

---

**INTERNATIONAL BUSINESS COMPANIES (AMENDMENT)  
BILL, 2021**

*(Bill No. 33 of 2021)*

**OBJECTS AND REASONS**

In 2016, Seychelles enacted a new International Business Companies (“IBC”) Act which replaced the old International Business Companies Act of 1994. During the implementation of the International Business Companies Act, 2016 (“the Act”) over the couple of years, both the Financial Services Authority (“the FSA”) and private sector have encountered certain issues in relation to the new piece of legislation whereby amendments are required in order to ensure effective compliance on one side and to keep the competitiveness of the product on the other side.

2. Also, a number of amendments are being proposed in line with Seychelles latest review by the Global Forum for Transparency and Exchange of Information in Tax Matter (under the ambit of the OECD) in 2020, whereby a number of recommendations were made (especially in relation to accounting records) and Seychelles overall rating was downgraded from Largely Compliant to Partially Compliant. It is important note that, a rating of Partially Compliant automatically moves Seychelles on the EU blacklist. Some of the notable amendments being proposed in order to achieve these changes are hereby mentioned.

3. To amend section 25(1) to extend the permitted company name endings to include: “Limited Liability Company” or “LLC” or “Company” or “Co” (note that the other permitted name endings provided for under the current law is “Limited” or “Ltd”, “Corporation” or “Co” “Incorporated” or “Inc”).

4. To amend section 26(a) to provide that an IBC's name cannot be identical to the name of a company registered under the Companies ordinance, 1972.

5. In section 29, to provide a provision that, if a name is re-reserved by the same person within 7 days after the expiry of a 30-day reservation period, the continued reservation fee shall apply.

6. In section 73(5), by repealing the words “fully paid” and substituting thereof the words “fully paid up”. This amendment to the section will provide that a company shall not redeem a share unless it is fully paid up, unless it is expressly authorized by its memorandum or articles to the contrary, in which case any redemption amount shall be paid on a pro rata basis proportionate to the amount paid up in respect of the share.

7. To repeal in section 107, subsection (1) and (4) the words “a company” and substituting the words “a company, in person or by attorney” and subsection (4) in paragraph (b) by repealing the words “provided to him” and substituting thereof the words “provided to him, within 90 days from the date of refusal”.

8. To amend section 127, to permit inspections of a company's minutes and resolutions of members by a duly appointed attorney on behalf of a member or director and to provide a period of 90 days to an aggrieved person to apply to the court following a refusal to inspect the documents.

9. To amend section 131 to remove the broad concept of “de facto” directors and replace with a narrower concept of deemed directors. That is, if at any time a company does not have a director, any person who manages, or who directs or supervises the management of, the business and affairs of the company is deemed to be a director of the company.

10. In accordance with global corporate law norms, to amend section 134 to introduce a requirement that a person shall not be appointed as a director of a company unless the person has consented in writing to being a director.

11. Whereas currently an IBC's Register of Directors must only contain a director's name, address, date of appointment and date of cessation, the amendments to section 150 will require the following additional information to be contained in the Register of Directors:

- (a) In the case of an individual, his date of birth and nationality;
- (b) In the case of a director that is a body corporate, its date of incorporation or registration and place of incorporation or registration;

- (c) In the case of an individual director, his address for service of documents and his usual residential address, if different to his address for service of documents; and
- (d) In the case of a director that is body corporate, its registered office.

12. To amend sections 162, 165 and 169 to enable a company to provide in its memorandum or articles for the type of resolution required in relation to changing the location of its registered office, appointing its registered agent and changing its registered agent. However, where the company's memorandum or articles does not state the type of resolution that is required, an ordinary resolution of members shall be sufficient.

13. To amend section 169 to allow where a company is required to change its registered agent by virtue of its registered agent's intention to resign, the company will not be required to provide a consent from the outgoing registered agent. However, the company must provide the Registrar with a copy of the outgoing registered agent's intention to resign before it effect the change.

14. To insert a new section 169A to address the issue of registered agent preserving company records. Currently, the obligation to keep register of members, directors, charges and accounting records is on the companies directly. These are required to be kept at the registered office of the company, which by default, is the business premise of the registered agent in Seychelles.

15. To amend section 175 to address the issue the authorities in Seychelles face with the implementation of the exchange of information mechanism for tax matters due to the unavailability of accounting information for IBCs. Currently, the law allows IBCs to keep accounting records outside Seychelles on the condition that they should promptly be made available to Seychelles' authorities upon request.

16. To amend section 275 in order to reduce the number of years that a company remain struck-off on the Register (before it is automatically dissolved), from 7 years to 3 years.

17. To amend section 276 to extend the Registrar's power to restore a dissolved company (rather than a Court restoration order being required)

---

except if the company has been struck off under section 272(1)(a) (ii), (iii) or (iv) (i.e. for carrying on business in contravention of section 5(2) of the Act, or for being used for fraudulent purposes, or which jeopardize the reputation of Seychelles as a financial centre).

18. To amend section 277 in order to reduce the risks associated with struck-off companies retaining their legal status for 12 years, it is proposed to reduce the number of years that a dissolved company may be restored by the Court from 5 years to 3 years as automatically dissolved companies and in order to ensure that struck-off companies restored by the Court remedy any previous contravention to record keeping obligations, it is proposed that the Court must only restore the company if it is satisfied that the company is in compliance with its obligations relating to accounting records, register of members, register of directors and register of beneficial owners.

19. To amend section 285 in order to extend the timeframe for filing of a resolution of members for the voluntarily winding up of a company from 21 days to 40 days.

20. To amend section 344 in order to introduce provisions to empower the Registrar to appoint Deputy Registrars and Assistant Registrars.

