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**THE COMPANIES MANAGEMENT LAW (15 of 1999)**  
**(2000 Revision)**

Consolidated with Law 4 of 2000.

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Law 4 of 2000-14th July, 2000

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**COMPANIES MANAGEMENT LAW**

**(2000 Revision)**

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## **COMPANIES MANAGEMENT LAW**

### **(2000 Revision)**

1. This Law may be cited as the Companies Management Law (2000 Revision). Short title
2. In this Law- Definitions
- “Authority” means the Cayman Islands Monetary Authority established under section 3(1) of the Monetary Authority Law (2000 Revision), and includes a person acting under the Authority’s authorisation; 2000 Revision
- “company” means a body corporate constituted under the Laws of the Islands or any other jurisdiction;
- “document” includes a device by means of which information is recorded or stored;
- “Governor” means Governor in Council;
- “licence” means a licence granted under this Law;
- “managed company” means a company to which the services included in the definition of “business of company management” are provided by a licensee;
- “net worth” means the excess of assets over liabilities as presented in accordance with applicable and generally accepted accounting principles;
- “prescribed” means prescribed by any regulation made under this Law; and
- “senior officer” means a managing director, president, chief executive officer or other officer with authority to bind the licensee of which he is an officer.
3. (1) In this Law- Definition of “business of company management”
- “business of company management” means the provision of the specified services, for profit or reward and pursuant to a contract for services, by any person in, or from within, the Islands.
- (2) In this section, subject to subsection (4)-
- “provision of the specified services” means the provision of-
- (a) a director, or alternate director, for a company;

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- (b) an officer with control of the whole or a substantial part of the assets of a company;
  - (c) a nominee shareholder for an exempted limited duration company registered under section 197 of the Companies Law (2000 Revision) whose management is vested in its members; or
  - (d) other company managerial services involving the control of the whole or a substantial part of the assets of a company.

(3) A natural person shall not be deemed to be in the business of company management merely by virtue of being a director of one or more companies.

(4) The provision of the specified services does not include-

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- (a) the provision of a director (or a proxy director or an alternate director)-
    - (i) to facilitate the formation of a company; or
    - (ii) for the purpose only of convening or holding, in the Islands, annual meetings of boards of directors or shareholders of a company;
  - (b) the provision of services to other companies within the same group of companies as the company providing the services where all the assets of those other companies are wholly owned by companies within that group and do not include assets owned wholly or partly by third parties;
  - (c) the provision of services to a company which holds a Trust licence under the Banks and Trust Companies Law (2000 Second Revision) by a subsidiary of that company and in connection with the business of that company; or
  - (d) the provision of services to a company, listed on a stock exchange recognised for the purposes of this paragraph by the Authority, by a person who does not provide any of the specified services to any other company.

Definition of "group of companies"

4. (1) For the purposes of this Law, a group of companies comprises every company which, directly or indirectly, is a subsidiary of the same holding company, and such a group includes the holding company.

(2) A company shall be treated as a subsidiary ("the subsidiary") of another company ("the parent") where-

- (a) the parent is a member of the subsidiary and controls the composition of the subsidiary's board of directors;
- (b) the parent, directly or indirectly, controls more than half of the votes which may be cast at general meetings of the subsidiary; or

- (c) the subsidiary is a subsidiary of any other company which is itself a subsidiary of the parent.

(3) In paragraph (a) of subsection (2) the composition of a company's board of directors shall be treated as controlled by another company if that other company, by the exercise of some power without the consent or concurrence of any other person, can appoint or remove all or a majority of the directors.

5. (1) Subject to subsection (2), whoever carries on the business of company management without being the holder of a current licence under this Law is guilty of an offence and liable on summary conviction to a fine of ten thousand dollars and to imprisonment for six months, or on conviction on indictment to a fine of one hundred thousand dollars and to imprisonment for five years, and if the offence of which he is convicted is continued after conviction he is guilty of a further offence and liable to a fine of ten thousand dollars for every day on which the offence is so continued.

