

Securities (Registration Statement) Rules

SAINT LUCIA

STATUTORY INSTRUMENT, 2015, No.

ARRANGEMENT OF RULES

Rules

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Securities (Registration Statement) Rules

SAINT LUCIA

STATUTORY INSTRUMENT, 2015, No.

[]

In exercise of the powers conferred under section 161 of the Securities Act, Cap. 12.18, the Commission makes these Rules:

Citation

1. These Rules may be cited as the Securities (Registration Statement) Rules, 2015.

Interpretation

2. In these Rules:

“Act” means the Securities Act, Cap. 12.18;

“offeror” means a person selling previously issued securities;

“reporting issuer” means –

(a) a public company under section 97(2) of the Act; or

(b) a company registered under section 97(3) of the Act.

Public company

3. A public company incorporated **after [5th December, 2001]** shall file a **registration statement** with the Commission within ninety days of the date of incorporation.

Registration statement

4. (1) A reporting issuer shall file a registration statement with the Commission by electronic mail or at the following address -

The Chairman
Eastern Caribbean Securities Regulatory Commission
ECCB Financial Complex

P O Box 1855
Basseterre
St Kitts.

(2) A registration statement is in the form set out in Schedule 1.

(3) Where a company registers and files a registration statement under section 97(3) of the Act and the company proposes to issue securities to the public for the first time, the registration statement must be accompanied by -

(a) the formation documents;

(b) a Certificate of Incorporation; and

(c) a Prospectus.

(4) Where a company proposes to issue securities to the public subsequent to the first issue of securities, the registration statement must be accompanied by a Prospectus.

Annual amendment of registration statement

5. (1) Without prejudice to section 97(4) of the Act, a reporting issuer shall amend the registration statement within one hundred and twenty days after the end of the financial year of the reporting issuer.

(2) An amendment to the registration statement is in the form set out in Schedule 2.

Schedule 1

(Regulation 4(2))

REGISTRATION STATEMENT
Sections 97(2) and 97(3): Securities Act, Cap. 12.18

FORM RS - 1

(Exact name of Company as set forth in Certificate of Incorporation)

Place and date of incorporation:

Street and postal address of registered office:

Company telephone number: (_____) _____

Fax number: (_____) _____

Email address: _____

Financial year-end: _____
 (month) (day) (year)

Contact person(s): _____

Telephone number (if different from above): (_____) _____

Fax number: (_____) _____

Email address: _____

This Company:

- Has never conducted operations.
- Is in the development stage.

- Is currently conducting operations.
 Has shown a profit in the last financial year.
 Other (Specify): _____
(Check at least one, as appropriate)

Has the company applied for listing on the Eastern Caribbean Securities Exchange Yes No

Date of Issue of this Registration Statement: _____

THIS DISCLOSURE DOCUMENT CONTAINS ALL OF THE REPRESENTATIONS BY THE COMPANY CONCERNING THIS OFFERING, AND NO PERSON SHALL MAKE DIFFERENT OR BROADER STATEMENTS THAN THOSE CONTAINED HEREIN. INVESTORS ARE CAUTIONED NOT TO RELY UPON ANY INFORMATION NOT EXPRESSLY SET FORTH IN THIS DISCLOSURE DOCUMENT, OR THE PROSPECTUS PUBLISHED IN RESPECT OF THIS ISSUE. INVESTMENT IN BUSINESSES INVOLVES A CERTAIN DEGREE OF RISK, AND INVESTORS SHOULD NOT INVEST IN THIS OFFERING UNLESS THEY CAN AFFORD TO LOSE THEIR INVESTMENT IN ITS ENTIRETY. IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE.

This Disclosure Document, together with Financial Statements and other Attachments, consists of a total of _____ pages.