21. To amend sections 104, 106, 125, 126, 150, 152, 156, 157, 171, 173, 174, 175, 179 and 354 to change the current low daily penalties to a penalty not exceeding US\$5,000.

22. To amend the Part II of the Second Schedule in relation to incorporation and annual fees.

23. Amendment 60 provides specific commencement dates for some sections.

24. The Bill seeks to achieve the above objectives.

**Dated this 23rd day of July, 2021.**

**FRANK D.R. ALLY  
ATTORNEY-GENERAL**

---

**INTERNATIONAL BUSINESS COMPANIES (AMENDMENT)  
BILL, 2021**

*(Bill No. 33 of 2021)*

**ARRANGEMENT OF SECTIONS**

**Sections**

1. Short title
2. Amendment of section 2 of Act 15 of 2016
3. Amendment of section 9
4. Amendment of section 12
5. Amendment of section 13
6. Amendment of section 20
7. Amendment of section 23
8. Amendment of section 25
9. Amendment of section 26
10. Amendment of section 29
11. Amendment of section 41
12. Amendment of section 55
13. Amendment of section 73
14. Amendment of section 74
15. Amendment of section 104
16. Amendment of section 106
17. Amendment of section 107
18. Amendment of section 125
19. Amendment of section 126
20. Amendment of section 127
21. Substitution of section 131
22. Substitution of section 132
23. Insertion of new section 132A
24. Amendment of section 134
25. Amendment of section 143
26. Amendment of section 150
27. Amendment of section 152
28. Amendment of section 156
29. Amendment of section 157
30. Amendment of section 162
31. Amendment of section 164

- 
32. Substitution of section 165
  33. Amendment of section 167
  34. Amendment of section 169
  35. Insertion of new section 169A
  36. Amendment of section 171
  37. Amendment of section 173
  38. Amendment of section 174
  39. Amendment of section 175
  40. Amendment of section 179
  41. Amendment of section 217
  42. Amendment of section 272
  43. Amendment of section 275
  44. Amendment of section 276
  45. Amendment of section 277
  46. Amendment of section 283
  47. Amendment of section 284
  48. Amendment of section 285
  49. Amendment of section 286
  50. Amendment of section 287
  51. Amendment of section 336
  52. Amendment of section 344
  53. Amendment of section 345
  54. Amendment of section 351
  55. Insertion of new sections 352A and 352B
  56. Amendment of section 354
  57. Amendment of section 377
  58. Amendment of Second Schedule
  59. Amendment of Sixth Schedule
  60. Commencement of certain provisions of this Act

**INTERNATIONAL BUSINESS COMPANIES (AMENDMENT)  
BILL, 2021**

*(Bill No. 33 of 2021)*



**A BILL  
FOR**

**AN ACT** to amend the International Business Companies Act, 2016 (*Act 15 of 2016*).

**ENACTED** by the President and the National Assembly.

**Short title**

**1.** This Act may be cited as the International Business Companies (Amendment) Act, 2021.

**Amendment of section 2 of Act 15 of 2016**

2. Section 2 of the International Business Companies Act, 2016 (*hereinafter referred to as the “principal Act”*) is amended —

- (i) by inserting, in alphabetical order, the following definitions —
  - ““private trust company” means a company —
  - (a) whose memorandum states that it is a private trust company; and
  - (b) which shall not carry on any business other than providing of the connected trust services as defined in the International Corporate Service Providers Act;”;
- (ii) in the definition of “ordinary company”, by inserting after the words “Companies Act”, the words “and includes a relevant company as defined in the Companies (Special Licences) Act (*Cap 253*)”;
- (iii) by repealing the definition of “tax treaty”.

**Amendment of section 9**

3. Section 9(1)(b) of the principal Act is amended, by repealing the words “each subscriber to the memorandum and articles”, and substituting therefor the words “the proposed registered agent of the company”.

**Amendment of section 12**

4. Section 12 of the principal Act is amended —
- (i) in subsection (3), by repealing the words “amount of the annual fee shall increase by ten percent”, and substituting therefor the words “company shall be liable to a penalty fee equal to ten percent of the annual fee if the payment is made within 90 days of the date when it becomes due”.
  - (ii) by repealing subsection (4), and substituting therefor the following subsection —



“(4) Where the annual fee referred to in subsection (1) is not paid by the date set out in that subsection, the company shall be liable to a penalty fee equal to fifty percent of the annual fee if the payment is made after 90 days of the date when it becomes due.”.

### **Amendment of section 13**

5. Section 13 of the principal Act is amended, by inserting after subsection (2), the following subsection —

“(3) Subject to subsection (2), each subscriber to the memorandum shall become a member of the company.”.

### **Amendment of section 20**

6. Section 20 of the principal Act is amended, by inserting after subsection (3), the following subsection —

“(4) Subject to subsection (3), each subscriber to the articles shall become a member of the company.”.

### **Amendment of section 23**

7. Section 23(1) of the principal Act is amended, by repealing the words “resolution approving the amendment to its memorandum or articles”, and substituting therefor the words “amendment resolution”.

### **Amendment of section 25**

8. Section 25 of the principal Act is amended —

(i) in subsection (1) —

(A) in paragraph (a), by inserting after the word “Corporation”, the words “, “Limited Liability Company”, “Company””;

(B) in paragraph (b), by inserting after the word “Corp”, the words “, “LLC”, “Co””;

(ii) by inserting after subsection (2), the following subsection —

“(2A) The name of a private trust company shall end with the words “Private Trust Company” or with the abbreviation “PTC”. ”;

(iii) in subsection (4), by inserting after the word “Inc”, the word “, “LLC”, “PTC” ”.

### **Amendment of section 26**

9. Section 26(a) of the principal Act is amended, by inserting after the words “registered under this Act”, the words “or the Companies Act (*Cap 40*)”.

