



REPUBLIC OF NAURU
**CORPORATIONS (FORMS AND FEES)
REGULATIONS 2018**

SL No. 33 of 2018

Notified: 11th January 2019

Table of Contents

1	Citation	2
2	Commencement	2
3	Repeal of Corporation (Fees) Regulations 2017	2
4	Definitions	2
5	Fees	2
6	Application for Incorporation of A Corporation	2
7	Renewal of a Certificate of Incorporation	2
8	Consent of Directors	2
9	Annual Return	2
	SCHEDULE 1	3
	SCHEDULE 2	4
	SCHEDULE 3	12

Cabinet makes the following Regulations under *section 243 of the Corporations Act 1972*:

1 Citation

These Regulations may be cited as the *Corporations (Forms and Fees) Regulations 2018*.

2 Commencement

These Regulations come into effect on 15 January 2019.

3 Repeal of Corporation (Fees) Regulations 2017

The Corporations (Fees) Regulations 2017 are hereby repealed and replaced by these Regulations.

4 Definitions

In these Regulations:

'business' means any form of economic activity, trade, profession, commerce, craftsmanship, calling or other activity carried on for the purpose of generating revenue for gain.

5 Fees

The fees to be paid to the Registrar under the Act are set out in Schedule 1 of these Regulations.

6 Application for incorporation of a corporation

The prescribed form for an application for incorporation of a corporation is set out in Form 1 of Schedule 2.

7 Renewal of a Certificate of Incorporation

The prescribed form for the renewal of a Certificate of Incorporation is set out in Form 2 of Schedule 2.

8 Consent of Directors

A person who consents to act as Director of a Corporation shall lodge the prescribed form as set out in Form 3 of Schedule 2.

9 Annual return

For the purpose of section 133 of the Act, the prescribed form for Annual Return is set out in Schedule 3.

SCHEDULE 1

(Regulation 5)

Fees

	ITEM	\$
	Incorporation and registration of a corporation: Memorandum of Association Articles of Association Certificate of incorporation Directors Authority Seal of the corporation	\$1200
	Annual renewal of Certificate of Incorporation	\$1000
	For a certified copy of a certificate of incorporation	\$100
	Inspection of the Register	\$50
	For a certified copy of an entry in the Register	\$100
	Change of particulars of corporation including shareholding structure	\$750
	Change of name of Corporation: Change of name Issuance of new certificate of incorporation	\$1000
	Annual Returns	\$500
	Late lodgement of any documents	\$500

SCHEDULE 2



REPUBLIC OF NAURU

Form 1

(Regulation 6)

**APPLICATION FORM
FOR INCORPORATION OF CORPORATION**

TO REGISTRAR OF CORPORATIONS
DEPARTMENT OF JUSTICE AND BORDER CONTROL
GROUND FLOOR
GOVERNMENT BUILDING COMPLEX
YAREN DISTRICT
REPUBLIC OF NAURU

1. Details of proposed business:

Proposed name of corporation	
State the general nature of the proposed Business	
Registered and principal place of business	
Any other place of business	
Date of commencement of the business	
Name of Directors of the Corporation	
Name of Secretary of the Corporation	
Capital share of the Corporation	
Memorandum of Incorporation (Need to be submitted)	
Articles of Association (Need to be submitted)	
Holding or Trading Corporation	
Tax identification Number issued by Nauru Revenue Office	
Name, address and person lodging application for incorporation	

2. Details of other business solely or jointly owned by the Corporation

Name of any other business owned by the Corporation	
Address of the other business	
Date of commencement of the other business	
Telephone number	
Tax Identification Number for such other business	

(In case of more than one business, complete the table above for each business)

3. Structure of the Proposed Corporation and shareholding

Please proceed to incorporate a trading/holding corporation under any one of the names indicated below in order of preference:

1. First Preference

Name

.....

Second Preference

Name

.....

Third Preference

Name

.....

2. Share Capital – Proposed

	No. of Shares	Class of Shares of each	Face Value Value of Share	Total Face Shares
Authorised Capital
Issued and Subscribed Capital
Paid Up Capital

3. Particulars of Transferee(s) in case where initial subscribers are requested to transfer their holdings to third parties or hold them for the benefit of such third person:

Transferee

Name

.....