Application to be made to Governor

(2) An offence under subsection (1) is not committed by-

- (a) a trust company which is the holder of a Trust licence to carry on trust business granted under paragraph (c) of section 5(5) of the Banks and Trust Companies Law (2000 Second Revision);
- (b) a trust company which is the holder of a Restricted Trust licence granted under paragraph (e) of section 5(5) of the Banks and Trust Companies Law (2000 Second Revision) in respect of the clients and services specified in the restrictions;
- (c) a trust company which is the holder of a Nominee (Trust) licence granted under paragraph (f) of section 5(5) of the Banks and Trust Companies Law (2000 Second Revision) in respect of the nominee function only;
- (d) a holder of an Insurance Managers licence issued under the Insurance Law (1999 Revision) when engaged in the business of company management in respect of his clients who are insurance companies licensed under that Law; or
- (e) a holder of a Mutual Funds Administrator's licence granted under the Mutual Funds Law (1999 Revision) when engaged in the business of company management in respect of his clients who are mutual funds whether or not licensed or regulated under that Law.

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1999 Revision

1999 Revision

(3) Any person wishing to carry on the business of company management shall apply in writing to the Governor for the grant of a licence under this Law.

(4) An application under this section shall-

- (a) include such information and references; and

(b) be accompanied by such fee,  
as may be prescribed.

(5) Where, in respect of an application for a licence under this section, the Governor is satisfied-

- (a) that the applicant has complied with this section; and
- (b) that it will not be against the public interest for the application to be approved,

he may grant a licence to the applicant either unconditionally or subject to conditions or, whenever he considers it to be in the public interest, refuse to grant a licence.

(6) Where the Governor has granted a licence under this section, the Authority shall immediately publish notification of the grant in the Gazette.

1999 Revision

(7) No person who is licensed under this Law is required to be licensed under the Trade and Business Licensing Law (1999 Revision) in respect of his business of company management.

Fees and returns

6. (1) Every person to whom a licence is first granted shall, at the date of such grant, pay the prescribed fee.

(2) The holder of a licence on the 1st January of any calendar year shall, on or before the 15th January in each calendar year, pay the prescribed renewal fee, and there shall be payable by a licensee who fails to pay the prescribed renewal fee by that date a surcharge of one-twelfth of that fee for every month or part of a month after the 15th January in each year that the fee is not paid.

(3) A licence in respect of which the prescribed renewal fee remains unpaid by the 31st March in any year shall lapse forthwith but if, within a period of one month, the person who held the licence prior to its lapse pays-

- (a) the prescribed renewal fee;
- (b) the surcharges due under subsection (2); and
- (c) an administration fee of ten per cent of the prescribed renewal fee,

the licence may be renewed for the period from the 1st January to the 31st December, inclusive, of the year in question.

(4) A holder of a licence under this Law who does not inform the Authority of such changes made relating to any of the information furnished in accordance with section 5(4) as may be prescribed within fourteen days after any such change



has occurred is guilty of an offence and liable on summary conviction to a fine of ten thousand dollars.

7. (1) Where a licensee is a company-

- (a) the licensee shall not issue shares; and
- (b) a person owning or having an interest in shares in the licensee shall not transfer or otherwise dispose of or deal in those shares or that interest,

Shares not to be issued or transferred without approval of the Authority

unless the Authority has either given its approval, or waived the obligation to obtain its approval, to the issue, transfer, disposal or dealing and any conditions of the Authority's approval or waiver have been complied with.

(2) In subsection (1), the reference to shares being transferred, disposed of, or dealt with includes the transfer or disposal of, or dealing with, either the legal or a beneficial interest in the shares.

(3) In the event of shares in a company which is licensed under this Law vesting automatically through process of law in a person, the secretary of the company, as soon as he becomes aware of such vesting, shall inform the Authority of the number of shares and the identity of the person in whom they have vested, and the Authority shall have power to impose conditions on the licence and to issue instructions as to the management and operations of the licensee.

(4) Whoever contravenes this section is guilty of an offence and liable on summary conviction to a fine of ten thousand dollars.

8. (1) Where a limited liability company applies for a licence, no licence shall be issued in respect of such company unless the net worth of that company is not less than twenty-five thousand dollars or such other sum as may be prescribed.

Net worth requirements

(2) A licensee which is a limited liability company shall, during the period of its licence, maintain its net worth at not less than twenty-five thousand dollars or such other sum as may be prescribed.

