



FORM 31B



READ INSTRUCTIONS BEFORE COMPLETING

NEW REGISTRATION
AMENDED

CO # _____

Reason for amendment:

THE COMPANIES ACT OF JAMAICA PARTICULARS OF OVERSEAS COMPANY WITHOUT SHARE CAPITAL

*(Pursuant to sections 363(1) and 365(1)
of the Companies Act 2004)*

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

1A. NAME OF COMPANY		ITEM 1A: The full name of the company should be stated at Item 1A. The name here must be completely consistent with the name on the company's Certificate of Registration or Incorporation, or, in the case of a name change, any Certificate of Name Change.
1B. TYPE OF COMPANY	Private Public	ITEM 1B: Item 1B must be completed to indicate whether the company is privately or publicly traded.
1C. COUNTRY OF INCORPORATION		ITEMS 1C: Item 1C refers to the place where the company was originally incorporated.
1D. COMPANY TELEPHONE NUMBER		ITEM 1D and 1E: Item 1D and 1E are not mandatory, however, if provided must be completed in full. For example, Item 1D must reflect a legitimate 10 digit telephone number and Item 1E must contain the relevant domain ending, such as 'gmail.com' or 'yahoo.com'.
1E. COMPANY EMAIL ADDRESS		

2. LOCATION OF COMPANY'S REGISTERED OFFICE IN THE PLACE OF INCORPORATION

STREET OR DISTRICT			ITEM 2: The address stated at Item 2 should be the physical location of the company in the country it was incorporated in.
TOWN			
POST OFFICE / POSTAL CODE			
STATE/COUNTY/ PARISH	COUNTRY		

2A. MAILING ADDRESS OF COMPANY IN THE PLACE OF INCORPORATION

STREET OR DISTRICT			ITEM 2A: The address stated at Item 2A should be the mailing address of the company, that is, the address where company mail is sent to and from, in the country it was incorporated in.
TOWN			
POST OFFICE / POSTAL CODE			
STATE/COUNTY/ PARISH	COUNTRY		



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3. LOCATION OF ESTABLISHED PLACE OF BUSINESS IN JAMAICA

STREET OR DISTRICT		ITEM 3: The address stated at Item 3 should be the physical location of the branch of the company being established in Jamaica.
TOWN		
POST OFFICE / POSTAL CODE		
PARISH		

3A. MAILING ADDRESS IN JAMAICA

STREET OR DISTRICT		ITEM 3A: The address stated at Item 3A should be the mailing address of the company, that is, the address where company mail is sent to and from, in Jamaica.
TOWN		
POST OFFICE / POSTAL CODE		
PARISH		

4. NAME AND ADDRESS OF AGENT AUTHORISED TO ACCEPT SERVICE OF PROCESS IN JAMAICA

NAME OF AGENT		ITEM 4: The information stated at Item 4 can be for a company or natural person. A business name cannot be placed here as it does not have legal personality.
STREET OR DISTRICT		
TOWN		
POST OFFICE		
PARISH		
EMAIL/FAX		



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5. PARTICULARS OF DIRECTORS

(In the case of an LLC, the Managers should be stated. In the case of any other entity, the equivalent to a Director should be stated.)

DIRECTOR 1 This person is a director

FULL NAME:			NATIONALITY:		ITEM 5: Item 5 requires the information on the Directors of the company, however, where the entity does not have Directors then a position with equivalent authority or responsibility as a Director may be stated. For example, an LLC has Managers not Directors, in such a case item 5 would be populated with information on the Managers.
FULL ADDRESS OR REGISTERED OFFICE ADDRESS:	STREET/DISTRICT:				
	TOWN:		POST OFFICE/POSTAL CODE:		
	PARISH/COUNTY/STATE/PROVINCE:		COUNTRY:		
OCCUPATION:			CONTACT:		

DIRECTOR 2 This person is a director

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

DIRECTOR 3 This person is a director

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



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DIRECTOR 4 This person is a director

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

DIRECTOR 5 This person is a director

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

_____ Continuation page(s) attached

6. PARTICULARS OF COMPANY SECRETARY

(Where the Secretary is an individual the name must be represented as FIRST MIDDLE LAST)

Where the company does not and is not required to have a Company Secretary, this section does not have to be completed.

