

# BARBADOS INTERNATIONAL SOCIETIES WITH RESTRICTED LIABILITY

A guide for business executives involved in International Business and Investment Activities



PricewaterhouseCoopers (www.pwc.com) is the largest professional service firm in the world. We provide industry-focused assurance, tax, advisory and corporate services for private and public clients, helping them to build value, manage risk and improve performance.

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# Introduction

With a long history of political and economic stability and commitment to free enterprise, Barbados has developed into a major domicile for international business within the Eastern Caribbean.

This guide has been prepared by PricewaterhouseCoopers East Caribbean. It provides background information to help business executives evaluate the advantages of establishing an International Society with Restricted Liability (SRL) in Barbados.

Executives who are already planning to establish an International SRL here, or who wish more detailed information on the process or about specific issues, are urged to contact one of the following partners with responsibilities for international business: Wayne Fields, Marcus Hatch, Charles Tibbits, Gloria Eduardo or Ashley Clarke.

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# PricewaterhouseCoopers in Barbados and the East Caribbean

Through its legacy firms, PricewaterhouseCoopers has roots in Barbados that go back to the 1860s. Officially known as PricewaterhouseCoopers East Caribbean, the partnership is headquartered in Barbados with practices in Antigua, St. Lucia and Grenada.

Through its Corporate Services Division, which is managed by Abacus Management Services Ltd., the firm provides a complete range of services to foreign investors seeking to establish an International SRL in Barbados.

#### These include:

- n Arranging incorporations, registration of external companies and company liquidations.
- Providing a registered office and a company secretary, and nominating local directors.
- Maintaining statutory records, acting as a company registrar and dividend payment agent.
- n Fling statutory returns and generally keeping the company in good standing.

# Why Barbados?

Already renowned as one of the premier holiday destinations in the Caribbean, and recognized by the United Nations as among the top developing nations in the world, Barbados also enjoys a well deserved reputation for integrity as an international business centre.

Over the past 30 years, successive governments have painstakingly built a highly attractive environment for foreign investment and international business. In addition to offering attractive tax concessions and incentives, the island has established a network of tax treaties with several countries including the USA, Canada, the UK, Switzerland and China.

Indeed, Barbados has continually enacted – and refined – legislation that makes the country a highly respected domicile not only for International SRLs but also for:

- n International Business Companies
- n Exempt Insurance Companies
- n Qualifying Insurance Companies
- n International Banks
- n International Trusts
- n Mutual Funds

Barbados has excellent international telecommunications links and is easily accessible by frequent scheduled flights from the United States, Canada, Britain and Europe. In addition, the island is home to a well-educated and skilled population and enjoys a well-developed infrastructure and a sophisticated level of services.

## Underlying legislation for International SRLs

An SRL can be licensed as an International SRL in Barbados under the Societies with Restricted Liability Act, 1995. The legislation allows for the creation of a true hybrid entity, which may be recognised as a corporation, a partnership or a disregarded entity for US tax purposes.

## **Key Incentives**

Here are some of the key tax and other incentives offered to an International SRL:

- n Limited liability.
- n The rights, powers and privileges of an individual.
- n Tax on income on a sliding scale, from a maximum of 2.5% to a minimum of 1%.
- n A tax credit in respect of taxes paid outside of Barbados, but only insofar as it reduces the tax payable in Barbados to a minimum of 1%.
- n Exemption from all withholding taxes or payments to persons not resident in Barbados.

- n No capital gains tax or estate duty.
- n Modern and flexible corporate legal framework.
- n Complete freedom from exchange control regulations.
- n Convention expenses allowed by US tax authorities.
- n No minimum capital or "thin capitalisation" required.
- n No requirement to file financial statements with the Registrar of Companies.
- n Guarantee of benefits and exemptions for a period of 30 years.
- n Provisions for inward and outward re-domiciliation.
- n Access to the country's tax treaty network.
- n Income tax concessions for specially qualified employees.
- n The sale of foreign real estate or investments and the transfer of equity in an International SRL are not subject to local transfer taxes and stamp duty.
- n An International SRL may import, free from all customs duties, machinery or materials for use in its business.
- n An International SRL may conduct business in Barbados with another International SRL or any of the following provided they are licensed in Barbados: an International Business Company, an International Bank, and a licensed Exempt Insurance Company.

