ANTIGUA AND BARBUDA

COMPANIES (AMENDMENT) REGULATIONS, 2024

STATUTORY INSTRUMENT

2024, No. 47

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ANTIGUA AND BARBUDA

COMPANIES (AMENDMENT) REGULATIONS, 2024

ARRANGEMENT OF REGULATIONS

REGULATION

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ANTIGUA AND BARBUDA

COMPANIES (AMENDMENT) REGULATIONS, 2024

STATUTORY INSTRUMENT

2024, No. 47

THE COMPANIES (AMENDMENT) REGULATIONS 2024 made by the Minister by virtue of the powers contained in section 527 of the Companies Act 1995, No. 18 of 1995

1. Citation

These Regulations may be cited as the Companies (Amendment) Regulations, 2024.

2. Interpretation

In these Regulations, "the principal Regulations" means the Companies Regulations 1997, No. 5 of 1997.

3. Amendment of the Third Schedule

The Third Schedule to the principal Regulations is amended as follows –

(a) **at Form 24 – External Company Annual Return, by repealing Form 24 and replacing it with the following:**

FORM 24

COMPANIES ACT OF ANTIGUA AND BARBUDA 1995
No. 18 of 1995
(Section 356)

EXTERNAL COMPANY ANNUAL RETURN

---

1. Name of External Company: ……..……..……..……...

   Company Number: ……

   Date of Registration: ….……

   Full Address of Registered or Head Office outside of Antigua and Barbuda:
   ……

   Full Address of Principal Office in Antigua and Barbuda
   ……...…
   Return for Anniversary Year: ....……...

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2. Main type of business carried on:
   ……
3. Name and Address of Attorney or Attorneys appointed under section 346:
   ……
4. List any changes in corporate structure:
   ……
5.

Share Capital			Purchased by Company		Redeemed by Company	
Class of shares	Number issued and outstanding	Amount of stated capital	In last financial period	Cumulative Total	In last financial period	Cumulative Total

6. The Directors of the External Company are:

Full Name of Director	**Residential Address** *(NB: for legal persons give address of registered office*)	**Occupation**	**Effective Date**

7. The Shareholder(s)/Legal Owner(s) of the External Company are:

Name:	**Nationality:**	**Residential Address** *(NB: for legal persons give address of registered office)*	**Date of issue or registration of transfer**	**Class of shares and number held at date of return:**

8. Attestation of Beneficial Ownership:

Please attach the Annual Attestation of Beneficial Ownership of this External Company to this document

CERTIFICATION

☐ I hereby certify that the contents of this External Company Annual Return are true and correct to the best of my knowledge, information and belief.

☐ I am aware that if this External Company Annual Return contains an untrue statement of material fact or omits to state a material fact required in the return I am liable under the Companies Act 1995 to a fine and/or to imprisonment.

Date	***Name and Signature of Director or Officer of the External Company***	**Title**

(b) **by inserting the following form immediately after Form 24 as Form 24A:**

FORM 24A

COMPANIES ACT OF ANTIGUA AND BARBUDA 1995
No. 18 of 1995
(Section 356B)

ANNUAL ATTESTATION OF BENEFICIAL OWNERSHIP
(EXTERNAL COMPANY)

Section 356B of the Companies Act 1995 (as amended) requires the filing of a Beneficial Ownership Attestation by all external companies not later than 30 days after the anniversary date of its registration. A **"Beneficial Owner"**, as defined by section 543 of the Act, is the **natural person or natural persons** who ultimately owns or controls a customer and/or the natural person on whose behalf a transaction is being conducted. It also includes those persons who exercise ultimate effective control over a legal person or legal arrangement; the term **"Beneficial Ownership"** shall carry like meaning in the particular circumstance. Reference in the meaning of beneficial owner to the terms **"ultimately owns and controls"** and **"ultimate effective control"** refer to situations in which ownership or control is exercised through a chain of ownership or by means of control other than direct control.

