

**SECOND SUPPLEMENT TO THE GIBRALTAR  
GAZETTE**

**No. 3,127 of 16th September, 1999**

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LEGAL NOTICE NO. 121 OF 1999

**COMPANIES ORDINANCE**

**COMPANIES (RE-DOMICILIATION) (AMENDMENT)  
REGULATIONS 1999**

In exercise of the powers conferred on him by section 295A of the Companies Ordinance, and of all other enabling powers, the Governor has made the following regulations —

**Title and application.**

1.(1) These regulations may be cited as the Companies (Re-domiciliation) (Amendment) Regulations 1999.

(2) In these regulations, “the principal regulations” means the Companies (Re-domiciliation) Regulations 1996.

(3) With effect from the date of publication of these regulations the principal regulations shall be read as amended by these regulations and as contained in the Schedule to these regulations.

(4) Where a certificate of registration was issued in accordance with regulation 4(1) of the principal regulations to a company on or after the 1st day of March 1996 and before the date of publication of these regulations,

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- (a) on application to the Registrar by the company; and
  - (b) subject to the Registrar being satisfied that the relevant provisions of the principal regulations, as amended by these regulations, are satisfied in respect of that company; and
  - (c) without payment of any fee,

that certificate shall be endorsed as provided for in regulation 5 of the principal regulations, as amended by these regulations.

**Amendment to regulation 2.**

2. Regulation 2 of the principal regulations is amended by omitting “and, if the company is domiciled in a jurisdiction other than that in which it is incorporated” and substituting a comma.

**Amendment to regulation 3.**

3. Regulation 3 of the principal regulations is amended —

(a) in sub-regulation (1) —

- (i) in paragraph (a)(ii)(ee) by omitting “4(4)(a)” and substituting “(4)(a) of section 4”;
- (ii) in sub-regulation (1)(a) by omitting “articles” and substituting “resolution or equivalent document”;
- (iii) in paragraph (b) by omitting the comma after “authority”, where that word appears for the first time, together with “or authorities, as the case may be,”;
- (iv) by omitting paragraph (c) and substituting the following paragraph —

“(c) where the company carries on in or from the jurisdiction of its incorporation a business which, if conducted in or from within Gibraltar, would require to be —

- (i) licensed under the Financial Services Ordinance 1989; or
- (ii) authorised under the Banking Ordinance 1992 or the Financial Services Ordinance 1998; or

- (iii) licensed or authorised in accordance with a Community requirement other than one falling within article (i) or (ii);

and the company is licensed or authorised by a competent authority in that jurisdiction, evidence of the consent of that competent authority to the re-domiciliation;”;

- (v) by omitting paragraph (e) and substituting the following paragraphs —

“(e) in the case of a public company —

- (i) the most recent prospectus or statement in lieu of prospectus or document complying as nearly as maybe with the requirements of section 27 or 35, as the case may be, of the Ordinance in respect of a prospectus or statement in lieu of prospectus; and
- (ii) if the company is quoted on a recognised exchange, evidence to the satisfaction of the Registrar of the consent of the regulatory body of that exchange to the re-domiciliation;
- (iii) such evidence of the current membership, or the method of recording that membership, of the company, authenticated in such manner as the Registrar may require, as the Registrar accepts as adequate for compliance with the requirements of this regulation in respect of a list of members of the company,

and for the purpose of this paragraph “recognised stock exchange” means a stock exchange recognised by the relevant authorities in the jurisdiction in which the company is incorporated.

- (f) the prescribed fee.”;

- (b) in sub-regulation (5) by —

- (i) omitting “regulation” and substituting “Part”;

- (ii) omitting “as well as to the jurisdiction of incorporation”.

**Amendment to regulation 4.**

4. Regulation 4 of the principal regulations is amended in sub-regulation (1)(b) by —

- (a) omitting “or authorities, as the case may be,”;
- (b) omitting “or, if the company was at the time of the application to establish domicile in Gibraltar domiciled in a jurisdiction other than the jurisdiction in which it was incorporated, in that jurisdiction,”.

