COMPANIES RULES

15 April 1971

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COMPANIES RULES

1. Interpretation

In these rules –

"The Act" means the Companies Act, Cap 191;

"the Registry Office" means the office for the purposes of the registration of companies under the Act established under section 391(1).

2. Forms

The forms set out in the Schedule shall be used for the purposes of the Act with such variations as circumstances require and the particulars contained therein are hereby prescribed as the particulars required under the Act.

3. Certified copy of charter, etc., under s. 359

(1) A certified copy of the charter, statutes, or memorandum and articles of the company, or other instrument constituting or defining the constitution of the company required to be delivered to the registrar under section 359 of the Act, in the case of a company incorporated outside Vanuatu shall be deemed to be certified as a true copy if in such country, it is –

(a) duly certified as a true copy by an official of the Government to whose custody the original is committed; or

(b) duly certified as a true copy by a notary public of such country; or

(c) duly certified as a true copy on oath by some officer of the company before some person having authority to administer an oath in such country.

(2) A certified copy of the charter, statutes or memorandum and articles of the company or other instrument constituting or defining the constitution of the company required to be delivered to the registrar under section 359 of the Act in the case of a company incorporated outside Vanuatu under the laws of a foreign country shall be deemed to be certified as a true copy if in such foreign country it is –

(a) duly certified as a true copy by an official of the Government to whose custody the original is committed, the signature or seal of such official being authenticated by a Vanuatu consular officer in such foreign country;

(b) duly certified as a true copy by a notary of such foreign country, the certificate of the notary being authenticated by a Vanuatu consular officer in such foreign country;

(c) duly certified as a true copy on oath by some officer of the company before a person having authority to administer an oath.

4. Verified or certified copy of charge

A copy of the instrument by which a charge is created or evidenced to be delivered to the registrar under the provisions of section 100(3) and section 103(1) of the Act shall be verified or certified to be a true copy under the seal of the company, or under the hand of some person interested therein otherwise than on behalf of the company.

5. Translations

(1) A translation of a charter, statutes or memorandum and articles of association or other instrument constituting or defining the constitution of a company or any account or document to be delivered to the registrar under the Act shall be certified to be a correct translation –

(a) if made in a foreign country, by any Vanuatu consular officer in such foreign country, or by any person whom any such officer certifies is known to him as competent to translate it into the English or French languages;

(b) if made within Vanuatu, by such person or member of such class of persons as the registrar shall approve for that purpose.

(2) The registrar may in any particular case, if he thinks fit to do so and upon such conditions as he thinks fit, permit certified copies or translations to be delivered to him, though not certified in accordance with the above requirements.

6. Notices

Any notice to be given by the transferee company pursuant to section 215 of the Act shall –

(a) in the case of a shareholder who is entitled to such notice otherwise than by reason of being the holder of a share warrant to bearer, be given to him personally or by sending it by registered post to him at his address registered in the books of the transferor company or (if he has no address within Vanuatu so registered) to the address, if any, within Vanuatu supplied by him to transferor company for the giving of notice to him; and

(b) in the case of any such shareholder who is the holder of a share warrant to bearer, be given –

(i) in the cases where the articles of association or regulations of the transferor company provide that notice to such shareholders may be given by advertisement in the manner so provided, and

(ii) in any other case in such manner as the registrar may direct.

7. Presentation of documents for registration

Every document (other than a document lodged for registration by post as provided for in rule 8) shall be lodged by presenting the same manually at the Registry Office while such Office is open to the public and the registrar shall note the date and hour of presentation on every document accepted by him for the purpose of determining the priority thereof.

8. Forwarding documents by post for registration

Documents may be forwarded by post to the registrar for registration and any document so forwarded shall be deemed to be received at the Registry Office at 31 minutes past 3 o'clock in the afternoon of the day of its receipt if that is a day on which the office is open for public business, or where it is not, at

a similar time on the first day thereafter on which the Registry Office is so open, and the registrar shall note the date of receipt and such time on every document so lodged. The order of priority as between any 2 or more documents so received on any one day shall be the order in which the registrar so attends to them.

9. Registrar may refuse certain documents for registration

The registrar may in his discretion refuse to accept for registration any document –

(a) when any fee assessed by the registrar to be payable in accordance with the provisions of the Act in respect thereof has not been paid;

(b) which contains any apparent defect or omission;

(c) if the amount of any stamp duty payable in respect thereof has not been paid;

(d) which is not in due form or duly attested; or

(e) which falls within the scope of paragraph (1) or (2) of rule 10.

10. Erasures, amendments, etc.

(1) The registrar may refuse to register any document which because of erasures or alterations or otherwise he considers may not be in the condition in which it was originally executed.

(2) Where at the time of lodgement for registration, any document contains any amendment, insertion, alteration or correction which has not been noted in the margin by the persons whose document it is, and any witness or witnesses thereto, the registrar may refuse to register it.

(3) Where any document has been accepted by the registrar for registration, but not registered by him, and all the persons, whose document it is, require to make any amendment, insertion, alteration or correction therein, the registrar may permit them to do so either by re-executing it when amended, or as the case may be, by initialling each and every amendment, insertion, alteration or correction.

SCHEDULE

Form No. 1

No. of company ……

VANUATU

COMPANIES ACT

NOTICE OF SITUATION OF REGISTERED OFFICE OR OF ANY CHANGE THEREIN

Pursuant to section 112

Name of Company …… Limited

Presented by
……..
……..
……..

Notice of the situation of the registered office of …….. ……Limited or of any change therein.

To the registrar of companies.

…….. Limited hereby gives you notice, in accordance with section 112 of the Companies Act that the registered office of the company is situated at …….....
…….
…….

(Signature) …….
(State whether director or secretary)…….

Dated the day of , 20 .

Form No. 2

No. of company ……

VANUATU

COMPANIES ACT

ANNUAL RETURN OF A COMPANY NOT HAVING A SHARE CAPITAL

Pursuant to sections 128 to 130

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 its 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.

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.

Form No. 3

No. of company ……

VANUATU

COMPANIES ACT

PARTICULARS OF DIRECTORS AND SECRETARIES

Pursuant to section 209

Name of company ..... Limited

Presented by .....
.....
.....

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)

Date ....., 20……

(Signed) .....
(State whether director or 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 its 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.

Form No. 4

No. of company ……

VANUATU

COMPANIES ACT

NOTIFICATION OF CHANGE OF DIRECTORS OR SECRETARY OR IN THEIR PARTICULARS

Pursuant to section 209

Name of company ..... Limited

Presented by .....
.....
.....

To the registrar of companies.

..... Limited hereby notifies you in accordance with section 209 of the Companies Act that –

(Hereby specify nature and date of change. If change consists of the appointment of a new director or secretary fill in particulars below.)

Particulars of new director or secretary (Columns 1, 2 and 4 only need be completed for a secretary)*

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 §

Date ..... (Signature) .....
(State whether director or 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 form.

Form No. 5

No. of company ……

VANUATU

COMPANIES ACT

NOTICE OF INCREASE IN NOMINAL CAPITAL

Pursuant to section 74

Name of company ..... Limited

Presented by .....
.....
.....

To the registrar of companies.

..... Limited, hereby gives you notice pursuant to section 74 of the Companies Act that by *(a)* ……..... resolution of the company dated the ..... day of ....., 20…… the nominal capital of the company has been increased by the addition thereto of the sum of VT..... beyond the registered capital of VT.....

The additional capital is divided as follows –

Number of Shares	*Class of Share*	*Nominal Amount of Each Share*

The conditions (e.g. voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been or are to be issued are as follows –

(If any of the new shares are preference shares state whether they are redeemable or not.)

(Signature).....
(State whether director or secretary)

Dated the ……. day of ……, 20……

(a) "Ordinary", "extraordinary" or "special".

Form No. 6

No. of company ……

VANUATU

COMPANIES ACT

NOTICE OF INCREASE IN NUMBER OF MEMBERS

Pursuant to section 11 (3)

Name of company ..... Limited

Presented by .....
.....
.....

Notice of increase in the number of members of ..... Limited

To the registrar of companies.

..... Limited, hereby gives you notice, pursuant to section 11(3) of the Companies Act that by *(a)* ……..... resolution of the company dated the ……. day of ....., 20……. the number of members in the company has been increased by the addition thereto of ..... members beyond the present registered number of .....

(Signature).....
(State whether director or secretary)

Dated the ……. day of ……, 20……

(a) "Ordinary", "extraordinary" or "special".