9. (1) No person, other than a licensee, shall-

- (a) use a word which connotes the business of company management, either in English or in any other language, in the description or title under which he carries on business in or from within the Islands; or
- (b) make a representation in a document or in any other manner that he is carrying on the business of company management.

Use of words connoting business of company management

(2) The Authority may require a licensee, being a body corporate with a name, or carrying on business under a name, which-

- (a) is identical with that of another person, whether within the Islands or not, or which so nearly resembles that name as to be likely to deceive;
- (b) in the opinion of the Authority connotes, falsely, the patronage of or connection with a person whether within the Islands or not;
- (c) in the opinion of the Authority connotes, falsely, that it has a special status in relation to or derived from the Government, or has the official backing of or acts on behalf of the Government or of any of its departments or officials; or
- (d) includes any word or expression prescribed in regulations,

forthwith to change the name, and in default of compliance within three calendar months of the receipt of notice from the Authority of the Authority's requirements the Governor may revoke the licensee's licence.

Segregation of property

10. A licensee shall segregate the funds and other property of every managed company from the licensee's own funds and property.

Accounts and audit

11. (1) A licensee shall have his accounts audited annually or at such other time as the Authority may require by an auditor who shall be approved by the Authority and who shall be a member of-

- (a) the Institute of Chartered Accountants in England and Wales;
- (b) the Canadian Institute of Chartered Accountants;
- (c) the Chartered Association of Certified Accountants of England and Wales;
- (d) the American Institute of Certified Public Accountants; or
- (e) any other professional body or institute approved by the Authority.

(2) Within six months of the end of a licensee's financial year he shall forward to the Authority-

- (a) his audited accounts for the financial year just ended;
- (b) a certificate of compliance with this Law and any regulations made hereunder or the Monetary Authority Law (2000 Revision), signed by the licensee or, if the licensee is a body corporate, a director of the licensee; and
- (c) an auditor's certificate of the existence of adequate procedures to ensure compliance by the licensee with any Code of Practice that may be issued-

2000 Revision

- (i) under section 21 of the Proceeds of Criminal Conduct Law (2000 Revision); or

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(ii) under regulations made hereunder.

(3) A licensee may not change his auditor without the prior written approval of the Authority, and the outgoing auditor shall explain the circumstances giving rise to the change of auditor prior to such approval being given.

(4) Whoever signs a certificate under paragraph (b) of subsection (2) who knows or ought reasonably to know that such certificate is false is guilty of an offence and-

- (a) liable on summary conviction to a fine of five thousand dollars;
- (b) shall have his licence, or the licence held by the body corporate of which he is a director, revoked; and
- (c) shall not be granted a further licence, nor be permitted to be a director of a body corporate which holds a licence.

(5) If an auditor, in the course of carrying out an audit of the accounts of a licensee, becomes aware, or has reasonable grounds to believe, that the licensee is-

- (a) unable to meet his obligations as they fall due;
- (b) carrying on or attempting to carry on his business of company management or winding up his business of company management in a manner that is prejudicial to his managed companies or their owners, or to his creditors, or to the creditors of his managed companies or their owners;
- (c) carrying on or attempting to carry on business without keeping any or sufficient accounting records to allow his accounts to be properly audited; or
- (d) carrying on business in a fraudulent or criminal manner,

the auditor shall immediately give the Authority written notice of his knowledge or belief and giving his reasons for that knowledge or belief.

(6) Whoever contravenes subsection (5) is guilty of an offence and liable on summary conviction to a fine of ten thousand dollars.

(7) A reference in this section to an auditor carrying out an audit of the accounts of a licensee includes an auditor who was engaged to carry out such an audit or who was in the course of carrying out such an audit but resigned before carrying out or completing the audit or whose contract to carry out or complete the audit was otherwise terminated.

(8) No person carrying out or charged with the carrying out of any duty, obligation or function under this section shall incur civil liability to any other person for anything done or omitted to be done in respect of the discharge, purported discharge or non-discharge of that duty or function unless it is shown that the act or omission was in bad faith.

Certain prohibitions on licensee

12. A licensee shall not without the prior approval of the Authority-

- (a) open outside the Islands a subsidiary, branch, agency or representative office; or
- (b) change his name.

Number and approval of directors

13. (1) A licensee which is a company shall at no time have fewer than two directors.