**Amendment to regulation 5.**

5. Regulation 5 of the principal regulations is amended —

- (a) in sub-regulation (1) —
  - (i) by omitting paragraph (a) and substituting the following —

“(a) the company to which the certificate relates —

    - (i) is a body corporate registered and deemed to be incorporated in Gibraltar under the Ordinance; and
    - (ii) shall be a company incorporated in Gibraltar for the purpose of any other Ordinance;”;
    - (ii) in paragraph (b) by omitting “articles” where that word occurs for the second time and substituting “resolution or equivalent document;”
- (b) in sub-regulation (3) —
  - (i) by omitting “or in which it was previously domiciled, as the case may be”;

- (ii) in paragraph (c) by omitting “or authorities, as the case may be,”;
- (c) in sub-regulation (4)(a) by omitting “for” and substituting “until the expiration of”;
- (d) by inserting after sub-regulation (4) the following sub-regulations —

“(5) Where, at the time of issue of a certificate of registration in accordance with regulation 4(1) or at any time thereafter, the Registrar is satisfied that —

- (a) the company has ceased to be a company domiciled in the jurisdiction under which it was incorporated, and
- (b) the memorandum and articles accord in all respects with the Ordinance and the objects of the company in Gibraltar,

he may, on the application of the company to whom the certificate has been issued in accordance with regulation 4 and on payment of the prescribed fee, endorse that certificate to the effect that the company is from that date to be deemed to be incorporated in Gibraltar under the Ordinance.

(6) Nothing in this Part shall operate to —

- (a) create a new legal entity; or
- (b) prejudice or affect the continuity of the company; or
- (c) affect the property of the company.”.

**Amendment to regulation 7.**

6. Regulation 7 of the principal regulations is amended —

- (a) in sub-regulation (1)—

- (i) by inserting a comma and “specifying whether or not the company intends in the event of re-domiciliation to remain registered in Gibraltar,” after “State”;
- (ii) in paragraph (a) by omitting “articles” and substituting “resolution”;
- (iii) in paragraph (a)(ii)(dd) by omitting “registered” and inserting “(if any)” after “office”;
- (iv) by omitting paragraph (c) and substituting the following —
  - “(c) where the company carries on in or from within Gibraltar a business which is —
    - (i) licensed under the Financial Services Ordinance 1989; or
    - (ii) authorised under the Banking Ordinance 1992 or the Financial Services Ordinance 1998; or
    - (iii) licensed or authorised in accordance with a Community requirement other than one falling within sub-paragraph (i) or (ii);evidence of the consent of the competent authority under the relevant legislation to the company establishing domicile in the relevant State;”;
- (v) by inserting after paragraph (d) the following paragraph —
  - “(e) evidence to the satisfaction of the Registrar that any mortgage or other charge recorded in respect of that company has been discharged in accordance with the Ordinance or the consent in writing to the re-domiciliation of every registered mortgagee or chargee has been obtained;”;

- (vi) by redesignating paragraph (e) as paragraph (f) and omitting “registered” and inserting “(if any)” after “office”;
- (vii) by redesignating paragraph (f) as paragraph (g);
- (b) in sub-regulation (3) by —
  - (i) omitting “shall” where it appears after “section 17” and substituting “may”;
  - (ii) inserting “and to which that section continues to apply” after “State”.

**Amendment to regulation 8.**

7. Regulation 8 is amended —

- (a) in sub-regulation (1) by inserting “and, if the company has so requested, that it may cease to be registered in Gibraltar” after “documents” where that word appears for the second time;
- (b) by inserting after sub-regulation (4) the following sub-regulation —
  - “ (5) Where a company has specified its intention to cease to be registered under the Ordinance the registration of that company under the Ordinance shall cease on and after the day on which the Registrar is satisfied by service on him of a instrument of continuation certified by the proper officer of the jurisdiction of re-domiciliation that the company is continued under the laws of that jurisdiction.”.

