

De stichting

1. General

A Stichting comes in two kinds : the ordinary Stichting and the Stichting Particulier Fonds (private fund). The Stichting Particulier Fonds (SPF) is a separate legal form to the Stichting and is used, among other things, for protection and planning of an estate and as an administrative office or holding company for shares in family companies. The Stichting Particulier Fonds will not be discussed below. A Stichting is a legal entity. It has no members or shareholders and, in this way, is distinguishable from a Stichting and an NV or BV.

A Stichting has a board of directors which may be a one tier board or a two tier board. The articles of association must include, among other things, the name of the Stichting with the word “Stichting” as part of the name, the purpose of the Stichting and the method of appointment and dismissal of its directors. A Stichting aims to achieve a purpose stated in the articles of association by means of assets intended for that purpose.

A Stichting aims to achieve a particular non-profit-making or social purpose. A Stichting may also function as a trust office for the purpose of certifying shares. This often happens in family businesses. A Stichting may be commercial in nature and conduct a business, but the statutory purpose of a Stichting may not be to conduct a business. The purpose of a Stichting may also not be to make payments to founders or to persons who are members of its bodies or others, unless as far as those others are concerned the payments have a non-profit-making or social purpose. This prohibition of payments is an important feature of the Stichting.

2. Incorporation of a Stichting

2.1. Notary

If you choose this legal form it is mandatory to engage a notary: incorporation can only be done by notarial deed. This can be a deed of incorporation or a last will and testament.

The main requirements for legal formation are:

- The notary draws up the notarial deed (containing the articles of association).
- The notary ensures registration with the Chamber of Commerce. The notary is required to do so by law. Usually the founders themselves must apply for an extract from the Chamber of Commerce, but this too may be done through the notary. You should always check this with the notary in question.
- The Notary fees are \$1518 (as determined in the National Ordinance of the Common Court of Justice of Aruba, Curacao, Sint Maarten and of Bonaire, Sint Eustatius and Saba).

There are two notaries on the island you may choose from:

mr. Kenneth F. Arends

Kaya Libertador Simon Bolivar 5

P.O. Box 770

Telephone: (599) 717-1619

Mobile: (599) 795-2129

W: www.notarisarends.com

E: kenneth@notarisarends.com

Opening hours: Monday to Friday 7.30 AM -noon and 1.30 PM- 5PM.

Mr. Robin A. Rispens

Kaya Gresia 13

Telephone: (599) 717-8540

W: www.bonairenotaris.com

E: info@bonairenotaris.com

Opening hours: Monday to Friday 8 AM-12.30 PM and 2 PM-5 PM.

2.2. Commercial Register

2.2.1. General

The Commercial Register holds the basic registration of all companies and legal entities that are active on Bonaire. It may be compared to the civil register of persons, managed by Civil Affairs, in which all persons residing on Bonaire must be registered. Thus, the Commercial Register is the same only aimed at companies.

Why is the Commercial Register important?

- It increases legal certainty (when doing business);
- Third parties consulting the Commercial Register may obtain certain information, such as whether the person with whom they are trading is authorized to act on behalf of a specific company;
- (Impending) bankruptcies are noted in the Register;
- General information (a company's address for example) is public and accessible to everyone. As a company this makes you visible to potential customers.

By law, the Commercial Register is managed by the Chamber of Commerce.

Chamber of Commerce Bonaire

Kaya Amsterdam 23

Telefoon: (599) 717-5595

W: www.bonairechamber.com

E: handelsregister@kvkbonaire.com

Opening hours: www.bonairechamber.com

2.2.2. Which documents are required for incorporation?

Registration Stichting	Online	In person	Notary
Form E (registration Stichting, SPF or Stichting)		X	
Form Q (registration officer legal entity)		X	
Signature form for all directors	X	X	X
Deed of incorporation/articles of association	X	X	X
Valid copy of ID for all directors	X	X	
Proof of address for all directors, not older than three months	X	X	
Proof of address of the company, not older than three months	X	X	

It is a legal requirement to register a Stichting in the Commercial Register within seven days of commencement of operations (which, in the case of a Stichting means the date of incorporation at the notary).

