ANGUILLA

REVISED REGULATIONS OF ANGUILLA

under

LIMITED LIABILITY COMPANY ACT
R.S.A. c. L65

Showing the Law as at 31 December 2022

This Edition was prepared under the authority of the Revised Statutes and Regulations Act, R.S.A. c. R55 by the Attorney General as Law Revision Commissioner.

Regulation	Citation	Page
LIMITED LIABILITY COMPANY REGULATIONS *This Edition consolidates—* *R.A. 15/2012, in force 13 February 2012*	R.R.A. L65-1 *(15/12/2014)*	3
LIMITED LIABILITY COMPANY (ECONOMIC SUBSTANCE) REGULATIONS *Revises: R.A. 2/2019, in force 18 January 2019*	R.R.A. L65-2 *(31/12/2022)*	27

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Revised Regulations of Anguilla: L65-1

LIMITED LIABILITY COMPANY ACT (R.S.A. c. L65)

LIMITED LIABILITY COMPANY REGULATIONS

Note: These Regulations are enabled under section 90 of the Limited Liability Company Act, R.S.A. c. L65.[1]

(Am. in L.R. 15/12/2014)

TABLE OF CONTENTS

SECTION

1. Definitions
2. Words in company names requiring approval
3. Forms
4. Fees
5. Citation

SCHEDULE 1: Prescribed Words and Expressions
SCHEDULE 2: Forms under the Act
SCHEDULE 3: Form under the Regulations
SCHEDULE 4: Fees and Penalties

Definitions

1. In these Regulations—

"Act" means the Limited Liability Company Act;

"$" means the unit of currency of the United States of America.

Words in company names requiring approval

2. The words and expressions set out in Schedule 1 are prescribed as words and expressions that require the approval of the Registrar before they can be used in the name of an international business company.

Forms

3. (1) The forms set out in Schedule 2 are prescribed for use in the matters under the Act to which they relate.

(2) The form set out in Schedule 3 is prescribed for use in relation to section 18 of Part 1 of Schedule 4.

[1] This Note has been corrected to reflect the renumbering of the Act by Act 3 of 2014.

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Fees

4. (1) The fee required to be paid under the Act for a filing or other service set out in Column 1 of Part 1 of Schedule 4 is the amount set out opposite—

(a) in Column 2 if the filing or other service is done other than electronically; and

(b) in Column 3 if the filing or other service is done electronically.

(2) A penalty is payable in the amount and in the circumstances set out in Part 2 of Schedule 4.

Citation

5. These Regulations may be cited as the Limited Liability Company Regulations, Revised Regulations of Anguilla, L65-1.

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SCHEDULE 1

(Section 2)

PRESCRIBED WORDS AND EXPRESSIONS

Assurance, Assurance Broker, Assurer, Authority,

Banc, Banca, Bancaria, Bancaire, Bancario,Banco, Bancomer, Bancorp, Bancos, Bangko, Bank, Banka, Bankas, Bankasi, Banke, Banken, Banker, Bankhaus, Banki, Bankiers, Banking, Bankin'ny, Bankirsky, Bankos, Bankverein, Banky, Banque, Banquier, Banquiers, Betting, British, Building Society,

Chamber of Commerce, Charity, Charitable, Co-operative,Co-op, Credit, Creditbank, Credit Union, Creditanstalt, Credito,

Discontobank,

European,

Friendly Society, Fiduciary, Foundation, Fund,

Gaming, Gennossenschaftsbank, Girobank, Girozentrale, Government, Great Britain,

Handelsbank, Hypothekenbank,

Indemnity, Insurance, Insurance Broker, Insurer, Iraq, Iraqi,

Kantonalbank, King, Kontrolbank, Kretit, Kredietbank,

Landesbank, Libya, Libyan, Lottery, Lotto,

Majesty, Mutual,

Nationalbank,

Pankki, Patent, Patent Office, Police, Post Office, Prince, Princess, Privatbank,

Queen,

Raiffeisenbank, Re-assurance, Re-assurance Broker, Re-assurer, Red Cross, Re-insurance, Re-insurance Broker, Re-insurer, Royal, Royale, Royalty,

Sparbank, Stock Exchange,

Trade Union, Trust,

Underwriter,

Vereinsbank, Volksbank,

Windsor.