Form No. 7

No. of company ……

VANUATU

COMPANIES ACT

NOTICE OF CONSOLIDATION, DIVISION, SUB-DIVISION, OR CONVERSION INTO STOCK OF SHARES, SPECIFYING THE SHARES SO CONSOLIDATED, DIVIDED, SUB-DIVIDED, OR CONVERTED INTO STOCK, OR OF THE RE-CONVERSION INTO SHARES OF STOCK, SPECIFYING THE STOCK SO RE-CONVERTED, OR OF THE REDEMPTION OF REDEEMABLE PREFERENCE SHARES OR OF THE CANCELLATION OF SHARES (OTHERWISE THAN IN CONNECTION WITH A REDUCTION OF SHARE CAPITAL UNDER SECTION 75 OF THE COMPANIES ACT)

Pursuant to section 73

Name of company ..... Limited

Presented by .....
.....
.....

To the registrar of companies.

..... Limited hereby gives you notice in accordance with section 73 of the Companies Act that

(Signature).....
(State whether director or secretary)

Dated the ……. day of ……, 20……

Form No. 8

No. of company ……

VANUATU

COMPANIES ACT

NOTICE OF THE SITUATION OF THE OFFICE WHERE A BRANCH REGISTER IS KEPT OR OF ANY CHANGE IN, OR DISCONTINUANCE OF, ANY SUCH OFFICE

Pursuant to section 123

Name of company ..... Limited

Presented by .....
.....
.....

To the registrar of companies.

..... Limited hereby gives you notice in accordance with section 123 of the Companies Act and by the authority of *(a)* .....
…….
that a branch register is now kept at .....
…….
(b).....
…….

(Signature).....
(State whether director or secretary)

Dated the ……. day of ……, 20……

(a) e.g. "a special resolution of the company, duly passed on the ..... day of ……. 20.....," or "clause ..... of the company's articles of association."

(b) In cases of change, the words "in lieu of" and the previous address should be inserted after the present address. In case of discontinuance strike out the words "is now kept" and insert the words "is discontinued" after the address.

Form No. 9

No. of company ……

VANUATU

COMPANIES ACT

MEMBERS' VOLUNTARY WINDING-UP NOTICE OF APPOINTMENT OF LIQUIDATOR

Pursuant to section 301

Name of company ..... Limited
Nature of business .....

Presented by .....
.....
.....

Members' Voluntary Winding-Up

To the registrar of companies.

I (*or* We) .....
of .....
hereby give you notice that I (*or* We) have been appointed liquidator(s) of……
..... Limited, by *(a)* resolution of the company, dated the …….. day of ……....., 20……..

(Signature).....

(b)……..

Dated the ..... day of ....., 20.....

(a) State how appointed, whether by resolution of the company, or how otherwise, and adapt if necessary.

(b) To be signed by each liquidator if more than one.

Form No. 10

No. of company ……

VANUATU

COMPANIES ACT

CREDITORS' VOLUNTARY WINDING-UP, NOTICE OF APPOINTMENT OF LIQUIDATOR

Pursuant to section 301

Name of company ..... Limited

Nature of business .....

Presented by .....
.....
.....

Creditors' Voluntary Winding-Up

To the registrar of companies.

I (*or* We) .....
of .....
hereby give you notice that I (*or* We) have been appointed liquidator(s) of……
..... Limited, by *(a)*……...
…….

(Signature).....

(b)……...

Dated the ..... day of ....., 20.....

(a) State how appointed, whether by the creditors of the company, or how otherwise.

(b) To be signed by each liquidator if more than one.

Form No. 11

VANUATU

COMPANIES ACT

***MEMBERS' CREDITORS'** **VOLUNTARY WINDING-UP, NOTICE OF APPOINTMENT OF LIQUIDATOR**

Pursuant to section 301

Name of company ..... Limited

Nature of business .....

Address of registered office .....
.....
.....

Liquidator(s) name(s) and address(es) …….....
…….

Date of appointment .....

By whom appointed .....

---

*Delete as necessary.

Form No. 12

No. of company ……

VANUATU

COMPANIES ACT

CONSENT TO ACT AS DIRECTOR OF A COMPANY

Pursuant to section 194(1) (a)

Name of company ..... Limited

Presented by .....
.....
.....

To the registrar of companies.

I (or We), the undersigned, hereby testify my (or our) consent to act as director of ..... Limited, pursuant to section 194(1)(a) of the Companies Act.

Signature *(a)*	Address	Description

Dated the ……. day of ……, 20……

(a) If a director signs by his agent authorised in writing the authority must be produced.

Form No. 13

No. of company ……

VANUATU

COMPANIES ACT

LIST OF THE PERSONS WHO HAVE CONSENTED TO BE DIRECTORS OF A COMPANY

Pursuant to section 194(4)

Name of company ..... Limited

Presented by .....
.....
.....

List of the persons who have consented to be directors of ..... Limited, delivered to the registrar of companies, pursuant to section 194(4) of the Companies Act, by ..... of ....., the applicant(s) for registration of the memorandum and articles of the company.

Full Names	Address and Description

(Signature(s) of applicant(s)) .....

Dated the ..... day of ....., 20…….

Form No. 14

No. of company ……

VANUATU

COMPANIES ACT

RETURN OF ALLOTMENTS from the

(a) ..... day of .....
20…… to the .....day of
of ..... 20……
Name of .....
Company .....

Pursuant to section 64(1)

(b) Number of the ……..... shares allotted payable in cash .....
Number of the ..... shares allotted payable in cash .....
Nominal amount of the……..… shares so allotted .....
Nominal amount of the ……. shares so allotted .....
Amount paid or due and payable on each such share .....
Amount paid or due and payable on each such share .....
Number of ..... shares allotted for a consideration other than cash .....
Nominal amount of the ..... shares so allotted .....
Amount to be treated as paid on each such ..... share .....

The consideration for which such shares have been allotted is as follows –
.....
.....
.....
.....
.....
.....

(a) 1. When a return includes several allotments made on different dates, the dates of only the first and the last of such allotments should be entered at the top of the front page, and the registration of the return should be effected within 1 month of the first date.

2. When a return relates to one allotment only, made on one particular date, that date only should be inserted, and the spaces for the second date struck out and the word "made" substituted for the word "from" after the word "allotments".

(b) Distinguish between preference, ordinary, redeemable preference, etc.

Presented by .....
.....
.....

Names, descriptions and addresses, of the allottees

Name and description	Address	Number of shares allotted		
		Preference	Ordinary	Other kinds
	Total			

(Signature) .....

(State whether director or secretary) .....

Form No. 15

No. of company ……

VANUATU

COMPANIES ACT

PARTICULARS OF A MORTGAGE OR CHARGE CREATED BY A COMPANY

Pursuant to section 100

Name of company ..... Limited

Presented by .....
.....
.....

Particulars of a mortgage or charge created by ..... Limited.

(1) Date and description of the instrument creating or evidencing the mortgage or charge *(a)*	(2) Amount secured by the mortgage or charge	(3) Short particulars of the property mortgaged or charged	(4) Names, addresses and descriptions of the mortgagees or persons entitled to the charge	(5) Amount or rate per cent of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, of any of the debentures included in this return *(b)*

(Signature) .....
(Designation of position in relation to the company) .....

Dated the ..... day of ....., 20……..

(a) A description of the instrument, e.g. "trust deed", "mortgage" "debenture", etc., as the case may be, should be given.

(b) The rate of interest payable under the terms of the debentures should not be entered.

Form No. 16

No. of company ……

VANUATU

COMPANIES ACT

PARTICULARS OF A SERIES OF DEBENTURES CONTAINING, OR GIVING BY REFERENCE TO ANY OTHER INSTRUMENT, ANY CHARGE, TO THE BENEFIT OF WHICH THE DEBENTURE HOLDERS OF THE SAID SERIES ARE ENTITLED *PARI PASSU*, CREATED BY A COMPANY

Pursuant to section 100

Name of company ..... Limited

This Form (No. 16) is to be used for registration of particulars of the entire series. When more than one issue of debentures in the series is made, particulars of each issue subsequent to the first should be sent to the registrar on Form No. 18.

Presented by .....
.....
.....

Particulars of a series of debentures created by ..... Limited.

(1) Total amount secured by the whole series	(2) Amount of the present issued of the series	(3) Dates of resolutions authorising the issue of the series	(4) Date of the covering deed (if any) by which the security is created or defined; or, if there is no such deed, the date of the first execution of any debenture of the series	(5) General description of the property charged	(6) Names of the trustees (if any) for the debenture holders	(7) Amount or rate percent of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the debentures included in this return *(a)*

(Signature) .....
(Designation of position in relation to the company) .....

Dated the ..... day of ....., 20……..

