
COMPANIES (TRANSFER OF DOMICILE) ACT 1998

**Application for Consent
to be Continued as a Company in the Isle of Man**

To the Financial Supervision Commission:

Name of the company for which consent is required:

On behalf of the above company I apply for consent to be continued in the Island as a company under Part I of the Companies (Transfer of Domicile) Act 1998.

I enclose the documents referred to in SD.254/98, and in section 2 of the Companies (Transfer of Domicile) Act 1998.

I declare that the information given in Appendix I hereto is correct to the best of my knowledge and belief.

I declare that in my judgment, and to the best of my knowledge and belief, the company is, and will be, able to, meet its liabilities (taking into account contingent and prospective liabilities) as they fall due and will be able to continue in operation for the foreseeable future.

Signed _____ Date _____

Full Name in Block Letters: _____

Capacity in which the application is made _____

Notes

The completed application and all associated documents or correspondence should be returned to: The Manager, The Companies Registry, Financial Supervision Commission, P O Box 345, Finch Hill House, Bucks Road, Douglas, Isle of Man, IM99 2QS.

Official use only

APPENDIX I

Application for Consent to be Continued as a Company in the Isle of Man

IS THE COMPANY ENGAGED OR INTENDING TO ENGAGE IN ANY OF THE FOLLOWING:	YES	NO
(a) Deposit taking under the Banking Act 1998 or any activity requiring authorisation under the Building Societies Act 1986, as amended		
(b) Investment business under the Investment Business Acts 1991- 1993		
(c) Acting as a manager or administrator of a collective investment scheme under the Financial Supervision Act 1988		
(d) Acting as a corporate service provider or a trust service provider under the Corporate Services Providers Act 2000		

If the answer to any of the questions (a) to (d) above is yes, the company may need a licence from the Financial Supervision Commission in order to carry on business in or from the Isle of Man. Please contact the Authorisations Division of the Financial Supervision Commission on +44 (0) 1624 689300 to discuss this. It will not be possible to progress your application until all matters relating to the licensing of the company have been satisfactorily addressed.

(e) Insurance or reinsurance business (including broking) under the Insurance Act 1986		
(f) General Insurance Intermediary Activities under the Insurance Intermediaries (General Business) act 1996		

If the answer to (e) or (f) above is yes, the company may need a licence from the Insurance and Pensions Authority in the Isle of Man in order to conduct business in or from the Island. Please contact the Insurance and Pensions Authority on +44 (0) 1624 646000 to discuss this matter. It will not be possible to progress your application until all matters relating to the authorisation of the company have been satisfactorily addressed.

(g) A Collective Investment Scheme as defined by s.30 of the Financial Supervision Act 1988 being an authorised or international scheme (including an experienced or professional investor fund) with the exception of an exempt international scheme. Type of Scheme _____		
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If the answer to question (g) above is "yes" you should contact the Authorisations Division of the Financial Supervision Commission on +44 (0) 1624 689300 to seek guidance as to the relevant licensing, authorisation/notification procedures which may be necessary. Progress of the application may not be possible until all appropriate regulatory matters have been satisfactorily addressed.

Information about the company applying to be continued ("the Offshore Company")

1. a) Current Name:

b). If the Offshore Company has changed its name in the last 5 years, please list previous name(s) and give the date of each change:

c). Name to be used by the continued company in the Isle of Man.

2. Address of registered office in country or territory of incorporation:

3. Date and number of incorporation:

4. State whether the company has any of its securities listed on a stock exchange, and if so on which stock exchange:

5. Does any other company ("the Holding Company") hold (directly or indirectly) an interest of 10% or more in the Offshore Company? If so,
 - (a). give the name and country or territory of incorporation of the Holding Company:

 - (b). Is the Holding Company licensed or regulated in any country or jurisdiction? If the answer is yes, please provide further details.

 - (c). Is the Holding Company listed on a stock exchange? ? If the answer is yes provide further details.

