

FORM 23
INSTRUCTIONS ON REVERSE



JAMAICA
THE COMPANIES ACT
NOTICE OF APPOINTMENT OF/CHANGE OF DIRECTORS
(Pursuant to sections 183 (2) & (3))

1. NAME OF COMPANY

1A. COMPANY NUMBER

1B. COMPANY TAXPAYER REGISTRATION NUMBER

1C. COMPANY FAX NUMBER

1D. TYPE OF COMPANY:

PRIVATE

PUBLIC

2. NOTICE IS GIVEN THAT ON THE _____ DAY OF _____, THE FOLLOWING PERSON (S) WAS / WERE APPOINTED DIRECTOR (S)

| PARTICULARS OF DIRECTOR # 1 | | | |
|---|----------------------|--|--------------|
| SURNAME: | CHRISTIAN NAME: | MIDDLE NAME (S) : | MAIDEN NAME: |
| RESIDENTIAL ADDRESS: | | OCCUPATION: | |
| STREET | <input type="text"/> | NATIONALITY: | |
| TOWN | <input type="text"/> | 18 YEARS AND OVER <input type="checkbox"/> UNDER 18 YEARS <input type="checkbox"/> | |
| POST OFFICE | <input type="text"/> | SEX: | CONTACT # : |
| PARISH | <input type="text"/> | | |
| I AM / NOT AN EMPLOYEE OF THE COMPANY OR ITS AFFILIATES (Section 172 (1) of the Companies Act 2004). | | | |
| PRINT NAME | DATE | SIGNATURE | |
| PARTICULARS OF ANY OTHER DIRECTORSHIP HELD | | | |
| ADDRESS OF COMPANY: | | NAME OF COMPANY: | |
| STREET | <input type="text"/> | COMPANY NUMBER: | |
| TOWN | <input type="text"/> | COMPANY TAXPAYER REGISTRATION NUMBER: | |
| POST OFFICE | <input type="text"/> | | |
| PARISH | <input type="text"/> | | |
| I AM / NOT AN EMPLOYEE OF THE COMPANY OR ITS AFFILIATES (Section 172 (1) of the Companies Act 2004). | | | |
| PRINT NAME | DATE | SIGNATURE | |

PARTICULARS OF DIRECTOR # 2

| | | | | |
|----------------------|--|-----------------|--|--------------|
| SURNAME: | | CHRISTIAN NAME: | MIDDLE NAME (S) : | MAIDEN NAME: |
| RESIDENTIAL ADDRESS: | | | OCCUPATION: | |
| STREET | | | NATIONALITY: | |
| TOWN | | | 18 YEARS AND OVER <input type="checkbox"/> UNDER 18 YEARS <input type="checkbox"/> | |
| POST OFFICE | | | SEX: | CONTACT # : |
| PARISH | | | | |

I AM / NOT AN EMPLOYEE OF THE COMPANY OR ITS AFFILIATES (Section 172 (1) of the Companies Act 2004).

PRINT NAME

DATE

SIGNATURE

PARTICULARS OF ANY OTHER DIRECTORSHIP HELD

| | | |
|---------------------|--|---------------------------------------|
| ADDRESS OF COMPANY: | | NAME OF COMPANY: |
| STREET | | |
| TOWN | | |
| POST OFFICE | | |
| PARISH | | |
| | | COMPANY NUMBER: |
| | | COMPANY TAXPAYER REGISTRATION NUMBER: |

I AM / NOT AN EMPLOYEE OF THE COMPANY OR ITS AFFILIATES (Section 172 (1) of the Companies Act 2004).

PRINT NAME

DATE

SIGNATURE

PARTICULARS OF DIRECTOR # 3

| | | | | |
|----------------------|--|-----------------|--|--------------|
| SURNAME: | | CHRISTIAN NAME: | MIDDLE NAME (S) : | MAIDEN NAME: |
| RESIDENTIAL ADDRESS: | | | OCCUPATION: | |
| STREET | | | NATIONALITY: | |
| TOWN | | | 18 YEARS AND OVER <input type="checkbox"/> UNDER 18 YEARS <input type="checkbox"/> | |
| POST OFFICE | | | SEX: | CONTACT # : |
| PARISH | | | | |

I AM / NOT AN EMPLOYEE OF THE COMPANY OR ITS AFFILIATES (Section 172 (1) of the Companies Act 2004).

