



FORMATION & REGISTRATION

The Malta Business Registry

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What you need to know before registering a Company?

Incorporation is the process by which a new or existing business registers as a commercial partnership. A commercial partnership can be of the following kinds:

**Partnership en
nom collectif**

**Partnership en
nom commandite**

**Limited Liability
Company**

A commercial partnership is a legal entity with a separate identity from those who own or run it. A limited liability company is the most common form of business entity in Malta.

A business cannot operate as a commercial partnership until it has been registered with the Registrar of Companies under the Companies Act, 1995 at the Malta Business Registry. It may be worthwhile seeking professional advice from a licensed Company Service Provider before deciding what type of commercial partnership is the best way for you to run your business.

Partnership en nom collectif

A partnership *en nom collectif* may be formed by two or more partners and has its obligations guaranteed by the unlimited and joint and several liability of all the partners. However, no action can be taken against the individual partners unless the property of the partnership has first been discussed. For a partnership *en nom collectif* to be constituted, a deed of partnership needs to be registered with the Registrar of Companies.

Partnership en nom Commandite

In a partnership *en nom commandite*, there are two types of partners: the general partner which is unlimitedly liable for the obligations contracted by the partnership and the limited partner. The administration and representation of a partnership *en commandite* shall vest in the general partners. A limited partner shall not perform any act of administration nor transact business on behalf of the partnership *en commandite* except by virtue of a power of attorney given for specified acts or transactions. For a partnership *en commandite* to be constituted, a deed of partnership needs to be registered with the Registrar of Companies.

Limited Liability Companies

A company may have the status of a public or private company. A private company is a company that must by its memorandum and articles:

- **Restricts the right to transfer its shares**
- **Limit the number of members to fifty; and**
- **Prohibit any invitation to the public to subscribe for any shares or debentures of the company.**

A public company is a company that does not qualify as a private company. Public companies may offer shares or debentures to the public but it shall not be lawful for a public company to issue any for of application for its shares or debentures unless the company is registered and the form is issued with a prospectus.

Who may Incorporate a new Incorporation?

A limited liability company may be registered by the shareholders themselves and a partnership may be registered by the partners. Both types of new incorporations can be registered by their authorised representatives namely “subject persons” licensed to act as corporate services provider. Such list of licensed Maltese company service providers can be found on the Malta Financial Services Authority (MFSA) [website](#).

Time required for Incorporation

The length of time for new incorporations depends on whether all information and documentation filed is in order. Once the Registrar has all necessary documentation and information, the process may take from as little as 24 hours.

Where to register

As from 1st March, 2025 new incorporations must be submitted digitally through the MBR web portal – BAROS. This can be done after applying and registering oneself with the Registrar as an “authorised user”, to avail oneself of such innovative facility. The fees applicable can be found in the following [link](#):

Company Name

It is advisable that before registering a Company, the proposed company name is checked with the Registrar.

A company name can be reserved for 3 months through BAROS. The cost of an application to reserve a name is EUR 10. Once expired the proposed name can be reserved for a further 3 months.

The Registrar may refuse a Company name as per Article 70 (1) of the Companies Act if:

- **it is the same as a name of another commercial partnership or so nearly similar as in the opinion of the Registrar it could create confusion;**
- **is in the opinion of the Registrar offensive or otherwise undesirable;**
- **has been reserved for registration for another commercial partnership by a notice in writing to the Registrar given not more than three months before the date of the second request.**

Formation and Registration of Commercial Partnerships

Limited Liability Companies

The memorandum of association of every company shall contain the following information:

- **The name of the company;**
- **The company's registered office in Malta;**
- **The company's electronic mail address;**
- **Whether the company is a public company or a private company;**
- **The objects of the company and in case of a single member company, the main trading activity has to also be specified;**
- **The amount of share capital with which the company proposes to be registered (also referred to as the authorised capital), the division thereof into shares of a fixed amount, the number of shares taken up by each of the subscribers (also referred to as the issue share capital) and the amount paid up in respect of each share and, where the share capital is divided into different classes of shares, the rights attaching to the shares of each class;**
- **The name, residence and identification number of each of the subscribers thereto, and in case of a body corporate acting as subscriber, the name, company number and registered address have to be specified;**
- **The number of the directors, the name, identification number and residence of the first directors and, where any of the directors is a body corporate, the name and registered or principal office of the body corporate; the manner in which the representation of the company is to be exercised, and the name of the first person or persons vested with such representation;**
- **The name and residence of the first company secretary or secretaries;**
- **The period, if any, fixed for the duration of the company; and**

In respect of each shareholder, director, legal and judicial representatives and company secretary, a certified true copy of an official identification document should also be provided. In case of a body corporate a certificate containing the name, company number and registered address should also be provided. A bank or professional reference of a character nature is required in case the individual involved is non-EU shareholder. Such reference must be made within the preceding six (6) months by a warrant holder (lawyer, auditor, accountant, or notary) and must also state that the

warrant holder providing the reference has known the individual for at least one (1) year.

