COMPANIES (AMENDMENT) BILL, 2026

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COMPANIES (AMENDMENT) BILL, 2026

A BILL FOR AN ACT TO AMEND THE COMPANIES ACT

Enacted by the Parliament of The Bahamas

1. Short title.

This Act, which amends the Companies Act (*Ch.308*), may be cited as the Companies (Amendment) Act, 2026.

2. Amendment of section 38 of the principal Act.

Section 38(1) of the principal Act is amended by the deletion of paragraph (a) and the substitution of the following as a new paragraph (a) —

"(a) allot registered shares in the company but not shares issued to a bearer;".

3. Repeal of section 48 of the principal Act.

Section 48 of the principal Act is repealed.

4. Insertion of new section 303A into the principal Act.

The principal Act is amended by the insertion, immediately after section 303, of the following as a new section 303A —

"**303A. Transitional provision.**

(1) Every company which has issued bearer shares under this Act shall recall such shares within six months from the date of commencement of this provision and the company shall cancel such shares and substitute the cancelled bearer shares with registered shares issued in accordance with this Act and any regulations made under this Act.

(2) Any bearer shares which have not been recalled and cancelled within the period of six months shall be null and void and without effect.".

5. Amendment of First Schedule to the principal Act.

The First Schedule to the principal Act is amended —

(a) in paragraph 33, immediately after the word "company" by the deletion of the words "(other than those relating to share warrants)";

(b) by the repeal of paragraphs 34 to 39; and

(c) in paragraph 109, immediately after the word "company" by the deletion of the words "(including bearers of share warrants)".

OBJECTS AND REASONS

This Bill seeks to amend the Companies Act (*Ch.308*) to correct a technical gap in the law concerning bearer shares and bearer share warrants arising in relation to the Caribbean Financial Action Task Force Recommendation 24 which prohibits use of bearer shares and bearer share warrants.

Clause 1 of this Bill provides for the short title.

Clause 2 of this Bill amends section 38 of the principal Act to expressly prohibit the issue of bearer shares in alignment with the International Business Companies Act (*Ch.309*).

Clause 3 of this Bill repeals section 48 of the principal Act which authorises the issue of bearer shares and bearer share warrants.

Clause 4 of this Bill inserts a transitional provision in alignment with the International Business Companies Act (*Ch.309)* which provides a six month period for the surrender, cancellation and replacement of any existing bearer share instruments with registered share instruments.

Clause 5 of this Bill amends the First Schedule of the principal Act which relates to model Articles of Association by removing provisions which authorise and reference the issue of bearer shares and bearer share warrants.