## Restrictions/Requirements

- n An International SRL may not provide goods or services to residents of Barbados.
- n An International SRL may not acquire or hold land in Barbados other than land owned for its business held by way of a lease or tenancy agreement.
- n An International SRL must have a local registered office and appoint a local registered agent.
- n An International SRL must file an annual tax return in Barbados.
- n The transfer of quotas (as the membership units are known) in a Society will not confer on the transferee the right to become a member or to participate in the management of the Society without the written consent of all the members.
- n Bearer quotas are not permitted.

# Principal international tax planning considerations

- n Canada As an offshore "dividend trap" or holding vehicle, an SRL may be structured so as to be treated as a corporation for Canadian tax purposes, while at the same time being recognised as a conduit in certain other countries (e.g. the US). In this way, dividends may be kept outside Canada, while the SRL still provides the dividend-paying company with access to the benefits of the tax treaty between Canada and its host country.
- n United States An SRL is similar to a Limited Liability Company (LLC) except for the default provisions embodied in the entity classification rules for the US Internal Revenue Code. This provides a high degree of flexibility, in that the SRL can be classified, for US tax purposes, as a corporation, a partnership, or a disregarded entity as required.

The tax treaty with the US contains a Limitation on Benefits (LOB) provision that is now standard in all of the tax treaties to which the US is party. The purpose of a LOB provision is to prohibit a non-treaty taxpayer from benefiting from the favourable aspects of the treaty. Notwithstanding this limitation, planning opportunities still exist for achieving benefits on outbound investments.

# Establishing an International SRL

Any person wishing to establish an International SRL in Barbados must file Articles of Organisation with the Registrar of Corporate Affairs and Intellectual Property, together with the prescribed fee (See Appendix I). The articles must include:

- n The proposed name of the Society.
- n The purpose for which it has been formed.
- n The registered office of the Society.
- n The name and address of its registered agent in Barbados.
- n The name and address of each person who signed the articles of organisation.

A licence to carry on international business must then be applied for from the Ministry of Industry and International Business.

Among other requirements, the relevant licence application must state the general nature of the type of international business the International SRL proposes to conduct. The application must also be accompanied by a declaration stating that the requirements of the Societies with Restricted Liability Act, 1995 have been satisfied. In addition, full details of quota holders and managers, including the resumes of managers, must be supplied to the Minister of Industry and International Business.

# Start-up and ongoing operational costs

# Estimated start-up costs for an International SRL (in US dollars):

Government Fees Organisation Licence	\$	390 250
Professional Fees (minimum) Incorporation (inclusive of legal fees) Corporate retainer (first year) Disbursements (estimate)	\$	2,850 1,500 260 5,250
Independent local resident manager – if required (Minimum)	\$	1,500
Estimated recurring annual costs are as follows (in US dollows) Preparing and filing annual returns and licence renewal Government fee for annual returns Government licence fee for licence renewal Retainer fee	<b>lars):</b> \$	500 50 250 2,300
Independent local resident Manager (Minimum fee)	\$	1,500

# The Island of Barbados

An ideal environment for international business

# Integrity and Professionalism

For the past 30 years, successive governments in Barbados have diligently constructed a framework of legislation designed to encourage foreign investment and establish the island as a leading international business centre in the Caribbean.

Today, Barbados is a highly respected domicile for such entities as International Insurance Companies, International Business Companies, International Banks, Societies With Restricted Liability, International Trusts, and Mutual Funds.

