

How To Register a Company in Trinidad & Tobago — A Step-by-Step Walkthrough

A practical checklist for setting up a T&T subsidiary. Covers name search, incorporation forms, director/secretary appointments, beneficial ownership disclosures, and the post-incorporation registrations for BIR (tax), NIS (social security), and VAT.

Key Points

- Choose the right structure, local subsidiary is usually the right vehicle for a long-term project.
- Reserve the name via CROS (Companies Registry Online System) before drafting documents.
- Prepare Articles of Incorporation (Form 1) and By-laws; appoint at least one director, a secretary, and a registered office.
- Identify beneficial owners (any natural person with $\geq 10\%$ control) and appoint a resident Authorised Officer.
- Register post-incorporation with BIR (tax file number), NIS (social security), and VAT (if turnover threshold met).
- Typical timeline: 2–6 weeks for a straightforward incorporation.

Step 1, Choose the structure

Decide between a local subsidiary (a T&T limited company) and an external company (branch registration). See the Companies Act guide for a fuller comparison. For long-duration, capital-intensive projects, hotels, factories, energy, the local subsidiary is almost always the right choice.

Step 2, Reserve the name

Log into CROS (Companies Registry Online System) and perform a name search. Once you have a viable name, reserve it. The reservation gives you a reference number that will be carried through the incorporation. Names must not be identical or confusingly similar to existing companies. Certain sensitive words (e.g. 'Bank', 'Trust', 'Government') require prior approval from the relevant regulator.

Step 3, Prepare the incorporation package

The key documents:

- Form 1, Articles of Incorporation. Sets out share classes, share capital, restrictions (if any) on transfer of shares, and any restrictions on the business of the company.
- By-laws, internal rules on directors, meetings, officers, indemnities.
- Form 4, Notice of Directors. At least one director required (no residency requirement, but at least one resident director is administratively helpful).
- Form 8, Notice of Registered Office. Must be a physical address in T&T.
- Consent to act as director from each director.
- Consent to act as secretary.

Step 4, Beneficial ownership register

Since 14 October 2024, every application must identify beneficial owners at the outset. A beneficial owner is any natural person who ultimately owns or controls 10% or more of the shares or voting rights, or who otherwise exercises effective control.

Where the direct shareholder is another company, look through until you reach the natural persons. Trusts, foundations, and partnerships each have specific look-through rules, engage local counsel where the structure is complex.

An Authorised Officer must be appointed, a natural person, resident in T&T, responsible for maintaining the beneficial ownership register and for the company's filings.

Step 5, File on CROS

Upload the incorporation package to CROS with the prescribed fee. Simple incorporations are typically approved within a few business days, though more complex structures (e.g. with sensitive names or complex share classes) may take longer.

Once approved, download the Certificate of Incorporation. This is your evidence of legal existence.

Step 6, Post-incorporation registrations

The company is now legally in existence, but cannot operate without further registrations:

- Board of Inland Revenue (BIR), apply for a tax file number and, where applicable, a VAT registration. VAT registration is compulsory if annual commercial supplies exceed the prescribed threshold (currently TT\$600,000).
- National Insurance Board (NIB), register as an employer for social security purposes.
- Ministry of Trade & Industry / TTBizLink, set up the online account you will need for Fiscal Incentives, Import Duty Concessions, and Work Permits.

- Business name (if trading under a name different from the incorporated name).

See the dedicated guide 'How To Register with BIR, VAT, and NIBTT' for the full walkthrough.

Step 7, Open a corporate bank account

Approach an Authorised Dealer (commercial bank) with the Certificate of Incorporation, a board resolution authorising the account opening and specifying signatories, KYC on directors/shareholders/beneficial owners, and source-of-funds documentation. See the dedicated guide 'How To Open a Corporate Bank Account' for the full walkthrough, bank account opening in T&T can take several weeks.

Step 8, Ongoing compliance

Diarise the ongoing obligations from day one:

- Annual return on CROS (Form 4).
- Financial statements filed with CROS.
- Corporation tax return by 30 April (with automatic 6-month extension available).
- VAT returns (bi-monthly or monthly depending on turnover).
- PAYE and NIS remittances (monthly).
- Updates to the beneficial ownership register within 30 days of any change.

Sources

- Legal Affairs T&T, CROS and Companies Registry guidance
- RGD FAQ on Beneficial Ownership (Oct 2024)
- Board of Inland Revenue, Registration requirements

This guide is an informational summary prepared by the Tobago Foreign Direct Investment Commission for the benefit of prospective investors. It does not constitute legal, tax, or financial advice. Legislation and administrative practice change from time to time, always consult a qualified attorney-at-law admitted in Trinidad & Tobago before acting on any of this material. Where a discrepancy exists between this guide and the underlying statute, the statute prevails.