ANGUILLA

REVISED STATUTES OF ANGUILLA

CHAPTER C70

COMPANIES REGISTRY ACT

Showing the Law as at 31 December 2022

This Edition was prepared under the authority of the Revised Statutes and Regulations Act, R.S.A. c. R55 by the Attorney General as Law Revision Commissioner.

This Edition consolidates Act 12/2003, in force 1 January 2004

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COMPANIES REGISTRY ACT

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COMPANIES REGISTRY ACT

Interpretation

1. In this Act—

"Commission" means the Financial Services Commission established under the Financial Services Commission Act;

(Act 12/2003, s.51)

"Court" means the High Court;

"document" means a document required or permitted to be filed with or issued by the Registrar under a Registry Act;

"document in electronic form" means a document in a computer processable message format that is capable of being transmitted electronically;

"legible form" means in a form that is capable of being read with the naked eye;

"licensee" means a person who holds—

(a) a licence issued under the Company Management Act; or

(b) a licence issued under the Trust Companies and Offshore Banking Act;

"overseas agent", in relation to a licensee, means a person who has been appointed by the licensee as his agent for the purpose of filing documents in electronic form on his behalf from outside Anguilla;

"paper document" means a printed, typewritten or handwritten document;

"prescribed" means prescribed by regulations made by the Governor under section 16;

"Registers" means—

(a) the Register of Companies, the Register of Foreign Companies and the Register of Disqualified Directors kept by the Registrar under the Companies Act[*];

(b) the Register of International Business Companies and the Register of Directors and Shareholders kept by the Registrar under the International Business Companies Act[†];

(c) the Register of Limited Liability Companies kept by the Registrar under the Limited Liability Company Act;

(d) the Register of Limited Partnerships kept by the Registrar under the Limited Partnership Act;

[*] Business Companies Act, 2022 (Act 2/2022) *repealed* the Companies Act, R.S.A. c. C65.
[†] Business Companies Act, 2022 (Act 2/2022) *repealed* the International Business Companies Act, R.S.A. c. I20.

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(e) the Register of Trusts kept by the Registrar under the Trusts Act;

(f) any other register that the Registrar may be required to keep under the Registry Acts; and

(g) any duplicate of the Registers referred to in paragraphs (a) to (f), whether kept in Anguilla or elsewhere;

"Registrar" means the Registrar of Companies;

"Registry Act" means—

(a) the Companies Act[‡];

(b) the International Business Companies Act[§];

(c) the Limited Liability Company Act;

(d) the Limited Partnership Act; or

(e) the Trusts Act;

"Registry Guidelines" means the Guidelines issued by the Registrar under section 15.

Registers

2. The Registrar may keep the Registers and the information contained in any document filed with him in any form he thinks fit including, either wholly or partly, by means of a device or facility—

(a) that records or stores information in magnetic or electronic form; and

(b) that permits the information to be inspected and reproduced in legible and useable form.

Filing of paper documents

3. (1) Subject to section 4, a document must—

(a) be a paper document in the form and containing such information as may be prescribed;

(b) be signed or certified in accordance with section 6(1) unless the Act in accordance with which it is being filed provides otherwise, in which case the document must be signed or certified in accordance with the provisions of that Act;

(c) be legible and properly completed; and

‡ Business Companies Act, 2022 (Act 2/2022) *repealed* the Companies Act, R.S.A. c. C65.
§ Business Companies Act, 2022 (Act 2/2022) *repealed* the International Business Companies Act, R.S.A. c. I20.

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(d) conform to such requirements as the Registrar may specify in the Registry Guidelines for the purposes of enabling him to copy or store the document.

(2) The Registrar may, in his discretion, accept for filing a photographic, photostatic or telefaxed copy of a paper document in place of the original.

Filing of documents in electronic form

4. (1) A licensee may apply to the Commission for authorisation to file documents in electronic form.

(2) An authorisation under this section applies only to documents that are specified in the Registry Guidelines as documents that the Registrar permits to be filed in electronic form.