In the case of a public company, the following additional documents shall be annexed to the memorandum:

- **The total amount or an estimate of all the costs payable by the company or chargeable to it by reason of its formation up to the time it is authorised to commence business, and of all the costs relating to transactions leading to such authorisation; and**
- **A description of any special advantage granted, prior to the time the company is authorized to commence business, to anyone who has taken part in the formation of the company or in transactions leading to such authorisation.**

The memorandum of association may be accompanied by the articles of association, which is a document that prescribes the internal regulations of the company.

If the articles of association are not registered, it is assumed that the model articles of association found in the First Schedule to the Companies Act have been adopted.

A limited liability company is validly constituted in accordance with the Companies Act once the memorandum and articles of association and the relevant documentation for the incorporation of the said company are presented to the Registrar for registration. On the registration of the mentioned documentation, the Registrar shall issue a certificate of registration which is conclusive evidence that the company has come into existence and is authorized to commence businesses as from the date of registration indicated in the certificate. Furthermore, the registration of the company by the Registrar shall be without prejudice to any other license or other authorization as may be required in respect of the activities carried on by the company under any other law.

Registered Office

Every company registered in Malta must have a registered office in Malta. This may be at the office of a local licensed company service provider licensed by the Malta Financial Services Authority (MFSA) in terms of the Company Service Providers Act. In cases where the registered office is not that of a licensed company service provider then a proof of address including the premises owner's authorisation for the company to use that proposed registered office will also be required.

Electronic Mail Address

A registered email address is required when one set up a limited liability company. This must be an email address where the Registrar can send communications to the company and whereby third parties can contact the company.

An email address is considered valid if emails sent to it by the Registrar would be expected to come to the attention of a person acting on behalf of the company.

Objects

The Memorandum of Association must specify the objects for which the company is set up. The objects may not be simply stated to be any lawful purpose or trade in general.

Capital Requirements

The minimum authorised share capital of a private company, the minimum authorised share capital is EUR 1,164.69. In case of a public company the minimum authorised share capital is EUR 46,587.47. The authorised share capital shall be subscribed by at least two persons. Nonetheless in case of a single member company, the share capital shall be prescribed by only one person, being the sole shareholder of the company.

Where the authorised share capital is equal to the minimum stipulated by law, as aforesaid, it must be fully subscribed in the memorandum. Where it exceeds such minimum, at least that minimum shall be subscribed in the memorandum.

In the case of a public company, not less than 25%, and in the case of a private company, not less than 20%, of the nominal value of each share taken up shall be paid up on the signing of the memorandum. To evince this, a bank deposit slip confirming that the funds were deposited in a company information account needs to be filed with the memorandum and articles of association.

Directors and Company Secretary

Every private company must have at least one director whereas every public company must have at least two directors.

Every company must have a company secretary. No company may have as a company secretary:

- 1. its sole director unless the company is a private exempt company.**
- 2. as sole director of the company a body corporate, the sole director of which is company secretary to the company.**

It shall be the duty of the directors of a company to take all reasonable steps to ensure that the company secretary is an individual who appears to them to have the requisite knowledge and experience to discharge the functions of company secretary. The law does not require that the company secretary be resident in Malta. A company secretary may also be a duly registered company service provider in terms of the Company Service Providers Act.

Declaration on Beneficial Owners in terms of Regulation 3 - FORM BO1

In the case of the registration of a new company, where anyone of the shareholders of the proposed company is a body corporate, then a Form BO (1) must be filed together with the memorandum and articles of association. Details on the beneficial owner must include: name and surname of the beneficial owner, date of birth, nationality, country of residence, official identification number and country of issue. A certified true copy of the identification documents should also be provided.

