

KEY FACTS
OFFSHORE COMPANIES
Exempted Companies

The most common form of company in the Cayman Islands is the Exempted Company. An Exempted Company may not trade in the Cayman Islands. However, in connection with its business activities carried on outside the Islands, the company may conclude contracts and exercise in the Cayman Islands all of the powers necessary for such business.

Features of an Exempted Company

- Shares can be issued without a nominal or par value.
- Minimum requirement of one Shareholder and one Director.
- Shareholder and Director registers are not available for public inspection.
- Shareholder meetings are not required.
- No minimum share capital is required and can be expressed in any currency, including Euros.
- Bearer shares can be issued (subject to their deposit with an approved custodian).
- Annual government declaration requires confirmation that Memorandum and Articles have not changed, that the operations of the company are mainly outside the Cayman Islands and that the provisions of the Companies Law have been complied with and all Bearer Shares are retained by an approved custodian.
- Memorandum and Articles of Association may be altered by the Shareholders without restriction.
- Tax exemption can be obtained for an initial period of 20 years.
- The Registrar must give one month's notice before taking any action to strike off an Exempted Company.
- Minimum government fee is US\$732 upon incorporation and US\$855 annually thereafter (payable in January of each year).
- Maximum authorised capital allowed for the minimum government fee is US\$51,219 (CI\$42,000).
- Company can be formed and registered within one to two working days providing due diligence is in order.
- Foreign companies from approved jurisdictions may apply to be registered by way of continuation as a Cayman Exempted Company.
- The Registrar is only allowed to release the name of the company, its incorporation date, file number and status, and the location of the Registered Office. No public record is maintained of the names of Shareholders or Directors of the company.

KEY FACTS
Limited Duration Companies & Companies Limited by Guarantee

Onshore fiscal authorities (for example, United States, Japan) will treat as partnerships companies which include in their corporate structure features customarily found in partnerships. To assist users of these corporate “pass-through” entities, the Companies Law permit Exempted Companies to terminate their corporate existence on the occurrence of one or more events.

In addition, such companies (also known as Limited Liability Companies) may issue two classes of shares, one with the benefit of limited liability and one with unlimited liability.

The Companies Law also permits Shareholders of an Exempted Company to guarantee the debts of the company to their full extent or to a limited extent.

Exempted Companies with these features are incorporated using special Memoranda and Articles of Association.

FOREIGN COMPANIES

Any company incorporated outside of the Cayman Islands that establishes a presence in the Cayman Islands for the conduct of non-Cayman business must submit the following information to the Registrar of Companies:

- A copy (in English), certified and authenticated under public seal, of its Memorandum and Articles of Association (or equivalent).
- A list of the company’s Directors and Officers, including the address and nationality of each.
- The address of the company’s Registered Office in the Cayman Islands, or the name and address of a person resident in the Cayman Islands who is authorised to accept service of process for the company.
- Every foreign company must exhibit at its place of business in the Islands, and must state on all letterheads, notices, bills, advertisements and other publications its name, its country of incorporation and the fact that the liability of its members is limited.

LOCAL COMPANIES

All entities that wish to carry on a business within the Cayman Islands are required by law to obtain a Trade and Business Licence and may also require a local Companies (Control) Licence. Banks, Trust Companies, Insurance Companies, Company Management Companies and Mutual Fund Administrators are also subject to specific local regulations.

Company Regulation

The Registration and Control of Companies is governed by the Companies Law. The administration of the Companies Law is under the supervision of the Registrar of Companies.

A company may be formed by one or more persons (the subscribers) affixing their signature to the company’s Memorandum and Articles of Association and submitting those documents for registration with the Registrar of Companies. The subscribers represent the initial owners of the company. Such ownership can be transferred at any time or can be held in a nominee capacity for others.

Mutual Funds

The Cayman Islands is the leading Caribbean centre for the location and operation of offshore mutual funds. All of the professional and technical support services required for the efficient and cost-effective management of offshore funds are available in the jurisdiction.

Our fund administration service covers a broad range of activities including a comprehensive accounting service, Shareholder communications, accepting subscriptions, payment of dividends, providing net asset valuations, offering and redemption price calculations and the actual redemption of shares.

