

Business Licensing Guidelines

Business Licensing Ordinance (AB 1990 No. GT 55)

Department of Economic Affairs, Commerce & Industry



Edition | November 2012



Definitions for the application of the guidelines

Locals	A person born in Aruba holding the Dutch nationality or a person nationalized as a Dutch citizen in Aruba and is 18 years or older and who does not require a business license to establish and/or operate a business in Aruba.
Category A	A natural person with (long-standing) ties to Aruba but is required to retain a business license, as well as a legal person in possession of the required license pursuant to the “Vestigingsverordening Bedrijven” (Business Licensing Ordinance).
Category B	All others

A person falls into category A when:

- a) he is a foreign born Dutch national residing in Aruba for at least 5 years uninterruptedly and can provide proof by means of a Statement of Registration issued by the Population Register of Aruba, and are also in possession of an *admission permit for an indefinite period of time or a statement of admission pursuant to the “Landsverordening toelating, uitzetting en verwijdering” (Admittance, deportation and removal ordinance)*.
- b) he is a foreign born to at least one parent who is an Aruban born Dutch citizen and can provide proof by means of official documents.
- c) he is a foreigner residing in Aruba for at least 10 years uninterruptedly and can provide proof by means of a Statement of Registration issued by the Population Register of Aruba and are also in possession of an admission permit for an indefinite period of time pursuant to the Admittance, deportation and removal ordinance.
- d) he is a foreign born Dutch national residing in Aruba for at least 3 years and can provide proof by means of a Statement of Registration issued by the Population Register of Aruba, and are also married to an Aruban born Dutch citizen for at least 1 year and can provide proof by means of official documents, and are in possession of a valid admission permit without a work ban or are of legal residence pursuant to the Admittance, deportation and removal ordinance.
- e) he is a foreign born Dutch national residing in Aruba for at least 1 year and can provide proof by means of a Statement of Registration issued by the Population Register of Aruba, and are also married to an Aruban born Dutch citizen for at least 3 years and can provide proof by means of official documents, and are in possession of a valid admission permit without a work ban or are of legal residence pursuant to the Admittance, deportation and removal ordinance.
- f) he is a foreigner residing in Aruba for at least 5 years and can provide proof by means of a Statement of Registration issued by the Population Register of Aruba, and are also married to an Aruban born Dutch citizen for at least 3 years and can provide proof by means of official documents, and are in possession of a valid admission permit without a work ban or are of legal residence pursuant to the Admittance, deportation and removal ordinance.
- g) he is a foreigner residing in Aruba for at least 3 years and can provide proof by means of a Statement of Registration issued by the Population Register of Aruba, and are also married to an Aruban born Dutch citizen for at least 5 years and can provide proof by means of official documents, and are in possession of a valid admission permit without a work ban or are of legal residence pursuant to the Admittance, deportation and removal ordinance.

What types of business licenses are there?

1 Sole Proprietorship | Eenmanszaak

Positive evaluation, provided the individual pertains to Category A.

2 General Partnership | Vennootschap Onder Firma (V.O.F.)

Positive evaluation, provided the individual pertains to Category A albeit with a local partner(s) or not.

3 In Aruba domiciled Corporation (Naamloze Vennootschap N.V.) Limited Liability Company (Vennootschap met beperkte aansprakelijkheid V.B.A.) Aruba Exempt Corporation (Aruba vrijgestelde vennootschap A.V.V.) with exclusively locals as shareholders

Positive evaluation, for the N.V., V.B.A. or A.V.V. as well as for the managing director(s), provided they pertain to Category A.

4 In Aruba domiciled Corporation (Naamloze Vennootschap N.V.) Limited Liability Company (Vennootschap met beperkte aansprakelijkheid V.B.A.) Aruba Exempt Corporation (Aruba vrijgestelde vennootschap A.V.V.) with locals and one or more individuals pertaining to Category A as shareholders

Positive evaluation, for the N.V., V.B.A. or A.V.V. as well as for the managing director(s), provided they pertain to Category A.