6. Does the Offshore Company have any subsidiary companies, and if so, give details of the names and activities of the subsidiaries and state the percentage of their equity held by the Offshore Company:
 - a). Is any subsidiary licensed or regulated in any country or jurisdiction? If the answer is yes provide further details.

 - b). Is any subsidiary listed on a stock exchange? If the answer is yes provide further details.

7. State the principal trade or business of the Offshore Company during the last 10 years and explain any significant changes in the company's trading operation:

8. Has the Offshore Company been convicted of any offence, censured, disciplined or criticised by any Court of Law, professional or regulatory body in the last 10 years? If so, give full particulars:

9. Has an officer of the Offshore Company been convicted of any offence, censured, disciplined or criticised by any Court of Law, professional or regulatory body in respect of his actions whilst representing the company? If so, give full particulars (see note below **):

(** Convictions which are "spent" for the purposes of the Rehabilitation of Offenders Act 2001, need not be disclosed.)

10. State the date on which the Offshore Company's financial year ends at present:

11. State the date on which the Offshore Company's financial year will end on Continuance:

12. Provide details of any changes in the past 12 months to the persons acting as directors, secretary or other Officers of the Offshore Company (or holding equivalent positions).

13. State the name and address of:

- a) the company's auditors.
- b) the company's legal advisers.
- c) the company's bankers.

14. State the name and address of the following to be appointed in respect of the continued company:

- a) the company's auditors.
- b) the company's advocates.
- c) the company's bankers.

15. State whether there are any court orders outstanding against the Offshore Company or whether the it has been subject of an application to the court for administration, receivership or winding up and if so, please give details:

16. Please give a brief explanation of the reasons for the transfer of domicile:

17. What arrangements have been made to settle any outstanding tax liabilities?

18. What is your preferred completion date for the redomiciliation?

NOTES TO APPENDIX I

Supplementary documents and information to accompany applications

1. A memorandum of continuance(S.2 (2)(a)).
2. Proof to the satisfaction of the Financial Supervision Commission that the offshore company has obtained all necessary authorisations required under the laws of the country in which it was incorporated to enable it to make the application (S.2 (2)(b)).
3. A copy of the audited financial statements of the company prepared for a period ending within twelve months of the date of the application. (S.2 (2)(c))
4. Particulars of any charges created by the company to which Section 79 of the Companies Act 1931 would apply if the company had been incorporated in the Island. (S.2 (2)(d))
5. Copies of notices given to all persons having an interest in any charge referred to in item 4 above. (S.2 (2)(e)).
6. A certificate signed by an advocate to the effect he has made such enquiries as are reasonable in the circumstances and as a result of those enquiries believes
 - (i) that the application complies with the requirements of this Part; and
 - (ii) that matters precedent and incidental thereto have been complied with. (S.2 (2)(f))
7. Evidence of advertising in:
 - a) 1 newspaper in the current jurisdiction of incorporation (S.2 (3)(b))
 - b) 2 newspapers in the Isle of Man) (S.2 (3)(a))
8. Supplementary documents and items) not specified in the Companies (Transfer of Domicile) Act 1998 which we require in order to process the transfer: (S.2 (2)(g)
 - a). A questionnaire in the form set out in appendix 1I to this form completed by every individual who is, or will be a director or secretary of the company on its continuance;
 - b). The correct fee (see below);
 - c). A statement of the nature of the business which it is intended to carry on on continuance;
 - d). An organisation chart identifying the applicant and any subsidiary, parent or ultimate holding company;
 - e). A copy of the certificate of incorporation or registration from the country or territory of incorporation of the company;
 - f). A copy of the existing memorandum and articles of association of the applicant (or the analogous constitutional documents);
 - g). A copy of the new articles of association to be adopted upon continuance;
 - h). Where the applicant is a subsidiary company, a copy of the accounts of the parent company made up to a date not more that 15 months before the date of application.

FEES PAYABLE ON TRANSFER OF DOMICILE
SD 217/05 - Companies (Transfer of Domicile) (Fees and Duties) Order 2005
1st July 2005

Moving to the Isle of Man

£300 payable upon delivery of the application.

