

CAYMAN ISLANDS



Supplement No. 3 published with Extraordinary
Gazette No. 98 dated 27th December, 2018.

THE COMPANIES (AMENDMENT) (NO. 2) LAW, 2018
(LAW 46 OF 2018)

THE COMPANIES (AMENDMENT) (NO. 2) LAW, 2018

ARRANGEMENT OF SECTIONS

1. Short title and commencement
2. Amendment of section 2 of the Companies Law (2018 Revision) - definitions and interpretation
3. Amendment of section 41 - annual list of members and return of capital, shares, calls, etc.
4. Amendment of section 44 - inspection of the register
5. Amendment of section 59 - accounts and audits
6. Amendment of section 163 - what companies may apply to be registered as exempted companies
7. Amendment of section 165 - declaration by proposed company
8. Amendment of section 168 - annual return
9. Repeal and substitution of section 174 - prohibited enterprises
10. Amendment of section 182A - exempted company may apply to be registered as a special economic zone company
11. Amendment of section 239 - limitation on rights of dissenters

CAYMAN ISLANDS

Law 46 of 2018.

I Assent

Martyn Roper

Governor.

21st December, 2018

**A LAW TO AMEND THE COMPANIES LAW (2018 REVISION) TO
MAKE MISCELLANEOUS CHANGES TO THE PROVISIONS
RELATING TO ACCOUNTING RECORDS AND EXEMPTED
COMPANIES; AND TO PROVIDE FOR INCIDENTAL AND
CONNECTED PURPOSES**

ENACTED by the Legislature of the Cayman Islands.

- | | |
|---|--|
| 1. (1) This Law may be cited as the Companies (Amendment) (No. 2) Law, 2018. | Short title and commencement |
| (2) This Law shall come into force on 1 st January, 2019. | |
| 2. The Companies Law (2018 Revision), in this Law referred to as the “principal Law,” is amended in section 2 by inserting after subsection (4) the following subsection -

“(5) For the purposes of this Law “carry on business in the Islands” shall be construed in accordance with the Local Companies Control Law (2015 Revision).”. | Amendment of section 2 of the Companies Law (2018 Revision) – definitions and interpretation |
| 3. The principal Law is amended in section 41(1) by inserting after the words “exempted company” the words “that does not hold a licence to carry on business in the Islands to which section 174 refers”. | Amendment of section 41 - annual list of members and return of capital, shares, calls, etc. |
| 4. The principal Law is amended in section 44 - | Amendment of section 44 - inspection of the register |

- (a) in subsection (1), by inserting after the words “outside the Islands” the words “except that, in the case of an exempted company that holds a licence to carry on business in the Islands under any applicable law, the register of members shall be kept at its registered office within the Islands”; and
- (b) in subsection (2), by inserting after the words “exempted company” the words “that does not hold a licence to carry on business in the Islands under any applicable law”.

Amendment of section
59 - accounts and audits

5. The principal Law is amended in section 59 by inserting after subsection (2A) and the following subsections -

“ (2B) A company which keeps its books of account outside of the Islands shall, in the form and manner prescribed, provide to its registered office, annually or with such other frequency and within such time as may be prescribed, information regarding its books of account; and, if a company fails to comply with this subsection without reasonable excuse, the company shall incur a penalty of five hundred dollars and a further penalty of one hundred dollars for every day during which such non-compliance continues.

(2C) Subsection (2B) shall not apply to a company that complies with a requirement under any regulatory law to file information regarding its accounts to the Authority.”.

Amendment of section
163 - what companies
may apply to be
registered as exempted
companies

6. The principal Law is amended in section 163 by inserting after the word “Islands” the words “or pursuant to a licence to carry on business in the Islands to which section 174 refers”.

Amendment of section
165 - declaration by
proposed company

7. The principal Law is amended in section 165 by inserting after the word “Islands” the words “or pursuant to a licence to carry on business in the Islands to which section 174 refers”.

Amendment of section
168 - annual return

8. The principal Law is amended in section 168 by inserting after the words “each exempted company” the words “that does not hold a licence to carry on business in the Islands to which sections 174 refers”.

Repeal and substitution
of section 174 -
prohibited enterprises

9. The principal Law is amended by repealing section 174 and substituting the following section -

“Restricted
enterprises

174.(1) An exempted company shall not carry on a trade or business in the Islands with any person, except in furtherance of the business of the exempted company carried on outside of the Islands, unless that exempted company holds a licence to carry on business in the Islands under any applicable law.

(2) Nothing in this section shall be construed so as to prevent an exempted company effecting and concluding contracts in the Islands and exercising in the Islands all its powers necessary for the carrying on of its business outside the Islands.

(3) An exempted company that holds a licence to carry on business in the Islands under any applicable law, shall from the date of issue of such licence, continue for all purposes as if incorporated and registered as an ordinary resident company under and subject to this Law the provisions of which shall apply to the company and to persons and matters associated with the company as if the company were incorporated and registered under this Law except as provided in section 7(1)(a), 8(1) and (4), 13(1)(a), 26(3)(a), 30(3), 31(1), 41(2), 42, 50(2), 166, 169, 175 or 252(2).”.

10. The principal Law is amended in section 182A(1) by inserting after the words “An exempted company” the words “that does not hold a licence to carry on business in the Islands to which sections 174 refers”.

Amendment of section
182A - exempted
company may apply to
be registered as a special
economic zone company

11. The principal Law is amended in section 239 by repealing subsection (2).

Amendment of section
239 - limitation on rights
of dissenters

Passed by the Legislative Assembly the 17th day of December, 2018.

Dr. Hon. W. McKeever Bush

Speaker.

Zena Merren-Chin

Clerk of the Legislative Assembly.