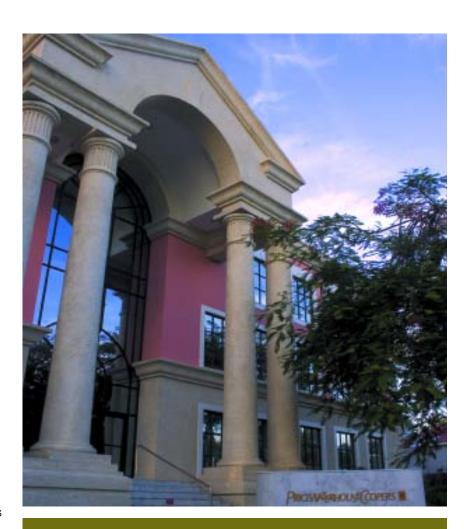
Throughout the process of enacting and refining the laws governing international business, the country has rigorously safeguarded its reputation for integrity, responding quickly to such international concerns as money laundering and lack of transparency.

Indeed, while offering a low-tax environment to international businesses, Barbados has, from the very beginning, chosen to establish a high level of transparency and a cooperative approach to sharing information sharing with tax authorities in other countries.

#### **Professional Services**

The island provides an excellent range of professional services – and highly skilled professionals – to meet the needs of the international business sector. The legal profession is well established in Barbados, with many law firms that specialise in corporate and international business law.

All of the major international accounting firms are represented through local partnerships, offering assurance, tax, advisory and corporate services. There are several independent management companies on the island that already handle the business of scores of International Insurance Companies.



## Barbados has tax treaties with the following countries:

- The United States
- n Canada
- The United Kingdom
- n China
- n Cuba
- n Finland
- n Norway

- n Sweden
- switzerland
- venezuela
- The territories that comprise the CARICOM Single Market and Economy

**NOTE:** To review the entire *Societies With Restricted Liability Act,* 1995 and other laws pertaining to international business, please visit the website of the Ministry of Industry and International Business at: www.barbadosbusiness.gov.bb

# Geography, Climate and Population

## Geography

Barbados is the most easterly of the Caribbean Islands. Essentially a "coral" island, with an area of 166 square miles, it is situated approximately 1600 miles southeast of Miami, Florida. The island is easily accessible by frequent scheduled flights from Miami (3.5 hours), New York City (4.5 hours), Toronto (5.5 hours), and London or Brussels (8 hours).

#### Climate

Barbados has a tropical climate and relatively high average temperatures and humidity. However, these conditions are moderated by the cooling effect of strong North East trade winds that blow over the island.

Temperatures during the day rarely exceed 30C (86F). During November though March, conditions tend to be a few degrees cooler, while the months of July through October are generally more humid and wet.

### **Population**

The resident population of the island is approximately 270,000. Approximately 94% of Barbadians are of African descent, with the remainder being of European descent and other nationalities.

When segmented by age, 24% of the population is under 15, with 64% between the ages of 15 and 64. The remaining 12% are over 65.





Top: the island's East Coast is noted for its rugged beauty and Atlantic swells. Bottom: The West Coast is famous for its crystal-clear waters, fine sand beaches and luxury accommodation.



Barbados is the most easterly of the Caribbean islands, situated about 1600 miles southeast of Miami, Florida.

# History

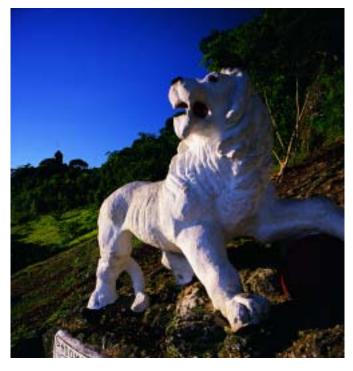
Archaeological evidence shows that the Arawaks, a people indigenous to the Orinoco River area of Venezuela, inhabited Barbados from around 600BC. They were later driven out by the Caribs, who also migrated north from the same area but who did not settle on the island.

The Europeans knew about the existence of Barbados since the 16th century. However, the island was not settled until 1627 when a group of Englishmen established a formal colony and planted tobacco and cotton for export to England. After 1645, these crops were replaced by sugar cane, which fostered the development of the plantation system.

From early on, Barbados enjoyed trading relationships and other ties with the United States and later Canada. In 1670, Barbadian immigrants helped to found the State of South Carolina and its capital city of Charleston. What is more, Barbados bears the distinction of being the only country outside of the United States ever visited by George Washington who came to the island in 1752.

