

2021-07-19

OBJECTS AND REASONS

This Bill would amend certain enactments relating to corporate bodies primarily to strengthen the regulatory framework for such bodies.

Arrangement of Sections

1. Short title
2. Amendment of enactments in Schedule

SCHEDULE

Amendments

BARBADOS

A Bill entitled

An Act to amend certain enactments relating to corporate bodies primarily to strengthen the regulatory framework for such bodies.

ENACTED by the Parliament of Barbados as follows:

Short title

1. This Act may be cited as the *Corporate (Miscellaneous Provisions) Act, 2021*.

Amendment of enactments in Schedule

2. The enactments set out in Column 1 of the *Schedule* are amended in the manner specified in Column 2.

SCHEDULE

(Section 2)

AMENDMENTS

Column 1

Column 2

Enactments

Amendments

- | | |
|---|---|
| <p>1. <i>Corporate Affairs and Intellectual Property Office Act, Cap. 21A</i></p> | <p>Delete section 4(2) and substitute the following:</p> <p style="padding-left: 40px;">"(2) The following persons shall have the rights and discharge the duties appertaining to the office of Notary Public:</p> <p style="padding-left: 80px;">(a) Registrar;</p> <p style="padding-left: 80px;">(b) Deputy Registrar;</p> <p style="padding-left: 80px;">(c) Assistant Registrar;</p> <p style="padding-left: 80px;">(d) Legal Examiner; and</p> <p style="padding-left: 80px;">(e) Legal Officer."</p> |
| <p>2. <i>Companies Act, Cap. 308</i></p> | <p>1. In section 4,</p> <p style="padding-left: 20px;">(a) delete subsection (1) and substitute the following:</p> <p style="padding-left: 60px;">"(1) Subject to subsection (2), one or more persons may incorporate a company by signing and sending articles of incorporation to the Registrar together with a statutory declaration by each signatory to the articles that he is not an individual described in subsection (2)."; and</p> |

*Schedule - (Cont'd)*AMENDMENTS - *(Cont'd)*

Column 1	Column 2
<i>Enactments</i>	<i>Amendments</i>
2. <i>Companies Act, Cap. 308</i> - (Cont'd)	<p>(b) delete subsection (3) and substitute the following:</p> <p style="padding-left: 40px;">"(3) The statutory declaration referred to in subsection (1) is, for the purposes of this Act, conclusive of the facts therein declared.</p> <p style="padding-left: 40px;">(4) An incorporator who makes a false declaration under this section is guilty of an offence and is liable on summary conviction to a fine of \$10 000 or to imprisonment for a term of 2 years or to both."</p> <p>2. Delete section 15A(3) and substitute the following:</p> <p style="padding-left: 40px;">"(3) A company that is in default in complying with the requirements of subsections (1) and (2) is liable to pay to the Registrar a penalty of \$10 for every day during which the default continues, up to a maximum of \$3 000; and every director and officer of the company who knowingly and wilfully authorises or permits the default is also liable to that penalty."</p> <p>3. Delete section 25(1) and substitute the following:</p> <p style="padding-left: 40px;">"(1) A company may have a common seal with its name engraved thereon in legible characters but may use any form of seal for the purpose of sealing a document."</p>

*Schedule - (Cont'd)*AMENDMENTS - *(Cont'd)*

Column 1	Column 2
<i>Enactments</i>	<i>Amendments</i>
2. <i>Companies Act</i> , Cap. 308 - (Cont'd)	<p>4. In section 103, insert after subsection (3), the following:</p> <p style="padding-left: 40px;">"(4) Notwithstanding subsection (1), a meeting of shareholders of a company may be held virtually.</p> <p style="padding-left: 40px;">(5) For the avoidance of doubt, where a meeting is held virtually, the location, whether within or outside Barbados, of any participant in the meeting shall not render the meeting unlawful.</p> <p style="padding-left: 40px;">(6) Where a meeting of shareholders of a company was held virtually during the period from 1st March, 2020 to the commencement of subsections (4) and (5), the meeting shall not be rendered unlawful on the ground it was held virtually. "</p> <p>5. Insert after section 170, the following section:</p> <p style="padding-left: 40px;">"Notification of change in beneficial ownership</p> <p style="padding-left: 80px;">170A. (1) A director of a company shall, within 14 days of a change in the beneficial ownership of the company, notify the Registrar of the change and the date on which the change occurred.</p>

