



**REPUBLIC OF NAURU
GOVERNMENT GAZETTE
PUBLISHED BY AUTHORITY
EXTRAORDINARY**

No. 207

29th December 2017

Nauru

G.N. No. 920 / 2017

CORPORATIONS (FEES) REGULATIONS 2017

SL No. 34 of 2017

Notified: []

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

1 **Citation**

These Regulations may be cited as the Corporations (Fees) Regulations 2017.

2 **Commencement**

These Regulations commence on the day they are notified in the Gazette.

3 **Definitions**

In these Regulations:

‘*Act*’ means the Corporations Act 1972;

‘*Registrar*’ means the Registrar of Corporations.

4 **Fees**

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

5 **Prescribed forms**

- (1) The prescribed form for the incorporation of a corporation is set out in Schedule 2 - Form 1 of these Regulations.
- (2) The prescribed form for the renewal of a Certificate of Incorporation is set out in Schedule 2 - Form 2 of these Regulations.
- (3) The prescribed Annual Return Form is set out in Schedule 3 of these Regulations.

G.N. No. 920 / 2017 (Cont'd)

Regulation 4

SCHEDULE 1

Fees

Incorporation and registration of a of corporation: <ul style="list-style-type: none">• 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: <ul style="list-style-type: none">• Change of name• Issuance of new certificate of incorporation	\$1000
Annual Returns	\$500
Late Lodgement of any documents	\$500

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Regulation 5(1)

SCHEDULE 2

(Form 1)

**APPLICATION FORM
FOR INCORPORATION OF CORPORATION**

(Note: Please read the notes given at the end before filling up the application.)

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

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. Nature of Business and Area of Operations of the Proposed Corporation

.....

.....

.....

.....

G.N. No. 920 / 2017 (Cont'd)

3. Share Capital – Proposed

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

4. Particulars of Transferee(s)/Beneficial Owner(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 / Beneficial Owner

Name

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

Address

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

Particulars of First Directors

(i) Name

.....

Occupation

.....

Address

.....
.....

(ii) Name

.....

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Occupation

.....

Address

.....

.....

(iii) Name

.....

Occupation

.....

Address

.....

.....

5. Quorum at Board Meetings

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

.....

.....

Particulars of Referees to whom reference should be made regarding business integrity etc., of the Principal

(i) Name

.....

Address

.....

.....

Name

.....

Address

.....

.....

6. Additional Information

(a) Details of Bank Accounts intended to be opened

(i) Name of the Bank

.....

G.N. No. 920 / 2017 (Cont'd)

(ii) 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

.....
.....

G.N. No. 920 / 2017 (Cont'd)

Regulation 5(2)

(Form 2)

**RENEWAL FORM
FOR INCORPORATION OF CORPORATION**

(Note: Please read the notes given at the end before filling up the application.)

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

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. Nature of Business and Area of Operations of the Corporation

.....

.....

.....

.....

G.N. No. 920 / 2017 (Cont'd)

3. Share Capital – Proposed

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

4. Particulars of Transferee(s)/Beneficial Owner(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 / Beneficial Owner

Name

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

Address

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

Particulars of First Directors

(i) Name

.....

Occupation

.....

Address

.....

.....

(ii) Name

.....

Occupation

G.N. No. 920 / 2017 (Cont'd)

.....
Address

.....
.....

(iii) Name

.....
Occupation

.....
Address

.....
.....

5. Quorum at Board Meetings

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

.....
.....

Particulars of Referees to whom reference should be made regarding business integrity etc., of the Principal

(i) Name

.....
Address

.....
.....

Name

.....
Address

.....
.....

6. Additional Information

(a) Details of Bank Accounts intended to be opened

(i) Name of the Bank

.....

G.N. No. 920 / 2017 (Cont'd)

(ii) Nature of Account

.....
.....

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

.....
.....

(c) 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

.....
.....

G.N. No. 920 / 2017 (Cont'd)

Regulation 5(3)

SCHEDULE 3

**REPUBLIC OF NAURU
CORPORATION ACT 1972**

FORM OF 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 is District, 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 Corporation 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

G.N. No. 920 / 2017 (Cont'd)

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:

G.N. No. 920 / 2017 (Cont'd)

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

G.N. No. 920 / 2017 (Cont'd)

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

List of persons holding shares in on the day of, and the account of the shares so held.

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

Declaration – Bearer Securities

Pursuant to the Corporations Act 1972 all bearer securities are required to be converted to regular securities prior to the date of annual registration for all corporations registered in Nauru. No new issue of Bearer securities is allowed from 12th May 2016.

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

Full name.....

Signature.....

LODGED BY: