencement of these Regulations, a record for a period of 7 years which must state—

- (a) the client's name, date of birth or registration address, nationality or citizenship, signature of the client, the Representative regularly handling the account and a designated supervisor;
- (b) if the Broker or Dealer, or any of its Representatives has made any recommendations to the client to purchase, sell or exchange any Security, the record of such client must also state the client's occupation, marital status where applicable, investment objectives, other information concerning the client's financial situation and needs which the Broker, or Dealer or the Representative considered in making the recommendation, and the signature of the Broker or Dealer or Representative who made the recommendation to the client.

(2) If, after the commencement of these Regulations, a Broker or Dealer or any Representative of such Broker or Dealer, has made any recommendation, to a person who became a client prior to the commencement of these Regulations, the Broker or Dealer must make and keep current a record for such client which must contain the information required by subregulation (1).

(3) Any item of information required by subregulation (1) must not be entered in the client's records if, after reasonable inquiry, the client declines to furnish such items of information and a statement to that effect is placed in the records; provided, however, that the client's records must state the client's name, and address.

(4) Every Broker or Dealer must maintain and preserve for a period of 7 years —

- (a) a record or records with respect to each discretionary account which must include —
 - (i) the client's written authorisation to exercise discretionary power or authority in the client's account;
 - (ii) the reason given by the client for granting discretionary power or authority in the client's account; and
 - (iii) the written approval of a designated supervisor of each transaction in such account indicating the exact time and date of such approval;
- (b) a separate file for all complaints by customers and persons acting on behalf of customers; and the complaints must be filed alphabetically by client's name and must include copies of all material relating to the complaint, and record of what action, if any, has been taken by the Broker or Dealer and copies of such material and record of action taken must be kept in the office through which the client's account is handled; and
- (c) such other records as the Reserve Bank may direct.

Deposit of customers' funds

33. Every Broker or Dealer must —

- (a) deposit customers' funds in one or more bank accounts which accounts must contain only those funds;
- (b) maintain such accounts in the client's name or in the name of the agent or trustee of such client; and
- (c) maintain a separate record for each account showing the name and address of the bank where the account is maintained, the dates, amounts of deposits and withdrawals and also the exact amount of each client's beneficial interest in the account.

Submission of audited annual accounts

34. Every holder of a Broker or Dealer Licence must submit to the Reserve Bank and to the Securities Exchange of which the Broker or Dealer is a member audited annual accounts within 3 months following the closure of the Broker or Dealer's financial year in such form as the Reserve Bank may, from time to time, specify.

Liquidity ratios

35.—(1) Every holder of a Broker or Dealer Licence must at all times maintain such liquidity ratios and net capital as may, from time to time, be specified by the Reserve Bank.

(2) The Reserve Bank may revoke the Broker or Dealer Licence of a Broker or Dealer who fails to comply with subregulation (1).

Division 2—Financial limits for Brokers

Financial limits for Brokers and Dealers

36.—(1) A Broker or Dealer Licence may be revoked if the Broker's or Dealer's—

- (a) aggregate indebtedness exceeds 1,200 percent of the Broker's or Dealer's net capital; or
- (b) net capital falls below 10 percent of the paid up capital for 2 consecutive months.

(2) A Broker or Dealer must not—

- (a) grant unsecured advances or loans to any of its directors or associates in excess of \$1,000 or to employees in excess of one year's emoluments; nor
- (b) allow deficits in the account of a single client to exceed 30 percent of its monthly net capital; nor
- (c) allow its exposure to a single Listed Security to exceed 300 percent of the Broker's or Dealer's monthly net capital; nor
- (d) allow the book value of the Listed Securities it carries on its own account to exceed 150 percent of its monthly net capital.

(3) Notwithstanding subregulations (1) and (2), the Reserve Bank has the discretion not to revoke the Broker or Dealer Licence of a Broker or Dealer who fails to comply with any of the requirements of those subregulations if the Reserve Bank is satisfied that the Broker or Dealer is a corporation which is subject to prudential supervision under a written law.

Margin trading

37. In relation to margin accounts, a Broker or Dealer or a Representative of either must not—

- (a) execute any transaction in a margin account—
 - (i) except in the case of Securities approved for margin trading by the Securities Exchange of which the Broker or Dealer is a member with the concurrence of the Reserve Bank; or
 - (ii) without securing a properly executed written margin agreement with a client prior to such transaction;
- (b) permit the sum of the margin and market value of Securities bought or carried in a client's margin account to fall below 130 percent or other percentage prescribed by the Reserve Bank in lieu thereof of the debit balance in that account; nor
- (c) fail to keep separately a client's margin account from the Broker or Dealer's other accounts.

Contractual obligations of Broker or Dealer Representatives

38.—(1) No Broker's or Dealer's Representative must represent more than one Broker.

(2) A Broker's or Dealer's Representative must by contract be the agent of the client and will transmit the client's orders only to the Broker or Dealer for whom the Broker or Dealer is a Representative.

Division 3—Broker and Dealer conduct

Requirements for Broker or Dealer independence

39.—(1) All licensed Brokers and Dealers must operate independently of one another.

(2) A Broker or Dealer must not have any formal or informal agreement with a member of the same Securities Exchange relating to the Broker or Dealer's trading activity, personnel, commissions or any joint activity.

(3) Each Broker must execute client orders in the chronological sequence of orders received and which have been so recorded in accordance with regulation 31(e) and must give priority to orders of clients over orders of any shareholder or employee of the Broker, whether acting directly or indirectly.

(4) Each Broker must maintain a daily record of orders received from clients showing the name of each client, the specific order and time the order was given, and execute the same in order of receipt.

(5) A Broker must exercise due diligence and care at all times so as not to misinform or misdirect customers.

(6) A Broker accepting an order from a client must inform the client of all constituent parts of an order.

(7) For the purposes of this regulation, an order must constitute instructions by a client to a Broker as to the Security name, quantity, price or price limits and duration of validity.

Prohibited dealings

40.—(1) Every Broker or Dealer must not—

- (a) create a false market in any Listed Security;
- (b) establish a corner or trade where a corner has developed in a Listed Security;
- (c) be party to any manipulative scheme or device with respect to any Listed Security;
- (d) trade excessively in the account of a client providing discretionary authority to the Broker or Dealer or recommend excessive trading to a client reposing trust and confidence in the Broker or Dealer;
- (e) make recommendations to clients which are unsuitable taking into account the clients' financial circumstances, investment objectives, other investments and stated desires;
- (f) charge excessive fees for services other than those determined by the Reserve Bank or prevailing practices in the industry; or
- (g) transact in any borrowing or lending with their clients without collateral and prior written agreement.

(2) For the purposes of this regulation, a "corner" is deemed to arise when a single interest or group has acquired such control of any Listed Security that the same cannot be obtained except at prices or on terms dictated by such single interest or group.

PART 9—INVESTMENT ADVISER

*Division 1—Keeping of books and records by Investment Adviser**Client books and records to be maintained and preserved*

41. Any Investment Adviser who takes or has custody of any Securities or funds of a client is required to keep and maintain such other records as may, from time to time, be required by the Reserve Bank.

Books and records to be kept by Investment Advisers

42.—(1) Every Investment Adviser must maintain, preserve, and if required, produce for inspection by the Reserve Bank the following books, records and ledgers or other accepted accounting documents for a period of 7 years—

- (a) a journal or journals, including cash receipts and disbursements records, and any other records of original entry forming the basis of entries in any ledger;
- (b) general and auxiliary ledgers (or other comparable records) reflecting asset, liability, reserve, capital, income and expense accounts;
- (c) a memorandum of each order given by the Investment Adviser for the purchase or sale of any Security, of any instruction received by the Investment Adviser from the client concerning the purchase, sale, receipt or delivery of a particular Security, and of any modification or cancellation of any such order or instruction, and the memorandum must—
 - (i) show the terms and conditions of the order, instruction, modification or cancellation;
 - (ii) identify the person connected with the Investment Adviser who recommended the transaction to the client and the person who placed such order; and
 - (iii) show the account for which entered, the date of entry, and the bank, Broker or Dealer by or through whom executed where appropriate; and
 - (iv) show orders entered pursuant to the exercise of discretionary power;
- (d) all cheque books, bank statements, cancelled cheques and cash reconciliations of the Investment Adviser;
- (e) all bills or statements (or copies thereof), paid or unpaid, relating to the business of the Investment Adviser;
- (f) all trial balances, financial statements, and internal audit working papers relating to the Investment Adviser's business;
- (g) originals of all written communications received from clients and copies of all written communications sent by the Investment Adviser relating to—
 - (i) any recommendation made or proposed to be given;
 - (ii) any receipts, disbursement or delivery of funds or Securities; and

- (iii) the placing or execution of any order to purchase or sell any Security, provided, however, that if the Investment Adviser sends any notice, circular or other advertisement offering any report, analysis, publication or other investment advisory service to more than 10 persons, the Investment Adviser is not required to keep a record of the names and addresses of the persons to whom it was sent; except that if such notice, circular or advertisement is distributed to persons named on any list, the Investment Adviser must retain with a copy of such notice, circular or advertisement, a memorandum describing the list and the source thereof;
- (h) a list or other record of all accounts in which the Investment Adviser is vested with any discretionary power with respect to the funds, Securities or transactions of any client;
- (i) all evidences of the granting of any discretionary authority by any client to the Investment Adviser, or copies thereof;
- (j) all written agreements (or copies thereof) entered into by the Investment Adviser with any client or otherwise relating to the Investment Adviser's business;
- (k) a copy of each notice, circular, advertisement, newspaper article, investment letter, bulletin or other communication recommending the purchase or sale of a specific Security, which the Investment Adviser circulates or distributes, directly or indirectly, to 10 or more persons, and if such notice, circular, advertisement, newspaper article, investment letter, bulletin or other communication does not state the reasons for such recommendation, a memorandum of the Investment Adviser indicating the reasons therefor, and all advertisements by the Investment Adviser and all records, worksheets, and calculations necessary to form the basis for performance data in such advertisements;
- (l) a record of every transaction in a Security in which the Investment Adviser or any of the Investment Adviser's Representatives acquires any direct or indirect beneficial ownership; and the record must state the title and amount of the Security involved, the date, whether the transaction was a purchase or sale or other acquisition or disposition, the price at which it was effected, and the name of the Broker or Dealer with, or through whom the transaction was effected; and an Investment Adviser is not be deemed to have violated the provisions of this paragraph for failing to record Securities transactions of any Investment Adviser Representative if he or she can show that he or she had adequate procedures and used reasonable diligence to obtain promptly reports of all transactions required to be recorded; and
- (m) a copy of each written statement, the amendment or revision thereof, given or sent to any client or prospective client of such Investment Adviser and a record of the dates that the same was given or offered to be given.