*Schedule - (Cont'd)*AMENDMENTS - *(Cont'd)*

Column 1	Column 2
<i>Enactments</i>	<i>Amendments</i>
2. <i>Companies Act, Cap. 308</i> - (Cont'd)	<p>(2) The notification referred to in subsection (1) shall be accompanied by a statutory declaration that</p> <p style="margin-left: 40px;">(a) verifies the change; and</p> <p style="margin-left: 40px;">(b) confirms the fact that the company continues to maintain an up to date and accurate record of the basic and beneficial ownership information of the company at its registered office.</p> <p style="margin-left: 40px;">(3) A company which fails to comply with subsections (1) and (2) is liable to pay to the Registrar a penalty of \$500 for every day during which the failure continues, up to a maximum of \$10 000; and every director and officer of the company who knowingly and willfully authorises or permits the default is also liable to that penalty."</p>
6. In section 175,	<p>(a) in subsection (7)</p> <p style="margin-left: 40px;">(i) delete the word "require" and substitute the word "direct"; and</p> <p style="margin-left: 40px;">(ii) in paragraph (b), delete the words "and contain, or are likely to contain such information."</p>

Schedule - (Cont'd)

AMENDMENTS - *(Cont'd)*

Column 1	Column 2
<i>Enactments</i>	<i>Amendments</i>
<p>2. <i>Companies Act</i>, Cap. 308 - (Cont'd)</p>	<p>(b) delete subsection (12) and substitute the following:</p> <p style="padding-left: 40px;">"(12) A person who, without reasonable cause, is in default in complying with a requirement or a directive under subsection (5), (6) or (7) or a direction under subsection (10) is liable to pay to the Registrar</p> <p style="padding-left: 80px;">(a) a penalty of \$5 000; and</p> <p style="padding-left: 80px;">(b) where the penalty specified in paragraph (a) is not paid on the due date, an additional penalty of \$500 for every day during which the default continues, up to a maximum of \$15 000.</p> <p style="padding-left: 40px;">(12A) For the purposes of subsection (12), a person is not in default in complying with a requirement, directive or direction under this section until a period of 14 days has elapsed since notice of the requirement, directive or direction was served on him."; and</p> <p>(c) in subsection (13) delete the words "or a" and substitute the words ", directive or".</p>

*Schedule - (Cont'd)*AMENDMENTS - *(Cont'd)*

Column 1	Column 2
<i>Enactments</i>	<i>Amendments</i>
2. <i>Companies Act, Cap. 308</i> - (Cont'd)	<p>7. Delete section 175A and substitute the following:</p> <p style="text-align: center;">"Contravention of record keeping requirements</p> <p style="text-align: center;">175A. A person who contravenes section 170(1), (2) or (3) or section 172(1), (2) or (3) is guilty of an offence and is liable on summary conviction to a fine of \$100 000 or to imprisonment for a term of 5 years or to both."</p> <p>8. In section 330(1),</p> <p style="padding-left: 2em;">(a) in paragraph (l), delete the word "and";</p> <p style="padding-left: 2em;">(b) in paragraph (m), delete the fullstop and substitute the words "; and"; and</p> <p style="padding-left: 2em;">(c) insert after paragraph (m), the following:</p> <p style="padding-left: 4em;">"(n) the full name of any director who holds or has held a prominent public office in Barbados or elsewhere."</p> <p>9. Insert after section 392A(2), the following:</p> <p style="padding-left: 2em;">"(3) A company that appoints a service provider shall, within 14 days of the date of the appointment, notify the Registrar of the full name and address of the service provider.</p>

Schedule - (Cont'd)

AMENDMENTS - *(Cont'd)*

Column 1

Column 2

Enactments

Amendments

2. *Companies Act, Cap. 308*
- (Cont'd)

(4) A company that changes its appointed service provider shall, within 28 days of the date of the appointment of the new service provider, notify the Registrar of the full name and address of the new service provider.

(5) A notification given under subsection (3) or (4) shall be accompanied by a statutory declaration verifying the appointment of the service provider.

(6) A company that is in default of complying with the requirements of subsection (3), (4) or (5) is liable to pay to the Registrar a penalty of \$10 for every day during which the default continues, up to a maximum of \$3 000; and every director and officer of the company who knowingly and wilfully authorises or permits the default is also liable to that penalty."

