



REPUBLIC OF VANUATU

COMPANIES ACT NO. 25 OF 2012

Companies Regulations Order No. 114 of 2015

Arrangement of Sections

PART 1 – PRELIMINARY	3
1 Interpretation.....	3
2 Office hours	3
PART 2 – FORMS, FEES AND GENERAL REQUIREMENT OF DOCUMENTS	4
3 Forms	4
4 Fees	4
5 Penalties	4
6 General requirements for documents	5
PART 3 – ANNUAL REPORT AND FINANCIAL STATEMENTS.....	6
Division 1 - Annual report (Section 55 Companies Act 2012)	6
7 Contents of annual report for public companies	6
Division 2 - Financial statements	6
8 Form of financial statements.....	6
PART 4 – OVERSEAS COMPANIES	8
9 Certificate of good standing.....	8
PART 5 – RE-REGISTRATION	9

10	Re-registration under section 209	9
11	Commencement	9

SCHEDULE 1 **10**

Form 1 Application for registration of a company.....	10
Form 2 Application of public company to become a private company	14
Form 3 Application of private company to become a public company	16
Form 4 Application of private company to become a community company	18
Form 5 Application to change name of company	20
Form 6 Notice of adoption or alteration of rules.....	22
Form 7 Notice of change of registered office	24
Form 7A Notice of change of postal address	26
Form 8 Notice of issue of shares	28
Form 9 Notice of acquisition by company of own shares.....	30
Form 10 Notice of redemption by company of shares.....	32
Form 11 Notice of transfer of shares in company	34
Form 11A Notice of change of shareholder particulars	36
Form 12 Notice of change of directors and particulars of directors	38
Form 13 Notice of location or change in location of company records.....	42
Form 14 Annual return.....	45
Form 15 Application for registration of amalgamation proposal.....	49
Form 15A Consent and certificate of director of amalgamated company	54
Form 15B Court ordered amalgamation	56
Form 16 Request to remove company from the register.....	61
Form 17 Application for restoration for failure to File Annual Return	63
Form 18 Application for registration of overseas company on the Vanuatu register.....	65
Form 19 Notice of change of name of overseas company	68
Form 20 Notice of change in directors or particulars of directors of overseas company	69
Form 21 Notice of change of principal place of business of overseas company	72
Form 22 Notice of change of postal address of overseas company	74
Form 23 Notice of change in persons authorised to accept service for overseas company	75
Form 24 Annual return of overseas company	78
Form 25 Notice by overseas company of intention	80
Form 26 Application for re-registration.....	82
Form 27 Application for re-registration of an.....	86

SCHEDULE 2 **89**

PART 1 89

Table of fees payable to Registrar of Companies	89
---	----

PART 2 91

Penalties	91
-----------------	----

REPUBLIC OF VANUATU

COMPANIES ACT NO. 25 OF 2012

Companies (Forms and Fees) Regulation Order No. 114 of 2015

In exercise of the powers conferred on me by subsection 207(1) of the Companies Act No. 25 of 2012, I, the Honourable WILLIE JIMMY TAPANGARARUA Minister of Finance and Economic Management, make the following Regulation.

To provide for forms and fees for the administration of companies and to prescribe reporting requirements.

PART 1 – PRELIMINARY

1 Interpretation

In this Regulation, unless the contrary intention appears:

Act means the Companies Act No. 25 of 2012;

director includes a person occupying the position of director of the company by whatever name called but does not include a receiver;

Registrar means the Registrar of Companies appointed under section 170 of the Act;

2 Office hours

The office of the Registrar of Companies is to be open to the public for the transaction of business on every working day, with the exception of Public Holidays, during such hours as the Registrar fixes from time to time, either generally or in any particular case.

PART 2 – FORMS, FEES AND GENERAL REQUIREMENT OF DOCUMENTS

3 Forms

- (1) The prescribed forms are set out in Schedule 1.
- (2) All directors of companies must:
 - (a) provide the Registrar with a valid email address and mobile phone number for the purposes of receiving notifications by the office of the Registrar; and
 - (b) notify the registrar of any changes to the email address or mobile phone number.
- (3) All directors and shareholders who are not citizens of Vanuatu must provide a copy of their passport when incorporating a company or when requested to do so by the Registrar.

4 Fees

- (1) The prescribed fees are set out in Part 1 of Schedule 2.
- (2) All prescribed fees required to be paid under this Regulation must be paid to the Registrar.