(3) If the Commission is satisfied that an applicant under subsection (1) meets the requirements specified in subsection (6), the Commission after consultation with the Registrar may, on such conditions as it considers appropriate, authorise the applicant to file documents in electronic form with the Registrar.

(4) A licensee who has been authorised to file documents in electronic form under subsection (3) may apply to the Commission for authorisation for an overseas agent to file documents in electronic form on the licensee's behalf.

(5) If the Commission is satisfied that an overseas agent meets the requirements specified in subsection (6), the Commission after consultation with the Registrar may, on such conditions as it considers appropriate, authorise the overseas agent to file documents in electronic form with the Registrar.

(6) The Commission may not authorise a person to file documents in electronic form unless it is satisfied that the person—

(a) has the computer hardware and software necessary to transmit documents electronically for registration in a secure and reliable manner; and

(b) has sufficient procedures and controls in place—

(i) to prevent any abuse of the electronic filing procedures, and

(ii) to comply with the Registry Guidelines.

(7) A document filed by a person in electronic form must—

(a) be received for registration such that it can be read and stored and can be reproduced in legible and useable form;

(b) contain information that is the same as or equivalent to the information that would be required if the document had been filed in paper form;

(c) comply with such requirements as may be specified by the Registrar in the Registry Guidelines; and

(d) be authenticated in accordance with section 6(2).

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(8) The authority given to a person to file documents in electronic form—

(a) is terminated with immediate effect—

(i) when the licence of a licensee or, in the case of an overseas agent, the licence of his principal, is suspended or revoked, or

(ii) in the case of an overseas agent, if the authority granted to him to act as an agent of the person who made the application on his behalf under subsection (3) is withdrawn; and

(b) may be revoked by the Commission with immediate effect if—

(i) the Commission is not satisfied that the person meets the requirements specified in subsection (6),

(ii) the person breaches the Registry Guidelines, or

(iii) the person fails to comply with any terms or conditions imposed by the Commission under subsection (3) or subsection (5).

(Act 12/2003, s.51)

Appeal against decision of the Commission

5. (1) A licensee may appeal to the Court against a decision of the Commission—

(a) to refuse his application under section 4(1) to file documents in electronic form; or

(b) to revoke his authority to file documents in electronic form under section 4(8)(b).

(2) An appeal to the Court under subsection (1) must be made within 28 days of the licensee receiving notice of the Commission's decision or within such further time as the Court may allow.

(3) Notice of an appeal under this section must be served on the Commission which is entitled to attend and be heard at the hearing of the appeal.

(4) On hearing the appeal, the Court may confirm the Commission's decision or give such directions or make such a determination in the matter as it considers appropriate.

(Act 12/2003, s.51)

Signature and authentication of documents

6. (1) If a document filed with the Registrar is required to be signed, in the case of a paper document, the signature must be the actual signature of the person by whom the document is required to be signed or a printed or mechanical reproduction of his signature, complying with the Registry Guidelines, which is placed on the document with his authority.

(2) A document filed in electronic form—

(a) must be authenticated in the manner specified by the Registrar in the Registry Guidelines; and

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(b) when so authenticated, is not required to be signed.

(3) A paper document signed in accordance with subsection (1) and a document filed in electronic form authenticated in accordance with subsection (2) may be accepted in evidence, notwithstanding any provision to the contrary in the Evidence Act.

Proof of documents

7. The Registrar may require that a document filed with him or a fact stated in such a document shall be verified by affidavit or affirmation.

Amendment of documents

8. The Registrar may amend a document filed with him, other than an affidavit, affirmation or statutory declaration, if so authorised by—

(a) the person who filed the document or his representative; or

(b) the person on whose behalf the document was filed or his representative;

and the amended document shall be regarded for all purposes as a document filed by that person.

Power to refuse documents

9. (1) The Registrar may refuse to receive, record, retain or register a document presented to him for filing under a Registry Act if he is of the opinion that the document—

(a) does not comply with or contains any matter contrary to—

(i) this Act,

(ii) the Act under which it is filed,

(iii) any other law in force in Anguilla, or

(iv) the Registry Guidelines; or

(b) contains an error or an unauthorised alteration or erasure.

