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## CORPORATE OWNERSHIP STRUCTURES IN SEYCHELLES

### A. DOMESTIC SEYCHELLES COMPANY

1. This is a company incorporated under Seychelles Companies Act 1972 and carries on business in the Seychelles.
2. Can acquire property in its own name.
3. If any director or shareholder is a foreigner, you must obtain sanction in terms of the Immovable Property Transfer Restriction Act.

#### NOTE: SANCTION IS A MULTI LAYERED PROCESS

- a. Firstly, obtain the usual sanction documents in respect of the purchasing entity, i.e. the Seychelles company.
- b. Secondly obtain the sanction documents in respect of the shareholders of the Seychelles company.
  - i. Where the shareholders are natural persons, obtain the usual sanction documents for natural persons.
  - ii. Where the shareholder is another legal entity, obtain the sanction documents in respect of such legal entity and its ultimate beneficiaries.

### B. DOMESTIC OVERSEAS COMPANY

1. This is a company incorporated in accordance with the laws of a country other than the Seychelles - e.g. a company incorporated under the laws of South Africa, Mauritius, Italy etc. It is not what is commonly referred to as offshore company.
2. A Domestic Overseas Company can acquire property in its own name.



3. It is regarded as a foreigner and sanction is required in terms of the Immovable Property Transfer Restriction Act.
  - a. Firstly, obtain the usual sanction documents in respect of the purchasing entity, i.e. the Overseas company.
  - b. Secondly obtain the sanction documents in respect of the shareholders of the Overseas company.
    - i. Where the shareholders are natural persons, obtain the usual sanction documents for natural persons.
    - ii. Where the shareholder is another legal entity, obtain the sanction documents in respect of such legal entity and its ultimate beneficiaries.
4. **In addition, this company must also file its particulars with the Registrar of Companies in Seychelles before sanction will be approved.(See below re filing of particulars)**

### C. OFFSHORE COMPANY

1. This is a company that does not carry on business in the jurisdiction where it was incorporated, but operates offshore, e.g. IBC(International Business Company or BVI type company).
2. It cannot own property in its own name on Eden Island in the Seychelles. The vehicle of ownership will be the local domestic Seychelles company and the offshore company can be one of the shareholders in the local domestic company.
3. This company is regarded as a foreigner and sanction will be required in terms of the Immovable Property Transfer Restriction Act.
  - a. Firstly, obtain the usual sanction documents in respect of the purchasing entity, i.e. the Seychelles company.
  - b. Secondly obtain the sanction documents in respect of the shareholders of the Seychelles company.

In respect of the offshore company who will be one of the shareholders, you need to obtain the usual company documents, i.e. memo & articles, certificate of incorporation, details of directors etc. as well as a certificate of good standing and a due diligence report.

It is not necessary to obtain any documents in respect of the ultimate beneficiaries of the offshore company.



**NOTE:** Due to the fact that the beneficial owners are not disclosed, this may impact on the right of the beneficial owners to obtain residency permits. Where an offshore structure is used and the company has no objection to declare who the beneficial owners are, such beneficial owners (it is understood) will be entitled to apply for residency permits if they so require.

4. No filing of particulars is required in respect of the offshore company.

## **REGISTRATION (FILING) OF PARTICULARS OF OVERSEAS COMPANIES**

In order for companies registered in other jurisdictions in the world than the Seychelles to have the power to own land in the Seychelles as if they were locally registered Seychelles companies, they must comply with the requirements of Section 310 of the Companies Act 1972 of the Republic of Seychelles ("the Act") with regards to the registration of required documents and particulars.

Thereafter, such overseas companies will be deemed to be registered in the Seychelles but governed by the overseas laws of the country of its incorporation.

1. In terms of Section 310, overseas companies (intending to purchase any property in the Seychelles) must deliver to the Registrar for registration, a certified copy of the original:
  - 1.1 the charter, or
  - 1.2 the statutes, or
  - 1.3 memorandum and articles of association of the company, or
  - 1.4 certificate of incorporation of the company, or
  - 1.5 any other instrument which constitutes the overseas company or contains the regulations which govern it. (If the instrument is not written in English, a certified copy thereof in English must be provided);
2. a list of the directors and secretary of the company;
3. the name of the person or persons who have been appointed to be the managing agent or agents, of the overseas company in the Seychelles which person will have the powers of a managing director of the company in the Seychelles; (With regard to the powers of the managing agent appointed, Kieran confirms that he will have the same



powers as a MD usually/ normally would have had, subject to these powers being limited to transactions effected in the Seychelles.

It will therefore be very important that the purchasers exercise careful consideration when they appoint a managing agent in the Seychelles.)

4. the names of two or more persons in the Seychelles who have been appointed to accept on behalf of the company service of process and any notices required to be served on the overseas company;
5. the particulars of persons mentioned in 2, 3 and 4 (above) shall be:
  - 5.1 with respect to each individual who is a director, managing agent in the Seychelles or person appointed to accept service on behalf of the overseas company in the Seychelles:
    - 5.1.1 - his/her present Christian name and surname and any former Christian name and surname
    - 5.1.2 - his/her usual residential address
    - 5.1.3 - his/her nationality
    - 5.1.4 - his/her business occupation (if any)
    - 5.1.5 - if he/she has no business occupation but holds directorship or directorships, then those particulars;
  - 5.2 with respect to a company, body corporate or firm which is a director, managing agent or person appointed to accept service on behalf of the overseas company in the Seychelles:
    - 5.2.1 - its corporate or firm name
    - 5.2.2 - the country where it was formed or incorporated
    - 5.2.3 - its registered office (if any)
    - 5.2.4 - its principal place of business in the Seychelles (if any);
  - 5.3 with respect to the secretary of the overseas company or, where there are joint secretaries, with respect to each of them:
    - 5.3.1 - in the case of an individual:
      - 5.3.1.1 his/her present and any former Christian name and surname



- 5.3.1.2 his/her usual residential address
- 5.3.2 - in the case of a company or body corporate or firm,
  - 5.3.2.1 the firm's name
  - 5.3.2.2 its registered office (if any)
  - 5.3.2.3 its principal place of business in the Seychelles (if any).
- 6. Any of the persons appointed for the purposes mentioned in points 3 and 4 (above) may be an individual or a firm resident or carrying on business in the Seychelles or a company formed and incorporated in the Seychelles.
- 7. Potential purchasers should also be aware that there are registration charges and fees for registering an overseas company. Disbursements of approximate US\$ 600 (six hundred) together with a fee that should be agreed with the service provider attending thereto, which should bring the total amount to about US\$ 1500 (one thousand five hundred) all inclusive. The annual administration fee should also be agreed to up front with the service provider.
- 8. Annual statutory tax returns for all income received from the Seychelles must be filed for this company, in the Seychelles, even if it is a nil tax return.
- 9. The Registrar of Companies (Seychelles) must be advised of any change of the company's directors.

*This document is produced for information and guidance purposes only and Purchasers should seek their own independent advice to address and suit their own specific circumstances*

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