



INDEPENDENT STATE OF PAPUA NEW GUINEA.

Companies Regulation 1998.

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INDEPENDENT STATE OF PAPUA NEW GUINEA.

Companies Regulation 1998.

MADE under the **Companies Act 1997** to come into effect on 2 March 1998.

PART I. - PRELIMINARY.

1. INTERPRETATION.

(1) In this Regulation, unless the contrary intention appears, "Act" means the **Companies Act 1997**.

(2) Except so far as the contrary intention appears in this Regulation, Section 2 of the Act applies for the purposes of this Regulation.

(3) In this Regulation, unless the contrary intention appears, "agent" means the person named in a notice of appointment lodged under Section 386 (2) (e) or 389 (1) (d) of the Act, or the agent or public officer appointed under any corresponding previous law.

PART II. - FORMS AND FEES.

2. FORMS.

(1) Where a provision of the Act is specified in the first column of Schedule 1, the form that is specified in the third column of Schedule 1 in relation to the provision is the form to be used for the purposes of the provision as described in the second column of Schedule 1.

(2) A form that is submitted to the Registrar shall be in the format prescribed in this Regulation, unless the Registrar approves otherwise.

3. PARTICULARS PRESCRIBED BY FORMS.

Where a form prescribed by this Regulation requires completion by the insertion of information, particulars or other matters, or the attachment to the form of a document containing information, particulars or other matters referred to in the form, that information, those particulars or other matters as prescribed are the information, particulars or other matters required under the provision of the Act or this Regulation for the purposes of which the form is prescribed, and shall be completed or attached, as the case may be.

4. DIRECTIONS IN FORMS.

A form prescribed by this Regulation shall be completed in accordance with such notes, instructions or directions as are specified in the form, or by the Registrar.

5. FEES.

(1) For the purposes of Section 411 of the Act, the fees set out in Schedule 2 shall be payable to the Registrar in respect of the matters to which they relate.

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(2) The fees set out in Schedule 2 may include fees payable for submitting a document to the Registrar after the time limit prescribed by the Act or this Regulation.

(3) The Registrar may waive, in whole or in part, and on such terms and conditions as he thinks fit, the payment of any fees or amounts prescribed in this Regulation under Section 411 of the Act, by any person or class of persons.

PART III. - GENERAL PROVISIONS RELATING TO FORMS AND OTHER DOCUMENTS.

6. DOCUMENTS TO BE SUBMITTED TO REGISTRAR.

(1) A document to be submitted to the Registrar under the Act or this Regulation shall comply with the following requirements: -

- (a) it shall be on paper of medium weight and good quality, and of international A4 size, unless the Registrar approves otherwise;
- (b) it shall be typewritten or printed in type of a size not less than 9 point times, or be handwritten in block capitals, and be clearly legible;
- (c) it shall bear the original signature of each person required to sign the document, and photocopies, facsimiles or carbon copies will not be registered by the Registrar, unless otherwise approved by the Registrar or the document is signed in a manner or by a means approved by the Registrar;
- (d) the name of the person signing the document shall be typewritten or printed in type of a size not less than 9 point times, or be handwritten in block capitals under the signature of that person, and be clearly legible;
- (e) it shall have margins of not less than 25mm on the left-hand or inner side of the page and not less than 10mm on all other sides of the page;
- (f) where it comprises two or more sheets, the sheets shall be bound together by a suitable fastener placed in the top left-hand corner;
- (g) it shall have endorsed -
 - (i) at the top right-hand side of the first page, the registered company number allotted by the Registrar to the company or overseas company to which the document relates; and
 - (ii) on the first page, the name of the company or overseas company to which the document relates; and
 - (iii) on the first page, the title of the document (being, where the document is a form prescribed by this Regulation, the same as the heading to the form); and
 - (iv) at the foot of the first page, the name, postal address and telephone number of the person by, or on whose behalf, the document is submitted; and
 - (v) at the foot of the first page the following words -
"Submitted to the Office of the Registrar on:".

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- (2) Where the Registrar is of the opinion that a document submitted to him
- (a) contains matter contrary to law; or
 - (b) by reason of any omission or misdescription has not been duly completed; or
 - (c) does not comply with the requirements of the Act or this Regulation; or
 - (d) contains an error, alteration or erasure,

he may refuse to register or receive the document, and the document shall be deemed not to have been submitted, and the Registrar may request that the document be appropriately amended or completed and re-submitted, or that a fresh document be submitted in its place.

(3) A document which is submitted under the Act or this Regulation is deemed not to have been submitted unless it is accepted and registered by the Registrar.

(4) Except with the special leave of the Registrar, granted upon such terms and conditions as the Registrar thinks fit, no document submitted shall be registered by the Registrar where it does not comply with this section.

7. TIME FOR SUBMISSION OF DOCUMENTS.

Where a document is required by the Act or this Regulation to be submitted to the Registrar and a period of time within which the document is to be submitted is not prescribed, the document shall be submitted -

- (a) within one month; or
- (b) in the case of a document required to be lodged by an overseas company, within such further period as the Registrar in special circumstances allows,

after the happening of the event to which the document relates.

8. SIGNATURE AND CERTIFICATION OF DOCUMENTS SUBMITTED TO REGISTRAR.

Except as otherwise provided in the Act or in this Regulation, a form or document relating to a company or overseas company submitted to the Registrar under the Act or this Regulation shall be signed by -

- (a) a director or secretary of the company or overseas company; or
- (b) in relation to an application for registration, a proposed director or secretary; or
- (c) in the case of a document relating to an overseas company, the agent of the overseas company in Papua New Guinea or, where the agent is a company a director or secretary of that company.

9. CERTIFICATION OF DOCUMENTS.

(1) A copy of a document to be submitted to the Registrar shall be certified by a person who is able to declare that he has compared the copy with the original document and that it is a true copy of that document.

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- (2) An annexure to a form, or a document submitted with a form, must -
- (a) have an identifying mark; and
 - (b) be endorsed with the following words: -
"This is the annexure of (*insert the number of pages*) pages marked (*insert an identifying mark*) referred to in the (*insert a description of the form*) signed by (*insert the name of each person signing the form*) and dated (*insert the date of signing*)."; and
 - (c) be signed by each person signing the form to which the document is annexed; and
 - (d) have each page numbered consecutively.

10. REQUIREMENTS IN RESPECT TO REGISTRATION DOCUMENTS TO BE SUBMITTED BY OVERSEAS COMPANY.

For the purposes of the Act, an overseas company is required to submit the following documents to the Registrar: -

- (a) where any change or alteration is made in the name of the overseas company, the overseas company shall submit to the Registrar, at the time when notice of the change or alteration is lodged with the Registrar -
 - (i) a copy of the certificate of its incorporation or registration issued in its place of incorporation or origin, or a document of similar effect (being a certificate or document evidencing the change or alteration); or
 - (ii) where there is no such certificate or document, a certified copy of the instrument effecting the change or alteration;
- (b) where any change or alteration is made in the constitution, charter, statute, memorandum, articles or other instrument of the overseas company, a copy of which has been previously submitted by the overseas company under Section 386 (2) of the Act, the overseas company shall submit to the Registrar, at the time when notice of the change or alteration is submitted to the Registrar -
 - (i) a copy of the instrument effecting the change or alteration; or
 - (ii) a copy of the constitution, charter, statute, memorandum, articles or other instrument as changed or altered.

11. TRANSLATION OF DOCUMENTS.

(1) In this section, "diplomatic or consular officer" means a person appointed to hold or act in any of the following offices in a country or place outside Papua New Guinea-

- (a) Ambassador; and
 - (b) High Commissioner; and
 - (c) Minister; and
 - (d) Head of Mission; and
 - (e) Commissioner; and
 - (f) Charge d'Affairs; and
 - (g) Counsellor, Secretary or Attache at an Embassy, High Commission, Legation or other post; and
 - (h) Consul-General; and
 - (i) Consul; and
 - (j) Pro-Consul; and
 - (k) Trade Commissioner; and
 - (l) Consular Agent.
- 2) For the purposes of the Act, a certified translation is a translation that -
- (a) in the case of a translation made outside Papua New Guinea -

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- (i) is certified by an official to whom the custody of the original instrument, certificate, contract or document is committed, being an official holding or purporting to hold an office corresponding to that of the Registrar in the place in which the corporation is formed or incorporated; or
 - (ii) is certified by a notary public or a public translator duly admitted and sworn as such in accordance with the law of the place in which the corporation is formed or incorporated; or
 - (iii) is certified by a diplomatic or consular officer of Papua New Guinea in the place in which the corporation is formed or incorporated; or
- (b) in the case of a translation made within Papua New Guinea, is certified by a person approved by the Registrar, to be a correct translation into the English language.

(3) Before accepting a translation, the Registrar may require the person submitting the translation to furnish to him such evidence as the Registrar thinks sufficient, of the ability of the person by whom the translation was made to make the translation.

12. DETAILS OF SHAREHOLDERS.

For the purposes of Section 44 (1) (b) of the Act, the details that shall be provided are -

- (a) the residential address of the shareholder, or where a body corporate, the address of the registered office; and
- (b) if a natural person, the date of birth of the shareholder; and
- (c) the nationality of the shareholder, or where a body corporate, the country of incorporation.

13. PRESCRIBED INFORMATION FOR ANNUAL RETURNS.

For the purposes of Section 215 (1) and Schedule 6 of the Act, the prescribed information which shall be contained in an annual return is -

- (a) the total number of shares of the company on issue; and
- (b) the date of birth of each shareholder in the company; and
- (c) the class of shares held by each shareholder; and
- (d) the name and address of any auditor appointed by the company.

14. FEE FOR INSPECTING COMPANY RECORDS.

For the purposes of Section 216 (1) of the Act, the prescribed fee is K1.

PART IV. - CHARGES.

15. REGISTRATION OF COMMON TERMS AND PROVISIONS FOR CHARGES.

(1) In this section -

- "common memorandum" means a document that contains provisions, terms or covenants that are incorporated into, or applicable to all charges, or a particular class or type of charge executed in favour of a specific chargee;
- "charge" means a charge to which Part XIII of the Act applies;
- "chargee" means a person who is entitled to a charge.

(2) The Registrar may register, on such terms and conditions as he thinks fit, a common memorandum in relation to a person, and the registered common memorandum may be incorporated, by reference to its registered number, into a document evidencing or creating a charge under which that person is the chargee.

(3) Upon registration, a common memorandum shall form part of the register.

PART V. - LIQUIDATIONS.

Division 1. - Statutory Demand.

16. PRESCRIBED AMOUNT.

For the purposes of Section 337 (2) (a) of the Act, the prescribed amount is K1,000.00.

Division 2. - Claims.

17. AMENDMENT OF LIQUIDATOR'S DECISION IN RELATION TO CLAIM.

Where a liquidator, under Section 352 or Section 353 of the Act, revokes or amends his decision to admit or reject a claim in whole or in part, the liquidator shall record his amended decision in writing, along with the reasons for the revocation or amendment, and within seven days provide a copy to the creditor that made the claim.

18. TRADE DISCOUNTS.

A creditor making his claim shall deduct all trade discounts which he would otherwise have given if the company had not gone into liquidation.

19. PERIODICAL PAYMENTS.

(1) When any payment (including rent) falls due at stated periods, and a liquidation commences at any time other than at the beginning of one of those periods, the persons entitled to the payment may claim up to the date of commencement of liquidation as if the payment accrued on a daily basis.

(2) Nothing in Subsection (1) shall affect the right of the lessor of the property to claim rent that accrues on or after the commencement of liquidation.

20. EMPLOYEES' CLAIMS.

(1) A person may make a claim on behalf of all or a number of employees of a company.

(2) A schedule setting out the names of the employees, and the amounts severally due to them, shall be attached to the claim.

(3) Any claim made in compliance with this section shall have the same effect as if separate claims had been made by each of the employees.

21. NOTICE TO CREDITORS TO CLAIM.

(1) Subject to the provisions of the Act, and unless otherwise ordered by the Court, the liquidator may fix a certain day, which shall not be less than one month from the date of the notice, on or before which the creditors of the company are to make their claims, and to establish any priority their claims may have under Section 360 of the Act.

(2) The liquidator shall give public notice of the day fixed in accordance with Subsection (1).

22. FAILURE TO CLAIM BY DAY FIXED FOR CLAIMS.

(1) Subject to Subsection (2), any creditor who fails to make his claim on or before the day fixed in accordance with Section 21 of this Regulation shall be excluded from the benefit of any distribution made before his claim is made.

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(2) A creditor who makes a claim after the day fixed in accordance with Section 21 of this Regulation and whose claim is admitted shall be entitled to receive the benefit of any distribution from which the creditor was previously excluded where any assets remain, or, in the opinion of the liquidator, are likely to remain, available for distribution.

23. FAILURE TO ESTABLISH PRIORITY BY DAY FIXED FOR CLAIMS.

(1) Subject to Subsection (2), any creditor who fails to establish any priority that his claim may have on or before the day fixed in accordance with Section 21 of this Regulation shall be excluded from objecting to any distribution made before the priority of his claim is established.

(2) The liquidator may, in making any distribution after the claim is admitted, make an assumption as to the priority that the claim may have and accord the creditor the benefit of the distribution accordingly.

(3) A creditor who establishes the priority of his claim after the day fixed in accordance with Section 21 of this Regulation shall be entitled to receive the benefit of any distribution from which the creditor was previously excluded (if any), where any assets remain, or, in the opinion of the liquidator, are likely to remain, available for distribution.

24. DIVIDENDS IN RESPECT OF REJECTED CLAIMS.

(1) Where any creditor applies to the Court under Section 332 (1) (b) of the Act for an order reversing or modifying the decision of a liquidator to reject the creditor's claim, the liquidator may in any such case make provision for the dividend upon the claim, and the probable cost of the application in the event of the claim being admitted.

(2) Where no notice of an application under Section 332 (1) (b) of the Act has been given within the time specified in the applicable rules of the Court, or if no time period is specified, then within one month, the liquidator shall exclude all claims which have been rejected from participation in the dividend.

25. COSTS OF PROCEEDINGS RELATING TO A LIQUIDATOR'S DECISION ON CLAIM.

Where any creditor applies to the Court under Section 332 (1) (b) of the Act for an order reversing or modifying the decision of a liquidator to reject the creditor's claim, the Court may, where it thinks fit -

- (a) allow any costs of any creditor to be added to his claim; and
- (b) allow any costs of any party to be paid out of the assets of the company, such costs being deemed to be expenses of the liquidator; and
- (c) order any costs to be paid by any party to the proceedings.

Division 3. - Proceedings at Meetings.

26. PLACE OF MEETINGS.

Every meeting of creditors or shareholders called under Part XVIII of the Act shall be held at such place in the country as is, in the opinion of the person convening the meeting, most convenient for the majority of the creditors or shareholders.

27. LIST OF CREDITORS OR SHAREHOLDERS.

(1) The person chairing a meeting of creditors or shareholders, as the case may be, shall ensure that an accurate record is kept of all creditors or shareholders, as the case may be, present or represented at the meeting, including -

- (a) in the case of a meeting of creditors -
 - (i) the name of each creditor present or represented; and
 - (ii) whether the creditor has made a claim, and the amount of the claim; and

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- (iii) whether the creditor has filed a proxy or is present in person; and
- (iv) the total number of creditors present or represented; and
- (b) in the case of a meeting of shareholders -
 - (i) the name of each shareholder present or represented; and
 - (ii) the number of shares issued to that shareholder; and
 - (iii) the number of votes that the shareholder may exercise according to the constitution of the company; and
 - (iv) whether the shareholder has filed a proxy or is present in person; and
 - (v) the total number of shareholders present or represented.

(2) A record required under Subsection (1) which has been signed as correct by the person chairing or convening the meeting is ***prima facie*** evidence of the details set out in the record.

28. CREDITORS ENTITLED TO VOTE.

A person shall not be entitled to vote as a creditor unless, by the time the vote is taken, the creditor has made a claim under Section 352 (1) or Section 353 (4) of the Act and either -

- (a) the liquidator has admitted the claim wholly or in part either for payment or for voting purposes; or
- (b) the chairman of the meeting of creditors allows the person to vote in accordance with Section 29 of this Regulation.

29. ADMISSION AND REJECTION OF CLAIMS BY CHAIRMAN OF MEETING OF CREDITORS FOR PURPOSES OF VOTING.

(1) The chairman of a meeting of creditors shall have power to admit or reject a claim for the purposes of voting at that meeting, but his decision shall be subject to appeal to the Court.

(2) Where a chairman is uncertain whether a claim may be admitted or rejected, he shall allow the creditor to vote subject to the vote being declared invalid in the event of the claim being rejected for the purpose of voting.

30. CASES IN WHICH CREDITORS MAY NOT VOTE.

A creditor shall not vote in respect of -

- (a) any claim that is subject to a contingency, or that is for damages, or that is, for some other reason, of an uncertain amount unless the value of the claim has been estimated by the liquidator or determined by the Court in accordance with Section 355 of the Act; or
- (b) a debt on, or secured by a current bill of exchange or promissory note held by him unless the creditor treats the liability to him thereon of every person who is liable thereon antecedently to the company, and who has not been adjudged bankrupt, as a security in his hands, and to estimate the value thereof, and for the purposes of voting, but not for the purposes of dividend, to deduct it from his claim.

