

[Legal Notice]

COMPANIES REGULATIONS 2010

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COMPANIES ACT 2009

(Act No.1 of 2009)

COMPANIES REGULATIONS 2010

IN exercise of the powers conferred upon me by section 207 of the Companies Act 2009, I make these Regulations –

PART 1 – PRELIMINARY

Citation and commencement

1. These Regulations may be cited as the Companies Act Regulations 2010, and come into force on the commencement of the Act.

PART 2 – FORMS AND FEES

Office hours

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

Forms

3. (1) The forms set out in Schedule 1 must be used for the purposes of the Act, and the particulars contained in those forms are prescribed as the particulars required under the Act.

(2) If a prescribed form continues on 2 or more pages the following heading must appear at the top of each of those pages:

Name of company/*
proposed company*

Company
number

**Delete if not applicable*

(3) A form in Schedule 1 may be varied as the circumstances of any particular case may require.

Fees

4. The fees set out in Part 1 of Schedule 2 are payable to the Registrar in respect of matters to which they relate.

Penalties

5. (1) Subject to subregulation (2), the amounts specified in Part 2 of Schedule 2 are payable (in addition to any standard fee payable) by way of penalty for failure to deliver a document to the Registrar within the time prescribed by the Act.

(2) If any document is delivered to the Registrar after the time specified in the Act in respect of the document, and the Registrar is satisfied that the omission to deliver the document within the time limit was accidental or due to inadvertence, or that it is just and equitable to do so, the Registrar may remit wholly or partly the fee payable in respect of the late delivery of the document.

General requirements for documents

6. (1) All documents prepared to be registered or to be delivered, sent, or forwarded to the Registrar must be legible.

(2) If a document is required to be signed,—

(a) the signature must be an original signature; and

(b) the name of the signatory must be legibly typed, printed, stamped, or written below the original signature.

(3) The Registrar may accept documents in electronic form, and may determine the requirements, including any requirements in respect of signature, that apply in respect of documents provided in electronic form. Subregulations (1) and (2), and regulation 5, apply to documents provided in electronic form subject to any modifications determined by the Registrar.

PART 3 – ANNUAL REPORT AND FINANCIAL STATEMENTS

Division 1 - Annual report

Contents of annual report for public companies

7. (1) Every annual report for a public company must be in writing and be dated and, subject to subregulation (3), must—

(a) state, in respect of each director or former director of the company, the total of the remuneration and the value of other benefits received by that director or former director from the company during the accounting period; and

(b) state the total amount of donations made by the company during the

accounting period; and

- (c) state the amounts payable by the company to the person or firm holding office as auditor of the company as audit fees and, as a separate item, fees payable by the company for other services provided by that person or firm.

(2) A company that is required to include group financial statements in its annual report must include, in relation to its subsidiaries, the information specified in subregulation (1).

(3) The annual report of a company need not comply with subregulation (1)(a) to (c) if, and to the extent that, all shareholders agree that the report need not do so.

Division 2 - Financial statements

Form of financial statements

8. (1) Subject to subregulation (2), financial statements of a company prepared for the purposes of the Act—

- (a) must be in the form set out in Schedule 3; and
- (b) must contain the information required by that form; and
- (c) may contain any other information that the board of the company considers to be appropriate for inclusion in the financial statements.

(2) If, in the financial statements of a company, the amount of an item for an accounting period is not material and the amount of that item for the preceding accounting period is also not material, neither of those items need be separately disclosed.

Directions for preparation of financial statements

9. (1) Financial statements of a company prepared for the purposes of the Act must comply with the following accounting policies –

- (a) *Accrual accounting*: Accrual accounting must be used to record the effects of transactions and events when they occur;
- (b) *Accounts receivable*: Accounts receivable must be stated at their estimated net realisable value;
- (c) *Depreciation*: Depreciation must be calculated either—
 - (i) using the rates permitted under the Income Tax Act (Cap 123);
or
 - (ii) on a systematic basis over the economic life of the asset;

- (d) *Inventories*: Inventories must be valued at the lower of cost and net realisable value;
- (e) *Non-current assets*: Non-current assets must be stated at cost or valuation less aggregate depreciation or amortisation.

Financial statements of public companies

10. In addition to the requirements of regulations 10 and 11, the financial statements of a public company must either—

- (a) comply with international accounting standards; or
- (b) if the financial statements of a public company do not comply with international accounting standards, state how, and why, the financial statements do not comply with those accounting standards.