5 Penalties

- (1) Where an applicant fails to deliver to the Register any document within the time required under the Act, that applicant is liable to pay a fine as set out in Part 2 of Schedule 2.
- (2) Despite subclause 5(1), the Registrar may waive wholly or partly the fine under subclause (1) where:
 - (a) the Registrar is satisfied that the omission to deliver the document within the time limit was due to an oversight; or
 - (b) it is just and equitable to do so.
- (3) Subject to subclause (2), the Registrar may require a person referred to in subsection 150(3) of the Act to pay outstanding fees and penalties prior to restoring a company to the Vanuatu register under subsection 150(1).

6 General requirements for documents

- (1) All documents prepared to be registered or to be delivered, sent, or forwarded to the Registrar must be easily readable.
- (2) If a document is required to be signed:
 - (a) the signature must be an original signature; and
 - (b) the name of the signatory must be clearly typed, printed, stamped, or written adjacent to the original signature.
- (3) The Registrar may accept documents in electronic form, and may determine the requirements, including any requirements in respect of signature that applies in respect of documents provided in electronic form.
- (4) Subclauses (1) and (2), and clause 5 apply to documents provided in electronic form subject to any modifications determined by the Registrar.

PART 3 – ANNUAL REPORT AND FINANCIAL STATEMENTS

Division 1 - Annual report (Section 55 Companies Act 2012)

7 Contents of annual report for public companies

- (1) Every annual report for a public company must state:
 - (a) in respect of each director or former director of the company, the total of the remuneration and the value of other benefits received by that director or former director of the company during the accounting period; and
 - (b) the total amount of donations made by the company during the accounting period; and
 - (c) the amounts payable by the company to the person or firm holding office as auditor of the company as audit fees and as a separate item, fees payable by the company for other services provided by that person or firm.
- (2) A company that is required to include group financial statements in its annual report must include, in relation to its subsidiaries, the information specified in subclause (1).
- (3) Despite subclauses (1), the annual report of a company may not be in compliance with paragraphs (1)(a) to (c) if, and to the extent that, shareholders unanimously resolve that the report should not comply with such provisions.

Division 2 - Financial statements

8 Form of financial statements

- (1) All financial statements of a company prepared for the purposes of the Act:
 - (a) must comply with the International Accounting Standards, as amended from time to time by the relevant international governing body overseeing those standards or if the financial statements of a public company do not comply with international accounting standards, must state how and why the financial statements do not comply with those accounting standards; and

-
- (b) may contain any other information that the board of the company considers to be appropriate for inclusion in the financial statements.
- (2) Where a company must comply with sections 126-129 of the Act, the Company must provide a copy of the audited financial statements of the company to the Registrar within 30 days of the audited statements and audit report being provided to the company.

PART 4 – OVERSEAS COMPANIES

9 Certificate of good standing

Where an application for registration of an overseas company is completed under the Act the application must be accompanied by a certificate of good standing or equivalent document which indicates the country in which the overseas company has been incorporated.

PART 5 – RE-REGISTRATION

10 Re-registration under section 209

A certificate of re-registration of a company may take the form of a certificate of incorporation provided that the certificate refers to the company's date of re-registration.

11 Commencement

This Regulation commences on 31 August 2015.

Made at Port Vila this 28 day of 08, 2015



Honourable WILLIE JIMMY TAPANGARARUA
Minister of Finance and Economic Management



SCHEDULE 1

(Regulation 4)

FORMS

Form 1 | Application for registration of a company

Section 6 Companies Act 2012

Note

If there is insufficient space on the form to supply the required information, attach a separate sheet containing the information set out in the prescribed format.

The information on this form must be either typewritten or printed legibly.

Name of proposed company

1. Company Type

Private
Community Company

Company

Public

Company

2. Do the model rules apply to the proposed company?

Yes

No

Model rules for private companies, single shareholder private companies, public companies, and community companies are contained in Schedules 1, 2, 3, and 4 of the Companies Act 2012. If model rules do not apply, you must attach a copy of the company's rules (these were known as the Articles of Association under the old company law).

3. Addresses

Address of registered office

Must be a physical address in Vanuatu. Must not be a PO Box or Private Bag address.

Province or Municipality:

Postal address

Where communications from the Registrar may be sent (eg PO Box). May be the same as the registered office only if the postal service delivers to that address.

Province or Municipality:
Email address:

4. Directors

The following persons (at least one of which must be a natural person) are the directors of the proposed company. All of the following named directors have consented to act in that capacity. *Note: If there are more than three directors, attach a separate sheet containing the information set out in the prescribed format.*

SCHEDULE 1 SCHEDULE 1
FORMS

Full legal name: Physical address: Postal address: Mobile Phone:	Registration number (if a registered entity): Email: Gender (if a natural person): Nationalities/jurisdictions:
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5. Shareholders

The following person(s) are the shareholder(s) of the proposed company. The Applicant attests that the person(s) shown as shareholder(s) has/have consented to act in this capacity.

