



THE FINANCIAL SERVICES REGULATORY COMMISSION

GUIDELINES

International Business Corporations Act, Cap. 222

Completing and filing the annual attestation form, re-instating a struck-off and dissolved corporation pursuant to the provisions of the International Business Corporations Act (as amended), Cap 222 of the Laws of Antigua and Barbuda ("the IBCA")

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Completing and Filing the Annual Attestation Form

A corporation registered under the IBCA is required to complete and file annually an attestation report ("the Report") on beneficial ownership and control of the corporation for the corporation's year ending 31 December each year.

Completing the Report

- a. The Report must be completed using the annual attestation report form¹ which can be easily accessed by clicking the link at footnote (1) below.
- b. The report must be completed in its entirety, by inserting the required information in each section. Where a section does not apply, the Corporation must insert "N/A". Where additional rows are required, this may be achieved by right clicking on the section and insert rows as necessary.
- c. Upon completion, the Report must be dated and executed as indicated in the declaration section and submitted to the Corporation's registered corporate service provider for filing with the Commission no later than 31 January.

Filing the Report

The fully completed, executed and dated report for the period ended 31 December of the previous year must be filed with the Commission by the corporation's registered corporate management and service provider, by emailing registryandcmtsp@fsrc.gov.ag, no later than by January 31st annually.

Penalty for Late Filing or Not Filing the Report

If a company fails to file the attestation report within the stipulated timeframe, the corporate management and trust service provider must notify this contravention to the Commission no later than 5 business days after the attestation report was due. A written notification informing of a company's failure to comply with its reporting obligations may be emailed to the Commission, via registryandcmtsp@fsrc.gov.ag, and must include i) the name of the company; and ii) the last filing date of any attestation report submitted by the company.

A corporate management and trust service provider will be liable to an automatic penalty of EC\$5,000 for failure to notify the Commission of a company's failure to submit the report.

The corporation will be liable to penalties (ranging from an automatic penalty of US\$200 plus US\$500 per month to a maximum penalty US\$1500) and it may be struck-off and dissolved.

¹ The annual attestation report can be found here: [Financial Services Regulatory Commission](#)

Re-Instating a Struck-Off and Dissolved Corporation

Every person making an application for restoration of an international business corporation under Section 335 (8) of the IBCA is required to submit a notarized letter of application for revival and restoration to the Chief Executive Officer of the Financial Services Regulatory Commission which shall include,

- a. where an application for revival is made by a natural person, the applicant's full name and a certified copy of their passport attached as well as proof of address of the applicant²;
- b. where the application is made through a registered corporate management and trust services provider, the letter of application shall state the identity of the person seeking the revival and restoration and shall include a statement that the service provider has complied with Section 18 of the Corporate Management and Trust Service Providers Act 2018 and all necessary records regarding the applicant and corporation are valid, up-to-date and held by and accessible to the service provider;
- c. the name of the struck and dissolved corporation, its IBC number, details including the date of the striking off and dissolution of the corporation and a copy of the issued notice and Gazette along with a statement on why the corporation failed to respond to the issued notice;
- d. the applicant's³ relationship to corporation at the time it was struck and dissolved;
- e. the status of the corporation at time of striking and dissolution, meaning whether it was at the time engaged in business, and provide evidence to establish the same;
- f. the reason for application to revive and restore the corporation;
- g. if applicable, a statement detailing all property belonging to the corporation which is in the possession or under the control of the Commission or has been vested in the Crown; and
- h. proof of intention to carry on/resume business once revived and restored and documents relating to the corporation which evidences that the applicant has the ability to maintain compliance with the applicable legislation and corollary regulations and a plan of action to prevent a repeat of any breach of the Act which may lead to another striking off and dissolution. This would include evidence that the applicant will be able to pay all outstanding penalties, fines and fees, including

² The Commission advises that applications for revival and restoration ought to be submitted through a registered corporate management and trust services provider but the Commission may also accept such applications by former directors where a contract with a registered corporate management and trust services provider does not exist at the time of making the application. The applicant shall be required to secure the services of a registered corporate management and trust services for the corporation before being permitted to revive the corporation and shall submit evidence of the registered corporate management and trust services provider's acceptance to act for the Corporation.

³ The term "applicant" shall be a reference to the natural person who is making or on whose behalf the application for revival and restoration is being submitted to the Commission.

the applicable restoration fee, owed by the struck and dissolved corporation which must be paid upon approval of the revival by the Commission⁴.

- i. any other information the Commission may request.

All submitted documents must be notarized or certified as true copies of the original and include the contact details of the notary or the certifier.

Applicants should take notice of the amended provisions of sections 315 and 335 of the Act. Applicants may submit an application for revival and restoration at any time within seven years of being struck and dissolved but shall take notice that the submission of a completed application for restoration shall not by that fact alone qualify the applicant for revival and restoration.

[END]

⁴ The corporation having been struck and dissolved, the restoration process involves two stages which are (1) the revival of the corporation's legal existence and (2) the subsequent restoration to the Register of International Business Corporations and consequently an approval to revive is not by itself an approval to be restored to the Register and ought not to be interpreted as such.