PART I
OFFER STATISTICS FOR SECURITIES OFFERING

Type of securities offered: _____

Maximum number of securities offered _____

Minimum number of securities offered _____

Offer Price Per Share _____

Total proceeds: If maximum sold: \$ _____ If minimum sold: \$ _____

Offered Securities as a percentage of issued and outstanding Securities _____

Market Capitalisation at Offer Price _____

Price Earnings Ratio _____

Date of Opening of Subscription List _____

Date of Closing of Subscription List _____

Is a commissioned selling agent selling the securities in this offering? [] *Yes* [] *No*

If yes, what commission is charged? _____ %

Is there other compensation to selling agent(s)? [] *Yes* [] *No*

Is there an escrow of proceeds until minimum is obtained
and allocations made? [] *Yes* [] *No*

Copies of the Prospectus in respect of which this form is issued can be obtained from:

(name and address)

Person(s) to contact at the company with respect to this offering:

PART II
OFFERING PRICE FACTORS

1. If the securities offered are common stock, or are exercisable for or convertible into common stock, the following factors may be relevant to the price at which the securities are being offered.

2. What were net, after-tax earnings for the last financial year? (If losses, show in parenthesis.)

Total \$ _____ (\$ _____ per share)

3. If the company had profits, show offering price as a multiple of earnings.

$$\frac{\text{Offering Price Per Share}}{\text{Net After-Tax Earnings Last Year Per Share}} = \text{(price/earnings)}$$

4. (a) What is the net tangible book value of the company? (If deficit, show in parenthesis.) For this purpose, net tangible book value means total assets (exclusive of copyrights, patents, goodwill, research and development costs and similar intangible items) minus total liabilities.

\$ _____ (\$ _____ per share)

(b) State the dates on which the company sold or otherwise issued securities during the last 12 months, the amount of such securities sold, the number of persons to whom they were sold, any relationship of such persons to the company at the time of sale, the price at which they were sold and, if not sold for cash, a concise description of the consideration.

5. (a) What percentage of the outstanding securities of the company will the investors in this offering have? (Assume exercise of outstanding options, warrants or rights and conversion of convertible securities, if the respective exercise or conversion prices are at or less than the offering price).

If the maximum is sold: _____ %

If the minimum is sold: _____ %.

- (b) What post-offering value is management implicitly attributing to the entire company by establishing the price per security set forth under Part I, or exercise or conversion price if common shares are not offered? (Total outstanding securities after offering times offering price, or exercise or conversion price if common shares are not offered.)

If maximum is sold: _____ %

If minimum is sold: _____ %.

**PART III
DESCRIPTION OF SECURITIES**

1. Description of Share Capital

a) Authorised

TYPE/CLASS	AMOUNT

b) Issued

TYPE/CLASS	AMOUNT

2. The securities offered hereby are:

NUMBER	TYPE
[]	Common Stock
[]	Preferred or Preference Stock
[]	Notes, Bonds or Debentures
[]	Other (specify):

3. These securities have:

- | Yes | No | |
|--------------------------|--------------------------|--|
| <input type="checkbox"/> | <input type="checkbox"/> | Cumulative voting rights |
| <input type="checkbox"/> | <input type="checkbox"/> | Other special voting rights |
| <input type="checkbox"/> | <input type="checkbox"/> | Pre-emptive rights to purchase in new issues of securities |
| <input type="checkbox"/> | <input type="checkbox"/> | Preference as to dividends or interest |
| <input type="checkbox"/> | <input type="checkbox"/> | Preference upon liquidation |
| <input type="checkbox"/> | <input type="checkbox"/> | Other special rights or preferences (specify): |

Explain:

4. Are the securities convertible? Yes No

If so, state conversion price or formula.