(2) If an Investment Adviser has custody or possession of Securities or funds of any client, the records required to be made and kept must include—

- (a) a journal or other record showing all purchases, sales, receipts and deliveries of Securities (including certificate numbers) and all other debits and credits to such accounts;
- (b) a separate ledger account for each client showing all purchases, sales, receipts and deliveries of Securities, the date and price of each such purchase and sale, and all debits and credits;
- (c) copies of confirmations of all transactions effected by or for the account of any such client; and
- (d) a record for each Security in which the client has a position; showing the name of the client, the amount or interest of the client, and the location of such Security.

(3) Every Investment Adviser who renders any investment advisory or management service to a client must, in addition to records kept under subregulation (2), with respect to the portfolio being supervised or managed and to the extent that the information is reasonably available to or obtainable by the Investment Adviser, make and keep true, accurate and current—

- (a) records showing the Securities purchased, sold, date, amount and price of each Security; and
- (b) records for each Security in which the client has a current position, records from which the Investment Adviser can promptly furnish the name of each client, and the current amount or interest and the name of the client.

Division 2—Conduct of Investment Adviser

Investment Adviser's conduct

43. An Investment Adviser or Investment Adviser's Representative must not engage in any conduct prohibited by the Reserve Bank.

Rules relating to Investment Advisers

44.—(1) An Investment Adviser or Representative of an Investment Adviser must not—

- (a) recommend to a client to whom investment supervisory, management or consulting services are provided, the purchase, sale or exchange of any Security without reasonable grounds to believe that the recommendation is suitable for the client on the basis of information furnished by the client after reasonable inquiry concerning the client's investment objectives, financial situation and needs, and any other information known or acquired by the Investment Adviser after reasonable examination of the client's financial records;
- (b) place an order to purchase or sell a Security for the account of a client without written authority to do so;

- (c) place an order to purchase or sell a Security for the account of a client upon instruction of a third party without first having obtained a written third party authorisation from the client;
- (d) exercise any discretionary power in placing an order for the purchase or sale of Securities for a client without obtaining written discretionary authority from the client within 10 Business Days after the date of the first transaction placed pursuant to oral discretionary authority, unless the discretionary power relates solely to the price at which, or the time when an order involving a definite amount of a specified Security is executed, or both;
- (e) induce trading in a client's account that is excessive in size or frequency in view of the financial resources, investment objectives and character of the account;
- (f) borrow money or Securities from a client unless the client is a Broker or Dealer, an associate of the Investment Adviser, or a financial institution engaged in the business of loaning funds or Securities;
- (g) loan money to a client unless the Investment Adviser is a Financial Institution engaged in the business of loaning funds or the client is an associate of the Investment Adviser;
- (h) misrepresent to any advisory client, or prospective advisory client, the Investment Adviser's qualifications or misrepresent the nature of the advisory services being offered or fees to be charged for such service, or omit to state a material fact necessary to make the statements made regarding qualifications services or fees, in light of the circumstances under which they are made, not misleading;
- (i) provide a report or recommendation to any advisory client prepared by someone other than the Investment Adviser without disclosing that fact;
- (j) charge a client an unreasonable advisory fee in light of the fees charged by other Investment Advisers providing the same services;
- (k) charge any type of fee which is contingent on capital gains or an appreciation in a client's account except a performance based fee where the client agreement used by the Investment Adviser contains a clause approved by the Reserve Bank that allows the Investment Adviser to charge a performance based fee for aggregated investments over \$100,000 and clearly sets out the basis upon which a fee will be charged;
- (l) fail to disclose to clients in writing, before any advice is rendered, any material conflict of interest relating to the Investment Adviser or any of the Investment Adviser's employees which could reasonably be expected to impair the rendering of unbiased and objective advice including —
 - (i) compensation arrangements connected with advisory services to clients which are in addition to compensation from such clients for such services; or

- (ii) charging a client an advisory fee for rendering advice when a commission for executing Securities transactions pursuant to such advice will be received by the Investment Adviser or the Investment Adviser's employees;
- (m) guarantee a client that a specific result will be achieved arising from the advice which will be rendered;
- (n) publish, circulate or distribute any advertisement which does not comply with the Act or the regulations or rules made thereunder;
- (o) disclose the identity, affairs, or investment of any client to any third party unless required by law, court order or a regulatory agency to do so, or unless consented to by the client;
- (p) enter into, extend or renew any investment advisory contract unless such contract is in writing and discloses, in substance, the services to be provided, the term of the contract, the advisory fee, the formula for computing the fee, the amount of prepaid fee to be returned in the event of contract termination or non-performance, whether the contract grants discretionary power to the Investment Adviser and that no assignment of such contract must be made by the Investment Adviser without the consent of the other party to the contract.

(2) Any Investment Adviser who takes or has custody of any Securities or funds of a client must be required to keep and maintain additional records as may be required by the Reserve Bank and must—

- (a) notify the Reserve Bank that it has or may have custody of a client's Securities;
- (b) segregate the Securities of each client, mark such Securities to identify the particular client having the beneficial interest therein and hold the Securities in safekeeping in some place reasonably free from risk of destruction or loss;
- (c) deposit clients' funds in one or more bank accounts containing only clients' funds;
- (d) maintain the account or accounts referred to in paragraph (c) in its name or in the name of the agent or trustees of such clients;
- (e) maintain a separate record for each account, showing the name and address of the bank where the account is maintained, the dates and amounts of deposits and withdrawals and the exact amount of each client's beneficial interest in the account;
- (f) notify the client in writing, immediately after accepting custody or possession of funds or Securities, of the place and the manner in which the same will be maintained;
- (g) send each client a detailed statement, at least once every 3 months, showing the funds and Securities in the Investment Adviser's custody at the end of such period and all debits, credits and transactions in the client's account during such period; and

- (h) have an independent certified public accountant verify all client funds and Securities at least once every calendar year by actual examination at a time chosen by the accountant without prior notice to the Investment Adviser.

(3) A certificate signed by such accountant stating that he or she has made an examination of such funds and Securities under subregulation (2)(h), and describing the nature and extent of the examination, must be sent by the Investment Adviser to the Reserve Bank promptly after each examination.

Supervision of Investment Adviser's Representatives

45.—(1) Every Investment Adviser's Representative employed by an Investment Adviser must be subject to the supervision of a supervisor designated by the Investment Adviser who may be the Investment Adviser in the case of a sole proprietor, or a partner, officer, office manager or any qualified Investment Adviser Representative in the case of entities other than sole proprietorships.

(2) As part of its responsibility under this regulation, every Investment Adviser must establish, maintain and enforce written procedures, a copy of which must be kept in each business office, which must set forth the procedures adopted by the Investment Adviser, which must include but not be limited to the following duties—

- (a) the review and written approval by the designated supervisor of the opening of each new client account;
- (b) the frequent examination of all client accounts to detect and prevent irregularities or abuses;
- (c) the prompt review and written approval by a designated supervisor of all advisory transactions by Investment Adviser Representatives and of all correspondence pertaining to the solicitation or execution of all advisory transactions by Investment Adviser Representatives; and
- (d) the prompt review and written approval of the handling of all client complaints.

(3) Every Investment Adviser who has designated more than one supervisor must designate from among its partners, officers, or other qualified Investment Adviser Representatives, a person or group of persons who must—

- (a) supervise and periodically review the activities of the supervisors; and
- (b) periodically inspect each business office under the Investment Adviser's supervision to ensure that the written procedures are being enforced.

PART 10—MANAGED INVESTMENT SCHEMES

Directors and senior management of Manager or Trustee

46.—(1) A Manager or Trustee must have as members of its board of directors and senior management such persons as the Reserve Bank considers fit and proper.

(2) Where a licensed Manager or Trustee proposes to alter the members of its board of directors or senior management, it must inform the Reserve Bank and obtain its prior consent before the change is effected.

PART 11—INVESTOR COMPENSATION FUND

Contribution by licensees

47. Every holder of a Securities Industry Licence must contribute to the Investor Compensation Fund such amount and at such times as may be determined by the Reserve Bank.

Appointment of committee

48.—(1) The Reserve Bank may appoint an Investor Compensation Committee to make recommendations with regard to assessing and awarding compensation out of the Investor Compensation Fund.

(2) The Investor Compensation Committee may be composed of not less than 3 and not more than 5 members and the Reserve Bank may appoint one member to be the chairperson of the Investor Compensation Committee.

Maximum compensation

49. The Reserve Bank will determine the maximum compensation payable out of the Investor Compensation Fund to investors who suffer pecuniary loss resulting from the failure of a holder of a Securities Industry Licence to meet its contractual obligations.

Recourse for payment from fund

50. The Reserve Bank will have recourse against any person, the actions or inaction of which, have resulted in a payment from the Investor Compensation Fund.

