

Registration of Foreign Companies in the Isle of Man



All companies incorporated outside the Isle of Man (“**Foreign Companies**”) which establish a place of business in the Isle of Man are required to be registered under Part XI of the Isle of Man Companies Act 1931.

The term “establish a place of business” has no statutory definition, however, the Companies Act 1931 does state that a Foreign Company will be deemed to have established a place of business in the Isle of Man if the Foreign Company holds land in the Isle of Man (other than by way of security).

Timing and Procedure for Registration in the Isle of Man

Within one month of establishing a place of business in the Isle of Man, Foreign Companies are required to deliver the following documents to the Isle of Man Financial Supervision Commission Companies Registry (the “**FSC**”), together with the prescribed application form (Form 1F):

- a certified copy of the charter, statutes or memorandum and articles of the Foreign Company, or other instrument constituting or defining the constitution of the Foreign Company. If such documents are not in English a certified English translation will also be required (section 313(1) Companies Act 1931);
- a list of the directors and secretaries (if any) of the Foreign Company in the prescribed form (Form 2F). The particulars of each director

and secretary to be provided on the form include:

- i. the present name or names and surname of each director and secretary. In the case of a corporate director or secretary, its corporate name should be shown;
- ii. any former christian name or names or surname of each director and secretary;
- iii. the nationality (and nationality of origin if other than the present nationality) of each director and secretary;
- iv. the usual residential address of each director and secretary;
- v. any business occupation or directorships of each director and secretary (if any).

(section 313(1)(b) Companies Act 1931)

- the names and addresses of some one or more persons resident in the Isle of Man authorised to accept on behalf of the Foreign Company service of process and any notices required to be served on the Foreign Company (Form 3F) (section 313(1)(c) Companies Act 1931);
- the name and address of a person resident in the Isle of Man, authorised by the Foreign Company as the designated officer to deliver certain documents to the FSC for registration (Form 3F) (section 313(1)(d) Companies Act 1931); and
- the address of (i) the registered office of the

Foreign Company or its principal place of management and control; and (ii) its place of business in the Isle of Man (Form 3F) (section 313(1)(e) Companies Act 1931).

A prescribed registration fee of £156 is payable on submission of the above documents to the FSC.

Requirement to File Returns at the FSC

If any alteration is made to:

- the charter, statutes, memorandum and articles or other constitutional documents of the Foreign Company (Form 4F); or
- the directors and secretaries (if any) of the Foreign Company or the particulars contained in the list of directors and secretaries filed at the FSC (Form 5F); or
- the names or addresses of the persons authorised to accept service on behalf of the Foreign Company (Form 6F);
- the name and address of the designated officer (Form 6F); or
- the address of the Foreign Company's registered office or principal place of management and control or its place of business in the Isle of Man (form 6F);

the Foreign Company must deliver a return in the prescribed form to the FSC containing the prescribed particulars of the alteration within 2 months of the alteration (section 315 Companies Act 1931).

Annual Declaration

The designated officer of a Foreign Company is required to make an annual declaration on the anniversary of the registration of the company as a Foreign Company. The declaration will confirm that the Foreign Company continues to maintain a place of business in the Isle of Man and that the Foreign Company has complied with its obligations in respect of the Companies Act 1931 (section 315A Companies Act 1931). A prescribed fee of £320 is payable on the filing of the annual declaration. If the annual declaration is not filed within 6 months of the anniversary of the registration of the company as a Foreign Company, the FSC will cause a note to appear on the public file of the Foreign Company

that the company does not comply with the provisions of the Companies Act 1931 (section 315A Companies Act 1931).

Foreign Company Names

If, in the opinion of the FSC, the corporate name of a Foreign Company is undesirable, the FSC may serve notice on the Foreign Company requiring it to change its name. The Foreign Company will then be required to change the name under which it proposes to carry on business in the Isle of Man.

Examples of names which are likely to be considered undesirable by the FSC include:

- names which are identical to a company or business name already registered in the Isle of Man;
- names which have been used by companies which have been struck off or dissolved in the preceding 5 years;
- a name which is identical to a company known to exist elsewhere;
- a name which is similar enough to an existing company or business name already registered in the Isle of Man or known to be registered elsewhere and likely to cause confusion in the minds of those who might deal with the other business;
- names which imply that the company will be undertaking a licensable activity, without holding a licence;
- names which contain sensitive words, such as "Bank" or "Building Society".

(section 313A Companies Act 1931)

Obligation to Publish Name of Company

A Foreign Company is required:

- to state the country in which the Foreign Company is incorporated in every prospectus inviting subscriptions for its shares and debentures in the Isle of Man;
- to conspicuously exhibit the name of the Foreign Company and the country in which it is incorporated on every place where it carries on business in the Isle of Man;
- to cause the name of the Foreign Company

- and of the country in which it is incorporated to be stated in legible characters in all bill-heads and letter paper, and in all notices, advertisements and other official publications of the Foreign Company; and
- if the liability of the members of the Foreign Company is limited, to cause notice of that fact to be stated in legible characters in every prospectus and in all official documents, including communications sent electronically, on or in which the Foreign Company's name appears and which are issued or sent by the Foreign Company to any person in the Isle of Man or elsewhere, and to be stated at every place where it carries on its business.

(section 317 Companies Act 1931)

Registration of Charges Created by a Foreign Company

If a Foreign Company creates any security interest in respect of property in the Isle of Man or acquires any property in the Isle of Man which is the subject of any security, the Foreign Company must register particulars of that security with the FSC within one month after the date of creation of such security or within one month after the acquisition of such property. Failure to register such security will result in the security being void as against any liquidator or creditor of the Foreign Company.

A Foreign Company is also required to maintain at its principal place of business in the Isle of Man a copy of all instruments creating any charges requiring registration with the FSC, together with a register of charges (section 91 Companies Act 1931).

Termination of Registration as a Foreign Company

If a Foreign Company ceases to have a place of business in the Isle of Man, it must give notice of that fact to the FSC. As from that date the obligation of the company to deliver any documents to the FSC will cease (section 319(2) Companies Act 1931).

Should you have any questions or requests for more information please contact:

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