(a) The rate of interest payable under the terms of the debentures should not be entered.

Form No. 17

No. of company ……

VANUATU

COMPANIES ACT

PARTICULARS OF A MORTGAGE OR CHARGE SUBJECT TO WHICH PROPERTY HAS BEEN ACQUIRED BY A COMPANY

Pursuant to section 102

Name of company ..... Limited

Presented by .....
.....
.....

Particulars of a mortgage or charge subject to which property has been acquired by …….. Limited.

(1) Date and description of the instrument creating or evidencing the mortgage or charge *(a)*	(2) Date of the acquisition of the property	(3) Amount owing on security of the mortgage or charge	(4) Short particulars of the property mortgaged or charged	(5) Names, addresses and descriptions of the mortgagees of persons entitled to the charge

(Signature) .....
(Designation of position in relation to the company) .....

Dated the ..... day of ....., 20……..

(a) A description of the instrument, e.g., "trust deed", "mortgage", "debenture", etc., as the case may be, should be given.

A copy of the instrument, certified as prescribed in rule 4 of the Companies Rules, must be delivered with these particulars.

Form No. 18

No. of company ……

VANUATU

COMPANIES ACT

PARTICULARS OF AN ISSUE OF DEBENTURES IN A SERIES BY A COMPANY

Pursuant to section 100(7)

Name of company ..... Limited
(For registration of the entire series Form No. 16 must be used.)

Presented by .....
.....
.....

Particulars of an issue of debentures in a series when more than one issue in the series is made by ..... Limited.

(1) Date of registration of the series *(a)*	(2) Date of present issue	(3) Amount of present issue	(4) Particulars as to the amount or rate percent of the commission, allowance, or discount (if any) paid , or made, either directly, by the company, to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the debentures included in this return *(b)*

(Signature) .....
(Designation of position in relation to the company) .....

Dated the ..... day of ....., 20……..

(a) The date of registration may be confirmed from the certificate of registration.
(b) The rate of interest payable under the terms of the debentures should not be entered.

Form No. 19

No. of company ……

VANUATU

COMPANIES ACT

DECLARATION VERIFYING MEMORANDUM OF SATISFACTION OF A REGISTERED MORTGAGE OR CHARGE

Pursuant to section 106

Name of company ..... Limited.

Presented by .....
.....
.....

We, ... of .....
a director of ..... Limited,
and..... of .....
the secretary thereof do solemnly and sincerely declare that the particulars contained in the memorandum of satisfaction annexed hereto are true to the best of our knowledge, information and belief.

Declared at ..... the …….. day
of ..... two thousand and
..... before me.
A Notary Public

MEMORANDUM OF COMPLETE SATISFACTION OF MORTGAGE OR CHARGE

..... Limited hereby gives notice that the registered charge being *(a)* .....
of which particulars were registered with the registrar of companies on the *(b)*……. day of ....., 20..... was wholly satisfied on the …… day of ....., 20…… the debt for which the charge was given having been paid or satisfied.

In witness whereof the common seal of the company was hereunto affixed the ……. day of ....., 20……..

Directors

Secretary

(a) A description of the instrument(s) creating or evidencing the charge, e.g., "mortgage", "charge", "debenture", etc., with the date thereof should be given. If the registered charge was a "series of debentures" or "debenture stock", the words "authorised by resolution", together with the date of the resolution should be added.

(b) The date of registration may be confirmed from the certificate of registration and (except in the case of a series of debentures) from the registration stamp affixed to the instrument(s) registered.

Form No. 20

No. of company ……

VANUATU

COMPANIES ACT

DECLARATION VERIFYING MEMORANDUM RELATING TO A REGISTERED MORTGAGE OR CHARGE

Pursuant to section 106

Name of company ..... Limited.

Presented by .....
.....
.....

We, ... of .....
a director of ..... Limited,
and..... of .....
the secretary thereof do solemnly and sincerely declare that the particulars contained in the memorandum annexed hereto are true to the best of our knowledge, information and belief.

Declared at ..... the …….. day
of ..... two thousand and
..... before me.
A Notary Public

MEMORANDUM OF

(1) PARTIAL PAYMENT OR SATISFACTION OF MORTGAGE OR CHARGE

(2) RELEASE OF PART OF PROPERTY OR UNDERTAKING FROM MORTGAGE OR CHARGE

..... Limited hereby gives notice that the registered charge being *(a)* .....
of which particulars were registered with the registrar of companies on the *(b)*…… day of ....., 20....., to the extent of .....

* 1. the debt for which the charge was given having been partly paid or satisfied, and

*2. part of the property or undertaking charged having been released from the charge.

*Short particulars of the property or undertaking no longer charged –

In witness whereof the common seal of the company was hereunto affixed the ……. day of ....., 20……..

Directors

Secretary

---

*Delete as necessary.

(a) A description of the instrument(s) creating or evidencing the charge, e.g., "mortgage", "charge", "debenture", etc., with the date thereof should be given. If the registered charge was a "series of debentures" or "debenture stock", the words "authorised by resolution", together with the date of the resolution, should be added.

(b) The date of registration may be confirmed from the certificate of registration and (except in the cases of a series of debentures) from the registration stamp affixed to the instrument(s) registered.

Form No. 21

No. of company ……

VANUATU

COMPANIES ACT

DECLARATION VERIFYING MEMORANDUM RELATING TO A REGISTERED MORTGAGE OR CHARGE

Pursuant to section 106

Name of company ..... Limited.

Presented by .....
.....
.....

We, ... of .....
a director of ..... Limited,
and..... of .....
the secretary thereof do solemnly and sincerely declare that the particulars contained in the memorandum annexed hereto are true to the best of our knowledge, information and belief.

Declared at ..... the …….. day
of ..... two thousand and
..... before me.
A Notary Public

MEMORANDUM OF FACT THAT PART OF PROPERTY OR UNDERTAKING MORTGAGED OR CHARGED HAS CEASED TO FORM PART OF PROPERTY OR UNDERTAKING OF COMPANY

..... Limited hereby gives notice that on the ..... day of ....., 20….., part of the property or undertaking secured by the registered charge being *(a)* .....
of which particulars were registered with the registrar of companies on the *(b)* …… day of ....., 20….. ceased to form part of the company's property or undertaking.

Short particulars of the property -

In witness whereof the common seal of the company was hereunto affixed the ……. day of ....., 20……..

Directors

Secretary

(a) A description of the instrument(s) creating or evidencing the charge, e.g., "mortgage", "charge", "debenture", etc., with the date thereof should be given. If the registered charge was a "series of debentures" or "debenture stock", the words "authorised by resolution", together with the date of the resolution, should be added.

(b) The date of registration may be confirmed from the certificate of registration and (except in the case of a series of debentures) from the registration stamp affixed to the instrument(s) registered.

Form No. 22

No. of company ……

VANUATU

COMPANIES ACT

PARTICULARS OF A CONTRACT RELATING TO SHARES

Pursuant to section 64(2)

Name of company ..... Limited.

The particulars must be stamped with the stamp duty as would have been payable if the contract had been reduced to writing.

Presented by .....
.....
.....

Particulars of contract relating to shares allotted as fully or partly paid up otherwise than in cash by ..... Limited.

---

(1) The number of shares allotted as fully or partly paid up otherwise than in cash ……..	
(2) The nominal amount of each such share	VT
(3) The amount to be considered as paid up on each such share otherwise than in cash	VT
(4) If the consideration for the allotment of such shares is services, or any consideration other than that mentioned below in (5), state the nature of such consideration, and the number of shares so allotted	
(5) If the allotment is made in satisfaction or part satisfaction of the purchase price of property, give a brief description of such property, and full particulars of manner in which the purchase price is to be satisfied.	(1) Brief description of property. (2) Purchase price VT..... (a) Total amount considered as paid on ..... shares allotted otherwise than in cash VT…….. (b) Cash VT ……. (c) Amount of debt released or liabilities assumed by the purchaser (including mortgages on property acquired VT..... Total purchase price VT.....

(6) Give full particulars, in the form of the following table, of the property which is the subject of the sale, showing in detail how the total purchase price is apportioned between the respective heads -

Legal estates in freehold property and fixed plant and machinery and other fixtures thereon *(a)*	VT
Legal estates in leasehold property *(a)*	
Fixed plant and machinery on leasehold property (including tenants', trade and other fixtures)	
Equitable interests in freehold or leasehold property *(a)*	
Local plant and machinery, stock-in-trade and other chattels *(b)*	
Goodwill and benefit of contracts	
Patents, designs, trade marks, licences, copyrights, etc.	
Book and other debts	
Cash in hand and at bank on current account, bills, notes, etc.	
Cash on deposit at bank or elsewhere	
Shares, debentures and other investments	
Other property, viz.	
VT	

(Signature) ……..
(State whether director or secretary)…….

