Commencement: 18 May 1992

COMPANIES (ANNUAL RETURN BY EXEMPTED COMPANIES)

Order 8 of 1992

An Order to provide for the forms of annual returns.

1. Form of annual return of an exempted company in schedule 3 of Chapter 191

The annual return of an exempted company of a class specified in Schedule 3 of the Companies Act [Cap. 191] (hereinafter referred to as "the Act") shall contain the particular and shall be in the form set out in Schedule 1 to this Order.

2. Form of annual return of an exempted company of a class not specified in schedule 3 of the Act

The annual return of an exempted company, other than an exempted company of a class specified in Schedule 3 of the Act, shall contain the particulars and shall be in the form set out in Schedule 2 to this Order.

SCHEDULE 1

**Form of Return of an Exempted Company
of a class specified in Schedule 3 of the Companies Act [Cap. 191]
(Section 377)**

RETURN of …… Limited made up to ……..…… filed pursuant to section 377 of the Companies Act [Cap. 191] for the year 20……..

We certify that:

(i) The company has not since the date of *(the incorporation of the Company/the last annual return) issued any invitation to the public to subscribe for any shares in or debentures of the company;

(ii) Proper books of account have been kept by the company for the period to which this return relates;

(iii) The company has not, during the period to which this return relates, traded or carried on business in Vanuatu with any person, firm or corporation, other than with another exempted company or in furtherance of its business carried on outside Vanuatu;

(iv) The company has, during the period to which this return relates, complied with its obligations under Part 11 of the Companies Act [Cap. 191] and has not acted in breach of section 378 thereof;

(v) To the best of our knowledge and belief, *(no member of the company is acting or has at any time during the period to which this return relates acted as agent or nominee for some other person) the following are the particulars regarding the persons for whom a member of the company is acting or has at any time during the period to which this return relates acted as agent or nominee.

Signed ……., Director

Signed ……., Secretary

*Strike out whichever is inapplicable.

Notes: 1. In relation to (v):

(a) where the second alternative is applicable state the particulars of the person or persons for whom each member has acted as agent or nominee (giving the name of the member and stating in which capacity he has acted);

(b) the particulars required to be stated are the full name and former name (if any), the full residential address (or in the case of a corporation the address of the registered office) and, in the case of an individual, the occupation of the person or persons for whom each member has acted as agent or nominee;

(c) if a member acts or has acted as agent or nominee for a person who is, or was at the relevant time himself acting as the trustee of a trust, this should be stated and the particulars of the person or persons whom the trustee considers to be the real beneficiary or beneficiaries under the trust (whether or not he or they have any present legal entitlement thereunder) should be stated.

2. This return must be made up to a date not earlier than the anniversary of the company's registration by more than one month and not later than the anniversary of its registration.

SCHEDULE 2

Form of Return of an Exempted Company not being a company of a class specified in Schedule 3 of the Companies Act [Cap. 191] (Section 377)

RETURN of ……. Limited made up to …… filed pursuant to section 377 of the Companies Act [Cap. 191] for the year 20……..

1. Registered Office:

   (Address of the registered office of the company)

2. Nominal share capital:

   ……

3. List of present members:

Full name	**Residential address** (or in case of a corporation, the registered office)	**Nationality** (or in case of a corporation, the country of legal existence)	**Number of shares held** (by class)	**Amount paid up or credited as paid up on shares held**

4. List of directors and secretaries:

Full name	**Residential address** (or in case of a corporation, the registered office)	**Nationality** (or in case of a corporation, the country of legal existence)	**Director or Secretary**

We certify that:

(i) The company has not since the date of *(the incorporation of the Company/the last annual return) issued any invitation to the public to subscribe for any shares in or debentures of the company;

(ii) Proper books of account have been kept by the company for the period to which this return relates;

(iii) The company has not, during the period to which this return relates, traded or carried on business in Vanuatu with any person, firm or corporation, other than with another exempted company or in furtherance of its business carried on outside Vanuatu;

(iv) The company has, during the period to which this return relates, complied with its obligations under Part 11 of the Companies Act [Cap. 191] and has not acted in breach of section 378 thereof;

Signed ……., Director

Signed ……., Secretary

*Strike out whichever is inapplicable.

Note: This return must be made up to a date not earlier than the anniversary of the company's registration by more than one month and not later than the anniversary of its registration.