ANTIGUA AND BARBUDA

STATUTORY INSTRUMENTS

1996, No. 16

Free Trade and Processing Zone Regulations 1996, made by the Minister under section 27 of the Free Trade and Processing Zone Act 1994 (No. 12 of 1994).

Short title.

1. These Regulations may be cited as the Free Trade and Processing Zone Regulations, 1996.

Interpretation.

2. In these Regulations —

"Act" means the Free Trade and Processing Zone Act 1994 (No. 12 of 1994);

"Commission" means the Commission established under section 3 of the Act;

"Free Trade and Processing Zone" means the area declared a Free Trade and Processing Zone in accordance with section 6 of the Act and specified in a licence issued under the Regulations.

Application for licence.

3. (1) Any person desirous of establishing and operating any business or engage in any commercial activity in a Free Trade and Processing Zone, may apply to the Commissioner in the Form prescribed in Schedule A.

(2) The Commissioner shall, on payment of a fee of twenty-five United States Dollars (US$25.00) issue the applicant with the prescribed form which shall be stamped with the official stamp of the Commission.

Documents accompanying application.

4. (1) Every application shall be accompanied by —

(a) a bank reference, commercial or other credit references, and if the applicant is a company or a corporation, the original of the certificate of incorporation, memorandum and Articles of Association of the company;

(b) a non-refundable processing fee of five hundred and twenty-five United States dollars (US$525).

(c) a comprehensive list of all items for tax and duty exemption.

Certificate of licence.

5. (1) No application shall be processed under these regulations unless the prescribed fee is paid to the Commissioner.

(2) The Commission may require an applicant to enter into a bond as one of its conditions for issuing a licence.

(3) Where an application is approved under these regulations, the Commission shall issue to the applicant a licence in the form prescribed in Schedule B.

(4) The licence shall specify the business or commercial activity for which the licence is issued.

(5) Any condition to be attached to a licence shall be clearly spelt out in a separate document and shall form part of the licence. The document shall be signed by the Chairman of the Commission, the Commissioner and the applicant.

Commission to monitor activities of licensee.

6. The Commission shall from time to time, monitor the activities of the licensee in accordance with the Act, any regulations made thereunder or the conditions attached to the licence.

Licence not transferrable without consent of Commission.

7. (1) A licence issued under these regulations shall not be transferred to another person or company without the consent in writing by the Commission.

(2) The Commission shall not consent to a transfer unless it is satisfied that the transferor has discharged all its obligations under the Act and the conditions attached to the licence.

Cancellation of licence.

8. The Commission may cancel a licence issued by it if the applicant contravenes the provisions of the Free Trade and Processing Zone Act, any regulations made thereunder or any of the conditions attached to a licence

Made this 16th day of July, 1996.

Lester B. Bird,
Minister responsible for Trade.

SCHEDULE A

ANTIGUA AND BARBUDA
FREE TRADE AND PROCESSING ZONE

Application for Licence and Registration of the Investment Therein[1]

PART ONE

I,_____, on behalf of_____and the investors and/or stockholders listed below, hereby apply for licence and registration of the investment proposed therein in accordance with the Antigua and Barbuda Free Trade and Processing Zone Act, 994 [the 'Act'] and furnish the following information in support of this application.

1. Company Name_____
2. Registered or principal office address_____
   _____
   _____
   Telephone:_____Fax:_____
   E-mail _____
3. Place incorporated_____Date:_____
   [Please attach a copy of the Articles of Incorporation, Association or Memorandum of Association]
4. Tax Number_____
   _____
5. Authorised representative
   Name_____
   Title_____
   Address _____
   _____
   _____
   Telephone:_____Fax:_____
   E-mail_____
6. Description of activities to be performed by Company:
   _____
   _____
   _____
   _____

[1] Please review the instructions [attached] and complete fully all part of this application.
This application consists of three parts plus the Instruction Sheet:
Part One — Application for Registration and Certification.
Part Two — Background information on investors and members of the Board of directors.
Part Three — Equipment and Materials proposed to be Imported duty free.

7. Estimate of employees proposed to be hired locally:
   Full-time_____Part-time_____
8. List the name and proposed job position for each employee requiring a work permit:
   Name_____Position_____Citizen of_____
   Name_____Position_____Citizen of_____
   Name_____Position_____Citizen of_____
   Name_____Position_____Citizen of_____
   Name_____Position_____Citizen of_____
   English spoken Yes No

9. Estimated amount and type of proposed investment to support this Company
   Over the first three months: US$_____ Type_____
   Over the first year: US$_____ Type_____
   Over the first three years: US$_____ Type_____

10. List all investors or proposed investors or stockholders [corporate or individual] who hold or will hold 10% or more interest in the Company.[2]
    Name_____Interest_____% Citizen of_____
    Name_____Interest_____% Citizen of_____
    Name_____Interest_____% Citizen of_____
    Name_____Interest_____% Citizen of_____
    Name_____Interest_____% Citizen of_____

11. List the names of the members of the Board of Directors and principal corporate offices of the Company, or proposed Board members and officers, including the General Manager or other person who will be in charge of the day-to-day operations of the Company.

