

*Legal Supplement Part C to the “Trinidad and Tobago Gazette”, Vol. 62,
No. 185, 21st December, 2023*

No. 4 of 2023

Fourth Session Twelfth Parliament Republic of
Trinidad and Tobago

SENATE

BILL

AN ACT to amend the Registrar General’s Act,
Chap. 19:03, the Companies Act, Chap. 81:01, the
Registration of Business Names Act, Chap. 82:85,
and the Non-Profit Organisations Act, No. 7 of 2019

THE MISCELLANEOUS PROVISIONS (REGISTRAR GENERAL,
COMPANIES, REGISTRATION OF BUSINESS NAMES
AND NON-PROFIT ORGANISATIONS) ACT, 2023

Explanatory Note

(These notes form no part of the Bill but are intended only to indicate its general purport)

This Bill seeks to make amendments to several pieces of legislation to allow for an electronic system established by the Registrar General to be used. The Bill contains six clauses.

Clause 1 of the Bill contains the short title of the Act for which this is the Bill.

Clause 2 of the Bill would provide for the coming into effect of the Act by Proclamation of the President.

Clause 3 of the Bill would provide for amendments to the Registrar General Act, as follows:

- (a) by inserting after section 1, a new section 1A that will form the interpretation section of the Act and introduce a number of new definitions;
- (b) in section 2—
 - (i) in subsection (1) by inserting after words “Deputy Registrars General” the words, “one or more Senior Assistant Registrars General”.
 - (ii) by inserting after subsection (2), a new subsection (2A) that would add the post of Senior Assistant Registrar General and stipulate that the Registrar General is responsible for management of Office of the Registrar General and can do anything to facilitate or that is incidental to the discharge of the functions and authorize the use of an official electronic seal by the Registrar.
- (c) in section 3—
 - (i) in subsection (1), by firstly, inserting after the word “General” where it occurs second, the words “or a Senior Assistant Registrar General” and secondly, by

deleting the words “Registrar General’s Department” and substituting the words “the Office of the Registrar General”;

- (ii) in subsection (2), by inserting after the word “General” where it occurs second, the words “and every Senior Assistant Registrar General”; and
- (d) in section 4(5), to provide that the records, documents and indexes required to be kept and maintained by the Registrar General may be kept in any form, as approved by the Registrar General, inclusive of an electronic system.
- (e) by deleting section 5 providing a new section that would provide that the Public shall have access to all Public Records and may search, inspect and take notes or extracts from the Public records for a fee to be prescribed. This amendment would provide that all persons shall have access to and be permitted to search all public documents.
- (f) by inserting after section 5, a new sections 5A to 5L.

Proposed section 5A will provide for the use of an electronic system to carry out any of the functions identified under the section 53 of Electronic Transactions Act in relation to all the pieces of legislation under which the Registrar General has or will have a role. Under the section the Registrar General is empowered to identify the electronic system to be utilized for the purpose and charge a service fee for use of the electronic system. The section would also provide that where the Registrar General is required to issue a Certificate, receive, file or register a document, provide a copy of or extract from any document required to be received, filed or registered or carry out any other function, it may be provided, received, provided or carried out in electronic form.

The section would also empower the Registrar General to impose such conditions for the effective administration of the electronic system on registered users in relation to the user account and user account unique identifier. It will require Public Records and private records kept and maintained by the Registrar General may be in any form approved by the Registrar General, inclusive of an electronic system. Finally, it will provide that all information or data messages received in all documents required to be submitted or delivered to or received, filed or registered by the Registrar General may be retained by the Registrar General.

Proposed section 5B will seek to provide that the Registrar General is empowered to require that documents to be submitted, delivered or received, may be done using an electronic system identified, established or maintained by the Registrar General for that purpose and the word “Registered” to be endorsed on the form may be provided in electronic form.

In proposed section 5C, provision is made for the evidentiary use of documents that are electronically generated. The electronically generated form of any certificate or document will be conclusive proof, in the case of a certificate, of the matters stated therein, in the case of a document filed or registered by the Registrar General, of the filing or registration of that document and in all proceedings, received or admissible in evidence. Further where a certificate or document has been electronically generated, the certificate, document or certified copy with a handwritten signature is not required for any certificate or document issued by the Registrar General or any document filed or registered by the Registrar General, pursuant to any written law, which is duly certified to be a true copy or extract by the signature of the Registrar General mechanically produced.

In proposed section 5D, the new section 5D would provide that—

- (a) access to the electronic system must be via a user account unique identifier, setting out the requirements for obtaining an account, authorizing that the application may be refused if documentation submitted is false and creating an offence for making untrue statements or omitting material statement unless unknown to the applicant;
- (b) in the case of a change of information the change shall be made within 14 days directly to the electronic system;
- (c) persons to be added to a record must consent to being added;
- (d) the responsibility for ensuring that information submitted is correct lies with the applicant; and
- (e) the Registrar may waive any of the requirements.

The proposed 5E would provide that a transmission via the electronic system shall be taken as evidence that it was made by the registered user of the account that was used for the transmission and the Registrar is not required to conduct investigations into any matter regarding a transmission.

The proposed section 5F would provide that the Registrar may suspend or cancel an account.

Proposed section 5G will provide for the circumstances where there is unauthorised use of the electronic system and create an offence for such unauthorised use. The unauthorised uses include falsifying, deleting, damaging, altering or impairing any record, data message or information stored in the electronic system. It will also include being a registered user of the electronic system or an employee or agent of a user, who fails to comply with any condition imposed by the Registrar General with respect to the use or security of the user account unique identifier issued to the user; not being registered as a user of the electronic system or an employee or agent of a user, uses a user account unique identifier without the authority of the user; being registered as a user of the electronic system, uses the user account unique identifier of any other user; and being registered as a user of the electronic system, intentionally makes any unauthorised copies of any record or information stored in the information system or other medium on which information obtained from the electronic system is stored. The penalty for these breaches is on summary conviction to a penalty of one hundred and twenty-five thousand dollars

The proposed section 5H deals with unauthorised modification of the electronic system. Under this proposed section a person who knowingly and without authority causes an unauthorised modification of any programme or data held in the electronic system commits an offence and is liable on conviction on indictment to a fine of ten thousand dollars and to imprisonment for three years. If, however, there is damage to the electronic system caused as a result of an offence committed under subsection (1), the person convicted of the offence shall be liable to an additional penalty of ten thousand dollars and to imprisonment for three years. The proposed section goes out to set the parameters of the offence.

The proposed section 5I would provide for circumstances where there is an unauthorised obstruction of the electronic system. It provides that if a person with knowledge and without authority, interferes with, interrupts, or obstructs the lawful use of the electronic system or impedes, prevents access to, or impairs the usefulness of any programme or data on the electronic system, he commits an offence and is liable on conviction on indictment to a fine of ten thousand dollars and to imprisonment for ten years. If, however, there is damage to the electronic system as a result of an offence committed under subsection (1), the person convicted of the offence shall be liable to an additional fine of five thousand dollars and imprisonment for fifteen years.

Proposed section 5J would provide for circumstances where the electronic system ceases to function through the actions of a person who knowingly and without authority causes the system to stop functioning.

The proposed section 5K would provide those persons employed in administration of the Act must deal with the entries and data messages as secret and confidential and anyone who discloses information commits an offence.

The proposed section 5L would provide those persons employed in the Office of the Registrar General, shall regard and deal with all documents and other information as secret and confidential and shall not disclose such documents and anyone who discloses information commits an offence.

- (g) in section 6 by introducing new subsections to provide that certified copies may be issued in any form.
- (h) in section 7 by introducing a new subsection to allow the Minister to amend the Schedules by Order.
- (i) in section 9 by providing that the Registrar General may by Rules alter the length of period for the transaction of business conducted through an electronic system established for such purpose.
- (j) to insert a new section 9A which would provide immunity from suit for the Office of the Registrar General, the Registrar General or a staff member or a person who is authorised to perform or exercise a function or power of or on behalf of the Registrar General for or in relation to an act done or omitted to be done in good faith in performance or purported performance of any function, or in exercise or proposed exercise of any power conferred or expressed to be conferred by or under the Act.
- (k) to amend section 10 to provide that Rules may provide for the establishment and maintenance of the electronic system.
- (l) to insert a new section 11 to empower the Minister to make Regulations generally for the administration of this Act and for any other matter required to be prescribed or for which Regulations are required, including regulations for the operations

of the electronic system, including the issuance of user account unique identifier or other credentials. Regulations may create offences and prescribe penalties for offences. The Regulations would be subject to negative resolution of Parliament.

- (m) The Schedule is deleted and a new Schedule substituted this would provide for amending the fees set out within the schedule.

Clause 4 of the Bill would provide for amendments to the Companies Act—

- (a) in section 4 to amend the interpretation section to provide definitions for “authorised corporate service provider” and to amend the definition of “beneficial interest”.
- (b) in section 8, by inserting after subsection (2), a new subsection to provide that the articles of incorporation may be signed and delivered by the incorporator or an authorised corporate service provider.
- (c) in section 33 in subsection (1) to allow membership interest to be issued in addition to shares as are already provided for. The amendment would also amend subsection (1A) to delete paragraphs (a) and (b) and replace with new paragraphs to provide that notwithstanding the fact that shares and membership interest may be issued at such times, to such persons and for such consideration as the directors may determine, a company shall within fourteen days of its incorporation issue shares or membership interests in respect of the company for such consideration or in such amount, as the case may be, as the directors shall determine; or all companies which are incorporated before the commencement of this subsection and have not, on or before the commencement of this subsection, issued shares or membership interests in respect of the company, shall within six months of the commencement of this subsection or such other period as the Minister may, by Order, prescribe, issue shares or membership interests in respect of the company for such consideration or in such amount, as the case may be, as the directors shall determine.