PART 4 – RE-REGISTRATION

Re-registration under section 210

11. (1) Under section 210 of the Act every company must complete a re-registration form and forward to the registrar—

- (a) all shares issued by the company prior to re-registration are deemed to be converted into shares of no par value; but that conversion does not affect the rights and obligations attached to the shares, and in particular, does not affect –
 - (i) the entitlements of the holder of the shares in respect of distributions, voting, the redemption of any redeemable shares, or the distribution of surplus assets of the company in a liquidation;
 - (ii) any unpaid liability of a shareholder in respect of a share;

(2) Despite anything in the articles of the company, the holder of a share at the time of re-registration is personally liable for any liability (including a liability for calls) attached to the share; and, in the event of a transfer of the share after re-registration, that liability remains with the shareholder at the time of re-registration, and does not pass to the transferee of the share.

(3) The Registrar may at his or her discretion extend the date of re-registration under the Act.

(4) The Registrar may restore any company which has failed to re-register under this Act and he or she shall determine at his or her discretion any notices which may be given and any fee for such restoration.

Schedule 1

(Regulation 5)

Form 1

Application for Registration of a Company

(Section 6 of the Act)

Stamp with date received

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

1. Name of proposed company: _____

2. Place a tick in the appropriate box:

Private Company.....
Public Company.....
Community Company.....

3. Place a tick in the appropriate box:

Model Rules for Private Company apply.....
Model Rules for Public Company apply.....
Model Rules for Community Company apply.....
Rules differ from Model Rules.....

4. Provide name, residential address and postal address of every director of the proposed company:

Name	Residential Address	Postal Address	Male	/	Female*
_____	_____	_____	<input type="checkbox"/>		<input type="checkbox"/>
_____	_____	_____	<input type="checkbox"/>		<input type="checkbox"/>
_____	_____	_____	<input type="checkbox"/>		<input type="checkbox"/>
_____	_____	_____	<input type="checkbox"/>		<input type="checkbox"/>

Please print first name followed by surname and print in BLOCK letters. *This gender information will not be publicly available on the register.

5. Has each person named above as a director consented to serve as a director for the company?

Yes..... No.....

6. Provide the full name of each shareholder of the company and the number of shares to be issued to each such shareholder:

Name	Number of shares to be issued	Male / Female*	
_____	_____	<input type="checkbox"/>	<input type="checkbox"/>
_____	_____	<input type="checkbox"/>	<input type="checkbox"/>
_____	_____	<input type="checkbox"/>	<input type="checkbox"/>
_____	_____	<input type="checkbox"/>	<input type="checkbox"/>

*In the case of a natural person, please give first name(s) followed by surname in BLOCK letters. In the case of an incorporated entity, please give its full incorporated name in BLOCK letters. *This gender information will not be publicly available on the register.*

7. The registered office of the proposed company is (this must not be a PO Box or Private Bag):

8. The postal address of the proposed company is:

9. For easier communication with the Registry, please provide the following details (*Optional*)

Email address

Phone number and contact person

10. If a Community Company, the following is a statement of the community interest:

11. This Application must be accompanied by the prescribed fee and a copy of the company's rules if different from the model rules.

Signed by:

Name: _____

Signature: _____

Date: _____

Stamp with date received

Form 2

Application of Public Company to become a Private Company
(Section 9 of the Act)

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

1. Name of existing public company: _____

2. Existing company number: _____

3. Name of proposed private company: _____

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

Yes.....

No.....

5. Place a tick in the appropriate box:

Model Rules for Private Company apply.....

Rules differ from Model Rules.....

6. Provide name, residential address and postal address of every director of the proposed private company:

Name	Residential Address	Postal Address	Male	/	Female*
_____	_____	_____	<input type="checkbox"/>		<input type="checkbox"/>
_____	_____	_____	<input type="checkbox"/>		<input type="checkbox"/>
_____	_____	_____	<input type="checkbox"/>		<input type="checkbox"/>
_____	_____	_____	<input type="checkbox"/>		<input type="checkbox"/>

*Please print first name followed by surname and print in BLOCK letters. *This gender information will not be publicly available on the register.*

7. Has each person named above as a director consented to serve as a director for the company?

Yes..... No.....

