

Entity governance and compliance

Corporate services
PwC in the Caribbean



Our professional corporate services teams provide a range of corporate secretarial, entity governance and compliance services to clients of varying sizes and industries, ranging from small proprietorships and statutory bodies to large local, regional and multinational corporations.

Our team of attorneys and chartered corporate secretaries in PwC firms across the Caribbean work closely together and with the PwC network to meet the needs of our clients.

Entity creation and corporate advisory services

New corporate entities must be established in strict compliance with relevant law. We will work with your tax advisors and legal counsel to assist you with this, and also to determine the type of structure best suited to satisfy your needs.

We will assist you with the creation and if necessary any licensing of the entity in strict accordance with relevant statutory requirements. We structure the relevant corporate instruments in a manner that meets the practical goals of the investors within the framework applicable law and practice, advising of the share structure best suited to your needs and taking the relationships of family members, individual investors, multinationals and other subsidiaries into account.

Where necessary, we will also work closely with you and your tax advisors as you consider the practical matters associated with the establishment of mind and management, tax residency and economic substance, and provide ongoing support and guidance in this regard.

Public companies and mutual funds

We will work with your other service providers to help you meet the requirements of local law with respect to becoming a public company. For example, we will help to prepare and review your articles of incorporation, by-laws and prospectus. We will also help to register your company as a reporting issuer with the relevant regulatory body, to file its quarterly and annual reports as appropriate and disseminate financial statements to security holders. Our share registration and transfer agent services (detailed below) can be of further assistance to your company. In the case of a mutual fund, we will prepare articles of incorporation and by-laws and also file the necessary application for a mutual fund licence.



Company secretarial services

We perform all functions of the company secretary for a wide range of clients. Members of our teams will:

- arrange and attend meetings of shareholders and directors to advise on statutory requirements and record appropriate minutes;
- maintain the company's statutory records;
- prepare and process share transfers;
- act as company registrar and dividend payment agent;
- prepare documents such as subscription agreements and unanimous shareholder agreements;
- file statutory returns and other notices as required by law;
- renew licences; and
- generally ensure that the company at all times remains in good standing under local law.

Registered office/agent services

We will provide your entity with registered office services in accordance with local law. A senior member of our team will also act as registered agent if necessary, or accept appointment under a power of attorney, to provide local representation in accordance with applicable statutory requirements.

Share registration and transfer agents - agency services

These services are supported by computer-based systems developed specifically to meet the needs of our local and regional investment markets and any company with a large shareholder base.

In this regard, we provide the following services:

- maintenance of registers for various classes of shares;
- preparation, adjudication and registration of transfers;
- payment of dividends;
- administration and processing of rights issues, stock splits and stock dividends;
- provision of analytical reports on shares and share transfer registers;
- distribution of annual reports and notices; and
- scrutiny and analysis of proxies.

These services enhance transparency and accuracy, and thereby increase shareholder confidence in the manner in which your company manages its issued share capital and distributions.

Intellectual property

The protection of intellectual property is vitally important in today's business world. Our services include preparing and filing applications for the registration of trademarks, patents and industrial designs.

Franchises

Should you wish to establish a franchise, our teams will advise as to the process and prepare and submit the necessary licence application to the appropriate government agency.

Corporate governance

We will help your company maintain good corporate governance practices in accordance with international best practices and current local and regional initiatives. We will advise on relevant codes of corporate governance and established best practices, and help to formulate internal policies that allow the company to adhere to these best practices.

This advice is always based on an understanding of the size, composition and needs of your company as well as your future goals, level of exposure and the requisite level of transparency and accountability.

We will advise on directors' duties and liabilities, provide board training, board evaluations, committee evaluations and director self assessments.

Corporate restructuring, mergers and acquisitions

Our teams are well positioned to provide advice and support with corporate restructuring transactions, mergers and acquisitions aimed at ensuring the long-term growth and stainability of your business.

We provide advice as to the corporate steps needed to give effect to an ultimate structure, so that all requisite statutory requirements are met in the execution of these steps.

