

## BAHAMAS

<b>1. Company law:</b>	Companies Act I 1992, The international Business Companies Act 2000 with amendments and The Segregated Accounts Companies Act 2004.
<b>2. Types of company:</b>	<p>A company limited by shares or guarantee; an unlimited company, a limited duration company; a foreign company registered under the Companies Act 1992; an International Business Company (IBC) registered under the IBC Act 2000; a Segregated Accounts Company (SAC) registered under the Segregated Accounts Companies Act 2004.</p> <p><b>(a) Type of company preferred for international transactions:</b> IBC</p> <p><b>(b) Shareless companies:</b> Both the Companies Act 1992 and the International Business Companies Act 2000 provide for the incorporation of companies (without shares) limited by guarantee.</p>
<b>3. Capital requirements:</b>	Domestic Company (DC): no minimum capital required. IBC: no minimum capital required.
<b>4. Costs to incorporate, excluding government fees:</b>	DC: ranges from USD 750 – USD 1.600. IBC: ranges from USD 800-USD 1.800 (depends on service provider).
<b>5. Fees paid to authorities to Incorporate:</b>	<p>DCs: (1) Stamp Duty: USD 60 to Public Treasury Department on capital of USD 5.000. Any capital over USD 5.000, there would be an additional USD 3 per USD 1.000. (2) Filing of M&amp;A (Registration) and Copies: USD 330 (60% owned by Bahamian nationals) and USD 1.000 (less than 60% owned by Bahamian nationals); and USD 4 per page for certified copy of M&amp;A.</p> <p>IBC's: Registration fee is USD 330 (USD 1.000) where the share capital is over USD 50.000) plus an additional USD 30 for each certified copy of M&amp;A.</p>
<b>6. Annual fees paid to authorities:</b>	<p>DCs: if the company is 100% owned by Bahamian citizens and has a share capital under USD 50.000: USD 330 annual company tax paid to the Registrar General. If ownership is 60% owned by foreign citizens: USD 1.000. IBCs: If company has a share capital up to USD 50.000: USD 350. If share capital is over USD 50.000: USD 1.000.</p>

<b>7. Taxation rates applied to companies generally:</b>	DCs: Annual company taxes (Business Licence) based on annual gross revenue. It is also subject to Real Property taxes if it holds land located in the Bahamas. IBCs: Real Property tax is paid on an annual basis if the IBC owns property located in the Bahamas. <b>(a) The taxation of companies in 2(a):</b> See above
<b>8. Method of incorporation:</b>	DCs: Registration of M&A must occur within six months after the issuance of Certificate of Incorporation document by the Registrar General. IBCs: Registration of M&A is required at the time of incorporation.
<b>9. Who may incorporate – are local professionals required?</b>	DCs: Incorporated by bank and trust companies, attorneys, and financial and corporate services providers. IBCs: Incorporated by licensed banks and trust companies and corporate services providers licensed under the FCSP Act. <b>(a) Are ready made/shelf companies available?</b> Yes
<b>10. Length of time to incorporate:</b>	DCs and IBCs: Can be incorporated within 48 hours based on name availability and reservation.
<b>11. Minimum number of members:</b>	DCs: a minimum of two shareholders. IBCs: a minimum of one Shareholder.
<b>12. Directors and secretary:</b>	DCs: Yes <b>(a) Must there be a resident director/secretary?</b> Yes a DC should have a director/secretary which is a resident of the Bahamas however, there is no requirement for an IBC to have a resident director. <b>(b) Are corporate directors allowed?</b> Yes <b>(c) Is a local registered agent required?</b> A local registered office is required for all companies (domestic & IBCs) incorporated/registered in the Bahamas, and IBCs also require a registered agent. <b>(d) Are “shadow” directors required to be registered?</b> Yes
<b>13. Amount of fees payable to appointee directors/ secretary:</b>	Fees for nominee director services may range from USD 1.200 to USD 1.500 per annum.
<b>14. Annual Meetings:</b>	DCs: hold Annual General Shareholder’s Meetings (AGMs) are required under the Companies Act 1992. IBCs: Not required to hold AGMs. Directors’ meetings are held in the event special resolutions need to be passed.
<b>15. Is an annual return filed with details of directors and members?</b>	DC: Yes, IBC: No

<b>16. Accounts:</b>	<p>DCs are required to submit an annual statement of returns which displays the shareholder of the company, the names of the shareholders, directors and officers of the company. IBCs are not required to submit an annual statement of returns but are required to submit registers of directors and officers to the Registrar General upon incorporation or within 12 months thereof, as well as when changes are made.</p> <p><b>(a) Must financial statements of a company be audited?</b> No  <b>(b) Are annual accounts filed with annual returns?</b> No</p>
<b>17. Are there any exchange control or other financial restraints?</b>	<p>DCs: exchange controls are necessary when there is foreign ownership via shareholding in the local Bahamian domestic company; IBC: Exchange control approval is required only when a Bahamian shareholder is one of the beneficial owner of shares in the IBC; or if the IBC is the owner of property located in the Bahamas it requires Approved Investment Status and permission to invest in the Bahamas.</p>
<b>18. Is migration of companies permitted?</b>	<p>Yes – continuation of IBC in accordance with The Bahamas’ laws of jurisdiction.</p>
<b>19. Must foreign companies administered locally be registered?</b>	<p>Foreign companies registered under the domestic Companies Act are required to have a registered office but not a registered agent, foreign companies registered as IBCs must have both a local registered office and a local registered agent. Once a company is incorporated it is registered.</p>
<b>20. Are protected cell companies permitted?</b>	<p>Yes , pursuant to the Segregated Account Companies Act.</p>
<b>21. Are civil-law type foundations possible?</b>	<p>Yes, the Foundations Act 2004 was passed to provide for the creation of civil law type foundations.</p>
<b>22. Are common-law foundations possible?</b>	<p>Yes, charitable and private foundations.</p>
<b>23. Can LLCs be formed?</b>	<p>Yes</p>
<b>24. Are regulators empowered to request the production of:</b>	<p><b>(a) Information on the identity and background of beneficial owners and officers:</b> Yes, pursuant to the relevant KYC requirements applicable to each licensee.</p> <p><b>(b) Accounting information on companies:</b> Generally, a regulator may request documentary evidence that can assist in verification of the identity of the beneficial owner of a corporate entity. Such</p>

	documentary evidence may include accounting information.
<b>25. Can such information be exchanged with other jurisdictions?</b>	If the Bahamas has entered into a tax information exchange agreement (TIEA) with another country whereby the contracting parties agree to provide assistance through the exchange of information that is foreseeable relevant to the administration and enforcement of the domestic laws of the contracting parties concerning taxes covered by the agreement, then information relevant to the identity of the beneficial owners of a company may be exchanged. It should be noted that the Government of the Bahamas must enact legislation to give effect to the terms of any TIEA.
<b>26. Any amendments to company law over the last 12 months?</b>	Exempted Limited Partnership (Amendment) Act, 2011; Foundations (Amendment) Act, 2011; International Business Companies (Amendment) Act, 2011; Investment Funds (Amendment) Act, 2011; Partnership Limited Liability (Amendment) Act, 2011; Purpose Trusts (Amendment) Act, 2011; Segregated Accounts Companies (Amendment) Act, 2011; and Executive Entities Act 2011.
<b>27. Anticipated amendments to company law in 2013?</b>	No