### **Amendment of section 29**

10. Section 29(3) of the principal Act is amended, by repealing the words “under this Act”, and substituting therefor the words “under this Act, provided that the request to continue reserving the name is made by the same person within 7 days after the expiry of the 30 day period referred to in subsection (1) or each other 30 days period thereafter”.

### **Amendment of section 41**

11. The principal Act is amended, by repealing section 41, and substituting therefor the following section —

#### **Authentication or attestation**

“41.(1) A document requiring authentication or attestation by a company may be signed by —

- (a) a director of the company;
- (b) a secretary of the company;
- (c) an agent of the company authorised to act generally on its behalf; or

- (d) an agent of the company specifically authorised to authenticate or attest documents on its behalf.

(2) An authentication or attestation under subsection (1) need not be under its common seal.”.

### **Amendment of Section 55**

**12.** The principal Act is amended, by repealing section 55 and substituting therefore the following section —

“**55.** A company may issue shares at a discount.”.

### **Amendment of section 73**

**13.** Section 73 of the principal Act is amended, by repealing the words “fully paid”, and substituting therefor the words “fully paid up, and if it is expressly authorised by its memorandum or articles to the contrary, in which case any redemption amount shall be paid on a pro rata basis proportionate to the amount paid up in respect of the share”.

### **Amendment of section 74**

**14.** Section 74(2)(b) of the principal Act is amended, by repealing the word “rateably”, and substituting therefor the words “pro rata”.

### **Amendment of section 104**

**15.** Section 104 of the principal Act is amended —

- (i) in subsection (5), by repealing the words “of US\$500 and an additional penalty fee of US\$50 for each day or part thereof during which the contravention continues”, and substituting therefor the words “not exceeding US\$10,000”;
- (ii) in subsection (6), by repealing the words “of US\$500 and an additional penalty fee of US\$50 for each day or part thereof during which the contravention continues”, and substituting therefor the words “not exceeding US\$10,000”.

**Amendment of section 106**

**16.** Section 106 of the principal Act is amended —

- (i) in subsection (6), by repealing the words “of US\$500 and an additional penalty fee of US\$50 for each day or part thereof during which the contravention continues”, and substituting therefor the words “not exceeding US\$10,000”;
- (ii) in subsection (7), by repealing the words “of US\$500 and an additional penalty fee of US\$50 for each day or part thereof during which the contravention continues”, and substituting therefor the words “not exceeding US\$10,000”.

**Amendment of section 107**

**17.** Section 107 of the principal Act is amended —

- (i) in subsection (1), by repealing the words “a company”, and substituting therefor the words “a company, in person or by attorney,”;
- (ii) in subsection (4), by repealing the words “a company”, and substituting therefor the words “a company, in person or by attorney,”;
- (iii) in subsection (4), in paragraph (b), by repealing the words “provided to him”, and substituting therefor the words “provided to him, within 90 days from the date of refusal”.

**Amendment of section 125**

**18.** Section 125 of the principal Act is amended —

- (i) in subsection (3), by repealing the words “of US\$25 for each day or part thereof during which the contravention continues”, and substituting therefor the words “not exceeding US\$5,000”;

- (ii) in subsection (4), by repealing the words “of US\$25 for each day or part thereof during which the contravention continues”, and substituting therefor the words “not exceeding US\$5,000”.

### **Amendment of section 126**

**19.** Section 126 of the principal Act is amended —

- (i) in subsection (4), by repealing the words “of US\$25 for each day or part thereof during which the contravention continues”, and substituting therefor the words “not exceeding US\$5,000”;
- (ii) in subsection (5), by repealing the words “of US\$25 for each day or part thereof during which the contravention continues”, and substituting therefor the words “not exceeding US\$5,000”.

### **Amendment of section 127**

**20.** Section 127 of the principal Act is amended —

- (i) in subsection (1), by inserting after the words “a company”, the words “in person or by attorney”;
- (ii) in subsection (2), by inserting after the words “a company”, the words “in person or by attorney”;
- (iii) in subsection (5), by inserting after the words “the aggrieved person may”, the words “within 90 days from the date of refusal”.

### **Substitution of section 131**

**21.** The principal Act is amended, by repealing section 131, and substituting therefor the following section —

#### **Deemed directors**

“**131.** If at any time a company does not have a director, any person who manages, or who directs or supervises the

management of the business and affairs of the company is deemed to be a director of the company for the purposes of this Act.”.

### **Substitution of sections 132**

**22.** The principal Act is amended, by repealing section 132, and substituting therefor the following section —

#### **Committee of directors**

“**132.**(1) Subject to the memorandum and articles of the company and to subsection (2), the directors may —

- (a) designate one or more committees of directors, each consisting of one or more directors; and
- (b) delegate to the committee one or more of their powers, including the power to affix the common seal of the company.

(2) Notwithstanding anything in the memorandum or articles of the company, the directors shall not delegate to a committee of directors any power to —

- (a) amend the memorandum or articles, including to change the registered agent or registered office of the company;
- (b) designate committees of directors;
- (c) delegate powers to a committee of directors;
- (d) appoint or remove directors;
- (e) appoint or remove an agent;
- (f) approve a plan or merger, consolidation or arrangement;

- (g) approve voluntary winding up of the company under Sub-Part II or Sub-Part III of Part XVII; or
- (h) approve distribution by the company, including to make a determination under section 70(1) or 71(1) that the company will, immediately after a proposed distribution, satisfy the solvency test.

(3) Subsection (2)(b) and (c) shall not prevent a committee of directors, where authorised by the directors, from appointing a sub-committee and delegating powers exercisable by the committee to the sub-committee.

(4) The directors who delegate any power under subsection (1) shall be responsible for the exercise of the power by the committee as if the power had been exercised by the directors, unless the directors prove that the exercise of power by the committee was outside the scope of the delegated authority.”.