Dated the …….. day of ……, 20……. .

(a) Where such properties are sold subject to mortgage, the gross value should be shown.

(b) No plant and machinery which was not in an actual state of severance on the date of the sale should be included under this head.

Form No. 23

No. of company ……

VANUATU

COMPANIES ACT

NOTICE OF APPOINTMENT OF A RECEIVER OR MANAGER
LAWS OF THE REPUBLIC OF VANUATU

Pursuant to section 108(1)

Name of company ..... Limited.

Presented by .....
.....
.....

To the registrar of companies.

I, ... of ..... with reference to ..... Limited.

hereby give notice that –

(a) I have obtained an order of the *(b)* ..... dated the …….. day of ....., 20……. for the appointment of ……..... of ..... as *(c)*.....

*(1) of the whole or substantially the whole of the property of this company

*(2) of part of the property of this company

*(3) of the income arising from the property or part of the property of this company,

on behalf of the holders of *(d)*.....

(a) On the …… day of ....., 20……. I appointed ..... of ..... as *(c)* .....

*(1) of the whole or substantially the whole of the property of this company

*(2) of part of the property of this company

*(3) of the income arising from the property or part of the property of this company,

on behalf of the holders of *(d)* ..... under the powers contained in that instrument.

(Signature) …….
(State whether director or secretary)…….

Dated the day of , 20 .

(a) Of these two paragraphs strike out that which does not apply.

(b) Name of court making the order.

(c) "receiver" or "manager" or "receiver and manager" as the case may be.

(d) Describe fully the instrument under which appointment is made, and state whether it is a debenture secured by a floating charge.

*Delete as necessary.

Form No. 24

No. of company ……

VANUATU

COMPANIES ACT

RECEIVER OR MANAGER'S ABSTRACT OF RECEIPTS AND PAYMENTS

Pursuant to sections 345(2) and 347(1)

Name of company ..... Limited

Name and address of receiver or manager .....
.....

Date and description of security containing the powers under which receiver or manager is appointed. .....
.....
.....
.....
.....

Period covered by the abstract From …….
To .....

Presented by .....
.....
.....

ABSTRACT			
Receipts		Payments	
Brought forward …….	VT	Brought forward ……..	VT
		The receipts and payments must severally be added up at the foot of each sheet and the totals carried forward from one abstract to another without any intermediate balance, so that the gross totals shall represent the total amounts received and paid by the receiver and paid by the receiver or manager since the date of appointment.	
Carried forward …….		Carried forward ……	

(Signature) .....

Dated the ..... day of ....., 20…….

Form No. 25

VANUATU

COMPANIES ACT

NOTICE OF CEASING TO ACT AS RECEIVER OR MANAGER

Pursuant to section 108(2)

Name of company ..... Limited.

Presented by .....
.....
.....

To the registrar of companies.

I, ... of ..... hereby give you notice that I ceased to act as receiver and/or manager of ..... Limited, on the …….. day of ....., 20……..

(Signature) .....

Dated the ..... day of ....., 20…….

Form No. 26

No. of company ……

VANUATU

COMPANIES ACT

STATEMENT OF THE AMOUNT OR RATE PER CENT OF THE COMMISSION PAYABLE IN RESPECT OF SHARES AND OF THE NUMBER OF SHARES FOR WHICH PERSONS HAVE AGREED FOR A COMMISSION TO SUBSCRIBE ABSOLUTELY

Pursuant to section 65(1) (c) (ii) and (d)

Name of company ..... Limited.

Presented by .....
.....
.....

Name of company ..... Limited.

Article of association authorising commission	No. .....
Particulars of amount payable as commission for subscribing, or agreeing to subscribe, or for procuring or agreeing to procure, subscriptions for any shares in the company; or,	VT.....
Rate of such commission	Rate per cent .....
Date of circular or notice (if any), not being a prospectus, inviting subscriptions for the shares and disclosing the amount or rate of the commission.	Date .....
Number of shares for which persons have agreed for a commission to subscribe absolutely	No. .....
(Signatures of all the directors or of their agents authorised in writing)	....

Dated the ..... day of ....., 20…….

Form No. 27

No. of company ……

VANUATU

COMPANIES ACT

REGISTER OF MORTGAGES AND CHARGES, AND OF MEMORANDUMS OF SATISFACTION OF ..... Limited

Pursuant to Section 104(1)

(1) Date of registration	(2) Serial no. of document on file	(3) Date of creation of each mortgage or charge and description thereof	(4) Date of acquisition of property	(5) Amount secured by the mortgage or charge	(6) Short particulars of the property mortgaged or charged	(7) Names of mortgagees or persons entitled to the charge	Particulars relating to issues of debentures of a series						(14) Amount or rate per cent of the commission, allowance, or discount	(15) Memorandum of satisfaction		(16) Receiver or manager	
							(8) Total amount secured by a series of debentures	(9) Date and amounts of each issue of the series		(10) Dates of the resolutions authorizing the issue of the series	(11) Date of the covering deed	(12) General descriptions of the property charged	(13) Names of the trustees for the debenture holders		Amount	Nature	Name and date of appoint-ment	Date of ceasing to act
								Date	Amount									

Form No. 28

VANUATU

COMPANIES ACT

NOTICE TO DISSENTING SHAREHOLDERS

Pursuant to section 215(1)

Re *(a)* ..... Limited
(hereinafter called "the transferor company")

Notice by *(b)* ..... Limited
(hereinafter called "the transferee Company")

To *(c)* .....
.....
.....

Whereas on the ……. day of ....., 20…….. the transferee company made an offer to all the holders of *(d)* ……. shares in the transferor company (state shortly the nature of the offer) .....; and

Whereas up to the ……. day of ....., 20…… being a date within 4 months of the date of the making thereof such offer was approved by the holders of not less than nine-tenths in value of the said *(d)* …… shares (other than shares already held at the date of the offer by or by a nominee or the transferee company or its subsidiary).

Now therefore the transferee company in pursuance of the provisions of section 215(1) of the Companies Act hereby gives you notice that it desires to acquire the *(d)* ……... shares held by you in the transferor company.

And further take notice that unless upon an application made to the court by you the said *(c)* ..... on or before the …….. day of ....., 20……. being 1 month from the date of this notice the court thinks fit to order otherwise, the transferee company will be entitled and bound to acquire the *(d)* ..... shares held by you in the transferor company on the terms of the above-mentioned offer approved by the approving *(d)* ..... shareholders in the said company.

(Signature) .....

for *(b)* .....
(State whether director or secretary)

Dated the ..... day of ....., 20…….

(a) Name of transferor company.

(b) Name of transferee company.

(c) Name(s) and address(es) of dissenting shareholder(s).

(d) If the offer is limited to a certain class or classes of shareholders state description of that class or those classes.

Form No. 29

VANUATU

COMPANIES ACT

NOTICE TO NON-ASSENTING SHAREHOLDERS

Pursuant to section 215(2)

Re *(a)* ..... Limited
(hereinafter called "the transferor company")

Notice by *(b)* ..... Limited
(hereinafter called "the transferee company")

To *(c)* .....

Whereas a scheme or contract involving the transfer of the *(d)* ..... shares in the transferor company to the transferee company was up to the …….. day of ....., 20…… being a date within 4 months of the making of the offer in that behalf by the transferee company approved by the holders of not less than nine-tenths in value of those shares (other than shares already held at the date of the offer by or by a nominee for transferee company or its subsidiary), and

Whereas in pursuance of that scheme or contract *(e)* ..... shares were on the …… day of ....., 20……. transferred to the transferee company or to its nominee.

Now therefore the transferee company in pursuance of section 215(2) of the Companies Act hereby gives you notice that those shares together with such other shares in the transferor company as were held by or by a nominee for the transferee company or its subsidiary on the said date comprise or include nine-tenths in value of the *(d)* ..... shares in the transferor company.

And further take notice that you may within 3 months from the giving of this notice give notice that you require the transferee company to acquire your holding of (d) ..... shares in the transferor company, and that if you give such notice the transferee company shall be entitled and bound to acquire those shares on the terms on which under the said scheme or contract the shares of the approving shareholders were transferred to it, or on such other terms as may be agreed or as the court on the application of either the transferee company or yourself/yourselves think fit.

(Signature) .....

for *(b)* .....
(State whether director or secretary)

Dated the ..... day of ....., 20…….

(a) Name of transferor company.

(b) Name of transferee company.

(c) Name(s) and address(es) of non-assenting shareholder(s).