PART 12—TRANSACTIONS OF LISTED SECURITIES OUTSIDE A SECURITIES EXCHANGE

Prohibition of transactions outside the Securities Exchange

51.—(1) A person must not transfer or cause to be transferred the ownership of a Listed Security outside the Securities Exchange on which it is listed except as authorised by the Reserve Bank in accordance with these Regulations or on a case by case basis.

(2) A person must not transfer the ownership of a Listed Security outside the Securities Exchange on which it is Listed except in the course of—

- (a) a sale or gift to a close relation, or a charity or organisation approved by the Reserve Bank for a receipt of donations;
- (b) the settlement of a will or estate of a deceased person;
- (c) the operation of an employee share option scheme or employee share ownership scheme of a Listed company with respect to its own shares, provided such a scheme has been approved by the Reserve Bank;
- (d) restructuring or mergers or acquisitions in a scheme or arrangement which has been approved by the Reserve Bank;
- (e) setting off the value of Listed Securities that are pledged against a loan from a commercial bank or other Financial Institution, in settlement of such loan at the current established market value of such Listed Securities by mutual agreement between such Financial Institution and such borrower, and certified by the Securities Exchange as being a fair market price for such Security; or

- (f) any other private transaction of Listed Securities of an exceptional nature that the Securities Exchange and the Reserve Bank consider to be proper and acceptable.

(3) For the purposes of this regulation, “close relation” means a spouse, a parent, sibling, child, in-laws, a grand child, and a spouse of a grand child.

Nominal charge on private transactions

52. No brokerage fee is payable for a private transaction of a Listed Security but a nominal charge may be levied as may be determined by the Securities Exchange on which the Security transferred through the private transaction is listed.

Exemption of private transactions

53.—(1) Where it is intended to effect a private transaction of a Listed Security, a Broker or Dealer may, on behalf of the shareholders, make a written application with the required information and supporting documents to the Securities Exchange at which the Security is listed seeking approval for such transaction.

(2) An applicant aggrieved by a decision taken by the Securities Exchange may appeal to the Reserve Bank.

PART 13—PUBLIC COMMUNICATIONS

Public communication

54.—(1) All advertisements, sales literature and other communication with the public, by persons licensed under the Act and financial journalists must be factual and any statements made must be for the purpose of assisting in the evaluation of a particular Security, type of Securities, promoting the industry, service offered or the desirability of investing in Securities in general.

(2) No material fact or qualification may be omitted if such omission would cause the advertisement or sales literature to be misleading in the light of the context of other information presented.

(3) In making a recommendation with respect to any Security, a licensed person must disclose the price at the time of the recommendation and, if applicable, the fact that—

- (a) the licensed person makes a market in the Securities recommended; and
- (b) the licensed person or an associated person owns more than a nominal amount of such Securities.

(4) Any offer of a report, analysis or other service without any charge must be provided as such without any condition or obligation other than what is clearly described in the offer.

(5) No claim with respect to research or analysis facilities or capacity may be made beyond those actually possessed by the person making the claim.

(6) All statements made in advertising directed to the general public must be supported by source of facts.

(7) Every company whose Securities are traded on, or subject to the rules of, a Securities Exchange in Fiji, must disclose promptly to the Securities Exchange any material information that may affect the price of their Securities or influence investment decisions, including the following—

- (a) a merger, acquisition or joint venture;

- (b) earnings and dividends of an unusual nature;
- (c) the acquisition or loss of a significant contract;
- (d) a significant new product or discovery;
- (e) a change in control or a significant change in management;
- (f) a call of Securities for redemption;
- (g) the public or private sale of a significant amount of additional Securities;
- (h) the purchase or sale of a significant asset;
- (i) a significant labour dispute;
- (j) a significant law suit against the company;
- (k) establishment of a programme to make purchases of the company's own Shares;
- (l) a tender offer for another company's Securities; or
- (m) any other peculiar circumstances that may prevail with respect to the company or the relevant industry.

Disclosure of material information

55. Every body corporate whose Securities are traded on or subject to the Listing Rules of a Securities Exchange in Fiji must disclose promptly to the Securities Exchange and to the public any material information that may affect the price of their Securities or influence investment decisions.

Qualifications of professionals and experts

56. The Reserve Bank has the right to disqualify from giving professional opinion on matters related to Listed companies or otherwise penalise any professional who in the opinion of the Reserve Bank has given a professional opinion that is false or misleading or has omitted to give an opinion where such omission is likely to be misleading in the circumstances in which the professional opinion is given or omitted as the case may be.

Meaning of "professional"

57. For the purposes of regulation 56, a "professional" includes but is not limited to a person giving an opinion in respect of Listed companies or in relation to a primary issue of Securities and includes —

- (a) any person responsible for the incorporation of a Listed company;
- (b) lawyers;
- (c) accountants, financial analysts or Investment Advisers;
- (d) underwriters;
- (e) valuers;
- (f) engineers, actuaries, economists, management consultants; and
- (g) other experts whose written opinion with respect to the assets, products or business affairs of the issuer appear in a document produced to the Reserve Bank.

PART 14—MISCELLANEOUS PROVISIONS

Offences

58.—(1) Any person who by an act or omission knowingly contravenes any of the provisions of these Regulations is guilty of an offence.

(2) A person who is guilty of an offence against these Regulations is liable upon conviction to a fine not exceeding \$5,000.

(3) If an act of omission, which contravenes these Regulations, is also an offence prescribed by the Act, nothing in this regulation will prevent a person who is guilty of the act or omission from being prosecuted, convicted and penalised for the offence prescribed in the Act.

Prescribed Forms

59.—(1) A form specified in columns 3 and 4 of Part A of Schedule 1 and a copy of which is contained in Schedule 2 is prescribed for the provision of the Act specified in column 2 of Part A of Schedule 1 with such variations made by the Reserve Bank as the circumstances require.

(2) A document that the Act requires to be lodged in a Prescribed Form must—

- (a) if a form for the document is prescribed in these Regulations, be in that Prescribed Form; and
- (b) if a form for the document is not prescribed in these Regulations but the Minister or the Reserve Bank has approved a form for the document, be in that approved form.

(3) In a form, unless the contrary intention appears, a reference to a Part, Division, section, subsection, paragraph or subparagraph is a reference to that Part, Division, section, subsection, paragraph or subparagraph of the Act.

(4) The lodgement fee payable upon Lodgement of each respective Prescribed Form is specified in column 5 of Part A of Schedule 1 for each Prescribed Form, except in the case of the lodgement fee payable for application or renewal of a Securities Industry Licence (Form B5), which is set out in Part B of Schedule 1.

Revocation

60. The Capital Markets Development Authority (Securities Exchanges and Licensing) Regulations 1997 and the Capital Markets Development Authority Rules 1997 are revoked.

Made this 24th day of December 2015.

A. SAYED-KHAIYUM
Attorney-General and Minister for Finance,
Public Enterprises, Public Service and Communications

SCHEDULE 1

FEES AND FORMS

PART A—INDEX OF PRESCRIBED FORMS

<i>Item</i>	<i>Provision</i>	<i>Prescribed Form No.</i>	<i>Prescribed Form name</i>	<i>Lodgement fee (VEP)</i>
1.	Section 269(1) – Applications for Securities Exchange and Central Depository approval	B1	Application for Securities Exchange or Central Depository approval or renewal	Application – \$5,650 Renewal – \$5,650
2.	Section 269(2) – Applications for Securities Exchange and Central Depository approval	B2	Certificate of approval of Securities Exchange or Central Depository	Not applicable
3.	Section 270 – Changes in Securities Exchange and Central Depository rules	B3	Change to details (Securities Exchange or Central Depository approval)	Nil
4.	Section 270(4) – Changes in Securities Exchange and Central Depository rules	B4	Notice of allowance or disallowance of change in rules	Nil
5.	Section 273 – Application for Securities Industry Licence Section 274 – Renewal of Securities Industry Licence	B5	Application for Securities Industry Licence or renewal	See Part B of Schedule 1
6.	Section 273 – Application for Securities Industry Licence Section 274 – Renewal of Securities Industry Licence	B6	Securities Industry Licence Certificate	Not applicable
7.	Section 275 – Cancelling, suspending or restricting Securities Industry Licences	B7	Notice of cancellation, suspension or restriction of Securities Industry Licence	Not applicable
8.	Section 277 – Obligation to report changes (Securities Industry Licence)	B8	Change to details (Securities Industry Licence)	Nil
9.	Section 298 – The Registrar may approve Public Company to be a trustee	B9	Certificate of approval of Public Company to be a trustee	Not applicable
10.	Section 322(3) – Approval in principle by the Reserve Bank (Managed Investment Scheme)	B10	Application for approval of Managed Investment Scheme or renewal	\$1,739
11.	Section 322 – Approval in principle by the Reserve Bank (Managed Investment Scheme)	B11	Certificate of approval or exemption of Managed Investment Scheme	Not applicable
12.	Section 327 – Removal of Trustee (Managed Investment Scheme) Section 328 – Removal of Manager (Managed Investment Scheme)	B12	Change of Trustee or Manager of Managed Investment Scheme	Nil
13.	Section 329 – Approval of Scheme Deed	B13	Application for approval of Scheme Deed	Initial application – \$1,739 Each subsequent application – \$174
14.	Section 329 – Approval of Scheme Deed	B14	Certificate of approval of Scheme Deed or refusal to approve	Not applicable
15.	Section 330 – Copy of Scheme Deed to be Lodged with Registrar	B15	Copy of Scheme Deed	Nil

PART B—FEES FOR SECURITIES INDUSTRY LICENCE

Type of Securities Industry Licence	Fee payable on application (VEP)	Fee payable on renewal (VEP)
Broker or Dealer Licence		
Broker or Dealer Licence – Body Corporate	\$1,695.50	\$565.00
Broker or Dealer Licence – Individual	\$880.00	\$293.00
Broker or Dealer Licence – Representative	\$108.50	\$65.00
Investment Adviser Licence		
Investment Adviser Licence – Body Corporate	\$1,130.00	\$395.50
Investment Adviser Licence – Individual	\$293.00	\$87.50
Investment Adviser Licence – Representative	\$108.50	\$65.00
Managed Investment Scheme Licence		
Managed Investment Scheme Licence for Manager or Trustee	\$1,695.50	\$565.00
Managed Investment Scheme Licence – Representative	\$108.50	\$65.00

SCHEDULE 2

PRESCRIBED FORMS

FORM B1
Section 269(1)
of the Companies Act 2015

**APPLICATION FOR SECURITIES EXCHANGE OR CENTRAL DEPOSITORY
APPROVAL OR RENEWAL**

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Lodgement details

Who should the Reserve Bank contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

A. Details of applicant

Company name
Company number (if applicable).....
Country of incorporation (if not Fiji)

Share structure table

Standard share codes

Share class code	Share class
A	Class A ordinary shares
B...etc.	Class B...etc. ordinary shares
ORD	Ordinary shares
RED	Redeemable shares
REDP	Redeemable preference shares

- Please show all details of Shares that the company has on issue at the time of this application.
- If you are using the standard share class codes you do not need to provide a full title for the Shares, just the share class code.
- If you are not using the standard share class code, enter a code of no more than 4 letters and then show the full title.

