

S.I. 2012 No. 22

Societies with Restricted Liability Act
Cap. 318B

SOCIETIES WITH RESTRICTED LIABILITY
(AMENDMENT) REGULATIONS, 2012

The Minister, in exercise of the powers conferred on him by section 64 of the *Societies with Restricted Liability Act*, makes the following Regulations:

1. These Regulations may be cited as the *Societies with Restricted Liability (Amendment) Regulations, 2012*.

2. Regulation 11 of the *Societies with Restricted Liability Regulations, 1995*, in these Regulations referred to as the principal Regulations, is amended by inserting the following in the appropriate alphabetical order: S.I. 1996
No. 2.

“(aa) for a certificate of amalgamation \$750
(ab) for the inclusion of each additional
society to an amalgamation \$100”.

3. The Schedule to the principal Regulations is amended by

- (a) inserting in that Schedule the Form set out in Part I of the *Schedule* to these Regulations as Form 6A; Schedule.
- (b) inserting, immediately after Form 6A, as designated by paragraph (a), the form set out in Part II of the *Schedule* to these Regulations as Form 6B; and Schedule.
- (c) inserting, immediately after Form 6B, as designated by paragraph (b), the Form set out in Part III of the *Schedule* to these Regulations as Form 6C. Schedule.

STATUTORY INSTRUMENT

SCHEDULE

(Regulation 3(a))

Part I

**SOCIETIES WITH RESTRICTED LIABILITY ACT
OF BARBADOS**

Cap. 318B

(Section 29 C(2))

NOTICE OF MEETING IN RESPECT OF AMALGAMATION

FORM 6A

1. Name of Society:

2. Society No.:

3. Date of Meeting:

4. Location and Time
of Meeting:

5. Particulars of Meeting:

Signature of Manager

Date

SCHEDULE – *Cont'd*

(Regulation 3(b))

Part II

**SOCIETIES WITH RESTRICTED LIABILITY ACT
OF BARBADOS**

Cap. 318B

(Section 29F)

ARTICLES OF AMALGAMATION

Form 6B

-
1. Name of Society: 2. Society Number:
-
3. The purpose for which the Society is formed
-
4. The duration of the Society
-
5. The registered office of the Society in Barbados
-
6. The name and address of the Society's agent in Barbados
-
7. The classes and any maximum number of quotas that the Society is authorised to issue
-
8. Restrictions if any on quota transfers
-
9. Restrictions if any on business the Society may carry on
-
10. Other provisions if any

11.

Name of Amalgamating Societies	Society Number	Type of Society H-Holding S-Subsidiary

STATUTORY INSTRUMENT

SCHEDULE – *Cont'd*

11. Signatories

Date

Name	Address	Signature

SCHEDULE – *Cont'd*

SOCIETIES WITH RESTRICTED LIABILITY ACT OF BARBADOS
Cap. 318B

ARTICLES OF AMALGAMATION

FORM 6B

INSTRUCTIONS

Format:

Document required to be sent to the Registrar pursuant to the Act must conform with regulations 6 to 10.

Where any provision required to be set out is too long to be set out in the space provided in the form, the form may incorporate the provisions by annexing a schedule in the manner described in regulation 10.

Items 1 and 2:

Set out proposed name that complies with sections 10, 11 and 12 of the Act and with regulation 2 and the society number. If a proposed name has not been reserved under section 11 of the Act, the Articles of Amalgamation must be accompanied by a statement setting out the main types of business to be carried on by the amalgamated society.

Item 7:

Set out the details required by section 6(1)(h) of the Act. All quotas must be without nominal or par value and must comply with Part III of the Act.

Item 8:

If restrictions are to be placed on the right to transfer quotas of the society, set out a statement to this effect and the nature of such restrictions.

Item 9:

If restrictions are to be placed on the business the society may carry on, set out the restrictions.

SCHEDULE – *Cont'd*

SOCIETIES WITH RESTRICTED LIABILITY ACT OF BARBADOS

Cap. 318B

ARTICLES OF AMALGAMATION

FORM 6B

INSTRUCTIONS – *Cont'd**Item 10:*

Any provision that is to form part of the Articles may be set out if the provision is permitted by the Act or Regulations to be set out in the by-laws of the society or in a unanimous member agreement, including any preemptive rights or cumulative voting provisions.

Other Notices and Documents:

- (1) The Articles must be accompanied by a Notice of registered Office (Form 3), a Notice of Managers (Form 6), and a statutory declaration of a manager or authorized officer of each amalgamating society in accordance with subsection (3) of section 29F of the Act.
- (2) If the amalgamation is effected under section 29C of the Act, the Articles must be accompanied by a copy of the amalgamation agreement and a copy of the required unanimous resolution of members of each amalgamating society.
- (3) If the amalgamation is effected under section 29D or 29E of the Act, the Articles must be accompanied by a copy of the required manager resolution of each amalgamating society.

Completed documents, in duplicate, and the prescribed fee are to be deposited at the office of the Registrar.

- (4) Form 6C – the recital of “Regulation 3(c)” appears to be erroneous and should be deleted.
- (5) Note that Forms 6A, 6B and 6C each include a reference to “Cap 318B” in the heading which recital does not appear in the other prescribed forms of the Regulations.

Other Information:

Completed documents, in duplicate, and the prescribed fee are to be deposited at the office of the Registrar.

SCHEDULE – *Concl'd*

(Regulation 3(c))

Part III

CERTIFICATE OF AMALGAMATION

**SOCIETIES WITH RESTRICTED LIABILITY ACT OF
BARBADOS**

Cap. 318B

CERTIFICATE OF AMALGAMATION

Form 6C

Society No.

Name of Society

I hereby certify that the abovementioned society resulted from the amalgamation of the societies as set out in the attached Articles of Amalgamation.

Registrar of Corporate Affairs
and Intellectual Property

Date of Amalgamation

STATUTORY INSTRUMENT

Made by the Minister this 10th day of April, 2012.

EDWIN G. HUTSON
Minister responsible for International Business.