



**SUPPLEMENT No. 2**  
**TO**  
**THE SOVEREIGN BASE AREAS GAZETTE**  
**No. 1444 of 5th February 2007**  
**LEGISLATION**

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**ORDINANCE 2 OF 2007**

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**COMPANIES ORDINANCE 2007**

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An Ordinance to make provision for certain legislation made by the Republic of Cyprus in relation to companies to apply in the Sovereign Base Areas

**R. H. LACEY**  
**ADMINISTRATOR**

*1st February 2007.*

**BE** it enacted by the Administrator of the Sovereign Base Areas of Akrotiri and Dhekelia as follows:—

**1. Short title**

This Ordinance may be cited as the Companies Ordinance 2007.

**2. Interpretation**

(1) In this Ordinance—

“companies law” means a law of the Republic which is named at Schedule 1 together with –

- (a) any amendment made to such a law (whenever enacted);
- (b) any public instrument made under such a law (whenever enacted);
- (c) any amendment made to such a public instrument (whenever enacted);

“officer of the Areas” means any person authorised by the Chief Officer under section 5 to exercise any powers or perform any duties in accordance with this Ordinance;

“officer of the Republic” means –

- (a) any person who, whether or not he is a member of the public service of the Republic,
- (b) any body of persons which, whether or not it is an official body and whether or not it is incorporated,

has any powers conferred, or any duties imposed upon him or it, by or under any companies law.

(2) Any reference in this Ordinance to a provision of the Areas and a provision of the Republic corresponding one to the other shall be construed as a reference to provisions of the Areas and of the Republic respectively whose effects are similar or substantially similar.

### 3. General Application

- (1) Subject to the other provisions of this Ordinance, all such rights, powers, liabilities, obligations and restrictions from time to time created or arising in the Republic by or under any companies law and all such remedies and procedures from time to time provided for by or under such a law shall, subject to necessary modification and so far as possible, be recognised and available in law in the Areas and allowed and followed accordingly.
- (2) A companies law shall only take effect in the Areas in accordance with subsection (1) after the expiry of 60 days from the date on which that law or any provision of that law came into force in the Republic.
- (3) Subsection (1) shall not apply to any power or duty contained in a companies law which permits or requires any person or body to make a public instrument of any kind.
- (4) Any companies law which is given effect to in the Areas by virtue of subsection (1) shall be treated as if it is subordinate legislation made under this Ordinance.

### 4. Modifications and adaptations

- (1) The application of any companies law in the Areas shall, unless the context otherwise requires, be subject to the following –
  - (a) where a companies law is repealed or revoked but is not replaced by the Republic it shall cease to have effect in the Areas;
  - (b) where a companies law is repealed and replaced by the Republic with another companies law, the companies law named at Schedule 1 shall continue to have effect in the Areas;
  - (c) where a provision of a companies law contains a reference to any other Republican legislation, then –
    - (i) if there is a provision of the Areas (including any provision which has effect in accordance with section 3) corresponding to that other Republican provision, the reference shall be construed as a reference to the corresponding provision of the Areas;
    - (ii) in any other case, the provision of the companies law containing that reference shall not have effect in the Areas;
  - (d) any reference to the Republic in a companies law shall be construed as a reference to the Areas;
  - (e) any reference to a Court in a companies law shall be construed as a reference to the Judge's Court or the Senior Judge's Court as appropriate;
  - (f) any reference to a foreign company in a companies law shall be construed as not including a company that is registered in the Republic or in the Areas;
  - (g) any provision contained in a companies law which –
    - (i) permits or requires the establishment of any body (whether incorporated or not) for the purpose of exercising any duties imposed or powers conferred on it by that law; or
    - (ii) permits or requires the establishment of any body (whether incorporated or not) for the purpose of providing assistance to any officer of the Republic in connection with any such duties or powers conferred or imposed on him by that law; and
    - (iii) in either case creates any liability or duty in relation to the establishment, functioning or termination of such a body,shall not have effect in the Areas.
- (2) The Administrator may by order to be published in the Gazette provide for the application of any companies law in the Areas to be subject to such additional exceptions, adaptations or modifications, from such date as may be specified in the order, as he may consider expedient in the circumstances.
- (3) Without prejudice to the generality of subsection (2), the Administrator may by order provide for any companies law to cease to have effect in the Areas from such date as may be specified in the order.

