

REPUBLIC OF THE MARSHALL ISLANDS CORPORATE REGULATIONS 1995
Title 18, Marshall Islands Administrative Code
Regulation 1A01 et seq.
(18 MIRC 1A01 et seq.)

PART 1 - AUTHORITY, PURPOSE AND DEFINITIONS.

1A01. Authority.

These Regulations are made and promulgated by the Registrar of Corporations responsible for resident domestic and authorized foreign corporations (Registrar), with the approval of the Attorney General and the Cabinet, pursuant to the Associations Law 1990, 18 MIRC, Chapter 1A, as amended by the Associations (Amendment) Act 1991, P.L. 1991-129 (the Act).

1A02. Citation.

These Regulations may be cited as the Republic of the Marshall Islands Corporate Regulations 1995, and shall come into effect thirty (30) days after their approval by the Attorney General and the Cabinet.

1A03. Application.

(1) These Regulations shall apply only to legal entities established under the Act, and to legal entities which, pursuant to Section 3(1) of the Act, have elected or opted, or shall elect or opt, to be governed by the Act and are registered with the Registrar.

(2) Subject to subsection (1), these Regulations shall not apply to legal entities established under the Corporations, Partnerships and Associations Act, 18 MIRC, Chapter 1, (prior Act) and in existence prior to the effective date of the Act, or to non-resident domestic corporations, partnerships, and trusts, unincorporated associations and foreign maritime entities registered with the Registrar established for those entities pursuant to Section 4 of the Act.

(3) Non-profit corporations established after the effective date of the Act, but before the effective date of these Regulations, may continue to operate under the prior Act and Regulations made thereunder, until such corporations opt to be governed by the Act and these Regulations.

1A04. Purpose.

These Regulations are intended to prescribe fees and other matters that are required to be prescribed pursuant to the Act, and to facilitate the administration of, and otherwise give better effect to, the Act.

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1A05. Definitions.

Words and expressions used in the Act that are also used in these Regulations shall have the meanings respectively assigned to them in the Act.

PART II - DOMESTIC AND AUTHORIZED FOREIGN CORPORATIONS

1A06. Fees.

The fees specified in Schedule 1 to these Regulations are hereby prescribed in respect of the matters set out in relation to each such fee in Schedule 1.

1A07. Reserved names.

(1) The exclusive right to the use of a specified corporate name may be reserved by:

- (a) any person intending to organize a corporation under the Act;
- (b) any domestic corporation intending to change its name;
- (c) any foreign corporation intending to make application for authority to do business in the Republic;
- (d) any foreign corporation authorized to do business in the Republic and intending to change its name; or
- (e) any person intending to organize a foreign corporation and intending to have such corporation make application for authority to do business in the Republic.

(2) The reservation shall be made by filing with the Registrar, an application to reserve a specified corporate name, executed by the applicant. The application shall be accompanied by evidence or proof of payment of the applicable prescribed fee. If the Registrar finds that the name is available for corporate use, and is satisfied that the prescribed fee has been paid, the Registrar shall reserve the name for the exclusive use of the applicant for a period of 120 days.

(3) The right to the exclusive use of a specified corporate name so reserved may be transferred to any other person or corporation by filing in the office of the Registrar a notice of such transfer, executed by the applicant for whom the name was so reserved, and specifying the name and address of the transferee.

1A08. Annual Corporate Report.

(1) Each domestic corporation and each authorized foreign corporation shall file, within the time specified in Section 1A09, an Annual Report setting forth, among other things:

- (a) the name of the corporation and country under the Laws of which it is incorporated;
- (b) the address of the registered office of the corporation in the Republic of the Marshall Islands (RMI), the name and address of the corporation's registered agent in the RMI, and in the case of a foreign corporation, the address of its principal office in the country under the Laws of which it is incorporated;
- (c) a brief statement of the nature or type of business which the corporation was conducting, in RMI; and
- (d) the names and respective addresses of the directors and officers of the corporation.