.....

Address

.....

.....

.....

4. Particulars of First Directors

(i) Name

.....

Occupation

.....

Address

.....

.....

(ii) Name

.....

Occupation

.....

Address

.....

.....

(iii) Name

.....

Occupation

.....

Address

.....

.....
.....

5. Particulars of Secretary

(i) Name

Occupation

Address

(ii) Name

Occupation

Address

(iii) Name

Occupation

Address

6. Quorum at Board Meetings

Please indicate the minimum number of Directors which would form quorum at the meeting.

.....
.....

7. Additional Information

(a) Details of Bank Accounts intended to be opened

(i) Name of the Bank

(i) Nature of Account

(ii) Names of the Persons authorised to operate on the Accounts

(b) Corporate Seal

Corporate seal to be presented for inspection:

.....

We hereby confirm that the contents of this application and the information given herein are true to the best of our knowledge.

We hereby request the Registrar of Corporations to act upon the instructions of the authorised person(s)/organisation(s) referred to below:

Authorised Person/Organisation

Specimen Signature

Name

.....

.....
 Address

Principal

Specimen Signature

Name

.....

.....

Address

.....

4. Details of the individuals who are the beneficial owners of the Proposed Corporation

Full name of the individuals	
Surname	
Forename	
Gender	
Usual residential address	
Correspondence address (if different from intended registered or principal address of corporation)	
Nationality (if the nationality is not the nationality of origin, specify the nationality of origin)	
Date of Birth	
Residential address:	
Email address	
Telephone number	
Tax Identification Number in Nauru, and abroad, if applicable.	

5. Details of other business solely or jointly owned by the beneficial owners

Business name of other business owned by the individual	
Address of the other business	
Date of commencement of the other business	
Telephone number	
Tax Identification Number for such other business	

6. Documents

Attach a copy of the following documents to this form:

- (a) The following information relating to past (if any) and present shareholders of the corporation:
 - (i) the names and addresses of all the shareholders of the corporation;
 - (ii) the names and addresses of all persons who ceased to be shareholders of the corporation;
 - (iii) the number of shares held by each shareholder;
 - (iv) the shares transferred by existing shareholders or past shareholders (including the dates of incorporation of the transfers).
- (b) Tax Identification Number (issued by Nauru Revenue Office for Tax Authorities abroad) for each Beneficial Owner, Shareholder, Director and Secretary; and

- (c) drivers licence, bio date page of passport or birth certificate of each Beneficial owner, Shareholder, Director and Secretary;
- (d) phone and email details and addresses for each Shareholder, Director and Secretary;
- (e) certificate of registration of business name where the corporation is not trading in its incorporated name;
- (f) business licence if already trading;
- (g) in the case of a partnership, the certificate of registration of Partnership in the Partnership Act 2018 and the Partnership Deed;
- (h) in the case of a Trust, the certificate of registration of Trust, and the Trust Instrument, if any.

8. Declaration

I/We the applicant (state name) of(address),(occupation), do solemnly and sincerely declare that (set out matter declared using numbered paragraphs if it is lengthy):

And I/We make this solemn declaration by virtue of the **Oaths, Affirmations and Statutory Declarations Act 1976** conscientiously believing in the statement contained therein to be true in every particular.

Name (Director):Signature:.....

Date:.....

Name (Director/Secretary):.....Signature:.....

Date:.....

Declared at.....this.....day of20.....

Before me:

(Signature)

(Title)

NOTE: Any person making a false statement is guilty of an offence and is liable to imprisonment for 5 years.