2.2.3. Registration fees (Chamber of Commerce).

With effect from 1 January 2022, the BES Chambers of Commerce and Industry Act, the BES Commercial Registers Act 2009, the BES Commercial Registers Decree 2009 and the BES Chambers of Commerce and Industry Elections Decree will be revised.

The registration fee and the annual contribution rates for organizations registered in the Commercial Register will depend upon their legal structure and it will no longer be determined on the basis of subscribed capital. For NVs and BVs, a distinction will be made between small and large NVs and BVs on the basis of the number of registered officers. Small NVs and BVs (with only one official registered in the Commercial Register) will fall into a lower category than NVs and BVs with several registered officials. In order to be able to calculate the annual contribution, a minimum basic amount must be multiplied by the applicable multiplier for that legal entity. In accordance to the financial regulation, the basic amount as of January 2022 is \$60.

Rechtsvorm	Gewicht jaarlijkse bijdrage	Jaarlijkse bijdrage voor 2023
Eenmanszaak	1	\$ 60
Verenigingen, stichtingen en stichtingen particulier fonds	2	\$ 120
Vennootschappen onder firma en maatschappen	2	\$ 120
Commanditaire vennootschappen	3	\$ 180
Coöperaties en onderlinge waarborgmaatschappijen	3	\$ 180
Kleine N.V en B.V met maar één ingeschreven functionaris in het Handelsregister	3	\$ 180
Grote N.V en B.V met meer dan één functionaris ingeschreven in het Handelsregister	5	\$ 300
Vennootschappen en rechtspersonen opgericht naar het recht van een ander land	5	\$ 300

This fee is mandatory and must be paid within 30 days of receiving the invoice. Invoices are sent annually at the beginning of the year.

[Click here for the current fees.](#)

What are the consequences of non-payment?

If you do not pay your annual dues and you fall one year behind, there may be serious legal consequences:

- A collection agency or a bailiff may be appointed (and additional fees will be charged to the company);
- In extreme cases, the secretary may request the court to dissolve the entire Stichting. In accordance with Book 2 of the Civil Code, failure to pay the annual contribution is already a valid reason for the court to grant this request.

2.3. Permit

2.3.1. Establishment License

2.3.1.1. What is an establishment license?

An establishment license is a permit issued by the government (the Public Entity of Bonaire, OLB) to companies doing business on Bonaire. It is similar to a business license.

2.3.1.2. Do you need an establishment license for a Stichting?

No, it is not necessary to apply for an establishment license for a Stichting. There is, however, an exception to this rule. If the Stichting runs an enterprise, then an establishment permit must be applied for.

2.3.1.3. Where do you apply for an establishment license?

This must be done at the Department for Spatial Planning and Development (part of the OLB)

Kaya Amsterdam 23 (right above the Chamber of Commerce)

Phone: (599) 717-8130

E: directie_ro@bonaire.gov

By law, the process of granting a license should take a maximum of eight weeks (from application to issuance). If the process takes longer, you will obtain the license by default in accordance with the law.

2.4. Taxes

2.4.1. CRIB number

A company, Vereniging or Stichting must report to the tax authorities to obtain a CRIB number. The application form required for this registration may be found by clicking on this [link](#). There are a maximum of five working days between the application and the issuance of a CRIB number.

2.4.2. Where is the Tax Office located?

Belastingdienst Caribisch Netherlands contact details:

Address: Kaya L.D. Gerharts 12

P.O. Box 329

Telephone: (599) 715-8585

Fax number: (599) 717-5207 Collection of funds

Fax number: (599) 717-3336

Taxes: www.belastingdienstcn.nl

Opening hours: Monday to Thursday 8 AM – 4 PM; Friday 8 AM-3.30 PM.

2.4.4. Is a Stichting required to file annual accounts?

If the proceeds are used to fulfill the purpose for which the Stichting was created then generally no gains tax has to be paid. For more information about this we recommend that you contact the tax authorities.

2.4.4. Is een stichting verplicht om een jaarrekening in te dienen?

Yes, a Stichting is required to submit annual financial statements to the tax authorities. According to the law you must do so within nine months after the end of the fiscal year. (For more information please [click here](#)).

