



contact us

Companies Office
of Jamaica



1 Grenada Way
Kingston 5

Tel: 908 - 4419-24
Fax: 908 - 4425 / 960 - 7152

Email: info@orcjamaica.com
Website: www.orcjamaica.com

WHO IS A DIRECTOR?

Directors act on behalf of a company as it is not a natural person.

WHO IS A DIRECTOR?

A person who, either by himself or with others forming a board of directors controls the affairs of a company and carries out the company's various obligations. This definition includes any person occupying the position of director by whatever name called. This means that directors are now defined by action, not just title.

- Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, including, but not limited to his general knowledge, skill and experience .

As a director, you are obliged to know what is happening in your company, and to make decisions carefully, even if this means seeking expert advice.

WHAT IS THE FUNCTION OF A DIRECTOR?

Directors act on behalf of a company as it is not a natural person .

How many directors does a company need?

- A private company must have at least one director
- A public company must have at least three, at least two of whom are not employed to the company or any of its affiliates

How are directors appointed or removed?

The Articles of each company will set out the internal procedure for appointment or removal of its directors, however In order to register the appointment or removal of a director, Notice of Appointment of/Change of Directors (Form 23) must be filed with the Companies Office of Jamaica within 14 days of the appointment or removal.

WHAT IS EXPECTED OF ME AS A DIRECTOR?

Section 174 of the Companies Act indicates that a director has a duty to :-

- Act honestly and in good faith with a view to the best interest of the company



WHAT HAPPENS IF I FAIL TO DO MY DUTIES AS A DIRECTOR?

- Internally, you can be removed from the board using the procedure outlined in the company's Articles.
- The company can be sued under the Companies Act for failing to file documents required under the Act. If this is done, you may be held liable for the company's failure and ordered to file the documents.
- Your shareholders, other members of the Board or the Registrar of Companies can apply for you to be disqualified as a director by the Court.

ADVICE FOR DIRECTORS

- Whether or not you are involved in the day-to-day activities of the company, keep informed about the company's business and obligations.
- Prepare for and attend Board Meetings
- Appoint a Secretary who is well versed in the company's statutory obligations and ensure that these are complied with regularly and on time.
- Familiarize yourself with the company's obligations.