



SUPPLEMENT No. 2

TO

THE CYPRUS GAZETTE No. 3450 OF 4TH AUGUST, 1949
LEGISLATION.

THE STATUTE LAWS OF CYPRUS

No. 25 OF 1949.

**A LAW TO PROVIDE FOR THE FORMATION AND
INCORPORATION OF COMPANIES LIMITED
BY GUARANTEE.**

R. E. TURNBULL,]

[3rd August, 1949.

Officer Administering the Government.

BE it enacted by His Excellency the Officer Administering the Government and Commander-in-Chief of the Colony of Cyprus as follows:—

1. This Law may be cited as the Companies (Limited by Guarantee) Law, 1949, and shall be read in conjunction with the Companies (Limited Liability) Laws, 1922 to 1944 (hereinafter referred to as "the principal Law").

Short title.
18 of 1922
16 of 1931
4 of 1934
20 of 1938
17 of 1940
15 of 1943
45 of 1944

Interpreta-
tion.

2. In this Law, unless the context otherwise requires—

“ articles ” means the articles of association of a company, as originally framed or as altered by special resolution, including, so far as they apply to the company, the regulations contained (as the case may be) in Table B or Table C ;

“ company ” means a company formed and registered under the principal Law or by virtue of this Law ;

“ company limited by guarantee ” means a company having the liability of its members limited by the memorandum to such amount as the members may respectively thereby undertake to contribute to the assets of the company in the event of its being wound up ;

“ company limited by shares ” means a company having the liability of its members limited by the memorandum to the amount, if any, unpaid on the shares respectively held by them ;

“ memorandum ” means the memorandum of association of a company, as originally framed or as altered in pursuance of the principal Law ;

Formation
and registra-
tion of
companies
limited by
guarantee.

3.—(1) Notwithstanding anything contained in the principal Law, a company may, after the coming into operation of this Law, be formed and registered as a company limited by guarantee.

(2) Any existing company may, at any time after the coming into operation of this Law, register as a company limited by guarantee upon complying with the provisions of this Law, applicable to such companies :

Provided that no such company shall register without the assent of a majority of such of its members as are present in person or by proxy (in case where proxies are allowed) at a general meeting summoned for the purpose and the production of such assent to the Registrar accompanied by a resolution declaring that each member undertakes to contribute to the assets of the company, in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company contracted before he ceased to be a member, and of the costs and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding a specified amount.

4. Save in so far as other provision is made in this Law, the provisions of the principal Law shall, as far as circumstances admit, apply to a company limited by guarantee as if the company had been formed and registered under the principal Law as a company limited by shares.

Provisions of principal Law to apply to companies limited by guarantee.

MEMORANDUM AND ARTICLES OF ASSOCIATION.

5. The memorandum of a company limited by guarantee must state that the liability of its members is limited and that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding a specified amount.

Requirements with respect to the memorandum.

6.—(1) The articles of a company limited by guarantee must state the number of members with which the company proposes to be registered.

Requirements with respect to the articles.

(2) Where a company limited by guarantee has increased the number of its members beyond the registered number, it shall, within fifteen days after the increase was resolved on or took place, give to the Registrar of Companies notice of the increase and the Registrar shall record the increase.

If default is made in complying with this sub-section, the company and every officer of the company who is in default shall be liable to a fine not exceeding one pound for every day during which the default continues.

7.—(1) In the case of a company limited by guarantee and not having a share capital, every provision in the memorandum or articles or in any resolution of the company purporting to give any person a right to participate in the divisible profits of the company, otherwise than as a member, shall be void.

Void provisions in memorandum and articles.

(2) For the purpose of the provisions of the principal Law relating to the memorandum of a company and of this section, every provision in the memorandum or articles, or in any resolution, of a company limited by guarantee purporting to divide the undertaking of the company into shares or interests, shall be treated as a provision for a share capital notwithstanding that the nominal amount or number of the shares or interest is not specified thereby.

Statutory forms of memorandum and articles.

8. The form of—

(a) the memorandum and articles of a company limited by guarantee and not having a share capital ;

(b) the memorandum and articles of a company limited by guarantee and having a share capital, shall be respectively in accordance with the forms set out in Tables B and C in the Schedule to this Law or as near thereto as circumstances admit :

Schedule.

Provided that the Governor in Council may add to, alter or substitute for, any of the provisions therein contained.

WINDING UP.

Liability of contributories in winding up.

9.—(1) In the event of a company limited by guarantee being wound up, no contribution shall, subject to the provisions of sub-section (2) of this section, be required from any member exceeding the amount undertaken to be contributed by him to the assets of the company in the event of its being wound up.

(2) In the winding up of a company limited by guarantee which has a share capital, every member of the company shall be liable, in addition to the amount undertaken to be contributed by him to the assets of the company in the event of its being wound up, to contribute to the extent of any sums unpaid on any shares held by him.

SCHEDULE.

(Section 8.)

TABLE B.

FORM OF MEMORANDUM AND ARTICLES OF ASSOCIATION OF A COMPANY LIMITED BY GUARANTEE, AND NOT HAVING A SHARE CAPITAL.

Memorandum of Association.

1st. The name of the company is "The Cyprus School Association, Limited".

2nd. The registered office of the company will be situate in Nicosia, Cyprus.

3rd. The objects for which the company is established are the carrying on a school for boys in Cyprus and the doing all such other things as are incidental or conducive to the attainment of the above object.

4th. The liability of the members is limited.

5th. Every member of the company undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the company contracted before he ceases to be a member, and the costs charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding ten pounds.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this memorandum of association.

Names, Addresses and Descriptions of Subscribers.

- | | |
|------------|---------------|
| 1. A.B. of | Schoolmaster. |
| 2. C.D. of | " |
| 3. E.F. of | " |
| 4. G.H. of | " |
| 5. I.J. of | " |
| 6. K.L. of | " |
| 7. M.N. of | " |

Dated the.....day of.....19.....

Witness to the above signatures,
X.Y. of.....

ARTICLES OF ASSOCIATION TO ACCOMPANY PRECEDING MEMORANDUM OF ASSOCIATION.

Interpretation.

1. In these articles—

“the Law” means the Companies (Limited Liability) Laws, 1922 to 1944, and the Companies (Limited by Guarantee) Law, 1949.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Law or any statutory modification thereof in force at the date at which these articles become binding on the company.

Members.

2. The number of members with which the company proposes to be registered is.....but the directors may from time to time register an increase of members.

3. The subscribers to the memorandum of association and such other persons as the directors shall admit to membership shall be members of the company.

General Meetings.

4. A general meeting shall be held once in every year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and place as may be prescribed by the company in general meeting, or, in default, at such time in the month following that in which the anniversary of the company's incorporation occurs, and at such place, as the directors shall appoint. In default of a general meeting being so held, a general meeting shall be held in the month next following, and may be convened by any two members in the same manner as nearly as possible as that in which meetings are to be convened by the directors.

5. The above-mentioned general meetings shall be called ordinary meetings; all other general meetings shall be called extraordinary.

6. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, being members of the company representing not less than one-tenth of the total voting rights of all the members having on that date a right to vote at general meetings. If at any time there are not within Cyprus sufficient directors capable of acting to form a quorum, any director or any two members of the company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.