The section would delete subsection (1B), replace it with three new subsections. New subsection (1B) would require a Company when issuing or transferring shares or membership interests to obtain the beneficial ownership information of those shares or membership interests and within forty-five days of such issuance or transfer, deliver to the Registrar, a return in the prescribed form. New subsection (1C) would require that a company when purchasing or redeeming its shares or membership interests, it shall within forty-five days, from the date of the purchase or redemption of the shares or membership interest, deliver to the Registrar a return in the prescribed form in accordance with section 337C. In new subsection (1D) the company who fails to comply with (subsections 1B) and (1C) and every director and officer who is in default, commits an offence and is liable on summary conviction to a fine of ten thousand dollars and to imprisonment for three years and for every day in which the offence continues, a further fine of three hundred dollars.

- (e) in section 71(1), would be amended which would require the document to be certified by the incorporator or an authorized corporate service provider”;
- (f) in section 79(1), would insert after the word “change” where it occurs second, which would require the document to be certified by the incorporator or an authorized corporate service provider”;
- (g) in section 176 in subsection (1), would which would require the document to be certified by the incorporator or an authorized corporate service provider;
- (h) in section 177(2), would delete paragraph (a) and substituting a new paragraph to require the company to keep a register of members showing the name, nationality or jurisdiction of incorporation or formation, occupation or status, the latest known address or registered office, telephone, email and other contact details of each person who is a member.

- (i) in section 178, would insert after subsection (4), a new subsection that would provide that returns are required to be certified by a director or officer of the company or, an authorized corporate service provider” to recognise the role of the authorized service provider.
- (j) in section 194(2), would require documents to be certified by the director or officer of the company;
- (k) in section 217(1), would require documents to be certified by the director or officer of the company.
- (l) in section 219(2), would require documents to be certified by the director or officer of the company.
- (m) in section 225(1) require documents to be certified by the director or officer of the company.
- (n) in section 318, in subsection (2) require documents to be certified by the director or officer of the company.
- (o) in section 329(1), by inserting after the word “effect”, the words which would require the document to be certified by a director or officer of the company or an authorised corporate service provider.
- (p) section 332, in subsection (1) would require the company to notify the Registrar of such and file with the Registrar duly certified copies of the instruments by which the change has been made certified in the same manner as provided for in section 318(2)(a) the following other changes will be made:
 - (i) a new subsection (3) is introduced which would require that within 30 days of a change being made to the directors of an external company, to the registered or head office of the external company outside of Trinidad and Tobago, to the principal office of the external company outside of Trinidad and Tobago the external company is required to deliver to the Registrar a notice in the prescribed form which shall be certified by a director or officer of the company or an authorised corporate service provider, setting out the change and accompanied by the prescribed fee, and the Registrar shall file the notice:

- (ii) would insert after subsection (5), 3 new subsections. The first new subsection, subsection (6) would provide that where an external company issues, purchases, redeems or registers a transfer of shares or membership interest, it is required within thirty days to deliver a return which is required to be certified by a director or officer of the external company or an authorised corporate service provider to the Registrar, notifying the Registrar of the issuance, purchase, redemption or transfer. Proposed subsection (7) would provide that it is an offence for a company to fail to comply with subsection (1). New subsection (8) would provide that subsection (6) would not apply to companies publicly traded on the stock exchange;
- (q) in section 333 in subsection (2), would insert after the word “external company” the words “or an authorised corporate service provider” which would require the document to be certified by a director or officer of the company or an authorised corporate service provider
- (r) would renumber section 337 as 337(1) and insert after section 337(1) as renumbered, a new subsection which would require the director or officer of the company or an authorised corporate service provider, to certify the contents of a return made under section 337C;
- (s) in section 337A(2)(c), would be amended in the definition of “beneficial owner” to apply the definition to both companies registered under the Companies Act but also to external companies. The definition of “beneficial owner” would also include the natural person who ultimately owns or controls ten per cent or more of the shares or membership interest of the company through direct ownership; indirect ownership or control through other means other than in the case of a company listed on a regulated market that is subject to disclosure requirements which ensure adequate transparency of ownership information.

- (t) section 337B would delete subsections (1) and (2) and replace with seven new subsections. Proposed subsection (1) would require a company to ascertain and obtain information as to all the beneficial owners of the company, whether before the commencement of the Companies (Amendment) Act, 2019 or after the commencement of the Companies (Amendment) Act, 2019;

New subsection (2) would require a company to issue a notice to all shareholders or to members whose liability is limited by guarantee or both shares and guarantee and sets out the time frames for the issue of the notice;

New subsection (2B) would require a company to maintain and keep updated a register of all the beneficial owners. The Register would contain the name, nationality or the latest known address or, telephone, email and other contact details and the date on which any person ceased to be beneficial owner.

New subsection (2C) prohibits a company from removing beneficial ownership information from its register, for a period of five years after a person ceases to be a beneficial owner or the dissolution of the company.

New subsection (2D) would require a company to take reasonable steps to annually verify information on the register of the beneficial owners of the company.

New subsection (2D) would provide that if a company does not register the beneficial owners, the company, every director and officer of the company commits an offence and is liable on summary conviction to a fine of ten thousand dollars and to imprisonment for three years and for every day in which the offence continues a further fine of three hundred dollars.

Subsection (4) is also being deleted and a new subsection (6) is being inserted to provide that references to the words “a company” would include “an external company.”;

- (u) section 337C would be repealed and a new section would be inserted to provide that if prior to the commencement of this proposed section the name

of a person is entered in the register of members of a company as the holder of ten per cent or more of the shares or membership interest in that company and that person is the beneficial owner of such shares or membership interest, the person is exempt from submitting a statement in the prescribed form to the company, the person will be deemed to be a beneficial owner and recorded on the register of beneficial owners maintained by the company and the company is required, within thirty days of the name of the beneficial owner being recorded on its register, deliver to the Registrar, a return in the prescribed form.

New subsection (2) would require a person, where the name of a person is entered in the register of members of a company as the holder of ten percent or more of the shares or membership in that company, but the person, is not the beneficial owner of such shares or membership interests within fourteen days of the issue of a notice under section 337B, to submit a statement in the prescribed form to the company.

Proposed subsection (3) would provide for where a notice under 337B is not received and require the shareholder and beneficial owner to submit a statement in the prescribed form to the company to that effect.

Proposed subsection (4) would provide for situations where the beneficial owner of ten percent or more of shares or membership interest in a company does not have his name entered in the register of members. In those circumstances the person is required within 14 days of acquiring the beneficial interest or alternatively, the issue of a notice, submit a statement in the prescribed form to the company.

Proposed subsection (5) would provide for where there are changes to the beneficial ownership of the shares or membership of a company or the particulars of the beneficial owner or shareholder, the person under proposed (2) and the beneficial owner under proposed subsection (4) is required to, within a period of fourteen days from the date of the change, submit a statement in the prescribed form to the company.

In proposed subsection (6) where a person fails, without reasonable cause, to submit a statement, he commits an offence and is liable on summary conviction to a fine of ten thousand dollars and to imprisonment for three years and for every day in which the offence continues, a further fine of three hundred dollars.

In proposed subsection (7) where a statement is made to a company, the company is required to update the register established by it for such purpose and, within thirty days from the receipt of the statement, deliver to the Registrar a return in the prescribed form and accompanied by the prescribed fee.

In proposed subsection (8) provision is made for where a company which is required to file a return under subsection (6) within the specified period fails to do so, the company and any director and officer of the company who knowingly and recklessly fails to file the return commits an offence and is liable on summary conviction to a fine of ten thousand dollars and to imprisonment for three years and for every day in which the offence continues, a further fine of three hundred dollars.

Proposed subsection (9) provides that no right or interest in relation to any share in respect of which a statement is required to be made under this section but not made by the beneficial owner shall be enforceable by him or by any person claiming through him.

Proposed subsection (10) would provide that nothing in this section will prejudice the right of a shareholder to receive dividends declared by the company.

Proposed subsection (11) requires a return under this section to contain the prescribed information which shall be current information up to the date of delivery of the return.

Proposed subsection (12) provides that for the purposes of this section, references to “a company” shall include “an external company.”.

- (v) section 337D is repealed and 2 new sections are inserted. New section 337D would require the Registrar to keep a register of beneficial owners and on receipt of a return under section 337C to update the register of beneficial owners and new section 337DA would require the Registrar to monitor the filings by companies of beneficial ownership information.
- (w) section 337E is amended to do an editorial change.
- (x) in section 342(2) would now require certain documents to be certified by a director or officer of the company or an authorised corporate service provider.
- (y) in section 461 would delete subsections (1), (2) and (3) replace them with one new subsection to provide that where the Registrar has reasonable cause to believe that a company is not carrying on business or in operation, he may send to the company, by post or email, a letter to *inter alia* inquire whether the company is carrying on business or in operation.
- (z) in section 473 in subsection (1) by deleting the words “, during normal business hours,”. By deleting subsection (3).
- (aa) in section 474 in subsection, in recognising the new electronic environment, the words “or by prepaid post or cable” is being deleted and replaced with the words “, by prepaid post or cable or by electronic means of transmission”.
- (ab) in section 475 in subsection, in recognising the new electronic environment, by inserting after the word “mail” the words “or when it—
 - (a) enters the information system designated or used by the shareholder or director for the purpose of receiving information in electronic form or data messages of the type sent; or
 - (b) upon the shareholder or director becoming aware of the information in electronic form or data message in the shareholder’s or director’s information system, if the addressee has not designated or does not use an information system for the purpose of receiving information in electronic form or data messages of the type sent.