(2) Where the Registrar refuses a document under subsection (1), he—

(a) must, within 28 days of receiving the document, give written notice of his refusal to the person who filed the document, stating the reasons for his refusal; and

(b) may accept an amended or completed, or may require that a fresh, document be filed in its place.

Appeal of Registrar's refusal

10. Any interested person who is aggrieved by the refusal of the Registrar—

(a) to receive, record, retain on file or register a document filed with him under the Registry Acts; or

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(b) to issue a certificate issuable upon the filing of any document under the Registry Acts;

may, within 3 months after receiving notice of the Registrar's refusal, apply to the Court for an order requiring the Registrar to carry out the action which he has refused to carry out and the Court may order the Registrar to do so upon such terms and conditions as it considers appropriate.

Documents issued by Registrar

11. (1) Subject to subsection (3), a document issued by the Registrar under a Registry Act may be issued—

(a) as a paper document; or

(b) if the Registrar thinks fit, in electronic form.

(2) Where a document issued by the Registrar is required to be signed by him or sealed with his official seal—

(a) in the case of a paper document—

(i) it must be signed by the Registrar or by such other officer as he has authorised to sign documents on his behalf,

(ii) the signature of the Registrar or other authorised officer may be printed or mechanically reproduced, and

(iii) if appropriate, the document must be sealed with the official seal of the Registrar; and

(b) in the case of a document issued by the Registrar in electronic form, it must be authenticated in such manner as may be provided for in the Registry Guidelines.

(3) Notwithstanding paragraph (1)(b), a person may require that a document which he is entitled to receive from the Registrar shall be issued by the Registrar as a paper document.

Inspection of the records kept by the Registrar

12. (1) Subject to subsections (2) and (3), a person may, on payment of the fee prescribed under the relevant Registry Act—

(a) during normal business hours, inspect any records kept by the Registrar in respect of documents required or permitted to be filed with him under the Registry Acts; and

(b) require the Registrar to furnish him with a copy or certified copy of, or extract from, any document that he would be entitled to inspect under paragraph (a).

(2) In respect of documents filed in electronic form, the rights granted under subsection (1) extend only to reproductions of those documents in useable written form produced in such manner as the Registrar considers appropriate.

(3) Subsection (1) does not apply to any document or record that, by virtue of this or any other Act, is required to be kept confidential by the Registrar.

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(4) A copy or reproduction of or extract from any document or record that is kept by the Registrar and certified as such by him is admissible in evidence in all legal proceedings to the same extent as the original document.

(5) The Registrar may provide in the Registry Guidelines for a system enabling the electronic search and retrieval of information contained in the records that may be inspected under subsection (1).

Immunity

13. No liability attaches to the Registrar or to any person acting under his authority—

(a) for any act done in good faith in the discharge of his functions or duties under this Act; or

(b) without limiting paragraph (a), for any loss or damage caused wholly or partly by reason of any error or omission that has arisen as a result of any failure of or defect, breakdown or malfunction in any system used by the Registrar to receive, transmit, store or reproduce documents filed in electronic form.

Destruction of documents

14. If he is of the opinion that it is no longer necessary to retain it, the Registrar may destroy any document filed in respect of a company which has been dissolved for 20 years or more.

Registry Guidelines

15. (1) The Commission, after consultation with the Registrar, may issue Registry Guidelines in respect of any matters for which it is authorised to issue Guidelines by this Act.

(2) The Commission must publish the Registry Guidelines and any amendments thereto in the *Gazette*.

(Act 12/2003, s.51)

Regulations

16. The Governor may make such regulations as are required for the better administration of this Act and, in particular, prescribing any matter required or authorised by this Act to be prescribed.

Citation

17. This Act may be cited as the Companies Registry Act, Revised Statutes of Anguilla, Chapter C70.

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