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BVI Company Registration and Maintenance Guide (5) Memorandum and Articles of Association

The Memorandum of Association of a BVI business company must include: the name of the company; the address within the British Virgin Islands of the registered office of the company; the name and address within the British Virgin Islands of the registered agent of the company; the currency in which shares in the company shall be issued; a statement of the authorised capital of the company setting forth the aggregate of the par value of all shares with par value that the company is authorised to issue and the amount, if any, to be represented by shares without par value that the company is authorised to issue. A statement of the number of classes and series of shares, the number of shares of each such class and series and the par value of shares with par value and that shares may be without par value, if that is the case.

A statement of the designations, powers, preferences and rights, and the qualifications, limitations or restrictions of each class and series of shares that the company is authorised to issue, unless the directors are to be authorised to fix any such designations, powers, preferences, rights, qualifications, limitations and restrictions and in that case, an express grant of such authority as may be desired to grant to the directors to fix by a resolution any such designations, powers, preferences, rights, qualifications, limitations and restrictions that have not been fixed by the memorandum.

The memorandum must be subscribed by the registered agent named in the memorandum in the presence of another person who must sign his name as a witness. The memorandum, when registered, binds the company and its members from time to time to the same extent as if each member had subscribed his name and affixed his seal thereto and as if there were contained in the memorandum, on the part of himself, his heirs, executors and administrators, a covenant to observe the provisions of the memorandum, subject to IBC Act.

1. BVI Company Registration

The Registrar shall not register the memorandum or the articles delivered to him unless he is satisfied that all requirements of IBC Act in respect of registration have been complied with and a solicitor engaged in the formation of the company; or the registered agent named in the memorandum of the company to be the registered agent, certifies in writing that the requirements of IBC Act in respect of registration have been complied with and the written certification delivered to the Registrar is sufficient evidence of compliance.

The Registrar shall retain and register the memorandum and articles submitted to him in a Register to be maintained by him to be known as the Register of International Business Companies. Upon the registration of the memorandum and the articles, the Registrar shall issue a certificate of incorporation under his hand and seal certifying that the company is incorporated.

2. Certificate of Incorporation

Upon the issue by the Registrar of a Certificate of Incorporation of a company, the company is, from the date shown on the certificate of incorporation, a body corporate under the name contained in the memorandum with the full capacity of an individual who is sui juris. A certificate of incorporation of a company incorporated under IBC Act issued by the Registrar is prima facie evidence of compliance with all requirements of IBC Act in respect of incorporation.

Ready to register your BVI business company? Please click the links below to view the step-by-step registration procedures and costs:

[British Virgin Islands Business Company \(Tailor-made\) Registration Fees, Registration Procedures and Annual Maintenance Costs](#)

[British Virgin Islands Shelf Business Company Registration Fees, Registration Procedures and Annual Maintenance Costs](#)

If you wish to obtain more information or assistance, please visit the official website at www.kaizencpa.com or contact us through the means:

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