Instructions for completing shareholder information

Full legal name: Physical address: Postal address: Mobile Phone:	Registration number (if a registered entity): Email: Gender (if a natural person): Nationalities/jurisdictions:
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Full legal name: Physical address: Postal address: Mobile Phone:	Registration number (if a registered entity): Email: Gender (if a natural person): Nationalities/jurisdictions:
---	--

1. If there are more than three shareholders, attach a separate sheet containing the information set out in the prescribed format. All names should be written in BLOCK letters.
2. If the shareholder is a natural person, provide their first name followed by their surname. If the shareholder is a registered entity (such as another company), provide the entity name and registration number.
3. If shares are jointly held, provide the particulars of each shareholder within a single box below. Separate the details with a comma.

Number of shares: Name(s) of shareholder(s):	Registration number (if a registered entity): Gender (if a natural person): Nationality/jurisdiction of shareholder:
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SCHEDULE 1 SCHEDULE 1
FORMS

Number of shares:	Registration number (if a registered entity):
Name(s) of shareholder(s):	Gender (if a natural person):
	Nationality/jurisdiction of shareholder:

Number of shares:	Registration number (if a registered entity):
Name(s) of shareholder(s):	Gender (if a natural person):
	Nationality/jurisdiction of shareholder:

Total number of shares:

Is there more than one class of shares for this company?

Yes

No

If yes, attach a separate sheet that sets out the particulars of the different classes of shares.

6. Community Company

If the proposed company is a community company, please provide a statement describing the community interest

A community interest is an interest which benefits the community and which a reasonable person might consider that it is being carried on for the benefit of the community.

7. Applicant(s)

Where there is more than one applicant, each must provide their full legal name and postal address. As email will be the main form of communication, please provide a regularly used email address. In the case of a natural person, please give first name(s) following by surname in BLOCK letters.

Full legal name of applicant:	
Postal address of applicant:	Signature:
.....	
Email address of applicant:	Date (dd/mm/yyyy):

Full legal name of applicant:	
Postal address of applicant:	Signature:
.....	
Email address of applicant:	Date (dd/mm/yyyy):

SCHEDULE 1 SCHEDULE 1
FORMS

Please indicate (circle or underline) the primary sectors your company operates in:

- Agriculture, forestry, and fishing
- Mining and quarrying
- Manufacturing
- Electricity, gas, steam, and air conditioning supply
- Water supply; sewerage, waste management, and remediation activities
- Construction
- Wholesale and retail trade; repair of motor vehicles and motorcycles
- Transportation and storage
- Accommodation and food service activities
- Information and communication
- Financial and insurance activities
- Real estate activities
- Professional, scientific, and technical activities
- Administrative and support service activities
- Public administration and defence; compulsory social security
- Education
- Human health and social work activities
- Arts, entertainment, and recreation
- Other service activities
- Activities of households as employers; undifferentiated goods- and services-producing activities of households for own use
- Activities of extraterritorial organizations and bodies

9. Lodged by

Name:
Address:

Other contact details:

Telephone:
Email (optional):

10. Checklist

The following must accompany this form:

- A copy of the company rules, if they differ from the model rules in the Schedules to the Companies Act 2012.
Notes: You do not need to submit a copy if the company's rules are the model rules.
- The prescribed fee
- Identification of directors (who are natural persons) [if they are non-citizens of Vanuatu]

Please deliver documents to Vanuatu Financial Services Commission, Companies House, Rue Bougainville, PMB 9023, Port Vila, Efate, Vanuatu

Form 2 | Application of public company to become a private company

Section 9 Companies Act 2012

Note

If there is insufficient space on the form to supply the required information, attach a separate sheet containing the information set out in the prescribed format.

The information on this form must be either typewritten or printed legibly.

1. Name of existing company

2. Existing company number

3. The existing public company applies to become a private company:

Yes No

4. Do the model rules apply to the proposed private company?

Yes No

Model rules for private companies are contained in the Schedules Companies Act 2012. If model rules do not apply, you must attach a copy of the company's rules (these were known as the Articles of Association under the old company law).

5. Shareholders

By submitting this form, the company confirms that there are no more than 50 shareholders of the company.

6. Applicant(s)

Where there is more than one applicant, each must provide their full legal name and postal address. As email will be the main form of communication, please provide a regularly used email address.