Date when conversion becomes effective: ___/___/___

Date when conversion expires: ___/___/___

5. Provide details of any bonus securities or share dividends in the last two years

**PART IV
USE OF PROCEEDS**

1. The following table sets forth the use of the proceeds from this offering:

	If Minimum <u>Amount</u>	<u>%</u>	If Maximum <u>Amount</u> <u>%</u>	
	\$ _____	100%	\$ _____	100%
Total Proceeds				
Less: Offering Expenses				
Commissions and Finders Fees	_____	_____	_____	_____
Legal & Accounting	_____	_____	_____	_____
Copying & Advertising	_____	_____	_____	_____
Other (Specify):	_____	_____	_____	_____
Net Proceeds from Offering	_____	_____	_____	_____
Use of Net Proceeds	_____	_____	_____	_____
	_____	_____	_____	_____
	_____	_____	_____	_____
	_____	_____	_____	_____
	_____	_____	_____	_____
	_____	_____	_____	_____
	_____	_____	_____	_____
	_____	_____	_____	_____
	_____	_____	_____	_____
Total Use of Net Proceeds	_____	<u>100%</u>	_____	<u>100%</u>

2. (a) If funds from sources other than this offering are to be used in conjunction with the proceeds from this offering, state the amounts and sources of such other funds, and whether the funds are firm or contingent. If contingent, explain.
- (b) If any material part of the proceeds is to be used to discharge indebtedness, describe the terms of such indebtedness, including interest rates. If the indebtedness to be discharged was incurred within the current or previous financial year, describe the use of the proceeds of such indebtedness.

- (c) If any material amount of the proceeds is to be used to acquire assets, other than in the ordinary course of business, briefly describe and state the cost of the assets and other material terms of the acquisitions. If the assets are to be acquired from senior officers, directors, employees or principal shareholders of the company or their associates, give the names of the persons from whom the assets are to be acquired and set forth the cost to the company, the method followed in determining the cost, and any profit to such persons.

- (d) If any amount of the proceeds is to be used to reimburse any senior officer, director, employee or shareholder for services already rendered, assets previously transferred, or monies loaned or advanced, or otherwise, provide the name(s) of employee(s) and shareholder(s) and the terms of the transaction.

**PART V
PLAN OF DISTRIBUTION**

1. Applications will be accepted for a minimum of _____ securities and thereafter in multiples of _____

2. If Applications for securities exceed the number being offered, indicate how the allocations will be made:

3. If application is not accepted or is accepted for a smaller number of securities than applied for, will the balance of the application money be returned with/without interest to the applicant.

4. The underwriter(s) or selling agent(s) (that is, the persons selling the securities as agent for the company for a commission or other compensation) in this offering are:

Name: _____	Name: _____
Address: _____	Address: _____
Telephone No.() _____	Telephone No.() _____
Fax No () _____	Fax No:() _____
Email Address: _____	Email Address _____

5. Underwriting Details (Commissions, Over-allotment Options, Responsibility for Unsold Securities, Services Provided, etc)

6. If this offering is not being made through selling agents, the names of persons at the company through which this offering is being made:

Name: _____	Name: _____
Address: _____	Address: _____
Telephone No.() _____	Telephone No.() _____
Fax No () _____	Fax No:() _____

7. (a) If this offering is limited to a special group, such as employees of the company, describe the limitations and any restrictions on resale that apply:

(b) Will the securities offered be held in physical form or in a book-entry dematerialised form.

(c) Will the securities (if held in physical form) or the electronic record (if held as a book entry position in dematerialised format) bear a legend notifying holders of restrictions identified in Part V (7)(a)?

Yes No

(d) Explain the nature of any resale restrictions on outstanding securities, and when those restrictions will terminate, if this can be determined:

**PART VII
THE COMPANY**

1. (a) Provide brief history of the company since its inception to the present time.
- (b) Provide a description of the developments in the company's main line of business including accomplishments and future plans.
- (c) Describe in detail what business the company does and proposes to do, including what products or goods are or will be produced or services that are or will be rendered.
- (d) Describe how these products or services are to be produced or rendered and how and when the company intends to carry out its activities. If the company plans to offer a new product(s), state the present stage of development, including whether or not a working prototype(s) is in existence. Indicate if completion of development of the product would require a material amount of the resources of the company, and the estimated amount.
- (e) Describe specifically the marketing strategies the company is employing or will employ in penetrating its market or in developing a new market. Indicate how and by whom, its product or services are or will be marketed (such as advertising, personal contact by sales representative, etc.), how its marketing structure operates or will operate and the basis of its marketing approach including any marketing studies.
- (f) Describe generally the principal properties (such as real estate, plant and equipment, patents, etc.) that the company owns, indicating also what properties it leases and a summary of the terms under those leases, including the amount of payments, expiration dates and the terms of any renewal options. Indicate what properties the company intends to acquire in the immediate future, the cost of such acquisitions and the sources of financing it expects to use in obtaining these properties, whether by purchase, lease or otherwise.
- (g) Description of the industry in which the company sells its products or services. (Where applicable, include any recognised trends within that industry. Describe that part of the industry and the territory in which the business competes).

- (h) Indicate current and future forms of competition, (whether by price, service or otherwise). Name the company's main actual and/or potential competitors. Indicate the relative size, financial and market strengths of the company's competitors and/or its anticipated competitors. State bases on which the company can effectively compete with these and other companies within the industry.

- (i) Indicate the extent to which the company's operations have depended or are expected to depend upon patents, copyrights, trade secrets, know-how or other proprietary information. Describe the steps taken to secure and protect the company's intellectual property. (Include use of confidentiality agreements, covenants-not-to-compete and the like).

- (j) State whether the company's business, products or properties have been subject to material regulation (including environmental regulation). Indicate the nature and extent of regulation and its effect or potential effects upon the company and its operations.

- (k) State names of the company's subsidiaries. Outline their business purposes. Give names of primary owners. (Indicate whether this information is included in the Financial Statements attached hereto).

- (l) State whether the company is a subsidiary. If so, describe the business of the parent company. Indicate what percentage of the company is owned by the parent.

- (m) Summarise the material events in the development of the company including any material acquisitions or mergers during the past five years.

2. List in order of importance the factors, which are the most substantial risks to an investor (i.e., those factors which constitute the greatest threat that the investment will be lost in whole or in part, or will not provide an adequate return).

(1) _____

(2) _____

(3) _____

(4) _____

(5) _____

(6) _____

(7) _____

(8) _____

Attach Additional Sheets if needed

3. Indicate whether the company is having or anticipates having within the next 12 months any cash flow or liquidity problems and whether or not it is in default or in breach of any note, loan, lease or other indebtedness or financing arrangement requiring the company to make payments.

4. Indicate whether proceeds from this offering will satisfy the company's cash requirements for the next 12 months, and whether it will be necessary to raise additional funds. State the source of additional funds, if known.

**PART VIII
CAPITALIZATION**

1. Indicate the capitalisation of the company as of the most recent balance sheet date (adjusted to reflect any subsequent share splits, share dividends, recapitalisations or refinancings) and as adjusted to reflect the sale of the minimum and maximum amount of securities in this offering and the use of the net proceeds therefrom:

	Amount Outstanding	As Adjusted	
	As of:	<u>Minimum</u>	<u>Maximum</u>
	/ / (date)		
Debt:			
Short-term debt (average interest rate _____%)	\$ _____	\$ _____	\$ _____
Long-term debt (average interest rate _____%)	\$ _____	\$ _____	\$ _____
Total debt	\$ _____	\$ _____	\$ _____
Shareholders' equity (deficit):			
Preferred shares - par or stated value (by class of preferred in order of preferences)			
	\$ _____	\$ _____	\$ _____
	\$ _____	\$ _____	\$ _____
	\$ _____	\$ _____	\$ _____
Common stock-- par or stated value	\$ _____	\$ _____	\$ _____
Additional paid in capital	\$ _____	\$ _____	\$ _____
Retained earnings (deficit)	\$ _____	\$ _____	\$ _____
Total shareholders' equity (deficit)	\$ _____	\$ _____	\$ _____
Total Capitalisation	\$ _____	\$ _____	\$ _____

