

- New Incorporation**
(Requires Stamp Duty)
- Amended Articles**
- Adopted Articles**
- Re-registration**
(Changing from one type of a company to another)

READ INSTRUCTIONS BEFORE COMPLETING



THE COMPANIES ACT
ARTICLES OF INCORPORATION: COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
(Pursuant to sections 8 & 20 of the Companies Act)

COMPLETE THIS FORM IN BLOCK CAPITALS ONLY WITHIN THE PRESCRIBED FIELDS. PUT "N/A" IN FIELDS THAT DO NOT APPLY.

1A. NAME OF COMPANY <hr/>	The name here must be completely consistent with the name reserved in pursuance of this incorporation or where applicable, the certificate of incorporation or most recent certificate of change of name.
1B. JUSTIFICATION FOR PROPOSED NAME (if applicable) <hr/>	The use of words such as " Caribbean ", " Global " and " International " must be explained. See BRF1 form for full list of words that need justification.
1C. COMPANY TELEPHONE NUMBER <hr/>	1D. COMPANY EMAIL ADDRESS <hr/>

2. THE REGISTERED OFFICE IS LOCATED IN JAMAICA AND THE LIABILITY OF THE MEMBERS IS LIMITED

3. THIS ASSOCIATION IS FORMED EXCLUSIVELY FOR THE PROMOTION OF

Commerce
 Art
 Science
 Religion
 Charity
 Other

If OTHER, specify _____

The powers of the company are limited to those necessary to the carrying out of the main business of the company outlined in item 3 above

3A. RESTRICTIONS, IF ANY, ON THE BUSINESS THE ASSOCIATION MAY CARRY ON

You may state the activities that the association can engage in or is prohibited from engaging in.

4. COMPANY'S ARTICLES Please check the appropriate box below (ONLY ONE BOX MUST BE CHECKED)

4a. Standard Articles (Rules) from **Table B** in their entirety: **Articles 1-71** only

4b. Standard Articles (Rules) from **Table B Articles 1-35, 37-71** with **Varied Article 36** and **Additional Articles 72-77**
SEE SCHEDULE(S) _____

4c. Standard Articles (Rules) selected from **Table B (e.g. 1-30 & 32-71)**
ARTICLES _____

4d. Standard Articles (Rules) selected from **Table B** with varied and/or additional articles
ARTICLES _____
SEE SCHEDULE(S) _____

4e. Other
("Other" is to be used when you do not wish to accept the Standard Articles from Table B and wish to attach your own)
SEE SCHEDULE(S) _____

Table B of the First Schedule of the Companies Act 2004 provides standard articles (rules) for the internal management of a company limited by guarantee.

In Table B:

- Articles 1-71 detail general meetings, votes of members, directors, borrowing powers of the company, the seal, accounts and notices etc.

TO COMPLETE THIS SECTION

You may choose from Table B

- All the Rules in their entirety, exactly as they are stated; or
- All the Rules in their entirety with an additional article
- Some of the Rules

If you do not choose to select any of the options **4a** to **4d** then you *must* attach your own articles (rules) for the internal management of the company to this form and select the "**Other**" option at **4e**. You are also required to attach schedules containing the varied or additional articles which you wish to include.

Charities most often choose the option **4b**.

NOTES FOR ASSOCIATIONS WISHING TO REMOVE "LIMITED" FROM THEIR NAMES

The Minister may issue a licence which permits the removal of the word "**Limited**" from the name of the company. It is advised that an additional schedule be attached to the articles outlining how the association is to be governed and the manner in which the funds will be used for charitable purposes.

F1B FOR OFFICIAL USE ONLY COMPANY #: _____

5. **GUARANTEE/MEMBERS' LIABILITY (Mandatory)**

(Every member of the association undertakes to contribute to the assets of the association in the event of the same being wound up or closed.)

STATE THE AMOUNT IN DOLLARS: \$ _____

6. MINIMUM NUMBER OF DIRECTORS

AND/OR

6A. MAXIMUM NUMBER OF DIRECTORS

A **private company** must have at least **one director**; he/she cannot also be the company secretary. A **public company** must have a minimum of **three (3) directors**; two of them however should not be employed by the company or any of its affiliates.