8. Provide the full name of each shareholder of the company and the number of shares to be issued to each such shareholder:

Name	Number of shares to be issued	Male / Female*	
_____	_____	<input type="checkbox"/>	<input type="checkbox"/>
_____	_____	<input type="checkbox"/>	<input type="checkbox"/>
_____	_____	<input type="checkbox"/>	<input type="checkbox"/>
_____	_____	<input type="checkbox"/>	<input type="checkbox"/>

*In the case of a natural person, please give first name(s) followed by surname in BLOCK letters. In the case of an incorporated entity, please give its full incorporated name in BLOCK letters. *This gender information will not be publicly available on the register.*

9. The registered office of the proposed company is (this must not be a PO Box or Private Bag):

10. The postal address of the proposed company is:

11. For easier communication with the Registry, please provide the following details (*Optional*)

Email address

Phone number and contact person

12. This Application must be accompanied by the prescribed fee, a copy of the company's rules if different from the model rules, and a copy of the shareholder resolution authorizing the existing company to become a private company.

Signed by director or authorised person:

Name: _____

Signature: _____

Director or authorised person

Date: _____

Form 3

Application for Private Company to become a Public Company

(Section 6 of the Act)

Stamp with date received

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

1. Name of existing private company: _____

2. Existing company number: _____

3. Name of proposed public company: _____

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

Yes.....

No.....

5. Place a tick in the appropriate box:

Model Rules for Public Company apply.....

Rules differ from Model Rules.....

6. Provide name, residential address and postal address of every director of the proposed public company:

Name	Residential Address	Postal Address	Male	/	Female*
_____	_____	_____	<input type="checkbox"/>		<input type="checkbox"/>

_____	_____	_____	<input type="checkbox"/>		<input type="checkbox"/>
-------	-------	-------	--------------------------	--	--------------------------

_____	_____	_____	<input type="checkbox"/>		<input type="checkbox"/>
-------	-------	-------	--------------------------	--	--------------------------

_____	_____	_____	<input type="checkbox"/>		<input type="checkbox"/>
-------	-------	-------	--------------------------	--	--------------------------

Please print first name followed by surname and print in BLOCK letters. *This gender information will not be publicly available on the register.

7. Has each person named above as a director consented to serve as a director for the company?

Yes..... No.....

8. Provide the full name of each shareholder of the company and the number of shares to be issued to each such shareholder

Name	Number of shares to be issued	Male / Female*	
_____		<input type="checkbox"/>	<input type="checkbox"/>
Name	Number of shares to be issued	<input type="checkbox"/>	<input type="checkbox"/>

Name	Number of shares to be issued	<input type="checkbox"/>	<input type="checkbox"/>

Name	Number of shares to be issued	<input type="checkbox"/>	<input type="checkbox"/>

In the case of a natural person, please give first name(s) followed by surname in BLOCK letters. In the case of an incorporated entity, please give its full incorporated name in BLOCK letters. *This gender information will not be publicly available on the register.

9. The registered office of the proposed company is located at (this must not be a PO Box or Private Bag):

10. The postal address of the proposed company is:

11. For easier communication with the Registry, please provide the following details (*Optional*)

Email address

Phone number and contact person

12. This Application must be accompanied by the prescribed fee, a copy of the company's rules if different from the model rules, and a copy of the shareholder resolution authorizing the existing company to become a public company.

Signed by director or authorised person:

Name: _____

Signature: _____

Director or authorised person

Date: _____

Form 4

Stamp with date received

Application for Private Company to become a Community Company

(Section 6 of the Act)

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

1. Name of existing private company: _____

2. Existing company number: _____

3. Name of proposed community company: _____

4. The existing private company applies to become a community company:

Yes.....

No.....

5. Place a tick in the appropriate box:

Model Rules for Community Company apply.....

Rules differ from Model Rules.....

6. Provide name, residential address and postal address of every director of the proposed community company:

Name	Residential Address	Postal Address	Male	/	Female*
_____	_____	_____	<input type="checkbox"/>		<input type="checkbox"/>
_____	_____	_____	<input type="checkbox"/>		<input type="checkbox"/>
_____	_____	_____	<input type="checkbox"/>		<input type="checkbox"/>
_____	_____	_____	<input type="checkbox"/>		<input type="checkbox"/>

Please print first name followed by surname and print in BLOCK letters. *This gender information will not be publicly available on the register.