## **5. Powers and Duties**

- (1) Any power conferred or duty imposed on an officer of the Republic under any companies law shall, subject to subsection (3), be deemed to be conferred or, as the case may be, imposed on the Chief Officer.
- (2) Any power conferred or duty imposed on the Chief Officer by virtue of subsection (1) may, subject to any restrictions or conditions imposed by the Administrator under this section or under any order made under section 4, be lawfully exercised, or as the case may require, may lawfully be performed in the Areas or elsewhere by such officer of the Republic as is authorised to exercise a similar power or required to perform a similar duty in the Republic by or under any companies law.
- (3) Any body which, in the Republic, is created as a result of a provision of the kind referred to in section 4(1)(g) shall be recognised in the Areas as having the same rights and duties as if such body had been established under the provisions of this Ordinance and shall have the same powers as those conferred upon such body in the Republic for the purpose of carrying out its objects as specified in that law in the Republic.
- (4) Without prejudice to subsection (2), the Chief Officer may authorise any officer of the Areas to perform any duty or exercise any power contained in a companies law subject to such restrictions or conditions as he may specify.
- (5) For the purposes of this Ordinance, the exercise of any power or the performance of any duty includes the doing of any act or thing which is permitted or required to be done in relation to the exercise of that power or the performance of that duty.
- (6) Nothing in this Ordinance shall have the effect of –
  - (a) entitling an officer of the Republic to exercise any power or requiring him to perform any duty in or in relation to the Areas otherwise than –
    - (i) pursuant to subsection (2) or (3), and
    - (ii) in accordance with the companies law under which he purports to act;
  - (b) abridging or in any other way affecting any powers or duties of the Chief Officer or officer of the Areas under a companies law, which powers may be exercised notwithstanding that an officer of the Republic may be entitled pursuant to subsection (2) or (3) to exercise similar power.
- (7) Any exercise or performance of a power or duty by the Chief Officer or officer of the Areas, shall deprive the relevant officer of the Republic of the right to exercise or perform that power or duty for as long as the Chief Officer or officer of the Areas, exercises or performs it.
- (8) The authority given to an officer of the Republic under subsection (2) or (3) to exercise any power or to perform any duty shall in all cases be subject to the condition that the power may not be exercised or the duty performed if to do so it would be necessary for the officer of the Republic to enter –
  - (a) any land occupied by the Crown in any capacity; or
  - (b) any land to which access is controlled or restricted by the Crown in any capacity; or
  - (c) any premises situated within any land such as is referred to in paragraph (b) above,

unless he has the written authority of the Administrator to enter the land or premises concerned.

## **6. Effect of acts of officers of the Republic**

Any power exercised or any duty performed by an officer of the Republic acting pursuant to section 5(2) or (3), and any act or thing whatsoever done or suffered in connection with the exercise of such a power or the performance of such a duty shall be of the same force and effect in all respects and for all purposes as if such power had been exercised, or such duty had been performed or such act or thing had been done by the Chief Officer acting pursuant to section 5(1).

## **7. Protection of officers of the Republic**

Any enactment of the Areas giving protection to officers of the Areas against civil or criminal liability in respect of acts done in the course of their duties, or in any way applying to such acts, shall apply to officers of the Republic acting pursuant to section 5(2) or (3), and to any acts of such officers while so acting, as if such officers were officers of the Areas and as if such acts were the acts of officers of the Areas.

## **8. Legal Proceedings**

- (1) A court of the Areas may take judicial notice of any companies law and any other Republican document of any description granted or otherwise made under a companies law.
- (2) For the purposes of this section, the production of a copy of any part of a Republican enactment –
  - (a) contained in any printed collection of enactments purporting to be printed and published by an authority of the Republic; or
  - (b) contained in any issue of the Official Gazette of the Republic; or
  - (c) purporting to be printed by the Government Printer of the Republic, by whatever name called,

shall be conclusive evidence in Court and for all purposes whatsoever of the due and lawful making of such enactment.

- (3) For the purposes of this section, a version of any part of any companies law in the English language –
  - (a) purporting to be produced by any authority of the Republic;
  - (b) certified as being accurate by any officer of the Administration considered by the Court to have been at the time of such certification a competent and adequate translator into the English language from the language in which the companies law was published in the Republic;
  - (c) given or produced in the course of oral evidence of any person whom the Court considers to be a competent translator for the purpose;
  - (d) stated orally in court or produced in writing by a Registrar or official court interpreter,

may in any of those cases be held by the Court to be conclusive evidence for all purposes whatsoever that such version is the accurate English version of the companies law or part of the companies law in question.

- (4) For the purposes of this section, the production of –
  - (a) a relevant document, the accuracy of which is certified in writing by a senior officer of the Government Department of the Republic responsible for the relevant companies law under which the relevant document was made; or
  - (b) an English translation of a relevant document, the accuracy of which is certified in writing by a translator of recognised competence,

may be held by the Court to be conclusive evidence for all purposes of the contents of such document.

## **9. Repeal**

The Ordinance named in Schedule 2, and any amendments to it and any public instruments made under it are repealed or, as the case may be, revoked.

## **10. Commencement**

This Ordinance comes into force on the day it is published in the Gazette.

**SCHEDULE 1**

**(section 2)**

Companies Law (Cap. 113, Republic of Cyprus).

**SCHEDULE 2**

**(section 9)**

Companies Ordinance (Cap. 113, Statute Laws of Cyprus, revised edition, 1959).

## EXPLANATORY NOTE

(This note does not form part of the Ordinance)

### Introduction

1. These explanatory notes relate to the Companies Ordinance 2007. They have been prepared by the Office of the Attorney General and Legal Adviser in order to assist the reader of the Ordinance. They do not form part of the Ordinance.
2. The notes should be read in conjunction with the Ordinance. They are not, and are not meant to be, a comprehensive description of the Ordinance. So when a section or part of a section does not seem to require any explanation or comment, none is given.

### The Ordinance

3. The Ordinance adopts the Companies Law of the Republic of Cyprus. In other words, it provides for the Companies Law of the Republic, plus any past or future amendments to it or public instruments made or to be made under it, to have effect in the Sovereign Base Areas as if they had been made by the Administrator. These instruments will have effect in the Areas in their original Republican format, and all rights, powers, liabilities and restrictions arising under them will be recognised and available as law in the Areas.
4. This is subject to two exceptions. First, the Ordinance does not enable a Republican person or body to make public instruments in respect of the Areas. Rather, any Republican public instrument made under the Republican Companies Law stands to be adopted in the Areas under section 3. Secondly, section 4 makes a set of adaptations and modifications to the way the Republican law applies in the Areas to ensure that it works properly in the Areas. For example, it provides that companies registered in the Republic are not to be treated as foreign companies for the purpose of the legislation. It also gives the Administrator an unlimited power to make any further modifications or exceptions to the way the Republican law applies in the Areas.
5. Section 5 provides for delegation of the powers and duties arising under the laws. In the first place, they are all conferred and imposed on the Chief Officer of the Areas. Subsection (2) then provides that, with certain exceptions, each power and duty may be performed in the Areas by whichever Republican officer is authorised to perform a similar function in the Republic. However, such powers and duties can also be exercised by officials of the Areas should the Chief Officer decide. Sections 6 and 7 contain provisions to ensure that when acting in accordance with the Ordinance, the actions of officials of the Republic are treated as if they are actions of officials of the Areas.
6. Section 9 repeals the Companies Ordinance (Cap 113), and revokes all public instruments made under it. It does not, however, affect any rights, liabilities or obligations incurred under that legislation.