

# **HARRY B. SANDS, LOBOSKY & COMPANY**

Shirley House • 253 Shirley Street • P.O. Box N-624 • Nassau, Bahamas

Tel: (242) 322 -2670 • Fax: (242) 323-8914

Email: hlunn-donathan@hbslaw.com

Website: www.hbslaw.com

## **MEMORANDUM**

### **ON**

### **REGISTRATION OF FOREIGN COMPANIES**

The Companies Act, 1992 Chapter 308, which came into force on the 1<sup>st</sup> August 1992 contains provisions for the registration of foreign Companies in The Bahamas.

A foreign Company wishes to begin or carry on any business or undertaking in The Bahamas after the 1<sup>st</sup> August 1992 then it must register under the Act. (This requirement is waived however in the case of foreign Companies who have carried on an undertaking in The Bahamas prior to that date.)

Examples under the Act of what will amount to an ‘undertaking’ include the keeping of a place of business; the holding of a licence (or being required to do so) for specific business; the holding of a licence (or being required to do so) for selling its own securities. If a foreign Company has a local telephone listing in The Bahamas an undertaking is presumed.

#### ***Procedure for Registration***

1. The foreign Company must file:
  - (a) a Statement containing information as in the Form I below;
  - (b) if the Statement at (a) is in a language other than English, a translation thereof into English certified as a true copy. This Certificate should be given by a Notary Public or a translator before a Notary Public;
  - (c) a Declaration by a Director as in the Form II below;
  - (d) a Declaration by an Attorney as in the attached Form III. We are available to assist in this connection;
  - (e) a copy of the Charter and Byelaws or other constitutional documents of the foreign Company certified as a true copy. This Certificate should be given by the proper officer of the Registry or Agency where the foreign Company is registered [in The Bahamas this would be the Registrar General]. Should the Charter or Byelaws be in a language other than English, a translation thereof into English certified as a true copy must also be provided, and
  - (f) a Certificate of Good Standing given by proper officer of the Registry or Agency evidencing foreign Company in good standing.
  - (g) The documents should be further legalised by Apostille in those jurisdictions where the Apostille is available.
2. There must be paid a registration fee in the amount of \$350.00.
3. The Registrar General shall issue a Certificate of Registration and publish a notice in the Gazette.

#### ***Effect of Registration***

The foreign Company upon registration may carry on its undertaking in The Bahamas in accordance with its Certificate and with the general provisions of the Act.

### *Miscellaneous*

1. The foreign Company must maintain a registered office in The Bahamas the address of which must be notified to the Registrar General.
2. The name and the place of business of the foreign Company must be exhibited outside the registered office and outside all its other places of business in The Bahamas.
3. The name must also be given on all commercial and other instruments of the foreign Company.
4. If the proposed undertaking of the foreign Company is to be carried on with a view to obtaining a turnover or the receipt of money from that business within The Bahamas then the foreign Company will be obliged to obtain an annual licence under the Business Licence Act. The foreign Company can however apply to Bahamas Exchange Control for their designation as “non-resident” in which circumstance fees payable in respect of its business licence will be a flat \$300.00 per annum (and not as otherwise, a fee based on the turnover). If you require further detail on this, let us know.

### *Our services and particulars of cost*

1. Our fees in assisting with the registration are usually set at \$1500.00. In addition, there is stamp duty of \$600.00 and certified copies, if needed from our Registry, are charged at \$4.00 per page.
2. Thereafter, should we provide the registered office facilities, we charge a fee therefor of \$600.00 per annum.
3. There is a Government Registration Fee of \$1,000.00 payable on the 1<sup>st</sup> January of each year except that it is not payable in respect of the year of registration and if the registration should occur after 1<sup>st</sup> July in the year then neither is the fee payable for the next ensuing year.
4. We are available to proceed on your instructions but require a retainer to be paid to us in advance which will be applied to our fees and disbursements. The retainer is \$3,000.00.

For your convenience you may care to remit the retainer by way of bank wire transfer.

[NAME OF COMPANY]

**STATEMENT GIVEN IN PURSUANCE OF SECTION 173(1)  
OF THE COMPANIES ACT, 1992 Chapter 308**

1. The name of the Company is *[insert name of company]*.
2. The Company was incorporated in *[state jurisdiction of incorporation]*.
3. The Company was incorporated on *[insert date of incorporation]*.
4. The Company was incorporated and organized under the laws of *[state jurisdiction of incorporation]* by filing *[state name of constitutional document used for the purpose of incorporation]* with the *[state name of governmental agency whom such document is filed]*.
5. The corporate instruments or constitutional documents of the Company are its *[state the constitutional documents of the company]*.
6. The duration of the Company according to its corporate instruments is *[state Perpetual or other period as the case may be]*.
7. The liability of the shareholders is limited to the extent of the payment of *[state: the payment of share capital or however else liability may be limited as the case may be]*.
8. The proposed undertaking of the Company in the Commonwealth of The Bahamas is *[state what the Company proposes to do]*.
9. The Company proposes to commence its undertaking in The Bahamas immediately after its registration under The Companies Act.
10. The authorized or stated capital of the Company is *[state authorized or nominal capital amount]* divided into *[state number]* shares *[state par value, if any]*. The number of shares that have been subscribed for are *[state number]*. The number of shares that are fully paid up are *[state number]*.
11. The principal address of the company outside The Bahamas is *[state address]*.
12. The principal address of the Company in The Bahamas is *[state address]*.
13. Details of the directors of the Company are as follows:-

<u>Name</u>	<u>Address</u>	<u>Occupation</u>
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(FORM II)

**DECLARATION MADE PURSUANT TO  
SECTION 173(2)(A) OF THE COMPANIES ACT, 1992, Chapter 308**

I, the undersigned Director of *(name of company)* hereby declare for and on behalf of the said Company that the particulars relating to it and which are set out in the attached Statement are correct and true.

**IN WITNESS WHEREOF** I have hereunto set my hand this day of \_\_\_\_\_ A.D. 20

.....  
[Name of declarant]

Director, [Name of Company]

Signed before me on this day of \_\_\_\_\_, A.D. 20

*(Affix Notary Seal)*

**NOTARY PUBLIC**

(FORM III)

COMMONWEALTH OF THE BAHAMAS

New Providence

DECLARATION MADE PURSUANT TO  
SECTION 173(2)(C) OF THE COMPANIES ACT, 1992

I, the undersigned, a Counsel and Attorney-at-Law of Shirley House, 253 Shirley Street, of the Island of New Providence one of the Islands of the Commonwealth of The Bahamas hereby declare that [Name of Company] has complied with the requirements of Section 173(2)(c) of the Companies Act, 1992 in order to register as a foreign Company and have issued to it a Certificate of Registration.

IN WITNESS WHEREOF I have  
hereunto set my hand this day of  
, A.D. 20 .

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Before me, at Nassau this [date]

NOTARY PUBLIC