Share class code	Full title if not standard	Total number of Shares	Total amount paid on these Shares	Total amount unpaid on these Shares

Details of members

- Use this section to notify the name and address of each person who is a member.
- If Shares are jointly owned, provide names and addresses of all joint-owners on a separate sheet (annexure), clearly indicating the share class and with whom the Shares are jointly owned.
- Please complete a separate section below for each member and print additional copies if more members are required.
- Address must not be a Post Office Box. Must be a street address.

Member

Surname
 First name(s)
 Former name

OR

Company name
 Company number (if incorporated in Fiji)
 Country of incorporation (if not Fiji)

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

- Complete each column for each share class the above member holds.
- Beneficially held usually means that the owner of the Shares is entitled to the direct benefit from the Shares. For example, benefits could include the entitlements to payments in relation to any dividends. Shares held by a person as trustee, nominee or on account of another person are non-beneficially held.

Share class code	Number of Shares taken up	Amount agreed to pay per Share	Total \$ paid on these Shares	Amount unpaid per share	Total \$ unpaid on these Shares	Fully paid (Y/N)	Beneficially held (Y/N)

Member

Surname
 First name(s)
 Former name

OR

Company name
 Company number (if incorporated in Fiji)
 Country of incorporation (if not Fiji)

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

- Complete each column for each share class the above member holds.
- Beneficially held usually means that the owner of the Shares is entitled to the direct benefit from the Shares. For example, benefits could include the entitlements to payments in relation to any dividends. Shares held by a person as trustee, nominee or on account of another person are non-beneficially held.

Share class code	Number of Shares taken up	Amount agreed to pay per Share	Total \$ paid on these Shares	Amount unpaid per share	Total \$ unpaid on these Shares	Fully paid (Y/N)	Beneficially held (Y/N)

Member

Surname
 First name(s)
 Former name

OR

Company name
 Company number (if incorporated in Fiji)
 Country of incorporation (if not Fiji)

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory
 Postcode
 Country (if not Fiji)

- Complete each column for each share class the above member holds.
- Beneficially held usually means that the owner of the Shares is entitled to the direct benefit from the Shares. For example, benefits could include the entitlements to payments in relation to any dividends. Shares held by a person as trustee, nominee or on account of another person are non-beneficially held.

Share class code	Number of Shares taken up	Amount agreed to pay per Share	Total \$ paid on these Shares	Amount unpaid per share	Total \$ unpaid on these Shares	Fully paid (Y/N)	Beneficially held (Y/N)

Registered Office

Address must not be a Post Office Box. Must be a street address.

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

Principal Place of Business

Address must not be a Post Office Box. Must be a street address.

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

B. What type of approval does the applicant want the Reserve Bank of Fiji to authorise?

- ☐ Securities Exchange
- ☐ Central Depository

C. Proposed details

Securities Exchange/Central Depository name

.....

What Securities will be traded on the Securities Exchange or handled by the Central Depository?

- ☐ Shares
- ☐ Debentures
- ☐ Interests in a Managed Investment Scheme
- ☐ Other (please specify)

.....

How many full time equivalent employees and contractors of the applicant will undertake services in relation to the Securities Exchange/Central Depository?

Please provide details of remuneration or other benefits the applicant will receive in relation to the services it will provide. This includes remuneration or benefits received from the client or from third party product providers.

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.....

Please provide details of the clearing and settlement arrangements that have been made, or are proposed, for the Securities Exchange/Central Depository.

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Please provide details of the technological resources that will be used in the operation of the Securities Exchange/Central Depository, including details of:

- (a) the purpose of the resources;
- (b) how the resources are supplied, managed, maintained and upgraded; and
- (c) how the security of the information technology systems is to be protected.

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Please provide details of the arrangements for dealing with conflicts between the applicant's commercial interests and its obligations to supervise and monitor the Securities Exchange/Central Depository.

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D. Rules lodged with this application

The following document must be lodged with this application.

- ☐ Copy of the rules of the Securities Exchange/Central Depository.

E. Responsible person details

To obtain an approval for a Securities Exchange/Central Depository, the applicant must show that it has one or more responsible persons with the necessary competence to provide and manage the Securities Exchange/Central Depository.

E1. Address

Address must not be a Post Office Box. Must be a street address.

Surname

First name(s)

Former name

Level/Office building

Street number and street

Town/City

Island

E2. Relationship to the applicant

What is the relationship of the responsible person to the applicant?

☐ Employee

Name of position

.....

☐ Director

☐ Other (please specify)

.....

E3. Qualifications and skills

Does the responsible person hold a degree, diploma or certificate from a university or another institution in or outside of Fiji?

☐ Yes ☐ No

If yes, please attach a copy of the degree, diploma or certificate.

Is the responsible person a chartered accountant with a current Certificate of Public Practice issued by the Fiji Institute of Accountants in accordance with the Fiji Institute of Accountants Act (Cap. 259)?

☐ Yes ☐ No

If yes, please attach a certified copy of the certificate.

E4. Suitability

Has the responsible person at any time been refused the right, or restricted in the right, to carry on any trade, business or profession for which a licence, registration or other authority is required by law?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person been refused membership of, suspended from membership of, or disciplined by, any securities, stock, futures, commodities or other exchange?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person held an approval to operate a Securities Exchange/Central Depository which has been cancelled, suspended or had conditions, restrictions or limitations imposed on it?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person held a Securities Industry Licence which has been cancelled, suspended or had conditions, restrictions or limitations imposed on it?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person at any time been declared bankrupt or insolvent in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person at any time been disqualified from being an officer, auditor or liquidator of a company or business in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person at any time been refused registration as, or excluded or suspended from practice as, an auditor or liquidator of a company or business in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Does the responsible person have any legal or disciplinary proceedings pending against the responsible person in Fiji or any other foreign country that may result in action that would require disclosure under any of the above items?

☐ Yes ☐ No

If yes, please provide details in an annexure.

In the last 5 years has the responsible person resigned or been removed from office as an auditor or a liquidator of a company or business in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure, including:

- (a) the type of office (auditor or liquidator);
- (b) whether the manner of ceasing was resignation or removal;
- (c) the date of ceasing;
- (d) the company name and company number (if applicable); and
- (e) the reason for ceasing.

F. Declaration of responsible person

I have been appointed as the responsible person of the applicant named in this application.

Signature of responsible person

Name

Position

Date of appointment / /

Signature

G. Declaration of applicant

Signature of applicant

We apply for approval to operate a Securities Exchange/Central Depository on the basis of the information in this form and any attachments. We declare the information provided in this form and in any annexures is true and correct at the time of signing.

☐ **Company**

Company name

Company number (if applicable)

Country of incorporation (if not Fiji)

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

☐ **Agent for Company**

Agent name

Signature

Date signed / /

THE RESERVE BANK OF FIJI

FORM B2
Section 269(2)
of the Companies Act 2015

**CERTIFICATE OF APPROVAL OF SECURITIES EXCHANGE OR CENTRAL
DEPOSITORY**

This is to certify that

(Securities Exchange/Central Depository name)

company number (company number if applicable) of (address)

is approved under the Companies Act 2015 as a (Securities Exchange / Central Depository).

This approval is valid until / /

Issued by the Reserve Bank of Fiji on / /

Licence number: (number)

(Insert conditions if applicable)

Name

Position

Signature

THE RESERVE BANK OF FIJI

FORM B3
Section 270
of the Companies Act 2015

CHANGE TO DETAILS (SECURITIES EXCHANGE OR CENTRAL DEPOSITORY APPROVAL)

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Lodgement details

Who should the Reserve Bank contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

A. Details of operator of Securities Exchange/Central Depository as currently recorded with the Reserve Bank of Fiji

Company name
Company number (if applicable).....
Country of incorporation (if not Fiji)

Registered Office

Address must not be a Post Office Box. Must be a street address.

Level/Office building
Street number and street
Town/City
Island/State/Territory.....
Postcode
Country (if not Fiji)

Principal Place of Business

Address must not be a Post Office Box. Must be a street address.

Level/Office building
Street number and street
Town/City
Island/State/Territory.....
Postcode

Country (if not Fiji)

Securities Exchange/Central Depository name

.....

B. Details of event

- | | |
|---|---------------------|
| ☐ Change to rules of the Securities Exchange/Central Depository. | Complete section C. |
| Proposed date of change / / | |
| ☐ "Change event" in relation to a Securities Exchange/Central Depository. | Complete section D. |
| ☐ Change to details of responsible person of the Securities Industry Licence holder. | Complete section E. |
| ☐ Change to other particulars of a Securities Exchange/Central Depository. | Complete section F. |

C. Change to the rules

The following document must be lodged with this form.

