BRIS GROUP

THE BAHAMAS

IBC COMPANY FORMATION

CLIENT GUIDE 2026

International Business Company, taxation, accounting and annual compliance

Professional company formation and ongoing corporate administration

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Bahamas International Business Company at a Glance

The **International Business Company (IBC)** remains the principal Bahamas corporate vehicle for international ownership and cross-border business. It is incorporated under the **International Business Companies Act, 2000 (Chapter 309)**, as amended, including amendments brought into force in 2026. The Bahamas has modernised the IBC regime substantially in recent years, so current accounting, beneficial-ownership, economic-substance and tax rules must be considered rather than relying on older 'offshore IBC' descriptions.

Topic	Current position
Foreign ownership	A Bahamas IBC may be wholly foreign-owned. One shareholder is sufficient.
Director	At least **one director** is required; under the IBC Act the director may be an individual or a company, subject to applicable regulatory/KYC requirements.
Registered office	The company must at all times maintain a registered office in The Bahamas.
Registered agent	The company must at all times maintain a Bahamas registered agent qualified under the statutory regime.
Share register	A register of shareholders/members must be maintained as required by the IBC Act.
Tax	For an ordinary IBC outside the large-multinational DMTT regime, The Bahamas has no general corporate income tax on company profits. Business Licence tax can nevertheless apply where the company conducts business/operations within The Bahamas.
Large MNE exception	The Domestic Minimum Top-Up Tax Act 2024 introduced a 15% minimum-tax framework for in-scope multinational groups under the OECD Pillar Two/GloBE rules.

Key Benefits for International Clients

- **0% general Bahamas corporate income tax** for the typical privately owned international IBC that is outside the Domestic Minimum Top-Up Tax regime.
- 100% foreign ownership and a single shareholder are possible.
- Only one director is required by the IBC Act, providing a simple management structure.
- No general requirement for the shareholder or director to be resident in The Bahamas merely because the IBC is incorporated there.
- Flexible international corporate law, including registered shares and the ability to conduct lawful business internationally.
- No capital gains tax or personal income tax is generally imposed under the ordinary Bahamas tax system.
- International services supplied from The Bahamas to qualifying non-residents can receive zero-rated VAT treatment in circumstances prescribed by the VAT rules.
- The Bahamas is a major international financial centre with regulated banking, fiduciary, fund and corporate-services sectors.
- Beneficial ownership information is collected under a statutory system for regulatory/competent-authority access rather than functioning as an unrestricted public UBO register.

Incorporation Requirements

Topic	Current position
Company name	Must be approved/available and contain an appropriate corporate ending permitted by the IBC Act.
Memorandum	States the company name, Bahamas registered office and agent, objects/purposes where applicable, share currency and authorised capital/share provisions.
Articles	Set out the internal governance rules of the company.
Shareholder	At least one shareholder/member. Full beneficial-ownership information must be supplied to the licensed provider.
Director	At least one director. The IBC Act permits an individual or corporate director, subject to the company's documents and compliance requirements.
Registered office/agent	Mandatory in The Bahamas throughout the life of the company.
Business activity	The intended activity, jurisdictions, customers/counterparties and expected transaction profile must be disclosed for KYC, economic-substance and tax analysis.
Regulated activity	Banking, insurance, securities, investment funds, digital assets, trust/corporate services and other regulated activities require separate licensing.

Share Capital & Shares

The Memorandum specifies the currency and authorised capital/share structure. The IBC Act permits registered shares and provides for shares with par value and, where structured appropriately, shares without par value. The share register records the names/addresses of shareholders and their holdings.

No general high minimum paid-up capital

For a standard Bahamas IBC there is no general statutory requirement to deposit a large minimum paid-up capital into a Bahamas bank before incorporation. The authorised and issued capital should be commercially appropriate and the consideration for issued shares should be properly documented. Bearer-share structures should not be used for ordinary client formations under the modern compliance framework.

Documents Required from the Client

- Certified passport or acceptable government-issued identification for each shareholder, director and ultimate beneficial owner.
- Recent proof of residential address.
- Full ownership/control and beneficial-ownership information.
- Detailed business description, countries of operation, expected clients/counterparties and transaction profile.
- Source-of-funds evidence and, where appropriate, source-of-wealth evidence.
- Tax-residence information relevant to CRS/FATCA and Economic Substance classification.
- For a corporate shareholder/director: incorporation/constitutional documents, current management/ownership evidence and natural-person UBO documentation.
- Additional documents requested by the Bahamas licensed financial/corporate service provider under AML/CFT rules.

Before certification

Send scans to BRIS Group first. We will confirm the Bahamas registered agent's exact certification, notarisation/apostille and translation requirements before the client incurs certification costs.

