



**BERMUDA**

**LIMITED LIABILITY COMPANY (FORMS) REGULATIONS 2016**

**BR 97 / 2016**

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SCHEDULE

The Minister responsible for companies, in exercise of the power conferred by section 255 of the Limited Liability Company Act 2016, makes the following Regulations:

## **LIMITED LIABILITY COMPANY (FORMS) REGULATIONS 2016**

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### **Citation**

1 These Regulations may be cited as the Limited Liability Company (Forms) Regulations 2016.

### **Interpretation**

2 In these Regulations—

“Act” means the Limited Liability Company Act 2016.

### **Form for certificate of formation**

3 For purposes of section 30(1) of the Act, the certificate of formation shall be in Form 1 set out in the Schedule.

### **Form for certificate of formation with secondary name**

4 For purposes of section 30(1)(a) of the Act the certificate of formation with the secondary name shall be in Form 2 set out in the Schedule.

### **Form for certificate of filing**

5 For purposes of sections 30, 32, 36 and 39 of the Act, the certificate of filing shall be in Form 3 set out in the Schedule.

### **Form for certificate of amendment**

6 For purposes of sections 32 and 36 of the Act, the certificate of amendment shall be in Form 4 set out in the Schedule.

### **Form for certificate of correction**

7 For purposes of section 39 of the Act, the certificate of correction shall be in Form 5 set out in the Schedule.

### **Form for return of holdings of LLC interest**

8 For purposes of section 17 of the Act, the return of holdings of LLC interest shall be in Form 6 set out in the Schedule.

### **Form for consent of Minister for LLC to carry on restricted business**

9 For purposes of section 67 of the Act the consent of the Minister for a limited liability company to carry on restricted business activity as set out in the Ninth Schedule to the Companies Act 1981 shall be in Form 7, set out in the Schedule.

### **Form for application for licensing of local LLC**

10 For purposes of section 12 of the Act the application for licensing of a local LLC shall be in Form 8 set out in the Schedule.

### **Forms for registration of charges**

11 For purposes of section 222 of the Act—

## **LIMITED LIABILITY COMPANY (FORMS) REGULATIONS 2016**

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- (a) the particulars to be provided for the registration of a charge shall be in Form 9 set out in the Schedule; and
- (b) the certificate of registration of a charge shall be in Form 10 set out in the Schedule.

### **Forms for registration of debentures**

12 For purposes of sections 225 and 226 of the Act—

- (a) the particulars to be provided for the registration of a series of debentures shall be in Form 11 set out in the Schedule; and
- (b) the certificate of registration of a series of debentures shall be in Form 12 set out in the Schedule.

### **Forms for memorandum of satisfaction of charges**

13 For purposes of section 227 of the Act—

- (a) the memorandum of complete satisfaction of a charge shall be in Form 13 set out in the Schedule;
- (b) the memorandum of partial payment or satisfaction of a charge shall be in Form 14 set out in the Schedule; and
- (c) the memorandum of fact that part of a property or undertaking mortgaged or charged has ceased to form part of the property or undertaking of the limited liability company, shall be in Form 15 set out in the Schedule.

### **Forms for notice of appointment of receiver or manager and termination of appointment**

14 For purposes of section 228 of the Act—

- (a) the notice of appointment of a receiver or manager shall be in Form 16 set out in the Schedule; and
- (b) the notice of a receiver or manager ceasing to act as a receiver or manager shall be in Form 17 set out in the Schedule.

### **Form for notice of place with register of members other than registered office**

15 For purposes of section 55(3) of the Act, the notice of the place other than the registered office where the register of members is being kept shall be in Form 18 set out in the Schedule.

### **Form for certificate of continuance**

16 For purposes of section 96 of the Act, the certificate of continuance shall be in Form 19 set out in the Schedule.

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### **Form for certificate of conversion**

17 For purposes of sections 100(4), 101(4), 102(4) and 103(4) of the Act, the certificate of conversion shall be in Form 20 set out in the Schedule.

