BRIS GROUP

SAINT VINCENT & THE GRENADINES COMPANY FORMATION

CLIENT GUIDE 2026

Incorporation, territorial taxation, accounting and compliance

Professional company formation and ongoing corporate administration

BRIS GR LIMITED | 66 Paul Street, London EC2A 4NA, United Kingdom

general.info@bris-group.com | +44 207 206 2487 | +44 775 479 5814 | bris-group.com

Saint Vincent & the Grenadines Business Company at a Glance

A Saint Vincent and the Grenadines Business Company (BC), formerly known as an International Business Company or IBC, is incorporated under the Business Companies (Amendment and Consolidation) Act, Chapter 149. It is a separate legal entity suitable for lawful international trading, consulting, investment holding, group and other cross-border activities, subject to applicable licensing, tax and economic-substance rules.

Topic	Current position
Foreign ownership	100% foreign ownership is permitted. The FSA confirms there is no nationality or residency requirement for shareholders, directors or officers.
Shareholder	A BC may have a single shareholder. Shareholders may reside anywhere in the world.
Director	A BC may have a single director. Directors may reside anywhere in the world.
Registered agent	A licensed Saint Vincent and the Grenadines Registered Agent is mandatory, and all Registry applications are made through the Registered Agent.
Shares	Current FSA requirements permit registered shares only. Bearer shares are not permitted.
Business activity	The proposed nature of business must be stated at incorporation. Activities requiring an FSA licence cannot be conducted without the relevant licence.
Tax identification	After incorporation, a BC must obtain a Tax Identification Number (TIN) from the Inland Revenue Department.

Incorporation Requirements

Topic	Current position
Company name	Must be cleared and comply with the Business Companies Act and applicable name restrictions.
Articles of Incorporation	Filed with the Registrar through the licensed Registered Agent.
Notice of directors & members	The FSA states that Articles of Incorporation and Notice of Directors and Members are provided to the Registrar for incorporation.
Registered office	A BC must maintain its statutory registered office/agent arrangements in Saint Vincent and the Grenadines.
KYC / beneficial owner	CDD information on the ultimate beneficial owner, shareholder and director must be provided to the Registered Agent before incorporation.
Business description	A sufficiently detailed description of intended activities, countries, clients/counterparties and transaction profile is required.
Regulated activities	Banking, insurance, mutual fund, virtual asset and other regulated business requires the relevant SVG authorisation where applicable.

Share Capital & Share Requirements

The Articles of Incorporation permit a flexible share structure, including the currency of shares, authorised capital (if any), par-value shares, no-par-value shares and different classes/series. Current FSA guidance does not prescribe a general minimum paid-up capital for an ordinary Business Company.

No general minimum paid-up capital for an ordinary BC

The amount of authorised capital stated in the Articles is not, merely because it is authorised, an amount that must automatically be deposited into a Saint Vincent bank account. The actual issue and payment terms of shares should be documented correctly in the company's records.

Documents Required from the Client

BRIS Group and the licensed SVG Registered Agent must complete customer due diligence before incorporation. The exact certification and supporting evidence depend on the client, ownership chain, activity and risk profile.

- Certified passport or acceptable government-issued identification for each relevant individual.

- Recent proof of residential address.
- Full shareholder, director and ultimate beneficial ownership information.
- Detailed description of proposed business activities, countries of operation and expected counterparties.
- Source-of-funds evidence and, where appropriate, source-of-wealth evidence.
- For a corporate shareholder/director: incorporation/constitutional documents, ownership and management evidence and KYC for ultimate beneficial owners.
- Additional compliance information requested by the licensed Registered Agent.

Before certification

Please 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.** Articles and notices filed **5.** Corporate organisation/share issue **6.** TIN and corporate file

Typical corporate file: Certificate of Incorporation; filed Articles of Incorporation; corporate by-laws where adopted; initial resolutions/consents; director/member records; share certificate(s) and registers as applicable; and registered agent/registered office particulars. Certificates of Good Standing, certified Registry documents, incumbency and apostille/legalisation services can be ordered separately where available.

Taxation - Territorial System

Potential nil SVG corporate tax on qualifying foreign-source income

The current corporate income tax rate applies to income that is taxable in Saint Vincent and the Grenadines. Accordingly, the fact that a company is incorporated in SVG does not by itself cause its qualifying foreign-source profits to be taxed there. The source of the income and the company's actual activities must nevertheless be assessed under the Income Tax Act.

This does not remove annual accounting, tax-filing or Economic Substance obligations, and tax may arise in other countries because of management, permanent establishment, CFC, shareholder or other rules.

Tax Returns & Tax Administration

Upon incorporation, the Business Company must obtain an SVG Tax Identification Number. The Inland Revenue Department states that corporate income tax returns for companies liable to tax are due **three months after the company's financial year ends**, and tax is payable on the same timetable.

Official peer-review material also records that Business Companies under the post-reform territorial regime file annual tax returns and accounting information with the Inland Revenue Department. BRIS Group therefore recommends that every BC's annual SVG tax filing position is confirmed with the Registered Agent / local tax professional rather than assuming that foreign-source income eliminates filing obligations.

Accounting Records

Business Companies must maintain financial records and underlying documentation sufficient to explain their transactions and enable their financial position to be determined with reasonable accuracy. The accounting obligation applies even where the company has no SVG corporate income tax payable on foreign-source income.