7. Lodged by

Full legal name of applicant (being the name of the public company):	
Postal address of applicant:	Signature (of director/directors):
Email address of applicant:	Date (dd/mm/yyyy):
Address:	Telephone:
	Email (optional):

8. Checklist

The following must accompany this form:

- A copy of the company rules, if they differ from the model rules in the Schedules to the Companies Act 2012.
Notes: This must be certified, by at least one applicant, as the rules of the company. You do not need to submit a copy if the company's rules are the model rules.
- The prescribed fee

Please deliver documents to Vanuatu Financial Services Commission, Companies House, Rue Bougainville, PMB 9023, Port Vila Efate, Vanuatu

Form 3 | Application of private company to become a public company

Section 9 Companies Act 2012

Note

If there is insufficient space on the form to supply the required information, attach a separate sheet containing the information set out in the prescribed format.

The information on this form must be either typewritten or printed legibly.

1. Name of existing company

2. Existing company number

3. The existing private company applies to become a public company:

Yes No

4. Do the model rules apply to the proposed public company? Yes No

Model rules for private companies are contained in the Schedules Companies Act 2012. If model rules do not apply, then you must attach a copy of the company's rules (these were known as the Articles of Association under the old company law).

5. Applicant(s)

Where there is more than one applicant, each must provide their full legal name and postal address. As email will be the main form of communication, please provide a regularly used email address. In the case of a natural person, please give first name(s) following by surname in BLOCK letters.

Full legal name of applicant (being the name of the private company):	
Postal address of applicant:	Signature (of director/directors):
Email address of applicant:	Date (dd/mm/yyyy):

6. Lodged by

Name:
Address:

Other contact details:

Telephone:
Email (optional):

7. Checklist

The following must accompany this form:

- A copy of the company rules, if they differ from the model rules in the Schedules to the Companies Act 2012.
Notes: This must be certified, by at least one applicant, as the rules of the company. You do not need to submit a copy if the company's rules are the model rules.

SCHEDULE 1 SCHEDULE 1
FORMS

The prescribed fee

Please deliver documents to Vanuatu Financial Services Commission, Companies House, Rue Bougainville, PMB 9023,
Port Vila Efate, Vanuatu

Form 4 | Application of private company to become a community company

Section 9 Companies Act 2012

Note

If there is insufficient space on the form to supply the required information, attach a separate sheet containing the information set out in the prescribed format.

The information on this form must be either typewritten or printed legibly.

1. Name of existing company

2. Existing company number

3. The existing private company applies to become a community company and confirms its principal objective is to promote the community interest:

Yes No

4. Do the Model Rules apply to the proposed community company?

Yes No

Model rules for private companies are contained in the Schedules Companies Act 2012. If model rules do not apply, you must attach a copy of the company's rules (these were known as the Articles of Association under the old company law).

5. Community Company

If the proposed company is a community company, please provide a statement of community interest:

A community interest is an interest which benefits the community and which a reasonable person might consider that it is being carried on for the benefit of the community.

Full legal name of applicant (being the name of the private company):	
Postal address of applicant:	Signature (of director/directors):
Email address of applicant:	Date (dd/mm/yyyy):

6. Applicant(s)

Where there is more than one applicant, each must provide their full legal name and postal address. As email will be the main form of communication, please provide a regularly used email address. In the case of a natural person, please give first name(s) following by surname in BLOCK letters.

SCHEDULE 1 SCHEDULE 1
FORMS

7. Lodged by

Name:
Address:

Other contact details:

Telephone:

Email (optional):

8. Checklist

The following must accompany this form:

- A copy of the company rules, if they differ from the model rules in the Schedules to the Companies Act 2012.
Notes: This must be certified, by at least one applicant, as the rules of the company. You do not need to submit a copy if the company's rules are the model rules.
- The prescribed fee

Please deliver documents to Vanuatu Financial Services Commission, Companies House, Rue Bougainville, PMB 9023,
Port Vila Efate, Vanuatu

Form 5 | Application to change name of company

Section 11 Companies Act 2012

Notes

The information on this form must be either typewritten or printed legibly.

The application must be made by a person authorised under the rules of the company, or by a director of a company with the approval of the board.

Present company name

Company number

1. Proposed company name

Name:

Signature:

.....

Print first name(s) followed by surname in BLOCK letters

Designation:

Director

Authorised person

Date (dd/mm/yyyy):

3. Applicant(s)

Where there is more than one applicant, each must provide their full legal name and postal address. As email will be the main form of communication, please provide a regularly used email address. In the case of a natural person, please give first name(s) following by surname in BLOCK letters.

Full legal name of applicant (being the current name of the company).	
Postal address of applicant:	Signature (of director/directors):
Email address of applicant:	Date (dd/mm/yyyy):
<hr/>	

4. Lodged by

Name:
Address:

Other contact details:

Telephone:

Email (optional):

5. Checklist

SCHEDULE 1 SCHEDULE 1
FORMS

The following must accompany this form:

The prescribed fee

Please deliver documents to Vanuatu Financial Services Commission, Companies House, Rue Bougainville, PMB 9023,
Port Vila, Efate, Vanuatu

Form 6 | Notice of adoption or alteration of rules

Section 14 Companies Act 2012

Notes

The information on this form must be either typewritten or printed legibly.

Company name

Company number

1. Rules

The above named company has adopted model rules*

OR

altered its rules.

Effective date of alteration/adoption** (dd/mm/yyyy):

* Model rules for private companies, single shareholder private companies, public companies, and community companies are contained in Schedules 1, 2, 3, and 4 of the Companies Act 2012.

** This form must be submitted to VFSC within 10 working days of adopting or altering its company rules.

2. Signed by director or authorised person

Name:

Signature:

Print first name(s) followed by surname in BLOCK letters

Designation: Director

Authorised person

Date:

3. Lodged by

Name:

Address:

Other contact details:

Telephone:

Email (optional):

4. Checklist

The following must accompany this form:

- A copy of the rules (or alteration) is attached to this notice. However, if the new rules are the model rules, then they do not have to be attached to this notice.
- The prescribed fee

Please deliver documents to Vanuatu Financial Services Commission, Companies House, Rue Bougainville, PMB 9023,
Port Vila, Efate, Vanuatu

Form 7 | Notice of change of registered office

Sections 18 and 121, Companies Act 2012

Notes

The information on this form must be either typewritten or printed legibly.

Company name

Company number

1. New address of registered office

Must be a physical address in Vanuatu. Must not be a PO Box or Private Bag address.

Province or Municipality:

2. Director Authorisation

The directors confirm they authorise the change in registered office: Yes

No

Important information

- A company must have a registered office in Vanuatu.
- The registered office may be at the company's place of business or another place, but it must not be a PO Box or a Private Bag.
- If the registered office is at the office of any firm of chartered accountants, law practitioners, or any other person, you must also state the particulars of the location in any building of those offices in the address.

Note: A change in the registered office will be effective

- five working days after this notice is registered with the Registrar; or
- any date specified in the notice as the date on which the change is to be effective, so long as it is five working days after the date this notice is registered.

4. Effective date

The change in registered office of the company takes effect on (dd/mm/yyyy):

notice is registered

Must be at least 5 working days after this

5. Signed by director or authorised person

Name:

Signature:

SCHEDULE 1 SCHEDULE 1
FORMS

Print first name(s) followed by surname in BLOCK letters

Designation: Director Authorised person Date (dd/mm/yyyy): /

4. Lodged by

Name:
Address:

Other contact details:

Telephone:

Email :

5. Checklist

The following must accompany this form:

The prescribed fee

Please deliver documents to Vanuatu Financial Services Commission, Companies House, Rue Bougainville, PMB 9023,
Port Vila, Efate, Vanuatu

Form 7A | Notice of change of postal address

Section 18, Companies Act 2012

Notes

The information on this form must be either typewritten or printed legibly.

Company name

Company number

1. Postal address

Postal address to which communications from the Registrar may be sent (eg PO Box)

Postal address:

Province or Municipality:

Email address (optional):

Important information

- A company must have a registered office in Vanuatu.
- The registered office may be at the company's place of business or another place, but it **must not** be a PO Box or a Private Bag.
- If the registered office is at the office of any firm of chartered accountants, law practitioners, or any other person, you must also state the particulars of the location in any building of those offices in the address.

Note: A change in the registered office will be effective

- five working days after this notice is registered with the Registrar; or
- any date specified in the notice as the date on which the change is to be effective, so long as it is five working days after the date this notice is registered.

2. Effective date

The change in registered office of the company takes effect on (dd/mm/yyyy):

SCHEDULE 1 SCHEDULE 1
FORMS

Must be at least 5 working days after this

notice is registered

3. Signed by director or authorised person

Name:

Signature:

Print first name(s) followed by surname in BLOCK letters

Designation: Director

Authorised person

Date (dd/mm/yyyy):

4. Lodged by

Name:

Address:

Other contact details:

Telephone:

Email:

Please deliver documents to Vanuatu Financial Services Commission, Companies House, Rue Bougainville, PMB 9023,
Port Vila, Efate, Vanuatu

Form 8 | Notice of issue of shares

Section 25 and 121, Companies Act 2012

Notes

If there is insufficient space on the form to supply the required information, attach a separate sheet containing the information set out in the prescribed format.