Since the abolition of slavery in 1834, the descendants of African slaves who were brought to Barbados to underpin the plantation system have developed into a thriving and industrious population.

In 1966, after almost 350 years of unbroken British colonial status, Barbados became a fully independent sovereign nation. The island is English-speaking and has remained a member of the British Commonwealth.



Carved by a British army officer stationed on the island, this stone lion is a reminder of Barbados' colonial past.



The Corp of Drums of the Barbados Defence Force wear uniforms that date back to Victorian times.

# Politics, Government and Judiciary

#### **Politics**

An independent country since November 30, 1966, Barbados is noted for its high level of political, economic and social stability, as well as for the integrity of its institutions. The country operates as a well developed democracy with open elections held every five years. There are two main political parties, the Barbados Labour Party and the Democratic Labour Party. Elections are hotly contested, but are notably free of violence and corruption.

#### Government

Barbados enjoys a parliamentary style government, with a House of Representatives and a Senate. The island's first Parliament was established in 1639, making it the second oldest in the Western Hemisphere.

The function and powers of the Government are vested in Cabinet, presided over by the Prime Minister. Senators are appointed: 12 by the Government, two by the official Opposition, and seven "independents" on the recommendation of the Governor General who is the Queen's representative and Head of State.

### **Judiciary**

The legal system of Barbados is based on English Common Law as modified by Statute to meet local requirements. The members of the judiciary, in performing their judicial acts, are completely independent of the executive and legislative functions of Government.





Top: The Parliament Buildings in Bridgetown – home to the second oldest parliament in the Western Hemisphere.

Bottom: Mounted police in full ceremonial uniform.

# Economy, Trade and Industries

Barbados embodies an open, small, free enterprise economy. A Value Added Tax on consumption, implemented in 1997, has enabled the country to reduce its dependence on import tariffs and duties as a source of revenue, and also to improve compliance with WTO rules.

In 2003, the country's Gross
Domestic Product (excluding net
indirect taxes) was approximately
BDS\$4.4 billion. That same year,
exports amounted to BDS\$500
million, while imports totalled
BDS\$2.39 billion. Domestic exports
consist mainly of sugar and its byproducts rum and molasses,
chemicals, clothing, furniture,
electrical components and cement.

Consumer goods, mostly food and beverages, account for the majority of the island's imports – BDS\$915 million in 2003. That same year, intermediate goods and capital goods such as machinery for use in agriculture and manufacturing, accounted for BDS\$2.26 billion of the island's import bill.

Based primarily on sugar until the 1970s, the island's economy now has four key productive industries: tourism, agriculture, manufacturing and international business.

#### **Tourism**

Tourism continues to play a key role in the economy and has a positive "spin-off" impact on virtually all other business sectors. Currently, this industry accounts for about 11% of the employed labour force and is the country's principal foreign exchange earner. For example, in 2003, the gross annual earnings from tourism were approximately BDS\$1.46 billion. The island attracts approximately one million visitors each year, with an almost equal split between long stay visitors and cruise ship passengers.





Top: St. Lawrence Gap, on the vibrant South Coast – heart of the island's nightlife.

Bottom: This modern distillery produces fine rums for which Barbados is famous.



Local crude oil production meets about half the islands domestic requirements.

# Manufacturing

The manufacturing sector in Barbados accounts for approximately 7% of the island's employed labour force and includes food and beverages (especially sugar and rum), electronics, hardwood furniture, garments and chemicals.

The country continues to welcome investment in the manufacturing sector, especially for the production of higher value-added, skillsintensive products that use modern technology. Electronics, medical equipment and information processing are areas of particular interest. In recent years, the island has been attracting a growing number of call centres.

# Agriculture

While the production of sugar is still important to the island's ability to earn foreign exchange, the Government's policy in agriculture has been to reduce dependence

on this commodity and to encourage diversification, especially in vegetables, poultry, livestock and fishing. The island is virtually self-sufficient in pork, poultry, fresh milk and vegetables.