If there are a number of companies, which are member of a group, each will pay £300

There is no other registration fee payable

£12 for a duplicate copy of a certificate of registration

Leaving the Isle of Man

£2,750 payable upon delivery of the application

If there are a number of companies, which are member of a group, the first pays £2,750 and the remainder each will pay £1,100

£47 registration fee payable upon delivery of the instrument of continuance for each company

£12 for a duplicate copy of a certificate of registration

APPENDIX II

Particulars of Directors, or Secretary and/or other Officers on continuance

If insufficient space is provided, please attach a separate sheet of paper.

1. Name of the company in connection with which this questionnaire is being completed:

2. Surname

Forename(s)

Any previous name(s) by which you have been known

3. Capacity in which you are completing this questionnaire (See Note on Appendix II)

4. Residential address

5. Date of Birth

I certify that the above information given above is complete and correct to the best of my knowledge and belief.

I certify that I am not an undischarged bankrupt in terms of s.141 of the Companies Act 1931.*

I certify that I am not subject to any disqualification order similar to an order made under:

- a). S.259 of the Companies Act 1931
 - b). S.26 of the Companies Act 1992, or
 - c). S.31 of the Companies Act 1982.*
- in another country or jurisdiction.

*If you are unable to give this confirmation, please give full particulars on a separate sheet.

I hereby consent to the Financial Supervision Commission making enquiries about me of such public authorities, regulatory and other authorities as they deem necessary and I authorise the disclosure of information about me held by such bodies to the Financial Supervision Commission for the purposes of this application.

Signed _____ Date _____

Full Name in Block Letters _____

NOTES TO APPENDIX II

Companies incorporated under the Companies Acts 1931- 2004 of the Isle of Man ("the Companies Acts") must have at least two directors. Corporate directors are not permitted.

A director, as defined by the Companies Act 1931, includes "any person occupying the position of director by whatever name called" (section 341), and acts of directors are valid "notwithstanding any defect that may afterwards be discovered in his appointment or qualification." (Section 142). Therefore, even though it is an offence not to comply with the formalities of registration of a director's appointment, an individual is recognised as a director by his functions and by the authority and power he in fact exercises. Acting as a director in this way makes you a 'de facto' director in the eyes of the law.

Although the term "shadow director" is not used in the Companies Acts, anyone upon whose instructions the director(s) act, will, in the eyes of the law, be considered to be a director.

When a new director is appointed, resigns or ceases to be a director (by removal, disqualification or death), a form 9N must be completed, and filed with the Companies Registry within one month of the date of the appointment, resignation or cessation. Failure to notify us within the time limit will incur a late filing penalty. Also, any changes in personal details of an officer, such as change of name, address, nationality, and occupation, should be notified on the form 9N within one calendar month of the date of such change.

A person cannot be appointed as a director or continue in office if he is:

- An undischarged bankrupt (section 141 Companies Act 1931); or
- Someone who is currently disqualified by a court from acting as a company director (section 26 Companies Act 1992; section 31 Companies Act 1982) or
- Disqualified from so acting under the company's constitutional documents

Application form for consent for an offshore company to be continued as a company in the Isle of Man

The following pages contain the Memorandum of Continuance as prescribed in Statutory Document number 254/98.

There are 3 Possible Memorandum of Continuance, depending on the type of company applying:

Form 1. MEMORANDUM OF CONTINUANCE, COMPANY LIMITED BY SHARES;

Form 2. MEMORANDUM OF CONTINUANCE, COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL;

Form 3. MEMORANDUM OF CONTINUANCE, COMPANY LIMITED BY GUARANTEE AND HAVING A SHARE CAPITAL;

Please complete the appropriate form, including in all cases, Part B, Sections 1 and 2, and submit with the other documents described in the notes to Appendix 1.