CERTIFICATION:
This Attestation on beneficial ownership MUST be completed by a Director or Officer

I HEREBY CERTIFY that the information stated in this Attestation on Beneficial Ownership is true and correct to the best of my knowledge, information, and belief; **AND**

I FURTHER CERTIFY THAT I UNDERSTAND that it is an offence to make or assist in making a return, notice or other document which contains an untrue statement of material fact or omits to state a material fact required in the report, notice, or other document, including this Attestation on Beneficial Ownership, that is to be sent or filed with the Registrar and that the penalty for doing so, if found guilty, is five thousand ($5,000.00) dollars or imprisonment for a term of two (2) years or both.

Signature: ……. Office Held: …….

Name: ……... Date: ……

SECTION I
EXTERNAL COMPANY INFORMATION

Name of External Company: ….……..
Company Number: ……...
Attestation for the Anniversary Year: ……

SECTION II
ATTESTATION

a. The full name and address of any person who owns fifteen percent (15%) or more of the total voting rights of the Company are as follows –

Full Name	**Residential Address**	**Number and percentage of shares held**	**Is this person holding any of the shares as a nominee**

b. Where there is a Nominee, name and address of the Nominator on whose behalf the shares are being held:

Full Name of Nominee	**Full Name and Residential Address of Nominator**	**Occupation of the Nominator**	**Amount of shares held**

c. The name and address of any natural person(s) who control the Company acting directly/indirectly and/or individually/jointly –

Full Name	**Residential Address**	**Occupation**	**Amount of shares held/controlled**	**In whose name are shares held**

(c) **by repealing the Local Company Annual Return Form and replacing it as below–**

FORM 28

COMPANIES ACT OF ANTIGUA AND BARBUDA 1995
No. 18 of 1995
(Section 194)

LOCAL COMPANY ANNUAL RETURN

1. Name of Company: …..……

   Company Number: …..……..……

   Date of Incorporation: …..…….

   Full Address of the Registered Office:

   ……..……..

   Full Address of Principal Office, if any:

   ……

   Return for Anniversary Year: …….

   _____

2. List any fundamental Company changes (Part I Division K):

   …….....

   ……..

3.

Share Capital			**Purchased by Company**		**Redeemed by Company**	
Class of Shares	Number issued and outstanding	Amount of stated capital	In last financial period	Cumulative total	In last financial period	Cumulative total

4. Main type of business carried on: ……...……..……

5. Name of Company Attorney (if any): ……...……...…….

Address of Company Attorney: …….

6. Name of External Auditor: ……...…….
   Address of External Auditor: ……

7. The Directors of the Company are:

DIRECTORS			
Full Name of Director	**Residential Address** *(NB: for legal persons, give address of registered office)*	**Occupation**	**Effective Date**

Name and Signature of Secretary or Director of Company: Date:

…… …….

8. The Shareholder(s) of the Company are:

Full Name of Shareholder	**Nationality**	**Residential Address**	**Occupation**	**No. of shares held**

Are any shares held by a Nominee: YES ☐ NO ☐

If answered "Yes", complete the table below:

Full Name of Nominee	**Full Name and Address of Nominator**	**The amount of shares held**

Name and Signature of Secretary or Director of Company: Date:

……. ……..

9. Share transfers effected during the year

Full Name of transferor:	**Full Name of transferee:**	**No. of shares transferred**	**Date of transfer**

Name and Signature of Secretary or Director of the Company Date:

…… …..…….

10. Attestation of Beneficial Ownership

Please attach the Annual Attestation of Beneficial Ownership

☐ I hereby certify that the contents of the Annual Return are true and correct to the best of my knowledge, information and belief.

☐ I am aware that if this Annual Return contains an untrue statement of material fact or omits to state a material fact required in the return, I am liable under the Companies Act 1995 to a fine and/or imprisonment.

