

Establishment of a branch in Cyprus

A company incorporated outside Cyprus may establish a branch or representative office in Cyprus provided that within one month from the date of such establishment it registers itself as an overseas company with the Cyprus Company Registrar. This does not amount to the creation of a new legal entity in Cyprus; the entity incorporated abroad simply has a branch, through the overseas company, in Cyprus and may operate through it for its international activities.

Overseas companies (or “branches” as most commonly called) may establish a branch in Cyprus by filing with the Company Registrar the following documents:

- (1) A written report including the following information:
 - the name and legal form of the overseas company, as well as the name of the branch (if it is going to be different from the name of the overseas company);
 - the registered office and address of the overseas company as well as its business address;
 - the purpose and objects of the overseas company;
 - where applicable, the register in the third country, together with the relevant registration number of the overseas company where the basic information about the company has been filed;
 - the amount of the capital subscribed (where applicable);
 - the law of the state governing the company;
 - where applicable information as to the winding-up of the overseas company, the appointment of liquidators, etc.
- (2) Certificate of incorporation of the company (certified).
- (3) The Memorandum and Articles or the charter of the overseas company or any other document defining its constitution (certified).
- (4) List of directors and secretary of the company and their particulars. This shall include names, and surnames, nationality, business occupation, residential address, passport number.
- (5) Name and address of at least one person resident in Cyprus authorized to accept on behalf of the company any notices required to be served to it.

Financial Accounts, Directors’ report and Auditors report

A branch is required to file every financial year financial accounts, Directors’ report and Auditors report. This is a legal requirement that applies for any other company registered in Cyprus. However there is an explicit exemption in the Cyprus Company Law from these obligations for companies of a member state of the European Union which are exempted pursuant to the provisions of the Directives of the European Union

78/660/EEC, 83/349/EEC and 84/253/EE. These exempted companies must deliver to the Cyprus Company Registrar a certificate signed by a director and the secretary of the company stating that it is an exempt company and the law that provides for this exemption. Furthermore a statement from the relevant authority of the home state providing that the said company is exempted pursuant to the provisions of the said law is also required to be filed.

Special Permits – Authorizations

Depending on the activities of the company the permit of the Central Bank may be required if the company shall carry out regulated activities such as banking, insurance, investment etc. This is not applicable for standard commercial transactions.

Notifications and service

Any notice or process shall be considered as properly and sufficiently served on the overseas company if sent by post or left in the name and address of the person whose name has been filed with the Company Registrar as the person for service within the Republic.

Charges by overseas companies

If the overseas company creates any charges over any of its assets that are located in Cyprus then these charges must be registered with the Cyprus Company Registrar in the same manner and procedure as if the company has been incorporated in Cyprus.

Obligations

Every overseas company is obliged under the law to have in legible characters in all of its invoices, notices, official publications and office letters the name of the company, the country of its incorporation and state if the liability of its members is limited

Translation of documents

A lot of the above documentation needs to be translated into Greek and the translation to be filed with the Cyprus Company Registrar.