

Application to Register a Company In
accordance with Section 9 of the Companies Act 2014

Please only print the
pages that you need

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- B** Liability of Members Sec 9(2)(b)
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- I** Statement of Compliance Sec 9(1); Sec 13(1) and Sec 13(2) (a), (b) or (c)
- J** If the application is delivered by a person as agent for the subscribers to the memorandum of association, please state name and address Sec 9(3).
- K** Continuation pages:
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 - K 2** Authorised Share Capital in other currencies
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Application to Register a Company

As required by
Section 9 of the
Companies Act
2014

**Please only print the
pages that you need**

A Proposed Name of Company Sec 9(2)(a)

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Insert Name of Company in Full

B Liability of Members Sec 9(2)(b)

Please tick the appropriate box (only one box must be ticked)	
Liability of Members is Limited by Shares	<input type="checkbox"/>
Liability of Members is Limited by Guarantee	<input type="checkbox"/>
Liability of Members is Unlimited	<input type="checkbox"/>

C Private or Public Company Sec 9(2)(c)

Please tick the appropriate box	
Private Company	<input type="checkbox"/>
Public Company	<input type="checkbox"/>

D Statement of the Intended Registered Office Address Sec 9(5)(a)

Please give the proposed registered office address of your company which must be in Gibraltar, and email address

Building name/number _____

Street _____

Town Gibraltar

Region or State Gibraltar

Postcode GX11 1AA

Country Gibraltar

Please provide a contact email address for the company

Contact email _____

E Memorandum of Association Sec 9(1)

I wish to adopt the following prescribed memorandum.

Please tick only one box

Private company limited by shares

Private company limited by guarantee with a share capital

Private company limited by guarantee without a share capital

Public company limited by shares

Unlimited company with a share capital

Please tick the box

I attach a copy of the memorandum of association YES

Standard Industrial Classification of Economic Activity (SIC)
Please indicate principal economic activity of the company (SIC code) _____

*Companies House Gibraltar's List of SIC codes is available on: <https://www.companieshouse.gi/publications/FAR20.pdf>

F Articles of Association Sec 9(5)(b)

Option 1 I wish to adopt the following model articles in its entirety.
Please tick only one box

- Private company limited by shares
 - Private company limited by guarantee with a share capital
 - Private company limited by guarantee without a share capital
 - Public company limited by shares
-

Option 2 I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s).
Please tick only one box

- Private company limited by shares
- Private company limited by guarantee with a share capital
- Private company limited by guarantee without a share capital
- Public company limited by shares

Please tick box to confirm

- I attach a copy of the additional and/or amended provision(s)
-

Option 3 The Company has drafted its own Articles of Association

Please tick box to confirm

- I attach a copy of the Articles of Association

G Statement of Authorised Capital, Initial Shareholding and Prescribed particulars of rights attached to shares in the case of a company that is to have a Share capital as required by Sec (9)(4)(a) in accordance with Sec 10.

Does your company have a capital?

- Yes** Complete sections below
- No** Go to Statement of Guarantee

G 1 Authorised Share Capital in pound Sterling (£)

Please complete the table below to show each class of shares in pound sterling. If all your capital is in sterling, only complete **G1** and then go to **G3**

Class of Shares (e.g. Ordinary/Preference etc.)	Number of shares 1	Aggregate nominal value 2
		£
		£
		£
		£
		£
Totals		£

Please use an 'Authorised Share Capital in pound Sterling' continuation page if necessary **K 1**.

G 2 Authorised Share Capital in other currencies

Please complete the table(s) below to show any class of shares in other currencies.
Please complete a separate table for each currency.

Currency *	*	
Class of Shares (e.g. Ordinary/Preference etc.)	Number of shares 1	Aggregate nominal value 2
Totals		

Currency *	*	
Class of Shares (e.g. Ordinary/Preference etc.)	Number of shares ¹	Aggregate nominal value ²
Totals		

Please use an 'Authorised Share Capital in other currencies' continuation page if necessary K 2.

G 3 Totals

Please give the total number of shares and total aggregate nominal value of the authorised share capital.

Total Number of Shares (of any currency)	
Total aggregate nominal value Total aggregate nominal value. Please list total aggregate values in different currencies separately e.g.: £100 + €100 + \$10 etc.	

1 Total number of shares held in this class.

2 Number of shares authorised multiplied by nominal value of each share.

G 4 Statement of Authorised Capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of authorised capital share tables in **G1** and **G2**.

