



EQUITY

BANK AND TRUST BAHAMAS LIMITED

International Business Company

A Bahamian International Business Company (IBC) is a flexible corporate vehicle which can be used for almost any commercial activity, ranging from acting as a holding company for investments, an international trading company, a private investment company, an insurance company for non-domestic business, in an agency arrangement, or it may form part of a wealth and estate planning structure when used in combination with a trust, foundation or other specialized corporate vehicles.

The International Business Companies Act (the Act) precludes an IBC from carrying on, inter-alia, banking, insurance or trust business. In addition an IBC cannot register in The Bahamas as a broker-dealer.

Availability

An IBC can normally be incorporated within 24 hours of receipt of instructions, but it may take 3 days before the incorporation documentation is available.

Reservation of Company Names

The name of an IBC may be reserved free of charge for 90 days (provided that the name is available).

Names

IBC's can be incorporated with the words, Ltd., Limited, Corp, Corporation, Inc., Incorporated, SA, Societe Anonyme, Sociedad Anonima. There are restrictions on the incorporation of IBC's with certain sensitive names, e.g. Bank, Trust, Insurance, etc.

Share Capital and Shareholders

There is considerable flexibility as to the capital structure, currency, redemption and pre-emption arrangements etc. Bearer shares are NOT permitted but the IBC may have shares of no par value. The usual share capital for IBC's is US\$5,000 however our standard share capital for IBC's we incorporate is US\$50,000. The IBC must have a minimum of one (1) shareholder who can be a nominee. (Equity can provide this service.)

Taxation and Exchange Controls

An IBC, provided it is not resident for exchange control purposes, is not liable to any form of taxation in The Bahamas for 20 years, but you **MUST CHECK** any non-Bahamian taxation repercussions with your taxation advisors. IBC's that do not conduct business with Bahamian residents and do not own Bahamian real property, are not subject to Bahamian exchange control regulations.

Directors, Secretary, Registered Agent and Registered Office

An IBC must have at least one (1) director, which may be a corporate director. A company secretary and officers are not obligatory. A Register of Directors and Officers must be maintained at the Registered Office and a copy lodged with the Companies Registry. The directors and officers can be resident anywhere in the world.

An IBC must have a Bahamian Registered Agent and Registered Office address in The Bahamas. (Equity can provide these services and can also provide directors, officers and other administration services.)

Audit and Accounts

No annual audit is required and there is no obligation to prepare accounts.

Meetings

It is not necessary for an IBC to hold any meetings of directors or shareholders in The Bahamas.

Documents to Be Kept at Registered Office

Copies of the Certificate of Incorporation, Memorandum and Articles of Association, an imprint of the Company Seal and the Registers of Directors and Officers of the company are required to be kept at the Registered Office of the company in The Bahamas.

Information Available to the Public

Apart from providing a copy of the Register of Directors and Officers (and any amendments thereto) it is not



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necessary to file annual returns or provide the names of shareholders with the Companies Registry.

The information on record, and therefore available for public inspection will include the date of incorporation, the name of the company, the Registered Office and Registered Agent's address, the name of the Registered Agent, the Memorandum and Articles of Association of the IBC (together with any amendments thereto), the names and addresses of the Directors and Officers of the IBC, the IBC's registered number and its authorised share capital and number of shares.

Beneficial Ownership

We require full 'Due Diligence' information on the beneficial owners of all IBC's for which we act. However this information is not ordinarily a matter of public record.

Redomiciliation

This is possible by way of the continuation in and outside the jurisdiction in accordance with the laws of The Bahamas and in accordance with the laws of the jurisdiction or to which the IBC is being continued.

IMPORTANT DISCLAIMER: The information contained in this memorandum is of a general nature only and should not be construed as legal or tax advice. Readers should obtain appropriate competent professional advice before setting up any structure.