PRINT NAME **DATE** **SIGNATURE**

PARTICULARS OF ANY OTHER DIRECTORSHIP HELD

| | | |
|---------------------|--|---------------------------------------|
| ADDRESS OF COMPANY: | | NAME OF COMPANY: |
| STREET | | |
| TOWN | | |
| POST OFFICE | | |
| PARISH | | |
| | | COMPANY NUMBER: |
| | | COMPANY TAXPAYER REGISTRATION NUMBER: |

I AM / NOT AN EMPLOYEE OF THE COMPANY OR ITS AFFILIATES (Section 172 (1) of the Companies Act 2004).

PRINT NAME **DATE** **SIGNATURE**

3.

| PARTICULARS OF DIRECTORS THAT ARE COMPANIES #1 | | PRIVATE <input type="checkbox"/> | PUBLIC <input type="checkbox"/> |
|--|---------------------|---|--|
| COMPANY NAME: | | COMPANY NUMBER: | |
| LOCATION OF REGISTERED ADDRESS: | | PLACE OF INCORPORATION: | |
| STREET | | COMPANY FAX NUMBER : | |
| TOWN | | | |
| POST OFFICE | | | |
| PARISH | | | |
| | | COMPANY TAXPAYER REGISTRATION NUMBER | |
| DATE | PRINTED NAME | SIGNATURE | CONTACT # |
| | | | |
| CAPACITY: | | SEAL: | |
| <input type="checkbox"/> DIRECTOR <input type="checkbox"/> SECRETARY <input type="checkbox"/> AUTHORIZED OFFICIAL | | | |
| DATE | PRINTED NAME | SIGNATURE | CONTACT # |
| | | | |
| CAPACITY: | | SEAL: | |
| <input type="checkbox"/> DIRECTOR <input type="checkbox"/> SECRETARY <input type="checkbox"/> AUTHORIZED OFFICIAL | | | |

| PARTICULARS OF DIRECTORS THAT ARE COMPANIES #2 | | PRIVATE <input type="checkbox"/> | PUBLIC <input type="checkbox"/> |
|---|--|---|--|
| COMPANY NAME: | | COMPANY NUMBER: | |
| LOCATION OF REGISTERED ADDRESS: | | PLACE OF INCORPORATION: | |
| STREET | | COMPANY FAX NUMBER : | |
| TOWN | | | |
| POST OFFICE | | | |
| PARISH | | | |
| COMPANY TAXPAYER REGISTRATION NUMBER | | | |
| DATE | PRINTED NAME | SIGNATURE | CONTACT # |
| | | | |
| CAPACITY: | | SEAL: | |
| | <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> | DIRECTOR SECRETARY AUTHORIZED OFFICIAL | |
| DATE | PRINTED NAME | SIGNATURE | CONTACT # |
| | | | |
| CAPACITY: | | SEAL: | |
| | <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> | DIRECTOR SECRETARY AUTHORIZED OFFICIAL | |

| PARTICULARS OF DIRECTORS THAT ARE COMPANIES #3 | | PRIVATE <input type="checkbox"/> | PUBLIC <input type="checkbox"/> |
|--|---------------------|---|--|
| COMPANY NAME: | | COMPANY NUMBER: | |
| LOCATION OF REGISTERED ADDRESS: | | PLACE OF INCORPORATION: | |
| STREET | | COMPANY FAX NUMBER : | |
| TOWN | | | |
| POST OFFICE | | | |
| PARISH | | | |
| | | COMPANY TAXPAYER REGISTRATION NUMBER | |
| DATE | PRINTED NAME | SIGNATURE | CONTACT # |
| | | | |
| CAPACITY: | | SEAL: | |
| <input type="checkbox"/> DIRECTOR <input type="checkbox"/> SECRETARY <input type="checkbox"/> AUTHORIZED OFFICIAL | | | |
| DATE | PRINTED NAME | SIGNATURE | CONTACT # |
| | | | |
| CAPACITY: | | SEAL: | |
| <input type="checkbox"/> DIRECTOR <input type="checkbox"/> SECRETARY <input type="checkbox"/> AUTHORIZED OFFICIAL | | | |

4. NOTICE IS GIVEN THAT ON THE _____ DAY OF _____, _____ THE FOLLOWING PERSON (S) CEASED TO HOLD OFFICE AS A DIRECTOR

| NAME (S) | RESIDENTIAL ADDRESS | OCCUPATION | CONTACT # | REASON FOR CEASING |
|----------|---------------------|------------|-----------|--------------------|
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