(2) No appointments-

- (a) to the board of directors; or
- (b) of a senior officer of a licensee which is a company,

shall be made without the prior written approval of the Authority.

(3) A licensee shall remove or replace a director, or dismiss a senior officer, who is convicted in any country of an offence involving dishonesty within fourteen days of the conviction.

(4) The Authority may require any licensee which is a company to remove any director or senior officer.

Powers and duties of the Authority

14. (1) The Authority shall-

- (a) maintain a general review of the business of company management in the Islands and make such recommendations to the Governor as may be considered necessary with respect to the making of regulations under this Law;
- (b) whenever the Authority considers it necessary, or when so required by the Governor, examine, by way of the receipt of regular returns or in such other manner as the Authority may require, the affairs or business of any licensee for the purpose of-
  - (i) carrying out the functions of the Authority;
  - (ii) confirming that the provisions of this Law are being complied with;or
- (iii) confirming that the licensee is in a sound financial position, and, whenever the Authority considers it necessary, or when so required by the Governor, report to the Governor the results of

every such examination and make recommendations with respect to the exercise by the Governor of his powers under section 16;

- (c) whenever the Authority considers it necessary, or when required by the Governor, assist in the investigation of any offence against the laws of the Islands for which there are reasonable grounds for believing has or may have been committed by a licensee or by any of its directors or officers in their capacity as such;
- (d) examine accounts and audited annual accounts forwarded to it under section 11 and report on them to the Governor whenever the Authority considers it necessary or when so required by the Governor;
- (e) examine and make recommendations to the Governor with respect to applications for licences; and
- (f) act as the adviser to the Governor and take all necessary action to ensure the proper and just implementation of this Law.

(2) In the performance of its functions under this Law, the Authority may, at all reasonable times, require a person whom the Authority reasonably believes is carrying on the business of company management in contravention of this Law, or a licensee to provide -

- (a) access to, and to allow copies to be made of, such books, records and documents;
- (b) access to such cash and securities; and
- (c) such information or explanation,

as the Authority may reasonably require for the performance of its functions under this Law.

(3) If it appears to the Authority that there are reasonable grounds for suspecting that an offence against this Law has been or is being committed by any person, the Authority may, with the approval of the Court, take such action as may be necessary in the interests of-

- (a) a managed company;
- (b) an owner of a managed company;
- (c) a creditor of a managed company; or
- (d) a creditor of an owner of a managed company,

to preserve any assets held by that managed company, owner or creditor.

(4) If the Authority considers there are reasonable grounds for believing that an offence against this Law has been committed, the Authority may apply to the Court for any order which is necessary to facilitate the investigation of the offence.

(5) Whoever fails to comply with any requirement of the Authority under subsection (2) is guilty of an offence and liable on summary conviction to a fine of ten thousand dollars, and on conviction on indictment to a fine of one hundred thousand dollars, and if the offence of which he is convicted is continued after conviction he is guilty of a further offence and liable to a fine of ten thousand dollars for every day on which the offence is so continued.

(6) Whoever, knowingly or recklessly, furnishes any information, provides any explanation or makes any statement which is false or misleading in a material particular is guilty of an offence and liable on summary conviction to a fine of ten thousand dollars and to imprisonment for six months, or on conviction on indictment to a fine of one hundred thousand dollars and to imprisonment for five years.

**Licensees to insure**

15. (1) A licensee shall insure with authorised insurers against the losses referred to in subsection (3).

(2) The insurance required by subsection (1) shall provide a minimum aggregate cover of one million dollars and a minimum cover of one million dollars for each and every claim, except that this subsection shall not apply to insurance effected by a licensee that, on the 13th March, 2000, complies in all respects with the requirements of this Law and regulations made hereunder except with the provisions of this subsection, until the expiry of a period of six months from the 13th March, 2000.

(3) The losses against which a licensee is required to insure are all losses arising from claims in respect of civil liability incurred in connection with the business of company management-

- (a) by the licensee;
- (b) by any of his officers or employees, or former officers or employees; or
- (c) by any person who is or was-
  - (i) a consultant to the licensee;
  - (ii) an associate employed by the licensee; or
  - (iii) working for the licensee as an agent.

(4) An authorised insurer shall issue annually a certificate of insurance to a licensee upon payment by the licensee of the relevant insurance premiums.