(2) The Annual Report shall be made on the form set out in Schedule 2 to these regulations and the information therein contained shall be given as of the date of execution of the Report.

(3) The Annual Report shall be executed on behalf of the corporation by its president, a vice president, secretary and treasurer, or, if the corporation is in the hands of a receiver or trustee, by such receiver or trustee.

1A09. Filing of Annual Corporate Report.

(1) The Annual Report referred to in Section 1A08 shall be delivered to the Registrar of Corporations responsible for domestic and authorized foreign corporations between the 1st day of January and the 31st day of March of each year in the case of a domestic corporation, and between the 1st day of January and the 30th day of June in the case of an authorized foreign corporation.

(2) Notwithstanding Subsection (1), corporations whose fiscal year is not the calendar year shall deliver their Annual Report to the Registrar within 90 days after the end of their fiscal year, and the first Annual Report of a corporation shall be filed between the 1st day of January and the 31st day of March, in the case of a domestic corporation, and between the 1st day of January and the 30th day of June, in the case of an authorized foreign corporation, of the year next succeeding the calendar year in which its charter of incorporation was issued.

(3) Proof to the satisfaction of the Registrar of Corporations that prior to the 31st day of March, in the case of a domestic corporation, and the 30th day of June, in the case of an authorized foreign corporation, such Report was deposited in the mail in a sealed envelope, properly addressed, with postage prepaid, shall be deemed sufficient compliance with the

requirements of this Section as to filing of an Annual Report.

(4) If the Registrar finds that said Report conforms to the requirements of these regulations, and that the appropriate annual fee has been paid, the Registrar shall file the Report in accordance with Section 5 of the Act.

PART III - PARTNERSHIPS

1A10. Annual Partnership Report.

(1) Each partnership and each limited partnership filing with the Registrar for resident-domestic corporations and for authorized foreign corporations that is registered under Section 178 of the Act shall file, within the time prescribed under Section 1A09 of these Regulations in respect of corporations organized for profit, an Annual Report setting forth, among other things:

- (a) the name of the partnership;
- (b) the names, residence, and citizenship of all general partners;
- (c) description of all partnership business activities;
- (d) location of the principal place of business in the Republic;
- (e) if the partnership was formed under the Laws of any jurisdiction other than the Republic, the name of the jurisdiction and location of the principal place of business in such jurisdiction;
- (f) date partnership was formed; and
- (g) date partnership commenced business in the Republic.

(2) The Annual Report referred to in Subsection (1) shall be made on the form set out in Schedule 3 to these Regulations and the information therein contained shall be given as of the date of execution of the Report.

(3) The Annual Report shall be signed by the Managing Partner or a general partner.

1A11. Filing of Annual Partnership Report.

The provisions of Section 1A09 of these Regulations relating to the filing of an Annual Corporate Report shall, (with the necessary changes in point of detail) apply in Relation to the filing of an Annual Partnership Report.

1A12. Sanctions for violations.

(1) If any corporation fails to comply with, or otherwise violates, any of these regulations, the Registrar responsible for domestic and authorized foreign corporations shall, at any time after thirty (30) days of such default or violation, suspend the corporation's corporate charter or take steps to dissolve the corporation pursuant to Section 104 of the Act as if the corporation had failed to pay its annual registration fee, or maintain a registered agent as required by or under the Act.

(2) In the case of a partnership, failure to file the Annual Partnership Report referred to in Section 1A10 shall be deemed to be an event, under Section 162(3) of the Act, that makes it unlawful for the business of the partnership to be carried on or for its members to carry the business on in partnership; and this shall be ground for the Registrar of Corporations to dissolve the partnership pursuant to the procedure laid down in Section 104 of the Act, upon the expiration of a period of ninety (90) days unless the said Report is sooner filed.

1A13. Election to become subject to Associations Law.