This will include selection of the most appropriate entities, drafting of efficient corporate instruments including agreements, amalgamation documents and equity transfer instruments and the creation of the correct share structure.

Trust administration

We provide trust administration services for trustees including private family trust companies and independent trustees. Our services include the establishment of trusts, managing the trust's bank accounts, acting on the instruction of the trustees with regard to investment accounts, distributions and appointments to beneficiaries and maintaining the trust document records.

Scrutineering services

We will attend shareholders' meetings in the capacity of scrutineer. In this role we will:

- confirm that the registration of shareholders attending in person or by proxy is accurate;
- oversee voting by shareholders;
- count the relevant ballots; and
- deliver the necessary scrutineer's report to the chair of the board.

These steps, executed with the appropriate level of professionalism, objectivity, efficiency and transparency, display a high level of integrity, a factor vital in gaining and retaining the confidence of the investing public.

Corporate mobility

If it is in the best interests of your company to relocate to the region, whether to explore new markets, facilitate a merger or to take advantage of certain tax treaty benefits, we will render the necessary advice, prepare and file the relevant documents and attend to the issue of the necessary legal opinions. Should it be deemed necessary for you to re-domicile your entity out of the region, we will work with your external service provider to help prepare and file the documents and legal opinions required.

Dissolutions/liquidations

Should you decide to terminate the existence of your company, we will advise as to the process of voluntary liquidation, preparing and filing the necessary statutory instruments in accordance with local law.

Entity creation

- Advice on appropriate structure
- Creation of new entities
- Registration of branches
- Re-domiciliation of entities

Corporate governance

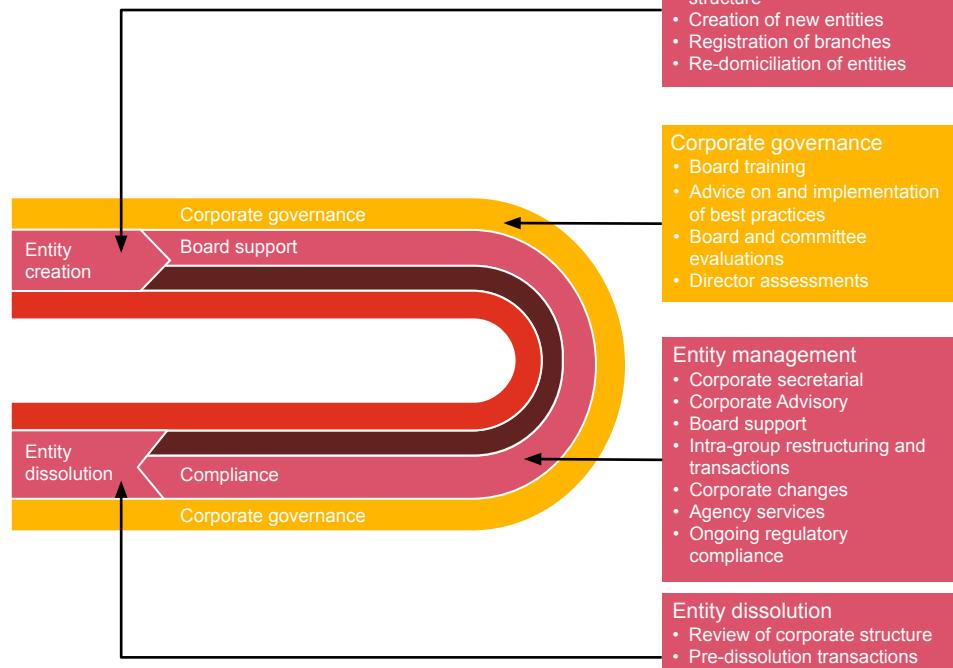
- Board training
- Advice on and implementation of best practices
- Board and committee evaluations
- Director assessments

Entity management

- Corporate secretarial
- Corporate Advisory
- Board support
- Intra-group restructuring and transactions
- Corporate changes
- Agency services
- Ongoing regulatory compliance

Entity dissolution

- Review of corporate structure
- Pre-dissolution transactions
- Dissolution, merger or liquidation of subsidiaries



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