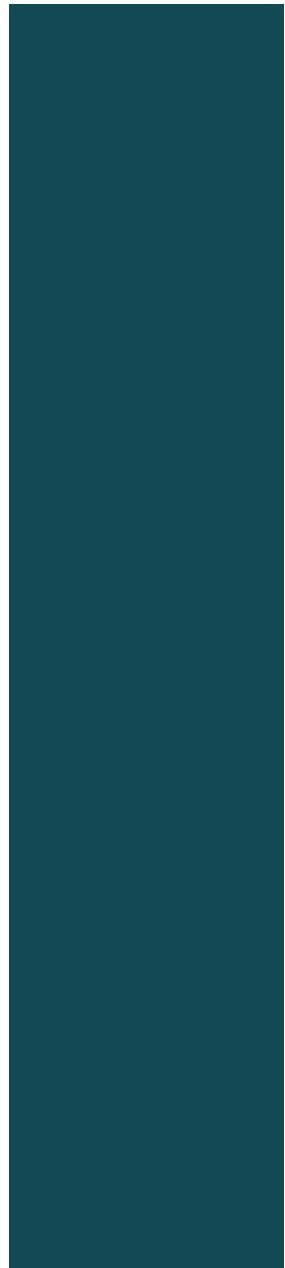




REGULATORY REQUIREMENTS

IN SAMPLE JURISDICTIONS



AFRICA
MENA
ASIA PACIFIC
EUROPE
LATIN
AMERICA
NORTH
AMERICA
OFFSHORE

**AFRICA
MENA**

ASIA PACIFIC

EUROPE

**LATIN
AMERICA**

**NORTH
AMERICA**

OFFSHORE

DUBAI

LEGAL SOURCE

Federal Decree-Law No.32 of 2021 on Commercial Companies

ANNUAL COMPLIANCE

WHO'S IN CHARGE

Shareholders

DOCUMENTS REQUIRED

- ✓ Annual accounts
- ✓ Minutes of annual general meeting
- ✓ Auditor's and directors report

REGISTERED AGENT

Not applicable

COMPANY FORMATION

- ✓ Reservation of the trade name
- ✓ Application for incorporation
- ✓ Memorandum of Association executed before a notary public
- ✓ Copies of passports or corporate documents of shareholders and directors

CHANGE OF DIRECTOR

Appointment/removal of directors through shareholders' ordinary resolution

IRAQ

LEGAL SOURCE

Company Law, No. 21 of 1997

ANNUAL COMPLIANCE

WHO'S IN CHARGE

Shareholders

DOCUMENTS REQUIRED

- ✓ Annual financial statements
- ✓ Auditor's report
- ✓ Managing director's report
- ✓ Shareholders resolutions

REGISTERED AGENT

Not applicable

COMPANY FORMATION

- ✓ Proposed name of entity for approval
- ✓ Deposit letter of a bank in Iraq
- ✓ Signed memorandum of association
- ✓ Completed Registrar's application
- ✓ Copies of shareholders' passports

CHANGE OF DIRECTOR

Appointment/removal by general meeting

NIGERIA

LEGAL SOURCE

Companies and Allied Matters Act, 2020 (Act No. 3 of 2020)

ANNUAL COMPLIANCE

WHO'S IN CHARGE

Members of a Company (a.k.a. Shareholders for companies having a share capital, see article 105)

DOCUMENTS REQUIRED

- ✓ Audited financial statements
- ✓ Annual return form - form CAC 19

REGISTERED AGENT

Mandatory

COMPANY FORMATION

- ✓ Memorandum and Articles of Association
- ✓ Notice of address of the registered office
- ✓ Statement containing the list of directors and forms of identification for directors and shareholders
- ✓ Statement of authorised share capital signed by at least 1 director
- ✓ Declaration for registration signed by a legal practitioner
- ✓ Online incorporation form (forms CAC 1 and CAC 1.1)

CHANGE OF DIRECTOR

- ✓ Board of Directors resolution
- ✓ Appointment of Director - form CAC 7
- ✓ Removal of director - form CAC 7A





SENEGAL

LEGAL SOURCE

OHADA, Droit Commercial Général - Uniforming Act Relating to Commercial Law

ANNUAL COMPLIANCE

WHO'S IN CHARGE

Shareholders

DOCUMENTS REQUIRED

- ✓ Annual financial statements
- ✓ Auditor's report
- ✓ Management report
- ✓ Minutes of shareholders' general meeting