2.5. Staff

If you choose to employ staff for your Stichting, you must take into account a number of requirements. If a staff member already resides on Bonaire (a domestic employee), this will not cause too many problems. However, if you want to hire employees from “abroad”, you must follow a number of procedures.

2.5.1. Procedure to hire a foreign employee

Stage 1

The company should post a vacancy for the relevant position with the aim of determining whether a domestic employee would be available. It is advisable to also submit the vacancy to the OLB (Unit for Social Affairs) as they have created a vacancy database where they can check whether or not there are domestic workers available for the position in question. This process may take the OLB up to five weeks to complete.

Stage 2

If no suitable domestic workers are available then you may start considering foreign workers. In such cases you must start the tewerkstellingsvergunning (TWV) (employment or work permit) process. You must have a TWV before you bring in an employee from abroad.

It is important that the residence permit and work permit for the foreign employee are submitted to the Immigration and Naturalization Service (IND) simultaneously. The foreign employee must wait abroad until the permits are approved. Would you like to know more about the work permit and whether you need to apply for one in a specific case? A special info-graphic has been created for this purpose. Please visit [Infographic TWV for more information](#).

Work Permit

A work permit gives people from abroad the right to work and may only be applied for when there are no candidates on the labor market in the Caribbean Netherlands (in other words, there are no domestic workers available). The application for a TWV must be submitted to the Immigration and Naturalization Service Caribbean Netherlands (INDCN) for it to be processed by the Department for Social Affairs. [Click here](#) to access the TWV application form.

2.5.1.1 Admission requirements for a person with a Dutch or American passport

A person with a Dutch passport may be admitted by operation of law. The statement “admission by operation of law” has to be submitted to the IND. Please find the application [form here](#). There is no need to wait abroad for the result of the application; this may be done on Bonaire. However, it is preferred that the candidate already has work on the island. If this is the case, an employer’s statement submitted together with the application form will suffice. American passport holders are treated in the same way as Dutch passport holders. The procedure above, therefore, also applies to them.

2.5.1.2 Admission requirements for someone with a different passport

If the person in question has a nationality other than Dutch or American, they must apply for a residence permit (possibly combined with a work permit). Below you will find links to the relevant forms that apply in each case.

For foreign nationals:

- [Provisional residence permit \(MVV\)’ + list of documents\(MBES1\)](#)
- [Temporary residence permit with MVV + list of documents\(MBES2\)\)](#)
- [Temporary residence permit without MVV or change of purpose of stay + list of documents \(MBES3\)](#)
- [Extension of validity of temporary residence permit \(MBES4\)](#)
- [Permanent residence permit + list of documents \(MBES5\)](#)
- [Return visa \(MBES10\)](#)

Attachments (the relevant ones are listed on the application form)

- [Declaration of intent and referral request TB test \(MBES22\)](#)
- [Declaration of relationship \(MBES23\)](#)
- [Declaration of marital status of minor > 15 years \(MBES24\)](#)
- [Declaration of permission for departure abroad of a minor \(MBES25\)](#)
- [Proof of sponsorship/guarantee \(MBES26\)](#)
- [Awareness Statement on the right to temporary residence \(MBES27\)](#)
- [Proof of sponsorship/guarantee educational institution \(MBES28\)](#)
- [Employer’s statement / proof of independent, sustainable and sufficient resources \(MBES29\)](#)

2.5.2. Tax Office

It is possible to employ staff in a Stichting and you may indicate this on the Tax Office registration form. It may also be possible that you decide to hire staff later on. In such cases, please visit the Tax Office first to acquire the appropriate forms or to get more information.

3.1. Dissolution

To permanently dissolve a Stichting, the following documents must be submitted to the Chamber of Commerce:

- Chamber form S, dissolution form, signed by persons indicated in the articles of association.
You may download this form [here](#).
- Chamber form Z, resignation of the board.
- A valid resolution to dissolve the Stichting in accordance with statutory and legal requirements.
- ID to identify authorized persons signing the forms.
- Government Gazette announcement
- Form T, final statement.

After the resignation of the board, a liquidator should be appointed. This person will take care of the liquidation process and will then resign.

If you need more information or an explanation about the various legal entities you may always contact the BIS department bis@kvkbonaire.com