

Brunei

General	
Type of entity	IBC
Type of law	Common
Shelf company availability	Yes
Our time to establish a new company	5 days
Minimum government fees (excluding taxation)	US\$400
Corporate Taxation	No
Double taxation treaty access	No
Share Capital or Equivalent	
Standard currency	US\$
Permitted currencies	Any (Except for Brunei Currency)
Minimum paid up	US\$1
Usual authorised	US\$ 1,000,000
Directors or Managers	
Minimum number	1
Local required	No
Corporate Directors Allowed	Yes
Publicly accessible records	No
Location of meetings	Anywhere
Members	
Minimum number	One
Publicly accessible records	No
Location of meetings	Anywhere
Company Secretary	
Required	Yes
Local or qualified	Local (an officer of registered agent)
Accounts	
Requirement to prepare	Yes (if director considers necessary)
Audit requirements	Optional
Requirement to file accounts	No (any accounts prepared shall be filed at the registered office)
Publicly accessible accounts	No
Other	
Requirement to file annual return	Yes
Change in domicile permitted	Yes

GENERAL INFORMATION

Introduction

The Islamic Sultanate of Brunei Darussalam is situated on the northwest coast of the island of Borneo and on the coastline of the South China Sea with its boundary attached to the Malaysian State of Sarawak. The total land area is about 5,700 sq km and the capital is Bandar Seri Begawan. The climate is equatorial with temperature around 23-32 Degrees Celsius.

Islam is the Official religion of Brunei Darussalam and plays a central role in the life of every Muslim in Brunei Darussalam. Other religions include Christianity and Buddhism.

Population

The population of Brunei was estimated to be about 357,000 in 2004, the communities include mainly Malay, Tutong, Murut with a minority of Chinese and other races.

Political Structure

From the 14th to the 16th centuries Brunei Darussalam was the seat of a powerful sultanate extending over Sabah, Sarawak and the lower Philippines. By the 19th Century the Brunei Darussalam Empire had been whittled away by wars, piracy and the colonial expansion of European powers. In 1888 it became a British protectorate. Britain retained responsibility for the state's defence and foreign affairs until 1984, when the sultanate became fully independent.

Brunei Darussalam's political system is based on the country's written Constitution and the tradition of the Malay Islamic Monarchy. Supreme executive authority vests with His Majesty the Sultan. The Prime Minister, who must be a Brunei Malay professing the Muslim religion belonging to the Shafeite sect, remains with The Sultan. The Ministers, including the Prime Minister, are appointed by The Sultan to hold office at the pleasure of His Majesty. Today they constitute the Council of Cabinet Ministers presided over by His Majesty the Sultan.

Infrastructure and Economy

The travelling time is between 1.5 hours and 3 hours from major Asian financial centers such as Hong Kong, Jakarta, Kuala Lumpur, Manila, Shanghai and Singapore to Brunei Darussalam. There are also direct international flights to other locations in Australia, Europe, Middle East and New Zealand.

Brunei Darussalam has a small but wealthy economy, which is growing at a slow and steady rate. It has remained stable with an average inflation rate of 1.5% over the past twenty years. The people of Brunei Darussalam enjoy a high quality of life with an estimated US\$31,000 per capita income – the second highest in the ASEAN region. Brunei Darussalam's economy has been dominated by the oil and gas industry for the past 80 years. Hydrocarbon resources account for over 90% of its export and more than 50% of its Gross Domestic Product. Today, Brunei is the fourth largest oil producer in South East Asia and the ninth largest exporter of liquefied natural gas in the world. Other primary resources include rice production, fruit farming, forestry and fisheries.

Language

The official language is Malay. Other languages used include English and Chinese.

Currency

Brunei Dollar.

Exchange Control

None.

Type of Law

The legal and administrative systems are based on English Common Law and for Muslims; Islamic Shari'a law supersedes civil law in a number of areas.

Principal Corporate Legislation

International Business Companies Order, 2000.

COMPANY INFORMATION

Type of Company for International Trade and Investment

International Business Company

Procedure to Incorporate

Submission of the Memorandum and Articles of Association and a Certificate from the Registered Agent confirming compliance with the requirements of the Order.

Restrictions on Trading

Cannot trade or own real estate within Brunei Darussalam. Cannot undertake banking, insurance, investment advice or management of mutual fund businesses unless licensed to do so under appropriate Orders. Cannot invite investments from public unless the Registrar has given prior written consent.

Powers of Company

An IBC has the power to perform all acts and engage in all activities necessary to the attainment of the objects of IBC subject to provisions in the Order.

Language of Legislation and Corporate Documents

English.

Shelf Companies Available

Yes

Time to Incorporate

Five days.

Language of Name

English. Other languages can be expressed next to the English name accompanied by a certified translation to the Registrar.

Registered Office Required

Yes, must be maintained in Brunei Darussalam by its registered agent.

Names Requiring Consent or Licence

Any name that is identical or similar to an existing company, or any name that suggests the patronage of His Majesty the Sultan and Yang Di-Pertuan or that of a member of the Royal Family, the Government or local authority of Brunei Darussalam or other country. The word "Brunei" shall only be used appearing in brackets.

Names containing the words – Royal, Bank/Banking, Building Society, Insurance, Assurance, Trust Company, Trustee Company, Chamber of Commerce, Chartered, Cooperative, Imperial, Municipal, Hedge/Hedging, Mortgage, Asset Management, Financial, Life Investment, Managers, Venture Management, Bonds, Funds, Forex, Wealth Management, Investment Management, Exchange, Advisors/ Consulting/ Consultants or a word conveying a similar meaning.

Suffixes to Denote Limited Liability

Limited, Corporation, Incorporated, Société Anonyme, Sociedad Anónima, Berhad, Sendirian Berhad, Gesellschaft mit beschränkter Haftung or their relevant abbreviations.

Disclosure of Beneficial Ownership to Authorities

No.

COMPLIANCE

Authorised and Issued Share Capital



ISO 9001:2000
Certificate Number 91196
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The normal authorised share capital is US\$ 1,000,000 with all of the shares having a par value. There is no additional fee if a large authorised share capital is adopted. The minimum issued capital is one share.

Classes of Shares Permitted

Registered shares, preference shares, redeemable shares and shares with or without voting rights.

Taxation

An IBC does not pay income tax, capital gains tax, stamp duty or other direct tax.

Double Taxation Agreements

Brunei Darussalam has a double tax treaty with Indonesia and a limited treaty with the United Kingdom, however tax credits apply to resident companies only. An IBC will not qualify for tax benefits under these treaties.

Licence Fees

First year fee US\$ 500, thereafter US\$ 400 per year.

Financial Statement Requirements

Whilst there is no requirement to file audited accounts with the authorities, a company should maintain such accounts and records as the directors consider necessary or desirable to reflect the financial position of a company. The accounts of a company shall be kept at its registered office in Brunei and shall at all times be opened to inspection by any director.

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