5. THE DIRECTORS OF THIS COMPANY AS OF THE _____ DAY OF _____, _____ ARE:

| NAME (S) | RESIDENTIAL ADDRESS | OCCUPATION | CONTACT # |
|----------|---------------------|------------|-----------|
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |

6. THE SHADOW DIRECTORS OF THIS COMPANY AS OF THE _____ DAY OF _____, ARE:

| PARTICULARS OF SHADOW DIRECTOR #1 | | | |
|---|-----------------|--|--------------|
| SURNAME: | CHRISTIAN NAME: | MIDDLE NAME (S) : | MAIDEN NAME: |
| RESIDENTIAL ADDRESS: | | OCCUPATION: | |
| STREET | | NATIONALITY: | |
| TOWN | | 18 YEARS AND OVER <input type="checkbox"/> UNDER 18 YEARS <input type="checkbox"/> | |
| POST OFFICE | | SEX: _____ CONTACT # : _____ | |
| PARISH | | | |
| I AM / NOT AN EMPLOYEE OF THE COMPANY OR ITS AFFILIATES (Section 172 (1) of the Companies Act 2004). | | | |
| _____ | _____ | _____ | |
| PRINT NAME | DATE | SIGNATURE | |
| PARTICULARS OF ANY OTHER DIRECTORSHIP HELD | | | |
| ADDRESS OF COMPANY: | | NAME OF COMPANY: | |
| STREET | | COMPANY NUMBER: | |
| TOWN | | COMPANY TAXPAYER REGISTRATION NUMBER: | |
| POST OFFICE | | | |
| PARISH | | | |
| I AM / NOT AN EMPLOYEE OF THE COMPANY OR ITS AFFILIATES (Section 172 (1) of the Companies Act 2004). | | | |
| _____ | _____ | _____ | |
| PRINT NAME | DATE | SIGNATURE | |

PARTICULARS OF SHADOW DIRECTOR #2

| | | | | |
|----------------------|--|--|-------------------|--------------|
| SURNAME: | | CHRISTIAN NAME: | MIDDLE NAME (S) : | MAIDEN NAME: |
| RESIDENTIAL ADDRESS: | | OCCUPATION: | | |
| STREET | | | | |
| TOWN | | | | |
| POST OFFICE | | | | |
| PARISH | | | | |
| NATIONALITY: | | 18 YEARS AND OVER <input type="checkbox"/> UNDER 18 YEARS <input type="checkbox"/> | | |
| SEX: | | CONTACT # : | | |

I AM / NOT AN EMPLOYEE OF THE COMPANY OR ITS AFFILIATES (Section 172 (1) of the Companies Act 2004).

PRINT NAME

DATE

SIGNATURE

PARTICULARS OF ANY OTHER DIRECTORSHIP HELD

| | | |
|---------------------------------------|--|------------------|
| ADDRESS OF COMPANY: | | NAME OF COMPANY: |
| STREET | | |
| TOWN | | |
| POST OFFICE | | |
| PARISH | | |
| COMPANY NUMBER: | | |
| COMPANY TAXPAYER REGISTRATION NUMBER: | | |

I AM / NOT AN EMPLOYEE OF THE COMPANY OR ITS AFFILIATES (Section 172 (1) of the Companies Act 2004).

PRINT NAME

DATE

SIGNATURE

7.

| PARTICULARS OF SHADOW DIRECTORS THAT ARE COMPANIES #1 PRIVATE <input type="checkbox"/> PUBLIC <input type="checkbox"/> | | | |
|--|---------------------|--|------------------|
| COMPANY NAME: | | COMPANY NUMBER: | |
| LOCATION OF REGISTERED ADDRESS: | | PLACE OF INCORPORATION: | |
| STREET | | COMPANY FAX NUMBER : COMPANY TAXPAYER REGISTRATION NUMBER | |
| TOWN | | | |
| POST OFFICE | | | |
| PARISH | | | |
| DATE | PRINTED NAME | SIGNATURE | CONTACT # |
| | | | |
| CAPACITY: <input type="checkbox"/> DIRECTOR <input type="checkbox"/> SECRETARY <input type="checkbox"/> AUTHORIZED OFFICIAL | | SEAL: | |
| DATE | PRINTED NAME | SIGNATURE | CONTACT # |
| | | | |
| CAPACITY: <input type="checkbox"/> DIRECTOR <input type="checkbox"/> SECRETARY <input type="checkbox"/> AUTHORIZED OFFICIAL | | SEAL: | |

| PARTICULARS OF SHADOW DIRECTORS THAT ARE COMPANIES #2 PRIVATE <input type="checkbox"/> PUBLIC <input type="checkbox"/> | | | |
|--|---------------------|--|------------------|
| COMPANY NAME: | | COMPANY NUMBER: | |
| LOCATION OF REGISTERED ADDRESS: | | PLACE OF INCORPORATION: | |
| STREET | | COMPANY FAX NUMBER : COMPANY TAXPAYER REGISTRATION NUMBER | |
| TOWN | | | |
| POST OFFICE | | | |
| PARISH | | | |
| DATE | PRINTED NAME | SIGNATURE | CONTACT # |
| | | | |
| CAPACITY: <input type="checkbox"/> DIRECTOR <input type="checkbox"/> SECRETARY <input type="checkbox"/> AUTHORIZED OFFICIAL | | SEAL: | |
| DATE | PRINTED NAME | SIGNATURE | CONTACT # |
| | | | |
| CAPACITY: <input type="checkbox"/> DIRECTOR <input type="checkbox"/> SECRETARY <input type="checkbox"/> AUTHORIZED OFFICIAL | | SEAL: | |

| | | | | | | | | | |
|--|--------------------------------------|--|------|--|-------------|--|--------|--|----------------------|
| PARTICULARS OF SHADOW DIRECTORS THAT ARE COMPANIES #3 PRIVATE <input type="checkbox"/> PUBLIC <input type="checkbox"/> | | | | | | | | | |
| COMPANY NAME: | COMPANY NUMBER: | | | | | | | | |
| LOCATION OF REGISTERED ADDRESS: | PLACE OF INCORPORATION: | | | | | | | | |
| <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 15%;">STREET</td> <td></td> </tr> <tr> <td>TOWN</td> <td></td> </tr> <tr> <td>POST OFFICE</td> <td></td> </tr> <tr> <td>PARISH</td> <td></td> </tr> </table> | STREET | | TOWN | | POST OFFICE | | PARISH | | COMPANY FAX NUMBER : |
| STREET | | | | | | | | | |
| TOWN | | | | | | | | | |
| POST OFFICE | | | | | | | | | |
| PARISH | | | | | | | | | |
| | COMPANY TAXPAYER REGISTRATION NUMBER | | | | | | | | |

| DATE | PRINTED NAME | SIGNATURE | CONTACT # |
|------|--------------|-----------|-----------|
| | | | |

| | |
|---|--------------|
| CAPACITY: <input type="checkbox"/> DIRECTOR <input type="checkbox"/> SECRETARY <input type="checkbox"/> AUTHORIZED OFFICIAL | SEAL: |
|---|--------------|

| DATE | PRINTED NAME | SIGNATURE | CONTACT # |
|------|--------------|-----------|-----------|
| | | | |

| | |
|---|--------------|
| CAPACITY: <input type="checkbox"/> DIRECTOR <input type="checkbox"/> SECRETARY <input type="checkbox"/> AUTHORIZED OFFICIAL | SEAL: |
|---|--------------|

8.

| DATE | PRINTED NAME | SIGNATURE | CONTACT # |
|------|--------------|-----------|-----------|
| | | | |

| | |
|---|--|
| CAPACITY: <input type="checkbox"/> DIRECTOR <input type="checkbox"/> SECRETARY <input type="checkbox"/> AUTHORIZED OFFICIAL | |
|---|--|

9. FILED BY

| | | | |
|------------------------|--------------------|--|--|
| NAME: | | | |
| ADDRESS: | STREET | | |
| | TOWN | | |
| | POST OFFICE | | |
| | PARISH | | |
| E-MAIL ADDRESS: | | | |
| CONTACT NUMBER: | | | |
| FAX NUMBER: | | | |

10. PARTICULARS OF DIRECTORS

| NAME OF DIRECTOR | EMAIL ADDRESS | TAX REGISTRATION NUMBER |
|------------------|---------------|-------------------------|
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

| | | |
|--------------------------------|-------|------|
| “FOR OFFICIAL USE ONLY” | | |
| COMPANY NUMBER: _____ | | |
| FILED: _____ / _____ / _____ | | |
| DAY | MONTH | YEAR |

JAMAICA
THE COMPANIES ACT
NOTICE OF APPOINTMENT OF CHANGE OF DIRECTORS

FORM 23

INSTRUCTIONS

GENERAL

This document should indicate in its title its specific purpose and is required to be filed with the Office of the Registrar of Companies and must conform to the requirement under the Act. Where any provision required to be set out is too long for the space provided in the form, the form may incorporate the provisions by annexing a schedule in such manner as may be prescribed under the Act.