2. Capital Commitments and Contingent Liabilities

- a Unfunded Pension Liabilities
- b Letters of Credit
- c Performance bonds
- d Guarantees and Warranties
- e Undrawn commitments
- f Letters of Comfort
- g Capital Commitment
- h Others

**PART IX
DIVIDEND POLICY**

3. If the company has within the last five years paid dividends, provide the following:

DATE	AMOUNT	% OF NET INCOME	DIVIDEND PER SHARE

4. Outline any projections or plans for payment of dividends over the next two years?

PART X
EXECUTIVE OFFICERS AND OTHER KEY PERSONNEL OF THE COMPANY

1. EXECUTIVE OFFICERS

Position:

Name: _____ Age: _____

Mailing Address: _____

Telephone No.: () _____

List jobs held during past five years (including names of employers and dates of employment).
Give brief description of current responsibilities.

Education (degrees or other academic qualifications, schools attended, and dates):

Also a Director of the company Yes No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

Use additional sheets if necessary.

2. DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: _____ Position: _____

Age: _____

Mailing Address: _____

Telephone No.: ()

List jobs held during the past five years (including names of employers and dates of employment). Give brief description of current responsibilities.

Education (degrees or other academic qualifications, schools attended, and dates):

Use additional sheets if necessary.

PART XI

SUBSTANTIAL SHAREHOLDERS

1. (a) Principal owners of the company (those who beneficially own more than 5% of the common and preferred shares presently outstanding whether directly or indirectly) starting with the largest common shareholder. Indicate by endnote any transaction where the consideration was not cash. State the nature of any such consideration.

SHARES NOW HELD:

Name: Address:	Class of Shares:	No. of Shares:	% of Total

- (b) Include all common shares issuable upon conversion of convertible securities and show conversion rate per share as if conversion has occurred.

UPON CONVERSION:

Name: Address:	Class of Shares:	Conversion Rate:	No. of Shares upon Conversion	% of Total*

* Current holding of shares if conversion option were exercised.

PART XII

LITIGATION

1. Describe any past litigation or administrative action which has had a material effect upon the company's business, financial condition, or operations, including any litigation or action involving the company's Officers, Directors or other key personnel. State the names of the principal parties, the judgement and amounts involved.

PART XIII

MISCELLANEOUS FACTORS

1. Provide any additional information considered necessary to clarify any potentially misleading or incomplete information in this Registration Statement.

PART XIV

FINANCIAL STATEMENTS

1. Attach Auditor's Report. Attach current audited financial statements, audited financial statements for the last three financial years and the most recent unaudited financial statement if next audited statement is due in less than six months; or the most recent unaudited quarterly statement if the next audited statement is due in more than six months, or pro-forma financial statements, whichever is applicable. If the company has acquired another business since the beginning of the last financial year the assets or net income of which were in excess of 20% of those for the company, show pro-forma combined financial statements as if the acquisition had occurred at the beginning of the company's last financial year.

**PART XV
SIGNATURES**

A Director, the Chief Executive Officer, and the Chief Financial Officer of the company shall sign this Registration Statement on behalf of the company. By so doing each certifies that he has made diligent efforts to verify the material accuracy and completeness of the information herein contained. By submitting this Registration Statement to the ECSRC, each Director, the Chief Executive Officer and the Chief Financial Officer of the company agree to make himself available to each investor prior to the time of investment, and to respond to questions and otherwise confirm the information contained herein. The Directors, the Chief Executive Officer and the Chief Financial Officer hereby undertake to make the exhibits to this Registration Statement, or as is provided by law, available to each investor, prior to the making of any investment by such investor.

The Chief Financial Officer by signing this form is hereby certifying that the financial statements submitted fairly state the company's financial position and results of operations, or receipts and disbursements, as of the dates and period(s) indicated. The Chief Financial Officer further certifies that all financial statements submitted herewith are prepared in accordance with International Accounting Standards consistently applied (except as stated in the notes thereto) and (with respect to year-end figures) including all adjustments necessary for fair presentation under the circumstances.