31. VOTES OF SECURED CREDITORS.

(1) A secured creditor shall be entitled to vote -

- (a) for the whole debt, where he surrenders the charge to the liquidator for the general benefit of creditors; or
- (b) in respect of the balance of the debt, where he values the charge and claims as an unsecured creditor under Section 353 (4) of the Act for the balance due; or
- (c) in respect of the balance of the debt, where he realises property subject to a charge and claims as an unsecured creditor under Section 353 (3) (a) of the Act for any balance due after deducting the net amount realised.

(2) Subject to the Act, where a secured creditor votes in respect of the creditor's whole debt, the creditor shall be taken to have surrendered his charge.

(3) A secured creditor who is not entitled to vote may, with the leave of the liquidator, attend and speak at a meeting of creditors.

Division 4. - Proxies.

32. APPOINTMENT OF LIQUIDATOR, ETC., AS PROXY.

A creditor or shareholder may appoint any person, including the liquidator or, where there is no liquidator, the chairman of a meeting, to act as his proxy.

33. LIQUIDATOR NOT TO SOLICIT FOR PROXIES.

(1) Subject to a direction of a meeting of creditors or shareholders, a liquidator shall not solicit for proxies.

(2) Without limiting the orders that a Court may make, where a liquidator has not complied with Subsection (1), the Court may -

- (a) order that the liquidator shall not be entitled to his remuneration; and
- (b) make an order removing the liquidator from office; and
- (c) make an order declaring any transaction entered into by the liquidator to be void or overturning any vote, and granting such consequential relief as the Court thinks fit.

(3) For the purposes of this section, the term "liquidator" includes a person who has been, or may be, nominated for appointment as a liquidator in place of the person already holding office as liquidator.

34. IRREGULARITY IN NOTICE OF PROXY.

Where an irregularity that is not material is contained in a notice of proxy, the liquidator or chairman of a meeting, as the case may be, may accept the proxy as being valid for voting purposes, where he is satisfied that the proxy holder represents the creditor or shareholder.

35. DISQUALIFICATION FROM VOTING.

(1) Subject to Subsection (2), no person acting under a proxy shall vote in favour of or against any resolution which would place that person, either directly or indirectly, in a position to receive any benefit out of the assets of the company otherwise than as a creditor rateably with the other creditors of the company.

(2) Any person who holds a proxy to vote for the appointment of a liquidator may use the proxy to vote in favour of the appointment of himself as liquidator where it is not inconsistent with the terms of the proxy to do so.

36. USE OF PROXIES BY LIQUIDATOR'S NOMINEE.

(1) Where a liquidator who holds a proxy cannot attend a meeting called under Part XVIII of the Act, he may, in writing, nominate his partner (where the liquidator is a member of a partnership) or some person in his employment, to use the proxy on his behalf and in such manner as he may direct.

(2) The liquidator shall be responsible for, and bound by, all acts, omissions, conduct or decisions of his nominee.

(3) Nothing in this section authorises the person nominated to vote in a manner that would be in contravention of Section 35 of this Regulation if the liquidator had acted under the proxy personally.

Division 5. - Liquidators and Liquidation Committees.

37. RESTRICTIONS RELATING TO REMUNERATION.

(1) Subject to the Act, a liquidator shall not make any arrangement for, or accept from any person, any benefit beyond the remuneration to which he is entitled as liquidator.

(2) A liquidator shall not make any arrangement for giving up, whether in whole or in part, his remuneration to any person.

38. LIQUIDATOR'S CHARGES.

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(1) Where a liquidator receives remuneration for his services, no payment shall be allowed on his accounts in respect of the performance by any other person of the ordinary duties which are required by the Act to be performed by himself.

(2) Where a liquidator is a lawyer or accountant, he may contract that the remuneration for his services as liquidator shall include all professional services.

39. RESTRICTION ON PURCHASE OF COMPANY'S ASSETS BY LIQUIDATOR OR LIQUIDATION COMMITTEE.

(1) Subject to the leave of the Court, a liquidator or any member of a liquidation committee of a company shall not, either directly or indirectly, become a purchaser of any part of the company's assets.

(2) The Court may set aside any purchase made contrary to this section, and grant such consequential relief as it thinks fit.

(3) The Court may give its leave under Subsection (1) on such terms and conditions as it thinks fit.

40. RESTRICTION ON PURCHASE OF GOODS OR SERVICES FROM PERSONS CONNECTED WITH LIQUIDATOR.

(1) Subject to the leave of the Court, a liquidator shall not purchase goods or services for the purposes of the liquidation from any person whose connection with him would result in the liquidator directly or indirectly obtaining any benefit arising out of the transaction.

(2) The Court may give its leave under Subsection (1) on such terms and conditions as it thinks fit.

(3) The Court may disallow or recover any benefit made contrary to the provisions of this section.

41. LIQUIDATION COMMITTEE NOT TO OBTAIN BENEFIT.

(1) Subject to the leave of the Court, no member of a liquidation committee may directly or indirectly be entitled to -

- (a) derive any benefit from any transaction arising out of the assets of the company; or
- (b) receive out of the assets of the company any payment for services rendered by him in connection with the administration of the assets, or for any goods supplied by him to the liquidator for, or on account of the company.

(2) Where the leave of the Court is sought in respect of any payment for services, leave shall only be given where the services performed are of a special nature, and the order shall specify the nature of the services for which leave is given.

(3) Except with the leave of the Court, no remuneration shall, under any circumstances, be paid to a member of a liquidation committee for services rendered by him in the discharge of the duties attaching to his office as a member of the committee.

(4) The Court may disallow or recover any benefit or payment made contrary to the provisions of this section.

(5) The Court may give its leave under this section on such terms and conditions as it thinks fit.

42. TRANSMISSION OF DOCUMENTS AND PROPERTY TO LIQUIDATOR'S SUCCESSOR.

Where a new liquidator is appointed, the person vacating the office of liquidator shall forthwith, or within such reasonable time as may be specified by the new liquidator, deliver -

- (a) books, records, or documents of the company; and
- (b) other property of the company; and
- (c) all claims; and
- (d) accounts and records of the liquidation,

in his possession, or under his control to the new liquidator.

43. FEES, EXPENSES AND REMUNERATION OF VACATING LIQUIDATOR.

(1) A person vacating the office of liquidator is entitled to deduct fees, expenses and remuneration reasonably and properly incurred by him in carrying out the duties and exercising the powers of liquidator, and such fees, expenses, and remuneration shall rank in priority to the fees, expenses, and remuneration of that person's successor.

(2) Where there are no available assets of the company from which to pay the vacating liquidator's fees, expenses, and remuneration at the time the person vacates the office of liquidator, then the new liquidator shall pay such fees, expenses, and remuneration from the assets of the company as soon as it is practicable.

Division 6. - Miscellaneous Liquidation Provisions.

44. INITIAL REPORT OF LIQUIDATOR.

For the purposes of Section 305 (2) (c) (ii) of the Act the prescribed details which shall be contained in a liquidator's initial report are -

- (a) the full names of the company officers; and
- (b) the number of shares on issue by the company; and
- (c) if the company has failed, the preliminary opinion of the liquidator as to the causes of the failure of the company; and
- (d) whether, in the opinion of the liquidator, further inquiry is desirable as to any matter relating to the promotion, formation or failure of the company or the conduct of the business of the company; and
- (e) the estimated amount of the assets and liabilities of the company; and
- (f) any other information which, in the opinion of the liquidator, a creditor or shareholder would reasonably require.

45. SIX MONTHLY REPORT OF LIQUIDATOR.

For the purposes of Section 305 (2) (d) (ii) of the Act the prescribed details which shall be contained in a liquidator's six monthly report are -

- (a) in relation to the liquidator -
 - (i) his full name; and
 - (ii) his office address and postal address; and
 - (iii) his telephone and facsimile number, and any other address for electronic communication; and
- (b) the date of commencement of the liquidation; and
- (c) an account of receipts and payments for the applicable period and an aggregate amount of receipts and payments during all preceding periods, and a statement of the position in the winding up; and
- (d) details of dividends declared in respect of creditors during the winding up; and
- (e) the estimated date of completion of the winding up; and
- (f) details of any remuneration and expenses paid to the liquidator for the applicable period and an aggregate amount paid to the liquidator during all preceding periods; and
- (g) the estimated amount of the assets and liabilities of the company; and
- (h) any other information which, in the opinion of the liquidator, a creditor or shareholder would reasonably require.

46. DEFECT IN APPOINTMENT NOT TO INVALIDATE ACTS OF LIQUIDATOR.

No defect or irregularity in the appointment of a liquidator shall invalidate any act done by him in good faith.

47. DEPOSIT OF COMPANY FUNDS.

A liquidator shall deposit the funds of a company under his administration in -

- (a) a bank account to the credit of the company; or
- (b) a trust account at a bank.

48. INVESTMENT OF FUNDS.

Companies

(1) Notwithstanding Section 47 of this Regulation, in any liquidation all or any part of the balance standing to the credit of the company in any bank account or trust account kept by the liquidator, and not required for the time being to meet claims made against the company, may be invested in or deposited with a bank licensed under the **Banks and Financial Institutions Act (Chapter 137)**, or any securities as authorised by the Court.

(2) All dividends, interest, and other profits from investments under this section shall from time to time as received be paid into the bank account or trust account kept by the liquidator under Section 47 of this Regulation.

49. LIQUIDATOR CARRYING ON BUSINESS.

Where a liquidator carries on the business of the company, he shall keep accounting records for the carrying on of the business of the company that comply with Section 188 of the Act to the extent that that section is applicable.

50. SERVICE.

(1) Where the Act does not provide the method of service for documents in legal proceedings, service shall be effected in the manner provided for under the National Court Rules.

(2) Where the methods of service specified by the Act or the National Court Rules do not apply, then documents shall be served on persons in accordance with Section 435 of the Act as if the person is a creditor or shareholder.

PART VI. - MISCELLANEOUS.

51. COMMISSION PAYABLE TO REGISTRAR.

For the purposes of Section 373 (6) of the Act, commission is prescribed at the rate of 10% of the moneys received by the Registrar in the exercise of the powers conferred on him by Section 373 of the Act.

52. GENERAL PENALTY.

A person who contravenes or fails to comply with a provision of this Regulation is guilty of an offence.

Penalty: A fine not exceeding K5,000.00.

53. PRESCRIBED INFORMATION FOR REGISTRATION OF OVERSEAS COMPANY.

For the purposes of Section 386 of the Act the prescribed details which shall be included in an application for registration of an overseas company are -

- (a) where the overseas company is carrying on, or intending to carry on business in Papua New Guinea, the date of commencement of carrying on business; and
- (b) the principal activities, if any, of the overseas company; and

Companies

- (c) the following information relating to the directors of the overseas company:-
 - (i) the residential and postal address of each director;
 - (ii) the date of birth of each director;
 - (iii) the nationality of each director; and
- (d) the following information relating to the resident agent of the overseas company: -
 - (i) the residential address or address of the registered office, whichever is applicable, and the postal address of each resident agent;
 - (ii) the date of birth of each resident agent who is a natural person;
 - (iii) the nationality or country of incorporation, whichever is applicable, of each resident agent.

54. PRESCRIBED INFORMATION FOR ANNUAL RETURN OF OVERSEAS COMPANY.

For the purposes of Section 391 (1) of the Act, the prescribed information which shall be contained in an annual return of an overseas company is -

- (a) whether the overseas company carried on business in the country since the date of the last annual return, or in the case of the first annual return of the overseas company, the date of registration under the Act; and
- (b) the principal activities of the overseas company; and
- (c) the following information relating to the ten largest shareholders of the overseas company: -
 - (i) the name and residential address or address of the registered office, whichever is applicable, of each shareholder;
 - (ii) the number and class of shares held by each shareholder;
 - (iii) the date of birth of each shareholder who is a natural person;
 - (iv) the nationality or country of incorporation, whichever is applicable, of each shareholder; and
- (d) the number of part time and full time employees of the overseas company in the country.

55. FINANCIAL STATEMENTS OF OVERSEAS COMPANY TO BE AUDITED.

(1) An auditor's report on the financial statements and any group financial statements of an overseas company which are required by Section 391 (3) of the Act to accompany the annual return of the overseas company shall also accompany the annual return to be submitted to the Registrar.

(2) For the purposes of this section, the term "auditor's report", in relation to an overseas company, means a report by a person qualified for appointment as an auditor in accordance with Section 193 of the Act.

(3) The provisions of Section 200 of the Act shall apply, with such modifications as may be necessary, to the auditor's report, as if the overseas company were a reporting company within the meaning of that section.

- (4) An overseas company need not comply with this section if it is a overseas company that is, or is of a class that is, exempted from the requirements of this section by the Registrar by notice in the National Gazette.

PART VII. - TRANSITIONAL PROVISIONS.

56. REGISTRAR MAY EXTEND TRANSITIONAL PERIOD.

The Registrar may by notice in the National Gazette extend the transitional period of six months in- 15 -Section 443 (1) of the Act for a company, or any class of company.

Companies

57. DEEMING PROVISIONS APPLYING TO REREGISTERED COMPANIES.

In addition to the provisions of Schedule 14 of the Act, where a company is deemed to be registered under the Act pursuant to Section 443 of the Act or is registered after submitting an application under Section 442 of the Act, referred to in this section as deemed to be registered -

- (a) any person holding office as a secretary of the company immediately before the company was deemed to be registered is a secretary of the company; and
- (b) any person holding office as a manager of the company immediately before the company was deemed to be registered is a director of the company.

SCHEDULES.

SCHEDULE 1. - LIST OF FORMS.

Section 2.

| SECTION OF ACT. | DESCRIPTION OF FORM. | FORM NUMBER. |
|-------------------|--|--------------|
| 13(1)(a) | Application for registration of a company. | 1 |
| 13(1)(b) & 236(f) | Consent of director of proposed company. | 2 |
| 13(1)(c) & 236(f) | Consent of secretary of proposed company. | 3 |
| 13(1)(d)(i) | Consent of shareholder of proposed company. | 4 |
| 14, & 442 | Certificate of incorporation. | 5 |
| 23(1) | Application for reservation of a company name. | 6 |
| 24(1)(a) | Application to change name of company. | 7 |
| 24(3)(b), & 25(3) | Certificate of incorporation on change of name. | 8 |
| 33(3) | Notice of adoption, alteration or revocation of constitution. | 9 |
| 44(1) | Notice of issue of shares. | 10 |
| 56(4) | Notice of redemption or acquisition of shares by company. | 11 |
| 62(3) | Notice of failure to redeem shares on fixed date. | 12 |
| 65(6) | Notice of change of shareholder (share transfer). | 13 |
| 68(4) | Notice of location or change in location of share register of listed company divided into two or more registers. | 14 |
| 130(1) | Consent and certificate of director (existing company). | 15 |
| 137(1) | Notice of change of directors and particulars of directors. | 16 |
| 162(2) | Notice of change of registered office. | 17 |
| 164(4) | Notice of location of records not kept at registered office. | 18 |
| 168(2) | Notice of change of address for service. | 19 |
| 170(2) | Consent of secretary (existing company). | 20 |
| 170(3) | Notice of appointment or change of secretaries or particulars of secretaries. | 21 |
| 215(1) | Annual return. | 22 |
| 215(4)(d) | Notice of shareholding in company. | 23 |
| 222(1) & (6) | Notice for registration of charge. | 24 |

Companies

| | | |
|------------------|--|----|
| 222(5) | Certificate of compliance with Stamp Duties Act. | 25 |
| 222(7) | Notice of issue of further debentures in a series. | 26 |
| 223(1)(a) & (c) | Notice of property acquired by company or overseas company while property subject to a charge. | 27 |
| 223(1)(b) | Notice in respect to charge created before registration as an overseas company. | 28 |
| 224(1)(a) & (2) | Notice of assignment or variation of charge. | 29 |
| 225(3) | Certificate of registration of charge. | 30 |
| 227(1)(c) | Notice of partial or total satisfaction of registered charge. | 31 |
| 227(1)(d) | Notice of release or disposal of charged property. | 32 |
| 236 | Application for registration of amalgamation proposal. | 33 |
| 237 | Certificate of amalgamation. | 34 |
| 244(4) | Notice of result of creditors' vote. | 35 |
| 259(1)(c) | Notice of appointment of receiver. | 36 |
| 261(4) | Notice of resignation or disqualification of receiver. | 37 |
| 278(1) | Notice of end of receivership. | 38 |
| 305(2)(b) | Notice of appointment of liquidator. | 39 |
| 305(2)(c)(iii) | Notice to creditors and shareholders. | 40 |
| 331 | Notice of resignation or disqualification of liquidator. | 41 |
| 337(2)(b) | Creditor's statutory demand for payment of debt. | 42 |
| 352(1) | Form of claim by unsecured creditor. | 43 |
| 353(4) | Valuation and claim by secured creditor. | 44 |
| 366(1)(d) | Request to remove company from register. | 45 |
| 386(1) | Application for registration of overseas company. | 46 |
| 387(1)(b), & (2) | Certificate of registration of overseas company. | 47 |
| 388(2) | Notice of change of name of overseas company. | 48 |
| 389(1)(a) | Notice of change in constitution of overseas company. | 49 |
| 389(1)(b) & (d) | Notice of change in directors or resident agent of overseas company. | 50 |

Companies

| | | |
|-----------------------|---|----|
| 389(1)(c) | Notice of change in address of principal place of business in Papua New Guinea of overseas company. | 51 |
| 391(1) | Annual return of overseas company. | 52 |
| 392(1) & (2)(a) & (b) | Notice of cessation of business or deregistration or appointment of liquidator to overseas company. | 53 |
| 442(6) | Application for reregistration by existing company. | 54 |

Companies Act 1997

Form 1

Section 13(1)(a)

APPLICATION FOR REGISTRATION OF A COMPANY

Note: Information in this form must be either typed or handwritten in block letters.

