



SAINT VINCENT AND THE GRENADINES

ACT NO. 23 OF 2016

I ASSENT

[L.S.]

DR. FREDERICK BALLANTYNE  
Governor-General  
1st November, 2016.

AN ACT to amend the Companies Act, Chapter 143 of the Laws of Saint Vincent and the Grenadines, Revised Edition, 2009.

[ 1st November, 2016 ]

**BE IT ENACTED** by the Queen's Most Excellent Majesty, by and with the advice and consent of the House of Assembly of Saint Vincent and the Grenadines and by the authority of the same, as follows:

1. This Act may be cited as the Companies (Amendment)(No. 2) Act 2016. Short title
2. Section 69 of the Companies Act, in this Act referred to as the principal Act, is amended by repealing subsection (1) and substituting the following- Amendment of section 69

“(1) At the time of sending articles of incorporation of a company to the Registrar, the incorporators shall send to the Registrar, in the prescribed form, a notice of the names of the directors of the company and a consent to act as a director by each of the named directors and the Registrar shall file the notice.”.
3. Section 77 of the principal Act is amended by repealing subsection (1) and substituting the following- Amendment of section 77

“(1) Within fifteen days after a change is made among its directors, a company shall send to the Registrar a notice in the prescribed form setting out the change of name of the directors of the company and a consent to act as a director by each of the named directors and the Registrar shall file the notice upon payment of the prescribed fees.”.

Amendment of  
section 195

4. Section 195 of the principal Act is amended-

- (a) by repealing subsections (1), (1a) and (1b) and substituting the following subsections-

“(1) The shares or debentures of a company shall be transferred by a written instrument of transfer-

- (a) signed by the transferor and naming the transferee; and
- (b) countersigned by the Registrar.

(1a) The Registrar shall not countersign any instrument of transfer referred to in subsection (1) unless-

- (a) stamp duty has been paid within two months of the execution of the instrument of transfer by the transferor or, where the payment of stamp duty has been exempted under any other law, the exemption is certified by the Registrar;
- (b) the instrument is in compliance with the provisions of the Aliens (Land-Holding Regulation) Act.

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(1b) Notwithstanding any other provisions of this Act any instrument of transfer which

does not bear the signature of the Registrar, shall be treated for all purposes as a nullity and-

- (a) all monies paid by the transferee to the transferor under the said instrument of transfer shall be irrecoverable; and
- (b) all acts done by the company on the reliance of the instrument of transfer as its authority for doing those acts shall be null and void, including the removal and appointment of any officer; and
- (c) the property in the said shares shall remain with the transferor.

(1c) Subject to subsection (1a), in the case of an instrument of transfer, if that instrument has been executed more than one month before the coming into operation of this subsection that instrument of transfer shall be treated as valid if presented to the Registrar to be countersigned within one month after the commencement of this subsection.

(1d) For the avoidance of doubt, although stamp duty or any other fee has been paid by an external company, in the country of its incorporation, stamp duty shall be paid in accordance with the laws of the State of Saint Vincent and the Grenadines.”;

- (b) in subsection (2) by inserting at the beginning of the subsection the words “Subject to subsections (1a), (1b) and (1c),”;

- (c) in subsections (5) by inserting at the beginning of the subsection the words “Subject to subsections (1a), (1b) and (1c),”.

Amendment of  
section 338

5. Section 338 of the principal Act is amended by inserting after paragraph (d) the following paragraph-

“(e) if the external company or a series of external companies affiliated to that external company holds shares directly or indirectly-

(i) in an external company already registered in the State of Saint Vincent and the Grenadines pursuant to paragraph (d); or

(ii) in a company, incorporated or continued under the International Business Companies (Amendment and Consolidation) Act, which owns a legal or equitable interest in land in the State of Saint Vincent and the Grenadines.”.

Cap. 149

Insertion of  
section 338A

6. The principal Act is amended by inserting immediately after section 338, the following section-

“Transitional provision to section 338 338A. In the case of an existing external company, section 338(e) shall not apply until the expiration of two months from the date of commencement of this section.”.