Our professional and administrative staff have had extensive experience in the establishment and administration of funds catering to the institutional and high net-worth investor markets.

Information on our fund services can be found in Trident Trust’s Fund Services brochure on our website.

KEY FACTS
Banks

To avoid the cost of establishing their own physical presence most Cayman licenced banks contract with local institutions to provide a range of local services. We provide a bank administration service which includes dedicated fax and phone lines, office space, acceptance, investment and transfer of funds, record-keeping, financial statement preparation and liaison with local auditors. We also undertake bank licence applications on behalf of clients and generally assist in the liaison on an ongoing basis with the Inspector of Banks. Licensing is limited to affiliates of internationally recognised institutions.

PARTNERSHIPS

Partnerships may be established subject to either the Partnership Law, or the Exempted Limited Partnership Law. The Exempted Limited Partnership Law was enacted in response to a need by advisors for an offshore counterpart to the limited partnership laws available in a number of onshore jurisdictions such as the United States, Japan and the UK. The legislation has been widely used in the mutual funds industry.

Formation of an Exempted Limited Partnership requires the registration of a statement about the partnership which includes the name, identity of the general partner, the location of the Cayman Islands Registered Office, the general nature of the business, its date of commencement and duration, and a declaration that the partnership shall not undertake business with the public in the Cayman Islands. The general partner must be either an individual resident in the Cayman Islands, or another Cayman Islands limited partnership, or, as is most frequently the case, a company incorporated in the Cayman Islands. Redemption of partnership interests does not require dissolution of the partnership provided the redemption does not render the partnership insolvent.

AIRCRAFT REGISTRATION SERVICES

The Cayman Islands is home to a growing aircraft registry administered by the Civil Aviation Authority. Private and corporate jets are listed from such manufacturers as Cessna Citation, Beechcraft, Boeing and Airbus.

Trident Trust is able to assist with the formation of companies to own the aircraft as well as with the registration process itself.

ACCOUNTING SERVICES

Trident Trust is able to offer in-house accounting services for locally registered overseas businesses. Our accounting staff is experienced in a wide range of accounting applications. Fees are charged at an hourly rate for this service.

LIQUIDATION SERVICES

We are able to assist with the voluntary liquidation of Cayman Islands companies. These services include, providing the Liquidator in certain circumstances, registering the liquidation, accounting services, contacting Shareholders, maintaining bank records and distributing funds. Fees are charged at an hourly rate for this service.

LEGALISATION SERVICES

We are able to arrange for the legalisation of most types of original documents under the terms of the Hague Convention. We are able to certify that a document is a true copy and have it legalised.

Please contact any Trident Trust office worldwide for further information about our services and fees. Office contact details are included on the following page.

Trident Trust Company (Cayman) Ltd
 One Capital Place
 PO Box 847, Grand Cayman KY1-1103
 Cayman Islands
 Tel +1-345-949-0880
 Fax +1-345-949-0881
 cayman@tridenttrust.com

EUROPE
GUERNSEY

Trident Trust Company (Guernsey) Ltd
 Tel +44-1481-727571
 Fax +44-1481-723162
 guernsey@tridenttrust.com

ISLE OF MAN

Trident Trust Company (IOM) Ltd
 Tel +44-1624-646700
 Fax +44-1624-620588
 iom@tridenttrust.com

JERSEY

Trident Trust Company Ltd
 Tel +44-1534-733401
 Fax +44-1534-727195
 jersey@tridenttrust.com

LUXEMBOURG

Trident Trust Company (Luxembourg) S.A.
 Tel +352-95-05-74-74
 Fax +352-95-91-11
 luxembourg@tridenttrust.com

MALTA

Trident Trust Company (Malta) Ltd
 Tel +356 21 434 525
 Fax +356 21 434 595
 malta@tridenttrust.com

SWITZERLAND

Zurich
Trident Corporate Services AG
 Tel +41-44-396 1080
 Fax +41-44-396 1081
 switzerland@tridenttrust.com

Geneva

Integritas Trust S.A.
 Tel +41-22-715-2760
 Fax +41-22-732-3674
 switzerland@integritastrust.com
 www.integritastrust.com

