

**PRACTICE DIRECTION****COMPANIES (AMENDMENT) ACT, 2016-1**

The aim of this Practice Direction is to provide guidance with respect to the establishment of incorporated cell and segregated cell companies at the Corporate Registry, consequent upon the commencement of the Companies (Amendment) Act 2016-1 on the 18<sup>th</sup> day of February, 2016.

The legislation amends the principal Act and makes provision for the establishment of incorporated cell companies (ICC) at Division G and segregated cell companies (SCC) at Division G.1.

A company will be recognised as an incorporated cell company or segregated cell company if its articles and by-laws expressly provide that it is an incorporated cell company or a segregated cell company. An ICC or SCC may be established in the following circumstances:

1. Registration of a new domestic company
2. Conversion of an existing company by amendment of its articles
3. Registration of an external company; and
4. Continuance of an external company

In order to incorporate an incorporated cell company or segregated cell company an incorporator must comply with the Companies Act, Cap. 308 and the Companies Regulations, 1984 as amended. With respect to the incorporation of an ICC or SCC the process commences with the filing of Form 33 - Request for Name Search and Name Reservation.

**Form 33 - Request for Name Search and Name Reservation**

- The proposed name of an incorporated cell company or segregated cell company must include the words "Incorporated Cell Company" or the letters "ICC" or likewise "Segregated Cell Company" or the letters "SCC" in the proposed name.
- Paragraph 3 - It must be stated that the proposed company is for the carrying on of financial services which must be specified, for example insurance/reinsurance, banking/investment banking and mutual funds administration in accordance with

a plan whereby the assets and business operations are divided into incorporated cells in the manner provided in accordance with Division G or G.1 of the Act.

- Paragraph 6 - It should be stated that the proposed name is for the incorporation of an incorporated cell company or likewise a segregated cell company.

### **Form 1- The Articles of Incorporation**

- The Company's name must include the words "Incorporated Cell Company" or the letters "ICC" or alternatively, the words "Segregated Cell Company" or the letters "SCC".
- Paragraph 5 - As for any restrictions on business which the company may carry on, the company's business should be restricted to insurance/reinsurance, banking/investment banking and mutual funds administration, in accordance with a plan whereby the assets and business operations are divided into incorporated cells in the manner provided in accordance with Division G or G.1 of the Act.
- Paragraph 6 - There should be a clear statement that any invitation to the public to subscribe to shares in the company is prohibited.

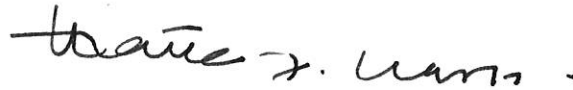
The relevant filing fees are in accordance with the Companies Regulations, 1984 as amended.

In addition, pursuant to the amended legislation, the following Divisions of the Companies Act are applicable to Incorporated Cell Companies and Segregated Cell Companies:

- Divisions A, B, D, E, F, G, H, I, J, K, and L of Part 1;
- Division D of Part III;
- Part V

**This Practice Direction takes effect on Wednesday 18<sup>th</sup> May, 2016**

Issued this 13th day of May, 2016

A handwritten signature in black ink, appearing to read "Heather A. Clarke".

**Heather A. Clarke**  
Registrar of Companies  
Corporate Affairs and Intellectual Property Office

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