- ☐ Copy of the new rules of the Securities Exchange/Central Depository.

Does the change in the rules relate to the use of an electronic trading platform which allows for the settlement of Listed Securities transactions or dealings in Listed Securities without the physical delivery of scrips?

- ☐ Yes
☐ No

D. Change event

Please provide details of the "change event" for the purposes of sections 270(6) and 270(7) of the Companies Act 2015.

.....

E. Change of details of responsible person**E1. Cease responsible person**

Surname
 First name(s)
 Former name

Level/Office building
 Street number and street
 Town/City
 Island

Date of change / /

E2. Appoint responsible person

Address must not be a Post Office Box. Must be a street address.

Surname
 First name(s)
 Former name

Level/Office building
 Street number and street
 Town/City
 Island

Date of change / /

Relationship to the applicant

What is the relationship of the responsible person to the applicant?

☐ Employee

Name of position

☐ Director

☐ Other (please specify)

.....

Qualifications and skills

Does the responsible person hold a degree, diploma or certificate from a university or another institution in or outside of Fiji?

☐ Yes ☐ No

If yes, please attach a copy of the degree, diploma or certificate.

Is the responsible person a chartered accountant with a current Certificate of Public Practice issued by the Fiji Institute of Accountants in accordance with the Fiji Institute of Accountants Act (Cap. 259)?

☐ Yes ☐ No

If yes, please attach a certified copy of the certificate.

Suitability

Has the responsible person at any time been refused the right, or restricted in the right, to carry on any trade, business or profession for which a licence, registration or other authority is required by law?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person been refused membership of, suspended from membership of, or disciplined by, any securities, stock, futures, commodities or other exchange?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person held an approval to operate a Securities Exchange/Central Depository which has been cancelled, suspended or had conditions, restrictions or limitations imposed on it?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person held a Securities Industry Licence which has been cancelled, suspended or had conditions, restrictions or limitations imposed on it?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person at any time been declared bankrupt or insolvent in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person at any time been disqualified from being an officer, auditor or liquidator of a company or business in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person at any time been refused registration as, or excluded or suspended from practice as, an auditor or liquidator of a company or business in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Does the responsible person have any legal or disciplinary proceedings pending against the responsible person in Fiji or any other foreign country that may result in action that would require disclosure under any of the above items?

☐ Yes ☐ No

If yes, please provide details in an annexure.

In the last 5 years has the responsible person resigned or been removed from office as an auditor or a liquidator of a company or business in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure, including:

- (a) the type of office (auditor or liquidator);
- (b) whether the manner of ceasing was resignation or removal;
- (c) the date of ceasing;
- (d) the company name and company number (if applicable); and
- (e) the reason for ceasing.

E3. Change of name – responsible person

Previous name

Surname
 First name(s)
 Company name

New name

Surname
 First name(s)
 Company name

Date of change / /

E4. Change of address – responsible person

Must not be a Post Office Box. Must be a street address.

Surname
 First name(s)
 Former name
 Company name

Previous address

Level/Office building
 Street number and street
 Town/City
 Island

New address

Level/Office building
 Street number and street
 Town/City
 Island

Date of change / /

Declaration of responsible person

I have been appointed as the responsible person of the operator of a Securities Exchange/Central Depository named in this form.

Signature of responsible person

Name

Position

Date of appointment / /

Signature

F. Details of change to particulars of the operator of a Securities Exchange/Central Depository

F1. Change of address of Principal Place of Business

Must not be a Post Office Box. Must be a street address.

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

Date of change / /

F2. Change of name of operator of Securities Exchange/Central Depository

Company name
 Company number (if applicable).....
 Country of incorporation (if not Fiji)

Date of change / /

G. Declaration of operator of Securities Exchange/Central Depository

Signature

I certify that the information in this form is true and complete.

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

THE RESERVE BANK OF FIJI

FORM B4
Section 270(4)
of the Companies Act 2015

NOTICE OF ALLOWANCE OR DISALLOWANCE OF CHANGE OF RULES**To:**

Company name
Company number (if applicable).....
Country of incorporation (if not Fiji)

Level/Office building
Street number and street
Town/City
Island/State/Territory.....
Postcode
Country (if not Fiji)

Details of notice

This is a notice that the amendment to the rules of:

Securities Exchange/Central Depository name

.....

set out in the attached document has been:

- ☐ allowed with effect on / / on the following conditions:
☐ disallowed for the following reasons:

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

in accordance with the Companies Act 2015.

Issued by the Reserve Bank of Fiji on / /

Name

Position

Signature

THE RESERVE BANK OF FIJI

FORM B5
Sections 273, 274
of the Companies Act 2015

APPLICATION FOR SECURITIES INDUSTRY LICENCE OR RENEWAL

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Lodgement details

Who should the Reserve Bank contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

A. Details of applicant

Surname
First name(s)
Former name

OR

Company name
Company number (if applicable).....
Country of incorporation (if not Fiji)

Business Name

Business Name
Business Name number

Share structure table

Standard share codes

Share class code	Share class
A	Class A ordinary shares
B...etc.	Class B...etc. ordinary shares
ORD	Ordinary shares
RED	Redeemable shares
REDP	Redeemable preference shares

- Please show all details of Shares that the company has on issue at the time of this application.
- If you are using the standard share class codes you do not need to provide a full title for the Shares, just the share class code.
- If you are not using the standard share class code, enter a code of no more than 4 letters and then show the full title.

Share class code	Full title if not standard	Total number of Shares	Total amount paid on these Shares	Total amount unpaid on these Shares

Details of members

- Use this section to notify the name and address of each person who is a member.
- If Shares are jointly owned, provide names and addresses of all joint-owners on a separate sheet (annexure), clearly indicating the share class and with whom the Shares are jointly owned.
- Please complete a separate section below for each member and print additional copies if more members are required.
- Address must not be a Post Office Box. Must be a street address.

Member

Surname
 First name(s)
 Former name

OR

Company name
 Company number (if incorporated in Fiji)
 Country of incorporation (if not Fiji)

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

- Complete each column for each share class the above member holds.
- Beneficially held usually means that the owner of the Shares is entitled to the direct benefit from the Shares. For example, benefits could include the entitlements to payments in relation to any dividends. Shares held by a person as trustee, nominee or on account of another person are non-beneficially held.

Share class code	Number of Shares taken up	Amount agreed to pay per Share	Total \$ paid on these Shares	Amount unpaid per share	Total \$ unpaid on these Shares	Fully paid (Y/N)	Beneficially held (Y/N)

Registered Office

Address must not be a Post Office Box. Must be a street address.

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory
 Postcode
 Country (if not Fiji)

Principal Place of Business

Address must not be a Post Office Box. Must be a street address.

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory
 Postcode
 Country (if not Fiji)

B. Type of application

- | | |
|---|-------------|
| ☐ Application for new Securities Industry Licence | Section 273 |
| ☐ Application to renew Securities Industry Licence | Section 274 |

C. What type of financial service does the applicant want the Reserve Bank of Fiji to authorise under their Securities Industry Licence?

- | | |
|---|---|
| ☐ Broker or Dealer Licence | Complete sections D, H, I and J. |
| ☐ Investment Adviser Licence | Complete sections E, H, I and J. |
| ☐ Trustee of a Managed Investment Scheme Licence | Complete sections F, H, I and J. |
| ☐ Manager of a Managed Investment Scheme Licence | Complete sections F, H, I and J. |
| ☐ Representative Licence | Complete relevant sections above and section G. |

D. Details of Broker or Dealer services

What Securities does the applicant want to be authorised to buy and sell?

☐ Shares

☐ Debentures

☐ Interests in a Managed Investment Scheme

☐ Other (please specify)

.....

Is the applicant likely to have financial obligations to clients of \$10,000 or more (in total) from transacting with them or on their behalf?

☐ Yes

☐ No

Is the applicant likely to hold client monies including investment monies?

☐ Yes

☐ No

If yes:

Will the applicant hold these monies in a trust account?

☐ Yes

☐ No

Is the applicant likely to hold of \$10,000 or more (in total) of client monies at any time?

☐ Yes

☐ No

How many full time equivalent employees and contractors of the applicant will undertake the services?

.....

Please provide details of remuneration or other benefits the applicant will receive in relation to the services it will provide. This includes remuneration or benefits received from the client or from third party product providers.

.....

E. Details of Investment Adviser services

What Securities does the applicant want to be authorised to advise about, report on and manage portfolios of?

☐ Shares

☐ Debentures

☐ Interests in a Managed Investment Scheme

☐ Other (please specify)

.....

Is the applicant likely to have financial obligations to clients of \$10,000 or more (in total) from transacting with them or on their behalf?

☐ Yes

☐ No

Is the applicant likely to hold client monies including investment monies?

☐ Yes

☐ No

If yes:

Will the applicant hold these monies in a trust account?

☐ Yes

☐ No

Is the applicant likely to hold of \$10,000 or more (in total) of client monies at any time?

☐ Yes

☐ No

How many full time equivalent employees and contractors of the applicant will undertake the services?

.....

Please provide details of remuneration or other benefits the applicant will receive in relation to the services it will provide. This includes remuneration or benefits received from the client or from third party product providers.

.....

F. Details of Trustee/Manager of a Managed Investment Scheme

What Managed Investment Scheme(s) does the applicant want to be authorised to act as Trustee or Manager of?

☐ Scheme(s) of a particular asset kind (s)

- ☐ Derivatives
- ☐ Real property
- ☐ Financial assets
- ☐ Mortgages
- ☐ Primary production
- ☐ Time Sharing Scheme
- ☐ Other (please specify)

.....