- (ac) in section 481 by deleting paragraphs (a) and (b) and replacing it with new paragraphs (a) and (b) which will require the articles to be signed by a director or an officer of the company, or an authorised corporate service provider and, in the case of articles of incorporation, the incorporator or an authorised corporate service provider and upon receiving articles that conform to law, and any other required document and the prescribed fees, the Registrar shall endorse on the articles the word “registered” and the date of the registration, issue the appropriate certificate and provide the company or its representative with the certificate. Subsection (3) is also being deleted.
- (ad) in section 482 the amendment would provide now that the Registrar may not only alter a notice or document, other than an affidavit or statutory statement, if so authorised by the person who sent him the notice or document, but now also by the representative of that person.
- (ae) in section 484(3) by deleting the word “authorised person” and substituting the words “authorised corporate service provider”.
- (af) by deleting section 488 and replace with a new section that will provide for documents to be submitted to the Registrar not only in typed on printed form but also in electronic form via an electronic system identified, established or maintained by the Registrar General for that purpose.
- (ag) in section 489 in subsection (1) by inserting after the word “company”, wherever it occurs the words “or other body corporate”. Subsection (5) is to be deleted and substituting new subsections (5) to (9) which would provide the procedure where a company or other body corporate is struck off the Registrar.
- (ah) a new section 490 is inserted to allow signatures on certificates to be printed or be put on the certificate electronically.
- (ai) section 507(1) to insert a new paragraph (g) that would empower the Minister to make rules with respect to signatories permitted by this Act in respect of notices, returns and documents filed with the Registrar.

Clause 5 of the Bill would provide for amendments to the Registration of Business Names Act as follows:

- (a) in section 2 in—
- (i) in subsection (1), by inserting a new definition of “authorised corporate service provider” and in the definition of “foreign firm” by deleting the word “Commonwealth” and substituting the words “outside of Trinidad and Tobago”; and
 - (ii) in subsection (2) by deleting all the words after the words “eighteen years”;

The amendment to section 2 would provide for inserting the definition of the term “authorised corporate service provider” as a person authorized to act on behalf of and bind a business owner.

- (b) section 3 is amended to delete subsections (2) and (3) to now place all the requirements for a business name elsewhere in the Act.
- (c) a new section 3A is inserted to introduce the electronic system of the Office of the Registrar. Subsection (1) would empower the Registrar General to determine what documents which were submitted or delivered to, received by, filed with or registered by the Registrar General may be so submitted, delivered or received, filed or registered *via* electronic system established by the Registrar General. It also provides that where a document is submitted, delivered to or received, filed or registered by the Registrar General *via* an electronic system identified, established or maintained by the Registrar General for that purpose, that document, endorsed as required, with the word “Registered”, may be provided in electronic form, to the firm or person registering.
- (d) in section 5 (1) by deleting the words “in writing” and in paragraph (d) by inserting after the words “name,” the words “jurisdiction of incorporation or formation, status”;
- (e) in section 6 by inserting the words “or an authorised corporate service provider” in three instances to allow an authorised corporate service provider may sign the form for the purpose of registration.

- (f) in section 8 by deleting the words “in writing”;
- (g) in section 13, by inserting 2 new subsections which would provide that the signature on the certificate under subsection (1) may be printed, electronically affixed or otherwise mechanically reproduced and that the certificate under subsection (1) may be sent by post, delivered in electronic form or delivered to the firm or person registering.”.
- (h) in section 15(3) to insert after the word “post” the words “or by electronic means” to provide for service by electronic system.
- (i) in section 18(1) to delete the monetary fees. In subsection (2) to provide for service by electronic system and to delete the qualification of proceedings by deleting “legal proceedings civil or criminal”.
- (j) in section 20 by deleting subsection (1) and providing a new subsection that every individual and firm required by this Act to be registered, is required, in all circumstances in which the business name appears and which are issued or sent by the individual or firm to any person, have mentioned in legible characters in the case of an individual, his present given name or the initials thereof, and present surname, any former given name or surname and a firm, the present given names or the initials thereof and present surnames, any former given names and surnames, and, in the case of a corporation being a partner, the corporate name.
- (k) in the Business Names Rules, in rule 9(d) by increasing the fee for inspecting under the provisions of section 18 of the Act the documents filed by the Registrar from \$20.00 to \$100.00. in rule 9(e) by increasing the fee for certificate of registration from \$20.00 to \$100.00 and for a certified copy of an extract from \$20.00 to \$100.00; in rule 9(g) by inserting after the word “name” the words “and reservation of a name”; in rule 9(h) for for a certificate of registration issued under section 13 from \$20.00 to \$40.00; in rule 9(j) for a certificate issued in respect of a change of ownership from \$20.00 to \$40.00; by inserting after the word “;” the word “and”; in rule 9(k) by

deleting the word “;” and substituting the word “.”; and by deleting the closing words “and such fees as are payable under paragraphs (a), (b) and (c) shall cover the issue of one certificate of the registration of the statement.”.

Clause 6 of the Bill would provide for the amendment to the Non-Profit Organisations Act, 2019 as follows-

- (a) in section 3 in the definition of “controller”, by inserting after the word “means a”, the word “natural”; and by inserting a number of new definitions.
- (b) a new section is inserted after section 3 to introduce the electronic system of the Registrar General’s Department. Subsection (1) would empower the Registrar General to determine what documents which were submitted or delivered to, received by, filed with or registered by the Registrar General may be so submitted, delivered or received, filed or registered via electronic system established by the Registrar General. It also provides that where a document is submitted, delivered to or received, filed or registered by the Registrar General via an electronic system identified, established or maintained by the Registrar General for that purpose, that document, endorsed as required, with the word “Registered”, may be provided in electronic form, to the firm or person registering.
- (c) in section 5 (i) in subsection (4)(a) to introduce three more requirements for an application for registration (the name and address of branches, parent bodies and affiliates be provided in the application for registration and the status of the non-profit organisation (NPO)) by inserting after subsection (5), a new subsection which requires a non-profit company which is deemed to be registered as a non-profit organisation under this Act to submit to the Registrar General the documents and fee referred to at subsection (2)(a), (c), (e) and (f):
- (d) The proposed amendment to section 6(1)(b) would provide for authorising certificates to be issued with the Registrar’s signature electronically affixed.

- (e) The proposed amendments to section 9(6) to (8) propose that a copy of or extract from the register may be certified a true copy or extract and it shall in all proceedings be received into evidence.
- (f) The proposed amendment to section 15(1A) provides that the Registrar may refuse to register a change of name and to issue a certificate of change when a change of name is permitted or the status of the NPO changes.
- (g) The proposed amendment to section 17 provides for where the NPO ceases operations the Registrar should be notified within three months of the cessation either by the Controller or the legal personal representative of the controller.
- (h) The proposed amendment to section 27(2) seeks to provide that subsection (2) comprise only the provision of (2)(a) and to state the provision of (2)(b) as a new subsection (2B). Section 27(2B) and (2C) would provide to ensure that a copy of letters approving tax exemptions, whether obtained.
- (i) The proposed amendment to the Rules:
 - (i) insert into the instructions to the forms that an authorised corporate service provider may sign forms;
 - (ii) amend the applications for registration and renewal and statement of change of particulars forms to include the additional information to be provided and to facilitate changes to such information;
 - (iii) add a statement of particulars form to be submitted by non-profit companies deemed to be registered; and
 - (iv) add a certificate of registration of change of particulars

BILL

AN ACT to amend the Registrar General's Act, Chap. 19:03, the Companies Act, Chap. 81:01, the Registration of Business Names Act, Chap. 82:85, and the Non-Profit Organisations Act, No. 7 of 2019

[, 2023]

ENACTED by the Parliament of Trinidad and Tobago as Enactment follows:

1. The Act may be cited as the Short title Miscellaneous Provisions (Registrar General, Companies, Registration of Business Names, and Non-Profit Organisations) Act, 2023.

Commencement **2.** This Act comes into operation on such day as is fixed by the President by Proclamation.

Chap.19:03 amended **3.** The Registrar General's Act is amended—

(a) by inserting after section 1, the following new section:

“Interpretation 1A. In this Act—

“administrative documents” means documents relating to policies and decision making processes, or measures dealing with organisational administrative or budgetary matters of the Office of the Registrar General;

“data message” means any document, correspondence, memorandum, book or other information generated by, sent to or received from or stored in the electronic system;

“document” means—

(a) any written information relating directly or indirectly to applications or filings in the Office of the Registrar General;

(b) any written statement required by the Registrar General; or

(c) any recording generated in any manner whatsoever, including an automated recording device and computer programme required to retrieve information in usable form;

“electronic” means technology having electronic, magnetic, wireless, optical or similar capabilities used for creating, recording, transmitting, storing or generating information in digital or other intangible form;

“electronic system” means an information system established and maintained by the Registrar General under section 5A(2);

“information system” has the meaning assigned to it under section 2 of the Electronic Transactions Act;

“Public Record” means all indexes and documents maintained by the Registrar General for examination by the

public pursuant to any written law administered by the Registrar General such as Wills, Deeds, Instruments, corporate documents, judgments and lis pendens but does not include private Registers and administrative documents;

“user” means a person who has been registered as a user of the electronic system and issued with a user account unique identifier; and

“user account unique identifier” means a unique identifier generated and issued by the Registrar General to a registered user under section 5C.”;

(b) in section 2—

(i) in subsection (1), by inserting after the words “Deputy Registrars General” the words, “one or more Senior Assistant Registrars General”;

(ii) in subsection (2), by—

(A) deleting the word “and” and substituting the words “, the office of a Senior Assistant Registrar General and”;

- (B) inserting after subsection (2), the following new subsection:

“(2A) The Registrar General shall be responsible for the management and control of the Office of the Registrar General and the Registrar General may do anything which is calculated to facilitate or is incidental to the discharge of his function, subject to the general direction of the Minister with responsibility for the Office of the Registrar General.”; and

- (C) inserting after subsection (3), the following new subsection:

“(4) The Registrar General may also have an official electronic seal with the words “Registrar General Trinidad and Tobago” upon it.”;

(c) in section 3—

(i) in subsection (1), by—

- (A) inserting after the word “General” where it occurs second, the words “or a Senior Assistant Registrar General”; and

- (B) by deleting the words “Registrar General’s Department” and substituting the words “the Office of the Registrar General”;
- (ii) in subsection (2), by inserting after the word “General” where it occurs second, the words “and every Senior Assistant Registrar General”;
- (d) in section 4(5), by deleting all the words after the word “Act” and substituting the words “or any other written law may be kept in any form, as approved by the Registrar General, inclusive of an electronic system.”;
- (e) by deleting section 5 and substituting the following new section

“Affiliated corporations” 5. All persons shall have access to and be permitted to search all Public Records and also to inspect, examine and take notes or extracts from Public Records on payment of the prescribed fee.”;

- (f) by inserting after section 5, the following new sections:

“Use of an Electronic system” 5A. (1) Where the Registrar General carries out, in electronic form, any of the functions identified at section 53 of the Electronic Transactions Act, in respect of—

Chap. 19:06 (a) the Registration of Deeds Act;

Act No. 16 of 2000 (b) the Registration of Title² to Land Act;

- | | |
|-------------------|--|
| Chap. 56:01 | (c) the Conveyancing and Law of Property Act; |
| Chap. 56:02 | (d) the Real Property Act; |
| Chap. 81:01 | (e) the Companies Act; |
| Chap. 82:85 | (f) the Registration of Business Names Act; |
| Act No. 7 of 2019 | (g) the Non-Profit Organisations Act; or |
| | (h) any other written law administered by the Registrar General, |

those functions may be carried out using an electronic system.

(2) For the purposes of subsection (1)—

- (a) the Registrar General shall identify the electronic system to be utilised for the purpose; and
- (b) may charge a service fee for use of the electronic system.

(3) Where the Registrar General is required to—

- (a) provide a certificate;
- (b) receive, file or register a document;
- (c) provide a copy of or extract from any document required to be received, filed or registered; and
- (d) carry out any other function,

it may be provided, received or carried out in electronic form.

(4) The Registrar General may, in relation to the use of the electronic system, the user account and user account unique identifier referred to in section 5D, impose conditions as necessary for the effective administration of the electronic system on registered users.

(5) Public Records and private records required to be kept and maintained by the Registrar General under this Act or any other written law may be in any form, as approved by the Registrar General, inclusive of an electronic system.

(6) The Registrar General may retain all information or data messages received in all documents required to be submitted or delivered to or received, filed or registered by the Registrar General pursuant to this Act or any other written law.

Registrar
General may
require use of
electronic
system for
documents

5B. (1) The Registrar General may determine that any document required to be—

- (a) submitted or delivered to; or
- (b) received by, filed with or registered by,

the Registrar General, pursuant to any written law administered by the Registrar General, may be so submitted, delivered or received, filed or registered via an electronic system identified, established or maintained by the Registrar General for that purpose and that document may be in electronic form.

(2) Where a document is submitted, delivered to or received, filed or registered by the Registrar General via an electronic system identified, established or maintained by the Registrar General for that purpose, that document, endorsed as required, with the word “Registered”, may be provided in electronic form.

Electronically
generated
document to
be used as
evidence

5C. (1) An electronically generated form of any certificate or document shall be—

- (a) conclusive proof, in the case of a certificate, of the matters stated therein, in the case of a document filed or registered by the Registrar General, of the filing or registration of that document; and
- (b) in all proceedings, received or admissible in evidence.

(2) Where a certificate or document has been electronically generated, the certificate, document or certified copy with a handwritten signature is not required for—

(a) any certificate or document issued by the Registrar General;
or

(b) any document filed or registered by the Registrar General, pursuant to any written law, which is duly certified to be a true copy or extract by the signature of the Registrar General mechanically produced.

User account
unique
identifier

5D. (1) No person shall access the electronic system established by the Registrar General unless he has been issued with a user account unique identifier or other credentials issued by the Registrar General.

(2) An individual, firm and legal person or such other entity who or which wishes to use an electronic system administered by the Registrar General shall apply to the Registrar General in the prescribed form for the issue of a user account unique identifier or other credentials.

(3) An individual under subsection (2) may be required to submit the following:

- (a) the full name, former name, nationality at birth, current nationality, date of birth, gender, occupation, current residential address, postal address, email address and telephone number;
- (b) in the case of nationals of Trinidad and Tobago, the Personal Identification Number on the Trinidad and Tobago birth certificate;
- (c) proof of change of name, where applicable;
- (d) a copy of two valid forms of photo identification;
- (e) a headshot with one submitted form of identification held next to face;
- (f) Professional Practicing Certificates, in the case of attorneys-at-law or accountants;
- (g) Registration Certificate from the Financial Intelligence Unit of Trinidad and Tobago; and

(*h*) such other information as required by the Registrar General.

(4) A firm, legal person or entity referred to in subsection (2), may be required to submit the following:

- (*a*) the name of the person;
- (*b*) current address or postal address;
- (*c*) an email address for the person;
- (*d*) a telephone number for the person;
- (*e*) country of incorporation or formation; and
- (*f*) authorised officer information as determined by the Registrar General.

(5) Where an applicant submits false documents or information, he commits an offence and is liable on summary conviction to a fine of ten thousand dollars and to imprisonment of three years and the application may be refused.

(6) Where an applicant submits fraudulent documents or information, he commits an offence and is liable on summary conviction to a fine of fifty thousand dollars and to imprisonment of five years and the application may be refused.

(7) A person who submits information or documents under subsections (3) or (4) that—

(a) contain an untrue statement of a material fact; or

(b) omits to state a material fact which may mislead,

commits an offence and is liable on summary conviction to a fine of ten thousand dollars and to imprisonment for a term of three years.

(8) A person does not commit an offence under subsection (7) if the making of the untrue statement or the omission of the material fact was unknown to him and with the exercise of reasonable diligence could not have been known to him.

(9) When an offence under subsection (7) has been committed by, a person who is not an individual under subsection (2), the director or officer or partner also commits an offence and is liable on summary conviction to a fine of ten thousand dollars and to imprisonment for a term of three years.

(10) Upon submission of the information and documents required under subsections (3) and (4), the Registrar General

may issue to the applicant a user account unique identifier or other credentials to access the electronic system or to affix an electronic signature to a document to be submitted or delivered to or received, filed or registered by the Registrar General utilising the electronic system and the applicant will be considered to have a user account.

(11) A person who obtains a user account unique identifier or other credentials for use in an electronic system administered by the Registrar General shall, within fourteen days of any change to the information under subsection (6), update the information provided under subsection (6) directly to the electronic system.

(12) Where information is to be updated to add a person to a record in the electronic system under—

- (a) the Companies Act;
- (b) the Registration of Business Names Act;
- (c) the Non-Profit Organisations Act;
and
- (d) any other written law under which the Registrar General has a responsibility,

that person is required to consent to being added to the record.

(13) A person who fails, without reasonable excuse, to comply with subsection (12) commits an offence and is liable on summary conviction to a fine of ten thousand dollars and imprisonment for a term of three years.

(14) Notwithstanding subsection (13), the responsibility for ensuring that the information is correct, complete and in full compliance with this Act or any other written law shall lie with the person who submitted the information.

(15) The Registrar General may waive any of the requirements set out in subsections (3) and (4).

Use of the
electronic
system

5E. (1) The transmission or electronic record of a data message, information or document in the electronic system shall, unless the contrary is proved, be *prima facie* evidence that the transmission or electronic record was made or authorised by or deemed to have been made or authorised by the registered user to whom the user account or user account unique identifier or other credentials were used.

(2) The Registrar General is not required to conduct investigations or verification processes into any matter regarding the transmission or electronic record of a data message, information or document in the information system.

Cancellation of
user account

5F. (1) The Registrar General may suspend the registration of a user where he is satisfied that the user—

(a) failed to comply with a condition imposed;
or

(b) has been convicted of an offence related to the improper use of, or interference with, the electronic system.

(2) Where the Registrar General suspends the registration of a user under subsection (1), he shall provide reasons in writing for such suspension.

(3) The Registrar General may cancel the registration of a person who has been convicted of an offence related to the improper use of, or interference with, the electronic system.

(4) Where the Registrar General suspends a user account for failure to comply with a condition imposed—

(a) the Registrar General shall notify the user of the suspension; and

(b) where the user fails to rectify the failure within thirty days of said notification, the Registrar General may extend the suspension for a further period, to be determined by the Registrar General.

(5) A user who is aggrieved by a decision of the Registrar General under this section may appeal the decision to the court.

Unauthorised
use of the
electronic
system an
offence

5G. Any person who—

(a) falsifies or, without the permission of the Registrar General, deletes, damages, alters or impairs any record, data message or information stored in the electronic system or on any other medium on which any information obtained from the electronic system is held or stored;

(b) being registered as a user of the electronic system or an employee or agent of a user, fails to comply with any condition imposed by the Registrar

General with respect to the use or security of the user account unique identifier issued to the user;

- (c) not being registered as a user of the electronic system or an employee or agent of a user, uses a user account unique identifier without the authority of the registered user;
- (d) being registered as a user of the electronic system, uses the user account unique identifier of any other registered user; and
- (e) being registered as a user of the electronic system, intentionally makes any unauthorised copies of any record or information stored in the information system or other medium on which information obtained from the electronic system is stored,

is liable on summary conviction to a penalty of one hundred and twenty-five thousand dollars.

