

**FORM 1B  
INSTRUCTIONS ON REVERSE**



**JAMAICA  
THE COMPANIES ACT  
ARTICLES OF INCORPORATION**  
COMPANY LIMITED BY GUARANTEE WITHOUT SHARE CAPITAL  
(Pursuant to sections 8 & 20 )

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1. NAME OF COMPANY

(HEREINAFTER REFERRED TO AS THE ASSOCIATION)

1A. COMPANY FAX NUMBER

1B. TYPE OF COMPANY:

PRIVATE

PUBLIC

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**TERMS OF UNDERTAKING AND EXTENT OF GUARANTEE**

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2. Every member of the association undertakes to contribute to the assets of the association in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the association contracted before the time at which he ceases to be a member, and of the costs, charges, and expenses of winding-up of the same, and for the adjustment of the rights of the contributors amongst themselves, such amount as may be required not exceeding \_\_\_\_\_ dollars.
3. No part of the net earnings of the association shall inure to the benefit of, or be distributable to its members, directors or officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 hereof. The association shall not support with its fund any purpose or object, or impose on or procure to be observed by its members or others any regulations, restrictions or conditions which if an object of the association would make it a Trade Union.
4. Where the association has applied for and been granted a Minister's licence pursuant to section 16 of the Companies Act any proposed addition, alteration or amendment of the articles shall be submitted to the Minister for his approval.
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5. THIS ASSOCIATION IS FORMED EXCLUSIVELY FOR THE PROMOTION OF

COMMERCE

ART

SCIENCE

RELIGION

CHARITY

OTHER

If other, specify \_\_\_\_\_

5A. THE POWERS OF THE ASSOCIATION ARE LIMITED TO THOSE NECESSARY TO THESE CARRYING OUT OF THE MAIN BUSINESS OF THE COMPANY OUTLINED IN ITEM 5 ABOVE

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6. THE PROPOSED NUMBER OF MEMBERS AT THE TIME OF REGISTRATION IS  
(the Directors may from time to time register an increase of members)

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7. THE REGISTERED OFFICE IS SITUATED IN JAMAICA

8. MINIMUM NUMBER OF DIRECTORS

OR

8A. MAXIMUM NUMBER OF DIRECTORS

8B. NAMES OF FIRST DIRECTORS

NAME (S)	RESIDENTIAL ADDRESS	OCCUPATION	CONTACT #

**8C. NAME OF FIRST SECRETARY**

NAME	RESIDENTIAL ADDRESS	OCCUPATION	CONTACT #

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**9. RESTRICTIONS, IF ANY, ON THE BUSINESS THE ASSOCIATION MAY CARRY ON**

**9A. JUSTIFICATION OF PROPOSED NAME, WHERE APPLICABLE**

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10. If upon the winding up or dissolution of the association there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the association, but shall be given or transferred to some other institution (s), having objects similar to the objects of the association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the association under or by virtue of article 1A hereof, such institution (s) to be determined by the members of the association at or before the time of dissolution or in default thereof by such Judge of the Supreme Court as may have or acquired jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

11. True accounts shall be kept of the sums of money received and expended by the association and the members and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the association: and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the articles of the association for the time being shall be open to the inspection of the members. Once at least for every year the accounts of the association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor (s).

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**12. THE FOLLOWING ARTICLES FROM TABLE B SHALL APPLY WITHOUT VARIATION**

**12A. THE FOLLOWING ADDITIONAL ARTICLES SHALL APPLY**

**13. LIABILITY OF MEMBERS IS LIMITED**

14. SUBSCRIBERS AND WITNESSES

<b>SUBSCRIBER</b>	<b>SUBSCRIBER</b>	<b>SUBSCRIBER</b>
PRINT NAME	PRINT NAME	PRINT NAME
SIGNATURE	SIGNATURE	SIGNATURE
ADDRESS	ADDRESS	ADDRESS
ADDRESS	ADDRESS	ADDRESS
OCCUPATION	OCCUPATION	OCCUPATION
NUMBER OF SHARES TAKEN	NUMBER OF SHARES TAKEN	NUMBER OF SHARES TAKEN
CONTACT #	CONTACT #	CONTACT #
DATE <span style="float: right;"><b>WITNESS</b></span>	DATE <span style="float: right;"><b>WITNESS</b></span>	DATE <span style="float: right;"><b>WITNESS</b></span>
PRINT NAME	PRINT NAME	PRINT NAME
SIGNATURE	SIGNATURE	SIGNATURE
ADDRESS	ADDRESS	ADDRESS
ADDRESS	ADDRESS	ADDRESS
CONTACT #	CONTACT #	CONTACT #
DATE	DATE	DATE

15.