REGISTERED AGENT

Not applicable

COMPANY FORMATION

- ✓ Certified copy of signed articles of association by notary public
- ✓ Minutes of initial shareholders' meeting
- ✓ Compliance declaration
- ✓ Certificate of the bank regarding the funds for the share capital and the list of subscribers
- ✓ Declaration regarding criminal records
- ✓ Copy of directors' IDs

CHANGE OF DIRECTOR

- ✓ Minutes of shareholders' general meeting
- ✓ Amended articles of association, if applicable
- ✓ Copy of legal announcement
- ✓ Declaration regarding criminal records
- ✓ Copy of director's ID
- ✓ Certificate of registration of the entity, if the director is a legal entity

SOUTH AFRICA

LEGAL SOURCE

Companies Act 71 of 2008

ANNUAL COMPLIANCE

WHO'S IN CHARGE

Board of directors

DOCUMENTS REQUIRED

- ✓ Audited financial statements
- ✓ Annual returns

REGISTERED AGENT

Mandatory for public company

COMPANY FORMATION

- ✓ Name reservation
- ✓ Memorandum of Incorporation signed by every founders
- ✓ Notice of Incorporation (CoR14.1)
- ✓ Certified identity document of the directors and incorporators

CHANGE OF DIRECTOR

- ✓ Notice of shareholders' meeting
- ✓ Shareholders' meeting resolution
- ✓ Notice of change of Director (form CoR 39)



AFRICA
MENA

ASIA PACIFIC

EUROPE

LATIN
AMERICA

NORTH
AMERICA

OFFSHORE

AUSTRALIA

LEGAL SOURCE

Corporations Act 2001
ACN - ASIC - PSP

ANNUAL COMPLIANCE

WHO'S IN CHARGE

Directors

DOCUMENTS REQUIRED

- √ Annual confirmation of details
- √ Financial statements (for some companies)
- √ Annual financial report (for some companies)
- √ Directors' report
- √ Auditors' report

REGISTERED AGENT

Not applicable

COMPANY FORMATION

- √ File an application with ASIC in prescribed form (Form 201)
- √ Constitution
- √ Minimum one or two directors residing in Australia

CHANGE OF DIRECTOR

- √ Consent form to act as director
- √ Form 370: removal of directors
- √ For appointment: Change to company details online form
- √ Letter of resignation or retirement of director



CHINA

LEGAL SOURCE	Company Law of the People's Republic of China
ANNUAL COMPLIANCE	
WHO'S IN CHARGE	Shareholders
DOCUMENTS REQUIRED	<ul style="list-style-type: none"> √ Annual report √ Minutes of shareholders' meeting √ Financial statements
REGISTERED AGENT	Not applicable
COMPANY FORMATION	<ul style="list-style-type: none"> √ Application for registration of the company's name √ Application for registration of the company √ Application for Business License √ Minutes of constitution meeting √ Articles of association √ Details of directors, supervisory committee, legal representatives
CHANGE OF DIRECTOR	Shareholders' meeting minutes

JAPAN

LEGAL SOURCE	Companies Act, Act No. 86 of 2005
ANNUAL COMPLIANCE	
WHO'S IN CHARGE	Shareholders
DOCUMENTS REQUIRED	<ul style="list-style-type: none"> √ Financial statements √ Auditor's report √ Directors' business reports √ Annual shareholders' meeting minutes √ Published notice of financial statements (unless exempted)
REGISTERED AGENT	Not applicable
COMPANY FORMATION	<ul style="list-style-type: none"> √ Articles of Incorporation (including details of every shareholder, property assigned to the company, compension/special benefits, expenses of incorporation) certified by a public notary √ Registration with Legal Affairs Bureau
CHANGE OF DIRECTOR	√ Shareholders' resolution



SINGAPORE

LEGAL SOURCE

Companies Act Chapter 50

ANNUAL COMPLIANCE

WHO'S IN CHARGE

Directors and Shareholders

DOCUMENTS REQUIRED

- √ Annual return
- √ Appointing an auditor
- √ Audited financial statements
- √ Minutes of shareholders' annual meeting
- √ Filing of financial statements with ACRA

REGISTERED AGENT

Mandatory

COMPANY FORMATION

- √ Application for company name
- √ Online application to ACRA (including details on registered address, share capital, shareholders, directors and company secretary)
- √ Constitution of the company
- √ Payment of fees
- √ Form 45/Form 45 B signed by each director/secretary
- √ At least 1 director with residence in Singapore

CHANGE OF DIRECTOR

- √ Shareholders' general meeting minutes
- √ Notice of changes through the business filing portal of ACRA

