



I assent,

HYLEETA LIBURD, O.B.E., M.H.

Deputy Governor-General

11th September 2023.

ISLAND OF NEVIS

No. 3 of 2023

AN ORDINANCE to amend the Nevis Limited Liability Company Ordinance, Chapter 7.04 and for matters related thereto and connected therewith.

[Published 21st September 2023, Official Gazette No. 54 of 2023.]

BE IT ENACTED by the King's Most Excellent Majesty, by and with the advice and consent of the Nevis Island Assembly and by the authority of the same, as follows:—

1. Short Title.

This Ordinance may be cited as the Nevis Limited Liability Company (Amendment) Ordinance, 2023.

2. Interpretation.

In this Ordinance, the “Principal Ordinance” means the Nevis Limited Liability Company Ordinance, Cap. 7.04.

3. Amendment of Section 2.

The Principal Ordinance is amended in section 2 by inserting the following new definition in the correct alphabetical order:

“electronic signature” means an electronic indication attached to a document which indicates a person’s intent to agree to the content of the document to which the signature relates and this may include a wet signature;”.

4. Amendment of Section 4.

Section 4 of the Principal Ordinance is amended as follows:

(a) by deleting subsection (8) in its entirety and replacing it with the following:

(8) Where a provision of this Ordinance requires an instrument to be filed with the Registrar of Companies, such requirement means that:

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- (a) the instrument shall be filed electronically on the electronic portal designated by the Registrar of Companies for the filing of instruments;
- (b) upon receipt of the instrument filed electronically, the Registrar of Companies shall certify that the instrument has been filed by endorsing the word “Filed” upon the instrument and the date of filing shall be the date of payment of the relevant fee;
- (c) the endorsement by the Registrar of Companies under paragraph (c) constitutes the certificate of the Registrar of Companies that the document is a true duplicate of the instrument filed electronically with his office and that it was filed as of the date stated in the endorsement;
- (d) an instrument filed in accordance with paragraph (b) shall be effective as of the filing date stated thereon; and
- (e) upon the filing of any instrument, the Registrar of Companies shall issue an Endorsement Certificate under an authorized signature and seal certifying that the instrument is filed,

and may provide copies of such documents to the registered agent for maintenance at the office of the registered agent.”

- (b) by adding a new subsection (12) immediately after subsection (11) as follows:

“(12) An instrument filed with the Registrar of Companies may contain an electronic signature and the Registrar of Companies shall accept such instrument for filing which contains an electronic signature.”

5. Amendment of Section 16.

Section 16 of the Principal Ordinance is amended as follows:

- (a) by deleting subsection (4) and replacing it as follows:

“(4) Where a limited liability company which is registered under this Ordinance fails to maintain a registered agent, then service of process in a legal action on that limited liability company shall be at the last known registered office of the limited liability company.
- (b) by deleting subsections (5), (6), (7) and (8) and renumbering subsection (9) as the new subsection (5).

6. Insertion of new section 67A.

The Principal Ordinance is amended by inserting the following new section immediately after section 67:

“67A. Documents to be kept by a limited liability company.

“(1) A limited liability company shall keep correct and complete copies of the following documents:

- (a) the Articles of Organization;
- (b) an operating agreement, if in writing;
- (c) the register of members and class of membership;
- (d) the register of managers which contains the name and address of each manager;
- (e) minutes of meetings of the members and action taken;
- (f) minutes of meeting of committees, if any;
- (g) copies of all notices and other documents filed by the limited liability company”

and may provide copies of such documents to the registered agent for maintenance at the office of the registered agent.

- (2) Where a limited liability company keeps a copy of the register of members at the office of its registered agent, it shall –
 - (a) within 15 days of any change in the register, notify the registered agent in writing of the change, and
 - (b) provide the registered agent with a written record of the physical address of the place or places at which the original register of members is kept.
- (3) Where the place at which the original register of members is changed, the limited liability company shall provide the registered agent with the physical address of the new location of the records within 15 days of the change of location.
- (4) Any information and records required to be kept and maintained at the office of the registered agent under this section shall be maintained for a minimum of six (6) years after the date on which the limited liability company is dissolved or otherwise ceases to exist.
- (5) a limited liability company that contravenes subsections (1), (2), (3) and (4) shall be liable to a penalty not exceeding \$10,000.00.

7. Amendment of Section 102.

Section 102 of the Principal Ordinance is amended by deleting the section in its entirety and replacing it with the following new Section 102:

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- “(1) A limited liability company found in default of one or more of the provisions of this Ordinance for which no specific penalty is applicable, shall be liable to a penalty not exceeding \$10,000.00.
- (2) An individual found in default of one or more of the provisions of this Ordinance for which no specific penalty is applicable shall be liable to a penalty not exceeding \$10,000.00.”

HONOURABLE MICHELLE SLACK-CLARKE
President

Passed by the Nevis Island Assembly this 24th day of August, 2023.

MYRA A WILLIAMS (MS)
Clerk of the Nevis Island Assembly