Form 2

CORPORATIONS ACT 1972

(Regulation 7)

**RENEWAL FORM
FOR INCORPORATION OF CORPORATION**

TO REGISTRAR OF CORPORATIONS
DEPARTMENT OF JUSTICE AND BORDER CONTROL
GROUND FLOOR
GOVERNMENT BUILDING COMPLEX
YAREN DISTRICT
REPUBLIC OF NAURU

1. Details of the Corporation

Corporate name contained in the incorporation certificate	
Name of corporation under a Business Name registered under the Business Names Registration Act 2018 (if any)	
Date and place of registration of the corporation	
Registered or principal place of business of the corporation	
Statement or nature of interest or shares the business	
Full address of the registered or principal place of business	
Full address of any other place of business	
Date of commencement of the business	
Tax Identification Number issued by Nauru Revenue Office for the business	
If any other business owned by the individual (<i>specify the business name or names</i>)	
Email address	
Telephone number	

2. Variation of particulars

If there has been any variation of particulars please state the change at least 1 month prior to the expiry date of the licence

Former particulars	New particulars
---------------------------	------------------------

The following authorised officers may inspect business licences and such assistance must be afforded to them.

3. Inspection of documents

The authorised officers may inspect business licences and such assistance must be afforded to them.

It is an offence under section 25A to obstruct an authorised officer.

4. Documents

Attach a copy of the following documents to this form:

- (a) annual return filed for the corporation; and
- (b) any document that is relevant to the variation of particulars if applicable.

5. Declaration

I/We (state name) of(address),(occupation), do solemnly and sincerely declare that (set out matter declared using numbered paragraphs if it is lengthy):

And I/We make this solemn declaration by virtue of the **Oaths, Affirmations and Statutory Declarations Act 1976** conscientiously believing in the statement contained therein to be true in every particular.

Name (Director):Signature:.....

Date:.....

Name (Director/Secretary):.....Signature:.....

Date:.....

Declared at.....this.....day of20.....

Before me:

(Signature)

(Title)

NOTE: Any person making a false statement is guilty of an offence and is liable to imprisonment for 5 years.

FORM 3

CORPORATIONS ACT 1972

(Regulation 8)

CONSENT OF DIRECTORS

Name of corporation	
Corporation Number	
Directors full name	

[Please ensure that your full name is provided]

I consent to be a Director of the above proposed corporation and certify that I am not disqualified from being appointed or holding office as a director of a corporation.

Signature	
Name of person signing	
Directors residential address	
Directors email address	
Directors telephone number	

Disqualification details

Please ensure that you are not disqualified from being a director of a corporation before signing this consent form.

A person cannot be a Director of a corporation if he or she is any of the following:

- (a) under 18 years of age;
- (b) an undischarged bankrupt or an individual who has an arrangement with any of his or her creditors;
- (c) an individual who has been sentenced to imprisonment for a term of 12 months or more by a court of the Republic or any other country and has not received a pardon in or outside of the Republic;
- (d) an individual who lacks capacity in respect of his or her duties as a member within the meaning of the Mentally-disordered Persons Act 1963; or
- (e) a holder of an elected office.

Declaration

I(state name) of(address),(occupation), do solemnly and sincerely declare that (*set out matter declared using numbered paragraphs if it is lengthy*):

And I make this solemn declaration by virtue of the **Oaths, Affirmations and Statutory Declarations Act 1976** conscientiously believing in the statement contained therein to be true in every particular.

Name (Director):Signature:.....

Date:.....

Declared at.....this.....day of20.....

Before me:

(Signature)

(Title)

NOTE: Any person making a false statement is guilty of an offence and is liable to imprisonment for 5 years.

SCHEDULE 3



REPUBLIC OF NAURU

(Regulation 8)

FORM 1

CORPORATIONS ACT 1972

ANNUAL RETURN OF A CORPORATION

Annual Return ofmade up to the.....of20

1. The date of the Annual General Meeting of the Corporation was held on theof20....
2. The address of the registered office of the corporation isDistrict, Republic of Nauru.
3. The address at which the Register of Members is kept, if other than the Registered Office is

CERTIFICATE

4. We after having made due inquiries certify:
 - (a) having made an inspection of the share register that transfers have been registered since the date of the last Annual Return/ Incorporation of the Corporation;
 - (b) that the corporation has not, since the date of the last annual return issued any invitation to the public to subscribe for any shares in or debentures of the corporation or to deposit moneys for fixed periods or payable at call;
 - (c) that there are members of the corporation;
 - (d) that to the best of our knowledge and belief the corporation is a **holding** corporation or is a **trading** corporation and has been a holding corporation or trading corporation for the purposes of the Corporations Act 1972, since the date of the previous return/ incorporation of the corporation; (*delete where applicable*)
 - (e) that the Auditor(s) of the corporation appointed on by a General Meeting are:

.....
.....
.....