10. Delete section 414 and substitute the following:

"Service on company

414. (1) A notice or document may be served on a company by

(a) leaving it at the registered office of the company;

*Schedule - (Cont'd)*AMENDMENTS - *(Cont'd)*

Column 1	Column 2
<i>Enactments</i>	<i>Amendments</i>
2. <i>Companies Act, Cap. 308</i> - (Cont'd)	<p>(b) sending it by telex, fax, prepaid, post or cable addressed to the registered office of the company;</p> <p>(c) serving it personally on an officer or manager of the company at any place of business of the company; or</p> <p>(d) serving it personally on any director, officer, receiver, receiver-manager or liquidator of the company.</p> <p>(2) Notwithstanding subsection (1), the Registrar may apply to the court for an order to serve by a specified method not referred to in that subsection.</p> <p>(3) An application for an order to serve by a specified method must be supported by evidence on affidavit</p> <p>(a) specifying the method of service proposed; and</p> <p>(b) showing that that method of service is likely to bring the document to the attention of the company being served, and to enable it to ascertain the contents of the notice."</p>

Schedule - (Cont'd)

AMENDMENTS - *(Cont'd)*

Column 1	Column 2
<i>Enactments</i>	<i>Amendments</i>
2. <i>Companies Act</i> , Cap. 308 - (Cont'd)	<p>11. In section 432(1), delete the words "\$10 000 or to imprisonment for a term of 6 months" and substitute the words "\$20 000 or to imprisonment for a term of 2 years".</p> <p>12. In section 434,</p> <p style="padding-left: 2em;">(a) delete subsection (2) and substitute the following:</p> <p style="padding-left: 4em;">"(2) Where a company is guilty of an offence under subsection (1), any director or officer of the company who knowingly authorised, acquiesced in or permitted the contravention is also guilty of an offence and is liable on summary conviction to a fine of \$5 000 or to imprisonment for a term of 12 months or to both."; and</p> <p style="padding-left: 2em;">(b) delete subsection (4) and substitute the following:</p> <p style="padding-left: 4em;">"(4) Where a company is guilty of an offence under subsection (3), any director or officer of the company who knowingly authorised, acquiesced in or permitted the contravention is also guilty of an offence and is liable on summary conviction to a fine of \$5 000 or to imprisonment for a term of 12 months or to both.".</p>

*Schedule - (Cont'd)*AMENDMENTS - *(Cont'd)*

Column 1	Column 2
<i>Enactments</i>	<i>Amendments</i>
2. <i>Companies Act</i> , Cap. 308 - (Concl'd)	13. Insert after section 453, the following new section: "Extension of time 454. (1) Where in section 15A(2)(a), 74(1), 179A(4A), 237(1A), 316(3), 342(1) or 343(1) a time limit is provided for the doing of anything and the time limit could not be complied with as a result of exceptional circumstances relating to public health, national security or a natural or other disaster, the Minister may by order extend the time limit for such period as he thinks fit. (2) An order made under this section may be given retrospective effect."
3. <i>Industrial Designs Act</i> , Cap. 309A	Insert after section 48 the following: "Extension of time 48A. (1) Where the time limit specified in (a) section 16(2) relating to furnishing the Registrar with a copy of the earlier application; or

Schedule - (Cont'd)

AMENDMENTS - *(Cont'd)*

Column 1	Column 2
<i>Enactments</i>	<i>Amendments</i>
<p>3. <i>Industrial Designs Act</i>, Cap. 309A - (Concl'd)</p>	<p>(b) section 26(2) relating to the payment of the prescribed fee to renew a previous registration,</p> <p>could not be complied with as a result of exceptional circumstances relating to public health, national security or a natural or other disaster, the Minister may by order extend the time limit for such period as he thinks fit.</p> <p>(2) An order made under this section may be given retrospective effect.</p> <p>(3) An extension of time granted by an order made under this section does not affect the right of any party."</p>
<p>4. <i>Patents Act</i>, Cap. 314</p>	<p>Insert after section 73 the following:</p> <p>"Extension of time</p> <p>73A. (1) Where the time limit specified in</p> <p>(a) section 29(3) relating to the grace period for the late payment of the annual fee on payment of the prescribed surcharge; or</p>