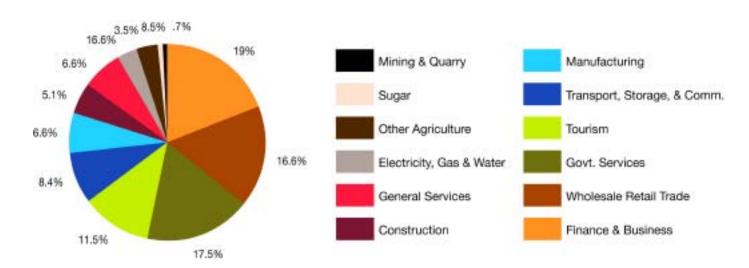
### **International Business**

This sector, which has steadily developed since 1977, now contributes significantly to the island's foreign exchange earnings and provides employment for approximately 3,000 Barbadians. Some unofficial estimates put the sector's contribution to the country's GDP at about 7.5%.

## **Primary Resources**

Other than substantial limestone deposits that are mined and used to produce cement and other limebased products, Barbados does not have an abundance of natural resources. However, the country does have some oil and natural gas deposits that have been accessed to reduce dependence on outside sources. In 2003, approximately 22.4 million cubic metres of natural gas were sold, and 371,000 barrels of crude oil produced. Local crude oil production meets about half the domestic requirements.

# Barbados Gross Domestic Product (2003)



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# Money, Banking and Finance

Barbados has been a member of the International Monetary Fund since 1973. The Barbados dollar is backed by gold and foreign assets, which have promoted stability and confidence in the currency. Since 1975 the country's dollar has been fixed at BDS\$2.00 to US\$1.00.

# **Exchange control**

Barbados has exchange control regulations, although these are being loosened over time. However, international businesses, including Exempt Insurance and Qualifying Insurance Companies, are exempt from these exchange regulations.

# The Central Bank of Barbados

Barbados has had a Central Bank since 1973. The main role of the Central Bank is to act as banker, fiscal agent and financial advisor to the Government, and to monitor and regulate the activities of commercial banks and other financial institutions. It also has a duty to promote monetary policies and exchange policies that encourage economic growth.

# Commercial Banks and Finance Companies

The banking system in Barbados is well established, and the island has a competitive commercial banking sector. The commercial banks currently operating here include: First Caribbean International Bank (a regional combination of Barclays Bank and CIBC Caribbean), Royal Bank of Canada, Bank of Nova Scotia, Barbados National Bank (majority owned by Republic Bank of Trinidad), Bank of Butterfield & Sons, and Caribbean Commercial Bank (wholly owned by Royal Bank of Trinidad & Tobago).

There are also several finance companies operating in Barbados. Apart from collecting deposits, these companies complement the commercial banks in financing the purchase of construction equipment, motor vehicles and other consumer durable goods.

#### **Domestic Insurance**

Barbados has a highly developed domestic insurance industry. Placement of insurance through brokers is commonplace.





Top: The Tom Adams Financial Centre, named after the island's second prime minister, is home to the Central Bank of Barbados.

Bottom: This elegant building is the head office of FirstCaribbean International Bank.

# Transport and Communication

## **Airport**

Voted the "Best Caribbean Airport" at the World Travel Awards for 2003, the Grantley Adams International Airport is located in the south of the island, about 30 minutes from the capital of Bridgetown. The airport is serviced by major international airlines, including American Airlines, American Eagle, Continental, US Airways, Air Canada, Air Jamaica, British Airways, BWIA and Virgin Atlantic. These airlines provide direct links to major cities such as Miami, New York, Newark, Philadelphia, San Juan, Washington, Toronto and London. The GAIA is a major "hub" for several regional airlines that connect the Eastern Caribbean with frequent flights daily.

### Port facilities

Located on the edge of the City, the Bridgetown Port is one of the most modern in the Caribbean. The port provides container handling and berthing facilities for ocean-going freighters and passenger ships including the world's major luxury liners, several of which now use the Bridgetown Port as their "homeport" for Caribbean cruising in the South Caribbean.