Formation Process & Documents Received

1. Structure/activity review **2.** KYC/AML approval **3.** Name clearance **4.** Memorandum/Articles filing **5.** Director/share issue **6.** Corporate file

Typical corporate file: Certificate of Incorporation; registered Memorandum and Articles; initial director/shareholder resolutions; register of shareholders/members; register of directors/officers; share certificate(s), where issued; registered-agent/registered-office particulars; and statutory corporate records. Certificates of Good Standing, certified Registry documents, apostilles and other certificates may be ordered separately.

Taxation - 0% for the Typical International IBC

0% general corporate income tax for ordinary international structures

The Bahamas does not operate a general corporate income-tax system for the typical privately owned IBC. Accordingly, a non-resident-owned IBC conducting its business internationally, with no Bahamas business operations, will generally have **0% Bahamas corporate income tax on its profits**. This remains a major legitimate benefit of the jurisdiction.

However, the modern Bahamas system should not be described as 'no tax or reporting of any kind'. Business Licence tax is imposed on business conducted within The Bahamas, VAT can apply to Bahamas taxable supplies, and Economic Substance/reporting obligations can apply to entities carrying on relevant activities.

Important Pillar Two exception for large multinational groups

The **Domestic Minimum Top-Up Tax Act 2024** implements a Bahamas domestic minimum top-up tax using the OECD GloBE Model Rules. It is relevant to constituent entities of multinational enterprise groups within the Pillar Two scope (generally groups meeting the EUR 750 million consolidated-revenue test under the GloBE framework). For such groups, a **15% minimum effective tax** framework can apply. This does not affect the ordinary small/medium privately owned IBC in the same way.

Business Licence Tax - When It Matters

The Business Licence Act 2023 applies to persons owning or operating a business **in The Bahamas**. The Department of Inland Revenue states that any person operating a business in The Bahamas must obtain a business licence. The Act contains source/deeming rules for determining Bahamas operations and turnover.

Pure overseas business should be distinguished from Bahamas operations

For the usual BRIS Group IBC whose owners, customers and substantive commercial operations are outside The Bahamas, the key question is whether it is actually carrying on business/operations within The Bahamas under the Business Licence Act. Mere Bahamas incorporation and use of a registered agent should not be confused with actively conducting a local Bahamas business. A local tax adviser should confirm borderline cases.

Accounting Records & Annual Financial Information

The IBC Act requires reliable accounting records covering money received and spent, sales/purchases and other transactions, and the company's assets and liabilities. The records must enable the company's financial position to be determined with reasonable accuracy.

Topic	Current position
Accounting records	Maintain ledgers, bank statements, invoices, contracts and other underlying documents sufficient to explain transactions and financial position.
Registered agent	The statutory regime requires the registered agent to be able to obtain/access the company's accounting information and comply with Registrar/competent-authority requirements.
Location	Where records are kept outside The Bahamas, the company must keep the registered agent informed of their location and provide records when required.
Annual financial information	Current Bahamas reforms require companies/registered agents to maintain and submit prescribed annual financial/accounting information under the IBC compliance framework; the exact filing package depends on the current statutory classification and amendments.
Public filing	Accounting records should not be confused with unrestricted public financial statements. The company's private accounting information is maintained/filed for statutory compliance rather than as a general public-company accounts database.
Retention	Accounting records and supporting documentation must be retained for the statutory period.

0% tax does not mean 'no accounts'

Even where an IBC has no Bahamas corporate income tax to pay, it must maintain reliable accounting records and satisfy the current annual accounting/compliance requirements through its registered agent.

Economic Substance

The **Commercial Entities (Substance Requirements) Act 2023** and Regulations apply to Bahamas commercial entities and distinguish included entities, non-included entities, holding companies and regulated entities. The annual reporting regime is activity/status based.

Topic	Current position
Relevant activities	Entities conducting relevant activities must determine whether they are included entities and whether economic-substance requirements apply.
Reporting deadline	The 2023 framework requires reporting within **nine months after the fiscal year end**.
Foreign tax residence	An entity claiming tax residence outside The Bahamas must provide the required evidence; information may be exchanged with reportable jurisdictions under the Regulations.
Holding company	Holding companies are subject to the specific/reduced substance rules prescribed by the Act depending on their activities.
No relevant activity	A company with no relevant activity still requires correct classification/reporting; 'no substance' should not be assumed without completing the statutory analysis.

Beneficial Ownership & Privacy

The **Register of Beneficial Ownership Act 2018**, as amended, requires prescribed beneficial-owner information to be maintained within the statutory secure search system. Registered agents/service providers collect and maintain the relevant information and make it available through the legally prescribed mechanism.