☐ Name of scheme(s)

.....

Will the applicant be a Trustee or a Manager?

☐ Trustee

☐ Manager

G. Representative Licence

The Representative is an individual employed by, or acting for:

.....

H. Responsible person/chief employee/director details

To obtain a Securities Industry Licence, the applicant must show that it has one or more responsible persons resident in Fiji with the necessary competence to provide the services under the Securities Industry Licence. A responsible person must be a natural person resident in Fiji and in the case of an individual applicant, must be the individual applicant.

H1. Address

Address must not be a Post Office Box. Must be a street address.

Surname

First name(s)

Former name

Level/Office building

Street number and street

Town/City

Island

H2. Relationship to the applicant

What is the relationship of the responsible person/chief employee to the applicant?

☐ Individual applicant (same person as the applicant)

☐ Employee

Name of position

.....

☐ Director

☐ Secretary

☐ Owner

H3. Qualifications and skills

Does the responsible person/chief employee hold a degree, diploma or certificate from a university or another institution in or outside of Fiji?

☐ Yes ☐ No

If yes, please attach a copy of the degree, diploma or certificate.

Is the responsible person/chief employee a chartered accountant with a current Certificate of Public Practice issued by the Fiji Institute of Accountants in accordance with the Fiji Institute of Accountants Act (Cap. 259)?

☐ Yes ☐ No

If yes, please attach a certified copy of the certificate.

H4. Suitability

Has the responsible person/chief employee at any time been refused the right, or restricted in the right, to carry on any trade, business or profession for which a licence, registration or other authority is required by law?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person/chief employee been refused membership of, suspended from membership of, or disciplined by, any securities, stock, futures, commodities or other exchange?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person/chief employee held an approval to operate a Securities Exchange or Central Depository which has been cancelled, suspended or had conditions, restrictions or limitations imposed on it?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person/chief employee held a Securities Industry Licence which has been cancelled, suspended or had conditions, restrictions or limitations imposed on it?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person/chief employee at any time been declared bankrupt or insolvent in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person/chief employee at any time been disqualified from being an officer, auditor or liquidator of a company or business in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person/chief employee at any time been refused registration as, or excluded or suspended from practice as, an auditor or liquidator of a company or business in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Does the responsible person/chief employee have any legal or disciplinary proceedings pending against the responsible person in Fiji or any other foreign country that may result in action that would require disclosure under any of the above items?

☐ Yes ☐ No

If yes, please provide details in an annexure.

In the last 5 years has the responsible person/chief employee resigned or been removed from office as an auditor or a liquidator of a company or business in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure, including:

- (a) the type of office (auditor or liquidator);
- (b) whether the manner of ceasing was resignation or removal;
- (c) the date of ceasing;
- (d) the company name and company number (if applicable); and
- (e) the reason for ceasing.

H5. Directors

If the applicant is a company, a list of the directors and details of each director's experience must be provided as an annexure.

H6. Suitability of Directors if the applicant is a company

Has any Director of the applicant at any time been declared bankrupt or insolvent in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has any Director of the applicant been a Director of a company which has been denied a Securities Industry Licence?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has any Director of the applicant been a Director of a company holding a Securities Industry Licence which has been cancelled, suspended or had conditions, restrictions or limitations imposed on it?

☐ Yes ☐ No

If yes, please provide details in an annexure.

I. Declaration of responsible person/chief employee

I have been appointed as the responsible person/chief employee of the applicant named in this application.

Signature of responsible person/chief employee

Name

Position

Date of appointment / /

Signature

J. Declaration of applicant**Signature of applicant**

I/We apply for a Securities Industry Licence on the basis of the information in this form and any attachments. We declare the information provided in this form and in any annexures is true and correct at the time of signing.

☐ **Individual**

Surname

First name(s)

Former name

Signature

Position

Date signed / /

☐ **Company**

Company name

Company number (if applicable).....

Country of incorporation (if not Fiji)

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

☐ **Agent for individual or company**

Agent name

Signature

Date signed / /

THE RESERVE BANK OF FIJI

FORM B6
Sections 273, 274
of the Companies Act 2015

SECURITIES INDUSTRY LICENCE CERTIFICATE

Licence number: (number)

This is to certify that

(insert name)

is the holder of a (type of licence) which is a Securities Industry Licence under the Companies Act 2015 from the date of this notice until / / (if applicable, subject to the following conditions (conditions).

Issued by the Reserve Bank of Fiji on / /

Name

Signature

THE RESERVE BANK OF FIJI

FORM B7
Section 275
of the Companies Act 2015

**NOTICE OF CANCELLATION, SUSPENSION OR RESTRICTION OF SECURITIES
INDUSTRY LICENCE**

To:

Surname
First name(s)

OR

Company number (if applicable).....
Company name
Country of incorporation (if not Fiji)

Level/Office building
Street number and street
Town/City
Island/State/Territory.....
Postcode
Country (if not Fiji)

Details of notice

This is a notice that the (type of licence) which is a Securities Industry Licence, licence number (number), granted to the following person under the Companies Act 2015:

Surname
First name(s)
Former name

OR

Company name
Company number (if applicable).....
Country of incorporation (if not Fiji)

has been:

☐ cancelled

☐ suspended under the Companies Act 2015 from the date of this notice until
... / ... / ...

☐ restricted as follows:

.....

and/or the person has been directed to:

.....

Issued by the Reserve Bank of Fiji on / /

Name

Position

THE RESERVE BANK OF FIJI

FORM B8
Section 277
of the Companies Act 2015

CHANGE TO DETAILS (SECURITIES INDUSTRY LICENCE)

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Lodgement details

Who should the Reserve Bank contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

A. Details of Securities Industry Licence holder as currently recorded with The Reserve Bank of Fiji

Surname
First name(s)
Former name

OR

Company name
Company number (if applicable).....
Country of incorporation (if not Fiji)

Business Name

Business Name
Business Name number

Registered Office

Address must not be a Post Office Box. Must be a street address.

Level/Office building
Street number and street
Town/City
Island/State/Territory.....
Postcode
Country (if not Fiji)

Principal Place of Business

Address must not be a Post Office Box. Must be a street address.

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory
 Postcode
 Country (if not Fiji)

B. Details of event

- ☐ The Securities Industry Licence holder has ceased to carry on the business to which the Securities Industry Licence relates.

Date of change / /

- ☐ Change to details of responsible person / chief employee of the Securities Industry Licence holder. Complete section C.
- ☐ Change to the other particulars of the Securities Industry Licence holder. Complete section D.

C. Change of details of responsible person**C1. Cease responsible person**

Surname
 First name(s)
 Former name

OR

Company name

Level/Office building
 Street number and street
 Town/City
 Island

Date of change / /

C2. Appoint responsible person/chief employee

Address must not be a Post Office Box. Must be a street address.

Surname

First name(s)

Former name

Level/Office building

Street number and street

Town/City

Island

Date of change / /

Relationship to the applicant

What is the relationship of the responsible person / chief employee to the applicant?

☐ Individual (same person as the Securities Industry Licence holder)

☐ Employee

Name of position

.....

☐ Director

☐ Secretary

☐ Owner

Qualifications and skills

Does the responsible person / chief employee hold a degree, diploma or certificate from a university or another institution in or outside of Fiji?

☐ Yes ☐ No

If yes, please attach a copy of the degree, diploma or certificate.

Is the responsible person / chief employee a chartered accountant with a current Certificate of Public Practice issued by the Fiji Institute of Accountants in accordance with the Fiji Institute of Accountants Act (Cap. 259)?

☐ Yes ☐ No

If yes, please attach a certified copy of the certificate.

Suitability

Has the responsible person/chief employee at any time been refused the right, or restricted in the right, to carry on any trade, business or profession for which a licence, registration or other authority is required by law?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person/chief employee been refused membership of, suspended from membership of, or disciplined by, any securities, stock, futures, commodities or other exchange?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person/chief employee held an approval to operate a Securities Exchange or Central Depository which has been cancelled, suspended or had conditions, restrictions or limitations imposed on it?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person held a Securities Industry Licence which has been cancelled, suspended or had conditions, restrictions or limitations imposed on it?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person/chief employee at any time been declared bankrupt or insolvent in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person/chief employee at any time been disqualified from being an officer, auditor or liquidator of a company or business in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person/chief employee at any time been refused registration as, or excluded or suspended from practice as, an auditor or liquidator of a company or business in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Does the responsible person/chief employee have any legal or disciplinary proceedings pending against the responsible person in Fiji or any other foreign country that may result in action that would require disclosure under any of the above items?

☐ Yes ☐ No

If yes, please provide details in an annexure.

In the last 5 years has the responsible person/chief employee resigned or been removed from office as an auditor or a liquidator of a company or business in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure, including:

- (a) the type of office (auditor or liquidator);
- (b) whether the manner of ceasing was resignation or removal;
- (c) the date of ceasing;
- (d) the company name and company number (if applicable); and
- (e) the reason for ceasing.

C3. Change of name – responsible person/chief employee

Previous name

Surname
 First name(s)
 Company name

New name

Surname
 First name(s)
 Company name

Date of change / /

C4. Change of address – responsible person / chief employee

Must not be a Post Office Box. Must be a street address.

Surname
 First name(s)
 Former name
 Company name

Previous address

Level/Office building
 Street number and street
 Town/City
 Island

New address

Level/Office building
 Street number and street
 Town/City
 Island

Date of change / /

Declaration of responsible person / chief employee

I have been appointed as the responsible person of the Securities Industry Licence holder named in this form.

Signature of responsible person / chief employee

Name

Position

Date of appointment / /

Signature

D. Details of change to particulars of the Securities Industry Licence holder**D1. Change of address of Principal Place of Business**

Must not be a Post Office Box. Must be a street address.