### **Electronic filing and issuing of documents**

17A Pursuant to section 238 of the Act and subject to regulation 17B—

- (a) the filing of forms contained in the Schedule, or of any document required by or for the purposes of the Act; and
- (b) the issuing of certificates contained in the Schedule, or of any document required by or for the purposes of the Act,

shall be by means of electronic record.

*[Regulation 17A inserted by BR 80 / 2021 reg. 2 effective 7 June 2021]*

### **Directives regarding electronic records**

17B (1) The Registrar may issue directives, as provided in paragraph (2), regarding—

- (a) the electronic record to apply to any of the forms or certificates contained in the Schedule, or of any document required by or for the purposes of the Act;
- (b) filing or issuing of forms, certificates or any document required by or for the purposes of the Act by means other than electronic record.

(2) The Registrar shall publish any directive issued under paragraph (1) on the Registrar of Companies website: [www.registrarofcompanies@gov.bm](http://www.registrarofcompanies@gov.bm).

*[Regulation 17B inserted by BR 80 / 2021 reg. 2 effective 7 June 2021]*

### **Commencement**

18 These Regulations shall come into operation on 1 October 2016.

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**SCHEDULE**

**FORM 1**

**(regulation 3)**

**BERMUDA**

**LIMITED LIABILITY COMPANY ACT 2016**

**Pursuant to Section 30(1)**

**CERTIFICATE OF FORMATION**

NAME OF LIMITED LIABILITY COMPANY:

SECONDARY NAME (if applicable):

TYPE OF LIMITED LIABILITY COMPANY: (LOCAL/EXEMPTED)

REGISTERED OFFICE:

EFFECTIVE DATE:

OTHER MATTERS:

\*THE LIMITED LIABILITY COMPANY IS A BENEFIT LLC SUBJECT TO PART 4A OF THE ACT, WITH THE FOLLOWING PUBLIC BENEFIT PROVISION (IF ANY)—

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\*Delete if not applicable

By: \_\_\_\_\_

Name of authorised person

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Made this [blank] day of [blank], 2[blank].

*[Form 1 amended by BR 108 / 2025 reg. 2 effective 1 December 2025]*



**FORM 2**





**LIMITED LIABILITY COMPANY (FORMS) REGULATIONS 2016**

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**FORM 4**

**(regulation 6)**

**BERMUDA**

**LIMITED LIABILITY COMPANY ACT 2016**

**CERTIFICATE OF AMENDMENT OF**

***[INSERT NAME OF DOCUMENT TO BE AMENDED] FOR***

***[INSERT NAME OF LIMITED LIABILITY COMPANY] (the "LLC")***

**Pursuant to Sections 32 and 36**

NAME OF LIMITED LIABILITY COMPANY:

SECONDARY NAME (if applicable):

TYPE OF LIMITED LIABILITY COMPANY: (LOCAL/EXEMPTED)

REGISTERED OFFICE:

OTHER MATTERS:

The *[INSERT NAME OF DOCUMENT TO BE AMENDED]* of the LLC is amended as follows: *[set out amendment(s)]*.

EFFECTIVE DATE:

In witness whereof, this Certificate of Amendment of *[INSERT NAME OF DOCUMENT TO BE AMENDED]* has been executed by the undersigned authorised person in accordance with Section 34 of the Limited Liability Company Act 2016.

By: \_\_\_\_\_  
Name of authorised person

This *[blank]* day of *[blank]* 2*[blank]*.

\_\_\_\_\_

**LIMITED LIABILITY COMPANY (FORMS) REGULATIONS 2016**

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**FORM 5**

**(regulation 7)**

**BERMUDA**

**LIMITED LIABILITY COMPANY ACT 2016**

**CERTIFICATE OF CORRECTION OF**

**[INSERT TITLE OF CERTIFICATE TO BE CORRECTED] OF**

**[INSERT NAME OF LIMITED LIABILITY COMPANY] (the “LLC”)**

**Pursuant to section 39**

NAME OF LIMITED LIABILITY COMPANY:

SECONDARY NAME (if applicable):

TYPE OF LIMITED LIABILITY COMPANY: (LOCAL/EXEMPTED)

REGISTERED OFFICE:

OTHER MATTERS (if applicable):

**This Certificate of Correction of [insert title of certificate to be corrected] of the LLC is being filed in accordance with the provisions of section 39 of the Limited Liability Company Act 2016 to correct the [insert title of certificate to be corrected], which was filed on [insert date filed], with the Registrar (the “Certificate”), as follows:**

1. The correction in the Certificate is as follows: [*specify the inaccuracy or defect to be corrected*].
2. The following, in corrected form, is the portion of the Certificate corrected: [*set forth, in correct form, the portion of the Certificate being corrected*].

EFFECTIVE DATE:

In witness whereof, this Certificate of Correction has been executed by the undersigned authorised person(s) in accordance with Section 34 of the Limited Liability Company Act 2016.

By: \_\_\_\_\_  
Name of authorised person

This [blank] day of [blank] 2[blank].

**LIMITED LIABILITY COMPANY (FORMS) REGULATIONS 2016**

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**FORM 6**

**(regulation 8)**

**BERMUDA**

**LIMITED LIABILITY COMPANY ACT 2016**

**ANNUAL RETURN OF HOLDINGS**

**Pursuant to Section 17**

**Being the return of** *[Name of Limited Liability Company]*

**As at the** *[End of period for which this return is being filed]*

The percentage of the value of LLC interests beneficially owned by Bermudians is *[blank]*.

The percentage of total voting rights in the LLC which can be exercised by Bermudians is *[blank]*.

The percentage of Bermudian managers is *[blank]*.

Classes of interests issued (1 or more)	Value of interests issued in each class	Voting and other rights, if applicable, attached to each class of interests	Interests owned by Bermudians		Interests owned by other persons	
			Value of interests of each class beneficially owned	Value of interests expressed as % of total of each class	Value of interests of each class beneficially owned	Value of interests expressed as % of total of each class

State whether or not the limited liability company proposes to carry on or undertake a relevant activity as such term is defined in the Economic Substance Act 2018 and state the type of relevant activity proposed to be carried on or undertaken by the limited liability company.

Registered Office \_\_\_\_\_

Contact Person \_\_\_\_\_

Address \_\_\_\_\_

Email address \_\_\_\_\_

Telephone number \_\_\_\_\_ **10** \_\_\_\_\_

\_\_\_\_\_  
 Authorised Person  
 This *[blank]* day of *[blank]* 2*[blank]*.

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**FORM 7**

**(regulation 9)**

**BERMUDA**

**LIMITED LIABILITY COMPANY ACT 2016**

**CONSENT**

**Pursuant to Section 67**

In exercise of the powers conferred upon him by section 67 of the Limited Liability Company Act 2016, the Minister of Finance hereby gives his consent to:—

Name of Limited Liability Company

to carry on restricted business activities in accordance with the Limited Liability Company Act 2016.

Dated this                      day of

Minister of Finance

**FORM 8**

**(regulation 10)**

**BERMUDA**

**LIMITED LIABILITY COMPANY ACT 2016**

**APPLICATION FOR LICENCE OF LOCAL LIMITED LIABILITY COMPANY**

**NOT CARRYING ON RESTRICTED BUSINESS ACTIVITY**

**Pursuant to Section 12**

1. The proposed name of the limited liability company to be licensed (hereinafter called “the Limited Liability Company”) is \_\_\_\_\_.

2. The persons applying to licence the Limited Liability Company are—

Name and Address	Nationality	Bermudian status Yes/No	Resident Yes/No	% of Voting Rights
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We the undersigned apply to the Ministry of Economic Development to be licensed. We have read the Limited Liability Company Act 2016 and will abide by the terms of the Act. The particulars set out in the application form are true to the best of our information, knowledge and belief. We are aware that it is a criminal offence to make any false statement pertaining to this application under the provisions of the Limited Liability Company Act 2016.

