

Key Facts

Protected Cell Companies (PCC)

A PCC is a special purpose vehicle providing legal segregation of assets attributable to each cell of the company whether corporately or individually owned, and thereby offers flexibility and security for investment fund structuring.

Legislation

A PCC is incorporated under the Protected Cell Company Act 1999. A PCC may be incorporated or may be registered by way of continuation provided that the incorporation and registration requirements prescribed in the Companies Act 2001 and the Financial Services Act 2007 are satisfied.

The object of the legislation is to enable a company holding a Global Business Corporation (GBC) licence to create cells within capital for the purposes of segregating the assets within that cell from claims related to other assets. Creditors contracted by a PCC in respect of one cell will be able to make claims only against the assets of that cell primarily and against the non-cellular assets of the company secondarily, but not against the assets in other protected cells. A PCC, by statute, protects one cell from contagion from others.

Incorporation

- The incorporation procedure of a PCC is similar to that of a GBC. In the case of a continuation, additional requirements as laid down in Section 5 of the Protected Cell Company Act 1999 must be satisfied.
- All applications should be submitted to the Financial Services Commission (FSC) on a prescribed form through a management company.

Requirements

Applications should be accompanied by a detailed business plan and profile for each cell along with corporate statutory documents. Subsequent cells should be disclosed to the FSC as to its business plans and cell holders. Similarly, for investment funds, the promoter's details must be submitted to the FSC through a management company. An outline memorandum must contain the promoter's identity, track record and credentials; general information regarding the fund; its objectives and proposed investment; its structure; the size of the fund; and the minimum subscription.

Characteristics

- Single legal entity
- Legal segregation and protection of assets and liabilities for each cell
- No minimum capital requirement is imposed on each cell except for insurance businesses
- Creation of cellular and non-cellular assets
- Unlimited number of cells may be provided with each cell having its own name or designation
- May be incorporated, continued or converted from an existing company
- Transfer of cellular assets to any cell in the PCC is common practice whereas transfer of non-cellular assets is not possible.

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- A formal procedure is provided for the liquidation, receivership or administration order of any individual cell

Regulation

- Regulated by the FSC
- For insurance entities the FSC requires the filing of an audited financial statement, certificate of liquidity ratio, certificate of margin of solvency, actuarial valuation of adequacy of premium and loss reserves in case of long-term business, and declaration of principal representative as to the accuracy of accounts

Solvency Margin

A PCC must ensure that it meets the solvency margin requirement as laid down in the relevant legal framework.

Uses of Protected Cell Companies

A PCC may be used to carry out two types of global business activities, namely global insurance business and investment funds.

Investment Funds	Umbrella or multi-class funds with various classes of shares providing each individual share class the same limited liability that would be obtained if separate corporate structures were used for each category of investors
Conglomerates	Several cells are established, each holding a particular insurance exposure of the parent and segregated, for example, in relation to the various geographical locations, corporate division or types of risk of those exposures
Multinationals	Companies can operate their captive insurance, treasury and other functions globally in a single entity using the same core capital
Life Assurance Companies	Can legally separate the assets of life, pension and individual policyholders
Composite Insurers	The assets of life insurance business must be legally separated from those of non-life business
Reinsurance	Finite reinsurance contracts and securitisation issues can be placed within separate cells
Captive Insurance Companies	Segregate distinct areas of risk and activity into different "cells"
Rent-a-Captive	The owners of the PCC offer capital financing to clients who, because of their own size, would find it impractical to set up their own individual captive insurance arrangements

Offices

The Americas/Caribbean

Bahamas

Trident Corporate Services
(Bahamas) Ltd
T: +1 242 322 6154
bahamas@tridenttrust.com

Barbados

Trident Corporate Services
(Barbados) Ltd
T: +1 246 621 0760
barbados@tridenttrust.com

British Virgin Islands

Trident Trust Company (BVI) Ltd
T: +1 284 494 2434
bvi@tridenttrust.com

Canada

TT Services (Canada) Ltd
T: +1 604 687 0811
vancouver@tridenttrust.com

Cayman Islands

Trident Trust Company
(Cayman) Ltd
T: +1 345 949 0880
cayman@tridenttrust.com

Nevis

Morning Star Holdings Ltd
T: +1 869 469 1817
nevis@tridenttrust.com

Meridian Trust Company Ltd

T: +1 869 469 1333
nevis@tridenttrust.com

Panama

Trident Trust (Panama) S.A.
T: +507 302 7494
panama@tridenttrust.com

United States

Atlanta
Trident Corporate Services, Inc
T: +1 404 233 5275
usa@tridenttrust.com

Trident Fund Services, Inc

T: +1 404 364 2019
americasfunds@tridenttrust.com

Miami

Integritas, Inc
T: +1 305 405 9006
contact@integritastrust.com

New York

Trident Corporate Services, Inc
T: +1 212 840 8280
nyc@tridenttrust.com

Sioux Falls

Trident Trust Company
(South Dakota) Inc
T: +1 605 679 4355
sd@tridenttrust.com

US Virgin Islands

Trident Trust Company (VI) Ltd
T: +1 340 774 7322
usvi@tridenttrust.com

Asia

Hong Kong

Trident Corporate Services (Asia) Ltd,
Trident Fund Services (HK) Ltd
& Trident Trust Company (HK) Ltd
T: +852 2805 2000
hongkong@tridenttrust.com

New Zealand

Trident Trust Company (NZ) Ltd
T: +64 9 300 6067
nz@tridenttrust.com

Singapore

Trident Corporate Services
(Singapore) Pte Ltd, Trident Fund
Services (Singapore) Pte Ltd &
Trident Trust Company (Singapore)
Pte Ltd
T: +65 6653 1800
singapore@tridenttrust.com

EMEA

Cyprus

Trident Trust Company (Cyprus) Ltd
T: +357 258 20 650
cyprus@tridenttrust.com

Trident Fiduciaries (Middle East) Ltd

T: +357 253 53 520
fiduciariesme@tridenttrust.com

Dubai

Trident Trust Company (UAE) Ltd
DMCC Branch
T: +971 4 423 9988
dubai@tridenttrust.com

Trident Fund Services (DIFC) Ltd

T: +971 4 277 1191
dubai@tridenttrust.com

Guernsey

Trident Trust Company
(Guernsey) Ltd
T: +44 1481 727571
guernsey@tridenttrust.com

Isle of Man

Trident Trust Company (IOM) Ltd
T: +44 1624 646700
iom@tridenttrust.com

Jersey

Trident Trust Company Ltd
T: +44 1534 733401
jersey@tridenttrust.com

Luxembourg

Trident Trust Company
(Luxembourg) S.A.
T: +352 26 30 28 48
luxembourg@tridenttrust.com

Malta

Trident Corporate Services
(Malta) Limited &
Trident Trust Company (Malta) Ltd
T: +356 21 434 525
malta@tridenttrust.com

Mauritius

Trident Trust Company
(Mauritius) Ltd
T: +230 210 9770
mauritius@tridenttrust.com

Seychelles

Trident Trust Company
(Seychelles) Ltd
T: +248 4 422 000
seychelles@tridenttrust.com

Switzerland

Trident Corporate Services AG
T: +41 44 396 1080
switzerland@tridenttrust.com

United Kingdom

Trident Trust Company (UK) Ltd
T: +44 20 7935 1503
uk@tridenttrust.com

Trident Company

Services (UK) Ltd
T: +44 20 7487 0460
corpservices@tridenttrust.com