Level/Office building

Street number and street

Town/City

Island/State/Territory

Postcode

Country (if not Fiji)

Date of change / /

D2. Change of name of Securities Industry Licence holder

Surname

First name(s)

Former name

OR

Company name

Country of incorporation (if not Fiji)

Date of change / /

D3. Change of Business Name of Securities Industry Licence holder

Business Name

Business Name number

D4. Change of shareholding of Securities Industry Licence holder

Share structure table

Standard share codes

Share class code	Share class
A	Class A ordinary shares
B...etc.	Class B...etc. ordinary shares
ORD	Ordinary shares
RED	Redeemable shares
REDP	Redeemable preference shares

- Please show all details of Shares that the company has on issue at the time of this application.
- If you are using the standard share class codes you do not need to provide a full title for the Shares, just the share class code.
- If you are not using the standard share class code, enter a code of no more than 4 letters and then show the full title.

[illegible]

Details of members

- Use this section to notify the name and address of each person who is a member.
- If Shares are jointly owned, provide names and addresses of all joint-owners on a separate sheet (annexure), clearly indicating the share class and with whom the Shares are jointly owned.
- Please complete a separate section below for each member and print additional copies if more members are required.
- Address must not be a Post Office Box. Must be a street address.

Member

Surname
 First name(s)
 Former name

OR

Company name
 Company number (if incorporated in Fiji)
 Country of incorporation (if not Fiji)
 Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

- Complete each column for each share class the above member holds.
- Beneficially held usually means that the owner of the Shares is entitled to the direct benefit from the Shares. For example, benefits could include the entitlements to payments in relation to any dividends. Shares held by a person as trustee, nominee or on account of another person are non-beneficially held.

Share class code	Number of Shares taken up	Amount agreed to pay per Share	Total \$ paid on these Shares	Amount unpaid per share	Total \$ unpaid on these Shares	Fully paid (Y/N)	Beneficially held (Y/N)

D5. Change of employer for Representative

The Representative is an individual employed by, or acting for

Previous employer:

New employer:

E. Declaration of Securities Industry Licence holder**Signature**

We declare the information provided in this form and in any annexures is true and correct at the time of signing.

☐ **Individual**

Surname

First name(s)

Former name

Signature

Date signed / /

☐ **Company**

Company name

Company number (if applicable)

Country of incorporation (if not Fiji)

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

THE RESERVE BANK OF FIJI

FORM B9
Section 298
of the Companies Act 2015

CERTIFICATE OF APPROVAL OF PUBLIC COMPANY TO BE A TRUSTEE

This is to certify that:

Company name
Company number (if incorporated in Fiji)
Country of incorporation (if not Fiji)

is approved to be a trustee for the purposes of section 297(1)(c) of the Companies Act 2015 and the approval may allow the Public Company to act as trustee:

☐ in the following circumstances:

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

☐ in relation to the following borrower or class of borrower:

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

☐ in relation to the following trust deed:

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

Issued by the Registrar of Companies of the Republic of Fiji on / /

Name
Position
Signature

THE RESERVE BANK OF FIJI

FORM B10
Section 322(3)
of the Companies Act 2015

APPLICATION FOR APPROVAL OF MANAGED INVESTMENT SCHEME OR RENEWAL

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Lodgement details

Who should the Reserve Bank contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

Proposed details of Managed Investment Scheme

Scheme name

Proposed scheme details

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

A. Proposed Manager details

Address must not be a Post Office Box. Must be a street address.

Company name
Company number (if applicable).....
Country of incorporation (if not Fiji)

Level/Office building
Street number and street
Town/City
Island/State/Territory.....
Postcode
Country (if not Fiji)

B. Proposed Trustee details

Address must not be a Post Office Box. Must be a street address.

Company name
 Company number (if applicable).....
 Country of incorporation (if not Fiji)

 Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

C. Responsible person details

To obtain an approval for a Managed Investment Scheme, the applicant must show that it has one or more responsible persons with the necessary competence to provide and manage the Managed Investment Scheme.

Address must not be a Post Office Box. Must be a street address.

Surname
 First name(s)
 Former name

 Level/Office building
 Street number and street
 Town/City
 Island

Qualifications and skills

Does the responsible person hold a degree, diploma or certificate from a university or another institution in or outside of Fiji?

☐ Yes ☐ No

If yes, please attach a copy of the degree, diploma or certificate.

Is the responsible person a chartered accountant with a current Certificate of Public Practice issued by the Fiji Institute of Accountants in accordance with the Fiji Institute of Accountants Act (Cap. 259)?

☐ Yes ☐ No

If yes, please attach a certified copy of the certificate.

Suitability

Has the responsible person at any time been refused the right, or restricted in the right, to carry on any trade, business or profession for which a licence, registration or other authority is required by law?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person been refused membership of, suspended from membership of, or disciplined by, any securities, stock, futures, commodities or other exchange?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person held an approval to operate a Securities Exchange or Central Depository which has been cancelled, suspended or had conditions, restrictions or limitations imposed on it?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person held a Securities Industry Licence which has been cancelled, suspended or had conditions, restrictions or limitations imposed on it?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person at any time been declared bankrupt or insolvent in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person at any time been disqualified from being an officer, auditor or liquidator of a company or business in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person at any time been refused registration as, or excluded or suspended from practice as, an auditor or liquidator of a company or business in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Does the responsible person have any legal or disciplinary proceedings pending against the responsible person in Fiji or any other foreign country that may result in action that would require disclosure under any of the above items?

☐ Yes ☐ No

If yes, please provide details in an annexure.

In the last 5 years has the responsible person resigned or been removed from office as an auditor or a liquidator of a company or business in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure, including:

- (a) the type of office (auditor or liquidator);
- (b) whether the manner of ceasing was resignation or removal;
- (c) the date of ceasing;
- (d) the company name and company number (if applicable); and
- (e) the reason for ceasing.

Declaration of responsible person

I have been appointed as the responsible person of the applicant named in this application.

Signature of responsible person

Name

Position

Date of appointment / /

Signature

D. Proposed Scheme Deed

☐ Copy of proposed Scheme Deed lodged with this form.

Signature

This form must be signed by a current officeholder of the proposed Manager of the Managed Investment Scheme.

I/we apply for registration of a Managed Investment Scheme on the basis of the information in this form and any attachments. The information in this form and in any annexures is true and current at the time of signing.

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

THE RESERVE BANK OF FIJI

FORM B11
Section 322
of the Companies Act 2015

**CERTIFICATE OF APPROVAL OR EXEMPTION OF MANAGED INVESTMENT
SCHEME**

This is to certify that:

(Name of Managed Investment Scheme)

is:

- ☐ approved as a Managed Investment Scheme under the Companies Act 2015
- ☐ closely related to the following Managed Investment Scheme: (name)
- ☐ exempted under the Companies Act 2015 from complying with certain requirements for registration as a Managed Investment Scheme on certain conditions. The details and conditions are:

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

Issued by the Reserve Bank of Fiji on / /

Name

Position

Signature

THE RESERVE BANK OF FIJI

FORM B12
Sections 327, 328
of the Companies Act 2015

CHANGE OF TRUSTEE OR MANAGER OF MANAGED INVESTMENT SCHEME

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Managed Investment Scheme details

Name of Managed Investment Scheme

.....

Lodgement details

Who should the Reserve Bank contact if there is a query about this form?

Firm/organisation

Contact name

Position description

Telephone number (during business hours)

Email address (optional)

Level/Office building

Street number and street

Town/City

Island

A. Change of Trustee**Cessation of Trustee**

Address must not be a Post Office Box. Must be a street address.

Company name

Company number (if applicable)

Country of incorporation (if not Fiji)

Level/Office building

Street number and street

Town/City

Island/State/Territory

Postcode

Country (if not Fiji)

Date of cessation / /

Appointment of new Trustee

Address must not be a Post Office Box. Must be a street address.

Company name
 Company number (if applicable).....
 Country of incorporation (if not Fiji)

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

Date of appointment / /

B. Change of Manager**Cessation of Manager**

Company name
 Company number (if applicable).....
 Country of incorporation (if not Fiji)

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

Date of cessation / /

Appointment of new Manager

Company name
 Company number (if applicable).....
 Country of incorporation (if not Fiji)

Level/Office building
 Street number and street
 Town/City
 Island/State/Territory.....
 Postcode
 Country (if not Fiji)

Date of appointment / /

C. Responsible person details

The following responsible persons of the Trustee/Manager of the Managed Investment Scheme have retired, resigned or been removed:

.....

To obtain an approval for a Managed Investment Scheme, the applicant must show that it has one or more responsible persons with the necessary competence to provide and manage the Managed Investment Scheme. Please provide details of any new responsible persons.

C1. Address

New address must not be a Post Office Box. Must be a street address.

Surname
 First name(s)
 Former name

Level/Office building
 Street number and street
 Town/City
 Island

C2. Relationship to the applicant

What is the relationship of the responsible person to the applicant?

☐ Employee

Name of position

.....

☐ Director

☐ Other (please specify)

.....

C3. Qualifications and skills

Does the responsible person hold a degree, diploma or certificate from a university or another institution in or outside of Fiji?

☐ Yes ☐ No

If yes, please attach a copy of the degree, diploma or certificate.

Is the responsible person a chartered accountant with a current Certificate of Public Practice issued by the Fiji Institute of Accountants in accordance with the Fiji Institute of Accountants Act (Cap. 259)?

☐ Yes ☐ No

If yes, please attach a certified copy of the certificate.

C4. Suitability

Has the responsible person at any time been refused the right, or restricted in the right, to carry on any trade, business or profession for which a licence, registration or other authority is required by law?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person been refused membership of, suspended from membership of, or disciplined by, any securities, stock, futures, commodities or other exchange?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person held an approval to operate a Securities Exchange/Central Depository which has been cancelled, suspended or had conditions, restrictions or limitations imposed on it?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person held a Securities Industry Licence which has been cancelled, suspended or had conditions, restrictions or limitations imposed on it?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person at any time been declared bankrupt or insolvent in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person at any time been disqualified from being an officer, auditor or liquidator of a company or business in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Has the responsible person at any time been refused registration as, or excluded or suspended from practice as, an auditor or liquidator of a company or business in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure.

