

## KEY FACTS COMPANIES

ALL COMPANIES INCORPORATED IN THE BRITISH VIRGIN ISLANDS ARE ESTABLISHED UNDER THE BVI BUSINESS COMPANIES ACT, REVISED 2020 ("THE BVIBC ACT"). THE UPDATED BVIBC ACT NOW INCORPORATES SEVERAL SIGNIFICANT AMENDMENTS DESIGNED TO ENHANCE CORPORATE TRANSPARENCY, GOVERNANCE, AND OPERATIONAL EFFICIENCY. THESE CHANGES ENSURE THAT THE BRITISH VIRGIN ISLANDS CONTINUES TO OFFER A FLEXIBLE AND COMPETITIVE CORPORATE STRUCTURE WHILE MEETING EVOLVING INTERNATIONAL STANDARDS.

### BVI BUSINESS COMPANIES

#### Significant Features of a BVI Business Company (BVIBC)

- > A BVIBC must have at least one shareholder and one director. Newly incorporated companies must now appoint their first director(s) within **15 days** of incorporation, and the corresponding register of directors must be filed within 15 days after the appointment of first director. A newly incorporated company will not be able to obtain a Certificate of Good Standing until it has been filed.
- > The company is allowed to purchase and own its own shares. Bearer shares have been abolished and so all existing bearer shares were deemed to have been converted to registered shares.
- > The BVIBC is statutorily empowered to engage in any lawful activity. Corporate domicile may be changed to another jurisdiction, and a foreign corporation may continue as a BVIBC provided its home jurisdiction allows such continuation.
- > Companies must file a copy of their register of members privately with the Registrar of Corporate Affairs (Registrar) within **30 days** of incorporation or any subsequent change. A newly incorporated company will not be able to obtain a Certificate of Good Standing until it has been filed. This register is accessible only to the company, its registered agent, competent authorities, and law enforcement agencies (unless the company opts for public disclosure).
- > With some exemptions (e.g., for some funds and listed companies), companies are now required to collect, maintain, and update information of their beneficial owner(s). This requires a company to identify any natural person who ultimately owns or controls the company. A 10% threshold is applied so, for example, ownership or control could be demonstrated if the natural person owns or controls 10% or more of the shares or voting rights. Changes in beneficial ownership information must be filed within **30 days** of the company becoming aware of the change. The Register of Beneficial Owners is filed with the Registrar through Trident, as the company's registered agent. Recent changes to the BVIBC Act require the Registrar to maintain a Register of Beneficial Owners. This replaces the beneficial ownership filings on the BOSSs search system so law enforcement will continue to have access to this information like under BOSSs in the past. However, this Register is not publicly accessible at this time.
- > Where shares are held by nominee shareholders (i.e., those holding shares strictly on behalf of a nominator without discretion), companies must additionally file the nominator's name and address, as well as the dates when the nominee relationship begins or ends.
- > Board meetings can be held anywhere globally and conducted by telephone or electronically. Directors retain broad powers to protect company assets by transferring assets to trustees, other companies, or legal entities for the benefit of the company, its shareholders, or creditors.
- > A new requirement was introduced in 2023 for BVIBCs to file an annual return of core financial information. All BVIBCs (except those exempted) are required to submit their Annual Financial Returns (AFR) to their respective registered agent within nine (9) months after the fiscal or financial year end of the company. Companies now have an additional nine (9) months to submit their initial AFR to us. This relates specifically to companies that were due to make their initial filings in 2024. Companies are

encouraged to submit these early to avoid late filing penalties which now start at **US\$300 for the first month** of delay, with additional monthly penalties of US\$200 thereafter.

> BVIBCs continue to be exempt from British Virgin Islands (BVI) taxes and stamp duty.

#### BVIBC Statutory Fees

The government incorporation fee for a BVIBC that is authorised to issue up to 50,000 shares is US\$550. If the authorised number of shares exceeds 50,000 the incorporation fee is US\$1,350. Similarly, the annual licence fees mirror these figures, with adjustments to payment deadlines and corresponding penalties if fees are delayed.

The annual licence fee is payable in each year following the year of incorporation. For companies incorporated in the first half of the year, the licence fee is due and payable by the following 31 May. For companies incorporated in the second half of the year, the licence fee is due and payable by the following 30 November. An additional 10% penalty is imposed on payments up to two months after the due date. Thereafter, a 50% penalty is imposed.

The window for applying for restoration has been reduced to **five years** from the date of dissolution. Generally, a restoration can now be pursued through an application to the Registrar for companies that were actively operating, or through a court application for companies that were not conducting business at the time of dissolution.

A foreign corporation may continue as a BVIBC provided its home jurisdiction expressly permits such a continuation. Updated filing requirements apply, and a continuation fee is payable. The fee remains at **US\$1,000** for companies with up to 50,000 shares and **US\$1,500** for those with higher share capital.

#### LIQUIDATIONS

The BVIBC Act contains comprehensive voluntary and involuntary liquidation provisions. New amendments require that any appointed voluntary liquidator (or at least one in a joint appointment) be resident in the BVI and meet additional qualification criteria—such as professional competence, relevant liquidation experience, and, where applicable, holding an insolvency practitioner's licence.

During liquidation, the liquidator is also required to compile and forward all company records to the former registered agent.

The updated BVIBC Act aligns BVI corporate law with evolving international standards. The key changes ensure greater transparency, improved corporate governance, and stricter regulatory oversight. These measures help maintain the BVI's reputation as a flexible yet compliant offshore financial centre.

- ▶ PEOPLE LED
- ▶ TECH ENABLED
- ▶ GLOBAL COVERAGE
- ▶ TAILORED SERVICE

- ▶ 1,100 STAFF
- ▶ 25 JURISDICTIONS
- ▶ 47,000 ENTITIES
- ▶ \$177BN AUA

- ▶ FUNDS
- ▶ PRIVATE CLIENTS
- ▶ CORPORATE CLIENTS
- ▶ MARITIME

[TRIDENTTRUST.COM](https://tridenttrust.com)