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Registration of a Company or External Company

The most common form of corporate structure for non-residents engaging in trade or business in Trinidad and Tobago (T&T) is by the registration of a branch or incorporating a subsidiary.

In registering an external company or branch under the Companies Act of T&T, the documents required to be filed with the Registrar of Companies are:

1. Statement setting out particulars of the company being registered.
2. An affidavit or solemn declaration sworn or made before a notary public by an officer of the company that verifies on behalf of the company the particulars set out in the statement.
3. A copy of the corporate instruments of the company.
4. A statutory declaration by an attorney-at-law that to the best of his knowledge and belief the requirements of the Companies Act have been complied with.
5. A power of attorney in favour of a company incorporated in T&T or two or more persons resident in T&T, that will empower such company or persons severally, to act as the attorney of the company for the purpose of receiving service of process in all suits and proceedings by or against the company in T&T and of receiving all lawful notices.

If a subsidiary structure is preferred, a name search would have to be undertaken to determine whether the name is available. When approval is granted by the Registrar of Companies, the incorporation process may then commence with the submission of the following documents to the Registrar of Companies:

1. The statement supporting the approval of the Company's name.
2. Articles of Incorporation.
2. A statutory declaration by an incorporator that to the best of his knowledge and belief the requirements of the Companies Act have been complied with.
3. Notice of Directors.
4. Notice of Registered Office.

The filing fees payable to the Registrar of Companies and in relation to Stamp Duty for the registration of a branch and the incorporation of a subsidiary are TT\$2,200 and TT\$610, respectively. It is noted that these amounts are exclusive of legal fees and fees payable to a notary public which may approximate TT \$1,500 for the process. A foreign currency translation rate of US \$1.00 = TT \$6.40 is a reasonable approximation. There are no minimum capital requirements for the purposes of incorporating a company or registering as an external company under the Companies Act. The time frame for either process is between 15-21 working days.

Disclaimer: *The information contained herein is of a general nature and is not intended to address the circumstances of any particular individual or entity. Although we endeavor to provide accurate and timely information, there can be no guarantee that such information is accurate as of the date it is received or that it will continue to be accurate in the future. No one should act on such information without appropriate professional advice after a thorough examination of the particular situation.*