Declaration of compliance with article 139 made by persons applying to become directors of a proposed company – FORM K (1)

In accordance with Article 139 (1) & (5) of the Companies Act, each of the proposed director of the company needs to declare in writing that he or she shows explicit consent to be appointed as a director. Furthermore, when a person is being appointed director, such person is required to declare to the Registrar whether he or she is aware of circumstances which could lead to disqualification from holding the office of director. Such circumstances need to take into consideration company law provisions in Malta, particularly the disqualification provisions as contained in the Act as well as any other disqualification arising from other Member States. The Form K (1) needs to be dated not more than one (1) month preceding the date of filing of the Form.

Partnerships

A Deed of partnership needs to be registered, which deed needs to include:

- **The partnership name;**
- **The registered office in Malta of the partnership;**
- **The company's electronic mail address;**
- **The Objects of the partnership, that is to say, whether the objects are trade in general or a particular branch of trade and in the latter case the nature of the trade;**
- **Share capital which is normally listed as 'Contribution' and the contribution of each of the partners specifying the value of the respective contribution of each of the partners;**
- **Name, residential address, and identification document number of each of the partners;**
- **Representation;**
- **The period if any fixed for the duration of the partnership.**

A certified true copy of an official identification document should also be provided in case of individuals. In case of body corporate, a certificate containing the name, company number and registered address must be provided.

If the partners are single, their status must be indicated in the deed and only their signature is required. Nonetheless, in case of a married partner, the status must be indicated and the deed and spouses' signature are required.

In the case of the registration of a partnership, where anyone of the partners of the proposed partnership is a body corporate, then the Form BO (1) must be filed together with the deed of partnership. Details on the beneficial owner must include: name and surname of the beneficial owner, date of birth, nationality, country of residence, official identification number and country of issue. A certified true copy of the identification documents should also be provided.

In case of a partnership '*en commandite*', the same requirements specified for the partnership '*en nom collectif*' apply, with a specification as to which of the partners are general partners and which of them are limited partners. If this specification is not mentioned in the deed of partnership, then the partnership shall be deemed to be a partnership '*en nom collectif*'

The fee payable upon registration of partnership is charged depending on the contribution as prescribed in the Companies Act. No bank deposit slip is required in these cases.

Overseas Companies

An overseas company is a body corporate which is constituted or incorporated outside Malta. Such a company is required by law to deliver to the Registrar for registration the following documentation, within one month of establishing a branch, or place of business in Malta:

- **an authentic copy of the charter, statutes or memorandum and articles of the overseas company or other instrument containing or defining the constitution of the overseas company, and, if the instrument is not written in the English or Maltese Language, a translation thereof into either of such languages, certified to be a correct translation in such manner as may be prescribed;**
- **a list of the directors and company secretary, if any, or of the persons vested with the administration of the overseas company, or a list of the persons vested with the representation of the overseas company. Such lists shall include the following particulars:**
 - in the case of an individual, his name, his residential address, his nationality and his business occupation;
 - and in the case of a body corporate, its registered or corporate name and registered name or principal office;
- **a return containing the following particulars:**
 - the name under which the branch or place of business is carrying on its activities where different from the name of the overseas company;
 - the address of the branch or place of business established in Malta by the overseas company, and where more than one branch or place of business has been established, there shall be indicated the address of the principal branch or place of business;

- the names and addresses of one or more individuals resident in Malta authorised to represent the overseas company for the activities of the branch or place of business established in Malta; and
- the extent of the authority of any individual falling within sub-paragraph, including whether that individual is authorised to act alone or jointly with others, and in the latter case, the name of any person with whom he is authorised to act;
- **unless disclosed by the document specified in the above paragraph, a return containing the following particulars about the overseas company:**
 - the legal form of the overseas company; and
 - the identity of the register in which the overseas company is registered and the number with which it is so registered

In respect of each director, legal and judicial representative, company secretary if applicable and authorised representative, a certified true copy of an official identification document should also be provided. In case of a body corporate a certificate containing the name, company number and registered address should also be provided.

Societas Europaea

A European Company (SE) is a public limited-liability company which is governed by Community law directly applicable in all Member States. It may only be set up within the territory of the European Community. The conditions for this are laid down in two pieces of legislation: the Regulation on the Statute for a European Company (SE) (EC 2157/2001) and the Directive supplementing the Statute for a European Company regarding the involvement of employees (2001/86/EC). Both were adopted by the Council in October 2001. It is an option, rather than an obligation, for companies to establish an SE.