Complete Items 1, 1C, 1D, 2, 4, 5, 8, 9 and 10 for new companies.

Complete Items 1-10 for appointment of directors.

Complete Items 1, 2, 4, 5, 8, 9 and 10 for cessation of directors.

Complete Item 3, 6 & 7 where applicable.

ITEMS 1, 1A, 1B, 1 C, & 1D

- Set out the full legal name of the company.
- Set out Company number assigned by the Registrar of Companies if it is a change of director.
- Set out Company Taxpayer Registration Number if it is a change of director. (The Company Taxpayer Registration Number will be photocopied by the Registrar of Companies and returned. Individuals may, instead of bringing the Taxpayer Registration Card into the Offices of the Registrar of Companies, provide a certified copy of the same).
- Set out, where applicable the company fax number.
- Indicate whether the company is a private or a public company.

NOTE: Once certified copies of the Taxpayer Registration Number have been supplied to the Registrar of Companies or the Registrar of Companies has seen the original Taxpayer Registration Card and made a copy of the same the company need only affix the number to any documents being subsequently filed.

ITEM 2

With respect to each director, who is an individual,

- Set out full name.
- State residential address.
- Specify occupation.
- Set out whether he/ she eighteen (18) years of age and over, contact number, sex and nationality.
- Set out particulars of any other directorship held that is the name of the company, its registered address and its company number.

NOTE: Section 172 (1) of the Companies Act 2004 provides that:

“A private company shall have at least one director, but a public company shall have at least three directors, at least two of whom are not employees of the company or any of its affiliates”.

ITEM 3

With respect to each director, that is a company,

- Indicate whether it is a public or a private company,
- Set out the name of the company and the company number assigned by the Registrar of Companies,
- Set out the place of incorporation, including the city and country,
- Set out the company fax number and the company Taxpayer registration Number,
- It must be signed by two (2) officers of the company and the company seal must be affixed. These officers must either be a director, a secretary or an authorized officer of the company.

ITEM 4

Indicate whether any directors have resigned or have been otherwise removed. In the column marked “Reason for Ceasing” the following key should be used:

| | | | | | | | |
|-------------|----------|------------------|------------|------------|------------|------------|--------------------|
| Death | D | Termination | T | Bankruptcy | B | Incapacity | I |
| Resignation | R | Disqualification | DIS | Retirement | RET | Other | O (specify) |

ITEM 5

Specify the complete list of directors as at the date of this Form.

NOTE:

The date mentioned in this section refers to the date of the last change.

ITEM 6 & 7

Pursuant to sections 183 (7) companies must give particulars of each shadow director.

*** NOTE THE INSTRUCTIONS SET OUT AT ITEMS 2 & 3 ABOVE.**

ITEM 8

A director, secretary or other authorized officer of the company shall sign the notice. (This form cannot be signed by a resigning director). This form must be dated.

ITEM 9

Set out the name, residential address, telephone number, fax number and email address of the person filing the form with the Registrar of Companies.

ITEM 10

Set out in respect to each director his/her email address and their Taxpayer Registration Number. (The Taxpayer Registration Number will be photocopied by the Registrar of Companies and returned. Individuals may, instead of bringing the Taxpayer Registration Card into the Offices of the Registrar of Companies, provide a certified copy of the same). (See instructions at Item 1 above in relation to Taxpayer Registration cards)

NOTE:

Where required by the Act, the changes being reported by the filing of this Form must be authorized by the director (s).

THIS FORM AND THE PRESCRIBED FEE AT THE DATE OF FILING SHOULD BE DEPOSITED WITH THE REGISTRAR OF COMPANIES.

**** A LATE FEE MIGHT ALSO BE APPLICABLE PURSUANT TO THE 15th SCHEDULE OF THE COMPANIES ACT**

***** EVERY OFFICER OF THE COMPANY IN DEFAULT OF THE PROVISIONS OF THE COMPANIES ACT IS LIABLE TO THE PRESCRIBED PENALTY AND WHERE NO PENALTY IS PRESCRIBED BY THE RELEVANT SECTION IN THE ACT TO A FINE NOT EXCEEDING \$50,000 (SECTION 384 COMPANIES ACT)**