*Schedule - (Cont'd)*AMENDMENTS - *(Cont'd)*

Column 1	Column 2
<i>Enactments</i>	<i>Amendments</i>
4. <i>Patents Act</i> , Cap. 314 - (Concl'd)	<p>(b) section 41(1) relating to the filing of an international application designating Barbados,</p> <p>could not be complied with as a result of exceptional circumstances relating to public health, national security or a natural or other disaster, the Minister may by order extend the time limit for such period as he thinks fit.</p> <p>(2) An order made under this section may be given retrospective effect.</p> <p>(3) An extension of time granted by an order made under this section does not affect the right of any party."</p>
5. <i>Societies with Restricted Liability Act</i> , Cap. 318B	<p>1. Delete section 24 and substitute the following:</p> <p>"Records</p> <p>24. A society shall prepare and maintain at its registered office</p> <p>(a) its articles and by-laws and any amendments thereto;</p> <p>(b) minutes of its meetings and records of the resolutions of members; and</p>

Schedule - (Cont'd)

AMENDMENTS - *(Cont'd)*

Column 1	Column 2
	<i>Amendments</i>
<p>5. <i>Societies with Restricted Liability Act, Cap. 318B</i> - (Cont'd)</p>	<p>(c) a register of members showing</p> <ul style="list-style-type: none"> (i) the name and latest known address of each member and whether the person holds or has held a prominent public office in Barbados or elsewhere; (ii) a statement of the contribution of each member to the capital of the society; (iii) the date on which each person was entered on the register as a member, and the date on which any person ceased to be a member; and (iv) an up to date and accurate record of the basic and beneficial ownership information of the society.

Schedule - (Cont'd)

AMENDMENTS - *(Cont'd)*

Column 1	Column 2
<i>Enactments</i>	<i>Amendments</i>
<p>5. <i>Societies with Restricted Liability Act, Cap. 318B</i> - (Cont'd)</p>	<p>Notification of change in beneficial ownership</p> <p>24A. (1) A manager of a society shall, within 14 days of a change in the beneficial ownership of the society, notify the Registrar of the change and the date on which the change occurred.</p> <p>(2) The notification referred to in subsection (1) shall be accompanied by a statutory declaration that</p> <p style="margin-left: 40px;">(a) verifies the change; and</p> <p style="margin-left: 40px;">(b) confirms the fact that the society continues to maintain an up to date and accurate record of the basic and beneficial ownership information of the society at its registered office.</p> <p>(3) A society which fails to comply with subsections (1) and (2) is liable to pay to the Registrar a penalty of \$500, for every day during which the failure continues, up to a maximum of \$10 000; and every manager and officer of the society who knowingly and willfully authorises or permits the default is also liable to that penalty."</p>

*Schedule - (Cont'd)*AMENDMENTS - *(Cont'd)*

Column 1	Column 2
<i>Enactments</i>	<i>Amendments</i>
5. <i>Societies with Restricted Liability Act, Cap. 318B</i> - (Cont'd)	<p>2. In section 29,</p> <p>(a) delete subsection (3) and substitute the following:</p> <p style="padding-left: 40px;">"(3) The creditors of a society and their agents and legal representatives may, during the usual business hours of the society, with the consent, in writing, of the managers, or as the case may be, any 2 members, and upon payment of a reasonable fee, examine the records referred to in section 24(a) and (c).";</p> <p>(b) in subsection (4), delete the word "person" and substitute the words "creditor, agent or legal representative referred to in that subsection"; and</p> <p>(c) insert after subsection (6), the following:</p> <p style="padding-left: 40px;">"(7) The Registrar may require a society to produce</p> <p style="padding-left: 80px;">(a) any of the books, records or documents required to be kept by the society under this Act; and</p> <p style="padding-left: 80px;">(b) such other information as the Registrar may require for the proper administration and enforcement of this Act.</p>

*Schedule - (Cont'd)*AMENDMENTS - *(Cont'd)*

Column 1	Column 2
<i>Enactments</i>	<i>Amendments</i>
<p>5. <i>Societies with Restricted Liability Act, Cap. 318B - (Cont'd)</i></p>	<p>(8) Notwithstanding subsection (3), the Registrar may examine, or by instrument in writing, appoint, at the expense of a society, a person to examine, any books, records and other documents required to be kept by the society under this Act</p> <p>(a) in order to ascertain whether the society is in compliance with this Act;</p> <p>(b) where the Registrar has reasonable grounds to suspect that the society may be in contravention of this Act; or</p> <p>(c) where the examination is otherwise necessary for the proper administration and enforcement of this Act.</p> <p>(9) For the purposes of subsection (8), the Registrar or the person appointed by the Registrar may, in connection with an examination, direct an auditor, manager, officer or affiliate of a society or a person who, whether alone or in association with others, owns or controls the society to</p> <p>(a) furnish such information as the Registrar or the person appointed by him considers necessary for the purposes of the examination; and</p>