**LIMITED LIABILITY COMPANY (FORMS) REGULATIONS 2016**

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\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Dated this        day of

Supplementary Notes

1. Applicants are required to submit an original of this application to the Ministry of Economic Development through the Registrar of Companies and a copy of the application to the Bermuda Monetary Authority.
2. Where the Limited Liability Company requests power to hold land in Bermuda, the applicants must obtain the consent of the Minister of Economic Development through the Registrar of Companies pursuant to section 20(1) of the Limited Liability Company Act 2016.

**FORM 9**

**(regulation 11(a))**

**BERMUDA**

**LIMITED LIABILITY COMPANY ACT 2016**

**PARTICULARS OF A CHARGE**

**Pursuant to Section 222**

NAME OF LIMITED LIABILITY COMPANY

DATE AND DESCRIPTION OF THE INSTRUMENT CREATING OR EVIDENCING THE CHARGE (NOTE 2).

AMOUNT DUE OR OWING ON THE CHARGE.

NAMES, ADDRESSES AND DESCRIPTIONS OF THE PERSONS ENTITLED TO THE CHARGE.

SHORT PARTICULARS OF ALL THE PROPERTY CHARGED.

PARTICULARS AS TO COMMISSION, ALLOWANCE OR DISCOUNT (NOTE 3).

SIGNED:

DATE:

Designation of position in relation to the limited liability company.

NOTES:

## **LIMITED LIABILITY COMPANY (FORMS) REGULATIONS 2016**

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(1) The original instrument creating the charge, together with this form, must be delivered to the Registrar and must be accompanied by the prescribed fee. Please complete the form in black type.

(2) A description of the instrument, e.g., "Trust Deed" "Debenture", "Mortgage" or "legal charge", etc., as the case may be, should be given.

(3) In this section should be inserted the amount or rate per cent of the commission, allowance or discount (if any) paid or made either directly or indirectly by the limited liability company to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.

(4) If the spaces overleaf are insufficient, the particulars may be continued on a separate sheet.



**FORM 10**

**(regulation 11(b))**

**BERMUDA**

**LIMITED LIABILITY COMPANY ACT 2016**

**CERTIFICATE OF THE REGISTRATION OF A CHARGE**

**Pursuant to Section 222**

I hereby certify that [blank]

Given under my hand and the Seal of the  
REGISTRAR OF COMPANIES

This            day of                            20..

**Registrar of Companies**

**FORM 11**

**(regulation 12(a))**

**LIMITED LIABILITY COMPANY (FORMS) REGULATIONS 2016**

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**BERMUDA**

**LIMITED LIABILITY COMPANY ACT 2016**

**PARTICULARS OF A SERIES OF DEBENTURES**

**Pursuant to Sections 225 and 226**

NAME OF LIMITED LIABILITY COMPANY

PARTICULARS OF A SERIES OF DEBENTURES CREATED BY THE ABOVE-NAMED LIMITED LIABILITY COMPANY (NOTE 1)

DATE OF THE COVERING DEED (IF ANY) (NOTE 2).

TOTAL AMOUNT SECURED BY THE WHOLE SERIES.

AMOUNT OF THE PRESENT ISSUE OF THE SERIES.

NAMES OF THE TRUSTEES (IF ANY) FOR THE DEBENTURE HOLDERS.

GENERAL DESCRIPTION OF THE PROPERTY CHARGED.

PARTICULARS AS TO COMMISSION, ALLOWANCE OR DISCOUNT (NOTE 3).

SIGNED:

DATE:

Designation of position in relation to the limited liability company.

NOTES:

(1) Particulars should be given on this form of a series of debentures containing (or giving by reference to any other instrument) any charge to the benefit of which the debenture holders of the said series are entitled *pari passu*. The form is to be used for registration of particulars of the entire series.

(2) The date should be given of the covering deed (if any) by which the security is created or defined; or if there is no such deed the date of the first execution of any debenture in the series.