Date	**Name**	**Signature**	**Title**

***(d)* by inserting the following form Immediately after Form 28 as Form 28A:**

FORM 28A

COMPANIES ACT OF ANTIGUA AND BARBUDA 1995
No. 18 of 1995
(Section 194A)

ANNUAL ATTESTATION OF BENEFICIAL OWNERSHIP
(LOCAL COMPANY)

For the purpose of section 194A of the Companies Act (as amended), a **"Beneficial Owner"** is the **natural person or natural persons** who ultimately owns or controls a customer and/or the natural person on whose behalf a transaction is being conducted. It also includes those persons who exercise ultimate effective control over a legal person or legal arrangement; the term **"Beneficial Ownership"** shall carry like meaning in the particular circumstance. Reference in the meaning of beneficial owner to the terms **"ultimately owns and controls"** and **"ultimate effective control"** refer to situations in which ownership or control is exercised through a chain of ownership or by means of control other than direct control.

CERTIFICATION:
This Attestation on beneficial ownership MUST be completed by a Director or Secretary

I HEREBY CERTIFY that the information stated in this Attestation on Beneficial Ownership is true and correct to the best of my knowledge, information, and belief; **AND**

I FURTHER CERTIFY THAT I UNDERSTAND that it is an offence to make or assist in making a return, notice or other document which contains an untrue statement of material fact or omits to state a material fact required in the report, notice, or other document, including this Attestation on Beneficial Ownership, that is to be sent or filed with the Registrar and that the penalty for doing so, if found guilty, is five thousand ($5,000.00) dollars or imprisonment for a term of two (2) years or both.

Signature: …… Office Held: …..……

Name: …… Date: ……..……

SECTION I
COMPANY INFORMATION

Name of Company: ……...

Company Number: ……...

Attestation for the Anniversary Year: ……

SECTION II

ATTESTATION

a. The full name and address of any person who owns fifteen percent (15%) or more of the total voting rights of the Company are as follows –

Full Name	Address	Number and percentage of shares held

b. Where there is a Nominee, give the name and address of the Nominator on whose behalf the shares are held.

Full Name of Nominee	Name of Nominator	Address of Nominator	Amount of shares held on behalf of Nominator

c. The name and address of any natural person who controls the Company acting directly/indirectly and/or individually/jointly –

Full Name	Residential Address	Occupation	Number of shares held/controlled	In whose name are shares held

Name and Signature of Secretary or Director of the Company Date:

…… ……...……

(d) **by inserting the following form immediately after Form 28A as Form 29**

FORM 29

COMPANIES ACT OF ANTIGUA AND BARBUDA 1995
No. 18 of 1995
(Section 194)

NON PROFIT COMPANY ANNUAL RETURN

1. Name of Non-Profit Company: ……..
   Company Number: ……..
   Date of Incorporation: ……..
   Address of Registered Office: ……..
   Address of Principal Office, if any: ……
   ……...
   Email: ……...
   Return for Anniversary Year: …..……

2. List any fundamental Company changes (Part I Division K):
   ……..

3. Main type of activity carried on: …….

---

4. Name of Company Attorney (if any): ....……...
   Address of Company Attorney: …….….

5. Name of External Auditor: …….....
   Address of External Auditor: ……..…..

---

6. Director(s) of Company:

Full Name	Nationality	Address	Occupation

Name and Signature of Secretary or Director of Company: ……

Date: ……..

Please attach a copy of your company's Financial Statement -

A non-profit company must within 15 days after its annual meeting, send to the Registrar a copy of its annual financial statement showing: the assets and liabilities of the company in the form of a balance sheet; and the revenue and expenditure of the company since the date of incorporation or the date of the previous financial statement.

The annual financial statement must be accompanied by the report of the Auditor of the company and must be approved by the Directors of the company and the approval must be evidenced by the signature of one or more Directors.

Does the non-profit disburse any funds overseas?

☐ Yes ☐ No. If yes, what amount? .....

---

10. Attestation of Beneficial Ownership

Please attach the Annual Attestation of Beneficial Ownership

☐ I hereby certify that the contents of the Annual Return are true and correct to the best of my knowledge, information and belief.

