

British Virgin Islands

FEATURES OF BVI BUSINESS COMPANIES (BCs)

GOVERNING LAW

- The BVI Business Companies Act 2004, as amended in 2005 and 2006 (“BVI BC Act”).

BUSINESS TRANSACTIONS

- BCs may engage in any lawful business in any country and may carry on transactions in whatever currencies they choose.
- Any business activity or transaction carried out by a BC outside the British Virgin Islands is fully exempt from taxation.

COMPANY NAME

- The name of a BC may comprise the expression “BVI Company Number” followed by its company number in figures and the ending required.
- A BC may have an additional foreign character name approved by the Registrar.

OBJECTS

- There is no requirement to specify the purposes of the BC in the Memorandum and Articles of Association.

SHARES

- There is no authorised capital or authorised share capital in the BC.
- An unlimited number of shares is acceptable.
- The par value of shares is not required.
- Bearer shares are allowed, but subject to custodian services.

DIRECTORS / OFFICERS (SECRETARY) AND SHAREHOLDERS

- Shareholders, directors and/or officers can be either corporate entities or natural persons.
- Initial or ongoing changes in directors and/or officers need to be updated on the Register of Director(s) and Officer(s), of which a copy must be kept at the Registered Office.
- First directors must be appointed within 6 months of the incorporation date.
- The directors may grant special or general powers of attorney.
- Companies are allowed to have a sole director.
- Where a BC has only one member who is an individual and that member is also the sole director, such sole member/ director may appoint a reserve director to act in his place in the event of his death.
- The acceptance and resignation of director(s) is mandatory.
- Neither the directors nor the officers need be shareholders.
- Shareholders, directors and officers may be of any nationality and may be residents of any country.
- Shareholders and directors may hold their meetings in any country and may attend such meetings by proxy or by any electronic means (phone, fax, etc).

ANNUAL FILING

- No requirement to file annual returns or financial statements; no requirement to hold annual general meetings of shareholders or directors.

INCORPORATION AND ADMINISTRATION

- Excellent availability of company names for incorporation.
- Familiarity of incorporation documents (Memorandum & Articles of Association, Certificate of Incorporation) because the British Virgin Islands belong to the British Commonwealth.
- The word "Limited" may be used in a company's name.
- Incorporation documents may be drafted in Spanish or any other language and submitted together with an English translation.
- Speedy incorporation procedures and simple ongoing administration.
- Incorporation procedure takes from 5 to 6 days.
- The BVI Registry is equipped with modern sophisticated computer equipment, which heightens speed and efficiency in the processing of documents in a timely manner.
- Shelf companies available.
- Registration of mortgages on vessels and aircraft available.

RECORD KEEPING

- The accounting books, records and minutes of the company may be kept in any place or country at the directors' choice.
- Where a BC keeps a copy of the Register of Members and/or the Register of Directors at the Registered Office, it shall within 15 days of any change in the register notify the registered agent, in writing, of the change, and provide the registered agent with a written record of the address of the place or places at which the original Register of Members or the original Register of Directors is kept.
- Where the place at which the original of the Register of Members and/or original of the Register of Directors is changed, the BC shall provide the registered agent with the physical address of the new location of the register within 14 days of the change of location.
- Annual accounts are neither required nor need be filed.

REGISTERED OFFICE, CORPORATE SEAL AND LEGALISATION

- Registered Office in the British Virgin Islands required.
- Corporate seal mandatory.
- Use of Apostille should documentation need to be legalised.

DOCUMENTS KEPT AT THE REGISTERED OFFICE

- Memorandum and Articles of Association and its amendments.
- Copy of Register of Members or Share Register.
- Copy of Register of Directors and Officers.
- Impression of the Corporate Seal.
- Register of Charges (if any).

COSTS AND FEES

- Reasonable formation and maintenance costs and fees.

REDOMICILIATION

- Foreign companies can be speedily redomiciled to BVI.

TRANSITIONAL PROVISIONS

- All matters relating to existing IBCs are regulated by the Transitional Provisions (an Appendix of the BVI BC Act).
- The IBC Act was in force until 1st January 2007.
- On 1st January 2007, all existing IBCs not voluntarily re-registered were automatically re-registered under the BVI BC Act.
- All IBCs incorporated up to 31st December 2004 are subject to the Transitional Provisions (special regulations).

USES OF BRITISH VIRGIN ISLANDS BUSINESS COMPANIES (BCs)

- Holder of bank accounts, fixed deposits, investment plans and any other financial or commercial title.
- Owner of the shares of other companies or legal entities.
- Owner of apartments, houses, buildings, vessels and any other movable or immovable property or goods.
- Manager and promoter of international business transactions.
- International leasing of vehicles, machinery, vessels and others.
- Lending or borrowing money, paying or receiving money in accordance with the law on commissions or others.
- Marketing and promotion of products and services.
- Other commercial and financial activities.

HIGHLIGHTS OF THE COUNTRY

- Excellent corporation law.
- Flexible company law.
- No taxes levied on international and banking transactions. No exchange control regulations.
- Political and economic stability.
- Excellent hotel accommodations.
- Excellent worldwide communication facilities.
- Skilled personnel.
- No capital gains, income or any other kind of tax.

REQUIREMENTS

- Appropriate character references and other due diligence documents, as required.

SOCIAL AND ECONOMIC INDICATORS

- **Location:** Caribbean (50 miles east of Puerto Rico).
- **Area:** 50 islands comprising 59 square miles, of which approximately 15 are inhabited and the largest is Tortola, with 21 square miles.
- **Population:** 27,000 (latest 2005 est.).
- **Climate:** Tropical
- **Official Language:** English
- **Government:** Ministerial Democracy (colony of Great Britain)
- **Living Standard:** High

- **Banking:** Worldwide banking facilities available
- **Legal Tender:** Currency of the United States of America (US\$)
- **Industry:** Tourism and financial services