(d) If the offer is limited to a certain class or classes of shareholders state description of that class or those classes.

(e) State amount of shares transferred.

Form No. 30

VANUATU

COMPANIES ACT

NOTICE TO TRANSFEREE COMPANY BY NON-ASSENTING SHAREHOLDER

Pursuant to section 215(2)

Re *(a)* ..... Limited
(hereinafter called "the transferor company")

Notice by *(b)* .....

To *(c)* ..... Limited
(hereinafter called "the transferee company")

Whereas on the ……. day of ....., 20……. *(c)* ..... gave notice to me/us that on the …….. day of ....., 20……. by reason of the *(d)* ..... shares in the transferor company having that day been transferred to the transferee company or its nominee in pursuance of a scheme or contract approved in accordance with the provisions of section 215(1) of the Companies Act those shares together with other shares in the transferor company held by or by a nominee for the transferee company or its subsidiary at that date comprised or included nine-tenths in value of the said *(d)* ..... shares.

Now I/We the said ..... being the holder(s) of *(e)* ..... shares in the transferor company hereby give notice in accordance with the provisions of section, 215(2) of the Companies Act to the transferee company that I/we require it to acquire the said shares held by me/us.

(Signature) .....

Dated the ..... day of ....., 20…….

Notes

1. Strike out “I” or “we”, “me” or “us” as the case may be.

2. If the shares are not acquired on the terms on which, under the scheme or contract, the shares of the approving shareholders were transferred, or on agreed terms, either party may apply to the court to fix the terms.

(a) Name of transferor company.

(b) Name of non-assenting shareholder.

(c) Name of transferee company.

(d) If the offer is limited to a certain class or classes of shareholders state description of that class or the classes.

(e) State the number and description of shares held by the non-assenting shareholder.

Form No. 31

No. of company ……

VANUATU

COMPANIES ACT

NOTICE OF APPLICATION MADE TO THE COURT FOR THE CANCELLATION OF AN ALTERATION MADE BY SPECIAL RESOLUTION TO THE PROVISIONS OF THE MEMORANDUM OF THE COMPANY

Pursuant to section 8(5)

Name of company ..... Limited.

Presented by .....
.....
.....

To the registrar of companies.

..... Limited hereby gives you notice, pursuant to section 8(5) of the Companies Act, that an application has been made to the court under that section for the cancellation of the alteration made to the provisions of the memorandum of the company by a special resolution dated the ……. day of ....., 20…… of which a copy was forwarded to you on the …… day of ....., 20……..

(Signature) .....
(State whether director or secretary)

Dated the ..... day of ....., 20…….

Form No. 32

No. of company ……

VANUATU

COMPANIES ACT

NOTICE OF PLACE WHERE A REGISTER OF HOLDERS OF DEBENTURES OR A DUPLICATE THEREOF IS KEPT OR OF ANY CHANGE IN THAT PLACE

Pursuant to sections 93(2) and 114(3)

Name of company ..... Limited.

Presented by .....
.....
.....

To the registrar of companies.

..... Limited hereby gives you notice, in accordance with sections 93(2) and 114(3) of the Companies Act, that a register of holders of debentures of the company is kept at .....

(Signature) .....
(State whether director or secretary)

Dated the ..... day of ....., 20…….

Form No. 33

No. of company ……

VANUATU

COMPANIES ACT

NOTICE OF PLACE WHERE REGISTER OF MEMBERS IS KEPT OR OF ANY CHANGE IN THAT PLACE

Pursuant to section 114(3)

Name of company ..... Limited.

Presented by .....
.....
.....

To the registrar of companies.

..... Limited hereby gives you notice, in accordance with section 114(3) of the Companies Act, that the register of members of the company is kept at .....

(Signature) .....
(State whether director or secretary)

Dated the ..... day of ....., 20…….

Form No. 34

VANUATU

COMPANIES ACT

NOTICE OF APPOINTMENT OF RECEIVER OR MANAGER

Pursuant to section 345(1)(a)

To *(a)* .....

I ..... of ..... hereby give notice that –

(b) Under an order of the *(c)* ..... dated the …….. day of ....., 20…… in the matter of *(d)* ..... …… I was appointed *(e)* ..... of *(f)* ..... of the property of your company.

(b) On the …… day of ....., 20…… I was appointed *(e)* ..... of *(g)* ..... of the property of your company under the powers contained in an instrument dated *(h)*.....

(Signature) .....

Dated the ..... day of ....., 20…….

(a) Name of company

(b) Of these 2 paragraphs strike out that which does not apply.

(c) Name of court making order.

(d) Short title of action.

(e) “receiver" or "manager" or "receiver and manager" as the case may be.

(f) Short recital from the order of the property over which appointed.

(g) Short description of the property over which appointed.

(h) Describe fully the instrument under which the appointment is made.

Form No. 35

No. of company ……

VANUATU

COMPANIES ACT

STATEMENT AS TO THE AFFAIRS OF *..... LIMITED

Pursuant to sections 345(1)(b) and 346(2)

IN THE MATTER OF A DEBENTURE (SERIES OF DEBENTURES)

REGISTERED ....., 20.....

Statement as at the ……. day of ....., 20……. the date of the appointment of the receiver.

We, ... of .....
a director of ..... Limited
and .....
the secretary thereof do solemnly and sincerely declare that the statement made overleaf and the several lists hereunto annexed marked ..... are to the best of our knowledge and belief a full, true and complete statement as to the affairs of the above named company on the ……. day of ....., 20…… the date of the appointment of the receiver.

Declared at .....
……..……. ……..
this …….. day of ....., 20.... Signatures
Before me……. ……..
……..…….
A Notary Public

[The notary public is particularly requested, before accepting the declaration, to ascertain that the full name, address and description of each declarant are stated, and to initial all crossings-out or other alterations on the printed form. A deficiency in the declaration in any of the above respects will entail its refusal, and will necessitate its being re-declared.]

Note – The several lists annexed are not exhibits to the declaration.

*Insert full name of company.

Form No. 36

No. of company ……

VANUATU

COMPANIES ACT

STATEMENT AS TO THE AFFAIRS OF *..... LIMITED

Pursuant to sections 345(1)(b) and 346(2)

IN THE SUPREME COURT OF VANUATU
IN THE MATTER OF †.....

Statement as at the ..... day of ....., 20……. the date of the appointment of the receiver.

We, ... of .....
a director of ..... Limited
and .....
the secretary thereof make oath and say that the statement made overleaf and the several lists hereunto annexed marked …..... are to the best of our knowledge and belief a full, true and complete statement as to the affairs of the above named company, on the …… day of ....., 20…… the date of the appointment of the receiver.

Sworn at .....
……..……. ……..
this …….. day of ....., 20.... Signatures
Before me……. ……..
Magistrate

[The magistrate is particularly requested, before swearing the affidavit, to ascertain that the full name, address and description of each deponent are stated, and to initial any crossings-out or other alteration in the printed form. A deficiency in the affidavit in any of the above respects will entail its refusal by the court, and will necessitate its being re-sworn.]

Note – The several lists annexed are not exhibits to the affidavit.

---

*Insert full name of company.

†Insert title of action.

STATEMENT OF AFFAIRS AND LISTS TO BE ANNEXED TO FORMS 35 AND 36

STATEMENT AS TO THE AFFAIRS OF

..... LIMITED

ON THE ....., 20……, THE DATE OF THE APPOINTMENT OF THE RECEIVER, SHOWING ASSETS AT ESTIMATED REALISABLE VALUES AND LIABILITIES EXPECTED TO RANK

ASSETS NOT SPECIFICALLY PLEDGED (as per List "A") Balance at bank Cash in hand Marketable securities Bills receivable Trade debtors Loans and advances Unpaid calls Stock in trade Work in progress .... Freehold property Leasehold property Plant and machinery Furniture, fittings, utensils, etc Patents, trade marks, etc. Investments other than marketable securities Other property, viz.-					Estimated Realisable Values VT
ASSETS SPECIFICALLY PLEDGED (as per List "B")	(a) Estimated Realisable Values	(b) Due to Secured Creditors	(c) Deficiency ranking as Unsecured (see next page)	Surplus carried to last column	
	VT	VT	VT	VT	
Freehold Property					
Estimated surplus from assets specifically pledged	VT	VT	VT	VT	
ESTIMATED TOTAL ASSETS AVAILABLE FOR PREFERENTIAL CREDITORS, DEBENTURE HOLDERS SECURED BY A FLOATING CHARGE, AND UNSECURED CREDITORS* (carried forward to next page)					Estimated Realisable Values VT
SUMMARY OF GROSS ASSETS Gross realisable value of assets specifically pledged Other assets GROSS ASSETS VT				(d) VT	