The information on this form must be either typewritten or printed legibly.

Company name

Company number

1. Issue of shares

Number of company shares prior to this issue

Set out in the table below are the particulars of the issue of shares by the abovenamed company:

Class of shares (if more than 1 class)	Number of shares	Date of issuance* (dd/mm/yyyy)

Shares in this issuance

Total company shares after this issuance [a + b = c]

Is there more than one class of shares for this company?

Yes

No

If yes, attach a separate sheet that sets out the particulars of the different classes of shares.

* The date of issuance must be within 10 working days of submitting this notice. A share is issued on the date the name of the shareholder is entered onto the share register.

2. Identification of shareholder(s) receiving shares

Number of shares:	Registration number (if a registered entity):
Name(s) of shareholder(s):	Gender (if a natural person):
	Nationality/jurisdiction of shareholder:

SCHEDULE 1 SCHEDULE 1
FORMS

3. Signed by director or authorised person

Name: Signature:

Print first name(s) followed by surname in BLOCK letters

Designation: Director or Authorised person Date* (dd/mm/yyyy): / /

** Must be within 10 working days after the*

issuance of the shares.

4. Lodged by

Name:
Address:

Other contact details:

Telephone:

Email:

5. Checklist

The following must accompany this form:

The prescribed fee

Please deliver documents to Vanuatu Financial Services Commission, Companies House, Rue Bougainville, PMB 9023,
Port Vila, Efate, Vanuatu

Form 9 | Notice of acquisition by company of own shares

Section 30 and 121, Companies Act 2012

Notes

If there is insufficient space on the form to supply the required information, attach a separate sheet containing the information set out in the prescribed format.

The information on this form must be either typewritten or printed legibly.

For office use only

Document number

Place barcode here

Company name

Company number

1. Acquisition of shares

Company shares prior to this acquisition

 (a)

Set out in the table below are the particulars of the purchase or acquisition of shares by the abovenamed company:

Name of person(s) from whom shares acquired*	Class of share acquired (if more than one class)	Number of shares acquired	Date of acquisition** (dd/mm/yyyy)

* *In the case of a natural person give surname in BLOCK letters followed by first name(s).*

** *The date of acquisition must be within 10 working days of the date of submitting this notice.*

Shares in this acquisition

 (b)

Total company shares (a-b = c)

 (c)

2. Solvency statement

The Company has reasonable grounds to believe that after the acquisition, the company will satisfy the solvency test.

Yes No

No

3. Signed by director or authorised person

Name: Signature:

Print first name(s) followed by surname in BLOCK letters

Designation: Director Authorised person Date* (dd/mm/yyyy): / /

**Must be no more than 10 working days after the acquisition of the shares.*

4. Lodged by

Name:
Address:

Other contact details:

Telephone:

Email:

5. Checklist

The following must accompany this form:

The prescribed fee

Please deliver documents to Vanuatu Financial Services Commission, Companies House, Rue Bougainville, PMB 9023, Port Vila, Efate, Vanuatu

Form 10 | Notice of redemption by company of shares

Sections 34 and 121, Companies Act 2012

Notes

If there is insufficient space on the form to supply the required information, attach a separate sheet containing the information set out in the prescribed format.

The information on this form must be either typewritten or printed legibly.

For office use only

Document number

Place barcode here

Company name

Company number

1. Redemption of shares

Company shares prior to redemption

 [a]

Set out in the table below are the particulars of the redemption of shares by the abovenamed company.

Name of person(s) from whom shares redeemed*	Class of share redeemed	Number of shares redeemed	Date of redemption** (dd/mm/yyyy)

* *In the case of a natural person, give surname in BLOCK letters followed by first name(s).*

** *The date of redemption must be within 10 days of the date of submitting this notice.*

Shares in this redemption

 [b]

Total company shares (a-b = c)

 [c]

2. Solvency statement

The Company has reasonable grounds to believe that after the redemption, the company will satisfy the solvency test.

Yes No

No

3. Signed by director or authorised person

Name: Signature:

Print first name(s) followed by surname in BLOCK letters

Designation: Director Authorised person Date* (dd/mm/yyyy): / /

** Must be no more than 10 working days after the date of redemption of the shares*

4. Lodged by

Name:
Address:

Other contact details:

Telephone:

Email:

5. Checklist

The following must accompany this form:

The prescribed fee

Please deliver documents to Vanuatu Financial Services Commission, Companies House, Rue Bougainville, PMB 9023, Port Vila, Efate, Vanuatu

Form 11 | Notice of transfer of shares in company

Sections 37 and 121, Companies Act 2012

Notes

If there is insufficient space on the form to supply the required information, attach a separate sheet containing the information set out in the prescribed format.

