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**MEMO ON REGISTRATION OF A FOREIGN COMPANY AS A COMPANY CONTINUING IN THE
REPUBLIC OF CYPRUS PURSUANT TO COMPANIES LAW, CAP.113**

1. Suitability for registration as a company continuing in the Republic of Cyprus (the 'Republic')

An overseas company, the memorandum of which enables it to continue under the legal regime of another approved country or jurisdiction, may ask from the Registrar of Companies in Cyprus (the 'Registrar') to be registered as a company continuing in the Republic pursuant to the provisions of the Cyprus Company Law, Cap. 113 (the 'Law').

2. Application to register

The application submitted to the Registrar by the overseas company for its registration as continuing in the Republic shall be accompanied by the following documents:

(a) the resolution or equivalent document of the overseas company which authorises it to be registered as continuing in the Republic. The resolution or the equivalent document must, as practicable as possible, been adopted by such body of the overseas company and by such majority according to the laws of the country or jurisdiction under which the overseas company is incorporated and according to its memorandum, in the same way that a special resolution is adopted according to the Law,

(b) a copy of the revised memorandum of the overseas company, which satisfies the requirements for the incorporation of the company according to the Law and which is in conformity with the laws of the country or jurisdiction of incorporation of the overseas company,

(c) a certificate of good standing or an equivalent document of the overseas company issued by the relevant authority of the country or jurisdiction in which the overseas company is incorporated or other evidence which satisfies the Registrar that the overseas company complies with the conditions of registration of that authority,

(d) a sworn affidavit by a director of the overseas company duly authorised by the board of directors or an equivalent administrative body or by a person to whom the management or the representation of the overseas company has been assigned, confirming:

- (i) the name of the overseas company and the name under which it will continue to exist, which must comply with the requirements with respect to the memorandum pursuant to the Law;
- (ii) the jurisdiction under which the overseas company has been incorporated;



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- (iii) the date of incorporation of the overseas company;
- (iv) the resolution or the equivalent document deciding that the overseas company will be incorporated as continuing in the Republic according to paragraph 2 (a) above;
- (v) that the overseas company has given official notice to the relevant authority in the country of incorporation of its intention to be registered as continuing in the Republic, according to the procedure laid down in the Law:

Provided that the sworn affidavit must be accompanied by a receipt of such official notification;

- (vi) that no administrative or criminal proceedings have been commenced against the overseas company for the contravention of the laws of the country or the jurisdiction in which it has been incorporated;

(e) a sworn affidavit by a director of the overseas company duly authorised by the board of directors or an equivalent administrative body or by a person to whom the administration or the representation of the overseas company has been assigned, which confirms the solvency of the overseas company and by which the signatories will declare that they are not aware of any circumstances which could affect in a negative and substantial manner the solvency of the company in a period of twelve months from the date of submission of the relevant application according to paragraph 2 (a) above;

(f) a list of the directors of the overseas company and of the secretary of the company if any, and of the persons to whom the administration and or the representation of the company has been assigned to when the overseas company has no directors or secretary;

(g) a list of the current members of the overseas company certified in such a way that the Registrar may possibly demand and in such a way that will be acceptable to the Registrar as sufficient conformity with the requirements of the Law in relation to the list of the members of the overseas company;

(h) such documents as the Registrar may determine depending on the circumstances and in order to be satisfied that:

- (i) such an application is permissible under the laws of the country or jurisdiction in which the overseas company has been incorporated, and
- (ii) the consent has been received by such number or proportion of the shareholders, employees, debenture holders and/or creditors of the overseas company as required by the laws of the country or jurisdiction of incorporation.



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(i) Every director of an overseas company or the persons to whom the management or representation of the overseas company has been assigned to, whenever making a declaration of solvency according to paragraph 2 (e) above, without the facts which they have or should have been aware of to justify such declaration, shall be guilty of an offence.

3. Companies carrying out business requiring permit and public companies

(a) When an overseas company carries out within or from the country or jurisdiction of its incorporation or registration, an activity for which a licence or authorization is required both according to Cyprus laws and the laws of the country or jurisdiction of its incorporation or registration, the overseas company is bound to submit to the Registrar the official consent of its registration as continuing in the Republic, which shall be granted by the competent authority granting the above-mentioned licence, or from an authorizing body of the country, or the jurisdiction of incorporation or registration of the company.

(b) Notwithstanding the requirements of paragraph 3 (a) above, every overseas company that is registered as continuing in the Republic and intends to carry out activities for which it needs to obtain a licence or an authorisation in the Republic, it must, according to the law, obtain the said licence or authorisation from the competent authority of the Republic before it begins its activities.