UNITED KINGDOM

Trident Trust Company (UK) Ltd
 Tel +44-20-7935-1503
 Fax +44-20-7935-7242
 uk@tridenttrust.com

Trident Company Services (UK) Ltd

Tel +44-20-7487-0460
 Fax +44-20-7487-0461
 corpservices@tridenttrust.com

THE AMERICAS / CARIBBEAN
BAHAMAS

Trident Corporate Services (Bahamas) Ltd
 Tel +1-242-322-6154
 Fax +1-242-328-1064
 bahamas@tridenttrust.com

Integritas Trust Company Ltd

Tel +1-242-322-2200
 Fax +1-242-322-2030
 bahamas@integritastrust.com
 www.integritastrust.com

BARBADOS

Trident Corporate Services (Barbados) Ltd
 Tel +1-246-431-0760
 Fax +1-246-431-0591
 barbados@tridenttrust.com

BRITISH VIRGIN ISLANDS

Trident Trust Company (BVI) Ltd
 Tel +1-284-494-2434
 Fax +1-284-494-3754
 bvi@tridenttrust.com

CAYMAN ISLANDS

Trident Trust Company (Cayman) Ltd
 Tel +1-345-949-0880
 Fax +1-345-949-0881
 cayman@tridenttrust.com

NEVIS

Meridian Trust Company Ltd
 Tel +1-869-469-1333
 Fax +1-869-469-0968
 nevis@tridenttrust.com

PANAMA

Trident Trust (Panama) S.A.
 Tel +507-302-7494
 Fax +507-302-7497
 panama@tridenttrust.com

UNITED STATES

New York
Trident Corporate Services, Inc
 Tel +1-212-840-8280
 Fax +1-212-944-5923
 nyc@tridenttrust.com

Atlanta

Trident Corporate Services, Inc
 Tel +1-404-233-5275
 Fax +1-404-233-9629
 usa@tridenttrust.com

Sioux Falls

Trident Trust Company (South Dakota) Inc
 Tel +1-605-679-4355
 Fax +1-605-679-4357
 sd@tridenttrust.com

Miami

Integritas, Inc
 Tel +1-305-405-9006
 Fax +1-305-416-3143
 usa@integritastrust.com
 www.integritastrust.com

US VIRGIN ISLANDS

Trident Trust Company (VI) Ltd
 Tel +1-340-774-7322
 Fax +1-340-776-0651
 usvi@tridenttrust.com

ASIA / PACIFIC
HONG KONG

Trident Corporate Services (Asia) Ltd
 and **Trident Trust Company (HK) Ltd**
 Tel +852-2805-2000
 Fax +852-2850-4090
 hongkong@tridenttrust.com

NEW ZEALAND

Trident Trust Company (NZ) Ltd
 Tel +64-9-300-6067
 Fax +64-9-366-1482
 nz@tridenttrust.com

Integritas New Zealand Ltd

Tel +64-9-300-6067
 Fax +64-9-366-1482
 nz@integritastrust.com
 www.integritastrust.com

SINGAPORE

Trident Trust Company (Singapore) Pte Ltd
 Tel +65-6304 3288
 Fax +65-6491 1231
 singapore@tridenttrust.com

MIDDLE EAST / AFRICA
CYPRUS

Trident Trust Company (Cyprus) Ltd
 Tel +357-258-20-650
 Fax +357-253-61-857
 cyprus@tridenttrust.com

Trident Fiduciaries (Middle East) Ltd

Tel +357-253-53-520
 Fax +357-258-18-808
 fiduciariesme@tridenttrust.com

DUBAI

Trident Trust Company (UAE) Ltd
 Tel +971-4-423-9988
 Fax +971-4-450-4411
 dubai@tridenttrust.com

MAURITIUS

Trident Trust Company (Mauritius) Ltd
 Tel +230-210-9770
 Fax +230-210-1266
 mauritius@tridenttrust.com

SEYCHELLES

Trident Trust Company (Seychelles) Ltd
 Tel +248-4-422-000
 Fax +248-4-422-010
 seychelles@tridenttrust.com