BRIS GROUP

BELIZE

COMPANY FORMATION

CLIENT GUIDE 2026

Formation, tax position, accounting, annual return and compliance

Professional company formation and ongoing corporate administration

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Belize Company at a Glance

Belize no longer operates the former International Business Company regime as a separate company-law category. Since the Belize Companies Act, 2022, companies are incorporated under one modern Companies Act. For an international client, the usual structure is a private company limited by shares with foreign shareholders, administered through a Belize licensed Registered Agent.

Terminology used in this guide

For commercial continuity, BRIS Group may refer to the structure as a **Belize Business Company (BC)**. Legally, however, the entity is a **company incorporated under the Belize Companies Act, 2022**, not an old-style IBC.

Topic	Current position
Foreign ownership	Foreign individuals and legal entities may own Belize companies. A business entity with a foreign participant must use a licensed Registered Agent.
Shareholder	A company limited by shares may be incorporated with one or more shareholders.
Director	A company must have at least one director. Directors may be individuals; corporate-director use is subject to the Act and compliance requirements.
Registered agent	Foreign participants must use a Belize licensed Registered Agent to incorporate and manage the company through the Online Business Registry System (OBRS).
Registered office	The company must maintain the registered-office arrangements required by the Companies Act.
Shares	A company limited by shares may have the authorised share structure stated in its constitutional documents. The Registry fee schedule distinguishes companies at the 50,000-share-capital threshold.
Regulated business	Financial services, securities, digital asset services and other regulated activities require the relevant Belize licence or authorisation.

Incorporation Requirements

Topic	Current position
Company name	Must be available, carry an appropriate statutory suffix and comply with restricted-word rules. BCCAR permits name reservation through OBRS.
Constitutional documents	Articles / by-laws and the incorporation particulars required by the Companies Act and OBRS.
Participants	Shareholder/member and director particulars, including principal addresses and contact information.
Nature of business	The proposed nature of business must be disclosed in the incorporation application.
Foreign participants	A licensed Registered Agent is mandatory where the company has foreign participants.
Beneficial ownership	The company must identify its beneficial owners, maintain the required BO register and disclose BO information to the FSC under the current framework.
KYC / AML	The Registered Agent must complete customer due diligence and obtain source-of-funds / source-of-wealth information where appropriate.

Share Capital

The Companies Act permits flexible company structures. For a company limited by shares, the share structure should be selected before incorporation and reflected in the constitutional and Registry records. The Registry's current fee schedule applies materially different incorporation and annual fees depending on whether the company's share capital is below/at the 50,000 threshold or above it.

Practical structure

For an international company, BRIS Group will normally confirm the intended authorised share structure with the Registered Agent before filing. There is no reason to select an unnecessarily high share-capital category where the client's commercial requirements do not call for it.

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 percentages and beneficial ownership information.
- Detailed description of activities, countries of operation, customers/counterparties and expected transaction profile.
- Source-of-funds evidence and, where appropriate, source-of-wealth evidence.
- For a corporate shareholder: incorporation/constitutional documents, ownership and management evidence and UBO KYC.
- Additional information requested by the Belize licensed Registered Agent under its AML/CFT obligations.

Before certification

Send scans to BRIS Group first. We will confirm the Registered Agent's required certification/notarisation format before certification costs are incurred.

Formation Process & Documents Received

1. Structure/activity review **2.** KYC/AML review **3.** Name clearance **4.** OBRS incorporation **5.** Corporate organisation/share issue **6.** Corporate file released

Typical corporate file: electronic Certificate of Incorporation with the company's 9-digit business entity number; constitutional documents/articles/by-laws; initial organisational resolutions; director and shareholder records; share certificate(s), where issued; beneficial-ownership records; and Registered Agent/registered-office particulars. Good Standing certificates, Registry extracts, incumbency, certified copies and apostille services can be ordered separately.

