

No. of company \_\_\_\_\_

VANUATU  
COMPANIES ACT

**ANNUAL RETURN OF A COMPANY NOT HAVING A SHARE CAPITAL**

*Pursuant to sections 128 to 130*

Name of company \_\_\_\_\_ Limited

Presented by \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Annual return of \_\_\_\_\_ Limited made up to the \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_  
(being the fourteenth day after the date of the annual general meeting for the year 20\_\_\_\_).

1. Address  
(Address of the registered office of the company)

2. Situation of registers of members and debenture-holders

- (a) (Address of place at which the register of members is kept, if other than the registered office of the company.)
- (b) (Address of any place in Vanuatu other than the registered office of the company at which is kept any register of holders of debentures of the company or any duplicate of any such register or part of any such register which is kept outside Vanuatu.)

3. Total amount of indebtedness of the company in respect of all mortgages and charges which are required to be registered with the registrar of companies under the Companies Act. VT \_\_\_\_\_

4. *Particulars of directors and secretaries*

*Particulars of the persons who are directors\* of the company at the date of this returns*

1. Name (In the case of an individual, present full names. In the case of a corporation, the corporate name)	2. Any former full names+	3. Nationality	4. Usual residential address (In the case of a corporation, the registered or principal office)	5. Business occupation and particulars of other directorships §

*Particulars of the person who is secretary of the company at the date of this return*

1. Name (In the case of an individual, present full names. + In the case of a corporation, the corporate name)	2. Any former full names	3. Usual residential address (In the case of a corporation, the registered or principal office)

(Signed) \_\_\_\_\_ (director)

(Signed) \_\_\_\_\_ (secretary)

*Notes*

\* "director" includes any person who occupies the position of a director by whatsoever name called, and any person in accordance with whose directions or instructions the directors of the company are accustomed to act.

+ "Former full names" do not include -

- (a) in the case of any person, a former name or surname where that name or surname was changed or disused before the person bearing the name attained the age of 18 years or has been changed or disused for a period of not less than 20 years; or
- (b) in the case of a married woman the name or surname by which she was known previous to the marriage.

§ Directorships. The names of all bodies corporate incorporated in Vanuatu of which the director is also a director should be given, except bodies corporate of which the company making the return is the wholly-owned subsidiary or bodies corporate which are the wholly-owned subsidiaries either of the company or of another company of which the company is the wholly-owned subsidiary. A body corporate is deemed to be the wholly-owned subsidiary of another if it has no members except that other and that other's wholly-owned subsidiaries and its or their nominees. If the space provided in the form is insufficient, particulars of other directorships should be listed on a separate statement attached to this return.

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**CERTIFICATES AND OTHER DOCUMENTS ACCOMPANYING ANNUAL RETURN**

*Certified copies of accounts*

There must be annexed to this return a written copy, certified both by a director and by the secretary of the company to be a true copy, of every balance sheet laid before the company at its annual general meeting during the period to which this return relates (including every document required by law to be annexed to the balance sheet) and a copy (certified as aforesaid) of the report of the auditors on, and of the report of the directors accompanying, each such balance sheet. If any such balance sheet or document required by law to be annexed thereto is in a foreign language there must also be annexed to that balance sheet a translation in English or French of the balance sheet or document certified in the prescribed manner to be a correct translation. If any such balance sheet as aforesaid or document required by law to be annexed thereto did not comply with the requirements of the law as in force at the date of the audit with respect to the form of balance sheets or documents aforesaid, as the case may be, there must be made such additions to and corrections in the copy as would have been required to be made in the balance sheet or document in order to make it comply with the said requirements, and the fact that the copy has been so amended must be stated thereon.

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