Does the responsible person have any legal or disciplinary proceedings pending against the responsible person in Fiji or any other foreign country that may result in action that would require disclosure under any of the above items?

☐ Yes ☐ No

If yes, please provide details in an annexure.

In the last 5 years has the responsible person resigned or been removed from office as an auditor or a liquidator of a company or business in Fiji or any other foreign country?

☐ Yes ☐ No

If yes, please provide details in an annexure, including:

- (a) the type of office (auditor or liquidator);
- (b) whether the manner of ceasing was resignation or removal;
- (c) the date of ceasing;
- (d) the company name and company number (if applicable); and
- (e) the reason for ceasing.

D. Declaration of responsible person

I have been appointed as the responsible person of the applicant named in this application.

Signature of responsible person

Name

Position

Date of appointment / /

Signature

Signature

This form must be signed by a current officeholder of the current Trustee if there is a change in Manager or a current officeholder of the current Manager of the Managed Investment Scheme if there is a change in Trustee.

☐ Trustee

☐ Manager

I certify that the information in this form is true and complete.

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

THE RESERVE BANK OF FIJI

FORM B13
Section 329
of the Companies Act 2015

APPLICATION FOR APPROVAL OF SCHEME DEED

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Lodgement details

Who should the Reserve Bank contact if there is a query about this form?

Firm/organisation
Contact name
Position description
Telephone number (during business hours)
Email address (optional)

Level/Office building
Street number and street
Town/City
Island

A. Type of document attached to this form for registration

☐ Scheme Deed

B. Declaration by applicant

I/we apply for registration of the attached document. I/We have the necessary written consents and agreements referred to in the attached document. The information provided in this application and in the attached document is true and correct at the time of signing.

Signature of applicant

Company name
Company number (if applicable).....
Country of incorporation (if not Fiji)

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

THE RESERVE BANK OF FIJI

FORM B14
Section 329
of the Companies Act 2015

CERTIFICATE OF APPROVAL OF SCHEME DEED OR REFUSAL TO APPROVE

This is to certify that the Scheme Deed attached to this certificate:

☐ is approved under the Companies Act 2015

☐ is approved under the Companies Act 2015 with the following revisions or subject to the following terms and conditions:

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

☐ is refused approval under the Companies Act 2015.

Issued by the Reserve Bank of Fiji on / /

Name

Position

Signature

REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI

FORM B15
Section 330
of the Companies Act 2015

COPY OF SCHEME DEED

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Managed Investment Scheme details

Name of Managed Investment Scheme

.....

Lodgement details

Who should the Reserve Bank contact if there is a query about this form?

Firm/organisation

Contact name

Position description

Telephone number (during business hours)

Email address (optional)

Level/Office building

Street number and street

Town/City

Island

Documents attached

☐ Scheme Deed

☐ Amendment to Scheme Deed

Date of approval by the Reserve Bank / /

Signature

This form must be signed by a current officeholder of the Manager of the Managed Investment Scheme.

I certify that the information in this form is true and complete and the attached documents marked () are true copies.

Name

Capacity

☐ Director

☐ Company secretary

Signature

Date signed / /

[LEGAL NOTICE NO. 113]

RESERVE BANK OF FIJI ACT
(CAP. 210)

Reserve Bank of Fiji (Capital Markets and Securities Industry) Regulations 2015

In exercise of the powers conferred upon it under section 9(2)(c) of the Reserve Bank of Fiji Act (Cap. 210), the Board, with the approval of the Minister, makes these Regulations—

Short title and commencement

1.—(1) These Regulations may be cited as the Reserve Bank of Fiji (Capital Markets and Securities Industry) Regulations 2015.

(2) These Regulations shall come into force on 1 January 2016.

Interpretation

2.—(1) In these Regulations, unless the context otherwise requires—

“Act” means the Reserve Bank of Fiji Act (Cap. 210);

“capital market instruments” means any financial instrument whether in the form of debt or equity developed or traded on a securities exchange or directly between 2 or more parties which was originally issued for the purpose of raising funds for investments;

“clearing house” means a clearing house, by whatever name or designation, established or arranged to be established by a securities exchange for the registration of dealing in securities and the settlement of trading in securities;

“Companies Act” means the Companies Act 2015;

“examining officer” means an examining officer of the Reserve Bank appointed under regulation 5;

“licence” means a licence or approval issued by the Reserve Bank under the Companies (Securities Exchanges and Licensing) Regulations 2015; and

“securities” means debentures, stocks and shares in a public company or corporation, or bonds, bills, tradeable promissory notes or drafts of any government or of any body, corporate or incorporate, and includes any right or option in respect thereof and any interest in a unit trust or scheme.

(2) In these Regulations, words and phrases have the same meaning as under the Act unless the context otherwise requires.

Regulation of Capital Markets

3.—(1) The Reserve Bank may—

(a) formulate and implement rules and policies for the regulation and monitoring of capital markets and the securities industry in Fiji;

- (b) inquire, either on its own motion or at the request of any other person, into the affairs of any person which the Reserve Bank has approved or to which it has granted a licence and any public company the securities of which are traded on an approved securities exchange;
- (c) give directions to any person which the Reserve Bank has approved or to which it has granted a licence and any public company the securities of which are traded on an approved securities exchange;
- (d) conduct inspection of activities, books and records of any person which the Reserve Bank has approved, and persons to which the Reserve Bank has granted a licence;
- (e) require information to be provided as requested by the Reserve Bank;
- (f) regulate and oversee the issue and subsequent trading both in primary and secondary markets of capital market instruments;
- (g) regulate and monitor the activities of any securities exchange, clearing house and central depository;
- (h) take all reasonable measures to safeguard the interest of persons dealing in securities;
- (i) promote and encourage proper conduct amongst members of the exchanges and all registered persons;
- (j) grant compensation to any investor who suffers pecuniary loss resulting from the failure of a holder of a licence to meet its contractual obligations;
- (k) suppress illegal, dishonourable and improper practices in deals in securities and the provision of investment advice or other services relating to securities.

(2) A person must comply with the rules and policies issued by the Reserve Bank.

Offences

4.—(1) Any person who by an act or omission knowingly contravenes a provision of these Regulations shall be guilty of an offence.

(2) A person who is guilty of an offence against these Regulations shall be liable upon conviction to a fine not exceeding \$5,000.

(3) If an act of omission, which contravenes these Regulations, is also an offence prescribed by the Act or the Companies Act, nothing in this regulation shall prevent a person who is guilty of the act or omission from being prosecuted, convicted and penalised for the offence prescribed in the Act or the Companies Act.

Appointment of examining officers of the Reserve Bank

5.—(1) The Reserve Bank may appoint such number of examining officers as it considers necessary for the purpose of carrying out investigation of an offence or inspection under the Act, Companies Act or these Regulations.

(2) An examining officer appointed under subregulation (1) shall have all the powers given to any person for the purpose of carrying out investigation of an offence or inspection under the Act, Companies Act or these Regulations.

Powers of the examining officers of the Reserve Bank

6.—(1) An examining officer carrying out an investigation or inspection may enter any place or building and may—

- (a) inspect and make copies of or take extracts from any book, minute book, register or document; and
- (b) where he has reason to believe that an offence has been committed against the Act, Companies Act or these Regulations, apply before the High Court for a warrant to search for, seize, take possession of and detain any object, article, material, thing, accounts, book or other document, including any travel or other personal document, which may be used as evidence.

(2) An examining officer may by notice in writing require any person to produce to the examining officer such books, registers or documents as are in the custody or under the control of that person.

(3) A person who—

- (a) fails to produce any books, registers or documents as required by an examining officer; or
- (b) obstructs or hinders an examining officer in the exercise of the examining officer's powers under this regulation, shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding 3 years or to both.

(4) An examining officer may grant permission to any person to inspect any accounts, book or other document seized and taken possession of by the examining officer under subregulation (1) if such person is entitled to inspect such accounts, book or document under the Act, Companies Act or these Regulations.

(5) Subregulation (1) shall not be construed as limiting or affecting any similar powers conferred on any person under any other law.

Forcible entry

7.—(1) For the purpose of exercising the examining officer's powers under regulation 6(1) an examining officer may enter a place or building by force, if necessary.

(2) Notwithstanding subregulation (1), no examining officer shall enter a premises by the use of force without a search warrant issued by a Judge.

Power to call for examination

8.—(1) For the purpose of regulations 6 and 7 an examining officer may by notice in writing require a person acquainted with the facts and circumstances of the case to appear before the examining officer to be examined orally and shall reduce into writing any statement made by the person so examined.

(2) A statement made by a person under this regulation shall be taken down in writing and signed by the person making it or affixed with his thumb print, as the case may be, after it has been read to the person and after the person has been given an opportunity to make any correction the person may wish, provided that, where the person examined refuses to sign or affix the person's thumb print on the statement, the examining officer shall endorse thereon under the examining officer's hand the fact of such refusal and the reason therefore, if any, stated by the person examined.

(3) A statement made and recorded under this regulation shall be admissible as evidence in any proceeding.

(4) A person who—

- (a) fails to appear before an examining officer as required under subregulation (1); or
- (b) knowingly furnishes to an examining officer information or a statement that is false or misleading in any material particular,

shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding 3½ years or to both.

Approved this 30th day of December 2015.

F. S. KOYA
Acting Minister for Finance

Made this 30th day of December 2015.

B. WHITESIDE
Governor and Chairman
of the Board of Directors
Reserve Bank of Fiji