

## COMPANIES ACT OF MONTSERRAT

## ARTICLES OF AMALGAMATION

## FORM 15

## INSTRUCTIONS

*Format:*

Documents required to be sent to the Registrar pursuant to the Act must conform with regulations 22 to 26 of the Regulations under the Act. 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 26 of the Regulations.

*Items 1 and 2:*

Set out proposed corporate name that complies with sections 515 to 516 of the Act and with regulation 5 of the Regulations, and the company number. If a proposed name has not been reserved under section 514 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 company.

*Item 3:*

Set out the details required by section 5(1)(b) of the Act. All shares must be without nominal or par value and must comply with Division C of Part I of the Act.

*Item 4:*

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

*Item 5:*

State the number of directors. If cumulative voting is permitted, the number of directors must be invariable, otherwise it is permissible to specify a minimum and maximum number of directors.

*Item 6:*

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

*Item 7:*

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 company or in a unanimous shareholder agreement, including any pre-emptive rights or cumulative voting provisions.

*Other Notices and Documents:*

(1) The Articles must be accompanied by a Notice of Registered Office (Form 4), a Notice of Directors (Form 9), and a statutory declaration of a director or

authorised officer of each amalgamating company in accordance with section 224(2) of the Act.

(2) If the amalgamation is effected under section 221 of the Act, the Articles must be accompanied by a copy of the amalgamation agreement and a copy of the required special resolution of shareholders of each amalgamating company.

(3) If the amalgamation is effected under section 222 or 223 of the Act, the Articles must be accompanied by a copy of the required director's resolution of each amalgamating company.

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

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**FORM 15**

*(Section 224)*

**COMPANIES ACT OF MONTSERRAT**

**ARTICLES OF AMALGAMATION**

1.	Name of Company	2.	Company No.
3.	The classes and any maximum number of shares that the company is authorised to issue.		
4.	Restrictions if any on share transfers.		
5.	Number (or minimum and maximum number) of directors.		
6.	Restrictions if any on business the company may carry on.		
7.	Other provisions if any.		
8.	Names of amalgamating Companies	Company No.	

Date	Signature	Title