### **Insertion of new section 132A**

**23.** The principal Act is amended, by inserting after section 132, the following section —

#### **Agents**

“**132A.**(1) The directors may appoint any person, including a person who is a director, to be an agent of the company.

(2) Subject to the memorandum or articles of the company, an agent of the company has such powers and authority of the directors, including the power and authority to affix the common seal of the company, as are set forth in the articles or in the resolution of directors appointing the agent, except that no agent has any power or authority to —

- (a) amend the memorandum or articles,

- including to change the company's registered agent or registered office;
- (b) designate committees of directors;
  - (c) delegate powers to a committee of directors;
  - (d) appoint or remove directors;
  - (e) appoint or remove an agent;
  - (f) approve a plan or merger, consolidation or arrangement;
  - (g) approve voluntary winding up of the company under Sub-Part II or Sub-Part III of Part XVII;
  - (h) approve distributions by the company, including to make a determination under section 70(1) or 71(1) that the company will, immediately after a proposed distribution, satisfy the solvency test;
  - (i) fix emoluments of directors; or
  - (j) authorise the company to continue as a company incorporated under the laws of a jurisdiction outside Seychelles.

(3) Where the directors appoint any person to be an agent of the company, they may authorise the agent to appoint one or more substitute or delegate to exercise some or all of the powers conferred on the agent by the company.

(4) The directors may remove an agent appointed under subsection (1) and may revoke or vary a power conferred on him or her under subsection (2).”.



**Amendment of section 134**

**24.** Section 134 of the principal Act is amended —

- (a) in subsection (3), by repealing the words “there solution”, and substituting therefor the words “the resolution”;
- (b) by inserting after subsection (6), the following subsections

“(7) A person shall not be appointed as a director or alternate director of a company, or nominated as a reserve director, unless the person has consented in writing to be a director or alternate director or to be nominated as a reserve director.

(8) Subsection (7) shall not apply to a director, alternate director or reserve director appointed or nominated prior to the commencement of the International Business Companies (Amendment) Act, 2020.”.

**Amendment of section 143**

**25.** Section 143(b) of the principal Act is amended, by repealing the words “section 132”, and substituting therefor the words “section 133”.

**Amendment of section 150**

**26.** Section 150 of the principal Act is amended —

- (i) in subsection (1) —
  - (A) in the chapeau, by repealing the words “A company”, and substituting therefor the words “Subject to subsection (1A), a company”;
  - (B) by inserting after paragraph (a), the following paragraphs —

“(aa) in the case of director, alternate director or

reserve director who is an individual, his date of birth and nationality;

(ab) in the case of a director, alternate director or reserve director that is a body corporate, its date of incorporation or registration and the place of incorporation or registration;”;

(ii) by inserting after subsection (1), the following subsection —

“(1A) For the purpose of subsection (1)(a), the address of a director, alternate director or reserve director shall —

(a) in the case of an individual —

(i) be his address for service of documents; and

(ii) be his usual place of residence if different from the address under subparagraph (i); and

(b) in the case of a body corporate, be its registered office.”;

(iii) by inserting after subsection (3), the following subsections —

“(3A) An entry relating to a former director, alternate director or reserve director of the company may be removed from the register after seven years from the date on which the person ceased to be a director, alternate director or reserve director.

(3B) Every company shall comply with the requirements of subsection (1)(aa) and (ab) and subsection (1A) within twelve months from the commencement of the International Business Companies (Amendment) Act, 2020.;

- (iv) in subsection (5), by repealing the words “of US\$500 and an additional penalty fee of US\$50 for each day or part thereof during which the contravention continues”, and substituting therefor the words “not exceeding US\$10,000”;
- (v) in subsection (6), by repealing the words “of US\$500 and an additional penalty fee of US\$50 for each day or part thereof during which the contravention continues”, and substituting therefor the words “not exceeding US\$10,000”.

### **Amendment of section 152**

**27.** Section 152 of the principal Act is amended —

- (i) in subsection (3), by repealing the words “of US\$250 and an additional penalty fee of US\$25 for each day or part thereof during which the contravention continues”, and substituting therefor the words “not exceeding US\$5,000”;
- (ii) in subsection (4), by repealing the words “of US\$250 and an additional penalty fee of US\$25 for each day or part thereof during which the contravention continues”, and substituting therefor the words “not exceeding US\$5,000”.

### **Amendment of section 156**

**28.** Section 156 of the principal Act is amended —

- (i) in subsection (3), by repealing the words “of US\$25 for each day or part thereof during which the contravention continues”, and substituting therefor the words “not exceeding US\$5,000”;
- (ii) in subsection (4), by repealing the words “of US\$25 for each day or part thereof during which the contravention continues”, and substituting therefor the words “not exceeding US\$5,000”.

**Amendment of section 157**

**29.** Section 157 of the principal Act is amended —

- (i) in subsection (4), by repealing the words “of US\$25 for each day or part thereof during which the contravention continues”, and substituting therefor the words “not exceeding US\$5,000”;
- (ii) in subsection (5), by repealing the words “of US\$25 for each day or part thereof during which the contravention continues”, and substituting therefor the words “not exceeding US\$5,000”.

**Amendment of section 162**

**30.** Section 162 of the principal Act is amended, by repealing subsection (1), and substituting therefor the following subsections —

“(1) Subject to section 23 and subsections (1A), (1B) and (2), a company may amend its memorandum to change the location of its registered office by resolution of members or resolution of directors as provided for in its memorandum or articles.

(1A) If the memorandum or articles of a company does not state the type of resolution that is required to amend its memorandum to change the location of its registered office, an ordinary resolution shall be sufficient.

(1B) An ordinary resolution shall be sufficient to amend the memorandum to change the location of its registered office, notwithstanding that the memorandum or articles of a company contains a provision prohibiting the change of the location of its registered office.”.