1. Name of proposed company.

| |
|--|
| |
|--|

2. Name reservation number.

| |
|--|
| |
|--|

Note: This application must be accompanied by a copy of the notice issued by the Registrar confirming reservation of the name in Item 1, or a Form 6 - Application for Reservation of a Company Name.

3. Address of registered office.

| |
|--|
| |
|--|

Note: The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated. If at the premises of a firm or other person, specify the name of such. If in a building state particulars of the location within the building. A village address is not acceptable.

4. Address for service.

| |
|--|
| |
|--|

Note: Section 167(2) of the Act provides that the address for service may be the company's registered office or another place, but it must not be a postal address, and must be readily identifiable and accessible during normal business hours. The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated. A village address is not acceptable.

Where the address for service is not at the registered office, the description must state the address of that place, and -

(a) where the place is at the premises of any firm or other person -

(i) that the address for service of the company is at the premises of that firm or person; and

(ii) particulars of the location in any building of those premises; or

(b) where the place is not at the premises of any firm or other person, but is located in a building occupied by persons other than, or in addition to, the company, state particulars of its location in the building.

5. Postal address to which communications from the Registrar may be sent.

| |
|--|
| |
|--|

6. Director(s).

| | |
|---------------------|--|
| Submitted by: | <u>Office use only.</u> |
| Address: | Submitted to the Office of the Registrar on: |
| | |
| Telephone: | |

On incorporation the company will have director(s).

Note: Insert the number of persons who have consented to be a director of the proposed company. The consent of each director must be included on a Form 2 and submitted with this application.

7. Secretary(ies).

On incorporation the company will have secretary(ies).

Note: Insert the number of persons who have consented to be a secretary of the proposed company. A company does not have to appoint a secretary. Where no person is to be appointed insert "Nil". Where a secretary(ies) are appointed, the consent of each secretary must be included on a Form 3 and submitted with this application.

8. Shareholder(s).

On incorporation the company will have shareholder(s).

Note: Insert the number of persons who have consented to acquire shares in the company following incorporation. The consent of each shareholder must be included on a Form 4 and submitted with this application.

9. Constitution.

Has the company adopted a constitution YES NO

(Place a cross (x) in the appropriate box.)

Note: A company does not need to adopt a constitution. Where a constitution has been adopted a certified copy must be submitted with this form. A copy document must be certified in accordance with Section 9 of the Companies Regulation.

10. The following documents must be submitted with this form -

- A. A copy of the notice of name reservation or an application for reservation of company name - *(Use Form 6):*
- B. Where the company has a constitution, a certified copy of the company's constitution:
- C. The consent of each director - *(Use Form 2):*
- D. The consent of any secretary - *(Use Form 3):*
- E. The consent of each shareholder - *(Use Form 4).*

Note: Any copy document must be certified in accordance with Section 9 of the Companies Regulation.

11. Declaration and signature.

I certify that the information in this form is true and correct, and the copy of every document submitted with this form is a true and correct copy of the original document.

Signature of Applicant: _____

Name of Applicant: _____

Proposed Role: _____ Date: _____

Note: This application must be signed by a proposed director or secretary of the proposed company.

Companies Act 1997

Form 2

Sections 13(1)(b) & 236(f)

CONSENT OF DIRECTOR OF PROPOSED COMPANY

Note: Information in this form must be either typed or handwritten in block letters. This form is only to be used in respect of the registration of a company or the amalgamation of companies. It is not to be used for the appointment of a director of an existing company. Use Form 15. Where there is insufficient space on the form to supply the information required, use additional forms or annexe a separate sheet in the same format containing the information.

1. Name of proposed company.

| |
|--|
| |
|--|

Note: Where this form relates to the registration of an amalgamation proposal under Section 236 insert the name of the amalgamated company.

2. Details of director(s). (One section per director.)

| | | | |
|---------------------|--|----------------|--|
| Given names | | Surname | |
| Nationality | | Date of birth | |
| Residential address | | Postal address | |

Declaration and signature - I consent to act as a director of the above proposed company and certify that I am not disqualified from being appointed or holding office as a director of a company.

Signature of Proposed Director: _____ Date: _____

| | | | |
|---------------------|--|----------------|--|
| Given names | | Surname | |
| Nationality | | Date of birth | |
| Residential address | | Postal address | |

Declaration and signature - I consent to act as a director of the above proposed company and certify that I am not disqualified from being appointed or holding office as a director of a company.

Signature of Proposed Director: _____ Date: _____

Note: Each proposed director must sign this form. Initials are not sufficient for the given names of a director. The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated for the residential address of a director. The country of residency must be stated if it is not Papua New Guinea. A director must be a natural person.

| | |
|--|---|
| Submitted by: Address: Telephone: | <p><u>Office use only.</u></p> Submitted to the Office of the Registrar on: |
|--|---|

Companies Act 1997

Form 3

Sections 13(1)(c) & 236(f)

CONSENT OF SECRETARY OF PROPOSED COMPANY

Note: Information in this form must be either typed or handwritten in block letters. A company does not have to appoint a secretary. This form is only to be used in respect of the registration of a company or the amalgamation of companies. It is not to be used for the appointment of a secretary of an existing company. Use Form 20. Where there is insufficient space on the form to supply the information required, use additional forms or annexe a separate sheet in the same format containing the information.

1. Name of proposed company.

| |
|--|
| |
|--|

Note: Where this form relates to the registration of an amalgamation proposal under Section 236 insert the name of the amalgamated company.

2. Details of proposed secretary(ies). (One section per secretary.)

| | | | |
|---------------------|--|----------------|--|
| Given names | | Surname | |
| Nationality | | Date of birth | |
| Residential address | | Postal address | |

Declaration and signature - I consent to be the secretary of the above proposed company and certify that I am not disqualified from being appointed or holding office as a secretary of a company.

Signature of Proposed Secretary: _____ Date: _____

| | | | |
|---------------------|--|----------------|--|
| Given names | | Surname | |
| Nationality | | Date of birth | |
| Residential address | | Postal address | |

Declaration and signature - I consent to be the secretary of the above proposed company and certify that I am not disqualified from being appointed or holding office as a secretary of a company.

Signature of Proposed Secretary: _____ Date: _____

Note: Each proposed secretary must sign this form. Initials are not sufficient for the given names of a secretary. The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated for the residential address of a secretary. A secretary must be a natural person ordinarily resident in Papua New Guinea.

| | |
|--|---|
| Submitted by: Address: Telephone: | <p><u>Office use only.</u></p> Submitted to the Office of the Registrar on: |
|--|---|

Companies Act 1997

Form 4

Section 13(1)(d)(i)

CONSENT OF SHAREHOLDER OF PROPOSED COMPANY

Note: Information in this form must be either typed or handwritten in block letters. This form is only to be used in respect of the incorporation of a company. Where there is insufficient space to supply the information required, use additional forms or annexe a separate sheet in the same format containing the information.

1. Name of proposed company.

| |
|--|
| |
|--|

2. Details of proposed shareholder(s). (One section per shareholder.)

| | | | |
|---|--|---|--|
| Given names <i>(natural persons)</i> | | Surname or corporate name | |
| Nationality / country of incorporation | | Date of birth <i>(natural persons)</i> | |
| Residential address / registered office | | Postal address | |
| Class of shares | | Number of shares | |
| Consideration for shares | | Price per share | |

Declaration and signature - I consent to being a shareholder in the above proposed company and to taking the class and number of shares specified in this form.

Signature of Proposed Shareholder or Authorised Agent: _____ Date: _____

| | | | |
|---|--|---|--|
| Given names <i>(natural persons)</i> | | Surname or corporate name | |
| Nationality / country of incorporation | | Date of birth <i>(natural persons)</i> | |
| Residential address / registered office | | Postal address | |
| Class of shares | | Number of shares | |
| Consideration for shares | | Price per share | |

Declaration and signature - I consent to being a shareholder in the above proposed company and to taking the class and number of shares specified in this form.

Signature of Proposed Shareholder or Authorised Agent: _____ Date: _____

Note: Initials are not sufficient for the given names of a shareholder. The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated for the residential address or registered office. The country must also be stated if it is not Papua New Guinea. The consideration for shares must be stated as cash or consideration other than cash. Where the consideration is not cash, details of the consideration must be specified. Where this form is signed by a proposed shareholder's authorised agent, the instrument authorising the agent to sign must be annexed to this form.

| | |
|--|---|
| Submitted by: Address: Telephone: | <p><u>Office use only.</u></p> Submitted to the Office of the Registrar on: |
|--|---|

Companies Act 1997

Form 5

Sections 14 & 442

CERTIFICATE OF INCORPORATION

Company number.

I certify that

is, on and from

incorporated under the *Companies Act 1997*.

Given under my hand and seal on

Registrar of Companies.

Companies Act 1997

Form 6

Section 23(1)

APPLICATION FOR RESERVATION OF A COMPANY NAME

Note: Information in this form must be either typed or handwritten in block letters.

1. Proposed company name.

(List choices in order of preference.)

| |
|----|
| 1. |
| 2. |
| 3. |
| 4. |

2. Name reservation number.

(For office use only)

| |
|--|
| |
|--|

3. Change of name of existing company.

Note: Where this application relates to a proposed change of name of an existing company, state the name and number of that company below.

Present name of company.

| |
|--|
| |
|--|

Company number.

| |
|--|
| |
|--|

4. Declaration and signature.

I certify that the information in this form is true and correct.

Signature of Applicant: _____

Name of Applicant: _____

Role or Proposed Role: _____ Date: _____

Note: This application must be signed by a director or secretary of an existing company, or by a proposed director or secretary of a proposed company.

| | |
|---------------------|--|
| Submitted by: | <u>Office use only.</u> |
| Address: | Submitted to the Office of the Registrar on: |
| | |
| Telephone: | |

Companies Act 1997

Form 7

Section 24(1)(a)

APPLICATION TO CHANGE NAME OF COMPANY

Company number.

[Empty box for company number]

Note: Information in this form must be either typed or handwritten in block letters.

1. Present name of company.

[Empty box for present name of company]

2. Proposed company name.

[Empty box for proposed company name]

3. Name reservation number.

[Empty box for name reservation number]

Note: This application must be accompanied by a copy of the notice issued by the Registrar confirming reservation of the name in Item 2, or a Form 6 - Application for Reservation of a Company Name.

4. Date on which change of name was approved by the company.

[Empty box for date of name change approval]

5. Declaration and signature

I certify that a special resolution to change the name of the company from that stated at Item 1 above to that stated at Item 2 above was duly passed and the information in this form is true and correct, and the copy of every document submitted with this form is a true and correct copy of the original document.

The notice reserving the proposed name of the company, or a Form 6 - Application for Reservation of a Company Name, and a certified copy of the special resolution are annexed to this application.

Signature of Director or Secretary: _____

Name of Director or Secretary: _____

Role: _____ Date: _____

Note: This application must be signed by a director or secretary of the company. This form must be accompanied by a certified copy of a special resolution of the shareholders approving the change of name of the company. Any copy document must be certified in accordance with Section 9 of the Companies Regulation.

| | |
|--|---|
| Submitted by: Address: Telephone: | <p style="text-align: center;"><u>Office use only.</u></p> Submitted to the Office of the Registrar on: |
|--|---|

Companies Act 1997

Form 9

Section 33(3)

NOTICE OF ADOPTION, ALTERATION OR REVOCATION OF CONSTITUTION

Company number.

[Empty box for company number]

Note: Information in this form must be either typed or handwritten in block letters.

1. Company name.

[Empty box for company name]

2. The abovenamed company has - (Place a cross (x) in the appropriate box.)

A. [] adopted a constitution for the first time.

B. [] revoked its constitution and adopted a new constitution.

C. [] altered its constitution.

D. [] revoked its constitution.

3. Date on which the company adopted a constitution / revoked its constitution and adopted a new constitution / altered its constitution / revoked its constitution.

[Empty box for date]

4. Declaration and signature.

I certify that a special resolution to effect the change stated at Item 2 above was duly passed, and the information in this form is true and correct, and the copy of every document submitted with this form is a true and correct copy of the original document.

Signature of Director or Secretary: _____

Name of Director or Secretary: _____

Role: _____ Date: _____

Note: Where the company has adopted a new constitution or altered its present constitution, a copy of that document must accompany this form. Any copy document must be certified in accordance with Section 9 of the Companies Regulation.

| | |
|--|---|
| Submitted by: Address: Telephone: | <p style="text-align: center;"><u>Office use only.</u></p> Submitted to the Office of the Registrar on: |
|--|---|

Companies Act 1997

Form 10

Section 44(1)

NOTICE OF ISSUE OF SHARES

Company number.

[Empty box for company number]

Note: Information in this form must be either typed or handwritten in block letters. Where there is insufficient space on the form to supply the information required, annexe a separate sheet in the same format containing the information. Complete all items in this form.

1. Company name.

[Empty box for company name]

2. Total number of shares issued the subject of this notice.

[Empty box for total number of shares issued]

3. Total number of shares now on issue.

[Empty box for total number of shares now on issue]

Note: Insert the total number of valid shares on issue at the date of this form. Do not include shares that have been cancelled or redeemed, or that are no longer on issue.

4. Declaration and signature.

I certify that the information in this form is true and correct, and the copy of every document submitted with this form is a true and correct copy of the original document.

Signature of Director or Secretary: _____

Name of Director or Secretary: _____

Role: _____ Date: _____

Note: Where shares are issued which confer rights other than those set out in Section 37(1) a document setting out the terms of issue of the shares must accompany this form as required by Section 44(3). Where shares are issued for consideration (whether totally or partially) other than cash, a copy of the directors' certificate required under Section 47(2) must be annexed to this form. Any copy document must be certified in accordance with Section 9 of the Companies Regulation.

Please turn over and ensure page 2 of this form is also completed.

| | |
|--|---|
| Submitted by: Address: Telephone: | <p style="text-align: center;"><u>Office use only.</u></p> Submitted to the Office of the Registrar on: |
|--|---|

5. Details of shareholders.

| Given names (<i>natural persons only</i>) | Surname or corporate name and registration number, if applicable | Residential address or address of registered office | Date of birth (<i>natural persons only</i>) | Nationality or country of incorporation |
|---|--|---|---|---|
| | | | | |

Note: Initials are not sufficient for the given names of a shareholder. The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated for the residential address or registered office. The country must also be stated if it is not Papua New Guinea.

6. Details of shares.

| Name of shareholder (<i>from Item 5</i>) | Class of shares | Number of shares | Date of issue | Price per share | Consideration for shares |
|--|-----------------|------------------|---------------|-----------------|--------------------------|
| | | | | | |

Note: The consideration for shares must be stated as cash, consideration other than cash, or both. Where the consideration is not cash, details of the consideration must be specified. A company which complies with Sections 67 and 68, does not need to complete Items 5 and 6 where the number of shareholders who have been issued shares the subject of this notice exceeds 100, or the company is subject to a listing agreement with a stock exchange.

Companies Act 1997

Form 11

Section 56(4)

NOTICE OF REDEMPTION OR ACQUISITION OF SHARES BY COMPANY

Company number.

| |
|--|
| |
|--|

Note: Information in this form must be either typed or handwritten in block letters. Where there is insufficient space on the form to supply the information required, annexe a separate sheet in the same format containing the information.

1. Company name.

| |
|--|
| |
|--|

2. Details of shares acquired or redeemed by the company.

| Name of shareholder | Class of shares | Acquisition or redemption | Date of acquisition / redemption | Number of shares |
|---------------------|-----------------|---------------------------|----------------------------------|------------------|
| | | | | |
| TOTAL | | | | |

Note: The full name of each shareholder must be stated. Initials are not sufficient.

3. Total number of shares acquired or redeemed since incorporation.

| |
|--|
| |
|--|

4. Total number of shares now on issue.

| |
|--|
| |
|--|

Note: Insert the total number of valid shares on issue at the date of this form after the acquisition or redemption by the company.

5. Declaration and signature.

I certify that the information in this form is true and correct.