5 In Aruba domiciled Corporation (Naamloze Vennootschap N.V.) Limited Liability Company (Vennootschap met beperkte aansprakelijkheid V.B.A.) Aruba Exempt Corporation (Aruba vrijgestelde vennootschap A.V.V.) with exclusively one or more individuals pertaining to Category A as shareholders

Positive evaluation, for the N.V., V.B.A. or A.V.V. as well as for the managing director(s), provided they pertain to Category A.

**Foreign established Corporation or
In Aruba domiciled Corporation (Naamloze Vennootschap N.V.)
Limited Liability Company (Vennootschap met beperkte aansprakelijkheid V.B.A.)
Aruba Exempt Corporation (Aruba vrijgestelde vennootschap A.V.V.)
with the majority or all of the shares being held by one or more individuals
pertaining to Category B**

Positive evaluation will be extended to business license of the legal entity and for a maximum of 3 permits for directors, including both shareholders and non-shareholders.

This form of business license will only be issued for the following business activities:

- a) Specialist work/labor for a definite period of time for the oil refinery or in the oil refining field.
This should be clearly stated in a contract.
- b) Construction, expansion and/or renovation of a hotel or a government project for which an international tender is required or obligatory.
This should be clearly stated in a contract.
- c) The construction of a new hotel in accordance with the tourism policy of the Government of Aruba.
- d) Operation of a hotel or casino.
- e) Establishment of environmentally friendly processing industries e.g. high technological level of processing of raw materials into semi manufactures and or semi manufactures into end products.
These industries should be capital intensive with initial investments of at least AWG. 1.000.000 (± US\$ 600.000).
- f) The operation of an exclusive business of, among others, a well-known brand name (whose products cannot be resold by a third party) or innovative businesses that contribute to the diversification of the Aruban economy.
- g) Specialist operations that create high quality jobs that are not available in Aruba.
At least 80% of the employees should have a higher level of professional and intellectual capability.
- h) Purchasing of the assets of an existing business (excluding its real estate) that has already been operating for at least 5 years with the required business license and for which the investment amount is at least AWG. 500.000 (± US\$ 300.000).
Such a license will only be granted for the continuation of the business activities for which the license was previously granted.
Please note: Changes to the nature of the business activities of the company can only be made 3 years after the license has been granted.
Furthermore, the aforementioned are subject to evaluation compliant with policy guidelines.
- i) Purchasing of an existing business property, where the investment amount is at least AWG. 1.000.000 (± US\$ 600.000), in order to continue leasing it out as such.
Such a license will only be granted for the continuation of the business activities for which the license was previously granted.
Please note: Changes to the nature of the business activities of the company can only be made 3 years after the license has been granted.
Furthermore, the aforementioned are subject to evaluation compliant with policy guidelines.
- j) Business activities that is concentrated in the San Nicolas area.
This includes activities to stimulate and/or revive the downtown and surrounding areas of San Nicolas as well as its service related activities.
This license is site-specific (i.e. bound to only the San Nicolas area) for a period of at least 5 years.

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**In Aruba domiciled Corporation (Naamloze Vennootschap N.V.)
Limited Liability Company (Vennootschap met beperkte aansprakelijkheid V.B.A.)
Aruba Exempt Corporation (Aruba vrijgestelde vennootschap A.V.V.)
with at least 60% of the shares being held by locals and/or by one or more individuals pertaining to Category A**

Positive evaluation, for the N.V., V.B.A. or A.V.V. provided that only locals and or the individuals pertaining to Category A are permitted to act as managing directors of the N.V., V.B.A or A.V.V.



Pursuant to the Regional development ordinance (*Landsverordening ruimtelijk ontwikkeling*, AB 2006 no. 38), all businesses listed under points 1 through 7 are required to have an adequate place of business.