7. PARTICULARS OF DIRECTORS

DIRECTOR 1 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME				<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT			
	TOWN	POST OFFICE/POSTAL CODE		
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY		
OCCUPATION		CONTACT		

DIRECTOR 2 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME				<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT			
	TOWN	POST OFFICE/POSTAL CODE		
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY		
OCCUPATION		CONTACT		

DIRECTOR 3 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME				<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT			
	TOWN	POST OFFICE/POSTAL CODE		
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY		
OCCUPATION		CONTACT		

DIRECTOR 4 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME				<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT			
	TOWN	POST OFFICE/POSTAL CODE		
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY		
OCCUPATION		CONTACT		

DIRECTOR 5 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME				<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT			
	TOWN	POST OFFICE/POSTAL CODE		
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY		
OCCUPATION		CONTACT		

DIRECTOR 6 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME				<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT			
	TOWN	POST OFFICE/POSTAL CODE		
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY		
OCCUPATION		CONTACT		

DIRECTOR 7 (Where the director is an individual the name must be represented as FIRST MIDDLE LAST)

FULL NAME				<input type="checkbox"/> SAME AS COMPANY SECRETARY
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT			
	TOWN	POST OFFICE/POSTAL CODE		
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY		
OCCUPATION		CONTACT		

_____ Continuation page(s) attached

8. PARTICULARS OF COMPANY SECRETARY (Where the secretary is an individual the name must be represented as FIRST MIDDLE LAST (Where one of the named directors has been identified as the company secretary, this item does not need to be completed.)

FULL NAME				
FULL ADDRESS or REGISTERED OFFICE ADDRESS	STREET/DISTRICT			
	TOWN	POST OFFICE/POSTAL CODE		
	PARISH/COUNTY/STATE/PROVINCE	COUNTRY		
OCCUPATION		CONTACT		

9. PROPOSED NUMBER OF MEMBERS AT THE TIME OF INCORPORATION

10. PARTICULARS OF INDIVIDUAL SUBSCRIBERS

SUBSCRIBER PARTICULARS	SUBSCRIBER 1	SUBSCRIBER 2	SUBSCRIBER 3	SUBSCRIBER 4
NAME				
ADDRESS				
OCCUPATION				
SIGNATURE				
DATE				
WITNESS PARTICULARS	WITNESS FOR SUBSCRIBER 1	WITNESS FOR SUBSCRIBER 2	WITNESS FOR SUBSCRIBER 3	WITNESS FOR SUBSCRIBER 4
BY (NAME OF WITNESS)				
WITNESSED AT (LOCATION/ADDRESS)				
SIGNATURE				
DATE				

If a subscriber and a witness are located in different countries, 'while on visit' must be selected.

While on Visit

While on Visit

While on Visit

While on Visit

_____ Continuation page(s) attached

F1B FOR OFFICIAL USE ONLY COMPANY #:

11. PARTICULARS OF COMPANY SUBSCRIBERS

COMPANY PARTICULARS

COMPANY NAME		
COMPANY REGISTERED OFFICE ADDRESS /OTHER ADDRESS		
OFFICER PARTICULARS	OFFICER 1	OFFICER 2
OFFICER NAME		
OFFICE HELD IN COMPANY		
SIGNATURE		
DATE		
WITNESS PARTICULARS	WITNESS FOR OFFICER 1	WITNESS FOR OFFICER 2
WITNESSED BY (NAME OF WITNESS)		
WITNESSED AT (LOCATION/ ADDRESS)		
SIGNATURE		
DATE		

SEAL

While on Visit

While on Visit

If an officer and a witness are located in different countries, 'while on visit' must be selected.

_____ Continuation page(s) attached

12. DECLARATION OF ACCURACY OF PRESENTED INFORMATION

To the best of my knowledge, information and belief, I hereby certify the contents of this form to be accurate.

NAME OF DECLARANT		CAPACITY	<input type="checkbox"/> Director <input type="checkbox"/> Secretary <input type="checkbox"/> Authorised Official
SIGNATURE OF DECLARANT		DATE	

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BLANK.**

**13. FILED BY
PARTICULARS OF INDIVIDUAL/COMPANY FILING THE FORM WITH THE COMPANIES OFFICE OF JAMAICA**

NAME:	_____
COMPLETE ADDRESS:	_____
EMAIL ADDRESS:	_____
CONTACT NUMBER:	_____

14. ADDITIONAL PARTICULARS OF DIRECTORS

NAME OF DIRECTOR	TAXPAYER REGISTRATION NUMBER	EMAIL
1.		
2.		
3.		
4.		
5.		
6.		

15. ADDITIONAL PARTICULARS OF COMPANY SECRETARY

NAME OF SECRETARY	TAXPAYER REGISTRATION NUMBER	EMAIL