Name of Chief Executive Officer:

Name of Director:

Signature

Signature

Date

Date

Name of Chief Financial Officer:

Signature

Date

Schedule 2

(Regulation 5(2))

AMENDMENT OF REGISTRATION STATEMENT
Section 97(4): Securities Act, Cap. 12.18

FORM RS - 2

Select One: Annual Registration Issue of Securities

(Exact name of Company as set forth in Certificate of Incorporation)

Place and date of incorporation:

Street and postal address of registered office:

Company telephone number: (____) _____

Fax number: (____) _____

Email address: _____

Financial year-end: _____
(month) (day) (year)

Contact person(s): _____

Telephone number (if different from above): (____) _____

Fax number: (____) _____

Email address: _____

Did the company file all reports required to be filed by Section 98 of the Securities Act, 2001 during the preceding 12 months?

Yes

No

Did the company file all reports required to be filed by the Companies Act during the preceding 12 months?

Yes

No

1. Description of the Industry in which the Company Operates

2. Exchanges on which the Company's Securities are Listed

Exchange(s)	Securities Type	No. of Shares	Valuation

3. Description of Securities Being Offered (including who is the Issuer and who is the Offeror of the Securities)

4. Territories in which Securities are Being Offered

Territory	Effective Date

5. Description of Share Capital

a) Authorised

TYPE/CLASS	No. OF SHARES

b) Issued

TYPE/CLASS	No. OF SHARES

c) Outstanding

TYPE/CLASS	No. OF SHARES

6. OFFICERS AND KEY PERSONNEL OF THE COMPANY

Name: _____ Position: _____

Mailing Address: _____

Telephone No.: () _____

List jobs held during past five years (including names of employers and dates of employment).
Give brief description of current responsibilities.

Education (degrees or other academic qualifications, schools attended, and dates):

Also a Director of the company Yes No

If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

Use additional sheets if necessary.

7. DIRECTORS OF THE COMPANY

Name: _____ Position: _____

Mailing Address: _____

Telephone No.: ()

List jobs held during past five years (including names of employers and dates of employment).
Give brief description of current responsibilities.

Education (degrees or other academic qualifications, schools attended, and dates):

Use additional sheets if necessary.

8. SUBSTANTIAL SHAREHOLDERS

- (a) Principal owners of the company (those who beneficially own more than 5% of the common and preferred shares presently outstanding whether directly or indirectly) starting with the largest common shareholder. Indicate by endnote any transaction where the consideration was not cash. State the nature of any such consideration.

SECURITIES NOW HELD:

Name: Address:	Class of Shares:	No. of Shares:	% of Total

- (b) Include all common shares issuable upon conversion of convertible securities and show conversion rate per share as if conversion has occurred.

UPON CONVERSION:

Name: Address:	Class of Shares:	Conversion Rate:	No. of Shares upon Conversion	% of Total*

* Current holding of shares if conversion option were exercised.

9. Name and Address of Parent

Name:	Address:	Country of Incorporation:	Countries of Registration (where applicable)	Name of the Exchange(s) on which the company's securities are listed:

10. Name(s) and Address(es) of Subsidiary(ies)

Name:	Address:	Percentage Ownership:	Name of the Exchange(s) on which the company's securities are listed:

11. Name(s) and Address(es) of Affiliate(s)

Name:	Address:	Name of the Exchange(s) on which the company's securities are listed:

SIGNATURES

A Director, the Chief Executive and Corporate Secretary shall sign this Registration Statement on behalf of the company. By so doing each certifies that he has made diligent efforts to verify the material accuracy and completeness of the information herein contained.

Name of Chief Executive Officer:

Name of Director:

Signature

Signature

Date

Date

Name of Corporate Secretary:

Signature

Date

Made by the Eastern Caribbean Securities Regulatory Commission this 23rd
day of November 2015.


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Mr Errol N Allen
CHAIRMAN
EASTERN CARIBBEAN SECURITIES REGULATORY COMMISSION