The information on this form must be either typewritten or printed legibly.

Company name

Company number

1. Transfer of shares

Set out in the table below are the particulars of the transfer of shares by the abovenamed company:

Name of person(s) from whom shares were transferred*	Class of share transferred (if applicable)	Name of person(s) who has received the shares	Number of shares transferred	Date of transfer** (dd/mm/yyyy)

* In the case of a natural person, give surname in BLOCK letters followed by first name(s).

** The date of transfer must be within 10 days of the date of submitting this notice.

3. Signed by director or authorised person

Name:

Signature:

Print first name(s) followed by surname in BLOCK letters.

Designation: Director

Authorised person

Date* (dd/mm/yyyy):

* Must be no more than 10 working days after the date of transfer of the shares.

4. Lodged by

Name:

Address:

Other contact details:

Telephone:

Email:

5. Checklist

SCHEDULE 1 SCHEDULE 1
FORMS

The following must accompany this form:

The prescribed fee

Please deliver documents to Vanuatu Financial Services Commission, Companies House, Rue Bougainville, PMB 9023,
Port Vila, Efate, Vanuatu

Form 11A | Notice of change of shareholder particulars

Notes

If there is insufficient space on the form to supply the required information, attach a separate sheet containing the information set out in the prescribed format.

The information on this form must be either typewritten or printed legibly.

There is no fee to file this notice with the Registrar.

Company name
number

Company

1. Change in particulars of an existing shareholder

a. Complete each section below as applicable for a shareholder that is an individual:

Shareholder's former surname

Shareholder's new surname

Shareholder's former first name(s)

Shareholder's new first name(s)

b. Complete each section below as applicable for a shareholder that is a registered entity:

Shareholder's former registered name

Shareholder's new registered name

Shareholder's former registered jurisdiction

Shareholder's new registered jurisdiction

Shareholder's former registration number

Shareholder's new registration number

3. Signed by director or authorised person

Name:

Signature:

Print first name(s) followed by surname in BLOCK letters.

SCHEDULE 1 SCHEDULE 1
FORMS

Designation: Director Authorised person Date* (dd/mm/yyyy):

** Must be no more than 10 working days after the date of transfer of the shares.*

4. Lodged by

Name:
Address:

Other contact details:

Telephone:
Email:

Please deliver documents to Vanuatu Financial Services Commission, Companies House, Rue Bougainville, PMB 9023, Port Vila, Efate, Vanuatu

Form 12 | Notice of change of directors and particulars of directors

Section 85 Companies Act 2012

Notes

If there is insufficient space on the form to supply the required information, attach a separate sheet containing the information set out in the prescribed format.

The information on this form must be either typewritten or printed legibly.

For Section 1 (Notice of change of directors) complete only the subsections that apply. In all cases, complete section 2 (Change in particulars of directors).

There is **no fee** to file this notice with the Registrar.

**Company name
number**

Company

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Section 1—Notice of change of directors

1. Director(s) ceasing to hold office:

Note: A change in directors must be notified to VFSC within 20 working days of the appointment or resignation of the director, or the company first becoming aware of the change if the director dies, changes names, or changes physical or postal addresses.

Full legal name: Physical address: Postal address: Mobile Phone:	Registration number (if a registered entity): Email: Gender (if a natural person): Nationalities/jurisdictions:
Full legal name: Physical address: Postal address: Mobile Phone:	Registration number (if a registered entity): Email: Gender (if a natural person): Nationalities/jurisdictions:

**Please provide information in BLOCK letters.*

2. Appointment of new director(s)

The following persons have consented to be directors of the company as at the date of appointment.

Note: Director's consent forms are not required to be sent to the Registrar of Companies, but must be held in the company's records and be produced if requested by the Registrar.

Full legal name: Physical address: Postal address: Mobile Phone:	Registration number (if a registered entity): Email: Gender (if a natural person): Nationalities/jurisdictions:
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SCHEDULE 1 SCHEDULE 1
FORMS

Full legal name: Physical address: Postal address: Mobile Phone:	Registration number (if a registered entity): Email: Gender (if a natural person): Nationalities/jurisdictions:
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Section 2—Change in particulars of the existing directors

3. Change of director's name

Complete the below information if an existing director has changed their name.

Director's former surname

Director's new surname

Former given name(s) (if applicable)

New first name(s) (if applicable)

4. Change of director's physical or postal address

Complete the below information if an existing director has changed their physical or postal address.