The memorandum of association of an SE company shall contain the following information:

- **The name of a European company which must always contain the abbreviation "SE";**
- **The company's registered office in Malta;**
- **The company's electronic mail address;**
- **The company is a public company;**
- **The objects of the company;**
- **The amount of share capital must be at least €120,000.**
- **The subscribers must be at least two existing body corporates with their registered offices and head offices within the European Union. At least two members of them must be governed by the laws of different Member States. The name, company number and registered address of the body corporates have to be specified;**

- **The number of the directors, the name, identification number and residence of the first directors and, where any of the directors is a body corporate, the name and registered or principal office of the body corporate; the manner in which the representation of the company is to be exercised, and the name of the first person or persons vested with such representation;**
- **The name and residence of the first company secretary or secretaries;**
- **The period, if any, fixed for the duration of the company;**
- **A document containing the total amount or an estimate of all the costs payable by the company or chargeable to it by reason of its formation up to the time it is authorised to commence business, and of all the costs relating to transactions leading to such authorisation; and**
- **A description of any special advantage granted, prior to the time the company is authorized to commence business, to anyone who has taken part in the formation of the company or in transactions leading to such authorisation.**

In respect of each shareholder, director, legal and judicial representative and company secretary, a certified true copy of an official identification document should also be provided. In case of a body corporate a certificate containing the name, company number and registered address should also be provided.

The memorandum of association may be accompanied by the articles of association, which is a document that prescribes the internal regulations of the company.

If the articles of association are not registered, it is assumed that the model articles of association found in the First Schedule to the Companies Act have been adopted.

An SE is validly constituted in accordance with the Companies Act once the memorandum and articles of association and the relevant documentation for the incorporation of the said company are presented to the Registrar for registration. On the registration of the mentioned documentation, the Registrar shall issue a certificate of registration which is conclusive evidence that the SE has come into existence and is authorized to commence businesses as from the date of registration indicated in the certificate. Furthermore, the registration of the company by the Registrar shall be without prejudice to any other license or other authorization as may be required in respect of the activities carried on by the company under any other law.

Declaration of Beneficial Owners in terms of Regulation 3 – FORM BO1

In the case of the registration of a new company, where anyone of the shareholders of the proposed company is a body corporate, then a Form BO (1) must be filed together with the memorandum and articles of association. Details on the beneficial owner must include: name and surname of the beneficial owner, date of birth, nationality, country of residence, official identification number and country of issue. A certified true copy of the identification documents should also be provided.

Declaration of compliance with article 139 made by persons applying to become directors of a proposed company - FORM K (1)

In accordance with Article 139 (1) & (5) of the Companies Act, each of the proposed director of the company needs to declare in writing that he or she shows explicit consent to be appointed as a director. Furthermore, when a person is being appointed director, such person is required to declare to the Registrar whether he or she is aware of circumstances which could lead to disqualification from holding the office of director. Such circumstances need to take into consideration company law provisions in Malta, particularly the disqualification provisions as contained in the Act as well as any other disqualification arising from other Member States. The Form K (1) needs to be dated not more than one (1) month preceding the date of filing of the Form.

European Economic Interest Grouping

The European Economic Interest Grouping (EEIG) is a group established according to the Regulation (EEC) no. 2137/85 and the European Economic Interest Grouping (Implementing Provisions) Law of 2012 (161(I)/2012).

An EEIG is made up of legal persons incorporated according to the legislation of an European Union member-state and have their corporate seat within the European Union and natural persons carrying out business activity in the European Union.

The contract of formation must, as a minimum, contain the following information:

- **its full name which must end with the acronym "EEIG" or the words "European Economic Interest Grouping"**
- **its official address**
- **the objects for which the grouping was formed**
- **the names, registration number and place of registration, if any, of each member of the grouping**
- **the duration of the EEIG, except where this is indefinite**

An EEIG must consist of at least 2 members from different member states but may not employ more than 500 persons.

The EEIG must have at least 2 organs:

- **the members acting collectively and**
- **the manager or managers.**

The managers represent and bind the EEIG in its dealings with third parties even where their acts do not fall within the objects of the grouping.

The issuance of the certificate of incorporation marks the beginning of the EEIG's legal existence and it constitutes undisputable evidence that all the legal requirements regarding its registration, as well as all relevant steps preceding its registration have been complied with. The EEIG's registration number is stated on the certificate of incorporation.

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