8 Director's License

- Positive evaluation, provided the individual pertains to Category A.
- In the case that an individual pertaining to Category B is appointed to act as director of either a foreign established company or an in Aruba domiciled company, a positive evaluation will only be given if the business activities mentioned under point nr. 6 apply.
- In the case that an individual pertaining to Category B acquires all or at least 60% of the shares of an in Aruba domiciled company and for which there is an investment amount of AWG 500.000 (± US\$ 300.000) and is appointed to act as director, a positive evaluation for the director's license will only be given if the company has been operating for more than 5 years with the required business license.

Please note: Changes to the nature of the business activities of the company for which a license was previously granted can only be made 3 years after the director's license has been granted.

Furthermore, the aforementioned are subject to evaluation for compliance with policy guidelines.

In some instances you may want to expand or amend an existing business license. Other times you may want to relocate your business or establish a branch. Points 9 through 12 give an overview of the provisions that apply, should these factors arise.



9 Expansion of an existing business license

A positive evaluation will be extended if the application for expansion is in direct relation to the company objectives as described in the existing establishment license. In addition, expansions to an N.V., V.B.A or A.V.V. business license should be statutorily permissible.

10 Amendment of an existing business license

Amendments to an existing business license will be assessed based on policy guidelines.
Moreover, pursuant to the Regional development ordinance (*Landsverordening ruimtelijk ontwikkeling*, AB2006 no. 38), the company is required to have an adequate place of business.
In addition, amendments of the business objectives of the N.V., V.B.A or A.V.V. should be statutorily permissible.

11 Relocation of an existing business

The transfer request will be granted following a positive evaluation.
Please note: The company should have an adequate place of business pursuant to the Regional development ordinance (*Landsverordening ruimtelijk ontwikkeling*, AB2006 no. 38).
Moreover, when the company engages in any of the cases mentioned under point 6, the transfer request will be subject to evaluation for compliance with policy guidelines.

12 Establishment of a branch for an in Aruba domiciled company other than at the location of the main headquarter for which a license already exists

The establishment or amendment request will be granted following a positive evaluation.
Please note: The company should have an adequate place of business pursuant to the Regional development ordinance (*Landsverordening ruimtelijk ontwikkeling*, AB2006 no. 38).
In addition, in the case of a corporation or a legal entity, their business objectives should be statutorily permissible.
Moreover, when the company engages in any of the cases mentioned under point 6, the establishment or amendment request will be subject to evaluation for compliance with policy guidelines.



Locals do not require a business license to establish a sole proprietorship, general partnership and/or to act as director of a N.V., V.B.A., or A.V.V. However they do need to register their business or management position at the Chamber of Commerce.



If the shareholder(s) or managing director(s) of an N.V., V.B.A., or an A.V.V. is(are) an in Aruba naturalized Dutch citizen and is(are) 18 years or older must provide proof by means of an original certificate of Dutch citizenship with the date and number of the decision (Koninklijk Besluit) and an original statement of Registration (Afls. 10,-) (not older than 3 months) issued by the Population Registration of Aruba.

Important notes



- Granting of a license pursuant to the Business establishment ordinance (Vestigingsverordening Bedrijven) does not imply automatic approval of other required licenses.
- Pursuant to the Regional development ordinance (*Landsverordening ruimtelijk ontwikkeling*, AB 2006 no. 38), all business types are required to have an adequate place of business.
- The activities per location should be related to each other at all times.

Exceptions can be made in special cases, depending on the investment and the use and arrangement of the business premises. These cases are subject to evaluation in compliance with policy guidelines.

Documents to be submitted when applying for a business license (as far as applicable)

Note

- All petitions have to be provided with an Afls. 4,- receipt stamp pursuant to the Stamp ordinance (Zegelverordening, AB 1998 No. GT 1).
- All petitions have to be provided with the necessary documents in order to be considered.
For assistance regarding the documents that need to be submitted please contact the **HELPDESK** at the Department of Economic Affairs, Commerce and Industry.