**Amendment of section 164**

**31.** Section 164(2) of the principal Act is amended, by repealing the

words, “Services Act”, and substituting therefor the words “Service Providers Act”.

### **Substitution of section 165**

**32.** The principal Act is amended, by repealing section 165, and substituting therefor the following section —

#### **Appointment of registered agent**

“**165.**(1) Subject to subsections (2), (3), (4) and (5), if at any time a company does not have a registered agent, it shall forthwith amend its memorandum to appoint a registered agent by resolution of members or resolution of directors as provided for in its memorandum or articles.

(2) If the memorandum or articles of a company does not state the type of resolution that is required to amend its memorandum to appoint a registered agent, an ordinary resolution shall be sufficient.

(3) An ordinary resolution shall be sufficient to amend the memorandum to appoint a registered agent, notwithstanding that the memorandum or articles of a company contains a provision prohibiting it from changing its registered agent.

(4) When a certified copy or extract of the resolution referred to in subsection (1) is filed with the Registrar in accordance with section 23, it shall be accompanied by a written consent signed by the registered agent stating his consent to act as registered agent.

(5) The appointment of the registered agent takes effect on the registration by the Registrar of the certified copy or extract of the resolution referred to in subsection (1) filed in accordance with section 23.”.

### **Amendment of section 167**

**33.** Section 167(4) of the principal Act is amended, by repealing the words “after that date the registered agent may”, and substituting therefor

the words “the registered agent may, within three months from the resignation date,”.

### **Amendment of section 169**

**34.** Section 169 of the principal Act is amended —

(i) by repealing subsection (1), and substituting therefor the following subsections —

“(1) Subject to subsections (1A) and (2), a company may amend its memorandum to change its registered agent by resolution of members or resolution of directors as provided for in its memorandum or articles.

(1A) If the memorandum or articles of a company does not state the type of resolution that is required to amend its memorandum to change its registered agent, an ordinary resolution shall be sufficient.

(1B) An ordinary resolution shall be sufficient to amend its memorandum to change its registered agent, notwithstanding that the memorandum or articles of a company contains a provision prohibiting it from changing its registered agent.”;

(ii) by inserting after subsection (3), the following subsection —

“(3A) Where a company changes its registered agent due to resignation of the registered agent under section 167 —

(a) subsection (3) shall not apply; and

(b) the company shall file with the Registrar a copy of the written notice received by it under section 167(2) along with the change of registered agent resolution in accordance with subsection (2).”.

**Insertion of new section 169A**

**35.** The principal Act is amended, by inserting after section 169, the following section —

**Preservation of records**

“**169A.**(1) A registered agent shall, in respect of each company (including a dissolved company or a company whose name has been struck off the Register or a company which has continued outside Seychelles) to which it was or is acting as registered agent, preserve for at least seven years —

- (a) the register of members, register of directors and register of charges of the company, from the date of last striking off or dissolution of the company;
- (b) the accounting records of the company in the possession of the registered agent, from the date of completion of the transactions or operations to which they each relate.

(2) Where a registered agent ceases to hold a licence to provide international corporate services under the International Corporate Service Providers Act (*Cap 275*), that person shall handover all the records specified under subsection (1) to the Registrar or any other person authorised by the Registrar.

(3) All records handed over under subsection (2) shall be preferably in the digital form or in such form as agreed upon between the Registrar and the registered agent.

(4) If the registered agent fails to comply with the requirements of this section, the registered agent shall be liable to a penalty not exceeding US\$10,000”.

**Amendment of section 171**

**36.** Section 171 of the principal Act is amended —

- (i) by inserting after subsection (1), the following subsection —
- “(1A) An annual return, in the case of a former Act company, to be furnished —
- (a) for any year before 2018 shall contain either the information referred to in the Sixth Schedule or the information referred to in section 119 of the former Act; and
- (b) for the year 2018 and onwards shall contain the information referred to in the Sixth Schedule.”;
- (ii) in subsection (4), by repealing the words “of US\$500”, and substituting therefor the words “not exceeding US\$5,000”.

### **Amendment of section 173**

**37.** Section 173 of the principal Act is amended —

- (i) in subsection (2), —
- (A) in the chapeau, by inserting after the words “Where a company” the words “or a registered agent”;
- (B) in paragraph (a), by repealing the words “to meet a request for information under a tax treaty”;
- (C) by repealing paragraph (b) and substituting thereof the following —
- “(b) the Financial Services Authority under the Anti-Money Laundering and Countering the Financing of Terrorism Act; or”;
- (D) in the proviso, by inserting after the words “the company” the words “or the registered agent”;



(ii) by inserting after subsection (2), the following subsection —

“(2A) Where a record is not in the English or French language, the party requesting the record may request a translation of the records in the English or French language.

(iii) in subsection (3), —

(A) by repealing the words “subsection (2)” and substituting thereof the words “this section”;

(B) by repealing the words “of US\$500 and an additional penalty fee of US\$50 for each day or part thereof during which the contravention continues”, and substituting therefor the words “not exceeding US\$5,000”;

(iv) in subsection (4), —

(A) by repealing the words “subsection (2)” and substituting thereof the words “this section”;

(B) by repealing the words “of US\$500 and an additional penalty fee of US\$50 for each day or part thereof during which the contravention continues”, and substituting therefor the words “not exceeding US\$5,000”.

### **Amendment of section 174**

**38.** Section 174 of the principal Act is amended —

(i) in subsection (1)(c), by repealing the word “accounts”, and substituting therefor the words “financial statements”;

(ii) in subsection (3), by repealing the words “of US\$100 and an additional penalty fee of US\$25 for each day or part thereof during which the contravention continues”, and substituting therefor the words “not exceeding US\$10,000”;

- (iii) in subsection (4), by repealing the words “of US\$100 and an additional penalty fee of US\$25 for each day or part thereof during which the contravention continues”, and substituting therefor the words “not exceeding US\$10,000”.