Taxation - Important Current Position

Do not market a Belize company as automatically '0% offshore tax'

The former IBC-style blanket tax-exemption description is outdated. A company incorporated under the Belize Companies Act, 2022 must be analysed under Belize's current Income and Business Tax legislation. Whether Belize tax is payable depends on the nature and source of the company's income, its activities and any applicable statutory exemption or tax treatment.

Accordingly, where a foreign-owned Belize company conducts its operations outside Belize, has no Belize customers or local business and derives income outside Belize, its Belize tax position must be confirmed under the current tax legislation rather than assumed solely from the place of incorporation. BRIS Group will not state that all foreign income is automatically exempt unless the client's facts satisfy the applicable statutory rules.

Why this wording matters

Belize substantially reformed its international company and tax framework before consolidating company law in 2022. Older websites that still advertise every Belize 'IBC' as automatically tax-free may be describing a repealed or superseded regime.

Accounting Records

Belize entities are subject to the Accounting Records (Maintenance) Act. The 2023 amendment strengthened the requirement by requiring entities to maintain accounting records in Belize at their registered office or at the office of their Registered Agent in Belize.

Topic	Current position
Purpose of records	Records must be sufficient to explain the entity's transactions and enable its financial position to be determined with reasonable accuracy.
Location	Under the 2023 amendment, required accounting records must be maintained in Belize at the registered office or Registered Agent's office.
Underlying documentation	Invoices, contracts, bank records and other underlying documents necessary to substantiate transactions should be retained.

Topic	Current position
Retention after dissolution	The Companies Act amendments require relevant accounting and corporate records to be retained for at least five years after strike-off, dissolution or winding-up in the circumstances specified by the Act.
Authority access	Records must be available to the competent authorities when lawfully requested.

Accounting records are mandatory

A company should not be sold on the basis that 'no accounts are required'. Even where little or no Belize tax is payable, the statutory accounting-record obligations remain.

Annual Return & Registry Renewal

BCCAR requires annual returns to be filed electronically through OBRS. The annual-return process reviews the company's current information and, once approved and the applicable fee is paid, keeps the company in Active status for the following year.

Topic	Current position
Annual return	File the prescribed annual return through OBRS.
Government fee - foreign participant / Registered Agent route	BCCAR's current published fee schedule states **US$250** for annual return/renewal where share capital is below 50,000 and **US$1,000** where it is above 50,000. Current fees must be reconfirmed at renewal.
Registered Agent	Maintain the licensed Belize Registered Agent where required for the foreign-owned structure.
Beneficial ownership	Maintain and update the BO register and information disclosed to the FSC.
Directors / shareholders	Keep Registry and company records current and file required changes.
Accounting	Maintain the statutory accounting records in Belize in accordance with the Accounting Records (Maintenance) Act.
Tax compliance	Complete any Belize tax registration, returns and payments applicable to the company's actual activities and income.
Regulated activity	Maintain any licence/authorisation required for regulated business.

Beneficial Ownership

The FSC's 2025 Guidelines apply to companies registered under the Belize Companies Act. Companies must identify their beneficial owners, maintain a register of beneficial owners at the registered office and, where applicable, a copy at the Registered Agent's office, and disclose beneficial ownership information to the FSC.

The Registered Agent is responsible for ensuring that BO information is obtained, maintained, updated and made available upon request. Changes in ownership or control should therefore be communicated to BRIS Group immediately.

Privacy and regulatory access

Beneficial ownership information is a compliance record. Belize's current regime is designed to ensure that accurate BO information is available to the FSC and competent authorities; the structure should not be presented as an anonymous company.

Economic Substance

Belize retains an Economic Substance Act and FSC reporting framework. The application of the regime depends on whether the entity falls within the statutory categories and whether it carries on a relevant activity or qualifies as a non-included entity. FSC forms include separate reporting for included entities/holding companies and non-included entities.

Relevant-activity analysis should be performed at incorporation and reviewed annually. BRIS Group will coordinate the classification with the Belize Registered Agent and, where necessary, local tax/compliance professionals.