Name of director

Former physical address:

New physical address:

Section 3—Full statement of particulars of the current directors

Set out below are the names, physical and postal addresses of the directors of the abovenamed company at the date on which this notice is signed. Print the information in BLOCK letters.

Note: If there are more than three directors, attach a separate sheet containing the information set out in the prescribed format.

Full legal name: Physical address: Postal address: Mobile Phone:	Registration number (if a registered entity): Email: Gender (if a natural person): Nationalities/jurisdictions:
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Full legal name: Physical address: Postal address: Mobile Phone:	Registration number (if a registered entity): Email: Gender (if a natural person): Nationalities/jurisdictions:
---	--

Registration number (if a registered entity): Email: Gender (if a natural person): Nationalities/jurisdictions:
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SCHEDULE 1 SCHEDULE 1
FORMS

Full legal name: Physical address: Postal address: Mobile Phone:	
Full legal name: Physical address: Postal address: Mobile Phone:	Registration number (if a registered entity): Email: Gender (if a natural person): Nationalities/jurisdictions:

**Note: A change in directors must be notified to VFSC within 20 working days of the appointment or resignation of the director, or the company first becoming aware of the change if the director dies, changes names, or changes physical or postal addresses.*

5. Signed by director or authorised person

Name: Signature: _____

Print first name(s) followed by surname in BLOCK letters.

Designation: Director Authorised person Date* (dd/mm/yyyy):

** Must be no more than 10 working days after the date of transfer of the shares.*

6. Lodged by

Name:
Address:

Other contact details:

Telephone:
Email:

7. Checklist

The following must accompany this notice:

- Identification of directors (who are natural persons)

- The prescribed fee

SCHEDULE 1
FORMS

Please deliver documents to Vanuatu Financial Services Commission, Companies House, Rue Bougainville, PMB 9023,
Port Vila, Efate, Vanuatu

Form 13 | Notice of location or change in location of company records

Section 113, Companies Act 2012

Notes

The information on this form must be either typewritten or printed legibly in BLOCK letters.

For office use only
Document number <input type="text"/>
<i>Place barcode here</i>

Company name

Company number

1. Address of company records

Section 113 of the Companies Act provides:

- (1) A company must keep the following documents at its registered office*:
 - (a) the rules of the company;
 - (b) minutes of all meetings and resolutions of shareholders within the last 7 years;
 - (c) minutes of all meetings and resolutions of directors and directors' committees within the last 7 years;
 - (d) a consent by each person named as a director to act as a director of the company in the prescribed form as well as the full names and physical and postal addresses of the current directors;
 - (e) copies of all written communications to all shareholders or all holders of the same class of shares during the last 7 years, including annual reports;
 - (f) the accounting records required under section 124 for the current accounting period and for the last 7 completed accounting periods of the company;
 - (g) copies of all financial statements required to be completed under section 125 for the last 7 completed accounting periods of the company; and
 - (h) the share register.
- (2) The references in paragraphs (1)(b), (c), and (e) to 7 years and the references in paragraphs (1)(f) and (g) to 7 completed accounting periods, include any lesser periods that the Registrar may approve by notice in writing to the company.

- (3) The company records referred to in this section may be kept at a place in Vanuatu other than the company's registered office, provided that notice of that place is given to the Registrar in accordance with subsection (4).
- (4) If any company records are not kept at the registered office of the company, or the place at which they are kept is changed, the company must ensure that within 10 working days of their first being kept elsewhere or moved, as the case may be, the Registrar must be given notice of the place where the records are kept.
- (5) If a company fails to comply with subsection (1) or (4), the company commits an offence and is liable on conviction to a fine not exceeding VT25,000.

* *If the company stores its company records in a location other than its registered office, attach a sheet to this form that sets forth the particulars of the location.*

2. New Location of Company Records:

Note: the company must be kept in Vanuatu. The address provided must be physical and adequate to identify the office or firm at which the records are kept. A PO Box address is not sufficient.

3. Date company records were stored in a location other than the registered office

/ /

4. Signed by director or authorised person

I certify that the information in this form is true and correct

Name:

Signature: _____

Print first name(s) followed by surname in BLOCK letters

Designation: Director Authorised person

Date (dd/mm/yyyy):

/ /

5. Lodged by

Name:

Address:

Other contact details:

Telephone:

Email:

6. Checklist

The following must accompany this notice:

- The prescribed fee

Please deliver documents to Vanuatu Financial Services Commission, Companies House, Rue Bougainville, PMB 9023,
Port Vila, Efate, Vanuatu