Part B. Section 1. Particulars of Directors and Secretary

Part B. Section 2. Summary of Capital and Shares

FORM ONE

MEMORANDUM OF CONTINUANCE COMPANY LIMITED BY SHARES

THE COMPANIES (TRANSFER OF DOMICILE) ACT 1998 THE COMPANIES ACTS 1931 - 2004

PART A

1. The name of the Company from the date of continuance is:

2. The Company is a *private/public company (*delete as appropriate)

3. The liability of the members is limited.

4. *Restrictions, if any, on the exercise of the rights, powers and privileges of the Company with effect from the date of continuance: -

Or

*There are no restrictions on the rights, powers and privileges of the Company with effect from the date of continuance.

(*Delete as appropriate)

(Restrictions are limited to those permitted by Section 5(6) of the Companies Act 1986).

5. The share capital of the company is () divided into () shares of () each.

6. The Company was incorporated in () on the () day of () in the name of () with Registered Number () and immediately preceding the date of continuance was registered under the name ().

Adopted by Special Resolution of the Company on ().

The summary of capital and shares; the particulars of the Shareholders, Directors and Secretary; the statement of indebtedness in respect of mortgages and charges; and the intended situation of the Registered Office of the Company are set out in Part B.

Signed on behalf of the Company by:.....

Full Name in Block Letters.....

.....(Director or Secretary)

Dated this day of 20

Part B

Continuance in accordance with Part B of Form One

MC

FORM TWO

MEMORANDUM OF CONTINUANCE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

THE COMPANIES (TRANSFER OF DOMICILE) ACT 1998 THE COMPANIES ACTS 1931 - 2004

PART A

1. The name of the Company from the date of continuance is:
2. The Company is a *private/public company (*delete as appropriate)
3. The liability of the members is limited.
4. *Restrictions, if any, on the exercise of the rights, powers and privileges of the Company with effect from the date of continuance: -

Or

*There are no restrictions on the rights, powers and privileges of the Company with effect from the date of continuance.

(*Delete as appropriate)

(Restrictions are limited to those permitted by Section 5(6) of the Companies Act 1986).

5. Every member of the Company undertakes to contribute such amount as may be required (not exceeding) () (insert limit of liability) to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for the payment of the debts and liabilities of the company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
6. The Company was incorporated in () on the () day of () in the name of () with Registered Number () and immediately preceding the date of continuance was registered under the name ().

Adopted by Special Resolution of the Company on ().

The particulars of the Directors and Secretary; the statement of indebtedness in respect of mortgages and charges; and the intended situation of the Registered Office of the Company are set out in Part B.

Signed on behalf of the Company by:.....

Full Name in Block Letters.....

.....(Director or Secretary)

Dated this day of 20

Part B

Continuance in accordance with Part B of Form One, omitting Section 2

MC

FORM THREE

MEMORANDUM OF CONTINUANCE COMPANY LIMITED BY GUARANTEE AND HAVING A SHARE CAPITAL

THE COMPANIES (TRANSFER OF DOMICILE) ACT 1998 THE COMPANIES ACTS 1931 - 2004

PART A

1. The name of the Company from the date of continuance is:
2. The Company is a *private/public company (*delete as appropriate)
3. The liability of the members is limited.
4. *Restrictions, if any, on the exercise of the rights, powers and privileges of the Company with effect from the date of continuance: -

Or

*There are no restrictions on the rights, powers and privileges of the Company with effect from the date of continuance.

(*Delete as appropriate)

(Restrictions are limited to those permitted by Section 5(6) of the Companies Act 1986).

5. Every member of the Company undertakes to contribute such amount as may be required (not exceeding) () (insert limit of liability) to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for the payment of the debts and liabilities of the company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
6. The share capital of the company is () divided into () shares of () each.
7. The Company was incorporated in () on the () day of () in the name of () with Registered Number () and immediately preceding the date of continuance was registered under the name ().

Adopted by Special Resolution of the Company on ().