### **Amendment of section 175**

**39.** Section 175 of the principal Act is amended —

- (i) by repealing subsection (1), and substituting therefor the following subsections —

“(1) For the purpose of this section, the term —

- (a) “large company” means a company which meets the annual turnover threshold specified for a “large business” under the Revenue Administration Act;
- (b) “holding company” means company with no trade or business operations of its own but holding interests in other companies or assets.

(1A) In the case of a company which is —

- (a) a holding company; and
- (b) not a large company,

the company shall keep, on a bi-annual basis, its accounting records at the company's registered office in Seychelles.

(1B) In the case of a company other than a company not specified under subsection (1A), the company shall —

- (a) prepare an annual financial summary to be kept at its registered office in Seychelles within 6

months from the end of the company's financial year; and

(b) on a bi-annual basis, keep its accounting records at its registered office in Seychelles.

(1C) The financial year of a company shall be the calendar year, unless it is changed by a resolution of directors and notified to the company's registered agent within 14 days of the passing of the resolution.

(1D) The Registrar may issue written guidelines regarding the implementation of the obligations relating to accounting records.”

(ii) by repealing subsection (2), and substituting therefor the following subsections —

“(2) It shall be sufficient compliance with subsection (1A) and (1B), if a copy of the accounting records and financial summary is kept at the company's registered office in electronic form.

(2A) Where a company keeps a copy of its accounting records at its registered office, the company shall inform its registered agent in writing of the physical address of the place where the original accounting records are kept.”;

(iii) in subsection (3), by repealing the word “company's accounting records” and substituting therefor the words “company's original accounting records”;

(iv) by repealing subsection (5), and substituting therefor the following subsections —

“(5) A company that contravenes this section shall be liable to a penalty fee not exceeding US\$10,000.

(6) A director who knowingly permits a contravention under this section shall be liable to a penalty fee not exceeding US\$10,000.”.

### **Amendment of section 179**

**40.** Section 179 of the principal Act is amended —

- (i) in subsection (3), by repealing the words “of US\$100 and an additional penalty fee of US\$25 for each day or part thereof during which the contravention continues”, and substituting therefor the words “not exceeding US\$5,000”;
- (ii) in subsection (4), by repealing the words “of US\$100 and an additional penalty fee of US\$25 for each day or part thereof during which the contravention continues”, and substituting therefor the words “not exceeding US\$5,000”.

### **Amendment of section 217**

**41.** Section 217 of the principal Act is amended —

- (i) in subsection (2) —
  - (A) by repealing paragraph (c), and substituting therefor the following paragraph —
    - “(c) the filings required under subsections (2A) and (3) have been made to the Registrar's satisfaction; and”;
  - (B) by repealing paragraph (d);
- (ii) by inserting after subsection (2), the following subsections —
  - “(2A) A company that continues as a foreign company shall file with the Registrar —
    - (a) a notice of the company's continuation outside Seychelles in the approved form;

- (b) a certified copy of the certificate of continuation or equivalent document issued in respect of the company by the appropriate authority of the foreign jurisdiction in which the company has been continued;
- (c) where applicable, the declaration under subsection (3) ; and
- (d) for the purposes of establishing compliance with subsection (2)(b), a written certificate or extract thereof certified by the company's registered agent addressed to the Registrar by a majority of the company's directors or a lawyer qualified and entitled to practice law in the jurisdiction outside Seychelles in which the company is to be continued, certifying that the laws of the foreign jurisdiction permit such continuation and that the company has complied with those laws.

(2B) If a company has commenced an application under this section to continue as a company outside Seychelles and confirmation thereof is required by a foreign registrar for the purposes of enabling the company to continue as a foreign company, the Registrar may issue a letter confirming that the company has commenced an application to continue as a company outside Seychelles, provided that such letter shall also state that the company's discontinuance in Seychelles will only be completed on filing with the Registrar the documents required under subsections (2) (2A) and (3), including a certified copy of the certificate of continuation or equivalent document issued in respect of the company by the foreign registrar.”;

(iii) by repealing subsection (4).

**Amendment of section 272**

**42.** Section 272 of the principal Act is amended —

(i) in subsection (1)(a), by repealing in subparagraph (iii) the word “or” appearing at the end, and by inserting after subparagraph (iii), the following subparagraph —

“(iv) has failed to comply with section 5(2); or”;

(ii) in subsection (3), by inserting after the words “unless the company”, the word “or any other person”.

**Amendment of section 275**

**43.** Section 275 of the principal Act is amended, by repealing the words “seven years, and substituting therefor the words “one years”.

**Amendment of section 276**

**44.** Section 276 of the principal Act is amended —

(i) in subsection (1), by repealing the words “Subject to subsections (1A), (2), (3) and (4), where a company is not dissolved but its name has been struck off the Register”, and substituting therefor the words “Subject to subsections (1A), (1B), (1C), (1D), (2) (3) and (4), where the name of a company has been struck off the Register”;

(ii) in subsection (1A), by repealing the words “section 272(1)(a)(ii) or (iii)”, and substituting therefor the words “section 272(1)(a)(ii), (iii) or (iv)”;

(iii) by inserting after subsection (1A), the following subsections —

“(1B) The Registrar shall not restore the name of a company if the Registrar is not satisfied that the company is in compliance with its obligations —

- (a) under this Act relating to accounting records, register of members and register of director; and
- (b) under the Beneficial Ownership Act, 2020 (*Act 4 of 2020*) relating to register of beneficial owners.