7. Has each person named above as a director consented to serve as a director for the company?

Yes.....

No.....

8. Provide the full name of each shareholder of the company and the number of shares to be issued to each such shareholder

Name	Number of shares to be issued	Male / Female*	
_____		<input type="checkbox"/>	<input type="checkbox"/>
Name	Number of shares to be issued	<input type="checkbox"/>	<input type="checkbox"/>

Name	Number of shares to be issued	<input type="checkbox"/>	<input type="checkbox"/>

Name	Number of shares to be issued	<input type="checkbox"/>	<input type="checkbox"/>

*In the case of a natural person, please give first name(s) followed by surname in BLOCK letters. In the case of an incorporated entity, please give its full incorporated name in BLOCK letters. *This gender information will not be publicly available on the register.*

9. The registered office of the proposed company is located at (this must not be a PO Box or Private Bag):

10. The postal address of the proposed company is:

11. For easier communication with the Registry, please provide the following details (*Optional*)

Email address

Phone number and contact person

12. The following is a statement of the community interest:

13. This Application must be accompanied by the prescribed fee and a copy of the company's rules if different from the model rules.

Signed by director or authorised person:

Name: _____ Signature: _____

Director or authorised person

Date: _____

Form 5

Application to Change the Name of a Company

(Section 11 of the Act)

Stamp with date received

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

1. Name of existing company: _____

2. Existing company number: _____

3. Proposed name of company: _____

[This application must be made by a director of the company with the approval of its board or by a person authorised by the company's rules.]

4. This Application must be accompanied by the prescribed fee.

Signed by director or authorised person:

Name: _____ Signature: _____

Director or authorised person

Date: _____

Form 6

Notice of Adoption or Alteration of Rules

(Sections 14 and 121, of the Act)

<i>Stamp with date received</i>

1. Name of company: _____

2. Existing company number: _____

3. The company has taken the following action with regard to its rules:

Adopted the model rules for a private company.....

Adopted the model rules for a public company.....

Adopted the model rules for a community company.....

Adopted the model rules for a single shareholder company.....

Adopted new rules which differ from the model rules.....

Altered its rules which differ from the model rules.....

4. The date upon which the company adopted or altered its rules is _____.

5. If the company has adopted rules that differ from the model rules, the company's rules are held and are available for inspection at the company's registered office.

6. This Application must be accompanied with the prescribed fee.

Signed by director or authorised person:

Name: _____

Signature: _____

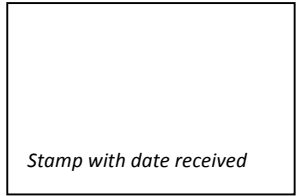
Director or authorised person

Date: _____

Form 7

Notice of Change of Address of Registered Office

(Sections 18 and 121 of the Act)



1. Name of existing company: _____

2. Existing company number: _____

3. The company applies to change its registered office (this must not be a PO Box or Private Bag):

Yes.....

No.....

If "yes" is ticked, the new registered office of the company is:

The date on which the change in the registered office is to take effect is: _____

[The change will be effective five (5) working days after receipt by the Registrar, or any later date specified in this Notice.]

4. The company applies to change its postal address:

Yes.....

No.....

If "yes" is ticked, the new postal address of the company, which may be the registered office of the company or any other postal address, is:

The date on which the change in the postal address is to take effect is: _____

[The change will be effective five (5) working days after receipt by the Registrar, or any later date specified in this Notice.]

Important information

- A company must have a registered office and a postal address in the Solomon Islands.
- The postal address may be the company's registered office or another place, including a PO Box or private bag.
- The registered office may be at the company's place of business or another place, but it must not be a PO Box or private bag.
- If the registered office or the postal address is at the offices of any firm of chartered accountants, barristers and solicitor, or any other person, you must state that the company's registered office or its postal address is at the offices of that firm or person and also state the particulars of the location in any building of those offices.
- If the registered office or postal address is not at the offices of any such firm or person but is located in a building occupied by persons other than the company, you must state the particulars of its location in the building.

5. This Application must be accompanied by the prescribed fee.

Signed by director or authorised person:

Name: _____ Signature: _____

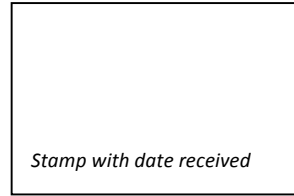
Director or authorised person

Date: _____

Form 8

Notice of Issue of Shares

(Sections 25 and 121 of the Act)



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

1. Name of existing company: _____

2. Existing company number: _____

3. State the total number of shares currently issued prior to this issue: _____

4. State the particulars of this issuance of shares below (if more than one issuance, complete additional lines):

Name of person(s)/entity receiving shares	Date of Issue	Number of Shares	Male/Female*
---	---------------	------------------	--------------

_____	_____	_____	_____
-------	-------	-------	-------

_____	_____	_____	_____
-------	-------	-------	-------

_____	_____	_____	_____
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*In the case of a natural person, please give first name(s) followed by surname in BLOCK letters. In the case of an incorporated entity, please give its full incorporated name in BLOCK letters. *This gender information will not be publicly available on the register.*

5. Total number of shares issued pursuant to this Notice: _____

[Add together all amounts from question 4 above]

6. Total number of shares outstanding after this issue: _____

[Add together the total from line 3 and line 5 above]

7. This Notice must be accompanied by the prescribed fee, if applicable.

Signed by director or authorised person:

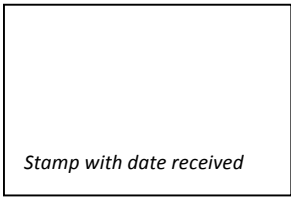
Name: _____ Signature: _____

Director or authorised person

Date: _____

Form 9

Notice of Acquisition of Own Shares by Company



(Sections 30 and 121 of the Act)

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

1. Name of existing company: _____

2. Existing company number: _____

3. State the particulars of this acquisition of shares below (if more than one acquisition occurred, complete additional lines):

Name of person(s)/entity from whom shares acquired	Date Acquired	Number of Shares
---	---------------	------------------

Name of person(s)/entity from whom shares acquired	Date Acquired	Number of Shares
---	---------------	------------------

Name of person(s)/entity from whom shares acquired	Date Acquired	Number of Shares
---	---------------	------------------

4. Indicate if shares that were acquired by the company are cancelled:

Yes.....

No*

*[*Shares acquired by a company are cancelled unless its rules expressly provide otherwise. Only tick the "No" box if the company has rules that differ from the model rules, and expressly provide that the relevant shares are not cancelled on acquisition.]*

5. State the total number of shares outstanding after the acquisition: _____

6. This Application must be accompanied by the prescribed fee.

Signed by director or authorised person:

Name: _____

Signature: _____

Director or authorised person

Date: _____

Form 10

Notice of Redemption of Shares by Company

(Sections 34 and 121 of the Act)

<i>Stamp with date received</i>

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

1. Name of existing company: _____

2. Existing company number: _____

3. State the particulars of this redemption of shares below (if more than one acquisition occurred, complete additional lines):

Name of person(s)/entity from whom redeemed	Date Redeemed	Number of Shares
---	---------------	------------------

Name of person(s)/entity from whom redeemed	Date Redeemed	Number of Shares
---	---------------	------------------

Name of person(s)/entity from whom redeemed	Date Redeemed	Number of Shares
---	---------------	------------------

4. Indicate if shares that were redeemed by the company are cancelled:

Yes.....

No*.....

*[*Shares redeemed by a company are cancelled unless its rules expressly provide otherwise. Only tick the "No" box if the company has rules that differ from the model rules, and expressly provide that the relevant shares are not cancelled on redemption.]*

5. State the total number of shares outstanding after the redemption: _____

6. This Application must be accompanied by the prescribed fee.

Signed by director or authorised person:

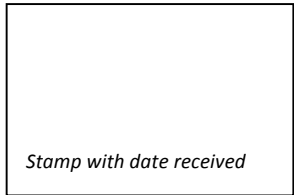
Name: _____ Signature: _____

Director or authorised person

Date: _____

Form 11

Notice of Change of Directors, or in the Name,
Residential Address or Postal Address of Directors
(Sections 85 and 121 of the Act)



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

1. Name of existing company: _____

2. Existing company number: _____

3. The company hereby provides notice of a change in a director(s):

Yes..... No.....

