

REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT, 1995  
(Sections 9 and 309)

ARTICLES OF INCORPORATION

NON-PROFIT COMPANY

1. Name of Company..... Company No. ....

2. The Company has no authorised share capital, is to be carried on without pecuniary gain to its members, and any profits or other accretions to the assets of the Company are to be used in furthering its undertaking.

3. Is the liability of members limited by guarantee?  
 Yes                                       No

4. Restrictions on the undertaking that the Company may carry on  
 .....  
 .....

5. Number (or minimum and maximum number) of Directors  
 .....  
 .....

6. The address of the principal office or premises of the Company is  
 .....  
 .....

7. Other provisions, if any, e.g.  
 (a) The interest of each member in the Company shall be transferable and shall not cease on death.  
 (b) The members of the Company may at any time resolve to wind up the Company whereupon the assets of the Company, after payment of all debts and liabilities of the Company, shall be distributed in accordance with section 426 of the Companies Act, 1995.

8. The first Directors, each of whom shall become a member of the Company are:

Names and Occupations	Addresses	Signatures
.....	.....	.....
.....	.....	.....
.....	.....	.....

9. Date .....

THE COMPANIES ACT, 1995  
**ARTICLES OF INCORPORATION**  
NON-PROFIT COMPANY  
FORM 2  
INSTRUCTIONS

**Format**

Documents required to be sent to the Registrar pursuant to the Act must conform with regulation 3 of the Regulations under the Act. Where any provision required to be set out is too long to be set out in the space provided in the form, the form may incorporate the provisions by annexing a Schedule in the manner described in regulation 3(5) of the Regulations.

**Item 1**

Set out a proposed corporate name that complies with section 493 of the Act and with regulations 6 and 7 of the Regulations.

**Item 2**

These details are required by section 309(b) of the Act.

**Item 3**

Indicate whether the liability of members is limited by guarantee. Tick the appropriate box.

**Item 4**

If restrictions are to be placed on the undertaking the company may carry on, set out the restrictions.

**Item 5**

State number of directors. A non-profit company shall have no fewer than three directors [Section 310(1)].

**Item 6**

Where the undertaking of the company is of a social nature there must be stated the full address of the principal office or premises that the company is maintaining.

**Item 7**

Insert any provision which may be included in the articles.

If the company is limited by guarantee, state—

- (a) that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding a specified amount; and
- (b) the number of members with which the company is proposed to be registered.

The articles of a company may provide for anything permitted by the Act or any other law to be provided for by the by-laws of the company.

The following sections of the Act give a company the option to make, in its articles, provisions for the company which are different to the provisions set out in the Act:

- (a) section 60—*re* restriction of power of directors;
- (b) section 66(1)—*re* restrictions on power of directors to amend by-laws;
- (c) section 80—*re* directors' meetings;
- (d) section 81(1)—*re* notice of directors' meetings;
- (e) section 98(1) and (2)—*re* borrowing powers of directors;
- (f) section 113(3)—*re* notice of adjourned meeting of members;
- (g) section 127(1), (2) and (3)—*re* quorum at meetings of members;
- (h) section 128—*re* voting on a show of hands or on a ballot;
- (i) section 131—*re* method of voting at meetings of members;
- (j) section 314—*re* transferability of member's interest in a non-profit company; and
- (o) section 426—*re* distribution of property of company on voluntary winding up.

**Item 8**

State full name (no abbreviations), occupation (if a director of another company, state name of that company) and address.