Amendment of  
section 340A

7. Section 340A(2) (ii) of the principal Act is amended by deleting the word “first”.

Amendment of  
section 346

8. Section 346 of the principal Act is amended by inserting after subsection (3) the following-

“(4) The Registrar shall not register any document unless it is filed by the attorney of the company.



(5) Where the attorney of the company refused to apply for registration of a document, the attorney shall still file the document with the Registrar together with his comments for refusing to apply for registration of the documents.

(6) The attorney of the company shall abide by the direction issued to him by the Registrar for the purposes of subsection (5).”.

9. Section 355 of the principal Act is amended-

Amendment of  
section 355

(a) in subsection (1) by-

- (i) deleting “; or” after “restricted” in paragraph (c) and substituting a coma;
- (ii) deleting the coma after “directors” in paragraph (d) and substituting “; or”;
- (iii) inserting after paragraph (d) the following paragraph-

“(e) there has been a transfer of part or all of its shares,”;

(b) by repealing subsection (3) and substituting the following subsection-

“(3) Where an external company fails to file the fundamental changes listed in subsection (1) within thirty days of the change, that external company shall be liable to a penalty of one hundred dollars per day commencing from the date of default and for so long as the default continues.”

(c) by inserting after subsection (3) the following subsections-

“(3a) Where an external company fails to pay the accumulated penalty under subsection (3) within six months, the Registrar may, in addition to any other powers that he may possess, strike the registration of the external

company off the Register and may sue to recover the penalty.

(3b) Any penalty incurred under subsection (3) shall operate as a charge on the assets of the external company.

(3c) The penalties imposed by subsection (3) for fundamental changes made more than one month before the commencement of this subsection shall not apply if the said fundamental changes are registered within one month after the commencement of this subsection.”.

Insertion of  
section 355A

10. The principal Act is amended by inserting immediately after section 355 the following section-

“355A Failure to  
p r o v i d e  
information  
Cap. 440

(1) Where the Registrar has reason to believe that the provisions of this Act or the Stamp Act have been breached, the Registrar may-

- (a) request from any external company registered under this Division such information which may assist him in determining whether a breach has occurred; and
- (b) issue such directions as he sees fit for the purpose of preventing any evasion of this Act or the Stamp Act.

(2) Where pursuant to subsection (1) any external company fails to provide the Registrar with the information requested or fails to comply with the directions issued, the Registrar may strike the registration of the external company off the Register.

(3) Where the registration of an external company has been struck off the register, the Registrar may restore the registration of the

external company upon payment of the prescribed fee and shall issue to the company a certificate of restoration under his hand in a form adapted to the circumstances:

Provided that the said external company has provided the information herein required and has paid up all duties and penalties imposed under this Act or the Stamp Act.

(4) Where the external company fails to apply to have its registration restored within thirty days from the date of striking off, the Registrar shall register a charge against the real property assets of the external company.

(5) The charge shall be registered in the form prescribed by regulations.

(6) Pursuant to subsection (4) a copy of the charge shall be registered at the Registry of Deeds under the provisions of the Registration of Documents Act.

Cap. 132

(7) The provisions of section 257 and 258 of this Act shall apply with such modifications and adaptations to the said charge.

(8) If the chargee has not redeemed the property charged within one year after the charge has been registered, the charge may be enforced by the Registrar applying to the High Court for an Order for the sale of the property in accordance with Rules of Court.

(9) The money received by the Registrar from the sale of the property under subsection (8) shall be held by the Registrar in trust to be applied by the Registrar in the following order and manner-

- (a) first, in payment of all costs, charges and expenses properly incurred by the Registrar and incidental to the sale or any attempted sale or otherwise;
- (b) secondly, in discharge of all monies due under the charge and the residue of the money so received (if any), shall be paid to the chargee.”.

Amendment of section 543 of 11. Section 543 of the principal Act is amended, in the definition of “external company” by repealing the second occurrence of the word “incorporated” and substituting the word “unincorporated”.

Passed in the House of Assembly this 28th day of October, 2016.

NICOLE HERBERT  
Clerk of the House of Assembly.

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