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SCHEDULE 2

(Section 3(1))

FORMS UNDER THE ACT

FORM 1

Anguilla

LIMITED LIABILITY COMPANY ACT

(Section 3(2))

REQUEST FOR NAME SEARCH AND NAME RESERVATION

1.	Name, address and telephone/fax number of person making the request: Name: Address: Telephone No.: Fax No.: If person making the request is a licensed company manager, state name and agent code no. only: Name: Agent Code No.:
2.	Renewal of Reservation of Name: *(please (□) appropriate box)* □ Yes, Name(s): □□□No
3.	Proposed names in order of preference for initial reservation: 1. …….. 6. …….. 2. …….. 7. …….. 3. …….. 8. …….. 4. …….. 9. …….. 5. …….. 10. ……...
4.	Derivation of Name:
5.	First available name to be reserved: □ Yes □ No

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6. Purpose of name request:

- ☐ Formation of LLC
- ☐ Registration of Foreign LLC
- ☐ Change of Name
  – state present name and LLC number:

7. Note any relevant information (e.g. names of affiliated businesses, consents available from other companies):

FOR REGISTRY USE ONLY

Date Filed:

Received By:

- ☐ Yes, Name No. …… appears to be available and is reserved for you for 120 days until …….. .
- ☐ No, Name No. …… is not available. Please see reasons below:
  - ☐ Prohibited
  - ☐ Too similar to attached names
  - ☐ Obscene or on public grounds objectionable
  - ☐ Other

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FORM 2

Anguilla
LIMITED LIABILITY COMPANY ACT
(Sections 5(4) and 6(4))

NOTICE OF CHANGE IN REGISTERED OFFICE OR NOTICE OF CHANGE IN REGISTERED AGENT

1.	Name of LLC:			
2.	LLC No.:			
3.	Registered Office:			
	Address:		Mailing Address:	
4.	Registered Agent:			
	Name:	Address:	Mailing Address:	
5.	If change of address of registered office, give previous address of registered office:			
	Address:		Mailing Address:	
6.	If change of address of registered agent, give previous address of registered agent:			
	Name:	Address:	Mailing Address:	
7.	Name:	Signature:	Office Held:	Date:

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Company No:
Agent Code No:
Date Filed:
Received By:

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FORM 3

Anguilla
LIMITED LIABILITY COMPANY ACT
(Section 11)

ARTICLES OF FORMATION

1.	Name of LLC:
2.	Registered Office: Address: Mailing Address:
3.	Registered Agent: Name: Address: Mailing Address:
4.	If The LLC proposes to have a specific date of dissolution, the latest date on which the LLC must dissolve:
5.	Effective Date of Formation: Date of Filing Articles of Formation: …….. Other Date *(please specify):* ……..
6.	Other matters, if any:
7.	Date: Signature:

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Company No:
Agent Code No:
Date Filed:
Received By:

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FORM 4

Anguilla
LIMITED LIABILITY COMPANY ACT
(Section 13)

ARTICLES OF AMENDMENT

1.	Name of LLC:			
2.	LLC No.:			
3.	The articles are amended as follows:			
4.	Name:	Signature:	Office Held:	Date:

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Company No:
Agent Code No:
Date Filed:
Received By:

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FORM 5

Anguilla
LIMITED LIABILITY COMPANY ACT
(Section 18(2))

RESTATED ARTICLES OF FORMATION

1.	Present Name of LLC:
2.	LLC No.:
3.	All prior name(s), if any:
4.	Date of Filing of Original Articles of Formation:
5.	Effective Date of Restated Articles: Date of Restated Articles: …… Other Date: *(please specify)* ……..
6.	Registered Office: Name: Address: Mailing Address:
7.	Registered Agent: Name: Address: Mailing Address:
8.	If the LLC proposes to have a specific date of dissolution, the latest date on which the LLC must dissolve:
9.	Other matters, if any:
10.	These restated articles only restate and integrate and do not further amend the LLC's articles of formation, as heretofore amended or supplemented. There is no discrepancy between those provisions and the Restated Articles. The restated articles of formation was duly executed and is being filed in accordance with section 16 of the Act.