FULL NAME:			NATIONALITY:		ITEM 6: Where a company or an incorporated entity does not have a Company Secretary, this section may be left blank.
FULL ADDRESS or REGISTERED OFFICE ADDRESS:	STREET/DISTRICT:				
	TOWN:		POST OFFICE/POSTAL CODE:		
	PARISH/COUNTY/STATE/PROVINCE:		COUNTRY:		
OCCUPATION:			CONTACT:		



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ITEM 7: Item 7 should be completed by listing all the members of the company who are natural individuals. This excludes any corporate members.

7. LIST OF CURRENT MEMBERS WHO ARE NATURAL INDIVIDUALS

All the members who are natural persons must be listed in this section. If a member that is listed in this section is a beneficial owner, please indicate this.

Members are those legal persons whose names have been entered in the company's Register of Members. In a company with shares, these persons will also tend to be shareholders.

MEMBER 1

NAME (For individuals: FIRST MIDDLE LAST)	ADDRESS	NATIONALITY	OCCUPATION

MEMBER 2

NAME (For individuals: FIRST MIDDLE LAST)	ADDRESS	NATIONALITY	OCCUPATION

MEMBER 3

NAME (For individuals: FIRST MIDDLE LAST)	ADDRESS	NATIONALITY	OCCUPATION

MEMBER 4

NAME (For individuals: FIRST MIDDLE LAST)	ADDRESS	NATIONALITY	OCCUPATION

_____ Continuation page(s) attached



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Members are those legal persons whose names have been entered in the company's Register of Members. In a company with shares, these persons will also tend to be shareholders.

Beneficial owners in relation to the company refers to the natural person who owns 25% or more of shares, or has ultimate effective control, or who is in a position to determine the policy of the company; in relation to shares the natural person on whose behalf the shares are held or on whose behalf a share transaction is conducted.

8. LIST OF CURRENT MEMBERS WHO ARE COMPANIES

If a company is a member, then the beneficial owner(s) of this corporate shareholder must be specified.

NAME OF COMPANY 1	ADDRESS	COUNTRY OF INCORPORATION	DATE OF INCORPORATION
NAME OF COMPANY 2	ADDRESS	COUNTRY OF INCORPORATION	DATE OF INCORPORATION
NAME OF COMPANY 3	ADDRESS	COUNTRY OF INCORPORATION	DATE OF INCORPORATION

ITEM 8: Item 8 should be completed by listing all the members of the company that are companies.

_____ Continuation page(s) attached

9. 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	Director	Secretary	Authorised Official	Member
SIGNATURE OF DECLARANT			DATE (dd/mm/yyyy)	

ITEM 9: Item 9 is the Declaration section of the Form. By signing this section the signatory is declaring that all the information stated on this Form is true to the best of his/her knowledge, information and belief.



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FILED BY

10. PARTICULARS OF INDIVIDUAL/COMPANY FILING THE FORM WITH THE COMPANIES OFFICE OF JAMAICA

FIRST NAME:		LAST NAME:	
ADDRESS:	STREET:		
	TOWN:		
	POST OFFICE:		
	PARISH:		
E-MAIL ADDRESS:			
CONTACT NUMBER:			
FAX NUMBER:			

ITEM 10: Item 10 requires information on the person who files this form at the Companies Office. For example, if the company being registered on this form had the form prepared and filed by its Attorney then item 10 would reflect the personal details of that Attorney.

11. ADDITIONAL PARTICULARS OF DECLARANT

NAME OF DECLARANT	TAXPAYER REGISTRATION NUMBER <small>(WHERE THERE IS NONE, USE OTHER GOVERNMENT ID NUMBER, VOTER'S ID NUMBER, PASSPORT NUMBER OR DRIVER'S LICENSE NUMBER)</small>	EMAIL ADDRESS

ITEM 11: Item 11 requires further information on the person who signs as Declarant at item 11.