    Board of Directors:

    Name_____Name_____Citizen of_____
    Name_____Name_____Citizen of_____
    Name_____Name_____Citizen of_____
    Name_____Name_____Citizen of_____
    Name_____Name_____Citizen of_____

    Principal Officers:

    Title_____Name_____Citizen of_____
    Title_____Name_____Citizen of_____
    Title_____Name_____Citizen of_____
    Title_____Name_____Citizen of_____
    Title_____Name_____Citizen of_____

[2] If the Company is, or is to be, a wholly owned subsidiary of another corporation, the investors listed should be the stockholders owning 10% or more of the parent company.

I have read the Antigua and Barbuda Free Trade and Processing Zone Act, 1994 and its regulations. I under stand that this application and the Registration and Licensing Certificate when issued and accepted by the applicant hereof, will constitute a contract between the Commission and the Company which requires the fulfillment of obligations by both parties. It may not be unilaterally amended or terminated, except for cause, or otherwise in accordance with the law of the Antigua and Barbuda Free Trade and Processing Zone Act, 1994.

I further understand that the grant of any the entitlements under the Act is conditioned on the full and truthful disclosure of the information requested by this application and that the failure to fully disclose all material information or the making of any misstatement, or if the Company or the investors in any other way contravene the requirements of the Act or the Regulations, action may be initiated for the cancellation of any benefits granted, the Company's Licence cancelled, as well as the possible imposition of other penalties as established by the Act.

I certify [affirm] that the information set forth in this application is truthful and complete to the best of my knowledge and belief.

Signature_____

Date_____

Witness_____ Date _____

For Official Use

Application received and accepted for processing.

By_____ Date _____

ANTIGUA AND BARBUDA FREE TRADE AND PROCESSING ZONE

Application for Licence and Registration of the Investment therein

PART TWO

Background Information on Investors and Members of the Board of Directors of

_____

[insert name of Company][1]

1. Name: _____
2. Indicate whether investor or member of the Board [if more than one of these positions apply, indicate which one applicable]:_____
3. Permanent address [P.O. Box numbers are not acceptable]:
   Street_____
   City_____State_____
   Country_____Postal Code_____
   Telephone number_____ Fax Number_____
   Passport number_____Country_____
   Tax number, social security number, or other national identification number:
   _____
4. Brief description of background and business history, principal occupation and business affiliation, other business affiliations, types of business, office or position held, percentage ownerships or other interest, [continue on additional sheet(s), if necessary]:
   _____
   _____
   _____
5. Banking references:
   _____
   _____
6. Commercial or other credit references:
   _____
   _____
   _____
7. Describe your role, or proposed role, in the operations of the Company.
8. If investor or proposed investor, percentage ownership in the Company.

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[1] A separate Part Two is required for each investor, or prospective investor owning or intends to own, 10% or more of the Company, as well as for each member of the Board of Directors, listed in the application. If the Company is, or is to be, a wholly-owned subsidiary of another corporation, Part Two is to be furnished or each investor owning 10% or more of the parent corporation and separate Part Two is to be completed for the parent company.

I have read the Antigua and Barbuda Free Trade and Processing Zone Act, 1994 and its regulations. I understand that the grant of any entitlement under the Act is conditioned on the information furnished above being full and truthful and that any misstatement or the failure to fully disclose any material information may give rise to the cancellation of any of the entitlements granted under the Act, the cancellation of the Company's licence, as well as the possible impositions of penalties as established by the Act.

I certify [affirm] that the information set forth in this attachment is truthful and complete to the best of my knowledge.