Signature of Director or Secretary: _____

Name of Director or Secretary: _____

Role: _____ Date: _____

| | |
|--|---|
| Submitted by: Address: Telephone: | <p><u>Office use only.</u></p> Submitted to the Office of the Registrar on: |
|--|---|

Form 12

Section 62(3)

NOTICE OF FAILURE TO REDEEM SHARES ON FIXED DATE

Company number.

[Empty box for company number]

Note: Information in this form must be either typed or handwritten in block letters. Where there is insufficient space on the form to supply the information required, annexe a separate sheet in the same format containing the information.

1. Company name.

[Empty box for company name]

2. Due date of redemption.

[Empty box for due date of redemption]

Note: Insert the specified or fixed date on which the shares were to be redeemed.

3. Total number of shares to have been redeemed.

[Empty box for total number of shares to have been redeemed]

Note: Insert the total number of shares that were due to be redeemed on the date specified in Item 2.

4. Number of shares not redeemed.

[Empty box for number of shares not redeemed]

Note: Insert the total number of shares not redeemed on the date specified in Item 2.

5. Provide brief reason(s) why the shares were not redeemed.

[Large empty box for reasons why shares were not redeemed]

6. Declaration and signature.

I certify that the information in this form is true and correct.

Signature of Director or Secretary: _____

Name of Director or Secretary: _____

Role: _____ Date: _____

| | |
|--|---|
| Submitted by: Address: Telephone: | <p style="text-align: center;"><u>Office use only.</u></p> Submitted to the Office of the Registrar on: |
|--|---|

Companies Act 1997

Form 13

Section 65(6)

NOTICE OF CHANGE OF SHAREHOLDER (SHARE TRANSFER)

Company number.

| |
|--|
| |
|--|

Note: Information in this form must be either typed or handwritten in block letters. Where there is insufficient space on the form to supply the information required, use additional forms or annexe a separate sheet in the same format containing the information. This form is not required to be submitted where -

- (a) the company is subject to a listing agreement with a stock exchange; or*
- (b) the total number of shares transferred since the date of incorporation, or the last annual return submitted under Section 215, is less than 50% of the issued shares; or*
- (c) the company submits to the Registrar its annual return under Section 215 within one month of the date of entry of the transfer.*

1. **Company name.**

| |
|--|
| |
|--|

2. **Declaration and signature.**

I certify that the information in this form is true and correct.

Signature of Director or Secretary: _____

Name of Director or Secretary: _____

Role: _____ Date: _____

Note: Please turn over and ensure page 2 of this form is also completed.

| | |
|---|--|
| <p>Submitted by:</p> <p>Address:</p> <p>.....</p> <p>Telephone:</p> | <p style="text-align: center;"><u>Office use only.</u></p> <p>Submitted to the Office of the Registrar on:</p> |
|---|--|

3. Details of shares.

| Full name of transferor | Full name of transferee | Class of shares | Number of shares | Date of transfer | Consideration for shares |
|-------------------------|-------------------------|-----------------|------------------|------------------|--------------------------|
| | | | | | |

Note: Initials are not sufficient for the given names of a shareholder. The consideration for shares must be stated as cash, consideration other than cash, or both. Where the consideration is not cash, details of the consideration must be specified.

4. Details of transferees referred to in Item 3.

| Given names (<i>natural persons only</i>) | Surname or corporate name and registration number, if applicable | Residential address or office | Date of birth (<i>natural persons only</i>) | Nationality or country of incorporation |
|---|--|-------------------------------|---|---|
| | | | | |

Note: Initials are not sufficient for the given names of a shareholder. The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated for the residential address or registered office. The country must also be stated if it is not Papua New Guinea.

Form 14

Section 68(4)

NOTICE OF LOCATION OR CHANGE IN LOCATION OF SHARE REGISTER OF LISTED COMPANY DIVIDED INTO TWO OR MORE REGISTERS

Company number.

[Empty box for company number]

Note: Information in this form must be either typed or handwritten in block letters. This form may only be submitted by a company whose shares are listed on a stock exchange.

1. Company name.

[Empty box for company name]

2. Address of the principal share register of the company.

[Empty box for principal share register address]

Note: This item must be completed in all cases. The principal share register must be kept in Papua New Guinea and a copy of every other register must be kept at the same place as the principal register. The address stated must be adequate to identify the office or firm at which the records are kept, including the suburb, and street name and number, or the allotment and section number or portion number, and the district and province, and the particulars of the location of the office or firm in a building which is not occupied by the company. A village address is not acceptable.

3. Address of other share register(s).

[Empty box for other share register address]

Note: This item must be completed in all cases. The address stated must be adequate to identify the office or firm at which the records are kept, including the suburb, and street name and number, or the allotment and section number or portion number, and the district and province, and the particulars of the location of the office or firm in a building which is not occupied by the company. A village address is not acceptable.

4. Date share register was divided or date of change in place where the register is kept.

[Empty box for date of change]

5. Declaration and signature.

I certify that the information in this form is true and correct.

Signature of Director or Secretary: _____

Name of Director or Secretary: _____

Role: _____ Date: _____

| | |
|--|---|
| Submitted by: Address: Telephone: | <p style="text-align: center;"><u>Office use only.</u></p> Submitted to the Office of the Registrar on: |
|--|---|

Companies Act 1997

Form 15

Section 130(1)

CONSENT AND CERTIFICATE OF DIRECTOR (EXISTING COMPANY)

Company number.

[Empty box for company number]

Note: Information in this form must be either typed or handwritten in block letters. This form is only to be used in respect of an existing company. It is not to be used in respect of the registration of a company or the amalgamation of companies. This form must be submitted with a Form 16. Do not submit this form unless a Form 16 is also submitted. Where there is insufficient space on the form to supply the information required, use additional forms or annexe a separate sheet in the same format containing the information.

1. Company name.

[Empty box for company name]

2. Details of director(s). (One section per director.)

| | | | |
|---------------------|--|----------------|--|
| Given names | | Surname | |
| Nationality | | Date of birth | |
| Residential address | | Postal address | |

Declaration and signature - I consent to act as a director of the above company and certify that I am not disqualified from being appointed or holding office as a director of a company.

Signature of Director: _____ Date: _____

| | | | |
|---------------------|--|----------------|--|
| Given names | | Surname | |
| Nationality | | Date of birth | |
| Residential address | | Postal address | |

Declaration and signature - I consent to act as a director of the above company and certify that I am not disqualified from being appointed or holding office as a director of a company.

Signature of Director: _____ Date: _____

Note: Each new director must sign this form. Initials are not sufficient for the given names of a director. The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated for the residential address of a director. The country of residency must be stated if it is not Papua New Guinea. A director must be a natural person.

| | |
|---------------------|---|
| Submitted by: | <u>Office use only.</u> Submitted to the Office of the Registrar on: |
| Address: | |
| | |
| Telephone: | |

Companies Act 1997

Form 16

Section 137(1)

NOTICE OF CHANGE OF DIRECTORS AND PARTICULARS OF DIRECTORS

Company number.

Note: Information in this form must be either typed or handwritten in block letters. Where there is insufficient space on the form to supply the information required, use additional forms or annexe a separate sheet in the same format containing the information.

1. **Company name.**

2. **Appointment or cessation of director(s). (Complete only if applicable).**

| Given names | Surname | Appointed or ceased | Date of appointment or cessation |
|-------------|---------|---------------------|----------------------------------|
| | | | |

Note: Initials are not sufficient for the given names of a director. Where a director resigns, the director may sign this form and submit it to the Registrar after complying with Section 135(2) of the Act. In the case of the appointment of a new director, the consent and certificate of the new director must be submitted with this form. (Use Form 15).

3. **Declaration and signature.**

I certify that the information in this form is true and correct.

Signature of Director or Secretary: _____

Name of Director or Secretary: _____

Role: _____ Date: _____

Note: Please turn over and ensure page 2 of this form is also completed.

| | |
|---------------------|--|
| Submitted by: | <u>Office use only.</u> |
| Address: | Submitted to the Office of the Registrar on: |
| | |
| Telephone: | |

4. Current details of all continuing directors. (This section must be completed in all cases).

| Given names | Surname | Residential address | Postal address |
|-------------|---------|---------------------|----------------|
| | | | |

Note: Initials are not sufficient for the given names of a director. Where the details of a director have changed insert all the current details above. The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated for the residential address of a director. The country of residency must be stated if it is not Papua New Guinea. A director must be a natural person.

5. Date details of director(s) changed (if applicable).

Note: Where the name, or address or postal address of a director has changed and is noted at Item 4, insert the date of the change at Item 5.

Companies Act 1997

Form 17

Section 162(2)

NOTICE OF CHANGE OF REGISTERED OFFICE

Company number.

[Empty box for company number]

Note: Information in this form must be either typed or handwritten in block letters.

1. Company name.

[Empty box for company name]

2. Address of new registered office.

[Large empty box for address of new registered office]

Note: Section 161(4) of the Act provides that the description of the registered office must - (a) state the address of the registered office, including the suburb, and street name and number or the allotment and section number or portion number; and (b) where - (i) the registered office is at the offices of any firm or any other person, state - (A) that the registered office of the company is at the offices of that firm or person; and (B) particulars of the location in any building of those offices; or (ii) where the registered office is not at the offices of any such firm or person but is located in a building occupied by persons other than the company, state particulars of its location in the building.

Note: A registered office must be one which is easily accessible to the shareholders, the public and the Registrar. It must be easily identifiable. A village address is not acceptable.

3. Date of change.

[Empty box for date of change]

4. Declaration and signature.

I certify that the information in this form is true and correct.

Signature of Director or Secretary: _____

Name of Director or Secretary: _____

Role: _____ Date: _____

Table with 2 columns: Submitted by/Address/Telephone and Office use only/Submitted to the Office of the Registrar on:

Companies Act 1997

Form 18

Section 164(4)

NOTICE OF LOCATION OF RECORDS NOT KEPT AT REGISTERED OFFICE

Company number.

[Empty box for company number]

Note: Information in this form must be either typed or handwritten in block letters. A company which is subject to a listing agreement with a stock exchange and keeps its share register in more than one place must submit a Form 14.

1. Company name.

[Empty box for company name]

2. Address of the place (other than registered office) where the records are kept.

[Empty box for address]

Note: The address stated must be adequate to identify the office or firm at which the records are kept, including the suburb, and street name and number, or the allotment and section number or portion number, and the district and province, and the particulars of the location of the office or firm in a building. A village address is not acceptable.

3. Description of records not kept at registered office.

[Empty box for description of records]

Note: The share register of the company cannot be kept at an address other than the registered office.

4. Date records kept elsewhere, or were moved.

[Empty box for date]

5. Declaration and signature.

I certify that the information in this form is true and correct.

Signature of Director or Secretary: _____

Name of Director or Secretary: _____

Role: _____ Date: _____

| | |
|--|---|
| Submitted by: Address: Telephone: | <p style="text-align: center;"><u>Office use only.</u></p> Submitted to the Office of the Registrar on: |
|--|---|

Companies Act 1997

Form 19

Section 168(2)

NOTICE OF CHANGE OF ADDRESS FOR SERVICE

Company number.

[Empty box for company number]

Note: Information in this form must be either typed or handwritten in block letters.

1. Company name.

[Empty box for company name]

2. New address for service.

[Large empty box for new address for service]

Note: Section 167(2) of the Act provides that the address for service may be the company's registered office or another place, but it must not be a postal address, and must be readily identifiable and accessible during normal business hours. The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated. A village address is not acceptable.

Where the address for service is not at the registered office, the description must state the address of that place, and -

(a) where the place is at the premises of any firm or other person -

(i) that the address for service of the company is at the premises of that firm or person; and

(ii) particulars of the location in any building of those premises; or

(b) where the place is not at the premises of any firm or other person, but is located in a building occupied by persons other than, or in addition to, the company, state particulars of its location in the building.

3. Date of change of address for service.

[Empty box for date of change of address for service]

4. Declaration and signature.

I certify that the information in this form is true and correct.

Signature of Director or Secretary: _____

Name of Director or Secretary: _____

Role: _____ Date: _____

| | |
|--|---|
| Submitted by: Address: Telephone: | <p style="text-align: center;"><u>Office use only.</u></p> Submitted to the Office of the Registrar on: |
|--|---|

Companies Act 1997

Form 20

Section 170(2)

CONSENT OF SECRETARY (EXISTING COMPANY)

Company number.

| |
|--|
| |
|--|

Note: Information in this form must be either typed or handwritten in block letters. A company does not have to appoint a secretary. This form is only to be used in respect of an existing company. It is not to be used in respect of the registration of a company or the amalgamation of companies. This form must be submitted with a Form 21. Do not submit this form unless a Form 21 is also submitted. Where there is insufficient space on the form to supply the information required, use additional forms or annexe a separate sheet in the same format containing the information.

1. Company name.

| |
|--|
| |
|--|

2. Details of secretary(ies). (One section per secretary.)

| | | | |
|---------------------|--|----------------|--|
| Given names | | Surname | |
| Nationality | | Date of birth | |
| Residential address | | Postal address | |

Declaration and signature - I consent to be the secretary of the above company and certify that I am not disqualified from being appointed or holding office as a secretary of a company.

Signature _____ of Secretary: _____ Date: _____

| | | | |
|---------------------|--|----------------|--|
| Given names | | Surname | |
| Nationality | | Date of birth | |
| Residential address | | Postal address | |

Declaration and signature - I consent to be the secretary of the above company and certify that I am not disqualified from being appointed or holding office as a secretary of a company.

Signature _____ of Secretary: _____ Date: _____

Note: Each secretary must sign this form. Initials are not sufficient for the given names of a secretary. The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated for the residential address of a secretary. A secretary must be a natural person ordinarily resident in Papua New Guinea.

| | |
|--|---|
| Submitted by: Address: Telephone: | <p><u>Office use only.</u></p> Submitted to the Office of the Registrar on: |
|--|---|

Companies Act 1997

Form 21

Section 170(3)

NOTICE OF APPOINTMENT OR CHANGE OF SECRETARIES OR PARTICULARS OF SECRETARIES

Company number.

| |
|--|
| |
|--|

Note: Information in this form must be either typed or handwritten in block letters. Where there is insufficient space on the form to supply the information required, annexe a separate sheet in the same format containing the information.

1. Company name.

| |
|--|
| |
|--|

2. Appointment or cessation of secretary(ies). (Complete only if applicable).

| Given names | Surname | Appointed or ceased | Date of cessation or appointment |
|-------------|---------|---------------------|----------------------------------|
| | | | |

Note: Initials are not sufficient for the given names of a secretary. Where a secretary resigns, the secretary may sign this form and submit it to the Registrar. In the case of the appointment of a new secretary, the consent of the new secretary must be submitted with this form. (Use Form 20).

3. Declaration and signature.

I certify that the information in this form is true and correct.

Signature of Director or Secretary: _____

Name of Director or Secretary: _____

Role: _____ Date: _____

Note: Please turn over and ensure page 2 of this form is also completed.

| | |
|---|--|
| <p>Submitted by:</p> <p>Address:</p> <p>.....</p> <p>Telephone:</p> | <p style="text-align: center;"><u>Office use only.</u></p> <p>Submitted to the Office of the Registrar on:</p> |
|---|--|

4. Current details of all continuing secretaries. (This section must be completed in all cases).

| Given names | Surname | Residential address | Postal address |
|-------------|---------|---------------------|----------------|
| | | | |

Note: Initials are not sufficient for the given names of a secretary. Where the details of a secretary have changed insert all the current details above. The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated for the residential address of a director. The country of residency must be stated if it is not Papua New Guinea. A secretary must be a natural person ordinarily resident in the country.

5. Date details of secretary(ies) changed (if applicable).

Note: Where the name, or address or postal address of a secretary has changed and is noted at Item 4, insert the date of the change at Item 5.

Companies Act 1997

Form 22

Section 215(1)

ANNUAL RETURN

Company number.

Note: Information in this form must be either typed or handwritten in block letters. Where there is insufficient space on the form to supply the information required, annexe a separate sheet in the same format containing the information. All information must be stated as at the date in Item 8, unless otherwise specified.

1. Company name.

2. The year (dates) to which the annual return relates.

Note: Insert the dates e.g. 1 January - 31 December of the applicable year.

3. Address of registered office.

Note: The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated. If at the premises of a firm or other person, specify the name of such. If in a building state particulars of the location within the building.

4. Address for service.

Note: Section 167(2) of the Act provides that the address for service may be the company's registered office or another place, but it must not be a postal address, and must be readily identifiable and accessible during normal business hours. The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated. A village address is not acceptable.

Where the address for service is not at the registered office, the description must state the address of that place, and -

(a) where the place is at the premises of any firm or other person -

(i) that the address for service of the company is at the premises of that firm or person; and

(ii) particulars of the location in any building of those premises; or

(b) where the place is not at the premises of any firm or other person, but is located in a building occupied by persons other than, or in addition to, the company, state particulars of its location in the building.

5. Postal address to which communications from the Registrar may be sent.

Submitted by:

Address:

.....

Telephone:

Office use only.

Submitted to the Office of the Registrar on:

6. **Date of the annual meeting held or deemed to be held for the year.**

Note: Where a resolution is passed under Section 103 in lieu of an annual meeting insert "Section 103 resolution" and the date of the resolution.