# Postal, Courier and Telecommunication Services

The Post Office Department provides speedy and reliable domestic and international mail services on a daily basis to all parts of the island. There are 17 post offices that are open from 8:00 a.m. until 3:00 p.m., Monday through Friday. Express post is available to certain countries through the Post Office Department, and there are a number of private couriers including Federal Express, DHL and UPS.

Barbados has excellent telecommunications links, with direct-dial available to all world destinations. Businesses are offered the latest in communications technology, and many use the Internet to provide information on their products and services. Currently, there are three telecommunications companies on the island providing cellular phones services: including Cable & Wireless, Digicel, and AT&T Wireless.

#### **News Media**

There are two English language newspapers, a television station and several radio stations that provide local, regional and international news. International editions of major foreign newspapers (from North America and the UK) are also available on a daily basis. Also, two satellite linked cable television services provide subscribers with access to a wide range of international programming.





Top: Barbados enjoys excellent telecommunications links with the rest of the world.

Bottom: The island is also served by a modern deep water port.

# Infrastructure and Social Environment

Barbados is one of the most highly developed small countries in the world. The United Nations Development Programme (UNDP) has ranked Barbados as No.1 on its Human Development Index in the Caribbean and Latin America. In its development, Barbados is also outperforming all of Africa, and all of Asia with the exception of Hong Kong, Singapore, Japan and South Korea.

The country's high level of development is reflected in its infrastructure and social environment.

#### **Health Services**

The Queen Elizabeth Hospital, situated on the outskirts of Bridgetown, accommodates 600 patients in private and general wards. There is also the Bayview Hospital, which is privately owned and accommodates 24 patients. There are also several well-equipped private clinics, health centres and nursing homes. The psychiatric hospital enjoys a good reputation.

Barbados enjoys a high standard of medicine and health services overall. Dental and optical services are readily available, and the Medical Register lists specialists trained in the United Kingdom, Canada and the United States.

## Education

Barbados has an exceptionally good educational system that comprises free primary, secondary and tertiary levels of education. The literacy rate on the island is approximately 97%.

One of the campuses of the University of the West Indies is situated in Barbados. The university's Department of Management Studies together --with the affiliated Centre for





Top: The Sherbourne Conference Centre – one of the most modern facilities of its kind in the Eastern Caribbean.

Bottom: Student residences on the Cave Hill campus of the University of the West Indies.

Management Development provide many of the graduates for the country's domestic corporate sector, professional services firms, and international business sector.

Barbados also has a community college, a teachers' training college, a theological college, a hospitality institute and a polytechnic.

### Housing

Barbados has well developed residential areas, and high quality housing for executives is available for sale or rent in many locations across the island.

#### Water

Barbados enjoys crystal clear drinking water throughout the island. Its primary source is underground springs, filtered through coral, and these are supplemented by the output from a newly completed desalination plant.

## **Electricity**

The Barbados Light & Power Company provided a highly reliable electricity service throughout the island. Domestic current will operate appliances designed for 110 volts AC, 50-cycle supply. A 220-volt supply is also available to industrial and domestic users.

#### Roads

Barbados is criss-crossed by an extensive network of paved roads, including a trans-island highway that links all of the main transportation arteries. Driving is on the left-hand side of the road.

## Office Space

Good quality, air-conditioned office space is available in Bridgetown or in several purpose-built office complexes on the outskirts of the city. Lease arrangements can be negotiated at reasonable rates.





Top: High quality executive housing is available for sale or rent in many parts of the island.

Bottom: Good quality, modern office space is available in several purposebuilt complexes on the outskirts of the city.

#### **Hotel Accommodation**

In keeping with its reputation as a high-end tourism destination, Barbados has well-run hotels of international standards. These include a newly reconstructed Hilton, The Fairmont Hotels' Royal Pavilion, and Sandy Lane Resort, recognized as one of the finest facilities of its kind in the world. Other smaller but excellent quality hotels include Coral Reef, Colony Club, Glitter Bay Resort, Cobblers Cove and The Crane Private Residence Resort. In all. accommodation in Barbados. including luxury hotels, villas, guesthouses, and rental apartments, totals just over 8,000 rooms.