(c) Where the overseas company is a public company, it shall submit, in addition to the documents mentioned above, the following documents:

- (i) if the overseas company has offered its shares or debentures to the public, the most recent public offer for registration or the equivalent document that will satisfy the requirements of the Law;
- (ii) if the overseas company shares are listed in a recognized stock exchange, it shall submit evidence that will satisfy the Registrar that the consent of the relevant authorities of the stock exchange has been given in relation to the registration of the company as continuing in the Republic. For the purposes of this paragraph 3 (c) (ii), “recognized stock exchange” means the stock exchange which is recognized by the competent authorities;
- (iii) a list of the current members of the overseas company certified in such a way that the registrar may demand and in such a way as the registrar will accept as sufficient evidence for conformity with the requirements of the Law in relation to the list of members of the overseas company.



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4. Registration in the Republic

(a) Subject to paragraph 4 (b) below, the documents referred to in paragraphs 2 and 3 above must be delivered to the Registrar for submission, who upon satisfied that they comply with the provisions of the Law, shall submit them temporarily and shall certify that the company is temporarily registered as continuing in the Republic from the date of the registration. The date in question must appear on the temporary certificate of continuation.

(b) If, according to the opinion of the Registrar, the name declared under paragraph 2 above as the name under which the overseas company will continue creates the danger of confusion or it is misleading with the name of a registered company or a trade mark, the registrar shall give directions to the overseas company in order to amend its name and shall not temporarily register the said company according to paragraph 4 (a) above, until he is satisfied that the name under which the overseas company will continue its activities has been amended in such a way that it does not create the danger of confusion or of becoming misleading.

5. Effects of registration

(a) From the date of the entry into force of the temporary certificate of continuation that is issued by the registrar pursuant to paragraph 4 above, the company referred to in the temporary certificate of continuation:

- (i) shall be considered to be a body corporate incorporated pursuant to the Law and shall be considered as temporarily registered in the Republic for the purposes of the Law,
- (ii) shall be subject to all the duties and shall be capable to exercise all the powers of a company which is registered pursuant to the Law

(b) the certificate of incorporation, as amended in accordance with paragraph 2 (b) above shall be considered to be the memorandum and, where appropriate, the articles of the company;

(c) the registration of the overseas company shall be invalid and with no legally binding result, pursuant to the Law, if this is done with the aim:

- (i) to create a new legal entity;
- (ii) to cause loss or to affect the continuation of the company as a body corporate;
- (iii) to affect the property of the company and the way in which this company will retain all its property, rights, debts and obligations;
- (iv) to render ineffective any legal or other proceedings that were commenced or that are about to be commenced against it;



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- (v) to acquit or prevent any conviction, decision, opinion, order, debt, or obligation which is pending or which will become pending or any reason that exists against the overseas company and or against any shareholder, director, officer or persons to whom the management or representation of the company has been assigned to.

6. Non removal from the register of the country of origin

(a) Within a period of six months from the date of the issuance by the Registrar of the temporary certificate of continuation, the overseas company shall submit evidence to the registrar from the competent authority of the country or jurisdiction of its incorporation, that it has ceased to be a company registered in the country that it was originally incorporated. In case the overseas company does not submit such evidence, the Registrar may:

- (i) remove the name of the overseas company from the register and inform the competent authority of the country or jurisdiction concerned that the company is not registered in Cyprus, or
- (ii) in case there is reasonable cause for not having submitted the above-mentioned documents, allow an extension of three months during which the said documents have to be submitted

Provided that in case the documents are not submitted within the prescribed period there is no further extension of time and the procedure provided for in paragraph 6 (a) (i) above shall be immediately followed.

7. Certificate of Continuity

With the presentation at the Registrar of the evidence that proves that the overseas company is no longer a company registered in the country or jurisdiction that it was originally incorporated and with the delivery at the Registrar of the temporary certificate of continuation, the Registrar shall issue the certificate of continuation confirming that the company is registered as continuing in the Republic.

8. Circumstance where the application shall be rejected

- (a) An application for the registration of an overseas company as continuing in the Republic shall be rejected in the following circumstances:
 - (i) the dissolution or liquidation of the overseas company has started or the proceedings of insolvency or an arrangement or composition or proceedings of execution of court orders or other analogous proceedings have been initiated



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from or against the overseas company;

- (ii) a liquidator or special administrator of the overseas company or receiver of its property has been appointed;
- (iii) there is any decision or order with which the creditors' rights are suspended or limited; or
- (iv) there are proceedings that have commenced against it for the contravention of the laws of the country or the jurisdiction of its incorporation.

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