



Filing Annual Returns For a Company

What is an Annual Return?



An Annual Return is a record of publicly available information about a company that appears on the Register of Companies. It contains details of the Company's Directors, Shareholders and Registered Office Address. Filing an Annual Return with the Registrar of Companies confirms whether the entity is still in business or if it will continue to be in business in the near future.

Information to be included in an Annual Return.

The Annual Returns must state the following:

- ◆ the Company's name and the address of its registered office;
- ◆ whether the Company is a public or a private company;
- ◆ whether the company is an ordinary or an international company;
- ◆ the particulars with respect to the persons who are directors of the Company;
- ◆ in respect of each class of members of the Company, the total number of persons who are members of that class;
- ◆ in the case of a Company limited by shares, a statement, in respect of each class of shares in the Company;
- ◆ in the case of a Company limited by guarantee, a statement, in respect of each class of members of the Company, stating of the aggregate amount of the guarantees for that class;
- ◆ that the information contained in the return is current as at the anniversary date of its incorporation in the year in which it is required to be delivered;
- ◆ the name of the secretary of the company.

Filing an Annual Return

In accordance with Section 72(1) of the Companies Act Cap 21.03, "Every company shall, in every year before the end of the month next following the month in which the anniversary date of its incorporation or registration falls, must

- Complete an annual return form containing current information associated with its Directors, Shareholders and Secretary.
- Deliver a copy of the return to the Registrar together with the prescribed filing fee;
- File the original Annual Return in a register kept by it for the purpose.

The Annual Return must be signed by a Director or the Secretary to the Company.

For **Public or Private Ordinary Companies**, a copy of the annual accounts must be delivered to the Registrar when filing the Annual Returns together with the fee of EC\$81.00 or USD \$30.00 or;

A Certificate of Solvency for the period signed on behalf of at least one Director and by the Auditors should also be filed with the Annual Return.

When Completing the Forms:

- ⇒ Print or type;
- ⇒ Use black ink only;
- ⇒ Use only one (1) character per box;
- ⇒ Insert the Company Number on every page of the Annual Return.

The Annual Return Form can be found on the Financial Services Regulation Commission's (FSRC's) Website:

Microsoft Word - Annual_Return_for_Companies (Revised).doc (fsrc.kn)

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Failing to Submit an Annual Return

It is the responsibility of the Company's secretary to file the Annual Return on time. When a Company fails to submit its Annual Return, the Registrar of Companies has the authority to start the deregistration of the Company. After three (3) years of delinquency, a Company is eligible to be 'struck' from the Register.

To be struck from the Register means that the Registrar of Companies removes the entity from its active records. Legally, the Company will now cease to exist and its name will become available to the general public for incorporation/registration.

Section 72(5) of the Companies Act, Cap 21.03 outlines the penalties for failing to submit an annual return which is an offence. These include:

- (a) Being struck from the Register of Companies; and
- (b) Being fined one half of the prescribed filing fee for each day the offence is permitted to continue.

Ways to Avoid Penalties

The following are ways to avoid paying penalty fees.:

- * Always be aware of your Company's Annual Return Date. Notices are also sent by the FSRC, to the address on record, as a reminder of the submission date.
- * Always ensure that your Company's Financial Statements are prepared.
- * Contact the FSRC well before the submission date to ask questions, if uncertain.



The Registrar of Companies should be notified of any changes made to the Annual Returns in the form of a Resolution. A Resolution is a written document created by the Board of Directors or officers of a Company detailing a binding corporate action. It is a legal document that provides the rules and framework as to how the Board can act under various circumstances.

S Z R X G N J R J D J R P V D
N K E A M K R J M J A O O S E
E O G N I L I F C A K T E D L
Z L I A W H D O Z C G C V D I
K N S T Z H M B U W R E G B N
Z O T K A P N R C E J R Q F Q
K A E R A R T U T G A I Y Q U
P J R N Q S O A A Y Q D I A E
Y K Y P X O R P E N A L T Y N
N L J W T Y Y D R T D B L F C
G W T F M A K F E O O Y T L Y
K L P Z V Z O J F X C Z K D W
Z K W O Y B S O N P Q N I D P
S R E D L O H E R A H S I Z O
K A D G S V V L Q J S O V L U

company	delinquency	director
filing	incorporation	penalty
register	secretary	shareholders



For More Information

References:

Companies Act Cap 21.03
Annual Returns Form - www.fsrc.kn