Signature_____

Date_____

Witness_____ Date _____

_____

For Official Use

Application cleared_____ By_____Date _____

Officer_____

ANTIGUA AND BARBUDA
FREE TRADE AND PROCESSING ZONE

Application for Licence and Registration of the Investment therein

PART THREE

Equipment and Materials Proposed to be Imported Duty Free by

_____
[insert name of Company]

1. List the equipment proposed to be imported duty-free for initiation of operations and over the first three months:
   Description of equipment: [include make, model, serial numbers, if known] and cost or value of equipment per unit [indicate how value was calculated if other than cost]
   [Attach separate sheet(s), if necessary]
   Total value proposed to be imported duty-free: US$
2. Indicate materials proposed to be imported for use by Company at initiation of operations and over the first three months, include description of materials, amounts, cost or other value:
   Total value proposed to be imported duty-free: US$
3. Describe the type of documents or electronic media that will be used and indicate the estimated frequency of shipments [Examples are — approximately 2500 "healthcare claims forms by daily air freight", or estimated 500 "magnetic tapes by weekly air courier"]
4. Describe by a brief summary the intended business activities and target market.
5. Indicate utilities, office space and other specific requirements for the operations of your business activities on the premises.

I certify [affirm] that the information furnished and in any attachment thereto, is truthful and complete to the best of my knowledge.

Signature_____
Date_____
Witness_____ Date _____

For Official Use

Reviewed by_____ Date _____

ANTIGUA AND BARBUDA

FREE TRADE AND PROCESSING ZONE ACT

Application for Licence and Registration of the Investment therein

Instructions for Completing and Filing Applications

The Commission welcomes investments in the Free Trade and Processing Zone, both domestic and foreign. No distinction is made as to the origin of the investment or of the investors.

The process of establishing operations in the Zone is straightforward. In order for the Commission to ascertain the background and qualifications of all proposed investors, a process has been established by which qualified applicants will be granted a Licence and their investments registered. Entitlements and benefits under the Antigua and Barbuda Free Trade and Processing Zone Act are only available to a company which has been issued a Licence.

While we have tried to make this application as straightforward as possible, we appreciate that the furnishing of some of the Information requested may entail some difficulty. We will help if possible. Please contact us at the address set out below to clarify any questions or other matter in connection with this application. Also should you believe that this application could be improved, please be certain to let us know.

Licence and registration of the investment in such company is available only to corporations, regardless of where incorporated, or a branch or other discrete division or unit of such corporation. It is recommended that individual investors or partnerships incorporate before making an application for a Licence.

The process of applying for a licence is meant to be as simple as possible.

To begin the process, obtain a copy of the Act and its regulations and review them thoroughly. This will provide the applicant with an understanding of benefits or entitlements available to Companies as defined by the Act as well as to the obligations contracted upon being granted a Licence.

The application form is composed of three parts, all of which must be filled out completely. Incomplete applications and those which do not conform to the requirements of the Act and the Regulations will be returned unprocessed.

Where indicated, and as necessary, please provide requested information on separate sheets which should be marked with the Part number [One, Two or Three] and the question number to which it responds.

Applications must be accompanied by a non-refundable processing fee of US$525.00.

PART ONE — THE APPLICATION

Line 1. Fill in the name of the authorised representative and the name of the Company.

Line 2. Insert legal name of Company, and other required information.

Line 3. Insert name of country and locality incorporated. For example, State of Delaware, USA. Please attach a copy of the document establishing the company, such as the Memorandum of Association or Articles of Incorporation.

Line 4. Insert tax number, if not yet issued, insert — not available.

Line 5. Insert details as to the authorised representative who may be an attorney, accountant or other party representing the applicant, one of its officers or a stockholder. This is the person with whom the Commission will communicate as necessary in connection with the application.

Line 6. Activities to be performed may include such operations as "Data entry for health care claims processing" or "Conversion or engineering drawings to digital electronic files", or "Software development for Microsoft Corporation". Be as specific as possible. If more space is needed, use a separate piece of paper. NOTE: Only companies which perform services within the definition of the Act may be granted a Certificate.

Line 7. Full-time employes are those people who are expected to work 30 or more hours per week in an ongoing manner. Part-time employes are people who work less than 30 hours each week, or are hired to handle seasonal volumes on an irregular basis.

Line 8. Foreign employees normally require work permits. The granting of a certain number of work permits is specifically authorised by the Act. Other must be approved separately. The position description of those requiring work permits should closely reflect their role in building a successful new company.

Line 9. The anticipated investment for the company should include the total amount expected to be invested within the stated time period. The total should include: capital, labour and training costs, anticipated unrecoverable expenses, equipment, and any other assets supplied. The total for the first year would include the initial three months plus additional requirements for months four through twelve. The total for the third year should include year one as well as years two and three.

Line 10. List the names of all actual or proposed investors owning or who will own 10% or more of the company and the percentage interest they have or will hold in the Company. If the Company is, or will be, a wholly owned subsidiary of

any other corporation, the investors to be listed must be those investors owning 10% or more of the parent company. If the Company is, or will be a branch or other unit of an existing corporation, the investors listed should be those in the corporation.

Line 11. Follow the instructions for Line 12 as to wholly owned subsidiaries or for branches or units within existing corporations.