12. ADDITIONAL PARTICULARS OF INDIVIDUAL MEMBERS

NAME OF INDIVIDUAL MEMBER	TAXPAYER REGISTRATION NUMBER <small>(WHERE THERE IS NONE, USE OTHER GOVERNMENT ID NUMBER, VOTER'S ID NUMBER, PASSPORT NUMBER OR DRIVER'S LICENSE NUMBER)</small>	DATE OF BIRTH
1.		
2.		
3.		
4.		
5.		

ITEM 12: The Companies (Amendment) Act 2021 and the Companies Amendment rules 2021 both require additional personal information on members and beneficial owners. Item 12 must be completed to satisfy the requirements of these laws.



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THE COMPANIES ACT OF JAMAICA
PARTICULARS OF OVERSEAS COMPANY WITHOUT SHARE CAPITAL
FORM 31B

INSTRUCTIONS

GENERAL

This document is required to be filed at the Companies Office of Jamaica and must conform to the requirements under the Companies Act of Jamaica and subsequent Amendments made thereto.

Where any provision required to be set out is too long for the space provided in the form, a schedule may be appended to the form. This schedule must be labeled appropriately, for example, 'Schedule A' or 'Schedule B' and where alphanumeric characters are used to label a schedule(s), same must be done in ascending order.

ITEMS 1A – 1E

ITEM 1A: The full name of the company should be stated at item 1A. The name here must be completely consistent with the name on the company's Certificate of Registration or Incorporation, or, in the case of a name change, any Change of Name Certificate.

ITEM 1B: Item 1B must be completed to indicate whether the company is privately or publicly traded.

ITEM 1C: Item 1C refers to the place where the company was originally incorporated.

ITEM 1D and 1E: Items 1D and 1E are not mandatory, however, if provided must be completed in full. For example, item 1D must reflect a legitimate 10 digit telephone number and item 1E must contain the relevant domain ending, such as 'gmail.com' or 'yahoo.com'.

ITEM 2 – 2A

ITEM 2: The address stated at item 2 should be the physical location of the company in the country it was incorporated in.

ITEM 2A: The address stated at Item 2A should be the mailing address of the company, that is, the address where company mail is sent to and from, in the country it was incorporated in.

ITEM 3 – 3A

ITEM 3: The address stated at Item 3 should be the physical location of the branch of the company being established in Jamaica.

ITEM 3A: The address stated at Item 3A should be the mailing address of the company, that is, the address where company mail is sent to and from, in Jamaica.

ITEM 4

ITEM 4: The information stated at item 4 can be for a company or natural person. A business name cannot be placed here as it does not have legal personality.



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ITEM 5

ITEM 5: Item 5 requires the information on the Directors of the company, however, where the entity does not have Directors then a position with equivalent authority or responsibility as a Director may be stated. For example, an LLC has Managers not Directors, in such a case item 5 would be populated with information on the Managers.

ITEM 6

ITEM 6: Where a company or an incorporated entity does not have a Company Secretary, this section may be left blank.

ITEM 7

ITEM 7: Item 7 should be completed by listing all the members of the company who are natural individuals. This excludes any corporate members.

ITEM 8

ITEM 8: Item 8 should be completed by listing all the members of the company that are companies.

ITEM 9

ITEM 9: Item 9 is the Declaration section of the Form. By signing this section the signatory is declaring that all the information stated on this Form is true to the best of his/her knowledge, information and belief.

ITEM 10 - 11

ITEM 10: Item 10 requires information on the person who files this form at the Companies Office. For example, if the company being registered on this form had the form prepared and filed by its Attorney then item 10 would reflect the personal details of that Attorney.

ITEM 11: Item 11 requires further information on the person who signs as Declarant at item 11.