

## Gibraltar Company (Non Resident Controlled)

(fees quoted are exclusive of VAT)

The only tax-efficient corporate vehicle that is now available from Gibraltar is the “**Non-Resident Controlled**” corporation which would have to meet the following criteria if it is to be considered non-resident in Gibraltar for tax purposes:

- That the Beneficial Owners are non-residents of Gibraltar and
- That the Directors and Shareholders are non-residents of Gibraltar or professional licensed Corporate Directors and /or Nominee shareholders and
- That the company **ONLY** carries on business **EXCLUSIVELY** outside Gibraltar and that it has no Gibraltar-sourced profits.

All Gibraltar companies are now required to file accounts and Tax Returns with the Gibraltar Tax Office.

In the European Union (including Gibraltar) companies are classified by size as micro, small, medium or large. The type of accounts to be filed at the Companies Registry vary according to the company’s classification -

	Net Turnover (Pro-rated if more than or less than a year)	Balance Sheet Total (Total assets)	Average number of persons employed in each year
Micro-Entity	Does not exceed £632,000	Does not exceed £316,000	Does not exceed 10
Small	Does not exceed £10.2 million	Does not exceed £5.1 million	Does not exceed 50
Medium	Does not exceed £36 million	Does not exceed £18 million	Does not exceed 250
Large	Exceeds £36 million	Exceeds £18 million	Exceeds 250

A company’s accounts must be filed with the Companies Registrar once for each financial year of a company. The period allowed for filing is as follows –

- for a private company, 12 months after the end of the relevant financial year;
- for a public company, 10 months after the end of the relevant financial year.

For example, where a company financial year ends on 31 March 2017, it will have until 31 March 2018 to file its accounts.

A Tax Return is a document that must be filed each year with the Tax Office to disclose the income chargeable to tax received by the company during the financial year.

The Tax Return must be filed within 9 months after the end of the financial year in order to avoid the following penalties –

£50 if not filed within 9 months;  
 £300 if not filed within 3 months after 9 month deadline; and  
 £500 if not filed within 6 months after 9 month deadline.

(The above penalties are added together, accumulating to a total of £850)

So long as the Company is not expected to conduct any business with Gibraltar or Gibraltarians, the Non Resident Controlled Gibraltar Company will not be assessable for tax in Gibraltar.

In addition to the above, on 26<sup>th</sup> June 2017 Gibraltar introduced new regulations requiring all Gibraltar companies to identify and maintain information on the Ultimate Beneficial Owners who own more than 25% of the Company, so such information can be disclosed to the authority in a timely manner when requested. These regulations have been introduced to implement all EU legislation relating to the fourth Anti Money Laundering Directive.

The following information must be supplied to the Registrar of Ultimate Beneficial Owners –

- Full name;
- Previous name (if applicable);
- Date of birth;
- Place of birth;
- Gender;
- Nationality;
- Country of residence;
- Residential address;
- Service address (if different from residential address);
- Occupation;
- Date when individual acquired beneficial interest in the company; and
- Percentage of beneficial interest held.

If there is any change to the beneficial ownership of the company, you must notify us immediately. There are criminal offences for a beneficial owner failing to provide information or providing false information. Gibraltar regulations provide for fines of up to £10,000 and imprisonment of up to two years.

#### Requirements:

- All Gibraltar companies must have a registered office and a registered agent in Gibraltar.
- A minimum of one director (corporate entity is acceptable), and one shareholder is required.
- A Company Secretary can be a corporate or an individual.
- The Company does not carry on business or trade with residents of Gibraltar.
- The Annual Return must be filed 42 days after the AGM. The penalty for late filing of the annual return is £20. The officers of the Company will be liable to a fine of £50 for non-compliance.
- Accounts
  - Gibraltar companies are required to identify commencement dates for their financial years during the period 1<sup>st</sup> April to 31<sup>st</sup> March and to file a balance sheet at the Gibraltar Companies Registry relating to their chosen year-long fiscal period within 12 months after the end of the company's chosen financial year end. The penalty for late filing of the annual accounts is £50 where the filing is later than 12 months and £100 where the filing is later than 24 months. The balance sheets are required to be signed by the directors and filed at the Companies Registry on an annual basis regardless of whether below or above the audit threshold.
  - An exemption from audit is available for companies that have an annual turnover of less than £4.8m, assets of less than £2.4m and average number of employees is less than 250.

- There is a fee of £15 payable each year for the filing of accounts.
- Ready- made companies are available. Standard incorporation can take up to 7 days after completion of the due diligence requirements.
- The Companies (Re domiciliation) Regulation 1996 (amended 1999) permit Gibraltar companies to re domicile to a variety of jurisdictions including BVI and Seychelles.
- All companies are formed with a standard share capital of £2,000 divided into 2,000 shares of £1.00 each. If you require a different share capital structure then please advise prior to incorporation. Capital duty is payable at rate of 0.5% on nominal share capital of the company. The minimum payable is £10 on incorporation.
- The identity of directors and shareholders is publicly available at the Gibraltar Companies Registrar though nominees can be used.

Fees	
Incorporation/Ready Made Company	£900
Registered agent and registered office	£700
Annual costs thereafter:	
Registered agent and registered office	£700 per annum
Gibraltar based Company Secretary	£250 per annum
Annual Return Filing Fee	£75 (plus time spent preparing annual return)
Annual Accounts Filing Fee	£50
Preparing and filing Annual Tax Return	£225
Filing any change of Beneficial Ownership at the Central Gibraltar Government Registry	£200
Compliance review fee	£200

Nominee Services Available	
Per Director	£750 per annum
Per Shareholder	£250 per annum
Gibraltar based Company Secretary	£250 per annum

Other Services	
General Powers of Attorney	£150
Certificate of Good Standing	£200
Maintenance and Accounting Services	Fees will be charged on a time-spent basis.
Strike off (takes up to 5 months for the company to be struck off)	£150

Additional charges apply for courier and notarisatation/apostile.

PLEASE NOTE WE REQUIRE ALL CLIENTS TO SATISFACTORILY COMPLETE OUR DUE DILIGENCE REQUIREMENTS IN ORDER COMPLY WITH STRICT REGULATIONS RELATING TO MONEY LAUNDERING AND PROCEEDS OF CRIME.