7. **Date of the last annual meeting held or deemed to be held.**

Note: Where a resolution was passed under Section 103 in lieu of the annual meeting insert "Section 103 resolution" and the date of the resolution. Insert the date of the annual general meeting where the last annual meeting was held under the repealed Act. Where Section 149(6) of the repealed Act was applicable, insert the date on which the last thing required to be done at that meeting was done under that section.

8. **Date to which this annual return is made up to.**

Note: This return must be made up to the date of the annual meeting or to a date not later than 14 days after the date of the annual meeting.

9. **Details of registered charges.**

| Registration number | Registration date (not date of charge) | Name of chargeholder (Chargee) | Amount outstanding / owing as at the last balance date |
|--|--|--------------------------------|--|
| | | | K |
| | | | K |
| | | | K |
| Total amount outstanding or owing as at the last balance date. | | | K |

Note: The amount outstanding must be a specific amount. "Unspecified amount" or similar words are not acceptable. Insert "Nil" where no amount is outstanding or owing on a charge.

10. **Records not kept at the company's registered office. (Complete only if applicable).**

| Description of records | Address of place where records kept |
|------------------------|-------------------------------------|
| | |

Note: This item is only to be completed where any of the records of the company referred to in Section 164(1) are not kept at the registered office of the company. A Form 18 must be submitted to the Registrar where this item is applicable.

11. **Number of employees.**

A. State the number of full time employees of the company as at the date of this annual return.

and

B. State the number of part time employees of the company as at the date of this annual return.

Note: Where the company has no full time or part time employees insert "Nil" in the appropriate box(es).

12. Activities undertaken.

Has the company traded or undertaken any activity since -

- (a) the date of the last annual return submitted under the *Companies Act 1997* or the repealed Act; or
 (b) in the case of the first annual return of a company incorporated under the *Companies Act 1997*, the date of registration?

YES NO

(Place a cross (x) in the appropriate box.)

State the principal activities of the company and the date of commencement of each activity.

| Principal Activities of the Company | Date of Commencement |
|-------------------------------------|----------------------|
| 1. | |
| 2. | |
| 3. | |
| 4. | |

Note: The day, month and year of the date of commencement must be stated. The date may be estimated where the precise date is unknown.

13. Information relating to shares in the company.

| Class of shares e.g. ordinary | Number of shares issued in each class | Price per share (value of consideration) | Number of shares issued for cash | Number of shares issued for other than cash | Amount called up on each share (1) |
|----------------------------------|--|---|-------------------------------------|--|------------------------------------|
| | | | | | |

(1) Insert the value of the consideration paid or provided in respect of the issue of each share. Where the full consideration was not payable or required to be provided, or has not been paid in respect of the issue of a share, insert the words "partly paid" and the value of that part of the consideration paid or provided in respect of the issue of the share.

14. **Total number of shares of the company on issue.**

Note: The number of shares on issue must be inserted, not the value. Insert the total number of valid shares on issue at the date of this form. Do not include shares that have been cancelled or redeemed, or that are no longer on issue.

15. **Total amount of calls received.**

K

Note: Insert the total amount in kina received by the company, whether as cash or consideration other than cash, for the issue or allotment of all shares in the company since incorporation.

16. **Total amount of calls unpaid.**

K

Note: Where the full consideration was not payable or required to be provided upon the issue or allotment of any shares, or has not been paid insert the total amount in kina of any amount that has not been paid. Insert "Nil" if not applicable.

17. **Total number of shares forfeited. (i.e. not sold or otherwise disposed of)**

Note: Insert the number of shares, not the value, of shares forfeited to the company. Forfeiture usually occurs where the obligations of a shareholder for allotment or issue of shares have not been fully discharged. Insert "Nil" if not applicable.

18. **Total number of shares purchased or otherwise acquired by the company.**

Note: A Form 11 must be submitted to the Registrar where the company has purchased or acquired any of its own shares. Insert "Nil" if not applicable.

19. **Total number of shares redeemed by the company.**

Note: A Form 11 must be submitted to the Registrar where the company has redeemed any of its own shares. Insert "Nil" if not applicable.

20. **Share transfers.**

Insert the total number of shares transferred by existing or past shareholders since -

- (a) the date of the last annual return under the **Companies Act 1997** or the repealed Act; or
- (b) in the case of the first annual return of a company incorporated under the **Companies Act 1997**, the date of registration.

Note: Insert "Nil" where no shares have been transferred. This item is not required to be completed by a company whose shares are subject to a listing agreement with a stock exchange.

21. **Particulars of the ultimate holding company. (Complete only if applicable).**

| | |
|--------------------------------------|--|
| Name of ultimate holding company. | |
| Registration number (if applicable). | |
| Place of incorporation. | |

22. Shareholder information.

Shareholder information for companies with less than 100 shareholders and not subject to a listing agreement with a stock exchange.

Note: Where the company is subject to a listing agreement with a stock exchange or has 100 or more shareholders this item is not required to be completed, but a Form 23 must be submitted with this form in respect of the 10 largest shareholders in the company.

| Given names (<i>natural persons only</i>) | Surname or corporate name and registration number, if applicable | Residential address or address of registered office | Date of birth (<i>natural persons</i>) | Nationality or country of incorporation | Class of shares | Number of shares |
|---|--|---|--|---|-----------------|------------------|
| | | | | | | |

Note: Initials are not sufficient for the given names of a shareholder. The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated for the residential address or registered office. The country must also be stated if it is not Papua New Guinea. Where the above space is insufficient insert "see annexed shareholder list" and annexe a separate sheet containing the information in the prescribed format.

23. Details of director(s).

| Given names | Surname | Residential address | Postal address | Nationality | Date of birth |
|-------------|---------|---------------------|----------------|-------------|---------------|
| | | | | | |

Note: Initials are not sufficient for the given names of a director. The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated for the residential address of a director. The country of residency must be stated if it is not Papua New Guinea. A director must be a natural person.

24. Details of secretary(ies). (Complete only if applicable).

| Given names | Surname | Residential address | Postal address | Nationality | Date of birth |
|-------------|---------|---------------------|----------------|-------------|---------------|
| | | | | | |

Note: Initials are not sufficient for the given names of a secretary. The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated for the residential address of a secretary. A secretary must be a natural person ordinarily resident in the country. Insert "Nil" where no secretary has been appointed.

25. Accounts and audit.

Since -

- (a) the date of the last annual return under the *Companies Act 1997* or the repealed Act; or
- (b) in the case of the first annual return of a company incorporated under the *Companies Act 1997*, the date of registration

A. The company is an exempt company as defined in Section 171 of the Act and is not required to appoint an auditor.

or

B. The company is required to appoint an auditor and submit a certified copy of its financial statements with this annual return under Section 215(3) of the Act.

Note: Place a cross in only one (1) of the above boxes. Where A. is applicable a certified copy of any resolution made under Section 171 resolving not to appoint an auditor must be submitted with this annual return. Where B. is applicable a certified copy of the financial statements, any group financial statements and the audit report must be submitted with this annual return.

26. Details of Auditor. (Complete only if applicable.)

| Given names (<i>natural persons</i>) | Surname or firm name | Postal address |
|--|----------------------|----------------|
| | | |

Note: A partnership may be appointed under Section 192 of the Act by the firm name to be an auditor where all or some of the partners are qualified to be appointed as auditors of the company. Initials are not sufficient for the given names of an auditor who is a natural person.

27. State the total value of the assets of the company as at the last balance date.

28. State the total value of the liabilities of the company as at the last balance date.

29. Declaration and signature.

I declare that the company satisfies the solvency test, and this declaration is made under a resolution by the company's board of directors to adopt the contents of the annual return, and all information in this form is true and correct, and the copy of every document submitted with this form is a true and correct copy of the original document.

Signature of Director or Secretary: _____

Name of Director or Secretary: _____

Role: _____ Date: _____

Companies Act 1997

Form 23

Section 215(4)(d)

NOTICE OF SHAREHOLDING IN COMPANY

Company number.

| |
|--|
| |
|--|

Note: Information in this form must be either typed or handwritten in block letters. This form is to be submitted with an annual return (Form 22) by companies which comply with Section 67 and 68 and -
(a) are subject to a listing agreement with a stock exchange; or
(b) have 100 or more shareholders.

1. **Company name.**

| |
|--|
| |
|--|

2. **Date that this notice is made up to.**

| |
|--|
| |
|--|

Note: This date must be the same as the date stated in Item 8 of the annual return (Form 22).

3. **Declaration and signature.**

I certify that the information in this form is true and correct and the company has complied with the requirements of Sections 67 and 68 of the Act.

Signature of Director or Secretary: _____

Name of Director or Secretary: _____

Role: _____ Date: _____

Note: Please turn over and ensure page 2 of this form is also completed.

| | |
|---------------------|--|
| Submitted by: | <u>Office use only.</u> |
| Address: | Submitted to the Office of the Registrar on: |
| | |
| Telephone: | |

2. Details of 10 largest shareholders.

| Given names (<i>natural persons only</i>) | Surname or corporate name and registration number, if applicable | Residential address or address of registered office | Date of birth (<i>natural persons</i>) | Nationality or country of incorporation | Class of shares | Number of shares |
|---|--|---|--|---|-----------------|------------------|
| | | | | | | |
| | | | | | | |
| | | | | | | |
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| | | | | | | |
| | | | | | | |

Note: Initials are not sufficient for the given names of a shareholder. The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated for the residential address or registered office. The country must also be stated if it is not Papua New Guinea

Companies Act 1997

Form 24

Section 222(1) & (6)

NOTICE FOR REGISTRATION OF CHARGE

Company number.

Note: Information in this form must be either typed or handwritten in block letters. Where there is insufficient space on the form to supply the information required, annexe a separate sheet in the same format containing the information. This form must be submitted within two months after the date of creation of the charge.

1. **Company name.**

2. **Date of creation of charge.**

3. **Type of charge.**
(Place a cross (x) in the appropriate box.)

A. Fixed

B. Floating

C. Fixed and floating

If the charge is a floating charge, is the creation of subsequent charges restricted or prohibited? YES NO
(Complete only if applicable. Place a cross (x) in the appropriate box.)

4. **Briefly describe the liability secured by the charge.**

Note: Where the charge secures a present and prospective liability, or a prospective liability up to a specified maximum amount, insert details of the prospective liability and the amount specified.

5. **Briefly describe the property charged.**

6. **Details of person(s) entitled to the charge (chargee).**

| | | | |
|--------------------------------|----------------------|--------------------------------|----------------|
| Given names (<i>natural</i>) | Surname or corporate | Residential address or address | Postal address |
|--------------------------------|----------------------|--------------------------------|----------------|

| | |
|---------------------|---|
| Submitted by: | <u>Office use only.</u> Submitted to the Office of the Registrar on: |
| Address: | |
| | |
| Telephone: | |

| | | | |
|-----------------------|---|----------------------|--|
| <i>persons only</i>) | name and registration number, if applicable | of registered office | |
| | | | |

Note: Initials are not sufficient for the given names of a person. The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated for the residential address or registered office.

7. Issue of a series of debentures. (Complete only if applicable).

Only complete where the company has created a series of debentures containing, or giving by reference to any other document, a charge the benefit of which the debenture holders of that series are entitled to equally - Section 222(6) of the Act.

Total amount secured by the whole series.

| |
|---|
| K |
|---|

Date(s) of resolution(s) authorising the issue of the series.

| |
|--|
| |
|--|

Details of the trustee(s). (Complete only if applicable).

| Given names <i>(natural persons only)</i> | Surname or corporate name and registration number, if applicable | Residential address or address of registered office | Postal address |
|--|--|---|----------------|
| | | | |

The rate of any commission. (Complete only if applicable).

| | |
|---|--|
| Amount of commission, allowance or discount | |
| Insert name of person or company who received commission etc. | |

Note: Insert the amount or the percentage of the commission, allowance or discount (if any) made by the company or paid by the company either directly or indirectly, to a person in consideration of that person either absolutely or conditionally subscribing or agreeing to subscribe, or procuring or agreeing to procure subscriptions, either absolute or conditional, for any of the debentures in the series.

8. A certified copy of the document creating or evidencing the charge must be annexed to this form.

In relation to a series of debentures, where there is no document creating or evidencing the charge, a copy of the first debenture in the series must be submitted. Where more than one issue of debentures in the series is made, the company is required to submit a Form 26 within two months after each subsequent issue.

Note: Any copy document must be certified in accordance with Section 9 of the Companies Regulation.

9. Compliance with Stamp Duties Act (Chapter 117).

A duly completed certificate of compliance with the **Stamp Duties Act** (Chapter 117) (Form 25), or evidence that the charge has been stamped, or is not required to be stamped, must be submitted with this form. If not, the charge will only be registered provisionally.

The following is submitted with this form (*place a cross (x) in one box only*) -

Form 25 - Certificate of Compliance with Stamp Duties Act -

Evidence that documents are not required to be stamped -

| | |
|-----------------|--|
| Provide details | |
|-----------------|--|

Other evidence that the documents have been stamped -

| | |
|-----------------|--|
| Provide details | |
|-----------------|--|

None of the above -

Note: Where "None of the above" is selected the Registrar shall enter the word "provisional" in the register. Appropriate evidence must be submitted within one month or the Registrar will delete the details of the charge from the register.

10. Declaration and signature.

I certify that the information in this form is true and correct, and the copy of every document submitted with this form is a true and correct copy of the original document.

Signature: _____

Name of Person Signing: _____

Role: _____ Date: _____

Companies Act 1997

Form 25

Section 225(5)

CERTIFICATE OF COMPLIANCE WITH STAMP DUTIES ACT

Company number.

Note: Information in this form must be either typed or handwritten in block letters. This form is only to be lodged in relation to a charge or series of debentures (Form 24, 27, 28 or 29).

1. Company name.

2. Date of creation of charge.

3. Insert the form number that this Form 25 relates to.

Note: Insert Form 24, Form 27, Form 28 or Form 29, whichever is applicable.

4. Details of person(s) entitled to the charge (chargee).

| Given names (<i>natural persons only</i>) | Surname or corporate name and registration number, if applicable | Residential address or address of registered office | Postal address |
|---|--|---|----------------|
| | | | |

Note: Initials are not sufficient for the given names of a person. The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated for the residential address or registered office.

5. Declaration and signature.

I certify that all the documents accompanying, or annexed to the form referred to in Item 3, for the above charge have been duly stamped, where so required, in accordance with the **Stamp Duties Act** (Chapter 117) and the information in this form is true and correct.

Signature: _____

Name of Person Signing: _____

Role: _____ Date: _____

| | |
|---------------------|--|
| Submitted by: | <u>Office use only.</u> |
| Address: | Submitted to the Office of the Registrar on: |
| | |
| Telephone: | |

Companies Act 1997

Form 26

Section 222(7)

NOTICE OF ISSUE OF FURTHER DEBENTURES IN A SERIES

Company number.

Note: Information in this form must be either typed or handwritten in block letters. This form is only to be lodged in relation to a series of debentures. This form must be submitted within two months after the issue of debentures in a series.

1. Company name.

2. Original charge registration number.

3. Amount secured by whole series. K

4. Date of first debenture issue.

5. Date of this issue.

6. Amount of this issue. K

7. Date of resolution authorising the issue of the series.

8. Details of the trustee(s). (Complete only if applicable).

| Given names (<i>natural persons only</i>) | Surname or corporate name and registration number, if applicable | Residential address or address of registered office | Postal address |
|---|--|---|----------------|
| | | | |

| | |
|--|---|
| Submitted by: Address: Telephone: | <p><u>Office use only.</u></p> Submitted to the Office of the Registrar on: |
|--|---|

9. The rate of any commission. (Complete only if applicable).

| | |
|---|--|
| Amount of commission, allowance or discount | |
| Insert name of person or company who received commission etc. | |

Note: Insert the amount or the percentage of the commission, allowance or discount (if any) made by the company or paid by the company either directly or indirectly, to a person in consideration of that person either absolutely or conditionally subscribing or agreeing to subscribe, or procuring or agreeing to procure subscriptions, either absolute or conditional, for debentures in this series.

10. Declaration and signature.

I certify that the information in this form is true and correct.

Signature: _____

Name of Person Signing: _____

Role: _____ Date: _____

Companies Act 1997

Form 27

Section 223(1)(a) & (c)

NOTICE OF PROPERTY ACQUIRED BY COMPANY OR OVERSEAS COMPANY WHILE PROPERTY SUBJECT TO A CHARGE

Company number.

Note: Information in this form must be either typed or handwritten in block letters. This form must be submitted within two months after the date of acquisition, or the date of registration as an overseas company.

- | | |
|--|--|
| 1. Name of company or overseas company. | |
| 2. Date of acquisition of property. | |
| 3. Description of property acquired. | |
| 4. Description of document creating or evidencing the charge. | |
| 5. Date of creation of charge. | |
| 6. Original charge registration number (if applicable). | |

Note: This item only applies to charges registered in Papua New Guinea.