Unauthorised
modification
of the
electronic
system

5H. (1) Subject to subsection (2), a person who knowingly and without authority causes an

unauthorised modification of any programme or data held in the electronic system commits an offence and is liable on conviction on indictment to a fine of ten thousand dollars and to imprisonment for three years.

(2) Where damage to the electronic system is caused as a result of an offence committed under subsection (1), the person convicted of the offence shall be liable to an additional fine of five thousand dollars.

(3) For the purposes of this section—

(a) it is immaterial that the modification in question is not directed at—

(i) any particular programme or data;

(ii) a programme or data of any kind; or

(iii) a programme or data held in the electronic system;

(b) it is immaterial whether an unauthorised modification is or is intended to be permanent or merely temporary; and

(c) a modification of any programme or data held in the electronic system takes place, if by the operation of any function of the electronic system concerned—

(i) any programme or data held in the electronic system is altered or erased;

(ii) any programme or data is added to or removed from any programme or data held in the electronic system; or

(iii) any act occurs which impairs the normal operation of the electronic system,

and any act which contributes towards causing such modification shall be regarded as causing it.

Unauthorised
obstruction of
the electronic
system

5I. (1) Subject to subsection (2), a person who knowingly and without authority—

(a) interferes with, interrupts, or obstructs the lawful use of the electronic system; or

(b) impedes, prevents access to, or impairs the usefulness of any programme or data on the electronic system,

commits an offence and is liable on conviction on indictment to a fine of ten thousand dollars and to imprisonment for ten years.

(2) Where damage is caused to the electronic system as a result of an offence committed under subsection (1), the person convicted of the offence shall be liable to an additional fine of five thousand dollars.

Causing the electronic system to cease functioning

5J. A person who knowingly and without authority engages in conduct which causes the electronic system to cease to function permanently or temporarily, commits an offence and is liable on conviction on indictment to a fine of ten thousand dollars and to imprisonment for ten years.

Declaration of Confidentiality

5K. A person employed in the Office of the Registrar General shall subscribe to a declaration in the prescribed form before a Justice of the Peace.

Confidentiality

5L. (1) A person employed in the Office of the Registrar General, shall regard and deal with all documents, entries, statements and data messages as

secret and confidential and shall not disclose such documents, entries, statements and data messages unless authorised to disclose by the Registrar General or any written law or by order of the court.

(2) A person employed in the Office of the Registrar General, who discloses any information required to be kept confidential and contained in any document, entry, statement or data message received under this Act to any person other than a person to whom he is authorised by the Registrar General or any written law to disclose it or by order of the Court, commits an offence and is liable on summary conviction to a penalty of fifty thousand dollars and imprisonment for a term of five years.”.

(g) renumber section 6 as section 6(1) and insert after section 6(1), as renumbered, the following new subsections:

“(2) A certified copy issued under subsection (1) may be issued in any form approved by the Registrar General.

(3) Subsection (2) shall apply to such records, documents and indexes required to be kept and maintained in an electronic system for such purposes.

(4) Nothing in this section shall preclude the Registrar General from reverting to the manual system where, in his opinion, such a revision is necessary.”;

(h) by—

- (i) renumbering section 7 as section 7(1); and
- (ii) inserting after section 7(1), as renumbered, the following new subsection:

“(2) The Minister may, by Order, amend the Schedule.”;

(i) in section 9—

- (i) in subsection (1), by deleting the word “office” and substituting the word “Office”;
- (ii) by inserting after subsection (2), the following new subsection:

“(2A) The Registrar General may, by Rules made under section 10(1), alter the length of period referred to in subsection (1) for the transaction of business conducted through an electronic system established for such purposes.”;

(j) by inserting after section 9, the following new section:

“Immunity
from suit

9A. None of the following:

- (a) the Office of the Registrar General;
 - (b) the Registrar General;
- or

- (c) a staff member or a person who is authorised to perform or exercise a function or power of or on behalf of the Registrar General,

is liable to any action or other proceedings for damages for or in relation to an act done or omitted to be done in good faith in performance or purported performance of any function, or in exercise or purposed exercise of any power conferred or expressed to be conferred by or under this Act.”;

(k) in section 10—

(i) in subsection (1)—

(A) in the *chapeau*, by deleting the words “Registrar General’s Department” and substituting the words “Office of the Registrar General”; and

(B) in paragraphs (a) and (g), by deleting the word “office” wherever they occur, and substituting the word “Office”; and

(ii) by inserting after subsection (1), the following new subsection:

“(1A) Rules under subsection (1) may provide for the establishment and maintenance of an electronic system in relation to

anything required to be registered and maintained by the Registrar General.”;

(l) by inserting after section 10, the following new section:

11. (1) The Minister may make regulations generally for the administration of this Act and for any other matter required to be prescribed or for which Regulations are required under this Act.

(2) Notwithstanding the generality of subsection (1), the Minister may make regulations for the operations of the electronic system, including the issuance of an user account unique identifier or other credentials.

(3) Regulations made under subsection (1) may create offences and prescribe penalties for offences committed.

(4) Notwithstanding section 63(1) of the Interpretation Act, regulations made under this Act may prescribe a penalty not exceeding a fine of ten thousand dollars and imprisonment for six years.

(5) Regulations made under this section shall be subject to negative resolution of Parliament.”; and

(m) deleting the Schedule and substituting the following new Schedule:

“SCHEDULE

PART A

- | | |
|---|----------|
| (a) standard fee for any document registered as a Deed | \$100.00 |
| (b) any other document, e.g., lis pendens, judgments, charges, Bills of Sale, releases and upstamping, thereof not registered as a Deed | \$100.00 |

PART B

- | | |
|---|----------|
| (a) for a certified copy of any document | \$100.00 |
| (b) other certificates | \$100.00 |
| (c) attendance of an officer of the Office of the Registrar General to produce in court any document in the custody of the Registrar, \$100.00 for each day of the officer’s attendance | |

PART C

- | | |
|--|----------|
| (a) general search per day of the indexes within the limits set by the Registrar General | \$50.00 |
| (b) search per day of a single index within the limits set by the Registrar General | \$10.00 |
| (c) examination of any single Deed or other document | \$10.00 |
| (d) for a search conducted by the Registrar General in addition to the fees at (a) and (b) above | \$500.00 |

PART D

- | | |
|---|---------------------|
| (a) Monthly service fee to access the electronic system subject to such terms and conditions as the Registrar General may impose | \$300.00-\$1,500.00 |
| (b) daily service fee to access the electronic system subject to such terms and conditions as the Registrar General may impose.”. | \$5.00 |

4. The Companies Act is amended—

Chap. 81:01
amended*(a)* in section 4—

- (i) by inserting after the definition of “auditor”, the following new definition:

““authorised corporate service provider” means an attorney-at-law or accountant who is registered with the Registrar General to perform functions pursuant to the Companies (Electronic Filing) Regulations, 2023 and who has been authorised to act on behalf of and to bind an incorporator, director or secretary of the company;”;

- (ii) in the definition of “beneficial interest”, by deleting the words “or debentures” and substituting the words “, debentures or memberships”; and

- (iii) in the definition of “Commission” by deleting the words “under section 3(1) of the Securities Industry Act” and substituting the words “under section 5 of the Securities Act”;

(b) in section 8, by inserting after subsection (2), the following new subsection:

“(3) Articles of incorporation under subsection (1) may be signed and delivered by the incorporator or an authorised corporate service provider.”;

(c) in section 9, in subsection (2B), by inserting after the words “secretary of the company” the words, “or an authorised corporate service provider”;

(d) in section 33—

(i) in subsection (1), by inserting after the word “shares”, the words “or membership interests”;

(ii) in subsection (1A), by deleting paragraphs (a) and (b) and substituting the following new paragraph:

“(a) within fourteen days of the incorporation of a company for profit, the company shall issue shares or membership interests in respect of the company for such consideration or in such amount, as the case may be, as the directors shall determine; or

(b) all companies which are incorporated before the commencement of this subsection and have not, on or before the commencement of this subsection, issued shares or membership interests in respect of the company, shall within six months of the commencement of this subsection or such other period as the Minister may, by Order,

prescribe, issue shares or membership interests in respect of the company for such consideration or in such amount, as the case may be, as the directors shall determine.”;

- (iii) by deleting subsection (1B), and substituting the following new subsections:

“(1B) A company, when issuing or transferring shares or membership interests, shall, in accordance with Part VA—

- (a) obtain the beneficial ownership information of those shares or membership interests; and
- (b) within forty-five days of such issuance or transfer, deliver to the Registrar, a return in the prescribed form.

(1C) A company, when purchasing or redeeming its shares or membership interests shall, within forty-five days from the date of the purchase or redemption of the shares or membership interest, deliver to the Registrar a return in the prescribed form in accordance with section 337C.