ESTIMATED TOTAL ASSETS AVAILABLE FOR PREFERENTIAL CREDITORS, DEBENTURE HOLDERS SECURED BY A FLOATING CHARGE, AND UNSECURED CREDITORS* (brought forward from preceding page)			Estimated Realisable Values VT
(e) Gross Liabilities VT	LIABILITIES (to be deducted from surplus or added to deficiency as the case may be) SECURED CREDITORS (as per list "B") to extent to which claims are estimated to be covered by assets specifically pledged (item *(a)* or *(b)* on preceding page, whichever is the less) *(Insert in "Gross Liabilities" column only)* PREFERENTIAL CREDITORS (as per List "C") Estimated balance of assets available for debenture holders secured by a floating charge, and unsecured creditors* DEBENTURE HOLDERS secured by a floating charge (as per list "D") Estimated SURPLUS/DEFICIENCY as regards debenture holders* UNSECURED CREDITORS as per list "E" Estimated unsecured balance of claims of creditors partly secured on specific assets, brought from preceding page (c) Trade Accounts Bills Payable Outstanding Expenses .... Contingent Liabilities (state nature) – ..... ESTIMATED SURPLUS/DEFICIENCY AS REGARDS CREDITORS* being difference between: GROSS ASSETS brought from preceding page *(d)* And GROSS LIABILITIES as per column *(e)*	VT VT	
ISSUED AND CALLED-UP CAPITAL: ……. preference shares of ..... each ..... called-up ……. ……. preference shares of ..... each ..... called-up ……. ESTIMATED SURPLUS/DEFICIENCY AS REGARDS MEMBERS* (as per list "F")		VT	Estimated Realisable Values VT

*These figures must be read subject to the following notes –

(1) *(f)* There is no unpaid capital liable to be called-up
or
(g) The nominal amount of unpaid capital liable to be called-up is VT..... estimated to produce VT..... which is/is not charged in favour of debenture holders.

(2) The estimates are subject to costs of the receivership and to any surplus or deficiency on trading pending realisation of the assets.

Strike out *(f)* or *(g)*

LIST "A" – ASSETS NOT SPECIFICALLY PLEDGED

Statement of Affairs
List "A"

Full particulars of every description of property not specifically pledged and not included in any other list are to be set forth in this list

Full Statement and Nature of Property		Book value	Estimated to Produce
State name of bankers	Balance at bank		
	Cash in hand		
	Marketable securities, viz.-		
	Bills receivable (as per Schedule I)		
	Trade debtors (as per Schedule II)		
	Loans and advances, viz.-		
	Unpaid calls (as per Schedule III)		
State nature	Stock in Trade		
State nature	Work in progress		
	Freehold property, viz.-		
	Leasehold property, viz.-		
	Plant and machinery, viz.-		
	Furniture, fittings, utensils, etc.		
	Patents, trade marks, etc., viz.-		
	Investments other than marketable securities, viz.-		
	Other property, viz.-		

(Signature) ..... Dated ....., 20…….

SCHEDULE I – BILLS OF EXCHANGE, PROMISSORY NOTES, ETC., ON HAND AVAILABLE AS ASSETS

Statement of Affairs
Schedule I to List "A"

The names to be arranged in alphabetical order and numbered consecutively

No.	Name of Acceptor of Bill or Note	Address, etc	Amount of Bill or Note	Date when due	Estimated to produce	Particulars of any property held as security for payment of Bill or Note
			VT		VT	

(Signature) ..... Dated ....., 20…….

SCHEDULE II – TRADE DEBTORS

Statement of Affairs
Schedule II to List "A"

The names to be arranged in alphabetical order and numbered consecutively

Note: If the debtor to the company is also a creditor, but for a less amount than his indebtedness, the gross amount due to the company and the amount of the contra account should be shown in the third column, and the balance only be inserted under the heading "Amount of Debt" thus–

VT

Due to company .....
Less: Contra account .....

No such claim should be included in List "E"

No.	Name	Residence and Occupation	Amount of Debt			Folio of Ledger or other book where particulars are to be found	When contracted		Estimated to Produce	Particulars of any securities held for debt
			Good	Doubtful	Bad		Month	Year		
			VT	VT	VT				VT	

(Signature) ..... Dated ....., 20…….

SCHEDULE III – UNPAID CALLS

Statement of Affairs
Schedule III to List "A"

The names to be arranged in alphabetical order and numbered consecutively

Consecutive No.	No. in share register	Name of Shareholder	Address	No of shares held	Amount of call per share unpaid	Total amount due	Estimated to realise
					VT	VT	VT

(Signature) ..... Dated ....., 20…….

LIST "B" – ASSETS SPECIFICALLY PLEDGED AND CREDITORS FULLY OR PARTLY SECURED (NOT INCLUDING DEBENTURE HOLDERS SECURED BY A FLOATING CHARGE)

Statement of Affairs
List "B"

The names of the secured creditors are to be shown against the assets on which their claims are secured, numbered consecutively, and arranged in alphabetical order as far as possible

Particulars of assets specifically pledged	Date when security given	Estimated value of security	No.	Name of Creditor	Address and Occupation	Amount of debt	Date when contracted		Considera tion	Balance of debt unsecured carried to List "E"	Estimated surplus from security
							Month	Year			
		VT				VT				VT	VT

(Signature) ..... Dated ....., 20…….

LIST "C" - PREFERENTIAL CREDITORS FOR RATES, TAXES, SALARIES, WAGES AND OTHERWISE

Statement of Affairs
List "C"

The names to be arranged in alphabetical order and numbered consecutively

No.	Name of Creditor	Address and Occupation	Nature of Claim	Period during which claim accrued due	Date when due	Amount of claim	Amount payable in full	Balance not preferential carried to List "E"
						VT	VT	VT

(Signature) ..... Dated ....., 20…….

LIST "D" - LIST OF DEBENTURE HOLDERS SECURED BY A FLOATING CHARGE

Statement of Affairs
List "D"

The names to be arranged in alphabetical order and numbered consecutively

Separate lists must be furnished of holders of each issue of debentures, should more than one issue have been made

No.	Name of Holder	Address	Amount	Description of assets over which security extends
			VT	

(Signature) ..... Dated ....., 20…….

LIST "E"-UNSECURED CREDITORS

Statement of Affairs
List "E"

The names to be arranged in alphabetical order and numbered consecutively

Notes: 1. *When there is a contra account against the creditor less than his claim against the company, the amount of the creditor's claim and the amount of the contra account should be shown in the third column and the balance only be inserted under the heading "Amount of Debt" thus –*

VT
Total amount of claim .....
Less: Contra account .....

No such set-off should be included in Schedule I attached to List "A".

2. *The particulars of any Bills of Exchange and Promissory Notes held by a creditor should be inserted immediately below the name and address of such creditor.*

No.	Name	Address and Occupation	Amount of Debt	Date when contracted		Consideration
			VT	Month	Year	
	Unsecured balance of creditors partly secured – brought from List "B" Balance not preferential of preferential creditors – brought from List "C"					

(Signature) ..... Dated ....., 20…….

LIST "F"-DEFICIENCY OR SURPLUS ACCOUNT

Statement of Affairs
List "F"

The period covered by this account must commence on a date not less than 3 years before the appointment of the receiver or, if the company has not been incorporated for the whole of that period, the date of formation of the company, unless the receiver otherwise agrees.

ITEMS CONTRIBUTING TO DEFICIENCY (OR REDUCING SURPLUS):		VT
1. Excess (if any) of capital and liabilities over assets on the ....., 20.....as shown by balance sheet (copy annexed)		
2. Net dividends and bonuses declared during the period from ....., 20..... to the date of the statement		
3. Net trading losses (after charging items shown in note below) for the same period		
4. Losses other than trading losses written off or for which provision has been made in the books during the same period (give particulars or annex schedule)		
5. Estimated losses now written off or for which provision has been made for the purpose of preparing the statement (give particulars or annex schedule)		
6. Other items contributing to deficiency or reducing surplus –		
ITEMS REDUCING DEFICIENCY (OR CONTRIBUTING TO SURPLUS):	VT	VT
7. Excess (if any) of assets over capital and liabilities on the ....., 20..... as shown on the balance sheet (copy annexed)		
8. Net trading profits (after charging items shown in note below) for the period from the ....., 20..... to the date of the statement		
9. Profits and income other than trading profits during the same period (give particulars or annex schedule)		
10. Other items reducing deficiency or contributing to surplus		
		VT
DEFICIENCY/SURPLUS as shown by statement		

NOTE AS TO NET TRADING PROFITS AND LOSSES –	VT
Particulars are to be inserted here (so far as applicable) of the items mentioned below, which are to be taken into account in arriving at the amount of net trading profits or losses shown in this account –	
Provisions for depreciation, renewals, or diminution in value of fixed assets	
Interest on debentures and other fixed loans	
Payments to directors made by the company and required by law to be disclosed in the accounts	
Exceptional or non-recurring expenditure –	
Less: Exceptional or non-recurring receipts –	
Balance, being other trading profits or losses	
Net trading profits or losses as shown in deficiency or surplus account above	

(Signature) ..... Dated ....., 20…….