The summary of capital and shares; the particulars of the Shareholders, Directors and Secretary; the statement of indebtedness in respect of mortgages and charges; and the intended situation of the Registered Office of the Company are set out in Part B.

Signed on behalf of the Company by:.....

Full Name in Block Letters.....

.....(Director or Secretary)

Dated this day of 20

Part B

Continuance in accordance with Part B of Form One

PART B

MEMORANDUM OF CONTINUANCE

SECTION ONE

PARTICULARS OF THE DIRECTORS

**PARTICULARS TO BE PROVIDED IN RESPECT OF EACH PERSON
WHO IS A DIRECTOR**

Name	
Former name(s)	
Address	
Business Occupation	
Nationality (and Nationality of origin if other than present Nationality)	

I hereby consent to act as Director of the Continued Company.

Signature:..... Date:.....

Name	
Former name(s)	
Address	
Business Occupation	
Nationality (and Nationality of origin if other than present Nationality)	

I hereby consent to act as Director of the Continued Company.

Signature:..... Date:.....

PARTICULARS OF SECRETARY

Name	
Former name (s)	
Address	

I hereby consent to act as Secretary of the Continued Company.

Signature:..... Date:.....

STATEMENT OF INDEBTEDNESS IN RESPECT OF MORTGAGES AND CHARGES

Total amount of indebtedness of the Company in respect of all mortgages and charges of the kind which are required to be registered with the Registrar of Companies ().

INTENDED SITUATION OF REGISTERED OFFICE

The intended situation of the Registered Office of the Company on continuance is as stated below:

SECTION TWO

SUMMARY OF CAPITAL AND SHARES

Note: Section Two is not applicable in the case of a company not having a share capital.

Nominal Share Capital () divided into () Shares of () each ().	
Number of shares of each class taken up to the date of this Memorandum	
Number of shares of each class issued subject to payment wholly in cash	
Number of shares of each class issued as fully paid up otherwise than in cash	
Number of shares issued as partly paid up to the extent of per share otherwise than in cash	
Number of shares (if any) of each class issued at a discount	
Amount of discount on the issue of shares which has not been written off at the date of this return	
There has been called up on each of shares	£
There has been called up on each of shares	£
There has been called up on each of shares	£
Total amount of calls received, including payments on application and allotment	£
Total amount (if any) agreed to be considered as paid on shares which have been issued as fully paid up or otherwise than in cash	£
Total amount (if any) agreed to be considered as paid on shares which have been issued as partly paid up to the extent ofper share otherwise than in cash	£
Total amount of call unpaid	£
Total number of shares of each class forfeited	£
Total amount paid (if any) on shares forfeited	£
Total amount of shares for which share warrants to bearer are outstanding	£
Number of shares comprised in each share warrant to bearer, specifying in the case of warrants different kinds, particulars of each kind	£

PARTICULARS OF THE SHAREHOLDERS

Name and Address	Number of Shares Held	Type of Shares	Denomination

NOTES

1. Full names must be given. In the case of an individual, his present first name or names and surname must be given. "First name" includes a forename, and "surname" in the case of a peer or person usually known by a title different from his surname means that title. In the case of a corporation, which is a Secretary, its corporate name must be given.
2. In the case of an individual, any former first names and surname must be given, in addition. The expression "first name" includes a forename.

"Former first name" and "former surname" do not include:
 - (a) in the case of a peer or person usually known by a British title different from his surname, the name by which he was known previous to the adoption of or succession to the title; or
 - (b) in the case of any person, a former first name or surname where that name or surname was changed or disused before the person bearing the name attained the age of eighteen years or has been changed or disused for a period of not less than 20 years; or
 - (c) in the case of a married woman, the name or surname by which she was known previous to the marriage.
3. Usual residential address must be given or, in the case of a corporation that is a Secretary, the registered or principal office.
4. In the case of an individual who has no Business Occupation, but holds any other directorship or directorships, particulars of that directorship or some of those directorships.
5. Where all the partners in a firm are joint Secretaries the name and principal office address of a firm alone may be stated.