7. Details of person(s) entitled to the charge (chargee).

| Given names (<i>natural persons only</i>) | Surname or corporate name and registration number, if applicable | Residential address or address of registered office | Postal address |
|---|--|---|----------------|
| | | | |

Note: Initials are not sufficient for the given names of a person. The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated for the residential address or registered office.

- | | |
|---|---|
| 8. The amount owing on the charge. | K |
|---|---|

| | |
|--|---|
| Submitted by: Address: Telephone: | <p><u>Office use only.</u></p> Submitted to the Office of the Registrar on: |
|--|---|

9. **A certified copy of the document creating or evidencing the charge, or evidencing the acquisition of the property must be submitted with this form.**

Note: Any copy document must be certified in accordance with Section 9 of the Companies Regulation.

10. **Compliance with *Stamp Duties Act* (Chapter 117).**

A duly completed certificate of compliance with the ***Stamp Duties Act*** (Chapter 117) (Form 25) or evidence that the charge has been stamped, or is not required to be stamped, must be submitted with this form. If not, the charge will only be registered provisionally.

The following is submitted with this form (*place a cross (x) in one box only*) -

Form 25 - Certificate of Compliance with Stamp Duties Act.

Evidence that documents are not required to be stamped.

| | |
|-----------------|--|
| Provide details | |
|-----------------|--|

Other evidence that the documents have been stamped.

| | |
|-----------------|--|
| Provide details | |
|-----------------|--|

None of the above.

Note: Where "None of the above" is selected the Registrar shall enter the word "provisional" in the register. Appropriate evidence must be submitted within one month or the Registrar will delete the details of the charge from the register.

11. **Declaration and signature.**

I certify that the information in this form is true and correct, and the copy of every document submitted with this form is a true and correct copy of the original document.

Signature: _____

Name of Person Signing: _____

Role: _____ Date: _____

Companies Act 1997

Form 28

Section 223(1)(b)

NOTICE IN RESPECT TO CHARGE CREATED BEFORE REGISTRATION AS AN OVERSEAS COMPANY

Company number.

[Empty box for company number]

Note: Information in this form must be either typed or handwritten in block letters. This form must be submitted within two months after the date of registration as an overseas company.

1. Name of overseas company. [Empty box]

2. Date of registration as an overseas company. [Empty box]

3. Date of creation of charge. [Empty box]

4. Type of charge. (Place a cross (x) in the appropriate box.)

A. Fixed [Empty box]

B. Floating [Empty box]

C. Fixed and floating [Empty box]

Where the charge is a floating charge, is the creation of subsequent charges restricted or prohibited?

(Complete only if applicable. Place a cross (x) in the appropriate box.)

YES [Empty box]

NO [Empty box]

5. Briefly describe the liability secured by the charge. [Large empty box]

Note: Where the charge secures a present and prospective liability, or a prospective liability up to a specified maximum amount, insert details of the prospective liability and the amount specified.

Submitted by: Address: Telephone: Office use only. Submitted to the Office of the Registrar on:

6. Briefly describe the property charged.

| |
|--|
| |
|--|

7. Details of person(s) entitled to the charge (chargee).

| Given names (<i>natural persons only</i>) | Surname or corporate name and registration number, if applicable | Residential address or address of registered office | Postal address |
|---|--|---|----------------|
| | | | |

Note: Initials are not sufficient for the given names of a person. The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated for the residential address or registered office.

8. A certified copy of the document creating or evidencing the charge must be submitted with this form.

Note: Any copy document must be certified in accordance with Section 9 of the Companies Regulation.

9. Compliance with *Stamp Duties Act* (Chapter 117).

A duly completed certificate of compliance with the *Stamp Duties Act* (Chapter 117) (Form 25) or evidence that the charge has been stamped, or is not required to be stamped, must be submitted with this form. If not, the charge will only be registered provisionally.

The following is submitted with this form (*place a cross (x) in one box only*) -

Form 25 - Certificate of Compliance with Stamp Duties Act.

Evidence that documents are not required to be stamped.

| | |
|-----------------|--|
| Provide details | |
|-----------------|--|

Other evidence that the documents have been stamped.

| | |
|-----------------|--|
| Provide details | |
|-----------------|--|

None of the above.

Note: Where "None of the above" is selected the Registrar shall enter the word "provisional" in the register. Appropriate evidence must be submitted within one month or the Registrar will delete the details of the charge from the register.

10. Declaration and signature.

I certify that the information in this form is true and correct, and the copy of every document submitted with this form is a true and correct copy of the original document.

Signature: _____

Name of Person Signing: _____

Role: _____ Date: _____

Companies Act 1997

Form 29

Section 224(1)(a), (2)

NOTICE OF ASSIGNMENT OR VARIATION OF CHARGE

Company number.

Note: Information in this form must be either typed or handwritten in block letters. This form must be submitted within two months after the date of the assignment or variation.

1. Name of company which granted charge (chargor).

2. Registration number of charge.

3. Assignment of charge. *(Place a cross (x) in the box, only if applicable.)*
 There has been a change in the holder(s) of the charge (chargee).

Note: This item is only to be completed where the identity of the holder of the charge has changed. A copy of this notice must also be provided to the company.

Name and address of person(s) now entitled to the benefit of the charge.

| Given names (<i>natural persons only</i>) | Surname or corporate name and registration number, if applicable | Residential address or address of registered office | Postal address |
|---|--|---|----------------|
| | | | |

Note: Initials are not sufficient for the given names of a person. The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated for the residential address or registered office.

Date of assignment.

4. Variation of charge. *(Place a cross (x) in the box, only if applicable.)*
 There has been a variation of the charge.

Note: A certified copy of the document effecting a variation of the charge must be submitted with this form. Any copy document must be certified in accordance with Section 9 of the Companies Regulation.

Date of variation.

| | |
|--|---|
| Submitted by: Address: Telephone: | <p><u>Office use only.</u></p> Submitted to the Office of the Registrar on: |
|--|---|

A. The terms of the charge were varied with the effect of increasing the amount of the debt or the liabilities (whether present or prospective) secured by the charge.

Briefly describe the new debt/liability secured by the charge.

| |
|--|
| |
|--|

Note: This item is only to be completed where the amount of debt or liabilities secured by the charge has increased.

B. The terms of the charge were varied with the effect of prohibiting or restricting the creation of subsequent charges on the property.

Briefly describe the changes.

| |
|--|
| |
|--|

5. Compliance with Stamp Duties Act (Chapter 117).

Note: A Form 25 or evidence that the charge has been stamped, or is not required to be stamped, must be submitted with this form. If not, the charge will only be registered provisionally.

The following is submitted with this form (*Place a cross (x) in one box only.*) -

Form 25 - Certificate of Compliance with Stamp Duties Act.

Evidence that documents are not required to be stamped.

| | |
|-----------------|--|
| Provide details | |
|-----------------|--|

Other evidence that the documents have been stamped.

| | |
|-----------------|--|
| Provide details | |
|-----------------|--|

None of the above.

Note: Where "None of the above" is selected the Registrar shall enter the word "provisional" in the register. Appropriate evidence must be submitted within one month or the Registrar will delete the details of the charge from the register.

6. Declaration and signature.

I certify that the information in this form is true and correct, and the copy of every document submitted with this form is a true and correct copy of the original document.

Signature: _____

Name of Person Signing: _____

Role: _____ Date: _____

Companies Act 1997

Form 30

Section 225(3)

CERTIFICATE OF REGISTRATION OF CHARGE

Company number.

I certify that a

dated

and created by

in favour of

to secure

was registered on

with charge registration number

(and assigned to on)

(and varied on)

Given under my hand and seal on

Registrar of Companies.

Companies Act 1997

Form 31

Section 227(1)(c)

NOTICE OF PARTIAL OR TOTAL SATISFACTION OF REGISTERED CHARGE

Company number.

[Empty box for company number]

Note: Information in this form must be either typed or handwritten in block letters. Where there is insufficient space on the form to supply the information required, annexe a separate sheet in the same format containing the information.

1. Name of company which granted charge (chargor). [Empty box]

2. Registration number of charge. [Empty box]

3. Date of satisfaction of charge. [Empty box]

4. State whether satisfaction was in full or partial. [Empty box]

5. If partial, state the amount satisfied. [Box containing 'K']

6. If partial, state the amount of debt or liabilities outstanding. [Empty box]

Note: Complete Items 5 and 6 only where the charge was partially satisfied. Evidence, satisfactory to the Registrar, that the charge has been paid, released or satisfied, in whole or in part, must be submitted with this form.

7. Declaration and signature. I certify that the information in this form is true and correct.

Signature: _____

Name of Person Signing: _____

Role: _____ Date: _____

| | |
|--|---|
| Submitted by: Address: Telephone: | <p style="text-align: center;"><u>Office use only.</u></p> Submitted to the Office of the Registrar on: |
|--|---|

Companies Act 1997

Form 32

Section 227(1)(d)

NOTICE OF RELEASE OR DISPOSAL OF CHARGED PROPERTY

Company number.

[Empty box for company number]

Note: Information in this form must be either typed or handwritten in block letters. Where there is insufficient space on the form to supply the information required, annexe a separate sheet in the same format containing the information.

1. Name of company which granted charge (chargor). [Empty box]

2. Registration number of charge. [Empty box]

3. Description of property released or disposed of. [Empty box]

4. Insert details of release or disposal. [Empty box]

Note: Insert either "Property released from the charge" or "Property has ceased to form part of the property of the company".

5. Date of release or disposal. [Empty box]

Note: Evidence that the property or undertaking charged, or any part of it, has been released or has ceased to form part of the property or undertaking of the chargor, must be submitted with this form.

6. Declaration and signature. I certify that the information in this form is true and correct.

Signature: _____

Name of Person Signing: _____

Role: _____ Date: _____

| | |
|--|---|
| Submitted by: Address: Telephone: | <p style="text-align: center;"><u>Office use only.</u></p> Submitted to the Office of the Registrar on: |
|--|---|

Companies Act 1997

Form 33

Section 236

APPLICATION FOR REGISTRATION OF AMALGAMATION PROPOSAL

Note: Information in this form must be either typed or handwritten in block letters.

1. **Company names and company numbers.** A.

B.

C.

2. **Name of amalgamated company.**

3. **Name reservation number if a new company name.**

Note: Where the amalgamated company is a new company or has a new name this form must be accompanied by a copy of the notice issued by the Registrar confirming reservation of the name in Item 2, or a Form 6 - Application for Reservation of a Company Name.

4. **Date of amalgamation (if applicable).**

Note: Where applicable, insert the specific date (d/m/y) the amalgamation is to become effective under the amalgamation proposal. The date must be the date this form is submitted to the Registrar or a later date. Where no date is specified, or the date specified in the amalgamation proposal is earlier than the date of submission to the Registrar, the date the amalgamation becomes effective will be the date of issue of the certificate of amalgamation by the Registrar.

5. **Number of shares in amalgamated company.**

Note: A Form 10 must be submitted to the Registrar one month after the issue of shares under an amalgamation.

6. **Number of directors of amalgamated company.**

Note: A Form 2 must be submitted for the director(s) of the amalgamated company.

7. **Number of secretaries of amalgamated company.**

Note: A Form 3 must be submitted for the secretary(ies), if any, of the amalgamated company. A company does not have to appoint a secretary.

| | |
|---------------------|--|
| Submitted by: | <u>Office use only.</u> |
| Address: | Submitted to the Office of the Registrar on: |
| | |
| Telephone: | |

8. Address of registered office.

Note: The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated. If at the premises of a firm or other person, specify the name of such. If in a building state particulars of the location within the building.

9. Address for service.

Note: Section 167(2) of the Act provides that the address for service may be the company's registered office or another place, but it must not be a postal address, and must be readily identifiable and accessible during normal business hours. The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated. A village address is not acceptable. Where the address for service is not at the registered office, the description must state the address of that place, and -

- (a) where the place is at the premises of any firm or other person -
 - (i) that the address for service of the company is at the premises of that firm or person; and*
 - (ii) particulars of the location in any building of those premises; or**
- (b) where the place is not at the premises of any firm or other person, but is located in a building occupied by persons other than, or in addition to, the company, state particulars of its location in the building.*

10. Constitution. (Place a cross (x) in the appropriate box.)

| | | |
|--|--------------------------|--------------------------|
| | YES | NO |
| Has the company adopted a constitution | <input type="checkbox"/> | <input type="checkbox"/> |

Note: A company does not need to adopt a constitution. Where a constitution has been adopted a certified copy must be submitted with this form. A copy document must be certified in accordance with Section 9 of the Companies Regulation.

11. The following documents must be submitted with this form -

- A. the approved amalgamation proposal.
- B. any certificates of directors required under Section 234 (2) or 235 (5).
- C. a certificate signed by the board of each amalgamating company stating that the amalgamation has been approved in accordance with the **Companies Act 1997**.
- D. a certified copy of the constitution, if the new company has one.
- E. where the amalgamated company is a new company or has a new name a notice reserving the name of the company (*Use Form 6*).
- F. the consent of the director(s) and the secretary(ies) of the amalgamated company. (*Use Forms 2 & 3*).

12. Declaration and signature.

I certify that the above companies seek amalgamation and the information in this form is true and correct, and the copy of every document submitted with this form is a true and correct copy of the original document.

Signature of Proposed Director or Secretary: _____

Name of Proposed Director or Secretary: _____

Role: _____ Date: _____

Companies Act 1997

Form 34

Section 237

CERTIFICATE OF AMALGAMATION

Company number.

I certify that the amalgamation of

and

took effect on

and the name of the amalgamated company is

with company registration number

Given under my hand and seal on

Registrar of Companies.

Companies Act 1997

Form 35

Section 244(4)

NOTICE OF RESULT OF CREDITORS' VOTE

Company number.

Note: Information in this form must be either typed or handwritten in block letters. A copy of this form must be given to each known creditor, the company and any receiver or liquidator. The proponent must also submit to the Registrar a certified copy of the notice and statement required under Section 243(2).

1. **Company name.**

2. **Date of meeting.**

3. **A copy of the resolution and any amendment made to it at the meeting is attached to this form.**

Note: Any copy document must be certified in accordance with Section 9 of the Companies Regulation.

4. **Insert the result of the vote on the resolution.**

Note: Insert approved, rejected or adjourned to (state date).

5. **Certification and signature.**

I certify that the information in this form is true and correct, and the copy of every document submitted with this form is a true and correct copy of the original document.

Signature of Proponent: _____

Name of Proponent: _____

Date: _____

| | |
|--|---|
| Submitted by: Address: Telephone: | <p style="text-align: center;"><u>Office use only.</u></p> Submitted to the Office of the Registrar on: |
|--|---|

Companies Act 1997

Form 36

Section 259(1)(c)

NOTICE OF APPOINTMENT OF RECEIVER

Company number.

[Empty box for company number]

Note: Information in this form must be either typed or handwritten in block letters. A receiver must within seven days of appointment submit this form to the Registrar.

1. Company name.

[Empty box for company name]

2. Details of receiver.

| Given names | Surname | Office address | Postal address |
|-------------|---------|----------------|----------------|
| [Empty] | [Empty] | [Empty] | [Empty] |

Note: Initials are not sufficient for the given names of a receiver. For the office address of a receiver, the suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated. If at the premises of a firm or other person, specify the name of such. If in a building state particulars of the location within the building. A receiver must be a natural person.

3. Date of appointment.

[Empty box for date of appointment]

4. Nature of appointment.

[Empty box for nature of appointment]

Note: Insert a brief description of the nature of appointment e.g. "By the Court" or "By instrument". Where appointed by the Court insert the proceeding number and location of the Court. Where appointed by or under an instrument insert the date and a description of the instrument, and where registered the charge registration number and the date of registration. If not registered, state so.

5. Details of property in receivership.

[Empty box for details of property in receivership]

6. Declaration and signature.

I certify that the information in this form is true and correct and I am not precluded from being appointed or acting as a receiver under Section 256 of the Companies Act 1997.

Signature of Receiver: _____

Date: _____

| | |
|---------------------|---|
| Submitted by: | <u>Office use only.</u> Submitted to the Office of the Registrar on: |
| Address: | |
| | |
| Telephone: | |

Companies Act 1997

Form 37

Section 261(4)

NOTICE OF RESIGNATION OR DISQUALIFICATION OF RECEIVER

Company number.

Note: Information in this form must be either typed or handwritten in block letters. This form is only to be used where the receiver resigns or is disqualified from acting. It is not to be used where the receivership has ended. Use Form 38. This form must be submitted to the Registrar by the receiver within 14 days of the date stated at Item 3.

1. **Company name.**

2. **Details of receiver.**

| Given names | Surname | Office address | Postal address |
|----------------------|----------------------|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |

Note: Initials are not sufficient for the given names of a receiver. For the office address of a receiver, the suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated. If at the premises of a firm or other person, specify the name of such. If in a building state particulars of the location within the building. A receiver must be a natural person.

3. **Date of appointment.**

4. **Date of cessation.**

5. **Details of cessation.**

Note: Insert either "Resigned" or "Disqualified". If disqualified, insert brief details of reason for disqualification.

6. **Declaration and signature.**

I certify that the information in this form is true and correct.

