



COOK ISLANDS TRUST
CORPORATION LTD

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Registering a Foreign Entity in the Cook Islands

The Cook Islands International Companies Act 1981-82 (the “ICA”) governs the formation and activities of International Companies as well as the registration of Foreign Companies in the Cook Islands.

Foreign Companies are incorporated outside of the Cook Islands and are registered as foreign companies under the ICA. Cook Islands Trust Corporation Ltd (“CIT”) handles the registration process and administrative duties for those wishing to register a Cook Islands Foreign Company.

The term “Foreign Company” has a wide definition in the ICA and includes most forms of incorporated and unincorporated associations as long as they are capable of suing or being sued or holding property in their name or the names of their officers. It is therefore possible to register many types of entity in the Cook Islands, such as partnerships, sole proprietorships, LLCs, and limited partnerships.

Advantages

- Tax exempt status in the Cook Islands
- Strict confidentiality provisions
- No public record of shareholders or directors
- Accounts do not have to be filed
- No minimum share capital requirement
- Shares can be of no par value
- Cook Islands resident director not required
- Company can act as a Trustee

Services

Cook Islands Trust Corporation Ltd provides the full range of administrative and accounting services to international and foreign companies. Services include:

- Providing resident agent and registered office
- Provision of standard forms to allow registration
- Filing registration forms and annual renewal requirements
- Maintenance of accounting records, preparing financial statements and conferring with auditors as required

The Registration Process

Once all required information, and our initial fees have been received we can complete registration within 24 hours. There are two levels of information required:

1. Registration Documents - to enable registration with the Registrar; and
2. “Know your Customer” Documents – to ensure we comply with Cook Islands due diligence laws.

Upon registration the Registrar issues a Certificate which is valid for a period of 12 months and which may be renewed upon payment of the annual renewal fee.

Registration Documents

The following documents need to be provided to CIT for lodging with the Registrar:

- (a) Application for Registration of a Foreign Company (ICA 15), signed by the directors or under common seal of the company.
- (b) Declaration of Authorised Capital (ICA 16), signed by the directors or under common seal of the company.
- (c) Directors Resolutions showing the decision to register the company in the Cook Islands, that Cook Islands Trust Corporation be appointed as agent in the Cook Islands for accepting service of process, and that the registered office in the Cook Islands be at our office.
- (d) Memorandum of Appointment of agent. A letter on company letterhead confirming the appointment of agent and registered office.
- (e) A certified copy of its Certificate of Incorporation or registration in its place of incorporation, or a document of similar effect.
- (f) A certified copy of its charter, statute or Memorandum and Articles of Association or similar constitution documents.
- (g) A certificate of incumbency or similar showing the list of its directors and officers.

“Know Your Customer” Requirements

The shareholder or beneficial owner of the company to be registered must complete a **Foreign Company Registration Form** setting out the details of the company. It may also be necessary to provide a business plan for the company or further information on the current operations.

Every Director and Shareholder (or person occupying the equivalent position) of the Foreign Company must complete **Form A – Individual Information**.

If any of the Directors or Shareholders (or person occupying the equivalent position) are themselves corporate entities then they must complete **Form B – Entity Information**. The directors or shareholders of those entities will also be required to complete Form A.