(5) A certificate of insurance issued to a licensee under subsection (4) shall specify the amount of insurance cover provided to the licensee.

(6) The Authority may, at any time, by notice in writing, require a licensee to submit to it a copy of the current certificate of insurance issued to him under this Law.

(7) In this section-

“authorised insurer” means an insurer licensed under the Insurance Law (1999 Revision) to carry on insurance business within the meaning of that Law, or any other insurer approved by the Authority.

(8) The Governor may, by regulations, prescribe different amounts of minimum cover specified in subsection (2).

16. (1) If the Governor is of the opinion that a licensee-

Powers of Governor

- (a) is or appears likely to become unable to meet his obligations as they fall due;
- (b) is carrying on business in a manner detrimental to the public interest, to the interest of his clients or to the interest of his creditors;
- (c) has contravened this Law;
- (d) has failed to comply with a condition of its licence; or
- (e) is not a fit and proper person to hold a licence,

he may -

- (i) revoke the licence;
- (ii) impose conditions or further conditions, upon the licence and may amend or revoke any such condition;
- (iii) require the substitution of any director or senior officer of the licensee;
- (iv) at the expense of the licensee, appoint a person to advise the licensee on the proper conduct of his affairs and to report to the Authority thereon within three months of the date of his appointment;
- (v) at the expense of the licensee, appoint a person who shall be known as the Governor’s appointed controller, to assume control of the licensee’s affairs who shall, subject to necessary modifications, have all the powers of a person appointed as a receiver or manager of a business appointed under section 18 of the Bankruptcy Law (1997 Revision); and
- (vi) require such action to be taken by the licensee as he considers necessary.

1997 Revision

(2) Notwithstanding section 19(1), a licensee may, within seven days of a decision to revoke a licence under paragraph (i) of subsection (1), apply to the Governor for a reconsideration of his decision.

(3) A person appointed under paragraph (iv) or (v) of subsection (1), or whose appointment has been extended under paragraph (b) of subsection (4) shall, from time to time at his discretion and in any case within three months of the date of his appointment or of the extension of his appointment, prepare and furnish to the Governor and the Authority a report of the affairs of the licensee and of his recommendations thereon.

(4) On receipt of a report under subsection (3), the Governor may-

- (a) revoke the appointment of the person appointed under paragraph (iv) or (v) of subsection (1);
- (b) extend the period of his appointment;
- (c) subject to such conditions as the Governor may impose, allow the licensee to reorganise his affairs in a manner approved by the Governor; or
- (d) revoke the licence and apply to the Court for an order that the licensee, if the licensee is a company, be forthwith wound up by that Court, in which case the provisions of the Companies Law (2000 Revision) relating to the winding up of a company shall apply.

2000 Revision

(5) Notwithstanding any other provision in this Law, the Governor may revoke a licence if the licensee has ceased to carry on the business of company management.

(6) Whenever the Governor revokes a licence under subparagraph (i) of subsection (1), paragraph (d) of subsection (4) or subsection (5), notice of such revocation shall forthwith be gazetted.

(7) For the purposes of this section a licensee is not a fit and proper person to hold a licence if the licensee, or a director or senior officer of the licensee-

- (a) has been convicted in any country of an offence which involves dishonesty for which the maximum penalty is twelve months' imprisonment or more;
- (b) has been convicted in any country of an offence which involved being a party to the carrying on of the business of a company with intent to defraud the creditors of that company, or the creditors of any other person, or for any other fraudulent purpose;



- (c) has been disqualified in any country from being-
  - (i) a director, liquidator or administrator of a company; or
  - (ii) a receiver or manager of a company's property; or
- (d) has been disqualified in any country from being concerned, either directly or indirectly in the promotion, formation or management of a company.

17. (1) If a magistrate or a judge of the Grand Court, on sworn information in writing, is satisfied that there are reasonable grounds for entry into any premises for any such purposes as are mentioned in subsection (2) and either-

Power of search

- (a) that admission to the premises has been refused, or that a refusal is expected, and that reasonable notice of the intention to apply for the warrant has been given to the occupier; or
- (b) that an application for admission, or the giving of such a notice, would defeat the object of the entry, that the case is one of urgency, that the premises are unoccupied or that the occupier is temporarily absent,

the magistrate or judge of the Grand Court may, by warrant signed by him, authorise the Authority and any other person named in the warrant to enter the premises, if need be by reasonable force.