Schedule - (Cont'd)

AMENDMENTS - *(Cont'd)*

Column 1	Column 2
<i>Enactments</i>	<i>Amendments</i>
<p>5. <i>Societies with Restricted Liability Act, Cap. 318B</i> - (Cont'd)</p>	<p>(b) produce for examination any books, records or other documents in respect of the society that are in his possession.</p> <p>(10) The Registrar may require a society to pay the expenses of any examination carried out by or on behalf of the Registrar under this section.</p> <p>(11) A person who is required to make a disclosure to the Registrar or to a person appointed by the Registrar pursuant to subsection (9) shall not, by reason of making the disclosure, be regarded as being in breach of a duty to the society.</p> <p>(12) The Registrar may give directions to a society for the purpose of compliance with this section.</p> <p>(13) Where a society fails to pay the expenses referred to in subsection (10), the expenses may be recovered as a debt due to the Government of Barbados before a magistrate for District 'A'.</p> <p>(14) A person who, without reasonable cause, is in default in complying with a requirement or a directive under subsection (7), (8) or (9) or a direction under subsection (12) is liable to pay to the Registrar</p> <p>(a) a penalty of \$5 000; and</p>

*Schedule - (Cont'd)*AMENDMENTS - *(Cont'd)*

Column 1	Column 2
<i>Enactments</i>	<i>Amendments</i>
<p>5. <i>Societies with Restricted Liability Act, Cap. 318B - (Cont'd)</i></p>	<p>(b) where the penalty specified in paragraph (a) is not paid on the due date, an additional penalty of \$500 for every day during which the default continues, up to a maximum of \$15 000.</p> <p>(15) For the purposes of subsection (14), a person is not in default in complying with a requirement, directive or direction under this section until a period of 14 days has elapsed since notice of the requirement, directive or direction was served on him.</p> <p>(16) A person who, without reasonable cause, continues to be in default in complying with a requirement, directive or a direction referred to in subsection (14) after the maximum additional penalty referred to in that subsection becomes payable, is guilty of an offence and liable, on summary conviction, to a fine of \$100 000 or to imprisonment for a term of 5 years or to both.</p> <p>(17) Where an offence under subsection (16) is committed by a society and a manager or officer of that society knowingly authorised, permitted or acquiesced in the commission of the offence, the manager or officer is also guilty of the offence and liable on summary conviction, to a fine of \$100 000 or to imprisonment for a term of 5 years or to both.”.</p>

Schedule - (Cont'd)

AMENDMENTS - *(Cont'd)*

Column 1	Column 2
<i>Enactments</i>	<i>Amendments</i>
5. <i>Societies with Restricted Liability Act, Cap. 318B</i> - (Cont'd)	<p>3. In Part V, delete section 29A and substitute the following:</p> <p style="text-align: center;">"Contravention of record keeping requirements</p> <p style="text-align: center;">29.1. A person who contravenes section 24 or 26 is guilty of an offence and is liable on summary conviction to a fine of \$100 000 or to imprisonment for a term of 5 years or to both."</p> <p>4. Insert after Part VI, the following:</p> <p style="text-align: center;">"PART VIA</p> <p style="text-align: center;">SOCIETIES REQUIRING SERVICE PROVIDERS</p> <p style="text-align: center;">Certain societies to have service providers</p> <p>38A. (1) Any society that has a gross revenue or holds assets which exceed \$1 000 000 and</p> <ul style="list-style-type: none"> (a) does not hold a licence under the <i>Financial Institutions Act, Cap. 324A</i>; (b) is not registered or licensed under the <i>Financial Services Commission Act, 2020 (Act 2020-21)</i>; and (c) is not itself a service provider who holds a licence under the <i>Corporate and Trust Service Providers Act, 2015 (Act 2015-12)</i>, <p>shall have its corporate services performed by a service provider who holds a licence issued under the <i>Corporate and Trust Service Providers Act, 2015 (Act 2015-12)</i>.</p>