(1C) An application to restore the name of a struck off or dissolved company to the Register under subsection (10) may be made to the Registrar —

- (a) within one year of the date of the striking off notice published in the Gazette under section 272(4); or
- (b) within five years of the date of dissolution under Sub-Part II, III or IV of Part XVII.

(1D) In the case of a company whose name was struck off the Register —

- (a) for failing to have members due to all its shares becoming void under the former Act; or
- (b) for any other reason and all its shares becoming void under the former Act,

the Registrar shall only restore the name of the company if he is satisfied that the new member is similar to a member registered in the register of members as an owner of the shares at the date prior to the shares becoming void:

Provided that the Registrar shall not restore a company if he is satisfied that there is no member registered in the register of members as an owner of the shares at the date prior to the shares becoming void.”;

(iv) by inserting after subsection (6), the following subsection —

“(7) Where a company —

- (a) is not dissolved, but its name has been struck-off the Register under the former Act or this Act, on or before the commencement of the International Business Companies (Amendment) Act, 2021;
- (b) the name of the company has remained continuously struck-off for one year or more on the 31st December, 2021; and
- (c) the name of the company has not been restored to the Register on or before the 31st December, 2021,

the company shall, notwithstanding section 275, be deemed to have been dissolved on the 1st January, 2022.”.

### **Amendment of section 277**

**45.** Section 277 of the principal Act is amended —

(i) in subsection (2) —

- (A) in paragraph (a), by repealing the words “twelve years”, and substituting therefor the words “one year”;
- (B) in paragraph (b), by repealing the words “five years”, and substituting therefor the words “three years”;

(ii) in subsection (4), in the chapeau, by repealing the words “subsection (5)”, and substituting therefor the words “subsections (4A), (4B) and (5)”;

(iii) by inserting after subsection (4), the following subsection



“(4A) The Court shall not restore the name of a struck off or dissolved company if the Registrar is not satisfied that the company is in compliance of its obligations —

- (a) under this Act relating to accounting records, register of members and register of director; and
- (b) under the Beneficial Ownership Act, 2020 (*Act 4 of 2020*) relating to register of beneficial owners.

(4B) In the case of a company whose name was struck off the Register —

- (a) for failing to have members due to all its shares becoming void under the former Act; or
- (b) for any other reason and all its shares becoming void under the former Act,

the Court shall only restore the name of the company if it is satisfied that the new member is similar to a member registered in the register of members as an owner of the shares at the date prior to the shares becoming void:

Provided that the Court shall not restore a company if it is satisfied that there is no member registered in the register of members as an owner of the shares at the date prior to the shares becoming void.”.

### **Amendment of section 283**

**46.** Section 283(1)(a) of the principal Act is amended, by repealing subparagraph (ii), and substituting therefor the following subparagraphs —

- “(ii) an ordinary resolution that it be wound up voluntarily, if so permitted by its memorandum or articles; or

- (iii) a unanimous resolution of members that it be wound up voluntarily, if so required by its memorandum or articles; or”.

#### **Amendment of section 284**

**47.** Section 284 of the principal Act is amended —

- (i) in subsection (1), by repealing the words “an individual”, and substituting therefor the words “a person, who may be an individual or a body corporate”; and by repealing the words “the individual”, and substituting therefor the words “the person”;
- (ii) in subsection (2) —
- (A) in the chapeau, by repealing the word “individuals”, and substituting therefor the word “persons”;
- (B) in paragraph (a), by repealing the words “an individual” and substituting therefor the words “a person”;
- (C) by inserting after paragraph (d), the following paragraph —
- “(da) a body corporate which is insolvent or in the process of winding up or other dissolution;”;
- (D) in paragraph (e), by repealing the words “an individual”, and substituting therefor the words “a person”;
- (E) in paragraph (f), by repealing the words “an individual”, and substituting therefor the words “a person”;
- (F) in paragraph (g), by repealing the words “an individual”, and substituting therefor the words “a

person”; and by repealing the word “and” appearing at the end;

- (G) by repealing paragraph (h), and substituting therefor the following paragraphs —

“(h) an individual who is a spouse, child, parent or other close family member of a person specified in paragraph (e), (f) or (g); and

- (i) a body corporate —

(i) owned or controlled wholly or partly by a person specified in paragraph (e), (f), (g) or (h); or

(ii) that is a subsidiary or parent entity of a body corporate specified in paragraph (e), (f) or (g).”;

- (iii) by inserting after subsection (2), the following subsection —

“(3) A body corporate appointed as liquidator of a company under this section before the commencement of the International Business Companies (Amendment) Act, 2020 shall be deemed to have been appointed under this section as amended by the said Act.”.

### **Amendment of section 285**

**48.** Section 285 of the principal Act is amended, in the chapeau, by repealing the words “21 days”, and substituting therefor the words “40 days”.

### **Amendment of section 286**

**49.** Section 286 of the principal Act is amended —

- (i) in paragraph (a), by inserting after the word “published”, the words “in physical or electronic form”;

- (ii) in paragraph (b), by inserting after the word “published”, the words “in physical or electronic form”.

#### **Amendment of section 287**

**50.** Section 287(1)(b) of the principal Act is amended, by inserting after the words “the company”, the word “may”.

#### **Amendment of section 336**

**51.** Section 336(1)(a) of the principal Act is amended, by repealing the word “continued”, and substituting therefor the words “continued, or converted into a company”.

#### **Amendment of section 344**

**52.** The principal Act is amended, by renumbering section 344 as subsection (1) of that section and by inserting after subsection (1) so renumbered, the following subsections —

“(2) The President may appoint one or more Deputy Registrars and one or more Assistant Registrars on such terms and conditions as the President may consider appropriate.

(3) The Registrar may delegate to the Deputy Registrar or to such other officer, his powers, duties and functions, on such terms and conditions as he deems fit.”.

