

**SECURITIES ACT 2001**

**SECURITIES (REGISTRATION STATEMENT) RULES**

**No. 2 OF 2008**

IN EXERCISE of the powers conferred on it by sections 97, 161 and 162 of the Securities Act 2001, the Commission makes the following procedural rules and specifies the form of the registration statement.

**CITATION AND COMMENCEMENT**

1. These rules may be cited as the Securities (Registration Statement) Rules and shall come into force on the date issued by the Commission.

**INTERPRETATION**

2. In these rules:

***‘Commission’*** means the Eastern Caribbean Securities Regulatory Commission

***‘Reporting Issuer’*** refers to reporting issuers as described in section 97 of the Securities Act.

***‘Securities Act’*** means the Securities Act 2001.

**REPORTING ISSUERS**

- (a) Reporting issuers are required to register with the Commission in accordance with s.97(2) of the Securities Act 2001.
- (b) Reporting issuers incorporated subsequent to the prescribed time must register with the Commission within ninety (90) days of the date of incorporation.

**REGISTRATION STATEMENT**

3. It is unlawful for any person to issue securities unless a registration statement in the form prescribed in the schedule has been filed with the Commission along with the fee payable under the Securities (Licences and Fees) Regulations, and has been approved by the Commission.

4. Registration statements must be updated annually in accordance with s.97(4) of the Securities Act 2001.
5. For the “initial registration” of a company, the following documents shall accompany the registration statement:
  - (a) Formation documents (Memorandum and/or Articles of Association and/or By-laws of the reporting issuer)
  - (b) Certificate of Incorporation
  - (c) Audited financial statements for the past three (3) financial years or from incorporation, whichever is shorter.
  - (d) Year to date unaudited financial statements
  - (e) Prospectus
6. Any statement contained in the registration statement or accompanying documents which is false or misleading or which the reporting issuer has reasonable grounds to believe is false or misleading or which, by reason of the omission of some fact or other information, is rendered false or misleading is a contravention of section 121 of the Securities Act 2001.
7. The registration statement along with accompanying documentation must be filed with the Commission at its address:

The Secretary  
Eastern Caribbean Securities Regulatory Commission  
ECCB Financial Complex  
P O Box 1855  
Basseterre  
St Kitts
8. The Securities (Registration Statement) Rules No. 2 of 2002 is repealed.



**1. Description of the Industry in which the Company Operates**

**2. Exchanges on which the Company's Securities are Listed**

<b>Exchange(s)</b>	<b>Securities Type</b>	<b>No. of Shares</b>	<b>Valuation</b>

**3. Description of Securities Being Offered**

**4. Territories in which Securities are Being Offered**

<b>Territory</b>	<b>Effective Date</b>

**5. Description of Share Capital**

a) Authorised

<b>TYPE/CLASS</b>	<b>No. OF SHARES</b>

b) Issued

<b>TYPE/CLASS</b>	<b>No. OF SHARES</b>

c) Outstanding

<b>TYPE/CLASS</b>	<b>No. OF SHARES</b>

**6. OFFICERS AND KEY PERSONNEL OF THE COMPANY**

Name: \_\_\_\_\_ Position: \_\_\_\_\_

Mailing Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Telephone No.: (    ) \_\_\_\_\_

**7. DIRECTORS OF THE COMPANY**

Name: \_\_\_\_\_ Position: \_\_\_\_\_

Mailing Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Telephone No.: (    )

**8. SUBSTANTIAL SHAREHOLDERS**

- (a) Principal owners of the company (those who beneficially own more than 5% of the common and preferred stock presently outstanding whether directly or indirectly) starting with the largest common shareholder. Indicate by endnote any transaction where the consideration was not cash. State the nature of any such consideration.

**SECURITIES NOW HELD:**

<b>Name: Address:</b>	<b>Class of Shares:</b>	<b>No. of Shares:</b>	<b>% of Total</b>

- (b) Include all common shares issuable upon conversion of convertible securities and show conversion rate per share as if conversion has occurred.

**UPON CONVERSION:**

<b>Name: Address:</b>	<b>Class of Shares:</b>	<b>Conversion Rate:</b>	<b>No. of Shares upon Conversion</b>	<b>% of Total*</b>

\* Current holding of shares if conversion option were exercised.

**9. Name and Address of Parent**

<b>Name:</b>	<b>Address:</b>	<b>Country of Incorporation:</b>	<b>Countries of Registration (where applicable)</b>	<b>Name of the Exchange(s) on which the company's securities are listed:</b>

**10. Name(s) and Address(es) of Subsidiary(ies)**

<b>Name:</b>	<b>Address:</b>	<b>Percentage Ownership:</b>	<b>Name of the Exchange(s) on which the company's securities are listed:</b>

**11. Name(s) and Address(es) of Affiliate(s)**

<b>Name:</b>	<b>Address:</b>	<b>Name of the Exchange(s) on which the company's securities are listed:</b>

**SIGNATURES**

A Director, the Chief Executive and Corporate Secretary shall sign this Registration Statement on behalf of the company. By so doing each certifies that he has made diligent efforts to verify the material accuracy and completeness of the information herein contained.

Name of Chief Executive Officer:

Name of Director:

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Signature

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Signature

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Date

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Date

Name of Corporate Secretary:

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Signature

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Date