LIST "G"

Statement of Affairs
List "G"

In substitution for such of the lists "A" to "F' as will have to be returned blank

List	Particulars	Remarks When no entries are made on anyone or more of the Lists "A" to "F" the word "Nil" should be inserted in this column opposite the list or lists thus left blank
A	Assets not specifically pledged	
B	Assets specifically pledged and creditors fully or partly secured (not including debenture holders secured by a floating charge)	
C	Preferential creditors under section 308 of the Companies Act	
D	Debenture holders secured by floating charge	
E	Unsecured creditors	
F	Deficiency of Surplus Account	

(Signature) ..... Dated ....., 20…….

Form No. 37

No. of company ……

VANUATU

COMPANIES ACT

LIST AND PARTICULARS OF THE DIRECTORS AND SECRETARY OF AN OVERSEA COMPANY

Pursuant to section 359

Name of company .....

Where incorporated .....

Address of proposed place of business in Vanuatu .....
.....

Presented by .....
.....
.....

Particulars of the persons who are directors 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. Nationality	4. Usual residential address (In the case of a corporation, the registered or principal office)	5. Other business occupation or directorships, if any. If none, state so§

Particulars of the person who is the 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)

Date ....., 20.....

Signatures of the person authorised under Section 359(2)(c) and (d) of the Companies Act, or of some other person in Vanuatu duly authorised by the company. .....

.....

Notes

* "director" includes any person who occupies the position of a director by whatsoever name called, and any person in accordance with those 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.

§In the case of an individual who has no business occupation but holds any other directorship or directorships, particulars of that directorship or some one of those directorships must be entered.

Form No. 38

No. of company ……

VANUATU

COMPANIES ACT

LIST OF THE NAMES AND ADDRESSES OF PERSONS RESIDENT IN VANUATU AUTHORISE TO ACCEPT SERVICE ON BEHALF OF AN OVERSEA COMPANY

Pursuant to section 359(2) (c) and (d)

Name of company .....

Presented by .....
.....
.....

List of persons resident in Vanuatu authorised to accept on behalf of the company service of process and any notices required to be served on ……..... a company incorporated in *(a)* ..... and which desires to establish a place of business in Vanuatu at .....

Surname	Full Names	Address	Nationality
(1) (2)			

Signatures of the person authorised under Section 359(2)(c) and (d) of the Companies Act, or of some other person in Vanuatu duly authorised by the company. .....
.....

Dated the …… day of ....., 20……..

(a) Country of origin.

Form No. 39

No. of company ……

VANUATU

COMPANIES ACT

RETURN OF ALTERATION IN THE CHARTER, STATUTES, MEMORANDUM OR ARTICLES OF ASSOCIATION OR OTHER INSTRUMENT CONSTITUTING OR DEFINING THE CONSTITUTION OF AN OVERSEA COMPANY

Pursuant to section 360

Name of company .....

Presented by .....
.....
.....

Return of alteration in the *(a)* ..... constituting or defining the constitution of ..... a company incorporated in *(b)* ..... which has been registered under section 359(7) of the Companies Act and which has established a place of business in Vanuatu at .....

(c) Certified copy of alteration or certified copy of new deed, if one has been executed, and certified translation of alteration or deed, if not in English or French languages, must accompany this return and be shortly referred to here.

Signatures of the person authorised under Section 359(2)(c) or (d) of the Companies Act, or of some other person in Vanuatu duly authorised by the company. .....
.....

Dated the ……. day of ……....., 20……...

(a) “Charter”, "Statutes", "Memorandum or Articles of Association" or other instrument as the case may be.

(b) Country of origin.

(c) The copy and translation (if any) must be certified in the manner prescribed in rules 3 and 5 of the Companies Rules.

Form No. 40

No. of company ……

VANUATU

COMPANIES ACT

RETURN OF ALTERATION IN THE LIST OR PARTICULARS OF DIRECTORS AND THE SECRETARY OF AN OVERSEA COMPANY

Pursuant to section 360

Name of company .....

Where incorporated .....

Address of place of business in Vanuatu .....
.....

Presented by .....
.....
.....

RETURN OF ALTERATION IN THE LIST OR PARTICULARS OF DIRECTORS AND THE SECRETARY

Particulars of the persons who are directors of the company*

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. Other business occupation or directorships if any. If none, state so §	6. Remarks as to the alterationΨ

Particulars of the person who is the secretary of the company

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)	4. Remarks as to the alterationΨ

Date ....., 20.....

Signatures of the persons authorised under Section 359(2)(c) and (d) of the Companies Act, or of some other person in Vanuatu duly authorised by the company. .....

.....

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.

§In the case of an individual who has no business occupation but holds any other directorship or directorships, particulars of that directorship or of some one of those directorships must be entered.

Ψ A complete list of the directors and secretary shown as existing in the last return must always be given. A note of the changes since the last list was filed should be made in this column, e.g. by placing against a new director's name the words "in place of .....," and by writing against any former director's name the words "dead", "resigned", or as the case may be.

Form No. 41

No. of company ……

VANUATU

COMPANIES ACT

RETURN OF ALTERATION IN THE NAMES OR ADDRESSES OF THE PERSONS RESIDENT IN VANUATU AUTHORISED TO ACCEPT SERVICE ON BEHALF OF AN OVERSEA COMPANY

Pursuant to section 360

Name of company .....

Presented by .....
.....
.....

Return of alteration in the names or addresses of the persons resident in Vanuatu authorised to accept on behalf of the company service of process and any notices required to be served on ..... a company incorporated in *(a)* ..... which has been registered under section 359(7) of the Companies Act and which has established a place of business in Vanuatu at .....

Signatures of the persons authorised under Section 359(2)(c) and (d) of the Companies Act, or of some other person in Vanuatu duly authorised by the company. .....
.....

Dated the ..... day of ....., 20…….

(a) Country of origin.

Form No. 42

No. of company ……

VANUATU

COMPANIES ACT

PARTICULARS OF A MORTGAGE OR CHARGE ON PROPERTY IN VANUATU CREATED BY A COMPANY INCORPORATED OUTSIDE VANUATU

Pursuant to sections 100 and 111

Name of company .....

Presented by .....
.....
.....

Particulars of a mortgage or charge created by ....., a company incorporated in *(a)* ..... which has been registered under section 359(7) of the Companies Act, and which has established a place of business in Vanuatu at .....

(1) Date and description of the instrument creating or evidencing the mortgage or charge *(b)*	(2) Amount secured by the mortgage or charge	(3) Short particulars of the property mortgaged or charged	(4) Names, addresses and descriptions of the mortgagees or persons entitled to the charge	(5) Amount or rate percent of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the debentures included in this return *(c)*

Signatures of the persons authorised under Section 359(2)(c) and (d) of the Companies Act, or of some other person in Vanuatu duly authorised by the company. .....
.....

Dated the ..... day of ....., 20.....

(a) Country of origin.

(b) A description of the instrument, e.g. "trust deed", "mortgage", "debenture", etc., as the case may be, should be given.

(c) The rate of interest payable under the terms of the debentures should not be entered.

Form No. 43

No. of company ……

VANUATU

COMPANIES ACT

PARTICULARS OF A MORTGAGE OR CHARGE SUBJECT TO WHICH PROPERTY IN VANUATU HAS BEEN ACQUIRED BY A COMPANY INCORPORATED OUTSIDE VANUATU

Pursuant to sections 103 and 111

Name of company .....

Presented by .....
.....
.....

Particulars of a mortgage or charge subject to which property in Vanuatu has been acquired by ..... a company incorporated in *(a)* ..... which has been registered under section 359(7) of the Companies Act, and which has established a place of business in Vanuatu at .....

(1) Date and description of the instrument creating or evidencing the mortgage or charge (b)	(2) Date of the acquisition of the property	(3) Amount secured by the mortgage or charge	(4) Short particulars of the property mortgaged or charged	(5) Names, addresses and descriptions of the mortgagees or persons entitled to the charge

Signatures of the persons authorised under Section 359(2)(c) and (d) of the Companies Act, or of some other person in Vanuatu duly authorised by the company. .....
.....