(3) In this column there should be inserted the amount or rate per cent of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, or procuring or agreeing to procure subscriptions, whether absolute or conditional for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.

(4) The deed, if any, containing the charge must be delivered with these particulars to the Registrar or, if there is no such deed, a copy of one of the debentures of the series must be so delivered.



**LIMITED LIABILITY COMPANY (FORMS) REGULATIONS 2016**

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Notice is hereby given that the registered charge(s) detailed above has/have been fully/  
partly satisfied on [blank], 20 [blank].

Declared by [blank]\_\_\_\_\_ )                      Declarant sign here

Manager [blank]\_\_\_\_\_ )

the [blank] day of [blank]\_\_\_\_\_ )  
two thousand and [blank] )  
before me [blank]\_\_\_\_\_ )

Commissioner of Oaths

**FORM 14**

**(regulation 13(b))**

**BERMUDA**

**LIMITED LIABILITY COMPANY ACT 2016**

**Memorandum of (1) Partial Payment or Satisfaction  
of Charge  
(2) Release of Part of Property or Undertaking  
from Mortgage or Charge**

**Pursuant to section 227**

Name of Limited Liability Company [blank]  
Particulars to be verified

The above-named Limited Liability Company hereby gives notice that the registered charge ( (a) [blank] dated [blank] 20 [blank]\* ) (a series of Debentures authorized by resolution dated [blank] 20 [blank]\*) secured on property (b) [blank] of which particulars were registered with the Registrar of Companies on (c) [blank] 20 [blank] was satisfied on [blank] to the extent of [blank] (the date for which the charge was given having been partly paid or satisfied)\* (and)\* (part of the property or undertaking charged having been released from the charge\*) (Short particulars of the property or undertaking no longer charged: [blank]

- (a) A description of the instrument (s) creating or evidencing the charge e.g. "Mortgage", "Charge", "Debenture" etc. with the date thereof should be given.
- (b) Insert brief details for property.
- (c) The date registration may be confirmed from the certificate of registration and (except in the case of a series of debentures) from the registration stamp affixed to the instrument(s) registered.

**LIMITED LIABILITY COMPANY (FORMS) REGULATIONS 2016**

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\*Delete as appropriate.

For verification see overleaf

Signed

Manager

Declaration verifying Memorandum relating to a registered mortgage or charge.

Pursuant to section 227 of the Limited Liability Company Act 2016.

Name of Limited Liability Company [blank]

I [blank]

of [blank] a manager of the above-named Limited Liability Company,

do solemnly and sincerely declare that the particulars contained in the memorandum of satisfaction relating to [blank] charges (insert number of charges) entered overleaf are true to the best of my knowledge, information and belief, and I make this solemn declaration conscientiously believing the same to be true.

Declared at [blank]  
the [blank] day of [blank]  
two thousand and [blank]  
before me [blank]

Commissioner for Oaths

\*or Notary Public or Justice of the Peace.

**FORM 15**

**(regulation 13(c))**

**BERMUDA**

**LIMITED LIABILITY COMPANY ACT 2016**

**Memorandum of fact that Part of Property or Undertaking  
Mortgaged or Charged has ceased to form Part of Property  
or Undertaking of Limited Liability Company**

**Pursuant to Section 227**

Name of Limited Liability Company [blank]

Particulars to be verified

**LIMITED LIABILITY COMPANY (FORMS) REGULATIONS 2016**

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The above-named Limited Liability Company hereby gives notice that on [blank] [blank] 20 [blank] part of the property or undertaking secured by the registered charge being ( (a) [blank] dated [blank] 20 [blank]\*) (a series of Debentures [blank] 20 [blank]\*) of which particulars were registered with the Registrar of Companies on (b) [blank] 20 [blank] ceased to form part of the Limited Liability Company's property or undertaking. Short particulars of such property: [blank]

Signed  
Manager

- (a) A description of the instrument(s) creating or evidencing the charge, e.g. "Mortgage", "Charge", "Debenture", etc. with the date thereof should be given.
- (b) The date of registration may be confirmed from the certificate of registration and (except in the case of a series of debentures) from the registration stamp affixed to the instrument (s) registered.

