



**Johnson, Camacho & Singh**  
*Attorneys-at-Law*

1

# DOING BUSINESS IN TRINIDAD AND TOBAGO

Presented by: Kevin R. Nurse  
Johnson, Camacho & Singh  
Date: 07/06/13

## DISCLAIMER

This presentation is provided for informational purposes only and does not constitute the provision of professional advice of any kind. The information provided herein should not be used as a substitute for consultation with professional advisers. Before making any decision or taking any action, you should consult with a professional adviser who has been provided with all pertinent facts relevant to your particular situation. The author does not accept responsibility for loss to any person who acts or refrains from acting based on the information contained in this presentation.

The information contained in this presentation is based on the author's interpretation of the existing legislation as at June 7, 2013. The law is subject to amendment. Whilst the author has taken care in preparing the presentation, the author cannot and does not accept responsibility for any inaccuracies that may arise.

This document is protected under the copyright laws of Trinidad and Tobago and other countries as an unpublished work.

## CONTENTS

- A. Business structures
- B. Product Licensing
- C. Employment
- D. Work Permits
- E. Trademark registrations

## CONTENTS

- A. **Business structures**
- B. Product Licensing
- C. Employment
- D. Work Permits
- E. Trademark registrations

## A. BUSINESS STRUCTURES

Available business structures include:

- (1) Limited liability company (incorporation/acquisition)
- (2) External company (Branch of a foreign company)
- (3) Joint Venture Company - Special Purpose Vehicle (SPV)
- (4) Contractual Joint Venture
- (5) Distribution Agreements

## A. BUSINESS STRUCTURES

### (1) Limited Liability Company

Features:

- Separate Legal personality from its owner(s) (shareholder(s))
- Enters into contracts in its own name
- Sues in its own name
- Liability of shareholders usually limited by shares

## A. BUSINESS STRUCTURES

### (1) Limited Liability Company (Cont'd)

Incorporation Procedure:

- Apply for name approval and reservation
- Submit following documents
  - Articles of Incorporation
  - Notice of First Directors
  - Notice of Address
- Obtain Certificate of Incorporation
- Timing – two weeks

## A. BUSINESS STRUCTURES

### **(1) Limited Liability Company (Cont'd)**

Capital Requirements:

- No minimum capital requirements
- Stated Capital Account for each share issued by the company



## A. BUSINESS STRUCTURES

### (1) Limited Liability Company (Cont'd)

Shares :

- Shares are without nominal or par value
- Shares may be of different classes with different rights
- Where shares are to be issued to a foreign shareholder a Foreign Investment Notice must be submitted to the Ministry of Finance

## A. BUSINESS STRUCTURES

### (1) Limited Liability Company (Cont'd)

Acquisition of a limited liability company :

- A limited liability company may be purchased by the sale of all of its shares
- Proper Due Diligence should be conducted prior to completing purchase
- Where shares are to be purchased by a foreign shareholder a Foreign Investment Notice must be submitted to the Ministry of Finance

## A. BUSINESS STRUCTURES

### (1) Limited Liability Company (Cont'd)

Ongoing filing/reporting requirements include:

- Annual Return
- Notice of Change of Directors
- Notice of Secretary and Change of Secretary (or Assistant Secretaries)
- Notice of Change of Address
- Notice of Charge

Penalties are incurred for late filings – TT\$300.00 (US\$48.00) / month

## A. BUSINESS STRUCTURES

### (2) External Company (Branch)

Features:

- An extension of the foreign company
- Not a separate legal entity from the foreign company
- Foreign company is liable for debts of the branch
- Must be registered within 14 days of establishing a place of business in Trinidad and Tobago

## A. BUSINESS STRUCTURES

### (2) External Company (Branch) (Cont'd)

Registration procedure:

- No name reservation required – takes the name of its head office
- Registration documents to be submitted:
  - Application for Registration
  - Constituent Documents of foreign company (Certified, Translated and Apostilled)
  - Declaration of Director/Officer
  - Power of Attorney

## A. BUSINESS STRUCTURES

### **(2) External Company (Branch) (Cont'd)**

Registration procedure (cont'd):

- Obtain Certificate of Registration
- Timing – One week from submission of all documents

## A. BUSINESS STRUCTURES

### **(2) External Company (Branch) (Cont'd)**

Ongoing filing/reporting requirements include:

- Annual Return
- Notice of Change of Directors
- Power of Attorney (where change is made)
- Certified copies of the instruments by which any fundamental changes have been made with regard to the company

Penalties are incurred for late filings – TT\$300.00 / month

## A. BUSINESS STRUCTURES

### **(3) Joint Venture Company**

A Special Purpose Vehicle (SPV) in the form of a limited liability company may be incorporated by joint venture parties.

Allows for local content.

The information applicable to a limited liability company will apply to the Joint Venture Company.

Key documents:

- Joint Venture Agreement
- Applicable Articles of Incorporation



## A. BUSINESS STRUCTURES

### (3) Joint Venture Company (Cont'd)

Contents of Joint Venture Agreement:

- Procedures for dealing with deadlock and exit from the Joint Venture
- Appointment of representative directors and their powers
- Dividend Policy
- Decision making procedure
- Minority protection
- Services to be provided to the SPV by the Joint Venture Parties

## A. BUSINESS STRUCTURES

### (4) Contractual Joint Venture

Features:

- Parties enter into a agreement to co-operate on a specified project
- Relationship is governed solely by the contract

## A. BUSINESS STRUCTURES

### (5) Distribution Agreement

Foreign Investors wishing to do business in Trinidad and Tobago may enter into distribution arrangements with local entities.