Dated the ……. day of ....., 20.....

(a) Country of origin.

(b) A description of the instrument, e.g. "trust deed", "mortgage", "debenture", etc., as the case may be, should be given.

A copy of the instrument certified as prescribed in rule 4 of the Companies Rules, must be delivered with these particulars.

Form No. 44

No. of company ……

VANUATU

COMPANIES ACT

PARTICULARS OF A SERIES OF DEBENTURES CONTAINING, OR GIVING BY REFERENCE TO ANY OTHER INSTRUMENT, ANY CHARGE ON PROPERTY IN VANUATU, TO THE BENEFIT OF WHICH THE DEBENTURE HOLDERS OF THE SAID SERIES ARE ENTITLED *PARI PASSU*, CREATED BY A COMPANY INCORPORATED OUTSIDE VANUATU

Pursuant to sections 100(7) and 111

Name of company .....

[This Form (No. 44) is to be used for registration of particulars of the entire series. When more than one issue of debentures in the series is made, particulars of the date and amount of each issue subsequent to the first should be sent to the registrar on Form No. 45.]

Presented by .....
.....
.....

Particulars of a series of debentures created by ....., a company incorporated in *(a)* ..... and which has been granted a permit to establish a place of business in Vanuatu at .....

(1) Total amount secured by the whole series	(2) Amount of the present issue of the series	(3) Dates of resolutions authorizing the issue of the series	(4) Date of the covering deed (if any) by which the security is created or defined; or, if there is no such deed, the date of the first execution of any debentures of the series	(5) General description of the property charged	(6) Names of the trustees (if any) for the debenture holders	(7) Amount or rate percent, of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the debentures included in this return *(b)*

Signatures of the persons authorised under section 359(2)(c) or (d) of the Companies Act, or of some other person in Vanuatu duly authorised by the company. .....
.....
.....

Dated the ..... day of ....., 20……..

(a) Country of origin.

(b) The rate of interest payable under the terms of the debenture should not be entered.

Form No. 45

No. of company ……

VANUATU

COMPANIES ACT

PARTICULARS OF AN ISSUE OF DEBENTURES IN A SERIES BY A COMPANY INCORPORATED OUTSIDE VANUATU

Pursuant to sections 100(7) and 111

Name of company .....

[For registration of particulars of the entire series Form No. 44 must be used.]

Presented by .....
.....
.....

Particulars of an issue of debentures in a series where more than one issue in the series is made by ....., a company incorporated in *(a)* ..... and which has established a place of business in Vanuatu at .....

(1) *(b)* Date of registration in the series	(2) Date of present issue	(3) Amount of present issue	(4) Particulars as to the amount or rate percent of the commission, allowance or discount (if any) paid or made, either directly or indirectly by the company, to any person in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally, or procuring or agreeing to procure subscriptions whether absolute or conditional, for any of the debentures included in this return *(c)*

Signatures of the persons authorised under section 359(2)(c) or (d) of the Companies Act, or of some other person in Vanuatu duly authorised by the company. .....
.....

Dated the ..... day of ....., 20.....

(a) Country of origin.

(b) The date of registration may be confirmed from the certificate of registration.

(c) The rate of interest payable under the terms of the debentures should not be entered.

Form No. 46

No. of company ……

VANUATU

COMPANIES ACT

DECLARATION VERIFYING MEMORANDUM OF SATISFACTION OF A REGISTERED MORTGAGE OR CHARGE BY A COMPANY INCORPORATED OUTSIDE VANUATU

Pursuant to section 106

Name of company .....

Presented by .....
.....
.....

I, ... of ....., the person authorised under section 359(2)(c) or (d) of the Companies Act by *(a)* ..... do solemnly and sincerely declare that the particulars contained in the memorandum of satisfaction annexed hereto are true to the best of my knowledge, information and belief.

Declared at ..... the …….. day
of ..... two thousand and
..... before me.
A Notary Public

MEMORANDUM OF COMPLETE SATISFACTION OF MORTGAGE OR CHARGE

Name of company .....

I, ..., hereby give notice that the registered charge being *(b)* ……..... of which particulars were registered with the registrar of companies on the *(c)* …… day of ....., 20……., was wholly satisfied on the …… day of ……, 20……., the debt for which the charge was given having been paid or satisfied.

Signatures of the persons authorised under section 359(2)(c) or (d) of the Companies Act } .....
.....

Dated the ……. day of ....., 20.....

(a) Name of company.

(b) A description of the instrument(s) creating or evidencing the charge, e.g. “mortgage”, “charge”, “debenture”, etc., with the date thereof should be given. If the registered charge was a “series of debentures” or “debenture stock”, the words “authorised by resolution”, together with the date of the resolution should be added.

(c) The date of registration may be confirmed from the certificate of registration and (except in the case of a series of debentures) from the registration stamp affixed to the instrument(s) registered.

Form No. 47

No. of company ……

VANUATU

COMPANIES ACT

DECLARATION VERIFYING MEMORANDUM RELATING TO A REGISTERED MORTGAGE OR CHARGE BY A COMPANY INCORPORATED OUTSIDE VANUATU

Pursuant to section 106

Name of company .....

Presented by .....
.....
.....

I, ... of ....., the person authorised under section 359(2)(c) or (d) of the Companies Act by *(a)* ..... do solemnly and sincerely declare that the particulars contained in the memorandum annexed hereto are true to the best of my knowledge, information and belief.

Declared at ..... the …….. day
of ..... two thousand and
..... before me.
A Notary Public

MEMORANDUM OF
(1) PARTIAL PAYMENT OR SATISFACTION OF MORTGAGE OR CHARGE
(2) RELEASE OF PART OF PROPERTY OR UNDERTAKING FROM MORTGAGE OR CHARGE

Name of company .....

I, ..., hereby give notice that the registered charge being *(b)* ……..... of which particulars were registered with the registrar of companies on the *(c)* …… day of ....., 20……., was satisfied on the …… day of ……, 20……., to the extent of ……

*1. the debt for which the charge was given having been partly paid or satisfied and

*2. part of the property or undertaking charged having been released from the charge.

*Short particulars of the property or undertaking no longer charged –

Signatures of the persons authorised under section 359(2)(c) or (d) of the Companies Act } .....
.....

Dated the ……. day of ....., 20.....

---

*Delete as necessary.

(a) Name of company.

(b) A description of the instrument(s) creating or evidencing the charge, e.g. “mortgage”, “charge”, “debenture”, etc., with the date thereof should be given. If the registered charge was a “series of debentures” or “debenture stock”, the words “authorised by resolution”, together with the date of the resolution, should be added.

(c) The date of registration may be confirmed from the certificate of registration and (except in the case of a series of debentures) from the registration stamp affixed to the instrument(s) registered.

Form No. 48

No. of company ……

VANUATU

COMPANIES ACT

DECLARATION VERIFYING MEMORANDUM RELATING TO A REGISTERED MORTGAGE OR CHARGE BY A COMPANY INCORPORATED OUTSIDE VANUATU

Pursuant to section 106

Name of company .....

Presented by .....
.....
.....

I, ... of ....., the person authorised under section 359(2)(c) or (d) of the Companies Act by *(a)* ..... do solemnly and sincerely declare that the particulars contained in the memorandum annexed hereto are true to the best of my knowledge, information and belief.

Declared at ..... the …….. day
of ..... two thousand and
..... before me.
A Notary Public

MEMORANDUM OF FACT THAT PART OF PROPERTY OR UNDERTAKING MORTGAGED OR CHARGED HAS CEASED TO FORM PART OF PROPERTY OR UNDERTAKING OF COMPANY

Name of company .....

I, ..., hereby give notice that on the ……. day of ....., 20……., part of the property or undertaking secured by the registered charge being *(b)* ..... of which particulars were registered with the registrar of companies on the *(c)* ……. day of ....., 20……., ceased to form part of the company's property or undertaking.

Short particulars of such property –

Signatures of the persons authorised under section 359(2)(c) or (d) of the Companies Act .....
.....

Dated the ……. day of ....., 20.....

(a) Name of company.

(b) A description of the instrument(s) creating or evidencing the charge, e.g. “mortgage”, “charge”, “debenture”, etc., with the date thereof should be given. If the registered charge was a “series of debentures” or “debenture stock”, the words “authorised by resolution”, together with the date of the resolution should be added.

(c) The date of registration may be confirmed from the certificate of registration and (except in the case of a series of debentures) from the registration stamp affixed to the instrument(s) registered.