DATE	PRINTED NAME	SIGNATURE	CONTACT #

**CAPACITY:**

	<b>DIRECTOR</b>
	<b>SECRETARY</b>
	<b>AUTHORIZED OFFICIAL</b>

16. FILED BY

<b>NAME:</b>			
<b>ADDRESS:</b>	<b>STREET</b>		
	<b>TOWN</b>		
	<b>POST OFFICE</b>		
	<b>PARISH</b>		
<b>E-MAIL ADDRESS:</b>			
<b>CONTACT NUMBER:</b>			
<b>FAX NUMBER:</b>			

17. PARTICULARS FOR DIRECTORS

NAME OF DIRECTOR	EMAIL ADDRESS	TAX REGISTRATION NUMBER

18. PARTICULARS OF SECRETARY

NAME OF SECRETARY	EMAIL ADDRESS	TAX REGISTRATION NUMBER

<b>“FOR OFFICIAL USE ONLY”</b>		
COMPANY NUMBER: _____		
FILED: _____	/	/
DAY	MONTH	YEAR

**JAMAICA**  
**THE COMPANIES ACT**  
**ARTICLES OF INCORPORATION**  
**COMPANY LIMITED BY GUARANTEE WITHOUT A SHARE CAPITAL**

**FORM 1B**  
**INSTRUCTIONS**

**GENERAL**

This document is required to be filed with the Office of the Registrar of Companies and must conform to the requirement under the Act. Where any provision required to be set out is too long for the space provided in the form, the form may incorporate the provisions by annexing a schedule in such manner as may be prescribed under the Act.

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**ARTICLES 1, 1A & 1B**

Set out the proposed company name, the company fax number and indicate whether it is a private company or a public company.

The word "Limited" must follow the proposed company name, except where a licence has been granted by the Minister pursuant to section 16 of the Companies Act.

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**ARTICLE 2**

Indicate the amount of money that each member will contribute to the assets of the association in the event that the association is wound up.

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**ARTICLE 3**

No part of the earnings of the association may be distributed to any member.

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**ARTICLE 4**

Any proposed amendment/alteration to the Articles of Incorporation must be submitted to the Minister for his approval.

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**ARTICLE 5 & 5A**

Indicate the core purpose for which the association is formed. Where other is selected specify the core purpose. The powers of the association are limited to those incidental to the purpose outlined in Item 5.

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**ARTICLE 6**

Set out the proposed number of members at the time of registration. The directors may increase this number by filing Form 5.

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**ARTICLE 7**

The registered office must be located in Jamaica. No specific address should be stated here. The registered office address will be reflected in the Notice of Address of Registered Office Form 17.

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**ARTICLES 8, 8A, 8B & 8C**

State the minimum or maximum number of directors of the association. Also set out the names, residential addresses, occupation and contact numbers of the first directors and the first company secretary.

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**ARTICLE 9**

Set out, where applicable, any restrictions on the business the association may carry on.

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**ARTICLE 9A**

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The inclusion of certain words in the proposed name will only be approved by the Registrar of Companies where the circumstances justify its use. The proposed company must set out the reason why it has included the word in the proposed name of the company. These words include

- national
- international
- bank
- insurance
- trust
- group
- standard
- blue mountain

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**ARTICLE 10**

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If there is any property remaining after the association has been wound up, it may only be distributed, or otherwise dealt with, in the manner provided in this section.

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**ARTICLE 11**

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True accounts must be kept by the association of all sums received and expended by its members, and at least once a year these accounts must be examined by a properly qualified auditor

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**ARTICLE 12**

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Any provision that is to form a part of the Articles must be set out.

For example: Articles 14-79 of Table B.

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**ARTICLE 12A**

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Any provision that is different from those contained in Table B must be set out.

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**ARTICLE 13**

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Liability of the members is limited.

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**ARTICLES 14 & 15**

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Each subscriber and witness must print his name, residential address, occupation, the amount of shares taken up, contact number, the date which it is signed and affix his signature. Each subscriber's signature must be witnessed and the date which it is witnessed must correspond with the date that the subscriber signed

If the subscriber is a company, the address shall be the registered office of the company, and the articles shall be signed by two (2) officers of the company and the company seal must be affixed.

The person forming the company may be a director or secretary of the company named herein.

Any one or more persons can form a company. Person in this context means a natural person or a legal person. Legal person includes a corporation sole, statutory corporation or company formed under the Companies Act.

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**ARTICLE 16**

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Set out the name, residential address, telephone number, fax number and email address of the person filing the form with the Registrar of Companies.

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**ARTICLE 17**

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Set out in respect to each director his/her email address and their Taxpayer Registration Number. (The Taxpayer Registration Number will be photocopied by the Registrar of Companies and returned. Individuals may, instead of bringing the Taxpayer Registration Card into the Offices of the Registrar of Companies, provide a certified copy of the same). An Attorney –at – Law, a Justice of the Peace, or a Notary Public may certify the copy of the Taxpayer Registration Number. Where the copy is certified by a Justice of the Peace or a Notary Public they must affix the relevant seal of their office.

**NOTE:** Once certified copies of the Taxpayer Registration Number have been supplied to the Registrar of Companies or the Registrar of Companies has seen the original Taxpayer Registration Card and made a copy of the same the company need only affix the number to any documents being subsequently filed.

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**ARTICLE 18**

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Set out the email address and Taxpayer Registration Number of the company secretary. (The Taxpayer Registration Number will be photocopied by the Registrar of Companies and returned. Individuals may, instead of bringing the Taxpayer Registration Card into the Offices of the Registrar of Companies, provide a certified copy of the same). (See instructions at Item 17 above in relation to Taxpayer Registration cards)

**NOTE:**

This form must be accompanied by

- A Notice of Registered Office (Form 17 )
- Notice of Appointment of Directors (Form 23 )

**THIS FORM AND THE PRESCRIBED FEE AT THE DATE OF FILING SHOULD BE DEPOSITED WITH THE REGISTRAR OF COMPANIES.**