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11. Date: Office Held: Signature:

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Company No:
Agent Code No:
Date Filed:
Received By:

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FORM 6

Anguilla
LIMITED LIABILITY COMPANY ACT
(Section 18(3))

AMENDED AND RESTATED ARTICLES OF FORMATION

1.	Present Name of LLC:
2.	LLC No.:
3.	All prior name(s), if any:
4.	Date of Filing of Original Articles of Formation:
5.	Effective Date of Restated Articles: Date of Restated Articles: ……. Other Date *(please specify):* ……..
6.	Registered Office: Name: Address: Mailing Address:
7.	Registered Agent: Name: Address: Mailing Address:
8.	If the LLC proposes to have a specific date of dissolution, the latest date on which the LLC must dissolve:
9.	Other matters, if any:
10.	These articles restate and integrate and also further amend the LLC's articles of formation, as heretofore amended or supplemented. The amended and restated articles of formation were duly executed and are being filed in accordance with section 16 of the Act.

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11. Date: Office Held: Signature:

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Company No:
Agent Code No:
Date Filed:
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FORM 7

Anguilla
LIMITED LIABILITY COMPANY ACT
(Section 19(6))

CERTIFICATE OF MERGER/CONSOLIDATION

1. Type of Articles:

   Merger: ……..

   Consolidation: ……..

2. Constituent Companies:

Name of Company:	Jurisdiction of Formation:	Date of Registration:

3. Name of Surviving/Consolidated Companies:

4. Registered Office:

   Address:

   Mailing Address:

5. Registered Agent:

   Name:

   Address:

   Mailing Address:

6. Manner in which the merger or consolidation was authorised with respect to each constituent company:

7. Where merger, state changes, if any, to be made to the surviving LLC's articles:

8. Where in filing articles of consolidation the LLC proposes to have a specified date of dissolution, specify the latest date on which the LLC must dissolve:

   It is hereby confirmed—

   (a) that the agreement of merger or consolidation is filed at a place of business of the surviving or resulting domestic LLC or other business entity, and the address thereof is:

   (b) that a copy of the agreement of merger or consolidate will be furnished by the surviving or resulting domestic LLC or any person holding an interest in any other business entity which proposes to merge or consolidate.

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9. If filing articles of consolidation:

If the LLC proposes to have a specific date of dissolution, the latest date on which the LLC must dissolve:

10. Effective Date of Merger/Consolidation:

Date of Filing Certificate of Merger/Consolidation: ……..

Other date *(please specify)*: ……

11. Other matters, if any:

12. Date: Office Held: Signature:

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Company No:
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Date Filed:
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FORM 8

Anguilla
LIMITED LIABILITY COMPANY ACT
(Section 57)

ARTICLES OF DISSOLUTION

1. Name of LLC:

2. LLC No.:

3. The Company has resolved to liquidate and dissolve pursuant to:
(please (?) appropriate box)

? Section 51
(Dissolution and winding up by the Court)

? Section 52
(Resolution by members)

? Section 54
(LLC with no property or liabilities)

4. Date of Commencement of Winding up and Dissolution:

Date of Registration: …….

Other: ……..……..

5. Date: Signature: Office Held:

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Date Filed:
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FORM 9

Anguilla
LIMITED LIABILITY COMPANY ACT
(Section 60(6))

ARTICLES OF REVIVAL

1.	Name of Dissolved/Struck Off LLC:	
2.	LLC No.:	
3.	Date of Dissolution:	
4.	Reason for Dissolution/Striking Off:	
5.	Interest of Applicant in Revival of LLC:	
6.	Relationship of Applicant to the LLC:	
7.	Name and Address of Applicant:	
8.	Signature:	Date:

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Company No:
Agent Code No:
Date Filed:
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FORM 10

Anguilla
LIMITED LIABILITY COMPANY ACT
(Sections 65, 66 and 68)

APPLICATION TO CONTINUE

1.	Name of LLC:
2.	Name under which the LLC is to be continued:
3.	Jurisdiction under which the LLC is incorporated:
4.	Date on which the LLC was incorporated:
5.	Registered Office: Address: Mailing Address:
6.	Registered Agent: Name: Address: Mailing Address:
7.	If the LLC proposes to have a specific date of dissolution, the latest date on which the LLC must dissolve:
8.	Effective Date of Continuance: Date of Filing Articles of Continuance: ……. Other Date *(please specify):* ……
9.	List the amendments to the articles of formation or their equivalent that are to be effective upon filing the application:

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10. Other matters, if any:

11. I/We do declare that the continuation has been approved by all necessary company action and that the continuation is made in good faith and will not serve to hinder, delay or defraud existing members, creditors, claimants or other parties in interest.