AFRICA
MENA

ASIA PACIFIC

EUROPE

LATIN
AMERICA

NORTH
AMERICA

OFFSHORE

FRANCE

LEGAL SOURCE

French Commercial Code

ANNUAL COMPLIANCE

WHO'S IN CHARGE

Shareholders

DOCUMENTS REQUIRED

- ✓ Management Report
- ✓ Inventory and annual accounts
- ✓ Minutes of shareholders' general meeting
- ✓ Statutory auditor's report, if applicable

REGISTERED AGENT

Not applicable

COMPANY FORMATION

- ✓ Articles of association
- ✓ Minutes of Board of Directors' meeting appointing a President if applicable
- ✓ Certificate of the bank regarding the funds for the share capital and the list of subscribers
- ✓ Proof of address for the company
- ✓ Copy of legal announcement
- ✓ Copy of director's ID
- ✓ Declaration regarding criminal records
- ✓ M0 form

CHANGE OF DIRECTOR

- ✓ Minutes of shareholders' general meeting
- ✓ Amended articles of association, if applicable
- ✓ Copy of legal announcement
- ✓ Declaration regarding criminal records
- ✓ Copy of director's ID
- ✓ Certificate of registration of the entity, if director is a legal entity
- ✓ M3 form





LUXEMBOURG

LEGAL SOURCE

Luxembourg Commercial Companies Act

ANNUAL COMPLIANCE

WHO'S IN CHARGE

Shareholders

DOCUMENTS REQUIRED

- ✓ Minutes of shareholders' general meeting
- ✓ Notice of meeting and attendance sheet
- ✓ Management Report
- ✓ Inventory and balance sheet
- ✓ Statutory auditor's report, if applicable

REGISTERED AGENT

Not applicable

COMPANY FORMATION

- ✓ Constitutive instrument signed in the presence of a notary
- ✓ Details of each founders
- ✓ Details of every asset being brought to the company
- ✓ Blocking certificate issued by the bank (share capital)
- ✓ Official publication of deed of incorporation

CHANGE OF DIRECTOR

Appointment and removal of directors are processed through a general meeting of shareholders

POLAND

LEGAL SOURCE

Commercial Companies Code of 15 September 2000

ANNUAL COMPLIANCE

WHO'S IN CHARGE

Shareholders

DOCUMENTS REQUIRED

- ✓ Annual Financial Report
- ✓ Management Report
- ✓ Supervisory Report (If applicable)
- ✓ Auditor's Report (If applicable)
- ✓ Minutes of meeting drafted and signed by a notary public
- ✓ Form KRS ZN - submission of financial statement

REGISTERED AGENT

Not applicable

COMPANY FORMATION

- ✓ Articles of Association drafted and signed by a notary public
- ✓ Payment of share capital
- ✓ Application form KRS W3 or KRS W4 signed by the members of management board
- ✓ Registration of company in the Court & Business Gazette

CHANGE OF DIRECTOR

- ✓ Shareholder resolution
- ✓ Form KRS ZI - notice of change of director





SWITZERLAND

LEGAL SOURCE

Swiss Civil Code of Obligations 1911

ANNUAL COMPLIANCE

WHO'S IN CHARGE

Shareholders

DOCUMENTS REQUIRED

Shareholders resolution
Annual Reports prepared by the Board of Directors

REGISTERED AGENT

Not applicable

COMPANY FORMATION

✓ Articles of amendment signed before a notary, who files all required documentation with the Registry of commerce. For some companies, incorporation is done in person.

CHANGE OF DIRECTOR

- ✓ Written, dated and signed request by 1 or 2 directors authorized to represent the company
- ✓ Minutes of general meeting appointing new directors
- ✓ Letter of acceptance of their mandate signed by new directors
- ✓ Copy of valid ID
- ✓ Legalization of signature of the new directors
- ✓ Resignation Letter / Notice from the outgoing director

UKRAINE

LEGAL SOURCE	Law on Joint Stock Companies Law on Limited Liability Companies
ANNUAL COMPLIANCE	
WHO'S IN CHARGE	Shareholders
DOCUMENTS REQUIRED	<ul style="list-style-type: none"> ✓ Confirmation statement on ownership structure and ultimate beneficial owners ✓ Report to the securities commission (Joint-stock companies) ✓ Annual general meeting to approve annual financial statements ✓ Filing Financial Statements to State Statistics Authorities (for limited liability companies)
REGISTERED AGENT	Not applicable
COMPANY FORMATION	<ul style="list-style-type: none"> ✓ Charter of the company ✓ Minutes of incorporation meeting ✓ Application form signed by founders ✓ Information about ultimate beneficial owner(s)
CHANGE OF DIRECTOR	Shareholders, or supervisory board if the company has one

UNITED KINGDOM (ENGLAND & WALES)

LEGAL SOURCE	Companies Act 2006
ANNUAL COMPLIANCE	
WHO'S IN CHARGE	Directors
DOCUMENTS REQUIRED	<ul style="list-style-type: none"> ✓ Confirmation statement ✓ Annual accounts (signed by directors)
REGISTERED AGENT	Mandatory for public companies
COMPANY FORMATION	<ul style="list-style-type: none"> ✓ Memorandum of association ✓ Articles of association ✓ Application to register a company (form IN01 or online)
CHANGE OF DIRECTOR	<ul style="list-style-type: none"> ✓ Shareholders resolution appointing new director ✓ Specific form (AP01 or AP02) ✓ Confirmation of consent to act as a director

AFRICA
MENA

ASIA PACIFIC

EUROPE

**LATIN
AMERICA**

NORTH
AMERICA

OFFSHORE

ARGENTINA

LEGAL SOURCE

General Companies Law

ANNUAL COMPLIANCE

WHO'S IN CHARGE

Shareholders

DOCUMENTS REQUIRED

- ✓ Financial statements
- ✓ Board of directors' company report

REGISTERED AGENT

Not applicable

COMPANY FORMATION

- ✓ Filing of executed articles of Association
- ✓ Legal announcement notice (for some companies)
- ✓ Majority of members of the Board residents of Argentina

CHANGE OF DIRECTOR

Filing of minutes of shareholders' meeting approving the change



BRAZIL

LEGAL SOURCE	Brazilian Civil Code and Law No. 6.404/1976
ANNUAL COMPLIANCE	
WHO'S IN CHARGE	Shareholders
DOCUMENTS REQUIRED	<ul style="list-style-type: none"> ✓ Filing of the shareholders' meeting minutes ✓ Annual financial statements
REGISTERED AGENT	Not applicable
COMPANY FORMATION	<ul style="list-style-type: none"> ✓ Filing of executed Articles of Incorporation ✓ For Corporations, filing of the minutes of the shareholders' meeting and payment of at least 10% of the initial capital ✓ All directors shall be Brazilian citizens or resident in Brazil ✓ Shareholders not resident in Brazil must appoint a representative residing in Brazil
CHANGE OF DIRECTOR	Filing of minutes of shareholders' meeting approving the change

MEXICO

LEGAL SOURCE	General Law on Commercial Companies
ANNUAL COMPLIANCE	
WHO'S IN CHARGE	Shareholders
DOCUMENTS REQUIRED	<ul style="list-style-type: none"> ✓ Financial statements ✓ Minutes of shareholders' meeting signed by president and secretary of the meeting ✓ Management report ✓ Auditor's report (if applicable)
REGISTERED AGENT	Not applicable
COMPANY FORMATION	<ul style="list-style-type: none"> ✓ Request of use of corporate name to Ministry of Economy ✓ Articles of association/By laws, signed before a notary
CHANGE OF DIRECTOR	Minutes of shareholders' meeting

AFRICA
MENA

ASIA PACIFIC

EUROPE

LATIN
AMERICA

**NORTH
AMERICA**

OFFSHORE

CANADA

LEGAL SOURCE

- ✓ Canada Business Corporations Act (Federal)
- ✓ Provincial legislation

ANNUAL COMPLIANCE

WHO'S IN CHARGE

Directors

DOCUMENTS REQUIRED

- ✓ Comparative financial statements
- ✓ Report of the auditor (if any)
- ✓ Any further information related to the financial position of the company as required by articles, by-laws or any shareholder agreement
- ✓ Annual return

REGISTERED AGENT

Not applicable

COMPANY FORMATION

- ✓ Signed Articles of Incorporation
- ✓ Notice of Registered Address
- ✓ Notice of Directors
- ✓ Under some statutes: 25% of directors must be resident in Canada

CHANGE OF DIRECTOR

- ✓ Removal/appointment of directors: by way of an extraordinary meeting of shareholders
- ✓ File Notice of Change of Directors within 15 days





UNITED STATES (DELAWARE)

LEGAL SOURCE

Delaware General Corporation Law

ANNUAL COMPLIANCE

WHO'S IN CHARGE

Directors

DOCUMENTS REQUIRED

- ✓ Stockholder annual meeting or written resolutions
- ✓ Filing of an annual return

REGISTERED AGENT

Mandatory for every corporation

COMPANY FORMATION

File Certificate of Incorporation, including:

- ✓ name,
- ✓ registered address,
- ✓ nature of business,
- ✓ class of stock,
- ✓ name & mailing address of incorporators,
- ✓ powers of incorporators,
- ✓ list of directors,
- ✓ provisions to managing the business

CHANGE OF DIRECTOR

- ✓ Written consent of Board of Directors
- ✓ No filing is required (any change is mentioned in the Annual Return that is required to be filed annually)

AFRICA
MENA

ASIA PACIFIC

EUROPE

LATIN
AMERICA

NORTH
AMERICA

OFFSHORE



BRITISH VIRGIN ISLANDS

LEGAL SOURCE

BVI Business Companies Act (Revised 2020) as amended by BVI Business Companies (Amendment) Act, 2023

ANNUAL COMPLIANCE

WHO'S IN CHARGE

Director or Registered Agent

DOCUMENTS REQUIRED

Annual Return

REGISTERED AGENT

Mandatory

COMPANY FORMATION

- ✓ Articles and Memorandum of Association
- ✓ Name reservation
- ✓ Incorporation form: R101
- ✓ Signed document of the authorised agent
- ✓ Directors' acceptance letter
- ✓ Share certificate
- ✓ Articles and plan of consolidation
- ✓ Notarized passport copies
- ✓ Bank statements of beneficial owners

CHANGE OF DIRECTOR

Special shareholder's resolution (unless provided otherwise by the company's memorandum of articles)

CAYMAN ISLANDS

LEGAL SOURCE	Companies Act (2023 Revision)
ANNUAL COMPLIANCE	
WHO'S IN CHARGE	Secretary, Manager or Directors
DOCUMENTS REQUIRED	Annual Return (exempted companies / associations not for profit)
REGISTERED AGENT	Not applicable
COMPANY FORMATION	<ul style="list-style-type: none"> √ Company name reservation √ Signed Articles and Memorandum of Association in the presence of at least 1 witness √ Consent form signed by directors √ Beneficial ownership information
CHANGE OF DIRECTOR	<ul style="list-style-type: none"> √ Letter of resignation from resigning director √ Directors or shareholders resolution √ Update register of directors and officers, and report changes to General Registry

JERSEY

LEGAL SOURCE	Companies Law 1991 Financial Services (Disclosure and Provision of Information) (Jersey) Law 2020
ANNUAL COMPLIANCE	
WHO'S IN CHARGE	Directors or Company Secretary
DOCUMENTS REQUIRED	<ul style="list-style-type: none"> √ Accounts - signed by the directors √ Submission of annual confirmation statement (from 2021)
REGISTERED AGENT	Mandatory
COMPANY FORMATION	<ul style="list-style-type: none"> √ Online application √ Memorandum and articles signed by all founders √ Statement authorising an agent (if any) √ Certified proof of ID and address of every beneficial owner and director
CHANGE OF DIRECTOR	<ul style="list-style-type: none"> √ Directors are appointed/removed by ordinary resolution √ Statement containing intended registered address

MAURITIUS

LEGAL SOURCE

Companies Act 2001

ANNUAL COMPLIANCE

WHO'S IN CHARGE

Directors

DOCUMENTS REQUIRED

- ✓ Audited financial statements
- ✓ Annual return

REGISTERED AGENT

Mandatory

COMPANY FORMATION

- ✓ Signed application for incorporation
- ✓ List of all directors/secretary
- ✓ At least 1 or 2 directors residing in Mauritius (depending on entity set up)
- ✓ Notice for name reservation
- ✓ Proposed constitution
- ✓ Incorporation form: S23-F1

CHANGE OF DIRECTOR

- ✓ Ordinary Shareholder's resolutions
- ✓ Form 16 Notice of Appointment
- ✓ Form 17 Notice of Cessation to Hold Office as Director
- ✓ Letter to The Corporate and Business Registration Department for the change of directorship



WE MANAGE. YOU BENEFIT.

1 LANGUAGES

Our teams can operate in all required languages to work with local authorities.

2 IN-PERSON LOCAL PRESENCE

Our regional hubs work hand in hand with our network of local partners.

3 KNOWLEDGE OF LOCAL LEGAL SYSTEM

We know all local processes and regulatory requirements inside out.

4 COST

We identify the right balance of quality and cost to ensure completion on time and on budget.

5 REPUTATIONAL RISK COVERED

We manage corporate secretarial plans from end to end to prevent any costly mistakes.

GET IN TOUCH

PAULINE ZIMMERMANN
Practice Head, Odyssey
www.odyssey.services
pauline.zimmermann@kalexius.com

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