If "yes" is ticked, provide the full name of each director ceasing to hold office, their residential address and the date on which such director ceased to hold office:

Full Name	Residential Address	Date on which director ceased to hold office
-----------	---------------------	---

Full Name	Residential Address	Date on which director ceased to hold office
-----------	---------------------	---

Full Name	Residential Address	Date on which director ceased to hold office
-----------	---------------------	---

Full Name	Residential Address	Date on which director ceased to hold office
-----------	---------------------	---

Full Name	Residential Address	Date on which director ceased to hold office
-----------	---------------------	---

4. The company hereby provides notice of a change in the name, residential and/or postal address of an existing director(s):

Yes..... No.....

If "yes" is ticked, provide the current full name of the director, their residential address and postal address, and then provide their new full name, new residential address and/or new postal address, as applicable:

Current Information for Director

Full Name	Residential Address	Postal Address
-----------	---------------------	----------------

New Information for Director

Full Name	Residential Address	Postal Address
-----------	---------------------	----------------

Date upon which the new information became effective: _____

5. Provide the full name of each director currently appointed to hold such office, their residential and postal address, and the date on which such director was appointed to hold office:

First Director

Full Name

Residential Address

Postal Address

Date on which first director
appointed to hold office

Male/Female*

Second Director

Full Name

Residential Address

Postal Address

Date on which second director
appointed to hold office

Male/Female*

Third Director

Full Name

Residential Address

Postal Address

Date on which third director

Male/Female*

appointed to hold office

Fourth Director

Full Name

Residential Address

Postal Address

Date on which fourth director
appointed to hold office

Male/Female*

Fifth Director

Full Name

Residential Address

Postal Address

Date on which fifth director
appointed to hold office

Male/Female*

**This gender information will not be publicly available on the register.*

6. Has each person named above as a director consented to serve as a director for the company?

Yes.....

No.....

7. This Application must be accompanied by the prescribed fee, if applicable.

Signed by director or authorised person:

Name: _____

Signature: _____

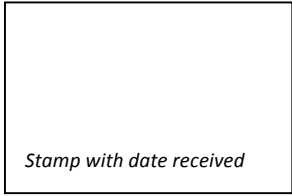
Director or authorised person

Date: _____

Form 12

Notice of Change of Location of Company Records

(Section 113 of the Act)



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

1. Name of existing company: _____

2. Existing company number: _____

3. The company hereby provides notice of a change in location of company records. The postal address of the new location of company records is:

4. The date of change of location: _____

Important Information

The company records may be at the company's place of business or another place, but the address must not be a PO Box or private bag.

If the company records are kept at the offices of any firm of chartered accountants or barristers and solicitors, or any other person, you must state that the postal address of such offices and also state the particulars of the location in any building of those offices.

If the registered office or postal address is not at the offices of any such firm of chartered accountants or barristers and solicitors, but is located in a building occupied by persons other than the company, you must state the particulars of its location in the building.

5. This Notice must be accompanied by the prescribed fee.

Signed by director or authorised person:

Name: _____

Signature: _____

Director or authorised person

Date: _____

Form 13

Annual Return of Company other than a Community Company

(Section 119 of the Act)

Stamp with date received

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

1. Name of existing company: _____

2. Existing company number: _____

3. There are no changes to the existing company information that is currently on the company register.

Yes..... No.....

If "yes" is ticked, proceed to section 9. If "No" is ticked, proceed to section 4 and complete the remainder of the sections.

4. Provide name, residential address and postal address of every director of the company:

Name	Residential Address	Postal Address	Male	/	Female*
_____	_____	_____	<input type="checkbox"/>		<input type="checkbox"/>
_____	_____	_____	<input type="checkbox"/>		<input type="checkbox"/>
_____	_____	_____	<input type="checkbox"/>		<input type="checkbox"/>
_____	_____	_____	<input type="checkbox"/>		<input type="checkbox"/>

Please print first name followed by surname and print in BLOCK letters. *This gender information will not be publicly available on the register.

5. Has each person named above as a director consented to serve as a director for the company?

Yes..... No.....