*Schedule - (Cont'd)*AMENDMENTS - *(Cont'd)*

Column 1	Column 2
<i>Enactments</i>	<i>Amendments</i>
<p>5. <i>Societies with Restricted Liability Act, Cap. 318B</i> - (Concl'd)</p>	<p>(2) A society that appoints a service provider shall, within 14 days of the date of the appointment, notify the Registrar of the full name and address of the service provider.</p> <p>(3) A society that changes its appointed service provider shall, within 28 days of the date of the appointment of the new service provider, notify the Registrar of the full name and address of the new service provider.</p> <p>(4) A society which fails to comply with this section is liable to pay to the Registrar a penalty of \$10 for every day during which the default continues, up to a maximum of \$3 000; and every manager and officer of the society who knowingly and wilfully authorises or permits the default is also liable to that penalty.</p> <p>(5) A notification given under subsection (2) or (3) shall be accompanied by a statutory declaration verifying the appointment of the service provider.</p> <p>(6) In this section, "corporate service" has the meaning assigned to it by section 2 of the <i>Corporate and Trust Service Providers Act, 2015 (Act 2015-12)</i>".</p>

Schedule - (Cont'd)

AMENDMENTS - *(Cont'd)*

Column 1	Column 2
<i>Enactments</i>	<i>Amendments</i>
6. <i>Trademarks Act</i> , Cap. 319	<p>Insert after section 55 the following:</p> <p style="text-align: center;">"Extension of time</p> <p style="text-align: center;">55A. (1) Where the time specified in</p> <p style="text-align: center;">(a) section 12(2) relating to furnishing the Registrar with a copy of an earlier application; or</p> <p style="text-align: center;">(b) section 27(3) relating to an application for renewal of the registration of a mark,</p> <p>could not be complied with as a result of exceptional circumstances relating to a public health, national security or a natural or other disaster, the Minister may by order extend the time limit for such period as he thinks fit.</p> <p style="text-align: center;">(2) An order made under this section may be given retrospective effect.</p> <p style="text-align: center;">(3) An extension of time granted by an order made under this section does not affect the right of any party."</p>

Schedule - (Cont'd)

AMENDMENTS - *(Cont'd)*

Column 1	Column 2
<i>Enactments</i>	<i>Amendments</i>
<p>7. <i>Companies Regulations, 1984 (S.I 1984 No. 29)</i></p>	<p>1. In the Third Schedule, (a) in Form 28, (i) delete paragraph 7 and substitute the following: "7. The Directors of the Company are: (a) Full Name: _____ (b) Residential address: _____ _____ (c) Occupation: _____ (d) Holder of a prominent public office: Yes <input type="checkbox"/> No <input type="checkbox"/> If yes, state name of office: _____"; and</p>

Schedule - (Cont'd)

AMENDMENTS - *(Cont'd)*

Column 1	Column 2
<i>Enactments</i>	<i>Amendments</i>
<p>7. <i>Companies Regulations, 1984</i> (S.I 1984 No. 29) - (Cont'd)</p>	<p>(ii) in the instructions, delete item 7 and substitute the following:</p> <p>"Item 7:</p> <p>With respect to each director, set out the first given name, initial and family name, full residential address and occupation. Also specify whether each director holds or has held a prominent public office in Barbados or elsewhere, and if so provide details of the office.";</p> <p>(b) in Form 31, insert after paragraph 6, the following:</p> <p>"7. (a) During the period to which this Annual Return refers did any director or beneficial owner hold a prominent public office in Barbados?</p> <p>Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>If yes, state name of office:</p> <hr style="width: 25%; margin-left: 0;"/>

Schedule - (Concl'd)

AMENDMENTS - *(Concl'd)*

Column 1	Column 2
<i>Enactments</i>	<i>Amendments</i>
<p>7. <i>Companies Regulations, 1984 (S.I 1984 No. 29)</i> - (Concl'd)</p>	<p>(b) During the period to which this Annual Return refers did any director or beneficial owner or affiliate of such a person hold a prominent public office in any other country?</p> <p>Yes <input type="checkbox"/> No <input type="checkbox"/></p> <p>If yes, state name of office: _____"; and</p> <p>(c) in Form 35, delete paragraph 13 and substitute the following:</p> <p>"13. I certify that the Company has maintained at its registered office the records pertaining to the Company including the records pertaining to beneficial ownership in accordance with sections 170 to 172 of the <i>Companies Act</i>.</p> <p>I also certify that notification of any change in beneficial ownership was submitted to the Registrar in accordance with section 170A of the <i>Companies Act</i> and that all beneficial ownership information maintained at the registered office has been verified by a director."</p>

Read three times and passed the House of Assembly this
day of _____, 2021.

Speaker

Read three times and passed the Senate this _____ day of
, 2021.

President