For verification see overleaf

Declaration verifying memorandum relating to a registered mortgage or charge.

Pursuant to section 227 of the Limited Liability Company Act 2016.

Name of Company [blank]

I, [blank] of [blank]

a manager of the above-named Limited Liability Company do solemnly and sincerely declare that the particulars contained in the memorandum of satisfaction relating to [blank] charges (insert number of charges) entered overleaf are true to the best of my knowledge, information and belief, and I make this solemn declaration conscientiously believing the same to be true.

Declared at [blank]  
the [blank] day of [blank]  
two thousand and [blank]  
before me [blank]

A Commissioner for Oaths\*  
\*or Notary Public or Justice of the Peace.

**FORM 16**

**(regulation 14(a))**

**BERMUDA**

**LIMITED LIABILITY COMPANY ACT 2016**

**LIMITED LIABILITY COMPANY (FORMS) REGULATIONS 2016**

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**NOTICE OF APPOINTMENT OF RECEIVER OR MANAGER**

**Pursuant to Section 228(1)**

To the Registrar of Companies

Name of Limited Liability Company [blank]

I [blank] of [blank] hereby give notice that [blank]

(a) (I have obtained an Order of the<sup>1</sup> [blank] dated the [blank] 20 [blank] for the appointment of)<sup>2</sup>

(b) (on [blank] 20 [blank] I appointed )<sup>2</sup>

3<sup>3</sup>[blank]

as (receiver) (manager) (receiver and manager)<sup>4</sup> of the property of the limited liability company

(on behalf of)(as)<sup>4</sup> holders of [blank]

dated [blank] 20 [blank] (under the powers contained in the instrument).

Signed [blank] Date [blank]

[Delete if appointment is made by the Court]

**FORM 17**

**(regulation 14(b))**

**BERMUDA**

**LIMITED LIABILITY COMPANY ACT 2016**

**NOTICE OF CEASING TO ACT AS RECEIVER OR MANAGER**

**Pursuant to Section 228(2)**

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1 Name of Court making the Order

2 delete 'a' or 'b' as appropriate

3 insert full name

4 Enter description and date of the instrument under which appointment is made and state whether it is a debenture secured by a floating charge.

**LIMITED LIABILITY COMPANY (FORMS) REGULATIONS 2016**

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Name of Limited Liability Company [blank]

Presented by

To the Registrar of Companies

I, [blank] of [blank] hereby give you notice that I ceased to act as Receiver and/or Manager of [blank] Limited, on the [blank] day of [blank] 20 [blank].

Dated this [blank] day of [blank] 20 [blank].

**FORM 18**

**(regulation 15)**

**BERMUDA**

**LIMITED LIABILITY COMPANY ACT 2016**

**NOTICE OF PLACE OTHER THAN REGISTERED OFFICE WHERE  
REGISTER OF MEMBERS IS BEING KEPT**

**Pursuant to Section 55(3)**

Name of Limited Liability Company [blank]

In accordance with section 55(3) of the Limited Liability Company Act 2016, I hereby give notice that the register of members of the above mentioned Limited Liability Company is being kept at—

[blank]

Signed: [blank]

Date: [blank]

**LIMITED LIABILITY COMPANY (FORMS) REGULATIONS 2016**

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**FORM 19**

**(regulation 16)**

**BERMUDA**

**LIMITED LIABILITY COMPANY ACT 2016**

**CERTIFICATE OF CONTINUANCE**

**Pursuant to Section 96(1)**

For the meaning of expressing used in this form, reference should be made to the Limited Liability Company Act 2016 (the "Act").

1. The name of the exempted LLC is \_\_\_\_\_.

2. The secondary name of the exempted LLC referenced in question 1 is

\_\_\_\_\_.