Many of the larger hotels offer conference facilities, as does the Sherbourne Conference Centre, a purpose-built facility on the outskirts of Bridgetown.

## **Restaurants and Nightclubs**

Barbados has dozens of restaurants, many of which are world-class in standard. In addition to these restaurants, there are several excellent private firms that cater for receptions. The island has an active nightlife, particularly on weekends, and there several nightclubs offering live bands as well the latest in international music.

# Sports and Recreational Activities

Barbadians are a sports-loving people, and while cricket remains

the national "passion, sports of every kind are played on the island, including basketball, volleyball, field hockey, soccer, tennis, squash and golf. Horse racing and polo are also well established on the island and among the leading spectator sports. A national stadium and a gymnasium are used throughout the year to host field athletics, cycling and other well attended sporting events.

Barbados has gained increasing profile in recent years as a golfing destination. There are five golf courses on the island: two 18-hole courses at Sandy Lane, which have been recently designed by Tom Fazio; the luxurious 18-hole course at Royal Westmoreland, designed by Robert Trent Jones; the 18-hole



Horseracing is a well-established and popular sport on the island.

There are several world-class golf courses on the island.



Polo has become increasingly popular, and there are currently four polo fields on the island.



course at Southern Golf and Country Club; and the 9-hole course at Rockley Resort, which is the oldest course on the island.

The water and coral reefs surrounding Barbados are the island's greatest natural attraction. There are a number of traditional water sports activities including sailing, surfing, deep-sea fishing, scuba diving and snorkelling.

#### **Festivals**

Barbados celebrates the national festival of Crop Over during the

month of July. It is a festival of music, art and dance, and exotically costumed Barbadians take to the streets in the thousands during the final parade known as "Kadooment".

In March, the Annual Holders Opera Season offers the music and theatre of local and international performers, and attracts visitors from around the world.

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# Appendix - Key Legal Requirements

## Society formation

Formation is achieved by filing Articles of Organisation with the Registrar of Corporate Affairs and Intellectual Property, and paying a fixed fee of US\$390. A licence to operate an international business must then be obtained from the Ministry of Industry and International Business for a fee of US\$250. An International SRL may undertake any business, unless its Articles circumscribe its activities, or if the Society With Restricted Liability Act, 1995 restricts certain activities, or where other local statute restricts activities such as banking and insurance. International SRLs are empowered to adopt pre-incorporation contracts. Mobility in and out of Barbados is allowed.

#### Tax returns

An International SRL is required to file an annual corporation tax return. Those Societies with year-ends prior to September 30th must file by the following March 15th, all other by the following June 15th. Corporation taxes must be prepaid at prescribed dates.

## Capital

An International SRL need only have one quota holder. There is no legal minimum capital requirement and no stamp duty on capital.

# Management

An International SRL need only have one manager, who need not be a resident of Barbados. Managers' duties and liabilities are expressly stated in the Companies Act, Cap. 308. The power of managers may be limited via unanimous quota holders' agreements and By-laws. Minutes of all meetings and written resolutions in lieu thereof of managers and quota holders must be maintained at the registered office in Barbados. Alternate managers are permitted.

## Meetings and Votes

Managers may conduct their business by physical meetings within or without Barbados, by unanimous written resolution, or via teleconference. An annual meeting of quota holders is required, and quota holders may be represented at the meeting by proxies. Fundamental changes to the Articles of Organisation require two-thirds majority approval of the quota holders.

## Accounting and auditing

Adequate accounting books and records must be maintained in Barbados and a qualified local auditor appointed if the gross assets as at year-end or revenue for the year of the Society exceed US\$500,000. Accounting and auditing standards are prescribed by the Institute of Chartered Accountants of Barbados.

#### Renewal of Licences

An International SRL licence must be renewed annually. A renewal form together with a fee of US\$250 must be submitted to the Ministry of Industry and International Business on or before December 31 of the year preceding the year for which renewal is sought. Failure to do so will result in monetary penalties. Failure to apply before February 1 of the relevant year will result in cancellation of the licence, and application for a new licence will be necessary.