Signature of Receiver: _____

Date: _____

Note: This form must be signed by the person named at Item 2.

| | |
|---------------------|---|
| Submitted by: | Office use only. Submitted to the Office of the Registrar on: |
| Address: | |
| | |
| Telephone: | |

Companies Act 1997

Form 38

Section 278(1)

NOTICE OF END OF RECEIVERSHIP

Company number.

[Empty box for company number]

Note: Information in this form must be either typed or handwritten in block letters. This form is to be used only where the receivership of the company ceases. Use a Form 37 where the receiver resigns or is disqualified from acting. This form must be submitted to the Registrar within 14 days of the date stated at Item 3.

1. Company name.

[Empty box for company name]

2. Details of receiver.

| Given names | Surname | Office address | Postal address |
|-------------|---------|----------------|----------------|
| [Empty] | [Empty] | [Empty] | [Empty] |

Note: Initials are not sufficient for the given names of a receiver. For the office address of a receiver, the suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated. If at the premises of a firm or other person, specify the name of such. If in a building state particulars of the location within the building. A receiver must be a natural person.

3. Date of end of receivership.

[Empty box for date of end of receivership]

4. Declaration and signature.

I certify that the information in this form is true and correct.

Signature of Receiver: _____

Date: _____

Note: This form must be signed by the person who held office as receiver at the end of the receivership.

| | |
|--|---|
| Submitted by: Address: Telephone: | <u>Office use only.</u> Submitted to the Office of the Registrar on: |
|--|---|

Companies Act 1997

Form 39

Section 305(2)(b)

NOTICE OF APPOINTMENT OF LIQUIDATOR

Company number.

[Empty box for company number]

Note: Information in this form must be either typed or handwritten in block letters. A liquidator must within seven days of appointment, or being notified of appointment submit this form to the Registrar.

1. Company name.

[Empty box for company name]

2. Details of liquidator.

| Given names | Surname | Office address | Postal address |
|-------------|---------|----------------|----------------|
| [Empty] | [Empty] | [Empty] | [Empty] |

Note: Initials are not sufficient for the given names of a liquidator. For the office address of a liquidator, the suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated. If at the premises of a firm or other person, specify the name of such. If in a building state particulars of the location within the building. A liquidator must be a natural person.

3. Date of appointment.

[Empty box for date of appointment]

4. Nature of appointment.

[Empty box for nature of appointment]

Note: Insert a brief description of the nature of appointment e.g. "By the Court" (insert the proceeding number and location of the Court) or "By special resolution of shareholders" (insert the date of the resolution) or "By board of the company" (insert the date of the resolution/decision) or "Appointed as successor to previous liquidator". Where appointed as an interim liquidator, state so.

5. Declaration and signature.

I certify that the information in this form is true and correct and I am a registered liquidator and not precluded from being appointed or acting as a liquidator under Section 328 of the Act.

Signature _____ of

Liquidator: _____

Date: _____

| | |
|---------------------|--|
| Submitted by: | <u>Office use only.</u> |
| Address: | Submitted to the Office of the Registrar on: |
| | |
| Telephone: | |

Companies Act 1997

Form 40

Section 305(2)(c)(iii)

NOTICE TO CREDITORS AND SHAREHOLDERS

Company number.

[Empty box for company number]

Note: Information in this form must be either typed or handwritten in block letters.

1. Company name.

[Empty box for company name]

2. Full name of liquidator.

[Empty box for full name of liquidator]

The company has been placed into liquidation with effect from -

3. Date of commencement.

[Empty box for date of commencement]

Under Section 362 of the Companies Act 1997 a creditor or shareholder may at any time in the course of a liquidation, by notice in writing to the liquidator, request the liquidator to call a meeting of creditors or shareholders -

- (a) to vote on a proposal that a liquidation committee be appointed to act with the liquidator; and
- (b) where it is so decided, to choose the members of the committee.

The liquidators address for service of any such notice is -

4. Address for service of liquidator.

[Empty box for address for service of liquidator]

Attached is a copy of a report on the company prepared and submitted to the Registrar under Section 305(2)(c)(ii) of the Companies Act 1997.

Signature
Liquidator: _____ of

Date: _____

| | |
|--|---|
| Submitted by: Address: Telephone: | <p style="text-align: center;"><u>Office use only.</u></p> Submitted to the Office of the Registrar on: |
|--|---|

Companies Act 1997

Form 41

Section 331(2) & (5)

NOTICE OF RESIGNATION OR DISQUALIFICATION OF LIQUIDATOR

Company number.

[Empty box for company number]

Note: Information in this form must be either typed or handwritten in block letters. This form must be signed and submitted to the Registrar by the liquidator or his personal representative, where the liquidator is deceased, within seven days of the date stated at Item 3.

1. Company name.

[Empty box for company name]

2. Details of liquidator.

| Given names | Surname | Office address | Postal address |
|-------------|---------|----------------|----------------|
| [Empty] | [Empty] | [Empty] | [Empty] |

Note: Initials are not sufficient for the given names of a liquidator. For the office address of a liquidator, the suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated. If at the premises of a firm or other person, specify the name of such. If in a building state particulars of the location within the building. A liquidator must be a natural person.

3. Date of appointment.

[Empty box for date of appointment]

4. Date of cessation.

[Empty box for date of cessation]

5. Details of cessation.

[Empty box for details of cessation]

Note: Insert either "Resigned and successor appointed", or "Resigned with approval of Court", or "Disqualified", or "Deceased". Where the liquidator resigns by appointing a successor a Form 39 must be submitted with this form. Where the liquidator resigns with the approval of the Court, a copy of the Court order must be submitted with this form. Where disqualified, insert brief details of reason for disqualification.

6. Declaration and signature.

I certify that the information in this form is true and correct and the copy of every document submitted with this form is a true and correct copy of the original document.

Signature of Liquidator or Personal Representative: _____

Role: _____ Date: _____

| | |
|---------------------|---|
| Submitted by: | <u>Office use only.</u> Submitted to the Office of the Registrar on: |
| Address: | |
| | |
| Telephone: | |

Companies Act 1997

Form 42

Section 337(2)(b)

CREDITOR'S STATUTORY DEMAND FOR PAYMENT OF DEBT

Company number.

Note: Information in this form must be either typed or handwritten in block letters. A statutory demand by a creditor must be made in this form. This form is to be served on the company. It is not to be submitted to the Registrar. Where there is insufficient space on the form to supply the information required, annexe a separate sheet in the same format containing the information.

1. Name of debtor company.

2. Full name of creditor and company registration number, if applicable.

3. Address of creditor.

The company named at Item 1 (the "company") owes the person named at Item 2 (the "creditor") the amount described at Item 4, which amount is due and payable by the company and is not less than the amount prescribed under Section 337(2)(a) of the *Companies Act 1997*.

4. Details of amount owing.

| Description of debt(s) | Amount of debt(s) |
|--|-------------------|
| | |
| Total amount of debt(s) owing | K |

5. Demand for payment.

The creditor requires the company within one month of the date of service of this demand, or such longer period as the Court may order to -

- (a) pay to the creditor the debt described at Item 4; or
- (b) enter into a compromise under Part XV of the *Companies Act 1997*; or
- (c) otherwise compound with the creditor; or
- (d) give a charge over the property of the company to secure payment, to the reasonable satisfaction of the creditor.

6. Notice to the company.

- A. The creditor may rely upon failure by the company to comply with this demand within one month, or such longer period as the Court may order, as grounds for an application to the Court under Section 291 of the **Companies Act 1997** to wind up the company.
- B. A company served with a statutory demand may apply to the Court under Section 338(1) of the **Companies Act 1997** for an order setting aside the statutory demand. Any such application must be made and served on the creditor within one month of the date of service of the statutory demand on the company.

7. **Declaration and signature**

I certify that the information in this form is complete, true and correct and does not omit any material particulars.

Signature of Creditor: _____

Name _____ of _____ Signatory:

Date: _____

Note: This notice must be signed by the creditor, or where the creditor is a company, a director or secretary of that company.

Companies Act 1997

Form 43

Section 352(1)

FORM OF CLAIM BY UNSECURED CREDITOR

Company number.

Note: Information in this form must be either typed or handwritten in block letters. This form is to be submitted to the liquidator, not to the Registrar. Where a secured creditor values a security and claims as an unsecured creditor for the balance, if any, a Form 44 must be used.

1. Company name. (In Liquidation)

2. Full name of creditor and company registration number, if applicable.

3. Address of creditor.

4. FULL PARTICULARS OF CLAIM.

| Date | Details of claim, as at commencement of liquidation, and details of documents that evidence or substantiate the claim | Amount |
|-------------|--|---------------|
| | | K |
| | less retention of title for goods supplied by creditor to the company (<i>describe goods</i>). Insert "Nil" if not applicable. | K |
| | less debts owed by creditor to the company (<i>describe debts</i>). Insert "Nil" if not applicable. | K |
| | TOTAL AMOUNT OF CLAIM | K |

*Note: The liquidator may require the production of documents that evidence or substantiate a claim. It is an offence under Section 352(6) of the **Companies Act 1997** to make a claim which is false or misleading.*

5. Declaration and signature of creditor.

I certify that the information in this form is complete, true and correct and does not omit any material particulars.

Signature of Creditor: _____

Name _____ of _____ Signatory: _____

Date: _____

Note: This notice must be signed by the creditor, or where the creditor is a company, a director or secretary of that company.

FOR USE BY LIQUIDATOR ONLY.

A. Date received.

| | YES | NO |
|--|--------------------------|--------------------------|
| B. (i) Claim admitted for voting purposes. | <input type="checkbox"/> | <input type="checkbox"/> |
| (ii) Claim rejected for voting purposes. | <input type="checkbox"/> | <input type="checkbox"/> |

C. Claim for payment.

(i) Preferential claim admitted for

(ii) Ordinary claim admitted for

(iii) Deferred claim admitted for

(iv) Claim rejected for

Note: The liquidator must forthwith give notice in writing to a creditor when a claim is rejected, in whole or in part.

Signature of Liquidator: _____

Date: _____

Companies Act 1997

Form 44

Section 353(4)

VALUATION AND CLAIM BY SECURED CREDITOR

Company number.

Note: Information in this form must be either typed or handwritten in block letters. This form is to be submitted to the liquidator, not to the Registrar of Companies.

1. Company name. (In Liquidation)

2. Full name of creditor and company registration number, if applicable.

3. Address of creditor.

4. Full particulars of claim.

| Date | Details of claim, as at commencement of liquidation, and details of documents that evidence or substantiate the claim | Amount |
|-------------|--|---------------|
| | | K |
| | less retention of title for goods supplied by creditor to the company (<i>describe goods</i>). Insert "Nil" if not applicable. | K |
| | less debts owed by creditor to the company (<i>describe debts</i>). Insert "Nil" if not applicable. | K |
| | TOTAL AMOUNT OF CLAIM | K |

Note: It is an offence under Section 353(11) of the Act to make a claim which is false or misleading.

VALUATION OF SECURITY.

- 5. **Registration number of charge (if applicable).**

- 6. **Description of charge.**

- 7. **Date of creation of charge.**

- 8. **Description and location of property charged.**

- 9. **Valuation of security.** K

- 10. **Details of valuation (substantiation of valuation).**

- 11. **Provide details of any documents that substantiate the claim and the charge (if not already supplied above).**

Note: The liquidator may require the production of documents that evidence or substantiate a claim.

The creditor has valued the property subject to the charge and claims in the liquidation as an unsecured creditor for the balance due, if any.

12. Declaration and signature of creditor.

I certify that the information in this form is complete, true and correct and does not omit any material particulars.

Signature of Creditor: _____

Name _____ of _____ Signatory: _____

Date: _____

Note: This notice must be signed by the creditor, or where the creditor is a company, a director or secretary of that company.

A. Date received.

B. (i) Valuation and claim admitted for voting purposes.

YES

NO

(ii) Valuation and claim rejected for voting purposes.

C. Valuation and claim for payment.

(i) Preferential claim admitted for

K

(ii) Ordinary claim admitted for

K

(iii) Deferred claim admitted for

K

(iv) Claim rejected for

K

Note: Where a valuation and claim is rejected in whole or in part, the creditor may make a revised valuation and claim within one month of receiving notice of the rejection. Where the liquidator rejects a valuation in whole or in part, he may, if he subsequently considers that a valuation and claim was wrongly rejected in whole or in part, revoke or amend that decision.

Signature of Liquidator: _____

Date: _____

Companies Act 1997

Form 45

Section 366(1)(d)

REQUEST TO REMOVE COMPANY FROM REGISTER

Company number.

Note: Information in this form must be either typed or handwritten in block letters.

1. **Company name.**

2. **Declaration.**

I declare that I am - (*place a cross (x) in one box only*)

A. a shareholder authorised by a special resolution of shareholders to make this application; or

B. a director authorised by the board of directors to make this application; or

C. a person required or permitted by the constitution to make this application.

and hereby request that the abovenamed company be removed from the register of companies.

3. **Grounds for request.**

The grounds on which this request is made are - (*place a cross (x) in one box only*)

A. 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 constitution and the **Companies Act 1997**;

or

B. the company has no surplus assets after paying its debts in full or in part, and no creditor has applied to the Court under Section 291 of the **Companies Act 1997** for an order putting the company into liquidation.

4. **The following documents must be submitted with this form, unless the Registrar agrees otherwise -**

A. Written notice from the Commissioner-General of Internal Revenue stating that the Commissioner has no objection to the company being removed from the register:

B. A copy of the special resolution of shareholders made under Section 366 (1) (d) (i) of the **Companies Act 1997** (where Item 2A applies).

| | |
|--|--|
| <p><i>Submitted by:</i></p> <p><i>Address:</i></p> <p>.....</p> <p><i>Telephone:</i></p> | <p><u>Office use only.</u></p> <p>Submitted to the Office of the Registrar on:</p> |
|--|--|

5. Declaration and signature.

I certify that the information in this form is true and correct, and the copy of every document submitted with this form is a true and correct copy of the original document.

Signature of Authorised Shareholder, Director or Person: _____

Name of Authorised Shareholder, Director or Person:

Date: _____

Note: Any copy document must be certified in accordance with Section 9 of the Companies Regulation.

Companies Act 1997

Form 46

Section 386(1)

APPLICATION FOR REGISTRATION OF OVERSEAS COMPANY

Note: Information in this form must be either typed or handwritten in block letters. Where there is insufficient space on the form to supply the information required, annexe a separate sheet in the same format containing the information.

1. Overseas company name.

2. Place in which overseas company is incorporated.

Note: Insert the name of the country, state or province or other jurisdiction in which the overseas company is incorporated.

3. Carrying on business. (Place a cross (x) in the appropriate box.)

Is the overseas company carrying on or intending to carry on business in Papua New Guinea YES NO

Note: Refer to Section 382 of the Companies Act 1997 for the meaning of carrying on business.

4. Principal activities of the overseas company.
1.
2.
3.
4.

Note: Complete only where "Yes" was marked in Item 3. Insert details of the principal activities of the overseas company in Papua New Guinea.

5. Date of commencement of carrying on business in Papua New Guinea.

Note: Complete only where "Yes" was marked in Item 3. The date may be estimated where the precise date is unknown.

6. The address of the overseas company's principal place of business in Papua New Guinea.

Note: Complete only where "Yes" was marked in Item 3. The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated. If at the premises of a firm or other person, specify the name of such. If in a building state particulars of the location within the building. The postal address must also be stated.

| | |
|---|--|
| <p>Submitted by:</p> <p>Address:</p> <p>.....</p> <p>Telephone:</p> | <p style="text-align: center;"><u>Office use only.</u></p> <p>Submitted to the Office of the Registrar on:</p> |
|---|--|

7. Director(s) of the overseas company at the date of making this application.

| Given names | Surname | Residential address | Postal address | Nationality | Date of birth |
|-------------|---------|---------------------|----------------|-------------|---------------|
| | | | | | |

Note: Initials are not sufficient for the given names of a director. The country of residency must be stated if it is not Papua New Guinea.

8. Resident agent(s) in Papua New Guinea.

| Given names (<i>natural persons only</i>) | Surname or corporate name and registration number, if applicable | Residential address or address of registered office | Postal address | Nationality or country of incorporation | Date of birth (<i>natural persons</i>) |
|---|--|---|----------------|---|--|
| | | | | | |

Note: An agent must be a person resident or incorporated in Papua New Guinea who is authorised to accept service of documents, and who is responsible for submitting documents to the Registrar under the Act. Initials are not sufficient for the given names of a resident agent. The residential address or registered office of the agent must be stated.

9. Copies of the certificate or evidence of incorporation of the overseas company, and the instrument constituting or defining the constitution (if any) of the overseas company must be annexed to this application.

Note: Where the documents are not in English, a translation of the documents certified in accordance with Section 11 of the Companies Regulation must be submitted. Any copy document must be certified in accordance with Section 9 of the Companies Regulation.

10. Declaration and signature.

I certify that the information in this form is true and correct, and the copy of every document submitted with this form is a true and correct copy of the original document.