(1D) Where a company fails to comply with subsection (1A), (1B) or (1C), the company and every director and officer of the company who is in default, commits an offence and is liable on summary conviction to a fine of ten thousand dollars and to imprisonment for three years and for every day in which the offence continues, a further fine of three hundred dollars.”;

- (e) in section 71(1), by inserting after the words “company” where it occurs second, the words “which shall be certified by the incorporator or an authorised corporate service provider”;
- (f) in section 79(1), by inserting after the word “change” where it occurs second, the words “which shall be certified by a director or officer of the company or an authorised corporate service provider”;
- (g) in section 139(1) by deleting the definition of “broker” and substituting the following new definition:
 - “broker” has the meaning assigned to it under section 4 of the Securities Act;”;
- (h) in section 176, in—
 - (i) subsection (1), by inserting after the word “company”, the words “which shall be certified by the incorporator or an authorised corporate service provider”; and

- (ii) subsection (2) by inserting after the word “change” where it occurs second, the words “which shall be certified by a director or officer of the company or an authorised corporate service provider”;
- (i) in section 177(2), by deleting paragraph (a) and substituting the following new paragraph:
 - “(a) the name, nationality or jurisdiction of incorporation or formation, occupation or status, the latest known address or registered office, telephone number, email and other contact details of each person who is a member.”;
- (j) in section 178, by inserting after subsection (4), the following new subsection:
 - “(4A) The returns under subsection (4), shall be certified by a director or officer of the company or, an authorised corporate service provider.”;
- (k) in section 190(3) by deleting the words “337C(6)” and substituting the words “337B(2B)”;
- (l) in section 194(2), by inserting after the word “company”, the words “or an authorised corporate service provider”;
- (m) in section 217(1), by inserting after the word “form”, the words “which shall be certified by a director or officer of the company or an authorised corporate service provider”;

- (n) in section 219(2), by inserting after the word “form”, the words “and which shall be certified by a director or officer of the company or an authorised corporate service provider”;
- (o) in section 225(1), by inserting after the word “form”, the words “and which shall be certified by a director or officer of the company or an authorised corporate service provider”; and
- (p) in section 318, in subsection (2)—
 - (i) by inserting after the words “shall be”, the words “certified by a director or officer of the external company or an authorised corporate service provider or an attorney-at-law and”; and
 - (ii) in paragraph (b), by deleting the word “copy”; and substituting the words “certified copy”;
- (q) in section 329(1), by inserting after the word “effect”, the words “and which shall be certified by a director or officer of the external company or an authorised corporate service provider”;
- (r) in section 332—
 - (i) in subsection (1) in the closing words, by deleting all the words after the word “made,” and substituting the words “notify the Registrar of such and file with the Registrar duly certified copies of the instruments by which the change has been made certified in the same manner as provided for in section 318(2)(a)”;

- (ii) by repealing subsection (3) and substituting the following new subsection:

“(3) Within thirty days after a change is made—

(a) among the directors of an external company;

(b) to the registered or head office of the external company outside of Trinidad and Tobago; or

(c) to the principal office of the external company inside of Trinidad and Tobago,

the external company shall deliver to the Registrar a notice in the prescribed form which shall be certified by a director or officer of the external company or an authorised corporate service provider, setting out the change and accompanied by the prescribed fee, and the Registrar shall file the notice.”;

- (iii) by inserting after subsection (5), the following new subsections:

“(6) Where an external company issues, purchases, redeems or registers a transfer of shares or member interest, it shall within thirty days deliver

a return which shall be certified by a director or officer of the external company or an authorised corporate service provider to the Registrar, notifying the Registrar of the issuance, purchase, redemption or transfer.

(7) An external company who fails to comply with subsection (1) commits an offence.

(8) Subsection (6) shall not apply to external companies publicly traded on the stock exchange.”;

(s) in section 333 in subsection (2), by inserting after the word “external company”, the words “or an authorised corporate service provider”;

(t) in section 335 in the chapeau by inserting after the word ”Every” the word “external” ;

(u) by renumbering section 337 as 337(1) and inserting after section 337(1), as renumbered, the following new subsection:

“(2) A director or officer of the company or an authorised corporate service provider, shall certify the contents of a return made under section 337C.”;

(v) in section 337A by deleting subsection (2) and substituting the following new subsection:

“(2) For the purposes of this Part—

“beneficial owner” means in respect of companies or external companies subject to this Act, other than in the case of a company or external company listed on a regulated market that is subject to disclosure requirements which ensure adequate transparency of ownership information,—

(a) the natural person who owns or controls ten per cent or more of the shares or membership interest of a company or external company through—

(i) direct ownership; or

(ii) indirect ownership; or

(iii) control through other means;

(b) the natural person who exercises ultimate effective control of the company or external company indirectly or through other means; or

(c) if no person is identified under paragraphs (a) or (b) or if there is any doubt that the person identified is the beneficial owner, the natural person who holds the position of senior managing official.”;

(w) in section 337B—

(i) by deleting subsections (1) and (2) and substituting the following:

“(1) A company shall ascertain and obtain information as to all the beneficial owners of the company, together with any supporting documentation, whether before the commencement of the Companies (Amendment) Act, 2019 or after the commencement of the Companies (Amendment) Act, 2019.

(2) A company shall issue a notice in the prescribed form to all shareholders or to members whose liability is limited by guarantee or both shares and guarantee—

(a) within thirty days of the commencement of this subsection, where a company issued shares prior to or after

the commencement of the Companies (Amendment) Act, 2019 and failed to comply with subsection (1);

- (b) within thirty days of the commencement of this subsection, where a company issued membership interests prior to or after the commencement of the Companies (Amendment) Act, 2019; and
- (c) at the time of the issuance of shares or membership interests, where a company issues shares or membership interests after the commencement of this subsection.

(2A) The notice referred to in subsection 2 shall require that a statement be submitted to the company in accordance with section 337C.

(2B) A company shall maintain and keep updated a register of all the beneficial owners containing the name, nationality, the latest known address, telephone number, email and other contact

details and the date on which any person ceased to be the beneficial owner.

(2C) A company shall not remove beneficial ownership information from its register, for a period of five years after—

- (a) a person ceases to be a beneficial owner; or
- (b) the dissolution of the company.

(2D) A company shall take reasonable steps to verify information on the register of the beneficial owners of the company.

(2E) Where a company fails to maintain its register of beneficial owners, the company, every director and officer of the company commits an offence and is liable on summary conviction to a fine of ten thousand dollars and to imprisonment for three years and for every day in which the offence continues a further fine of three hundred dollars.”;

- (ii) by deleting subsection (4),; and
- (iii) by inserting after subsection (5), the following new subsection:

“(6) For the purposes of this section, references to “a company” shall include “an external company”;

(x) by repealing section 337C and substituting the following new section:

“Statement in
respect of
beneficial
interest 337C. (1) Where, prior to or upon the commencement of this section, the name of a person is entered in the register of members of a company as the holder of ten per cent or more of the shares or membership interest in that company and that person is the beneficial owner of such shares or membership interest—

- (a) notwithstanding section 337B, the person is exempt from submitting a statement in the prescribed form to the company;
- (b) the person will be deemed to be a beneficial owner and recorded on the register of beneficial owners maintained by the company; and
- (c) the company shall, within thirty days of the name of the beneficial owner being recorded on its register, deliver to the Registrar, a return in the prescribed form.

(2) Where the name of a person is entered in the register of members of a company as the

holder of ten percent or more of the shares or membership interests in that company but the person, is not the beneficial owner of such shares or membership interests the person shall, within fourteen days of the issue of a notice under section 337B, submit a statement in the prescribed form, together with any supporting documentation to the company.

(3) Where a notice is not received under section 337B and—

(a) a shareholder is not the beneficial owner; and

(b) the name of the beneficial owner is not entered on the register,

the shareholder and the beneficial owner shall submit a statement in the prescribed form to the company to that effect.

(4) Where a person is the beneficial owner of ten per cent or more of the shares or membership interest of the company, but his name is not entered in the register of members, the person shall, within fourteen days of acquiring the beneficial interest or alternatively, the issue of a notice under section 337B(2), submit a statement in the prescribed form, together with any supporting documentation to the company.

(5) Where any change occurs in—

(a) the beneficial ownership of the shares or membership of a company; or

(b) the particulars of the beneficial owner or shareholder,

both the person referred to in subsection (2) and the beneficial owner specified in subsection (4) shall, within a period of fourteen days from the date of the change, submit a statement in the prescribed form, together with any supporting documentation, to the company.

(6) A person who fails, without reasonable cause, to submit a statement, together with any supporting documentation as required under this section, commits an offence and is liable on summary conviction to a fine of ten thousand dollars and to imprisonment for three years and for every day in which the offence continues, a further fine of three hundred dollars.

(7) Where a statement is made to a company under this section, the company shall update the register established by it for such purpose and, within thirty days from the receipt of the statement, deliver

to the Registrar a return in the prescribed form and accompanied by the prescribed fee.

(8) Where a company, required to file a return under subsection (7) within the specified period fails to do so, the company and any director and officer of the company who knowingly and recklessly fails to file the return commits an offence and is liable on summary conviction to a fine of ten thousand dollars and to imprisonment for three years and for every day in which the offence continues, a further fine of three hundred dollars.

(9) No right or interest in relation to any share in respect of which a statement is required to be made under this section but not made by the beneficial owner shall be enforceable by him or by any person claiming through him.

(10) Nothing in this section shall prejudice the right of a shareholder to receive dividends declared by the company.

(11) A return under this section shall contain the prescribed information which shall be current information up to the date of delivery of the return.

(12) For the purposes of this section, references to “a company” shall include “an external company.”;

(y) by deleting section 337D and substituting the following new sections:

Register of Beneficial Owners “337D. (1) The Registrar shall maintain a register of beneficial owners.

(2) The Registrar, upon receipt of a return pursuant to section 337C, shall update the register of beneficial owners.