#### **Amendment of section 345**

**53.** Section 345 of the principal Act is amended, by repealing the word “continued”, and substituting therefor the words “continued, or converted into a company”.

#### **Amendment of section 351**

**54.** Section 351(2) of the principal Act is amended —

- (i) in paragraph (a), by repealing the words “that have not yet become effective”;

- (ii) in paragraph (b), by repealing the words “that have not yet become effective”.

### **Insertion of new sections 352A and 352B**

**55.** The principal Act is amended, by inserting after section 352, the following sections —

#### **Duplicate certificates**

**“352A.** If the Registrar is satisfied on receiving evidence that a company's certificate of incorporation, continuation, conversion, re-registration or dissolution has been lost, defaced or destroyed, the Registrar may issue a duplicate certificate, with an endorsement stating that the certificate is a duplicate of the original.

#### **Registered agent may request list of companies**

**352B.** A registered agent may, on payment of the fee specified in Part II of the Second Schedule, request the Registrar for a list of all companies on the Register of which it is a registered agent, containing the name, registration number and the due date of the annual fee for each company on the list and the Registrar may thereupon issue such list.”.

### **Amendment of section 354**

**56.** Section 354(3) of the principal Act is amended by repealing the words “US\$2,500”, and substituting therefor the words “US\$5,000”.

### **Amendment of section 377**

**57.** Section 377 of the principal Act is amended,

- (i) by inserting after subsection (1), the following subsections —

“(1A) Without prejudice to section 173, a notice given under subsection (1) may require the company to produce

all or any of its records as defined in section 173 or copies thereof kept at the company's registered office or in a jurisdiction outside Seychelles, including —

- (a) accounting records;
- (b) minutes and resolutions of members kept under section 125; and
- (c) minutes and resolutions of directors kept under section 156.”.

(1B) For the purposes of sub-section (1), where a document is not in the English or French language, the Registrar may request a translation of the records in the English or French language from the company or from the registered agent.”;

- (ii) in subsection (2), by inserting after the words “this section” the words “, or fails to comply with subsection (1A) or (1B),”.

### **Amendment of Second Schedule**

**58.** The Second Schedule of the principal Act is amended, in Part II —

- (i) in paragraph (e), by inserting at the end in column 2, relating to fee, the following —

“(No fee will apply under this paragraph for filing of a copy of register of directors of a company within 12 months prepared pursuant to section 150(1) as amended by the International Business Companies (Amendment) Act, 2020)”;

- (ii) in paragraph (g), by inserting at the end in column 2, relating to fee, the following note —

“Provided that the notice is filed within 12 months of a change of the registered agent's principal place of business.”;

- (iii) in paragraph (i), by inserting at the end in column 2, relating to fee, the following note —

“Provided that the notice is filed within 12 months of a change of change of name of registered agent.”;

- (iv) in paragraph (j), by repealing in column 2, relating to fee, the word “NIL”, and substituting therefor the words “US\$10”;

- (v) in paragraph (k), by repealing in column 2, relating to fee, the words “US\$25”, and substituting therefor the word “NIL”;

- (vi) in paragraph (p), in paragraph (p), by repealing the words “US\$100”, and substituting therefor the words “US\$130”;

- (vii) in paragraph (t), by repealing the words “US\$100”, and substituting therefor the words “US\$130”;

- (viii) by repealing paragraph (q), and substituting therefor the following paragraph —

<p>“(section 198)</p> <p>(q) For filing an application for conversion of a protected cell company into a non-cellular company</p>	<p>US\$200”;</p>
---	------------------

- (ix) in paragraph (ee), by repealing in column 1, relating to description, the words “Per page”; and by repealing in column 2, relating to fee, the words “US\$1”, and substituting therefor the words “US\$25”;

- (x) by renumbering paragraph “(pp)” as paragraph “(ll)” and inserting after the paragraph (ll) so renumbered the following paragraphs —

<p><i>“(section 162)</i></p> <p>(mm) For filing a certified copy or extract of the resolution of change of the location of the registered office of a company whose registered agent has ceased to be eligible to act as a registered agent under the Act, provided that such resolution is filed within 6 months from the date the registered agent ceased to be eligible to act as registered agent.</p>	<p>US\$5</p>
<p><i>(section 165(3))</i></p> <p>(nn) For filing a notice of appointment of registered agent of a company whose registered agent has ceased to be eligible to act as a registered agent under the Act, provided that such notice is filed within 6 months from the date the registered agent ceased to be eligible to act as registered agent.</p>	<p>US\$5</p>
<p><i>(section 352A)</i></p> <p>(oo) For a duplicate certificate of incorporation, continuation, conversion, re-registration or dissolution.</p>	<p>US\$200</p>



<p>(section 352B)</p> <p>(pp) For a list of companies on the Register with the same registered agent.</p>	<p>US\$500”.</p>
---	------------------

### Amendment of Sixth Schedule

59. The Sixth Schedule of the principal Act is amended —

- (i) by repealing in the first sentence the words “shall be in such form as the Registrar directs or approves and”;
- (ii) in paragraph 2, by repealing the words “in accordance with the requirements of the Act (together referred to as “minutes and resolutions””, which minutes and resolutions are kept”.

### Commencement of certain provisions of this Act

60.(1) Section 4, (amending section 12), shall be deemed to have come into operation on the date of the commencement of the International Business Companies Act, 2016 (*Act 15 of 2016*).

(2) Sections 43 (*amending section 275*), 44 (*amending section 276*) except paragraph (iii), and 45(i) (*amending section 277*) shall come into operation on 01 January, 2022.

(3) A company incorporated, continued or converted as a company under the International Business Companies Act, 2016 (*Act 15 of 2016*), before the commencement of this Act, shall comply with the provisions of section 175 of the International Business Companies Act, 2016, as amended by this Act, within 6 months from such commencement