**Amendment to regulation 9.**

8. Regulation 9 of the principal regulations is amended —

- (a) in sub-regulation (1)(a) by omitting “articles” where that word appears for the second time and substituting “resolution”;

- (b) in sub-regulation (3) by inserting a comma and “other than a company which has ceased to be registered under the Ordinance,” after “applies”;
- (c) by inserting after sub-regulation (3) the following sub-regulation —
  - “(4) Nothing in this Part shall operate to —
    - (a) create a new legal entity; or
    - (b) prejudice or affect the continuity of the company; or
    - (c) affect the property of the company.”.

**New regulation 10.**

9. The principal regulations are amended by inserting after regulation 9 the following regulation —

**“Subsequent application to cease registration.**

10. (1) A company registered under the Ordinance to which a certificate has been issued in accordance with regulation 8(1) may at any time thereafter apply to the Registrar for consent that the company cease to be so registered.

(2) An application made under sub-regulation (1) shall be accompanied by —

- (a) an instrument of continuation certified by the proper officer of the jurisdiction of re-domiciliation that the company is continued under the laws of that jurisdiction; and
- (b) the prescribed fee.

(3) Where the Registrar is satisfied that the relevant provisions of this Part are satisfied he shall endorse the certificate issued under regulation 8(1) to the effect that, with



effect from the date of the endorsement the company is no longer registered under the Ordinance.

(4) Regulation 9(4) shall apply to a company to which this regulation applies.”.

**Renumbering of and amendment to regulation 10.**

10. Regulation 10 of the principal regulations is renumbered as regulation 11 and amended by inserting “and whether the company has ceased to be registered under the Ordinance” after “State”.

**Renumbering and replacement of regulation 11.**

11. Regulation 11 of the principal regulations is renumbered as regulation 12 and is replaced by -

**“Relevant States.**

12. The States specified in the Schedule shall be relevant States for the purposes of Parts I and II of these regulations.”.

**Replacement of Schedule.**

12. The Schedule to the principal regulations is replaced by —

**“SCHEDULE**

Regulation 12

Relevant states for the purposes of Parts I and II shall be-

- (a) EEA States;
- (b) Anguilla, Bermuda, British Antarctic Territory, British Indian Ocean Territory, Cayman Islands, Falkland Islands, Guernsey, Isle of Man, Jersey, Montserrat, Pitcairn, St. Helena, Turks and Caicos Islands, British Virgin Islands;
- (c) States which are members of the British Commonwealth;

- (d) Liberia;
- (e) Panama;
- (f) Singapore;
- (g) Switzerland;
- (h) Cyprus;
- (j) Hong Kong
- (k) Malta; and
- (l) the United States of America.”.

**SCHEDULE**

Regulation 1(3)

**COMPANIES ORDINANCE**

**COMPANIES (RE-DOMICILIATION) REGULATIONS 1996  
(AS AMENDED)**

**ARRANGEMENT OF REGULATIONS**

Regulation

1. Title, commencement and revocation

**PART I**

**ESTABLISHMENT OF DOMICILE IN GIBRALTAR**

2. Eligibility to apply to establish domicile in Gibraltar.
3. Application to establish domicile in Gibraltar.
4. Registration in Gibraltar.
5. Effect of establishing domicile in Gibraltar.

**PART II**

**ESTABLISHMENT OF DOMICILE IN A RELEVANT STATE**

6. Eligibility to apply to establish domicile in a relevant State.
7. Application to establish domicile in a relevant State.
8. Consent to establish domicile in a relevant State.
9. Effect of establishing domicile in a relevant State.
10. Subsequent application to cease registration.
11. Index of companies domiciled in Gibraltar.

PART III

RELEVANT STATE

12. Relevant States.

SCHEDULE

RELEVANT STATES

COMPANIES ORDINANCE

COMPANIES (RE-DOMICILIATION) REGULATIONS 1996  
(AS AMENDED)

In exercise of the powers conferred on him by section 295A of the Companies Ordinance, and of all other enabling powers, the Governor has made the following regulations —

**Title commencement and revocation.**

1. (1) These regulations may be cited as the Companies (Re-domiciliation) Regulations 1996 and shall have effect in respect of applications made on or after the 1st day of March 1996.

(2) Subject to sub-regulation (3) the Companies (Re-domiciliation) Regulations 1992 are revoked.

(3) The Companies (Re-domiciliation) Regulations 1992 shall continue to have effect in respect of companies re-domiciled in Gibraltar by virtue of those regulations.

PART I

**ESTABLISHMENT OF DOMICILE IN GIBRALTAR**

**Eligibility to apply to establish domicile in Gibraltar.**

2. A company domiciled outside Gibraltar and domiciled in a relevant State may, if permitted to do so by its constitution and by the applicable law in the jurisdiction of its incorporation, apply to establish its domicile in Gibraltar.

**Application to establish domicile in Gibraltar.**

3. (1) An application by a company to establish domicile in Gibraltar shall be made to the Registrar in the form prescribed by him and shall be accompanied by —

- (a) the resolution or equivalent document of the company in respect of the establishment of that domicile —
  - (i) approved in the manner prescribed by the constitution of that company; and
  - (ii) containing —
    - (aa) the name of the company and the name, if different, under which registration as a re-domiciled company is sought;
    - (bb) the jurisdiction of incorporation of the company and the name and address of the competent authority in that jurisdiction in respect of that incorporation;
    - (cc) the date of incorporation;
    - (dd) the address of the registered office in Gibraltar;
    - (ee) the information required by sub-sections(1)(b), (2), (3) and (4)(a) of section 4;
    - (ff) any amendments to the memorandum and articles of association (or other instrument constituting or defining the constitution of the company) that are to take effect on the

registration of the company as a re-domiciled company;

- (b) a certificate of good standing in respect of the company issued by the competent authority referred to in paragraph (a)(ii)(bb), or other evidence to the satisfaction of the Registrar that the company is in compliance with registration requirements of that authority;
- (c) where the company carries on in or from the jurisdiction of its incorporation a business which, if conducted in or from within Gibraltar, would require to be —
  - (i) licensed under the Financial Services Ordinance 1989; or
  - (ii) authorised under the Banking Ordinance 1992 or the Financial Services Ordinance 1998; or
  - (iii) licensed or authorised in accordance with a Community requirement other than one falling within article (i) or (ii);

and the company is licensed or authorised by a competent authority in that jurisdiction, evidence of the consent of that competent authority to the re-domiciliation;

- (d) evidence to the satisfaction of the Registrar that no proceedings for insolvency have been commenced against the company in the jurisdiction in which it is incorporated;
- (e) in the case of a public company —
  - (i) the most recent prospectus or statement in lieu of prospectus or document complying as nearly as maybe with the requirements of section 27 or 35, as the case may be, of the Ordinance in respect of a prospectus or statement in lieu of prospectus; and
  - (ii) if the company is quoted on a recognised exchange, evidence to the satisfaction of the Registrar of the

consent of the regulatory body of that exchange to the re-domiciliation;

- (iii) such evidence of the current membership, or the method of recording that membership, of the company, authenticated in such manner as the Registrar may require, as the Registrar accepts as adequate for compliance with the requirements of this regulation in respect of a list of members of the company,

and for the purpose of this paragraph “recognised stock exchange” means a stock exchange recognised by the relevant authorities in the jurisdiction in which the company is incorporated.

- (f) the prescribed fee.

(2) The information and evidence required by sub-regulation (1) shall be in the English language or if not so written shall be accompanied by a certified translation thereof into the English language.

(3) The provisions of section 17 shall apply in respect of the name in which a company may be registered in accordance with regulation 4.

(4) The Registrar shall not be required to consider an application falling within sub-regulation (1) unless the company by which or in respect of which the application is made has in Gibraltar a registered office in accordance with the Ordinance.

(5) Where in this Part there is reference to the jurisdiction in which the company is incorporated that reference shall, in respect of a company domiciled in a jurisdiction other than that in which it is incorporated, be read to include a reference to the jurisdiction of domicile.

**Registration in Gibraltar.**

4. (1) The Registrar shall, if he is satisfied that —

- (a) the requirements of regulations 2 and 3 have been met; and

- (b) the company has given notice to the authority referred to in regulation 3(1)(a)(ii)(bb) of the application by the company to establish domicile in Gibraltar, and that the company ceases to be a company domiciled in the jurisdiction under which it was incorporated,

register and retain the documents referred to in regulation 3 and certify that the company has established domicile in Gibraltar.

(2) A certificate of registration given by the Registrar in accordance with sub-regulation (1) in respect of any company, shall be conclusive evidence that all the requirements of the Ordinance and these regulations in respect of that registration and matters precedent and incidental thereto, have been complied with and that the company is a company authorised to be so registered and duly registered under the provisions of section 295A(2) and these regulations.

**Effect of establishing domicile in Gibraltar.**

5.(1) With effect from the date of the issue of a certificate of registration in accordance with regulation 4 —

- (a) the company to which the certificate relates —
  - (i) is a body corporate registered and deemed to be incorporated in Gibraltar under the Ordinance; and
  - (ii) shall be a company incorporated in Gibraltar for the purpose of any other Ordinance;
- (b) the memorandum and articles of association of the company (or other instrument constituting or defining the constitution of the company), as amended by the resolution or equivalent document establishing domicile in Gibraltar, are the memorandum and articles of the company;
- (c) the property of every description and the business of the company, continues to be vested in the company;
- (d) the company continues to be liable for all of its claims, debts, liabilities and obligations.

(2) Where a company is issued with a certificate of registration in accordance with regulation 4 —

- (a) no conviction, judgment, ruling, order, debt, liability or obligation due or to become due and no cause existing against the company or against any member, director, officer or agent thereof is thereby released or impaired; and
- (b) no proceedings whether civil or criminal pending at the time of the issue by the Registrar of the certificate of registration on re-domiciliation by or against the company or against any member, director, officer or agent thereof are thereby abated or discontinued, but the proceedings may be enforced, prosecuted, settled or compromised by or against the company or against the member, director, officer or agent thereof as the case may be.

(3) If, by a date six months after the date on which the Registrar issued a certificate of registration in accordance with regulation 4(1), the company has not satisfied the Registrar that the company has ceased to be a company domiciled in the jurisdiction under which it was incorporated, the Registrar shall —

- (a) strike that company off the Register;
- (b) cause the fact that the company has been so struck off to be published in the Gazette; and
- (c) inform the authority, referred to in regulation 3(1)(a)(ii)(bb) that the company is not registered in Gibraltar.

(4) If, at the time of the issue by the Registrar of the certificate of registration in accordance with regulation 4, any provisions of the memorandum and articles of the company do not, in any respect, accord with this Ordinance —

- (a) the provisions of the memorandum and articles continue to govern the company until the provisions are amended in accordance with the Ordinance, or until the expiration of a period of six months immediately following the date of the issue of that certificate, whichever is the sooner;



- (b) any provisions of the memorandum and articles of the company that are in any respect in conflict with the Ordinance cease to govern the company when the provisions are amended in accordance with the Ordinance or after the expiration of a period of six months after the date of issue of that certificate, whichever is the sooner;
- (c) the company shall make such amendments to its memorandum and articles as may be necessary to accord with the Ordinance within a period which is not later than six months immediately following the date of the issue of that certificate.

(5) Where, at the time of issue of a certificate of registration in accordance with regulation 4(1) or at any time thereafter, the Registrar is satisfied that —

- (a) the company has ceased to be a company domiciled in the jurisdiction under which it was incorporated, and
- (b) the memorandum and articles accord in all respects with the Ordinance and the objects of the company in Gibraltar,

he may, on the application of the company to whom the certificate has been issued in accordance with regulation 4 and on payment of the prescribed fee, endorse that certificate to the effect that the company is from that date to be deemed to be incorporated in Gibraltar under the Ordinance.

- (6) Nothing in this Part shall operate to —
  - (a) create a new legal entity; or
  - (b) prejudice or affect the continuity of the company; or
  - (c) affect the property of the company.

## **PART II**

### **ESTABLISHMENT OF DOMICILE IN A RELEVANT STATE**

#### **Eligibility to apply to establish domicile in a relevant State.**

6. A company incorporated or domiciled in Gibraltar may, if permitted to do so by its constitution and by the applicable law in the jurisdiction into which it proposes to establish domicile, apply to establish domicile outside Gibraltar in a relevant State.

**Application to establish domicile in a relevant State.**

7.(1) An application by a company to establish domicile outside Gibraltar in a relevant State, specifying whether or not the company intends in the event of re-domiciliation to remain registered in Gibraltar, shall be made to the Registrar in the form prescribed by him and shall be accompanied by —

- (a) the resolution of the company in respect of the establishment of that domicile —
  - (i) approved in the manner prescribed by the constitution of that company; and
  - (ii) containing —
    - (aa) the name of the company and the name, if different, under which registration in the relevant State as a company domiciled in that State is to be sought;
    - (bb) the place of proposed domicile of the company and the name and address of the competent authority in that place;
    - (cc) the date on which it is proposed to establish domicile in the relevant State;
    - (dd) the address of the office (if any) in Gibraltar to be retained during the period that the company is not domiciled in Gibraltar;
    - (ee) any amendments to the memorandum and articles of association (or other instrument constituting or defining the constitution of the company) that are to take effect on the company establishing domicile in the relevant State;

- (b) a certificate of good standing in respect of the company issued by the Registrar;
- (c) where the company carries on in or from within Gibraltar a business which is —
  - (i) licensed under the Financial Services Ordinance 1989; or
  - (ii) authorised under the Banking Ordinance 1992 or the Financial Services Ordinance 1998; or
  - (iii) licensed or authorised in accordance with a Community requirement other than one falling within sub-paragraph (i) or (ii);

evidence of the consent of the competent authority under the relevant legislation to the company establishing domicile in the relevant State;

- (d) evidence to the satisfaction of the Registrar that no proceedings for insolvency have been commenced against the company in Gibraltar;
- (e) evidence to the satisfaction of the Registrar that any mortgage or other charge recorded in respect of that company has been discharged in accordance with the Ordinance or the consent in writing to the re-domiciliation of every registered mortgagee or chargee has been obtained;
- (f) the address of the office (if any) in Gibraltar for the period during which the company is not domiciled in Gibraltar;
- (g) the prescribed fee.

(2) The information and evidence required by sub-regulation (1), shall be in the English language, or if not so written, shall be accompanied by a certified translation thereof into the English language.

(3) Notwithstanding that the provisions of section 17 may apply during the period that the company is not domiciled in Gibraltar, the Registrar shall

show in respect of a company domiciled in a relevant State and to which that section continues to apply the name under which the company is so domiciled in the index maintained for this purpose.

**Consent to establish domicile in a relevant State.**

8. (1) The Registrar shall, if he is satisfied that the requirements of regulations 6 and 7 have been met, certify that the company is permitted to establish domicile in the relevant State specified in the documents supplied in compliance with regulation 7 in accordance with those documents and, if the company has so requested, that it may cease to be registered in Gibraltar.

(2) The Registrar shall enter in the index kept for this purpose in respect of a company to which a certificate has been issued under sub-regulation (1) the fact of the issue of the certificate and the documents supplied in compliance with regulation 7.

(3) A certificate issued by the Registrar under sub-regulation (1) in respect of any company shall be conclusive evidence that all the requirements of the Ordinance and these regulations in respect of establishing domicile in a relevant State, and matters precedent and incidental thereto, have been complied with by that company and that the company is a company authorised to establish domicile in the specified relevant State in accordance with the documents supplied in compliance with regulation 7.

(4) A certificate issued under sub-regulation (1) shall be valid until such time as the Registrar shall have been served with notice to his satisfaction of the registration of the domicile of the company in the relevant State or the expiration of three months from the date of its issue whichever shall be the sooner.