Registrar General to monitor beneficial ownership information 337DA. For the purposes of this Part, the Registrar shall monitor the filings by companies of beneficial ownership information.”;

(z) in section 337E, by deleting the words “Stock Exchange” and substituting the words “stock exchange”;

(aa) in section 342(2), by inserting after the word “form”, the words “and certified by a director or officer of the company or an authorised corporate service provider”;

(ab) in section 461—

(i) by deleting subsections (1), (2) and (3) and substituting the following:

“461. (1) Where the Registrar has reasonable cause to believe that a company is not carrying on business or in operation, he may send to the company, by post or email, a letter:

(a) inquiring whether the company is carrying on business or in operation; and

- (b) stating that if the Registrar either receives an answer to the effect that the company is not carrying on business or in operation, or does not within three months after sending the letter receive any answer, he may publish in the *Gazette* and by other means approved by the Registrar a notice that at the expiration of three months from the date of that notice the name of the company mentioned therein will, unless evidence is provided to the Registrar that an action has been filed against the company with the Court, be struck off the register and the company will be dissolved.”;
- (ii) in subsection (4) by deleting the words “and one daily newspaper or other periodical printed and circulating in Trinidad and Tobago” and substituting the words “*Gazette* and by other means approved by the Registrar “;

- (iii) in subsection (5) by deleting the words “cause to the contrary previously shown by the company, strike its name off the register, and shall publish notice thereof in the *Gazette* and one daily newspaper or other periodical printed and circulating in Trinidad and Tobago,” and substituting the words, “evidence has been provided to the Registrar that an action has been filed against the company with the Court, strike its name off the register, and shall publish notice thereof in the *Gazette* and by other means approved by the Registrar,”; and
 - (iv) in subsection (6) by deleting the words *Gazette* “and one daily newspaper or other periodical printed and circulating in Trinidad and Tobago” and substituting the words, “and by other means approved by the Registrar “;
- (ac) in section 473—
- (i) in subsection (1), by deleting the words “during normal business hours,”; and
 - (ii) by repealing subsection (3);
- (ad) in section 474, by deleting the words “or by prepaid post or cable,” and substituting the words “, by prepaid post or cable or by electronic means of transmission”;
- (ae) in section 475, by inserting after the word “mail”, the words—

“or when it—

- (a) enters the information system designated or used by the shareholder or director for the purpose of receiving information in electronic form or data messages of the type sent; or
- (b) upon the shareholder or director becoming aware of the information in electronic form or data message in the shareholder’s or director’s information system, if the addressee has not designated or does not use an information system for the purpose of receiving information in electronic form or data messages of the type sent,”;

(af) in section 481—

- (i) in subsection (1), by deleting paragraphs (a) and (b) and substituting the following:

“(a) the articles shall be signed by a director or an officer of the company, or an authorised corporate service provider and, in the case of articles of incorporation, the incorporator or an authorised corporate service provider; and

- (b) upon receiving articles that conform to law, and any other required document

and the prescribed fees,
the Registrar shall—

- (i) endorse on the articles the word “registered” and the date of the registration;
 - (ii) issue the appropriate certificate; and
 - (iii) provide the company or its representative with the certificate.”; and
- (ii) by repealing subsection (3);
- (ag) in section 482, by inserting after the words “or by the” the words “authorised corporate service provider or”;
- (ah) in section 484(3), by deleting the words “authorised person” and substituting the words “authorised corporate service provider”;
- (ai) by repealing section 488 and substituting the following new section:

“Filing Form 488. (1) Every document sent to the Registrar shall be submitted to, delivered to or received, filed with or registered by the Registrar either in—

- (a) typed or printed form;
or
- (b) electronic form *via* an electronic system identified, established or maintained by the Registrar for that purpose.

(2) Where a document is submitted, delivered to or received, filed or registered by the Registrar *via* an electronic system identified, established or maintained by the Registrar for that purpose, that document, endorsed as required, with the word “Registered”, may be provided in electronic form, to the firm or person registering.”;

(aj) in section 489—

- (i) in subsection (2) by deleting the words “send it a notice” and substituting the words “publish a notice in the *Gazette* and by other means approved by the Registrar” ; and
- (ii) by deleting subsection (5) and substituting the following new subsections:

“(5) Where a company or other body corporate is struck off the register, it may, within three years of the striking off, apply to the Registrar to be restored by submitting—

- (a) all outstanding notices, returns and documents;
- (b) an application in the prescribed form; and
- (c) payment of the prescribed fees and all applicable penalties.

(6) The Registrar may, upon receipt of the application described at subsection (5),

restore the company or other corporate body to the register and issue a certificate in the prescribed form and adapted to the circumstances.

(7) Where a company fails to apply to be restored within the timeframe set out in subsection (5), and the company or any member or creditor thereof feels aggrieved by the company having been struck off the register, the Court on an application made by the company or member or creditor before the expiration of twenty years from the publication of the notice in the *Gazette* or by other means approved by the Registrar may, if satisfied that the company was at the time of the striking off—

(a) carrying on business;
or

(b) in operation or otherwise,

and it is just that the company should be restored to the register, order the name of the company to be restored to the register.

(8) Upon a copy of the order under subsection (7) being delivered to the Registrar for registration, the

company is deemed to have continued in existence as if its name had not been struck off.

(9) The Court under subsection (7) may, by the order, give such directions and make such provisions as seem just for placing the company and all other persons in the same position as nearly as may be, as if the name of the company had not been struck off.”;

(ak) by inserting after section 490, the following new subheading and new sections:

“Signatures

Signatures 490A. A signature required on a certificate may be printed, electronically affixed or otherwise mechanically reproduced on the certificate.

Delivery of Certificates

Delivery of
Certificates 490B A certificate may be sent by post, delivered in electronic form or delivered to the incorporator, director or officer of the company or an authorised corporate service provider.”;

(al) in section 507(1), by inserting after paragraph (f), the following new paragraph:

“(g) prescribing rules with respect to signatories permitted by this Act in respect of notices, returns and documents filed with the Registrar;”.

5. The Registration of Business Names Act is Chap. 82:85
 amended— amended

(a) in section 2—

(i) in subsection (1), by—

(A) inserting after the words “means”, the following definition:

“authorised corporate service provider” means an attorney-at-law or accountant who is registered with the Registrar General to perform functions pursuant to the Registration of Business Names (Electronic Filing) Regulations, 2023 and who has been authorised to act on behalf of and to bind an owner or partner;”;

(B) in the definition of “foreign firm”, by deleting the word “Commonwealth” and substituting the words “outside of Trinidad and Tobago”; and

(ii) in subsection (2), by deleting all the words after the words “eighteen years”;

(b) by inserting after section 2 the following new section:

“Electronic system 2A. (1) The Registrar General may determine that any

document required to be—

(a) submitted or delivered to; or

(b) received by, filed with or registered by,

the Registrar General, pursuant to this Act, may be so submitted, delivered or received, filed or registered via an electronic system identified, established or maintained by the Registrar General for that purpose and that document may be in electronic form.

(2) Where a document is submitted, delivered to or received, filed or registered by the Registrar General via an electronic system identified, established or maintained by the Registrar General for that purpose, that document, endorsed as required, with the word “Registered”, may be provided in electronic form, to the firm or person registering.”;

(c) by inserting after section 3, the following new subsections:

“Business
names

3A. (1) The Registrar may, upon request and upon payment of the prescribed fee, reserve for forty-five days a name for a proposed business or for a business about to change its name.

(2) The registration of a business name under this Act shall not be construed as authorising the use of that name if, apart from the registration, the use thereof could be prohibited.

(3) A business name shall not—

(a) be the same as or similar to the business name or name of any other person or of any partnership or firm, association, non-profit organisation, or any registered trade mark or any well-known trade mark as determined under section 13A of the Trade Marks Act if the use of that name would be likely to confuse or mislead, unless the person, partnership, or firm, association or non-profit organisation consents in writing to the use of that name in whole or in part and, if required by the Registrar, undertakes to dissolve or cease to carry on its business or activities or

change his or its name to a dissimilar name within six months after the filing of the statement by which the name is acquired;

- (b) be primarily a geographic name used alone unless the applicant establishes to the satisfaction of the Registrar that the name has, through use, acquired and continues to have a secondary meaning;
- (c) suggest or imply a connection with the State, or the Government or of any Ministry, Department, Branch, Bureau, Service Agency or activity of the Government, unless consent in writing to the proposed name is duly obtained from the appropriate Minister;
- (d) contain the word or words "credit union", "co-operative" or "co-op" when it connotes a co-operative venture;

- (e) suggest or imply a connection with a university or a professional association recognised by the laws of Trinidad and Tobago unless the university or professional association concerned consents in writing to the use of the proposed name;
- (f) comprise entirely of general words unless the name has become established by a long and continuous prior use;
- (g) contain a word or phrase that is obscene or connote an undertaking that is scandalous, obscene or immoral; or
- (h) in the opinion of the Registrar, be undesirable.

(4) Where the registration of a business name is refused under this section, any person carrying on business under that name is liable under section 9 to the same penalties as if he had without reasonable excuse made default in furnishing a statement of particulars with respect to that name.

(5) Where the Registrar has reason to believe that a proposed business name may be undesirable, the Registrar may require the applicant to indicate, in writing, the derivation of the proposed name.

(6) A proposed business name shall not be reserved or registered where the business name—

- (a) is prohibited or refused under this section; or
- (b) is reserved for another firm or an individual or intended firm or registration by an individual.

(7) Where, through inadvertence or otherwise, a firm or an individual—

- (a) is registered with a business name that contravenes this section; or
- (b) is, upon an application to change its name, granted a name that contravenes this section,

the Registrar may direct the firm or the individual to change its business name in accordance with section 8.

(8) Where a firm or an individual has been directed under subsection (7) to change its business name and has not, within sixty days from the service of the direction to that effect, changed its name to a business name that complies with this Act, the Registrar may revoke the business name of the firm or the individual and assign to it a business name and, until changed in accordance with section 8, the business name of the firm or the individual is thereafter the business name so assigned.

(9) A firm or individual aggrieved by the decision of the Registrar General under this section may appeal the decision to the Court.

(10) When a firm or individual has had its name revoked and a name assigned to it under subsection 8, the Registrar shall issue a certificate of amendment showing the new business name of the firm or individual and shall forthwith give notice of the change in the *Gazette* or by other means approved by the Registrar.