Topic	Current position
UBO identification	Natural persons who ultimately own/control the company must be identified under the statutory tests.
Updates	Changes in beneficial ownership/control must be reported and kept current.
Public access	The beneficial-ownership database is not an unrestricted public register available for general browsing.
Competent authorities	Authorised Bahamas authorities can access/search the system for lawful regulatory, tax-cooperation and law-enforcement purposes.

Topic	Current position
International reporting	CRS/FATCA and international tax-cooperation obligations can separately apply to financial accounts and reportable persons.

Annual Renewal & Ongoing Compliance

A Bahamas IBC must remain in good standing by maintaining its registered agent/office, paying the applicable Registry annual fee, keeping statutory registers and accounting records, and completing the applicable beneficial-ownership, Economic Substance and other compliance filings. Government fees depend on the company's authorised capital and current fee schedule and should be reconfirmed before each renewal.

Topic	Current position
Registry annual fee	Pay the current annual IBC Registry fee by the applicable statutory due date; the amount depends on the company's capital/fee category and current legislation.
Registered agent/office	Renew the Bahamas licensed registered-agent and registered-office service.
Accounting	Maintain reliable records and complete the current annual accounting/financial-information requirements.
Economic Substance	Submit the required ES status/report within the statutory period, generally nine months after fiscal year end under the 2023 regime.
Beneficial ownership	Review and update BO information through the registered agent.
Directors/shareholders	Keep registers and changes current and make required Registry filings.
Business Licence/VAT	Review annually whether Bahamas operations create Business Licence, VAT or other local tax registrations.
CRS/FATCA	Complete entity classification/self-certification and reporting where applicable.

How BRIS Group Supports You

Pre-formation review - Review the proposed international activity, ownership and suitability of a Bahamas IBC.

Company formation - Coordinate name clearance, Memorandum/Articles and Registry incorporation through a Bahamas licensed provider.

KYC & beneficial ownership - Coordinate shareholder, director, UBO and source-of-funds due diligence.

Corporate administration - Assist with shares, directors, resolutions, registers and corporate changes.

Annual renewal - Coordinate Registry renewal, registered agent/office and good-standing maintenance.

Accounting compliance - Coordinate statutory accounting records and annual financial-information requirements.

Economic Substance - Coordinate annual classification/reporting and local substance support where required.

Tax coordination - Arrange Bahamas professional review where Business Licence, VAT or DMTT/Pillar Two issues may apply.

Professional Fees & Quotations

Tailored quotation

This brochure is an informational guide to Bahamas IBC incorporation and maintenance and is not a fee quotation. BRIS Group professional fees, Bahamas licensed registered-agent/registered-office fees, Registry fees, accounting/compliance, Economic Substance, tax support, certified documents and optional services are quoted separately. Clients may request a tailored quotation based on the proposed structure and activity.

Client Preparation Checklist

- Three proposed company names.
- Detailed business activity and countries where operations will take place.
- Names and ownership percentages of shareholders and ultimate beneficial owners.
- Proposed director(s).
- Certified passport and recent proof of address for each relevant individual.
- Source-of-funds/source-of-wealth evidence.
- Expected turnover, currencies, banking and transaction profile.
- Proposed authorised/issued share structure.

■ Corporate-owner/director documents where a legal entity is involved.

■ Information required for Economic Substance and tax-residence classification.

■ Whether any business, employees, premises, customers or services will be located/provided in The Bahamas.

■ Any banking, apostille or regulated-activity requirements.

Important Legal Notes & Official Sources

This brochure is a general commercial guide and does not constitute Bahamas legal, tax, accounting, banking or investment advice. For the ordinary privately owned international IBC outside the Pillar Two/DMTT regime, the absence of a general Bahamas corporate income tax means that a genuine overseas business can normally be presented as a **0% Bahamas corporate-income-tax structure**. This should not be confused with exemption from Registry fees, accounting, beneficial ownership, Economic Substance, CRS/FATCA, or any Business Licence/VAT obligations triggered by actual Bahamas operations.

Primary official sources reviewed: International Business Companies Act 2000 (Ch. 309) and current amendments through the 2025 amendment brought into force in 2026; Business Licence Act 2023 and current Department of Inland Revenue guidance; Commercial Entities (Substance Requirements) Act 2023 and Regulations; Register of Beneficial Ownership Act 2018 and amendments; Domestic Minimum Top-Up Tax Act 2024; VAT legislation/DIR guidance; Financial and Corporate Service Providers/AML-CFT framework; and the current Bahamas online legislation database.

Information reviewed: August 2026. Registry fees, reporting forms and administrative practice can change and will be reconfirmed before incorporation and annual renewal.

PREPARED BY BRIS GROUP

Bahamas IBC Company Formation - Client Guide 2026

Professional incorporation and corporate administration for international clients.