A separate table must be used for each class of share.

Class of share		
Prescribed Particulars 1		<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <p>a. particulars of any voting rights, including rights that arise only in certain circumstances;</p> <p>b. particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</p> <p>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</p>

Class of share		
Prescribed Particulars 1		<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <p>a. particulars of any voting rights, including rights that arise only in certain circumstances;</p> <p>b. particulars of any rights, as respects dividends, to participate in a distribution;</p> <p>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</p> <p>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.</p>

Please use a 'Statement of Authorised Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary K 3

G 5 Initial Shareholdings (subscribers)

Please complete the details below for each subscriber to the memorandum.

Please use an 'Initial shareholdings' continuation page if necessary K 4

Subscriber Details	Class of Shares	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount Paid
Title _____						
Forename _____						
Surname / Corporate Name _____						
Usual Address or Principal or Registered Office Address Building name/number Street Town Region or State Postcode Country						
Subscriber's signature _____						

H Statement of Guarantee in the case of a company that is to be Limited by Guarantee as required by Sec (9)(4)(b), in accordance with Section 11.

Please complete this section if you are a subscriber of a company limited by guarantee.

The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

payment of debts and liabilities of the company contracted before I cease to be a member;

payment of costs, charges and expenses of winding up, and

adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

Subscriber's details

Title	
Forename (s)	
Surname	
Address	
Building name/number	
Street	
Town	
Region or State	
Postcode	
Country	
* Amount Guaranteed	*
* Subscriber's Signature	*

Subscriber's details	
Title	
Forename(s)	
Surname	
Address	
Building name/number	
Street	
Town	
Region or State	
Postcode	
Country	
* Amount Guaranteed	*
* Subscriber's Signature	*

Please use a Statement of Guarantee Subscribers Details continuation page if necessary K 5

I **Statement of Compliance** as required by section 9 (1) and in accordance with section 13 (1) and 13 (2)(a), (b) or (c) on application for the registration of a Company.

. 1

I 2

of 3

confirm that I am ⁴ a Solicitor of the Supreme Court of Gibraltar a Barrister-at-Law
lawfully acting as a Solicitor of the Supreme Court of Gibraltar a person named in
the Articles as a *Director or *Secretary of the company engaged in the formation
of:

. 5

and that all requirements of the Companies Act 2014 as to registration have been
complied with.

Signature

Date

¹ Insert proposed company name in full name

² Insert your full name

³ Insert your address

⁴ Delete as necessary and * delete as necessary

⁵ Insert company name in full name

J If the application is delivered by a person as agent for the subscribers to the memorandum of association, please state name and address Sec 9(3).

Name:

Address:

e-mail:

Telephone:

K Continuation pages

K1 Authorised Share Capital in pound Sterling (£) continuation page

Class of Shares (e.g. Ordinary/Preference etc.)	Number of shares ¹	Aggregate nominal value ²
		£
		£
		£
		£
		£
		£
		£
		£
		£
		£
Totals		£

K2 Authorised Share Capital in other currencies continuation page

Currency *	*	
Class of Shares (e.g. Ordinary/Preference etc.)	Number of shares 1	Aggregate nominal value 2
Totals		

Currency *	*	
Class of Shares (e.g. Ordinary/Preference etc.)	Number of shares 1	Aggregate nominal value 2
Totals		

Currency *	*	
Class of Shares (e.g. Ordinary/Preference etc.)	Number of shares 1	Aggregate nominal value 2
Totals		

K 3 Statement of Authorised Capital (Prescribed particulars of rights attached to shares) continuation sheet

Class of share		
Prescribed Particulars 1		<p>1 Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none">a. particulars of any voting rights, including rights that arise only in certain circumstances;b. particulars of any rights, as respects dividends, to participate in a distribution;c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); andd. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares.

K 4 Initial Shareholding (subscribers) continuation page

Please complete the details below for each subscriber to the memorandum.

Subscriber Details	Class of Shares	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount Paid
Title _____						
Forename _____						
Surname / Corporate Name _____						
Usual Address or Principal or Registered Office Address Building name/number Street Town Region or State Postcode Country						
Subscriber's signature _____						

K 5 Statement of Guarantee Subscribers Details continuation page

Subscriber's details	
Title	
Forename(s)	
Surname	
Address	
Building name/number	
Street	
Town	
Region or State	
Postcode	
Country	
* Amount Guaranteed	*
* Subscriber's Signature	*