Substance is not a one-size-fits-all office requirement

A foreign-owned Belize company should not automatically be told that it must rent premises and employ staff in Belize. The correct requirement depends on the Economic Substance Act classification, the company's activities and any applicable exclusion.

Annual Maintenance Checklist

Topic	Current position
Annual Registry return	File through OBRS and pay the applicable annual Registry fee.
Registered Agent	Renew the licensed Registered Agent / registered-office service where required.
BO information	Review and update beneficial ownership information.
Accounting records	Provide and maintain the required accounting records in Belize.
Tax	Confirm the company's Belize tax-return/payment position for the year.
Economic substance	Complete the applicable annual classification/reporting and satisfy substance obligations where relevant.
Corporate changes	File changes in directors, shareholders, registered particulars, share capital and other information when required.
Licensing	Maintain all regulatory licences or registrations applicable to the business.

Good standing

Failure to file annual returns, pay Registry fees or comply with statutory obligations can cause the company to lose Active/good-standing status and may lead to strike-off or dissolution procedures.

How BRIS Group Supports You

Pre-incorporation review - Review the intended activity, ownership, share structure and suitability of Belize.

Company formation - Coordinate name clearance and OBRS incorporation through the licensed Registered Agent.

KYC & beneficial ownership - Coordinate due diligence, BO identification and source-of-funds requirements.

Corporate administration - Assist with resolutions, shares, directors, shareholders and Registry changes.

Annual renewal - Coordinate annual return/renewal, Registered Agent services and good-standing maintenance.

Accounting coordination - Coordinate the accounting records that must be maintained in Belize.

Tax & substance coordination - Assist in arranging local professional support for Belize tax and Economic Substance requirements.

Documentation - Arrange Good Standing, extracts, incumbency, certified copies and apostille services where required.

Professional Fees & Quotations

Tailored quotation

This brochure is an informational guide to Belize company incorporation and maintenance and is not a fee quotation. BRIS Group professional fees, Belize Registered Agent/registered office fees, Registry charges, accounting/tax/Economic Substance support and optional services are quoted separately. Clients may request a tailored quotation based on the proposed structure, activity and service requirements.

Client Preparation Checklist

- Three proposed company names.
- Detailed description of intended activities and countries of operation.
- Names and ownership percentages of shareholders and ultimate beneficial owners.
- Names of proposed directors and authorised signatories.
- Certified passport and recent proof of address for each relevant individual.

- Source-of-funds/source-of-wealth evidence.
- Expected turnover, currencies and transaction profile.
- Preferred share structure and initial allocation.
- Banking requirements, if banking assistance is requested.
- Corporate documents where a legal entity will be a shareholder.
- Information relevant to Belize tax and Economic Substance classification.

Important Legal Notes & Official Sources

This brochure is a general commercial guide and does not constitute legal, tax, accounting, banking or investment advice. Belize legislation, FSC/BCCAR practice, tax rules and fees may change. BRIS Group will confirm current Registered Agent and Registry requirements before accepting an order.

Primary official sources reviewed: Belize Companies Act, 2022 (Act No. 11 of 2022), Belize Companies (Amendment) Act, 2023 and Belize Companies (Amendment) Act, 2025; Belize Companies Regulations, 2022; Accounting Records (Maintenance) Act, Cap. 261:01 and Accounting Records (Maintenance) (Amendment) Act, 2023; Economic Substance Act and current FSC forms/guidance; FSC Guidelines on Beneficial Ownership Information for Legal Persons and Legal Arrangements (2025); current BCCAR incorporation, annual-return and fee guidance; and current Belize tax legislation/guidance as applicable.

Information reviewed: August 2026. This guide reflects official legislation and regulatory information available at the date of publication and may be updated without notice.

PREPARED BY BRIS GROUP

Belize Company Formation - Client Guide 2026

Professional incorporation and corporate administration for international clients.