(2) The purposes referred to in subsection (1) are to ascertain whether-

- (a) there is or has been on the premises to which entry is sought any contravention of this Law; or
- (b) there is on those premises evidence of any contravention of this Law.

(3) Every warrant granted under this section shall continue in force for a period of one month.

(4) A person entering any premises by virtue of this section, or of a warrant issued under this section, may be accompanied by such employees of, or advisers to, the Authority as may be necessary to fulfil the purposes listed in subsection (2).

(5) The person authorised by any such warrant to search any premises may search every person who is found in or whom he has reasonable grounds to believe to have recently left or to be about to enter those premises and may seize any documents found in the possession of any such person or in such premises which he has reasonable grounds for believing ought to have been produced under section 14(2).

(6) Any documents seized under subsection (5) shall be returned to the person or premises from which they were seized within a period of six calendar months from their seizure, and the Authority may, before returning them, make copies of such documents.

(7) Whoever wilfully obstructs the Authority or other authorised person in the exercise of any powers conferred on it or him by this section is guilty of an offence and liable on summary conviction to a fine of ten thousand dollars and to imprisonment for six months, or on conviction on indictment to a fine of fifty thousand dollars and to imprisonment for two years.

Winding up

18. (1) Where a licensee, being a company, is being wound up voluntarily, the Governor may apply to the Court for the licensee to be wound up by the Court.

2000 Revision

(2) The Court may, upon the application of the Governor, make an order for the licensee to be wound up by the Court on the ground that the public interest will be prejudiced by a voluntary winding up or on any other ground permitted by the Companies Law (2000 Revision).

(3) On an application under subsection (1), the Court may make an order for the licensee to be wound up by the Court-

- (a) if the Court is of the opinion that a voluntary winding up would not be in the public interest in all the circumstances of the case; or
- (b) if the Court is satisfied of any of the grounds referred to in the Companies Law (2000 Revision) for a winding up of the licensee by the Court.

Appeals

19. (1) A licensee shall have the right of appeal to the Court from any decision of the Governor-

- (a) revoking a licence; or
- (b) requiring a licensee to take any steps specified by the Governor under section 16.

(2) An appeal brought under this section against a decision referred to in subsection (1) shall not have the effect of suspending the execution of the decision.

Offences by corporations

20. (1) Where an offence under, or under any regulation made under, this Law which has been committed by a body corporate is proved to have been committed with the consent or connivance of, or to be attributable to any neglect on the part of, any director, manager, secretary or other similar officer of the body corporate, or any person who was purporting to act in any such capacity, he as well as the

body corporate is guilty of that offence and liable to be proceeded against and punished accordingly.

(2) Where the affairs of a body corporate are managed by its members, subsection (1) shall apply in relation to the acts and defaults of a member in connection with his functions of management as if he were a director of the body corporate.

21. (1) The Governor, having consulted the Authority, may make regulations- Regulations

- (a) requiring, prohibiting or regulating the carrying out by licensees or any class or description of licensees, of such advertising, marketing or promotion of the business of company management as may be prescribed;
- (b) setting out a code of practice relating to the business of company management for the guidance of licensees;
- (c) prescribing anything which is to be prescribed under this Law; and
- (d) generally for carrying the purposes and provisions of this Law into effect.

(2) Regulations made under this Law may provide that the contravention of any provision constitutes an offence and may prescribe penalties for any such offence not exceeding the maximum fine and term of imprisonment prescribed in this Law for any offence under this Law.

22. (1) A licence granted under the repealed Companies Management Law (1998 Revision) and in force at the 13th March, 2000 shall (until revoked, renewed or surrendered in accordance with this Law) continue in force and have effect as if it had been granted under this Law. Savings  
1998 Revision

(2) Any exemption granted under paragraph (b) of section 16 of the repealed Companies Management Law (1998 Revision) and in force at the 13th March, 2000 shall, if the holder of the exemption is required to be licensed, continue in force and effect but subject to the same conditions and restrictions, if any, imposed by the original exemption.

Publication in consolidated and revised form authorised by the Governor in Council this 29th day of August, 2000.

Carmena Watler  
Clerk of Executive Council