DATED THE DAY OF 20....

SUMMARY OF SHARE CAPITAL AND SHARES

5. Nominal share capital shares of each shareholder is of total issued shares.
6. Total number of shares taken up to the.....day of..... :.....
7. Number of shares issued subject to payment wholly in cash:
8. Number of shares issued as fully paid up otherwise than in cash:
9. Number of shares issued as partly paid up to the extent of \$..... per share otherwise than in cash:
10. Number of shares if any, of each class issued at discount:
11. Total amount of discount on the issue of shares which has not been written off at the date of this return:
12. There has been called up on each of shares.
13. Total amount of calls received, including payments on application and allotment:
14. Total amount if any agreed to be considered as paid on 1 ordinary share which have been issued as fully paid:
15. Total amount if any agreed to be considered as paid on shares which have been issued as partly paid.
16. Total amount of calls unpaid:
17. Total of any commission paid in respect of any shares or debentures since the date of the last return:
18. Total amount of any discount allowed in respect of any debentures since the date of the last return:
19. Total number of shares, if any forfeited:
20. Total amount paid, if any on shares forfeited:
21. Total number of shares reacquired by the co. and cancelled:
22. Total number amount paid, if any, on shares reacquired by the corporation and cancelled:
23. Total amount of indebtedness of the corporation in respect of all charge which are required to be registered with the Registrar of Corporations:

Particulars of Charges Registered in Nauru

Registered Number:	Date of Registration:	Amount:
.....
.....
.....

24. Particulars of Directors, Managers, Secretaries and Auditors of the Corporation at the date of the Annual Return:

Directors

Name	Address
.....

.....

Managers

Name	Address
.....
.....
.....
.....

Secretaries

Name	Address
.....
.....
.....
.....

Auditors

Name	Address
.....
.....
.....
.....

25. (This paragraph is to be completed in the case of a Trading Corporation)

List of persons (being actual beneficial owner's and not nominees or agents) holding shares in on the day of, 20..... and the account of the shares so held.

Folio Names Number:	Addresses:	Shares Held:
.....
.....
.....
.....

Additional Documents

Provide particulars of the following information and attach a copy of the following documents to this form:

- (1) If the share register is divided into two or more registers kept in different places, the place in which each register is kept;
- (2) If any records are not kept at the corporation's registered or principal office under *section 134* of the Act, details of those records and of the place or places where they are kept;
- (3) The following information relating to past and present shareholders of the corporation;
 - (a) the names and addresses of all the shareholders of the corporation;
 - (b) the names and addresses of all persons who ceased to be shareholders of the corporation .
 - (i) since the date of the last annual return; or
 - (ii) in the case of the first annual return of a corporation incorporated under this Act, since the date of incorporation; or
 - (c) the number of shares held by each shareholder;
 - (d) the shares transferred by existing shareholders or past shareholders (including the dates of incorporation of the transfers) —
 - (i) since the last annual return; or
 - (ii) in the case of the first annual return of a corporation incorporated under this Act, since the date of incorporation; and
 - (e) the Tax Identification Number of the corporation.

Declaration – Bearer Securities

I declare that there are no bearer securities (shares or debentures) on issue for this corporation.

Full name.....

Signature.....

Declaration

I/We(state name) of(address),(occupation), do solemnly and sincerely declare that (set out matter declared using numbered paragraphs if it is lengthy):

And I/We make this solemn declaration by virtue of the **Oaths, Affirmations and Statutory Declarations Act 1976** conscientiously believing in the statement contained therein to be true in every particular.

Name (Director):Signature:.....

Date:.....

Name (Director/Secretary):.....Signature:.....

Date:.....

Declared at.....this.....day of20....

Before me:

(Signature)

(Title)

NOTE: Any person making a false statement is guilty of an offence and is liable to imprisonment for 5 years.

LODGED BY: