

## BERMUDA

1. Company law:	The Companies Act 1981
2. Types of company:	<p><b>(a) Type of company preferred for international transactions:</b> Companies formed in Bermuda for international transactions are called “Bermuda Exempted Companies” and they can take any of the following forms: Limited Liability Company – with share capital; Limited Duration Companies – with share capital; Unlimited Liability Company – with share capital; Mutual Fund – with share capital</p> <p><b>(b) Shareless companies:</b> Mutual Company – without share capital; Company Limited by Guarantee – without share capital (for charitable or socially useful purposes)</p>
3. Capital requirements:	Bermuda Companies will no longer be required to maintain a minimum share capital unless conducting insurance, banking and other regulated business activity
4. Costs to incorporate, excluding government fees:	BMD 4.000 – 6.000 (the Bermuda Dollar is on par with the US Dollar)
5. Fees paid to authorities to Incorporate:	Approximately BMD 2,000 (this includes application fees and annual government fees)
6. Annual fees paid to authorities:	Minimum BMD 1.995 (government fees vary depending upon the Company’s assessable capital. Assessable Capital means the authorized share capital plus any share premium account)
7. Taxation rates applied to companies generally:	<b>The Taxation of companies in 2(a):</b> Nil, Bermuda Exempted Companies apply for and obtain a Tax Assurance Certificate issued by the Minister of Finance granting an exemption until March 2035 or such further period as extended from time to time, from all forms of income tax, capital gains tax, withholding tax or taxation on dividends
8. Method of incorporation:	By registration which takes approximately two business days; or by Private Act of the Bermuda Legislature (if special exemptions required from Bermuda Company law)
9. Who may incorporate – are local professionals required?	Bermuda Law Firms or their affiliated corporate services provider. <b>(a) Are ready made/shelf companies available:</b> Bermuda has introduced a fast track (incorporation within 24 hours) procedure for incorporating non-restricted companies

<b>10. Length of time to Incorporate:</b>	Two business days (depending upon the type of business)
<b>11. Minimum number of members:</b>	One
<b>12. Directors and secretary:</b>	<p><b>(a) Must there be a resident director/secretary?</b> The Companies Act requires that a Bermuda company must meet statutory residency requirements – which may be satisfied by any one of the following options (i) the appointment of a Director who is ordinarily resident in Bermuda;</p> <p>(ii) the appointment of a Secretary (an individual or a company) who is ordinarily resident in Bermuda; or (iii) the appointment of a Resident Representative (an individual or company) who is ordinarily resident in Bermuda.</p> <p><b>(b) Are corporate directors allowed?</b> No</p> <p><b>(c) is a local registered agent required?</b> No (see residency requirements above)</p> <p><b>(d) Are “shadow” directors required to be registered?</b> No concept of “Shadow” Director under the Companies Act 1981</p>
<b>13. Amount of fees payable to appointee directors/secretary:</b>	If resident Bermuda directors are required, there may be separate directors fees based upon the scope of work involved and generally will be not less than BMD 2.000 annually
<b>14. Annual Meetings:</b>	An AGM is required in each calendar year
<b>15. Is an annual return filed with details of directors and members?</b>	No
<b>16. Accounts:</b>	<p><b>(a) Must financial statements of a company be audited:</b> Audits may be waived if all shareholders and all directors consent to such waiver.</p> <p><b>(b) Are annual accounts filed with annual returns?</b> No government filing of annual accounts required if unrestricted company. A Statutory Declaration is filed with the Registrar of Companies upon which the annual government fee is assessed and paid</p>
<b>17. Are there any exchange control or other financial restraints?</b>	No

<b>18. Is migration of companies permitted?</b>	Yes
<b>19. Must foreign companies administered locally be registered?</b>	Foreign companies must obtain a Permit pursuant to Section 134 of the Companies Act before they can conduct a trade or business from Bermuda
<b>20. Are protected cell companies permitted?</b>	Yes. Segregated Accounts or "Cells" are permitted upon the Bermuda company being registered under the Segregated Accounts Companies Act 2000 or has the authority to operate Segregated Accounts under a Private Act
<b>21. Are civil-law type foundations possible?</b>	Bermuda is a common law jurisdiction. Foundations may be established by Trust Deed or by incorporation of a company limited by guarantee or by Private Act of the Bermuda Legislature
<b>22. Are common-law foundations possible?</b>	Companies Limited by Guarantee (without share capital) are permitted to be registered provided that they are set up for charitable or socially useful purposes and provided that they are prohibited from paying dividends to their members. Companies limited by guarantee may establish subsidiaries that are limited liability companies with share capital
<b>23. Can LLCs be formed?</b>	Companies incorporated as limited liability companies in Bermuda use the term "Ltd" or "Limited" at the end of the company name
<b>24. Are regulators empowered to request the production of:</b>	<b>(a) Information on the identity and background of beneficial owners and officers:</b> Yes <b>(b) Information on companies:</b> Yes
<b>25. Can such information be exchanged with other jurisdictions?</b>	Yes, provided there is an Exchange of Information Agreement in place between the two jurisdictions
<b>26. Any amendments to company law over the last 12 months?</b>	The Companies Act 1981 was amended by the Companies Amendment Act 2011
<b>27. Anticipated amendments to company law in 2013?</b>	None