THE GRANTING OF A CERTIFICATE AND THE AWARDS OF ENTITLEMENTS REQUIRES CERTAIN OBLIGATIONS ON THE PART OF INVESTORS AND THE COMPANY. PLEASE READ CAREFULLY THE THREE PARAGRAPHS IN BOLD ON PAGE THREE OF THE APPLICATION.

PART TWO — BACKGROUND INFORMATION OF THE INVESTORS AND MEMBERS OF THE BOARD OF DIRECTORS

The Free Trade and Processing Zone Commission will give the broadest latitude as possible to applications to ensure that investments in the Free Trade Zone are welcome in this country. However, the requested information is necessary to ensure that only those with legitimate business objectives are permitted to establish operations in this country.

This information on the background and history will establish that the investors and Board members are cumulatively capable of building a *bona fide* successful Company and that key skills and capital are available to the Company when necessary.

Misinformation, or the failure to furnish complete information as requested will result in the rejection of the application for Licence and Registration of the Company. If determined subsequent to the issuance of the licence that the application was complete or contained misstatements, the Licence may be cancelled and the individual or individuals concerned as well as the Company may be subject to such other penalties as are prescribed by the Act.

A separate Part Two is required for

(i) each investor, or prospective investors who owns or intends to own 10% or more of the Company, whether a person or a corporate entity.

(ii) each member of the Board of Directors.

All of the above should have been listed in Part One of the Application. Inconsistent applications will be returned for correction.

If the Company is to be a wholly owned subsidiary of another corporation, the information furnished should be with respect to each investor owning 10% or more of the parent company. Similarly, if the o-operations are to be carried out by a branch or other unit of a company operating, other business, for example, a bank, the information

furnished should refer to the investors or Board member of the banking, entity, or other business. In these cases, please furnish also additional Part Two indicating the name of the corporation [i.e. the banking entity], and provide such other information requested as is applicable to a juridical entity.

Line 1. Provide the name of the investor or Board member for whom this Part Two is furnished. If the sole investor is a corporate entity, so indicate. In which the information required pertains to the investors and Board members or that corporate entity.

Line 2. It is possible that an individual may have multiple roles in the Company, possibly as an investor as well as a board member and/or a principal officer, if so please indicate each of these roles.

Line 3. Provide information requested.

Line 4. Provide information of your business activities associations, positions held, etc., for at least the past five years. Also provide educational background if relevant to the business operations contemplated.

Line 5. Furnish one or more banking references. This should be the principal bank(s) utilize, the name of an officer of the bank(s), account number, etc.

Line 6. Furnish one or more commercial or credit references and attach a recent credit report that was issued by a well known credit rating company.

Line 7. If you are to have role in the actual operations of the company, such a General Manager, Treasurer, etc. please indicate.

Line 8. Indicate percentage ownership in the Company.

PLEASE READ THE PARAGRAPH IN BOLD ON PAGE TWO OF PART TWO CAREFULLY.

PART THREE — DUTY FREE IMPORTATION OF EQUIPMENT AND MATERIALS

The information required in Part Three is to facilitate the importation of required equipment and materials and to enable the registration of the investment in the Company. Registration of this investment provides certain safeguards for the withdrawal of capital and the remission of dividends as provided for in the Act.

Equipment to be used in starting up the company or needed for ongoing operations should be described in detail including model numbers and model years. Hardware, software, and other necessary equipment worth more than US$100 must bee listed. Items of lesser value which might incur substantial duty can be listed.

Documents or other materials which will continually be imported as par of the Company's operations should be specified so that the Customs Department may facilitate their duty free entry. This will also expedite shipments. Type of material and frequency.

To obtain additional information or clarification, please contact:
Antigua and Barbuda Free Trade and Processing Zone Commission

P.O. Box _____

Telephone:_____ Fax:_____ E. Mail_____

SCHEDULE B

ANTIGUA AND BARBUDA
FREE TRADE AND PROCESSING ZONE COMMISSION

CERTIFICATE AUTHORIZING THE ESTABLISHMENT AND OPERATION OF BUSINESS IN THE FREE TRADE AND PROCESSING ZONE

Pursuant to Section 11 of the Free Trade and Processing Zone 1994, No. 12 of 1994, the Commission certifies that:_____
(Name of Business)
which was incorporated under the laws of_____on the_____day of _____19____; is licensed and authorised to establish and operate _____
(Type of Business)
within the Free Trade and Processing Zone in Antigua.

SEAL

_____
Chairman of the Commission.

_____
Commissioner.

Dated this____day of_____19__

Registered at St. John's, Antigua this

_____day of_____19____

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