Signature of Director or Secretary of Overseas Company: _____

Name of Director or Secretary of Overseas Company: _____

Role: _____ Date: _____

Companies Act 1997

Form 47

Section 387(1)(b) & (2)

CERTIFICATE OF REGISTRATION OF OVERSEAS COMPANY

Company number.

I certify that

formerly known as (*to be inserted only where the overseas company changes its name after registration*)

an overseas company incorporated in

is, on and from

registered in Papua New Guinea as an overseas company under the ***Companies Act 1997***.

Given under my hand and seal on

Registrar of Companies.

Companies Act 1997

Form 48

Section 388(2)

NOTICE OF CHANGE OF NAME OF OVERSEAS COMPANY

Company number.

[Empty box for company number]

Note: Information in this form must be either typed or handwritten in block letters.

1. Overseas company name. [Empty box]

2. Place in which overseas company is incorporated. [Empty box]

Note: Insert the name of the country, state or province or other jurisdiction in which the overseas company is incorporated.

3. New name of overseas company. [Empty box]

4. Date of change. [Empty box]

5. The following documents must be submitted with this form. A copy of the certificate of incorporation or document evidencing the change of name of the overseas company, or where there is no such certificate or document, a certified copy of the instrument effecting the change or alteration.

Note: Where any document submitted with this form is not in English, a translation of the document certified in accordance with Section 11 of the Companies Regulation must be submitted. Any copy document must be certified in accordance with Section 9 of the Companies Regulation.

6. Declaration and signature. I certify that the information in this form is true and correct, and the copy of every document submitted with this form is a true and correct copy of the original document.

Signature of Director, Secretary or Resident Agent: _____

Name of Director, Secretary or Resident Agent: _____

Role: _____ Date: _____

| | |
|--|---|
| Submitted by: Address: Telephone: | <p style="text-align: center;"><u>Office use only.</u></p> Submitted to the Office of the Registrar on: |
|--|---|

Companies Act 1997

Form 49

Section 389(1)(a)

NOTICE OF CHANGE IN CONSTITUTION OF OVERSEAS COMPANY

Company number.

[Empty box for company number]

Note: Information in this form must be either typed or handwritten in block letters.

1. Overseas company name. [Empty box]

2. The abovenamed overseas company has - (Place a cross (x) in the appropriate box.)

- A. [] adopted a constitution for the first time. B. [] revoked its constitution and adopted a new constitution. C. [] altered its constitution. D. [] revoked its constitution.

3. Date on which the overseas company adopted a constitution / revoked its constitution and adopted a new constitution / altered its constitution / revoked its constitution.

[Empty box for date]

4. The following documents must be submitted with this form.

A copy of the document effecting the alteration or adoption, and a copy of the altered or adopted constitution, if any must be submitted with this form.

Note: Where any document submitted with this form is not in English, a translation of the document certified in accordance with Section 11 of the Companies Regulation must be submitted. Any copy document must be certified in accordance with Section 9 of the Companies Regulation.

5. Declaration and signature.

I certify that the information in this form is true and correct, and the copy of every document submitted with this form is a true and correct copy of the original document.

Signature of Director, Secretary or Resident Agent: _____

Name of Director, Secretary or Resident Agent: _____

Role: _____ Date: _____

Submitted by: Address: Telephone: Office use only. Submitted to the Office of the Registrar on:

Companies Act 1997

Form 50

Section 389(1)(b) & (d)

NOTICE OF CHANGE IN DIRECTORS OR RESIDENT AGENT OF OVERSEAS COMPANY

Company number.

| |
|--|
| |
|--|

Note: Information in this form must be either typed or handwritten in block letters. Where there is insufficient space on the form to supply the information required, annexe a separate sheet in the same format containing the information.

1. Overseas company name.

2. Appointment or cessation of director(s). (Complete only if applicable).

| Given names | Surname | Appointed or ceased | Date of appointment or cessation |
|-------------|---------|---------------------|----------------------------------|
| | | | |

Note: Initials are not sufficient for the given names of a director.

3. Appointment or cessation of resident agent(s). (Complete only if applicable).

| Given names (<i>natural persons only</i>) | Surname or corporate name and registration number, if applicable | Appointed or ceased | Date of appointment or cessation |
|---|--|---------------------|----------------------------------|
| | | | |

Note: An agent must be a person resident or incorporated in Papua New Guinea who is authorised to accept service of documents, and who is responsible for submitting documents to the Registrar under the Act. Initials are not sufficient for the given names of a resident agent.

4. Declaration and signature. (Ensure page 2 of this form is also completed).

I certify that the information in this form is true and correct.

Signature of Director, Secretary or Resident Agent: _____

Name of Director, Secretary or Resident Agent: _____

Role: _____ Date: _____

| | |
|--|---|
| Submitted by: Address: Telephone: | <p><u>Office use only.</u></p> Submitted to the Office of the Registrar on: |
|--|---|

5. Current details of all directors. (This section must be completed in all cases).

| Given names | Surname | Residential address | Postal address | Nationality | Date of birth |
|-------------|---------|---------------------|----------------|-------------|---------------|
| | | | | | |

Note: Where the details of a director have changed insert the new details above. Initials are not sufficient for the given names of a director. The country of residency must be stated if it is not Papua New Guinea.

6. Date details of director(s) changed (if applicable).

Note: Where the details of a director have changed and are noted at Item 5 insert the date of the change.

7. Current details of all resident agents. (This section must be completed in all cases).

| Given names (<i>natural persons only</i>) | Surname or corporate name and registration number, if applicable | Residential address or address of registered office | Postal address | Nationality or country of incorporation | Date of birth (<i>natural persons</i>) |
|---|--|---|----------------|---|--|
| | | | | | |

Note: Where the details of a resident agent have changed insert the new details above. An agent must be a person resident or incorporated in Papua New Guinea who is authorised to accept service of documents, and who is responsible for submitting documents to the Registrar under the Act. Initials are not sufficient for the given names of a resident agent. The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated for the residential address or registered office. If at the premises of a firm or other person, specify the name of such. If in a building state particulars of the location within the building.

8. Date details of resident agent(s) changed (if applicable).

Note: Where the details of a resident agent have changed and are noted at Item 7 insert the date of the change.

Companies Act 1997

Form 51

Section 389(1)(c)

NOTICE OF CHANGE IN ADDRESS OF PRINCIPAL PLACE OF BUSINESS IN PAPUA NEW GUINEA OF OVERSEAS COMPANY

Company number.

Note: Information in this form must be either typed or handwritten in block letters.

1. Overseas company name.

2. Previous address of principal place of business.

Note: The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated. If at the premises of a firm or other person, specify the name of such. If in a building state particulars of the location within the building. The postal address must also be stated.

3. New address of principal place of business.

Note: The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated. If at the premises of a firm or other person, specify the name of such. If in a building state particulars of the location within the building. The postal address must also be stated.

4. Date of change.

5. Declaration and signature.

I certify that the information in this form is true and correct.

Signature of Director, Secretary or Resident Agent: _____

Name of Director, Secretary or Resident Agent: _____

Role: _____ Date: _____

| | |
|---------------------|--|
| Submitted by: | <u>Office use only.</u> |
| Address: | Submitted to the Office of the Registrar on: |
| | |
| Telephone: | |

Companies Act 1997

Form 52

Section 391(1)

ANNUAL RETURN OF OVERSEAS COMPANY

Company number.

Note: The annual return must be made up to the date of the annual return at Item 12. Information in this form must be either typed or handwritten in block letters. Where there is insufficient space on the form to supply the information required, annexe a separate sheet in the same format containing the information. This form must be submitted within six months of the end of the financial year of the overseas company.

1. Overseas company name.

2. Place in which overseas company is incorporated.

Note: Insert the name of the country, state or province or other jurisdiction in which the overseas company is incorporated.

3. The period (dates) to which the annual return relates.

Note: Insert the dates e.g. 1 January - 31 December of the applicable year. The annual return must be made up to the date of the annual return at Item 12.

4. Carrying on business. (Place a cross (x) in the appropriate box.)

Has the overseas company carried on business in Papua New Guinea since the date of the last annual return, or in the case of the first annual return, the date of registration (Section 382 of the **Companies Act 1997**).

YES

NO

5. Principal activities of the overseas company.

| |
|----|
| 1. |
| 2. |
| 3. |
| 4. |

Note: Complete only where "Yes" was marked in Item 4. Insert details of the principal activities of the overseas company in Papua New Guinea as at the date of this annual return.

6. The address of the overseas company's principal place of business in Papua New Guinea.

Note: Complete only where "Yes" was marked in Item 4. The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated. If at the premises of a firm or other person, specify the name of such. If in a building state particulars of the location within the building. The postal address must also be stated.

| | |
|---------------------|--|
| Submitted by: | <u>Office use only.</u> |
| Address: | Submitted to the Office of the Registrar on: |
| | |
| Telephone: | |

7. Directors of the overseas company as at the date of this annual return.

| Given names | Surname | Residential address | Postal address | Nationality | Date of birth |
|-------------|---------|---------------------|----------------|-------------|---------------|
| | | | | | |

Note: Initials are not sufficient for the given names of a director. The country of residency must be stated if it is not Papua New Guinea.

8. Details of the 10 largest shareholders of the overseas company as at the date of this annual return.

| Given names (<i>natural persons only</i>) | Surname or corporate name and registration number, if applicable | Residential address or address of registered office | Date of birth (<i>natural persons</i>) | Nationality or country of incorporation | Class of shares | Number of shares |
|---|--|---|--|---|-----------------|------------------|
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Note: Initials are not sufficient for the given names of a shareholder. The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated for the residential address or registered office. The country must also be stated if it is not Papua New Guinea

9. Resident agent(s) in Papua New Guinea as at the date of this annual return.

| Given names (<i>natural persons only</i>) | Surname or corporate name and registration number, if applicable | Residential address or address of registered office | Postal address | Nationality or country of incorporation | Date of birth (<i>natural persons</i>) |
|---|--|---|----------------|---|--|
| | | | | | |

Note: An agent must be a person resident or incorporated in Papua New Guinea, who is authorised to accept service of documents, and who is responsible for submitting documents to the Registrar under the Act. Initials are not sufficient for the given names of a resident agent. The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated for the residential address or registered office. If at the premises of a firm or other person, specify the name of such. If in a building, state particulars of the location within the building.

10. Employees.

- A. State the number of full time employees of the overseas company as at the date
- and
- B. State the number of part time employees of the overseas company as at the date

11. Financial Statements.

A true and correct copy of the financial statements of the overseas company and an auditor's report on the statements must be submitted with this annual return if the overseas company is carrying on business in Papua New Guinea. Where the financial statements are not in English, a translation certified in accordance with Section 11 of the Companies Regulation must be submitted.

12. Declaration and signature.

I certify that the information in this form is true and correct, and the copy of every document submitted with this form is a true and correct copy of the original document.

Signature of Director, Secretary or Resident Agent: _____

Name of Director, Secretary or Resident Agent: _____

Role: _____ Date: _____

Companies Act 1997

Form 53

Section 392(1) & (2)(a) & (b)

NOTICE OF CESSATION OF BUSINESS OR DEREGISTRATION OR APPOINTMENT OF LIQUIDATOR TO OVERSEAS COMPANY

Company number.

Note: Information in this form must be either typed or handwritten in block letters.

1. Overseas company name.

CESSATION OF BUSINESS IN PAPUA NEW GUINEA OR REMOVAL FROM REGISTER.

2. Date of ceasing to carry on business in Papua New Guinea (if applicable).

3. Date that public notice was given under Section 392(1)(a).

Note: Public notice must be given in accordance with Section 3 of the Act at least three months before submitting this form.

DISSOLUTION, DEREGISTRATION OR CESSATION AS A BODY CORPORATE .

4. Date of dissolution, deregistration or cessation (if applicable).

Note: Document(s) evidencing the dissolution, deregistration or cessation of the overseas company in its place of incorporation must be submitted with this form.

PLACED INTO LIQUIDATION IN PLACE OF INCORPORATION.

5. Date of appointment of liquidator (if applicable).

Note: Document(s) evidencing the appointment of a liquidator in the overseas company's place of incorporation must be submitted with this form.

6. Declaration and signature.

I certify that the information in this form is true and correct, and the copy of every document submitted with this form is a true and correct copy of the original document.

Signature of Director, Secretary or Resident Agent: _____

Name of Director, Secretary or Resident Agent: _____

Role: _____ Date: _____

Note: Where Item 4 or 5 is applicable the resident agent must sign this form. Where any documents are not in English, a translation of the documents certified in accordance with Section 11 of the Companies Regulation must be submitted. Any copy document must be certified in accordance with Section 9 of the Companies Regulation.

| | |
|---------------------|--|
| Submitted by: | <u>Office use only.</u> |
| Address: | Submitted to the Office of the Registrar on: |
| | |
| Telephone: | |

Companies Act 1997

Form 54

Section 442(6)

APPLICATION FOR REREGISTRATION BY EXISTING COMPANY

Company number.

[Empty box for company number]

Note: Information in this form must be either typed or handwritten in block letters. The directors, secretaries and shareholders of the company, and the registered office of the company prior to reregistration remain unchanged after reregistration. If any change occurs under the reregistration proposal submit the appropriate Companies Act 1997 form.

1. Company name.

[Empty box for company name]

2. Date of resolution of directors made under Section 442(3).

[Empty box for date of resolution]

3. Date of meeting(s) of shareholders held under Section 442(5).

[Empty box for date of meeting]

Note: A registration proposal must be approved by a special resolution of shareholders. This application form and a copy of the special resolution of shareholders must be submitted to the Registrar within one month after the meeting of shareholders.

4. Constitution. (Place a cross (x) in the appropriate box.)

YES

NO

Has the company adopted a constitution.

[Empty box for YES]

[Empty box for NO]

Note: A company may, but does not have to have a constitution. Where the company is to have a constitution a certified copy of it must be submitted with this application. The memorandum and articles of the company cease to have effect upon reregistration of the company. Any copy document must be certified in accordance with Section 9 of the Companies Regulation.

5. Declaration and signature.

The company applies for registration under the Companies Act 1997 and I certify that the information in this form is true and correct, and the copy of every document submitted with this form is a true and correct copy of the original document.

Signature of Director or Secretary: _____

Name of Director or Secretary: _____

Role: _____ Date: _____

| | |
|--|---|
| Submitted by: Address: Telephone: | <p style="text-align: center;"><u>Office use only.</u></p> Submitted to the Office of the Registrar on: |
|--|---|

SCHEDULE 2. - FEES.**Section 5.****TABLE OF FEES PAYABLE TO THE REGISTRAR OF COMPANIES.**

| ITEM NO. | ITEM MATTER. | FEE K. |
|-----------------|---|------------------|
| 1. | For an application to register a company in accordance with Section 13 of the Act. | K450.00 |
| 2. | For an application to reserve the name of a company under Section 23 of the Act. | K50.00 |
| 3. | For registration of a notice of adoption, alteration or revocation of a constitution under Section 33 or 389 of the Act. | K75.00 |
| 4. | For registration of an annual return under Section 215 of the Act. | K50.00 |
| 5. | For an application under Section 101 of the Act to extend the period in which to hold an annual meeting. | K100.00 |
| 6. | For registration of documents to effect an amalgamation under Section 236 of the Act. | K450.00 |
| 7. | For an application for the Registrar to exercise the powers conferred by Section 372 or 373 of the Act. | K500.00 |
| 8. | For an application for the restoration of a company to the register under Section 378 of the Act. | K750.00 |
| 9. | For an application to register an overseas company under Section 386 of the Act. | K500.00 |
| 10. | For registration of an annual return by an overseas company under Section 391 of the Act. | K100.00 |
| 11. | For each search in relation to a particular company or overseas company. | K10.00 |
| 12. | For a document issued or displayed by the Registrar that contains information relating to one company or overseas company - (i) if the document contains only current information; or (ii) if the document contains both current and non-current information. | K10.00 K15.00 |
| 13. | For the inspection, production or certification of a document under Section 398 (3) of the Act. And, in addition, if the Registrar so requires, such other expenses as, in the opinion of the Registrar, will be reasonably incurred in the inspection, production or certification of the document. | K50.00 |
| 14. | For a certified copy of, or extract from any document. | K15.00 |
| 15. | For a copy of, or extract from any document, in addition to any fee for certifying the same, for each A4 sheet. | K2.00 |
| 16. | For a certificate issued by the Registrar, for which a fee is not elsewhere prescribed. | K25.00 |

- | | | |
|-----|--|---------|
| 17. | For the submission of any document after the time specified in the Act in respect of that document (whether or not any other fee is payable and in addition to any other fee so payable) - | |
| | (a) if submitted not later than one month after the expiration of the time prescribed; | K25.00 |
| | (b) if submitted later than one month after the expiration of the time prescribed. | K100.00 |
| 18. | For the submission of any document for which a fee is not otherwise prescribed. | K25.00 |
| 19. | For an act done by the Registrar that he is required or authorised to do under the Act or the Regulation, and for which a fee is not elsewhere prescribed. | K50.00 |
| 20. | For any application or request for which a fee is not elsewhere prescribed. | K50.00 |