

Incorporation and Ongoing Administration and Support Services

Atla Fiduciaries Limited ("Atla") can assist with the incorporation and provision of ongoing administration and secretarial support to Isle of Man (and other offshore jurisdiction) companies ("New Co"). Typically, the ownership of New Co falls into the following categories:

- IOM Resident Client(s) ("IOM Clients")
- Non-IOM Resident Client(s) ("Non-Resident Clients")

Within the Isle of Man legislation companies are incorporated under either the 1931 Companies Act ("1931") or 2006 Companies Act ("2006").

IOM Clients

IOM Clients have the ability to establish a New Co under 1931 and be company director (minimum 2 directors required), company secretary and also utilise their home address as the Registered Office ("Registered Office") (this is subject to limitations).

The statutory and secretarial obligations include:

- Filing company updates with companies registry
- Filing the company annual return
- Maintaining the Annual beneficial ownership register
- Completion of minutes reflecting decisions and business activity
- Annual IOM tax filings

Collectively known as ("Secretarial Functions").

IOM Clients also have the ability to establish a 2006 company. A 2006 company is required to have a Registered Agent ("Registered Agent") which is a regulated activity. Atla can assist with Registered Agent, Registered Office and/or Secretarial Functions, and in addition can provide professional director(s)

Non-Resident Clients

There are a number of factors to consider for Non-Resident Clients setting up a New Co. It is important the client (as beneficial owner(s)) understand their personal tax position when holding an interest in an Isle of Man company. For example, the UK has anti-avoidance and foreign control corporation rules and UK based clients should obtain appropriate advice to ensure utilising the Isle of Man provides the benefits they seek. With Atla's extensive network and global reach, we can assist with sorting the appropriate advice or you, in addition to considering other potential structuring opportunities to efficiently structure affairs.

Once the Non-Resident Clients decide to proceed they have the option of a 1931 or 2006 New Co. Either type of company will require a Registered Office and a 2006 company will also require a Registered Agent on the Isle of Man.

Non-Resident Clients can utilise one of the following services:

- Registered Office / Agent Only Service ("Registered Office Only")
- Registered Office / Agent & Administration, Accounting & IOM Tax Compliance ("Admin Services")

Registered Office Only

Where Atla provide Registered Office Only, typically the client(s) or advisers provide the directors. It is important for the client to consider, when Isle of Man professional directors are not appointed, where the management and control of the New Co will likely be, in most cases it will be in the jurisdiction where the directors are managing and controlling the New Co and advice should be sought. Substance is also a major consideration for all businesses.

Where Atla only provide Registered Office Only it poses additional risks within our regulatory framework. This is due to non-resident directors managing the day to day activity of New Co rather than regulated approved key persons on Island. Therefore, a Registered Office Only fee with all fiduciary providers will carry a premium, to reflect the risk.

In regard to opening an Isle of Man bank account this is unlikely for Registered Office Only business. The banks consider these high risk and have little appetite where there are no local directors. Where service providers (Atla) are directors and signatories ("Admin Services") the bank take comfort that Atla have the necessary AML controls in place and opening an account is easier, subject to the banks internal AML.

Admin Services

In addition to the registered office service, Atla can also provide professional director services and admin services including:

| Secretarial Functions | Company Secretary | Accounting | Nominee Shareholder | Tax filing |
| VAT | Payroll |

The benefit of Admin Services ensures the New Co is managed and controlled from the Isle of Man, takes the burden of company administration and ensures compliance with local legislation. Fees are charged for fixed responsibility of directors, registered office and nominee shareholder. Administration work (administration, compliance, IOM tax, accountancy) is either charged on a time spent basis (charged quarterly in arrears) or a fixed fee can be agreed upon a full understanding the activity of the New Co.

Please note if the client(s) activity or jurisdiction are in high risk jurisdictions this will incur additional fees and require the collection of enhanced due diligence and may reduce the options in regards to bank accounts.

Additional Services

Atla offer additional services including:

- Establishing and administration of Trusts
- Regulated Trustee services
- Establishment and administration of Limited Partnerships
- Establishment and administration of Foundations
- Establishment and administration of Limited Liability Companies

Disclaimer

The above information is provided in synopsis form and is intended as an information piece. It is not intended to include full details of changes nor should it be considered in any way tax advice. If you believe you will be impacted by any of the changes, please get in touch with your usual contact at Atla who can recommend an appropriate advisor.