Distribution arrangements are not governed by statute – under the common law the parties to the contract are free to contract as they wish.

Recommended that the manufacturer/supplier and the distributor enter into a written distribution agreement

## A. BUSINESS STRUCTURES

### **(5) Distribution Agreement (Cont'd)**

Common contents of Distribution Agreement:

- Obligations of the parties
- Provisions as to exclusivity
- Territory covered
- Transfer of title and responsibility for products
- Term and termination
- Post termination responsibilities
- Restrictive covenants – including confidentiality

## CONTENTS

- A. Business structures
- B. Product Licensing**
- C. Employment
- D. Work Permits
- E. Trademark registrations

## B. PRODUCT LICENSING

Approval/Licensing required for:

- Importation of Chemicals, foods and drugs.
- Importation of items on the negative list.

## B. PRODUCT LICENSING

Chemicals, foods and drugs:

- Importation, manufacture or sale of food, cosmetics or drugs into Trinidad and Tobago are subject to prior inspection and approval by the Chemical, Food and Drugs Division (CFDD) of the Ministry of Health.
- Timing: Within 120 days after the filing of an application the Minister of Health on the recommendation of the Drug Advisory Committee shall indicate whether the drug has been approved or whether additional documentation is required.

## B. PRODUCT LICENSING

Customs:

The importation of products appearing on the 'negative list' requires the issuance of an import licence.

Examples:

- Livestock, Fish, Crustaceans and Mollusks
- Oils and fats
- Pesticides
- Ozone Depleting Substances (ODS) and equipment requiring ODS



## CONTENTS

- A. Business structures
- B. Product Licensing
- C. Employment
- D. Work Permits
- E. Trademark registrations

## CONTENTS

- A. Business structures
- B. Product Licensing
- C. Employment**
- D. Work Permits
- E. Trademark registrations

## D. EMPLOYMENT

### Employment Contract:

- Employment contract may be oral or written
- Terms of the employment contract may be expressed or implied
- Contract may take form of individual contract of employment between the employee and employer or a collective agreement negotiated by the representative trade union with the employer
- Common contractual terms include job description, obligations/duties, remuneration, termination and restrictive covenants (where applicable)

## D. EMPLOYMENT

### Employment Benefits:

- Wages/Salaries
- Sickness
- Employment Injury
- Maternity Leave
- Retirement
- Pensions

## D. EMPLOYMENT

### Termination:

- The Employment contract may be terminated either by the employer or the employee
- The employee must be given notice of termination in accordance with the express terms of the employment contract, or such notice as is reasonable where the contract is silent on this issue, or in accordance with statute in certain cases of retrenchment
- The Employer must have proper grounds for termination

## D. EMPLOYMENT

### Termination (cont'd):

- Acceptable reasons for termination:
  - misconduct
  - incapacity
  - operational requirements (retrenchment)
- Dismissal based on misconduct should be a last resort
- Summary dismissal may be permitted in cases of gross misconduct (in which case notice may not be required)

## D. EMPLOYMENT

### Termination Payments:

- Any entitlement to payment of termination benefits to the employee in case of misconduct or incapacity is governed by the employment contract
- The entitlement to payment of severance benefits for retrenchment is governed by the statute.

## CONTENTS

- A. Business structures
- B. Product Licensing
- C. Employment
- D. Work Permits**
- E. Trademark registrations



## E. WORK PERMITS

Non-residents wishing to enter Trinidad and Tobago for work must generally obtain a work permit.

Such a non-resident may enter and work in Trinidad and Tobago for a period of up to 30 days in every 12 consecutive months.

Application is made to the Work Permit Committee of the Ministry of National Security.

The Application Process can be between one to two months.

## CONTENTS

- A. Business structures
- B. Product Licensing
- C. Employment
- D. Work Permits
- E. Trademark registrations**

## F. TRADEMARK REGISTRATIONS

Owner of a registered trade mark has exclusive use of that mark for specified goods and services.

Distinctive marks representing goods or services may be registered using the NICE Classification of Goods and Services.

Registrable marks include a name, symbol, device, brand, heading, label, ticket, signature, letter, numeral or any combination of such which identifies the goods or services provided by the owner of the mark.

Unauthorized use of the same or similar mark permits an action for infringement and liability for damages

## F. TRADEMARK REGISTRATIONS

### Registration Process:

- Application is made to the Intellectual Property Office (IPO)
- Timing – approximately 8 to 12 months for the IPO to process an application
- Mark will be published in newspaper if application successful
- Persons wishing to object to the registration have 3 months to do so
- If no objection the mark is entered onto the register and a certificate of registration is issued

Registration subsists for 10 years



**Johnson, Camacho & Singh**  
*Attorneys-at-Law*

37

## CONTACT INFORMATION

**Kevin R. Nurse**

LLB. (Hons), Pg.Dip

Attorney-at-Law

Senior Associate,

Corporate/Commercial Department,

**Johnson, Camacho & Singh, Attorneys-at-Law**

Tel: 1(868)622-8959 ext. 108

Fax: 1(868)622-2671

Eml: [knurse@jcscaribbeanlaw.com](mailto:knurse@jcscaribbeanlaw.com)