

No. 15 of 1999

I assent,

(SIR COLVILLE N. YOUNG)
Governor-General

3rd May, 1999.

AN ACT to amend the International Business Companies Act, Chapter 214A of the Laws of Belize, Revised Edition 1980-90, to facilitate the incorporation of limited life companies; and to provide matters connected therewith or incidental thereto.

(Gazetted 15th May, 1999.)

BE IT ENACTED, by and with the advice and consent of the House of Representatives and the Senate of Belize and by the authority of the same, as follows:-

1. This Act may be cited as the

Short title.

**INTERNATIONAL BUSINESS COMPANIES
(AMENDMENT) ACT, 1999.**

and shall be read and construed as one with the International Business Companies Act which, as amended, is hereinafter referred to as the principal Act.

**CAP. 214A
3/1992
14/1995.**

2. The principal Act is hereby amended by the addition of a new Part XIV immediately after Part XIII as follows:-

**Addition of
new Part XIV.**

“PART XIV

LIMITED LIFE COMPANIES

134. In this Part, unless the context otherwise requires, “transfer” means, with respect to any shares, the transfer, sale, assignment, mortgage, pledge, lien, charge, or encumbrance over, or grant of any option, interest or other rights in, or other disposition of any such shares, or any part thereof or interest therein, whether by agreement, operation of the law or otherwise.

**Interpretation
of words used
in this Part.**

135. (1) An application may be made at any time to the Registrar to register an International Business Company as a limited life company.

**Application
for
registration
as a Limited
Life Company.**

(2) An application under subsection (1) of this section shall in addition to any other fee that may be payable, be accompanied by a fee of \$100.00.

136. (1) The Registrar shall register an International Business Company which applies pursuant to this Part to be registered as a limited life company if:- **Registration procedure.**

- (a) the company includes in its memorandum of association a provision which limits the life of the company to any period up to a maximum of fifty years from the date of its first registration as a limited life company; and
- (b) the company's name includes at its end the expression "Limited Life Company" or the abbreviation "L.L.C.", or
- (c) the company was already registered as a company prior to the application for such registration and the company has supplied the Registrar with :-

(i) a certified copy of a special resolution of the company duly altering its memorandum of association to limit the life of the company to any period up to a maximum of fifty years from the date of such first registration as a limited life company; and

(ii) a certified copy of a special resolution of the company altering its memorandum of association pursuant to subsection (3) of section 11 above, so as to change its name including the expression "Limited Life Company" or the abbreviations "L.L.C." at the end thereof.

(2) On registering an International Business Company as a limited life company under this Part, the Registrar shall:-

- (a) in the case of an International Business Company referred to in subsection (1)(a) and (b) above, certify on its certificate of incorporation issued pursuant to section 15 above, or on the certificate of registration by way of continuation issued pursuant to paragraph (d) of subsection (1) of section 84 above or under paragraph (b) of subsection (3) of section 85 above that the company is registered as a limited life company; and
- (b) in the case of an International Business Company referred to in paragraph (c) of subsection (1) above, certify under his hand and seal of office that the company is registered as a limited life company; stating therein the date of such registration and the duration of the life of the company.

(3) A special resolution passed for the purposes of subsection (1)(c)(ii) above shall have no effect until and unless the company is registered as a limited life company.

137. A limited life company may by special resolution alter its memorandum of association to extend the duration of the company to such period or periods not exceeding in the aggregate fifty years from the date of the first registration of such company as a limited life company.

Maximum duration.

138. The articles of association of a limited life company may:

Contents of the Articles of Association.

- (a) prohibit the transfer of any share or other interest of a member of the company absolutely, or may provide that the transfer of any share or other interest of a member requires either the unanimous resolution of all the members or a resolution passed by such proportion of the member as the articles of association may specify;
- (b) provide that a person ceases to be a member of the company upon the happening of any one or more of the events specified in the articles of association and may further provide that the rights of such former members shall be limited to an entitlement to receive such value for their shares in the company, as may be determined by the articles of association;
- (c) provide that the affairs of the company be managed by its members in their capacity as such, or by some person designated as manager with such rights, powers and duties as may be specified in the articles of association; and in such case the company shall be exempted from the requirement to have a Board of Directors under Section 42 of this Act;
- (d) designate a person to be the liquidator of the company in the event of the company being in dissolution pursuant to section 139 and failing such designation, for the director or manager to become the liquidator; and
- (e) provide for the authorized share capital of the company to be divided into various classes of shares carrying either limited or unlimited liability.

139. (1) Subject to this section, a limited life company shall be considered to have commenced voluntary winding up and dissolution:

Winding up.

- (a) when the period fixed for the duration of the company expires; or
- (b) before the expiration of the period fixed for its life, if the members thereof pass a resolution placing the company in dissolution; or

(c) subject to any contrary provisions in the articles of association, upon the happening of any one or more of the following events:

(i) the bankruptcy, death, insanity, retirement, resignation, withdrawal, expulsion, termination, cessation, or dissolution of a member; or

(ii) the transfer of any share or other interest in the company in contravention of the articles of association; or

(iii) the redemption, repurchase or cancellation of all the shares of a member of the company; or

(iv) the occurrence of any event (whether or not relating to the company or a member) upon which it is provided in the articles of association that the company is to be dissolved.

(2) Notice of the commencement of winding up and dissolution shall be published in the Gazette by the Company.

(3) The provisions of sections 89 to 103 above, inclusive, shall apply to the winding up of a limited life company to the extent that they are not excluded or modified by subsections (4), (5), and (6) of this section.

(4) Section 94(1)**(f)** above shall not apply to a limited life company if a person has been designated as liquidator in the articles of association of the limited life company, and the reference to "liquidator" or "liquidators" in section 91 to 103 above shall be construed as a reference to the liquidator or liquidators, as the case may be, as designated in the articles of association of the limited life company.

(5) Any reference to the passing of a resolution for the winding up of a company in section 89 to 103 above, inclusive, shall be deemed to include, where appropriate, a reference to the happening of an event causing a limited life company to be in dissolution.

(6) Where a limited company is in dissolution by virtue of subsection (1)**(c)** above, the winding up of such limited life company may be discontinued by the unanimous resolution of all the members of the company passed within thirty days of the events specified in that subsection, resolving to discontinue the winding up and to continue the existence of the limited life company as if the winding up and dissolution had never occurred.

140. A company shall cease to be a limited life company if:-

(a) the Registrar issues a certificate of change of name in accordance with subsection (5) of section 11 above, which records a change of name of the company and which does not include

**Cancellation
of
Registration.**

at its end the expression "Limited Life Company" or the abbreviation "L.L.C."; or

- (b) the company passes a resolution to alter its memorandum of association to provide for a period of life for the company which exceeds or is capable of exceeding fifty years from the date of its first incorporation as a limited life company;

and the limited life company pays a de-registration fee of one hundred dollars.

(2) Upon a company ceasing to be a limited life company, the Registrar shall, where such cessation is by virtue of subsection (1) (a) or (b) above, cancel its certificate of incorporation and issue to the company a new certificate of incorporation altered to meet the circumstances of the case.

(3) The certificate of incorporation cancelled by virtue of subsection (2) above shall cease to have effect from the date of such cancellation.

(4) A resolution passed for the purpose of subsection (1)(b) above shall have no effect until a certificate of incorporation is issued by the Registrar pursuant to subsection (2) above.

141. This Part of the Act (Part XIV) shall come into force on such day as the **Commencement**.