☐ I am aware that if this Annual Return contains an untrue statement of material fact or omits to state a material fact required in the return, I am liable under the Companies Act 1995 to a fine and/or imprisonment.

Date	Name	Signature	Title

(e) **by inserting the following form immediately after Form 29 as Form 29A**

FORM 29A

COMPANIES ACT OF ANTIGUA AND BARBUDA 1995
No. 18 of 1995
(Section 336A)

NON-PROFIT REPORT

Name of Non-Profit Company: ……..

Company Number: ……..

Report for year: ……..

The name, current address and occupation of the Members and Directors;

Members		
Full Name	**Residential Address**	**Occupation**

Directors		
Full Name	**Residential Address**	**Occupation**

List any monetary donation made to the company in excess of $25,000 XCD:

……..

……..

The purpose to which the donations were applied:

……..
……..

The amount of any loan obtained by the company, the lender and the terms of repayment*:*

……..
……..

The names and positions of the employees of the company;

Employee(s)	
Full Name of Employee	**Position**

The name and address of the Beneficial Owner(s):

Name of Beneficial Owner	**Address of Beneficial Owner**

CERTIFICATION

I HEREBY CERTIFY that the information stated in this Non-Profit Report is true and correct to the best of my knowledge, information, and belief; **AND**

I FURTHER CERTIFY THAT I UNDERSTAND that it is an offence to make or assist in making a notice or other document which contains an untrue statement of material fact or omits to state a material fact required in the report, notice, or other document, including this Non-Profit Report, that is to be sent or filed with the Registrar and that the penalty for doing so, if found guilty, is five thousand ($5,000.00) dollars or imprisonment for a term of two (2) years or both.

A Director or officer of a company that knowingly fails to file the report under subsection (2) or the notice of change of beneficial ownership under subsection (4) commits an offence and is liable on summary conviction to a fine of $30,000 dollars". (Section 336A (6) of the Companies (Amendment) Act 2024

Name: ……

Signature: …….

Office held: ……

Date: …….

(f) **by inserting the following form immediately after Form 29A as Form 30-**

FORM 30



NOTICE OF BENEFICIAL OWNERSHIP/CHANGE OF BENEFICIAL OWNERSHIP

Name of Company: ……...

Type of Company: [ ] Local [ ] External [ ] Non-Profit

Company Number: …….

Notice is given that on the _____ day of _____, 20____ the following person(s) became beneficial owner(s)

Full Name	Residential Address	Occupation	Number and percentage of shares held	Are any shares held as a nominee Y- Yes N - No

If shares are being held as a nominee, please complete the table below:

Full Name of Nominee	Name of Nominator	Residential Address of Nominator	Amount of shares held on behalf of nominator

Notice is given that on the _____ day of _____, 20____ the following person(s) ceased to be beneficial owner(s)

Name	Address	Occupation	Acting as? **N**: nominee **I**: Individual **J**: Jointly	Number and percentage of shares held

Beneficial owner(s) of the company as of this date is/are:

CERTIFICATION

I HEREBY CERTIFY that the information stated in this Notice to Beneficiary Ownership on ownership is true and correct to the best of my knowledge, information, and belief; **AND**

I HEREBY UNDERSTAND that in accordance with section 530 of the Companies Act it is an offense, to make or assist in making a notice or other document which contains a material misrepresentation of a fact knowing it to be untrue or omits to state a material fact which is required to be sent or filed with the Registrar. Any person found guilty of this offense is liable on summary conviction to a fine of Five Thousand ($5,000.00) dollars or to imprisonment for a term of two (2) years or to both.

Any company that fails to file notice of the change of information with the Registrar as required by subsection (5) shall pay an administrative penalty of $200 for the failure to notify the Registrar, and to a further penalty of $100.00 for every month or part thereof that the information remains unfiled.

Signature: …… Office held: …….

Name: …… Date: ……

Made this day , 2024

Hon. Sir Steadroy C. O. Benjamin, KCGN
Attorney General and Minister of Justice, Legal Affairs,
Labour and Immigration