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"court" means the Supreme Court;

"member" means a person who holds shares in a company;

"Memorandum" means the Memorandum of Association of a

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(2) A company that contravenes subsection (1) shall be liable to a penalty of \$100 for each day or part thereof during which the contravention continues.

(3) A director who knowingly permits the contravention of subsection (1) shall be liable to a penalty of \$100 for each day or part thereof during which the contravention continues.

7. A member, director, officer, agent or liquidator of a company incorporated under this Act shall not be liable for any debt,

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(vi) no par value shares;

(vii) unnumbered shares;

(c) issue common shares, preferred shares, or

unnumbered shares as specified in Article 4.5 of the Charter. The following events have occurred:



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prescribed fee, reserve for 90 days a name for future adoption by a company under this Act.

12.(1) adopted by the Commission on October 1, 2015. ( ) Particular r46

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name and affixed his seal thereto and as if there  
were contained in the Memorandum, on the part of

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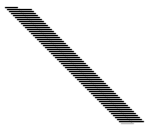


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the share is entitled to as a preference, if any, in the assets of  
the ,t Tw consider TD -0anyrespect sets of



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(a) the company will be able to satisfy its liabilities as

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(3) Subject to any limitations in the Memorandum or Articles -

- (a) a director shall cease to hold the office of director if a majority of the directors, require his resignation in writing;
- (b) a director may resign his office by giving written notice of his resignation to the company and the resignation has effect from the date the notice is received by the company or from such later date as may be specified in the notice.

(4) Subject to any limitations in the Memorandum or Articles, a vacancy in the board of directors may be filled by a resolution of members or of a majority of the remaining directors.

**43.** The number of directors shall be fixed by the Articles and, subject to any limitations in the Memorandum or Articles, the Articles may be amended to change the number of directors.

**44.** T Tc ((b)) Tw (e ) Tj -293.25 -1c3l 272.25 0 Articles, aT.2j 7.5 0 TDsuch later datn3h-230.7529 C  
vacancy in the board of directors may be filled by a resolution of

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**47.(1)** Subject to any limitations in the Memorandum or Articles, the directors of a company incorporated under this Act may meet at such times and in such manner and places within or outside the State as the directors may determine.

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telex, telefax, telegram, cable or other written electronic communication, without the need for any notice.

**51.(1)** Subject to any limitations in the Memorandum or Articles,

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**55.(1)** Subject to any limitations in the Memorandum or Articles, if the requirements of subsection (2) are satisfied, no agreement or transaction between -

- (a) a company incorporated under this Act; and
- (b)





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**72.** If at any time there is no member of a company incorporated under this Act, any person doing business in the name of or on behalf of the company is personally liable for the payment of all debts of the company contracted during the time and the person may be sued therefor without joinder in the proceedings of any other person. 72.

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(2) The directors of each constituent company that proposes to participate in a merger or consolidation shall approve a written plan of merger or consolidation containing, as the case requires -

- (a) the name of each constituent company and the name of the surviving company or the consolidated company;
- (b) in respect of each constituent company -
  - (i) the designation and number of outstanding shares of each class and series of shares specifying each such class and series entitled to vote on the







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(2) As soon as a merger or consolidation becomes effective -

(a)





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(c) a demand for payment of the fair value of his shares;

and a member who elects to dissent from a merger under section 74 shall give to the company a written notice of his decision to elect to dissent within 20 days immediately following the date on which the copy of the plan of merger or an outline thereof is given to him in accordance with section 74.

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**83.(1)** A company incorporated under the laws of a jurisdiction outside Seychelles that is permitted under section 82 to continue as a company incorporated under this Act, may, after complying with section 82(1)(a) and (b), submit to the Registrar the following documents-

- (a) articles of continuation, accompanied by a copy of its Memorandum and Articles, or their equivalent,
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provisions are amended to accord with this Act or after expiration of a period of 2 years after the date of issue of the certificate of continuation whichever is the sooner; and



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admit, reject or settle claims on the basis of the evidence submitted to him.

(5) When the official liquidator has completed his duties, he shall submit a written report of his conduct of the liquidation proceedings to the Registrar and, upon receipt of the report by the Registrar, all assets of the company, wherever situate, that are not disposed of, vest, notwithstanding any other law, in the Republic and the company is dissolved.

(6) The official liquidator is entitled to such remuneration out of the assets of the company for his services as the court approves, but if the company is unable to discharge all of its claims, debts, liabilities and obligations, payment of the official liquidator's remuneration shall be a charge on the Consolidated Fund.

(7) No liability attach of a5 0s euid3anding any othe5 ((6 TD -06eiclaims,e courtg ( ) T5 06twda3andi 0 Tw ( ets a372 entitled to sS Tdul5 0 e feTD s459pe1ifi r.7 11 1 9unowrgeceTD :26 r253 -fets a3872-4Fund.

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- (a) inspect the documents kept by the Registrar pursuant to this Act; and
  - (b) require a certificate of incorporation, merger, consolidation, arrangement, continuation, dissolution or good standing of a company

incorporated under this Act, or a copy or an extract of any document or any part of a document of which he has custody, to be certified by the Registrar and a certificate of incorporation, merger, consolidation, arrangement, continuation, dissolution or good standing or a certified copy of extract shall be prima facie evidence of the matters contained therein.

(2) A document or a copy or an extract of any document or any part of a document certified by the Registrar under subsection (1) is admissible in evidence in any proceedings as if it were the original document.

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Akciová společnost