Not Applicable

3. The address of the registered office of the exempted LLC referenced in question 1 is:

4. The name of the foreign LLC immediately prior to the filing of this certificate of continuance was \_\_\_\_\_; an entity initially formed in \_\_\_\_\_ [name of original jurisdiction] on the \_\_\_\_\_ of \_\_\_\_\_, \_\_\_\_\_ [date of initial formation of foreign LLC].

5. The foreign LLC is seeking to continue into Bermuda as an exempted LLC from [name of jurisdiction from which foreign LLC is continuing into Bermuda].

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6. The continuance of the foreign LLC into Bermuda as the exempted LLC referenced in question 1, shall be effective as of: (select **ONE**)

- a. [effective date of continuance] and [time], OR
- b. Upon the filing of this certificate of conversion

6A. The foreign LLC will operate as a public benefit LLC subject to Part 4A of the Act, with the following public benefit provision (if any)–

---

Not Applicable

7. Additional matters to be included as may be determined by the members of the LLC

–  
*[Include as attachments any other provisions that the LLC members wish to include.]*

Not Applicable

Signed by one or more duly authorised persons as required under Section 34 of the Limited Liability Company Act 2016:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(Authorised persons)

Dated this \_\_\_\_ day of \_\_, \_\_\_\_\_.

\_\_\_\_\_  
One or more managers of the LLC must sign a certificate of conversion of an LLC to a company.

*[Form 19 amended by BR108 / 2025 reg. 3 effective 1 December 2025]*

**LIMITED LIABILITY COMPANY (FORMS) REGULATIONS 2016**

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**FORM 20**

**(regulation 17)**

**BERMUDA**

**LIMITED LIABILITY COMPANY ACT 2016**

**CERTIFICATE OF CONVERSION**

**Pursuant to Sections 100, 101, 102, and 103**

(select **ONE**)

- Certificate of Conversion of an LLC to a Company under Section 100(4) of the Act**
- Certificate of Conversion of a Company to an LLC under Section 101(4) of the Act**
- Certificate of Conversion of an Exempted LLC to an Exempted Limited Partnership under Section 102(4) of the Act**
- Certificate of Conversion of an Exempted Limited Partnership to an Exempted LLC under Section 103(4) of the Act**

1. The entity submitting this Certificate of Conversion is: (select **ONE**)

- a local LLC as defined by the Limited Liability Company Act 2016
- an exempted LLC as defined by the Limited Liability Company Act 2016
- a local company as defined by the Companies Act 1981
- an exempted company as defined by the Companies Act 1981
- partnership which is both exempted and limited as defined by the Limited Partnership Act 1883 and the Exempted Partnerships Act 1992, and which has elected to have separate legal personality under the Partnership Act 1902

**LIMITED LIABILITY COMPANY (FORMS) REGULATIONS 2016**

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2. The secondary name of the converting entity referenced in question 1 is

\_\_\_\_\_

Not Applicable

3. The name of the limited liability company (LLC), company or partnership resulting from this conversion is

\_\_\_\_\_

4. The secondary name of the LLC, company or partnership referenced in question 3 is

\_\_\_\_\_

Not Applicable

5. The conversion of the company or partnership to an LLC, or of the LLC to a company or partnership, shall be effective as of: (select **ONE**)

[date] and [time]

Upon the filing of this certificate of conversion

6. Additional matters to be included as may be determined by the members of the LLC, by the shareholders of the company (if converting from an LLC to a company), or by the partners of the partnership (if converting from an LLC to a partnership) –

*[Include as attachments any other provisions that the LLC members, company shareholders or partners of the partnership wish to include.]*

Not Applicable

Signed by one or more duly authorised persons as required under Section 34 of the Limited Liability Company Act 2016:

\_\_\_\_\_

\_\_\_\_\_

(Authorised persons)

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2\_\_\_\_\_

**LIMITED LIABILITY COMPANY (FORMS) REGULATIONS 2016**

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Made this 28th day of September 2016

Minister of Economic Development

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*[Amended by:*

2019 : 50

BR 80 / 2021

BR 108 / 2025]