6. Provide the full name of each shareholder of the company and the number of shares issued to each such shareholder:

Name	Number of shares to be issued	Male / Female*	
_____		<input type="checkbox"/>	<input type="checkbox"/>
Name	Number of shares to be issued	<input type="checkbox"/>	<input type="checkbox"/>

Name	Number of shares to be issued	<input type="checkbox"/>	<input type="checkbox"/>

Name	Number of shares to be issued	<input type="checkbox"/>	<input type="checkbox"/>

*In the case of a natural person, please give first name(s) followed by surname in BLOCK letters. In the case of an incorporated entity, please give its full incorporated name in BLOCK letters. *This gender information will not be publicly available on the register.*

7. The registered office of the company is (this must not be a PO Box or Private Bag):

8. The postal address of the company is:

9. The information contained in this annual return is effective as of the date of filing.

10. For easier communication with the Registry, please provide the following details (*Optional*)

Email address

Phone number and contact person

11. This Annual Return must be accompanied by the prescribed fee.

Signed by director or authorised person:

Name: _____

Signature: _____

Director or authorised person

Date: _____

Form 14

Annual Return of Community Company (Section 119(7) and 169 of the Act)

Stamp with date received

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

1. Name of existing company: _____

2. Existing company number: _____

3. There are no changes to the existing company information that is currently on the company register.

Yes..... No.....

If "yes" is ticked, proceed to section 9. If "No" is ticked, proceed to section 4 and complete the remainder of the sections.

4. Provide name, residential address and postal address of every director of the company:

Name	Residential Address	Postal Address	Male	/	Female*
_____	_____	_____	<input type="checkbox"/>		<input type="checkbox"/>
_____	_____	_____	<input type="checkbox"/>		<input type="checkbox"/>
_____	_____	_____	<input type="checkbox"/>		<input type="checkbox"/>
_____	_____	_____	<input type="checkbox"/>		<input type="checkbox"/>

Please print first name followed by surname and print in BLOCK letters. *This gender information will not be publicly available on the register.

5. Has each person named above as a director consented to serve as a director for the company?

Yes.....

No.....

6. Provide the full name of each shareholder of the company and the number of shares issued to each such shareholder:

Name	Number of shares to be issued	Male / Female*	
_____		<input type="checkbox"/>	<input type="checkbox"/>
Name	Number of shares to be issued	<input type="checkbox"/>	<input type="checkbox"/>

Name	Number of shares to be issued	<input type="checkbox"/>	<input type="checkbox"/>

Name	Number of shares to be issued	<input type="checkbox"/>	<input type="checkbox"/>

*In the case of a natural person, please give first name(s) followed by surname in BLOCK letters. In the case of an incorporated entity, please give its full incorporated name in BLOCK letters. *This gender information will not be publicly available on the register.*

7. The registered office of the company is (this must not be a PO Box or Private Bag):

8. The postal address of the company is:

9. The information contained in this annual return is effective as of the date of filing.

10. For easier communication with the Registry, please provide the following details (*Optional*)

Email address

Phone number and contact person

11. Information regarding the remuneration of directors. If no remuneration was received, you must stated "no remuneration was received" below.

12. General description of the company's activities, including a fair and accurate description of the manner in which the company's activities during the year have benefited the community.

13. General description of the manner in which the company has consulted with the community during the year and the outcome of the consultations. If there has been no consultations, you must state "there were no consultations during the year".

14. Details of assets which have been disposed of other than in the ordinary course of business, including full details of the transaction. If this does not apply state "No assets have been disposed of outside of the ordinary course of business this year".

15. This Annual Return must be accompanied by the prescribed fee.

Signed by director or authorised person:

Name: _____ Signature: _____

Director or authorised person

Date: _____

Form 15

Notice of Amalgamation of Companies

(Section 136 and Schedule 7 of the Act)

Stamp with date received

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

1. Name of existing company that will be the survivor after the amalgamation: _____

2. Existing company number of the company that will survive after the amalgamation:

3. Company name and company numbers of all companies participating in the amalgamation that will not survive the amalgamation:

Company Name

Company Number

Company Name

Company Number

Company Name

Company Number

4. Provide name, residential address and postal address of every director of the surviving company:

Name

Residential Address

Postal Address

Male / Female*

Name

Residential Address

Postal Address

4. continued

Name	Residential Address	Postal Address	<input type="checkbox"/>	<input type="checkbox"/>
<hr/>				
Name	Residential Address	Postal Address	<input type="checkbox"/>	<input type="checkbox"/>
<hr/>				

*Please print first name followed by surname and print in BLOCK letters. *This gender information will not be publicly available on the register.*

5. Has each person named above as a director consented to serve as a director for the surviving company?

Yes..... No.....