(1) Any domestic corporation created, or established prior to the effective date of the Act may at any time, pursuant to Section 3(1) and Section 218 of the Act, subject itself to provisions of the Act and these regulations, by amending its Articles of Incorporation in accordance with the manner prescribed by Division 9 of the Act.

(2) Other legal entities created or established prior to the effective date of the Associations Law may, pursuant to Section 218 of the Act, at any time subject themselves to the provisions of the Act and these regulations by:

- (a) passing a resolution to that effect specifying the effective date of such election; and
- (b) filing a copy of such resolution pursuant to Section 5 of the Act.

(3) The resolution referred to in subsection (2) shall be signed by:

- (a) all partners in the case of a Partnership; and
- (b) the President and the Secretary in the case of an Unincorporated Association.

1A14. Effect of prior regulations.

Subject to the provisions of these regulations, all prior regulations in force on the effective date of these regulations are hereby superseded.

Schedule 1
Fees
(Section 1A06)

FORMATION OF CORPORATIONS AN OTHER LEGAL ENTITIES

- (a) For filing Articles of Incorporation.....\$250
- (b) For filing Articles of Domestication.....\$250
- (c) For filing Certificate of Unincorporated Association.....\$250
- (d) For filing Partnership Agreement or Memorandum of Partnership.....\$250
- (e) For filing certificate containing Limited Partnership Agreement.....\$250
- (f) For filing an Application by foreign corporation for Authority to do business in the Republic.....\$1,000

AMENDMENTS

- (a) For filing an amendment of Articles of Incorporation increasing the authorized number of shares.....\$50
- (b) For filing statement designating classes of shares, etc.....\$50
- (c) For filing Restated Articles of Incorporation.....\$50
- (d) For filing Amendment of Authority to do business in the Republic.....\$50
- (e) For filing an Amendment of Certificate of Limited Partnership.....\$50
- (f) For filing an Amendment of a Partnership Agreement or Memorandum of Partnership.....\$50
- (g) For filing of Amendment of the Articles of a nonprofit corporation.....\$50

MERGERS

- (a) For filing of Articles of Merger of domestic corporations.....\$50

- (b) For filing Articles of Consolidation of domestic corporation.....\$50
- (c) For filing Articles of Merger of domestic subsidiary corporations.....\$50
- (d) For filing Articles of Merger or Consolidation of a domestic corporation and a foreign corporation.....\$50
- (e) For filing of a Certificate of Merger or Consolidation issued by the appropriate official of the relevant foreign jurisdiction.....\$50

DISSOLUTION OF CORPORATIONS, ETC.

- (a) For filing Articles of Dissolution of a corporation.....\$50
- (b) For filing an Application for withdrawal of authority to do business.....\$50

ANNUAL FEES.

- (a) Annual fee payable by each domestic corporation on submission of Annual Corporate Report referred to in Section 1A08 of these Regulations.....\$100
- (b) Annual fee payable by each authorized foreign corporation on submission of Annual Corporate Report referred to in Section 1A08 of these Regulations.....\$500

OTHER FEES.

- (a) For filing of resolutions to rescind a corporation's Articles of Dissolution filed in error.....\$50
- (b) For filing by a corporation of notification designating a Registered Agent.....\$50
- (c) For filing, by a domestic corporation, of a Certificate of Transfer of Domicile out of the Republic.....\$50
- (d) For filing an affidavit of compliance with requirement, after the organization of an Unincorporated Association, to publicize in a newspaper, etc., a certificate containing relevant particulars.....\$25
- (e) For filing an application to reserve a corporate name.....\$100
- (f) For filing an application to transfer the right to the exclusive use of a specified corporate name.....\$50
- (g) For certifying copies of documents (per document)...\$10
- (h) For the issue by the Registrar of Certificate of Good standing.....\$25
- (i) For any other certificate/filing or for provision of any service under the Act by the Registrar or Deputy Registrar not mentioned in these Regulations.\$10