Date: Office Held: Signature:

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FORM 11

Anguilla
LIMITED LIABILITY COMPANY ACT
(Section 73)

CERTIFICATE OF DEPARTURE

1. Name of LLC:

2. LLC No.:

3. Registered Office Address:

4. The LLC does hereby certify that:
(please (☐) appropriate box)

☐ The intended departure from Anguilla and transfer of domicile to a foreign jurisdiction is unlikely to be detrimental to rights or property interests of any creditor or claimant against the company.

☐ It is not in breach of any duty or obligation imposed upon it by this Act or any other law of Anguilla.

☐ The transfer of domicile to the foreign jurisdiction is made in good faith and will not serve to hinder, delay or defraud existing members or other parties in interest.

☐ It hereby consents that it may be served with process in Anguilla in any proceedings arising out of actions or omissions occurring prior to its departure from Anguilla and does hereby appoint the following as the agent of the company to accept service of process.

5. Total Amount of Indebtedness:

6. Creditors:

Name:	Address:	Mailing Address:	Amount:

7. Name of Foreign Jurisdiction *(Including Full Address in Foreign Jurisdiction)*:

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8. Effective Date of Transfer of Domicile:

Date of Filing: ……

Other Date *(please specify)*: ……

9. Name: Office Held: Signature:

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SCHEDULE 3

(Section 3(2))

FORM UNDER THE REGULATIONS

Anguilla
LIMITED LIABILITY COMPANY REGULATIONS
(Section 18, Part 1 of Schedule 4 of these Regulations)

ANNUAL LICENCE FEE

1.	Name of LLC:		
2.	LLC No.:		
3.	Date of Formation:		
4.	Annual Licence Fees Outstanding/Currently Due:		
5.	Year of Annual Licence Fee:		
6.	Date:	Office Held:	Signature:

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SCHEDULE 4

(Section 4)

FEES AND PENALTIES

PART 1

FEES

	COLUMN 1	COLUMN 2	COLUMN 3
Section	**Filing or Other Services**	**Non-electronic**	**Electronic**
		US $	US $
1.	For reservation of name or renewal thereof	25	25
2.	For filing articles of formation	265	250
3.	For filing articles of' amendment	115	100
4.	For filing articles of dissolution	115	100
5.	For filing articles of revival	315	300
6.	For filing articles of merger or consolidation	515	500
7.	For filing restated articles of formation	65	50
8.	For filing amended and restated articles of formation	165	150
9.	For search	10	10
10.	For inspection of any document or part thereof, in addition to the fee for search under section 9, per page	1	1
11.	For each certified copy of a filed document	25	25
12.	For filing an application to continue	265	250
13.	For filing a certificate of departure	265	250
14.	For certificate reciting all the LLC's filings	50	50
15.	For certificate of good standing	50	50
16.	For any other certificate	50	50
17.	For filing any other document for which no fee is specifically provided	25	25
18.	Licence fee (payable on or before every anniversary date of registration)	265	250
19.	Annual Registered Agent/Office fee for each company under administration	30	30

(R.A. 15/2012, s. 1)

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PART 2

PENALTIES

Annual licence fee paid after due date

1. An LLC that fails to pay the annual licence fee under section 18 of Part 1 of this Schedule by the anniversary date shall, in addition to the licence fee, pay a penalty of an amount equal to 10% of the annual licence fee.

Annual licence fee paid 3 months late

2. An LLC that fails to pay the annual licence fee and the penalty due under section 1 of this Schedule before the expiration of 3 months from the anniversary date shall, in addition to the annual licence fee, be liable to pay a penalty of an amount equal to 50% of the annual licence fee.

_____

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