Topic	Current position
Where records may be kept	Directors may keep the accounting records at the Registered Agent's office or at another place inside or outside Saint Vincent and the Grenadines.
If records are kept elsewhere	The Registered Agent must have an up-to-date written record of the location where the accounting records are kept.
Quarterly information	Where hard-copy accounting records are outside the Registered Agent's office, the company must ensure that the Registered Agent receives quarterly financial records showing the company's financial position with reasonable accuracy.
Tax records	The Inland Revenue Department states that records used for tax/financial statement purposes are generally retained for seven years under the Tax Administration Act.
Authority access	Records and underlying documentation must be capable of being produced where lawfully required.

Practical point

For an international BC, the Registered Agent should not be left with only incorporation documents. Current accounting-record rules require continuing financial information, including quarterly financial records in the circumstances described above.

Economic Substance

The International Tax Cooperation (Economic Substance) Act 2020 and Regulations 2021 apply to resident entities, including companies incorporated under the Business Companies legislation. Every resident entity must submit the prescribed annual Economic Substance Return / notification.

A resident entity may be an **excluded entity**, including where it is tax resident outside Saint Vincent and the Grenadines in a jurisdiction that satisfies the statutory conditions. If it is not excluded and conducts a relevant activity, it is a relevant entity and must satisfy the applicable economic-substance test.

Relevant activities include banking, insurance, fund management, finance and leasing, headquarters, shipping, holding business, intellectual property business and distribution/service-centre business. The substance requirement is therefore activity-specific.

ES filing deadline

The Economic Substance Regulations provide that the return for an assessment period is submitted to the Comptroller no later than **four months after the last day of the assessment period**. Evidence is required where a company claims tax residence outside SVG.

Beneficial Ownership, Members & Directors

CDD information on the ultimate beneficial owner, shareholders and directors must be provided to the licensed Registered Agent before incorporation and kept current. The FSA's incorporation process also requires Notice of Directors and Members.

The company must maintain its statutory corporate records, including member and director information, minutes/resolutions and other records required under the Business Companies legislation. Changes should be notified promptly so the Registered Agent can make required Registry or compliance updates.

Corporate privacy

SVG is not an anonymous-company regime. Ownership and management information is subject to AML/CFT, tax-cooperation and competent-authority access requirements even where information is not generally displayed as a public marketing directory.

Annual Renewal & Ongoing Compliance

Topic	Current position
Government annual fee	The FSA currently publishes an annual Business Company fee of **US$100**. Registered Agent and BRIS Group professional fees are separate.
Registered agent	Maintain a licensed SVG Registered Agent continuously.
Tax Identification Number	Maintain the company's TIN and comply with applicable Inland Revenue requirements.
Tax return	Confirm and complete the company's annual SVG corporate tax filing position; taxable SVG-source income is subject to the applicable corporate income tax rules.
Accounting records	Maintain financial records and underlying documentation and provide the Registered Agent with the required location/quarterly financial information.
Economic substance	File the annual ES Return/notification and meet substantive requirements where the company is a relevant entity carrying on a relevant activity.
Corporate records	Keep member, director, beneficial-owner and corporate records current.
Changes	Promptly report changes in ownership, management, addresses, activity and other material particulars.
Regulated business	Obtain required licences/registrations before conducting regulated activity. For example, the FSA states that SVG BCs providing virtual asset services require registration under the Virtual Asset Business Act even where services are provided outside SVG.

Good standing

Non-payment of annual fees, failure to maintain a Registered Agent or non-compliance with statutory obligations can lead to penalties and ultimately cancellation/strike-off or other enforcement action.

How BRIS Group Supports You

Pre-incorporation review - Review the proposed activity, ownership, share structure and practical suitability of SVG.

Company formation - Coordinate name clearance, incorporation filings and organisational documentation through the licensed Registered Agent.

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

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

Annual renewal - Coordinate the annual government fee, Registered Agent services and good-standing maintenance.

Accounting coordination - Assist clients in organising the quarterly/annual accounting information required for ongoing compliance.

Tax & ES coordination - Coordinate with local professionals for TIN, annual tax filing and Economic Substance reporting where required.

Documentation - Arrange Good Standing certificates, certified Registry documents, incumbency and apostille/legalisation services where available.

Professional Fees & Quotations

Tailored quotation

This brochure is an informational guide to Saint Vincent and the Grenadines Business Company incorporation and maintenance and is not a fee quotation. BRIS Group professional fees, SVG Registered Agent/registered office charges, government fees, tax/accounting/ES 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 in order of preference.
- Detailed description of intended business 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.
- Appropriate source-of-funds/source-of-wealth evidence.
- Expected annual turnover, currencies and approximate transaction profile.
- Preferred authorised share structure and initial share allocation.
- Banking requirements, if banking assistance is requested.
- Corporate documents where a legal entity will be a shareholder or director.
- Tax-residence and activity information relevant to territorial taxation 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. SVG legislation, FSA/IRD practice and government fees may change. BRIS Group will confirm current Registered Agent and regulatory requirements before an order is accepted.

Primary official sources reviewed: Business Companies (Amendment and Consolidation) Act, Chapter 149, including the 2018 amendments and current FSA incorporation forms/guidance; Financial Services Authority Business Companies guidance and current fee schedule; Income Tax Act and Income Tax (Amendment) Act 2020; International Tax Cooperation (Economic Substance) Act 2020, Economic Substance Regulations 2021 and official IRD Economic Substance Guidance; Tax Administration Act 2019 and current Inland Revenue Department corporate tax guidance.

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

PREPARED BY BRIS GROUP

Saint Vincent & the Grenadines Company Formation - Client Guide 2026

Professional incorporation and corporate administration for international clients.