

Redomiciliation To the Isle of Man.

A company incorporated outside the Isle of Man (the “**foreign company**”) can change its place of incorporation to the Isle of Man by applying to the Isle of Man Companies Registry (the “**Companies Registry**”) for continuance as an Isle of Man company. This process is known as redomiciliation.

The foreign company can be continued in the Isle of Man as a company incorporated under the Companies Act 1931 (as amended) or, as is more common in our experience, as a company incorporated under the Companies Act 2006 (as amended). The benefits of an Isle of Man incorporated special purpose vehicle (incorporated under the Companies Act 2006 (as amended)) can be found [here](#).

The Effect of a Redomiciliation

- Redomiciliation to the Isle of Man does not create a new legal entity; the foreign company simply continues as if it was a company incorporated in the Isle of Man (the “**continued company**”).
- All property and assets of the foreign company will continue to be owned by the continued company.
- The continued company will remain liable for all of the existing rights, liabilities and obligations of the foreign company under all existing contracts.
- Any claim or liability in respect of the foreign company remains unaffected and will remain a claim or liability of the continued company.

Overview of the Redomiciliation Process

Application

An application for consent to be continued in the Isle of Man must be submitted to the Companies Registry accompanied by a number of documents including, without limitation, Memorandum and Articles of Association, evidence that the foreign company has obtained all necessary authorisations in the outgoing jurisdiction to enable it to be continued in the Isle of Man and details of all outstanding charges together with the written consent of any charge holders to the application for continuance.

An application fee is also payable.

If the foreign company is to be continued in the Isle of Man under the Companies Act 1931 (as amended), as opposed to the Companies Act 2006 (as amended), there are a number of additional steps which must be taken by the foreign company as part of the application process including, without limitation:

- publishing newspaper notices at least three months before an application for redomiciliation is made;
- obtaining a certificate from an advocate in the Isle of Man confirming, amongst other things, that the above procedures have been complied with; and
- providing copies of audited financial statements (where relevant).

Week 1

Process continued

Consent

If the application is approved, the Companies Registry will grant its written consent to the application. The consent is valid for 12 weeks within which time the foreign company must be continued in the Isle of Man (and any further steps required under the laws of the outgoing jurisdiction completed).

Registration

Prior to the expiry of the aforementioned 12 week timeframe, further documents require to be submitted to the Companies Registry, including, without limitation, a statutory declaration stating that there has been no material change in the information previously supplied to the Companies Registry with the application.

Week 12

Certification

Assuming the Companies Registry is satisfied with the documentation provided to it, a certificate of continuation (the "certificate") will then be issued and the foreign company will become an Isle of Man company as if it were incorporated in the Isle of Man.

The company must then forward a copy of the certificate to the competent authorities in the outgoing jurisdiction within 14 days of the date of the certificate.

Eligibility

It is important to note that redomiciliation is only possible in circumstances where the corresponding outgoing jurisdiction has equivalent legislation which allows the foreign company to be discontinued and to be continued in another jurisdiction.

Any type of company may apply to be continued in the Isle of Man, although the procedure for continuing a company which is involved in an activity which is regulated in the Isle of Man will differ as the foreign company will also have to obtain an appropriate licence from the relevant authority in the Isle of Man. It is, therefore, important to consider contacting and engaging legal counsel before proceeding with a redomiciliation application to ensure that there are no regulatory issues associated with the application.

For more information please contact



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This publication is intended merely to highlight issues and not to be comprehensive, nor to provide legal advice. Should you have any questions on issues reported here or on other areas of law, please contact one of your regular contacts at Cains or the above individuals.

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