6. For easier communication with the Registry, please provide the following details (*Optional*)

Email address	Phone number and contact person
<hr/>	<hr/>

7. The following documents must accompany this Notice of Amalgamation of Companies:

- A. An amalgamation schedule approved in accordance with Schedule 7, and
- B. A certificate signed by the directors of each participating company stating that the amalgamation has been approved in accordance with this Act and with each of the company's rules.

8. This Notice must be accompanied by the prescribed fee.

Signed by director or authorised person:

Name: _____ Signature: _____

Director or authorised person

Date: _____

Form 16

Request for Removal from the Registry

(Section 140(c) of the Act)

Stamp with date received

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

1. Name of existing company: _____

2. Existing company number: _____

3. The company hereby request to be removed from the Solomon Islands company register on one of the following grounds (pick only one):

A. That the company has ceased to carry on business, has discharged in full its liabilities to all its known creditors, and has distributed its surplus assets in accordance with its rules and this Act

Yes.....

No.....

B. The company has no surplus assets after paying after paying it debts in full or in part, and no creditor has applied to the Court for an Order putting the company into liquidation.

Yes.....

No.....

4. This request must be accompanied by the prescribed fee.

Signed by director or authorised person:

Name: _____

Signature: _____

Director or authorised person

Date: _____

Form 17

Application for Restoration for Failure to File Annual Return

(Section 150 of the Act)

Stamp with date received

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

1. Name of existing company: _____

2. Existing company number: _____

3. The company has been removed from the register for the failure to file past due annual returns.

Yes.....

No.....

4. The company hereby applies to be restored to the Solomon Islands company register.

Yes.....

No.....

5. All past due annual returns, along with all past due filing fees and late fees and penalties, if any, must accompany this Application for Restoration for Failure to File Annual Return.

Signed by director or authorised person:

Name: _____

Signature: _____

Director or authorised person

Date: _____

Form 18

Notice by Overseas Company to Change the Name

(Section 155(3) of the Act)

Stamp with date received

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

1. Name of existing company: _____

2. Existing company number: _____

3. Proposed name of company: _____

4. This Application must be accompanied by the prescribed fee.

Signed by director or authorised person:

Name: _____ Signature: _____

Director or authorised person

Date: _____

Form 19

Application for Registration by Overseas Company

(Section 157 of the Act)

<i>Stamp with date received</i>

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

1. Name of overseas company: _____

2. Company number in original jurisdiction of incorporation: _____

3. Name the overseas company will use in the Solomon Islands if different from the name provided in line 1: _____

4. Date upon which company commenced business in the Solomon Islands: _____

5. Provide name, residential address and postal address of every director of the proposed company as of the date of this Application:

Name	Residential Address	Postal Address	Male	/	Female*
_____	_____	_____	<input type="checkbox"/>		<input type="checkbox"/>
_____	_____	_____	<input type="checkbox"/>		<input type="checkbox"/>
_____	_____	_____	<input type="checkbox"/>		<input type="checkbox"/>
_____	_____	_____	<input type="checkbox"/>		<input type="checkbox"/>

*Please provide first name followed by surname and print in BLOCK letters. *This gender information will not be publicly available on the register.*

6. The full address of the place of business in the Solomon Islands is (this must not be a PO Box or Private Bag):

[If there is more than one place of business, provide the address for the principal place of business.]

7. The postal address of the overseas company in the Solomon Islands is:

8. This Application must be accompanied by the following documents:

A. Evidence of incorporation in the overseas company's original jurisdiction of incorporation, and if such evidence is not in English, a certified translation of that document;

B. A certificate of good standing or a certificate of existence or an equivalent certificate issued by the overseas company's original jurisdiction that is not more than thirty (30) days older than the date of this Application; and

C. Any other documents which may be required under the laws of the Solomon Islands including any certificates which may be required under the Foreign Investment Act of 2005.

9. The following person(s) and/or incorporated entity(ies) is hereby authorized to accept service of process in the Solomon Islands on behalf of the overseas company:

Name	Postal Address	Residential or Business Address

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

The residential or business address, as the case may be, must be a physical address in the Solomon Islands and not a PO Box or Private Bag address.

10. For easier communication with the Registry, please provide the following details (*Optional*)

Email address

Phone number and contact person

11. This Application must be accompanied by the prescribed fee.

Signed by director or authorised person:

Name: _____

Signature: _____

Director or authorised person

Date: _____