(5) Where a company has specified its intention to cease to be registered under the Ordinance the registration of that company under the Ordinance shall cease on and after the day on which the Registrar is satisfied by service on him of a instrument of continuation certified by the proper officer of the jurisdiction of re-domiciliation that the company is continued under the laws of that jurisdiction.

**Effect of establishing domicile in a relevant State.**

9.(1) With effect from the date of the filing of the notice specified in regulation 8(3) —

- (a) the memorandum and articles of association of the company, as amended by the resolution establishing domicile in the relevant State, are the memorandum and articles of the company;
- (b) the property of every description and the business of the company continues to be vested in the company;
- (c) the company continues to be liable for all of its claims, debts, liabilities and obligations.

(2) Where a company is issued with a certificate under regulation 8(1) -

- (a) no conviction, judgment, ruling, order, debt, liability or obligation due or to become due and no cause existing against the company or against any member, director, officer or agent thereof is thereby released or impaired; and
- (b) no proceedings whether civil or criminal pending at the time of the issue by the Registrar of the certificate by or against the company or against any member, director, officer or agent thereof are thereby abated or discontinued, but the proceedings may be enforced, prosecuted, settled or compromised by or against the company or against the member, director, officer or agent thereof as the case may be.

(3) A company to which this Part applies other than a company which has ceased to be registered under the Ordinance shall during the period in which it is domiciled in a relevant State comply with the provisions of the Ordinance.

(4) Nothing in this Part shall operate to —

- (a) create a new legal entity; or
- (b) prejudice or affect the continuity of the company; or
- (c) affect the property of the company.

**Subsequent application to cease registration.**

10.(1) A company registered under the Ordinance to which a certificate has been issued in accordance with regulation 8(1) may at any time thereafter apply to the Registrar for consent that the company cease to be so registered.

(2) An application made under sub-regulation (1) shall be accompanied by —

- (a) an instrument of continuation certified by the proper officer of the jurisdiction of re-domiciliation that the company is continued under the laws of that jurisdiction; and
- (b) the prescribed fee.

(3) Where the Registrar is satisfied that the relevant provisions of this Part are satisfied he shall endorse the certificate issued under regulation 8(1) to the effect that, with effect from the date of the endorsement the company is no longer registered under the Ordinance.

(4) Regulation 9(4) shall apply to a company to which this regulation applies.

**Index of companies domiciled in a relevant state.**

11. The Registrar shall maintain an index of companies in respect of which a certificate issued in accordance with regulation 8 is in force and in that index shall record the name in which the company is domiciled in the relevant State and whether the company has ceased to be registered under the Ordinance.

**PART III**

**RELEVANT STATE**

**Relevant States.**

12. (1) The States specified in the Schedule shall be relevant States for the purposes of Parts I and II of these regulations.

**SCHEDULE**

Regulation 12

Relevant States for the purposes of Parts I and II shall be -

- (a) EEA States;
- (b) Anguilla, Bermuda, British Antarctic Territory, British Indian Ocean Territory, Cayman Islands, Falkland Islands, Guernsey, Isle of Man, Jersey, Montserrat, Pitcairn, St. Helena, Turks and Caicos Islands, British Virgin Islands;
- (c) States which are members of the British Commonwealth;
- (d) Liberia;
- (e) Panama;
- (f) Singapore;
- (g) Switzerland;
- (h) Cyprus;
- (j) Hong Kong;
- (k) Malta; and
- (l) the United States of America.

Dated this 16th day of September, 1999.

By Command,

E. MONTADO,

Acting Deputy Governor.

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**EXPLANATORY MEMORANDUM**

These regulations amend the Redomiciliation Regulations 1996 and set out, in the Schedule, how the regulations as amended read.

Two main changes are made: first, the redomiciled company will now not need to maintain a link with Gibraltar by remaining on the Register of companies. A redomiciled company may, if it wishes, retain a presence in Gibraltar by means of an office but it is not obliged to do so.

Secondly, the list of countries to and from which redomiciliation is permitted is extended.