(11) The Registrar may recover the cost of giving notice in a daily newspaper under subsection (10) from the company in respect of which the notice is given.”;

- (d) in section 5(1)—
- (i) by deleting the words “in writing”; and
 - (ii) in paragraph (d), by inserting after the words “name,” the words “jurisdiction of incorporation or formation, status”;
- (e) in section 6 by—
- (i) inserting after the words “be signed by him”, the words “or an authorised corporate service provider”;
 - (ii) inserting after the word “thereof”, the words “an authorised corporate service provider”; and
 - (iii) inserting after the word “partners” wherever they occur, the words “or an authorised corporate service provider on their behalf”;
- (f) in section 8, by deleting the words “in writing”;
- (g) in section 13, by renumbering section 13 as section 13(1) and inserting after section 13(1), as renumbered, the following new subsections:
- “(2) The signature on the certificate under subsection (1) may be printed, electronically affixed or otherwise mechanically reproduced.
 - (3) The certificate under subsection (1) may be sent by post, delivered in electronic form or delivered to the firm or person registering.”;
- (h) in section 15(3), insert after the word “post”, the words “or by electronic means”;

- (i) by deleting section 16;
- (j) in section 18—
 - (i) in subsection (1), by deleting the words “not exceeding fifty cents for each inspection” and “, not exceeding one dollar and fifty cents for the certificate of registration, and not exceeding twenty-five cents for each folio of seventy-two words, of the entry, copy, or extract”; and
 - (ii) in subsection (2)—
 - (A) by inserting after the words “Registrar),”, the words “whether printed, electronically affixed or otherwise mechanically reproduced”; and
 - (B) by deleting the words “legal proceedings, civil or criminal,” and substituting the word “proceedings”;
- (k) in section 20, by deleting subsection (1) and substituting the following:

“(1) Every individual and firm required by this Act to be registered shall, in all circumstances in which the business name appears and which are issued or sent by the individual or firm to any person, have mentioned in legible characters in the case of—

 - (a) an individual, his present given name or the initials thereof, and present surname, any former given name or surname; and

(b) a firm, the present given names or the initials thereof and present surnames, any former given names and surnames, and, in the case of a corporation being a partner, the corporate name.”;

(l) by inserting after section 22 the following new section:

“Minister to
amend
Schedule 23. The Minister may by Order amend the Schedule.”.

(m) in the Business Names Rules—

- (i) by deleting rules 3 to 7;
- (ii) in rule 9(d), by deleting the word “twenty” and substituting the words “one hundred”;
- (iii) in rule 9(e), by deleting the word “20.00” wherever they occur, and substituting the words “100.00”;
- (iv) by deleting rule 9(f);
- (v) in rule 9(g), by inserting after the word “name”, the words “and reservation of a name”;
- (vi) in rule 9(h), by deleting the word “twenty” and substituting the word “forty”;
- (vii) in rule 9(i) by deleting the word “twenty” and substituting the word “forty”;
- (viii) in rule 9(j), by—
 - (A) deleting the word “twenty” and substituting the word “forty”; and

- (B) inserting after the word “;”,
the word “and”;
- (ix) in rule 9(*k*), by deleting the word “;”
and substituting the word “.”; and
- (x) by deleting the closing words “and
such fees as are payable under
paragraphs (*a*), (*b*) and (*c*) shall
cover the issue of one certificate of
the registration of the statement.”.

6. The Non-Profit Organisations Act, 2019 is Act No. 7 of 2019
amended amended—

(*a*) in section 3—

- (i) in the definition of “controller”, by
inserting after the words “means
a”, the word “natural”; and
- (ii) by inserting in the appropriate
alphabetical sequence, the following
new definitions:

““authorised corporate service
provider” means an attorney-
at-law or accountant who
is registered with the
Registrar General to
perform functions
pursuant to the Non-
Profit Organisations
(Electronic Filing)
Regulations, 2023 and
who has been authorised
to act on behalf of and to
bind a controller;”;

“constituent document”
includes any statute,
letters patent, memorandum
of association, articles of
association, articles of

incorporation, articles of amendment, certificates of incorporation, certificates of continuance, certificate of amendment, bye-laws, regulations, constitution, trust deed, constituent documents of a parent body or affiliate of the non-profit organisation, charter evidencing any membership or affiliation to which a non-profit organisation has subscribed or other instrument that governs or regulates the affairs of a non-profit organisation;”;

(b) by inserting after section 3, the following new section:

“Registrar General may require use of electronic system for documents 3A. (1) The Registrar General may determine that any document required to be—

(a) submitted or delivered to; or

(b) received by, filed with or registered by,

the Registrar General, pursuant to this Act, may be so submitted, delivered or received, filed or registered via an electronic system identified, established or maintained by the Registrar General for that purpose and that document may be in electronic form.

(2) Where a document is submitted, delivered to or

received, filed or registered by the Registrar General via an electronic system identified, established or maintained by the Registrar General for that purpose, that document, endorsed as required, with the word “Registered”, may be provided in electronic form, to the person registering.”;

(c) in section 5—

(i) in subsection (4)(a)—

(A) in subparagraph (ii), by deleting the words “; and” and substituting the word “;”;

(B) in subparagraph (iii), by deleting the word “.” and substituting the word “;”;
and

(C) by inserting after subparagraph (iii), the following new subparagraphs:

“(iv) the mailing address of the non-profit organisation;

(v) the name and address or name or address of the branches or other locations of the non-profit organisation;

(vi) the name and address of any parent body or

affiliate of the non-profit organisation; and

(vii) the status of the non-profit organisation whether that of a body corporate or an unincorporated body.”; and

(ii) by inserting after subsection (5), the following new subsection:

“(6) A non-profit company which is deemed to be registered as a non-profit organisation under this Act shall, submit to the Registrar General the documents and fee referred to at subsections (2)(a), (c), (e) and (f).”;

(d) in section 6(1)(b), by inserting after the word “rules”, the words “which may be printed, electronically affixed or otherwise mechanically reproduced”;

(e) in section 9, by inserting after subsection (5), the following new subsections:

“(6) A person who requires a copy of or an extract from the register to be certified may apply to the Registrar General for such certification and pay the prescribed fee.

(7) Where a copy of or extract from the register of non-profit organisations is certified to be a true copy or extract it shall, in all proceedings, be received into evidence.

(8) A copy of or extract from the register shall be certified to be a true copy by the signature of the Registrar General whether printed, electronically affixed or otherwise mechanically reproduced.”;

(f) in section 15, by—

(i) inserting after subsection (1), the following new subsection:

“(1A) Where the controller of a non-profit organisation notifies the Registrar General of a change in accordance with subsection (1), and the change is in respect of the name of the non-profit organisation to which any of the provisions of section 6(2) applies, the Registrar General may refuse to register the change of name.

(1B) Where the Registrar General has received a notice under subsection (1) and is satisfied that the change of name is permitted, he shall issue a certificate of the change of name to the non-profit organisation.

(1C) Where the change notified under subsection (1) is in respect of the change from an unincorporated body to a body corporate the Registrar General shall

issue a certificate of change of status to the non-profit organisation.”; and

- (ii) by inserting after subsection (2), the following new subsections:

“(3) A certificate issued under this section shall, in all proceedings, be received into evidence.”;

- (g) in section 17, by—

- (i) deleting subsection (1) and substituting the following:

“(1) A non-profit organisation which—

(a) wishes to voluntarily surrender its registration as a non-profit organisation; or

(b) is no longer in operation,

shall notify the Registrar General in writing—

(c) in respect of paragraph (a), three months prior to surrender; and

(d) in respect of paragraph (b), within three months after such cessation.”;

- (ii) inserting after subsection 6, the following new subsection:

“(7) Where a non-profit organisation ceases operations on the death of

the controller, the legal personal representative of the controller, shall, within three months of the death give notice to the Registrar General of the death and ceasing of operations.”;

(h) in section 27—

(i) in subsection (2), by deleting the words “be—” and paragraphs (a) and (b) and substituting the following “be, apply to be registered as a non-profit organisation under this Act.”; and

(ii) by inserting after subsection (2), the following new subsections:

“(2A) Where the non-profit organisation was exempt from corporation tax under section 6(1) of the Corporation Tax Act, immediately before the date of commencement of this Act, the non-profit organisation shall, provide the Registrar General with a copy of the letter of approval of the exemption granted by the Minister with responsibility for finance.

(2B) A non-profit organisation which obtains an exemption from corporation tax after the date of commencement of the Act, shall provide to the Registrar General a copy of the letter of exemption.”; and

(i) in Schedule 2 of the Non-Profit Organisations (Prescribed Forms and Fees) Rules—

(i) in item 7, by—

(A) deleting the word “Copy” and substituting the words “Certified copy”; and

(B) by deleting the words “\$20.00” and substituting the words “\$100.00”; and

(ii) by inserting after item 7, the following new item:

“8 CERTIFICATE OF NON-PROFIT ORGANISATION REGISTRATION. \$ 40.00.”.

Passed in the Senate this day of ,
2023.

Acting Clerk of the Senate

I confirm the above.

President of the Senate

Passed in the House of Representatives this day
of , 2023.

Clerk of the House

I confirm the above.

Speaker

No. 4 of 2023

FOURTH SESSION
TWELFTH PARLIAMENT
REPUBLIC OF
TRINIDAD AND TOBAGO

BILL

AN ACT to amend the Registrar General's Act, Chap. 19:03, the Companies Act, Chap. 81:01, the Registration of Business Names Act, Chap. 82:85, and the Non-Profit Organisations Act, No. 7 of 2019

Received and read the

First time

Second time

Third time