Sole Proprietorship

- Copy of the passport and/or ID card of the stakeholder.
- Original Statement of Registration (Afls. 10,-) of the stakeholder (*not older than 3 months*) issued by the Population Registration of Aruba.
- Original certificate of good behavior of the stakeholder (*not older than 3 months*). The stakeholder who is a registered resident can request this certificate at the Public Prosecutions Office of Aruba. Stakeholders who are non-residents should acquire this certificate from the competent authority.
- Copy of the admissions permit of the stakeholder pursuant to the Admittance, deportation and removal ordinance.
- Copy of the birth certificate if the stakeholder is an individual pertaining to Category A subsection b, and is an offspring of an Aruban born Dutch citizen, in which case a copy of the passport of the parent is also required.
- Copy of the marriage certificate and a Certificate of Registration (Afls. 5) in the Population Register of Aruba (*not older than 3 months*) if the stakeholder is an individual pertaining to Category A subsection d, e, f, and g, and is married to an Aruban born Dutch citizen, in which case a copy of the passport of the spouse is also required.
- Original extract from the Chamber of Commerce, in cases of acquisitions, of the to be acquired proprietorship.
- Statement of no objection from the owner of the proprietorship regarding the acquisition along with a copy of his/her passport or ID card, if the business is acquired by an individual pertaining to Category A.

General Partnership

- Contractual agreement of the partnership.
- Copy of the passport and/or ID card of the partners.
- Original Statement of Registration (Afls. 10,-) of the partners (*not older than 3 months*) issued by the Population Registration of Aruba. The statement is only necessary if the partner is an individual pertaining to Category A.
- Original certificate of good behavior of the partners (*not older than 3 months*). The partners that are registered residents can request this certificate at the Public Prosecutions Office of Aruba. Partners that are non-residents should acquire this certificate from the competent authority.
- Copy of the admissions permit of the partners pursuant to the Admittance, deportation and removal ordinance.
- Copy of the birth certificate if the partner is an individual pertaining to Category A subsection b, and is an offspring of an Aruban born Dutch citizen, in which case a copy of the passport of the parent is also required.
- Copy of the marriage certificate and a Certificate of Registration (Afls. 5) in the Population Register of Aruba (*not older than 3 months*) if the stakeholder is an individual pertaining to Category A subsection d, e, f, and g, and is married to an Aruban born Dutch citizen in which case a copy of the passport of the spouse is also required.

Corporation | Limited Liability Company | Aruba Exempt Corporation

- Copy of the deed of incorporation
- Copy of the deed of the transfer of shares
- Copy of the share register
- Copy of the passport and/or ID card of the shareholder(s) and managing director(s).
- Original Statement of Registration (Afls. 10,-) of the shareholder(s) and managing director(s), (*not older than 3 months*) issued by the Population Registration of Aruba. The statement is only necessary if the shareholder(s) or managing director(s) are individuals pertaining to Category A.
- Original certificate of good behavior of the shareholder(s) and managing director(s). The shareholder(s) and managing director(s) who are registered residents can request this certificate at the Public Prosecutions Office of Aruba. The shareholder(s) and managing director(s) who are non-residents should acquire this certificate from the competent authority.
- Copy of the admissions permit of the shareholder(s) and managing director(s) pursuant to the Admittance, deportation and removal ordinance.
- Copy of the birth certificate if the shareholder or managing director is an individual pertaining to Category A subsection b, and is an offspring of an Aruban born Dutch citizen, in which case a copy of the passport of the parent is also required.
- Copy of the marriage certificate and a Certificate of Registration (Afls. 5) in the Population Register of Aruba (*not older than 3 months*) if the shareholder or managing director is an individual pertaining to Category A subsection d, e, f, and g, and is married to an Aruban born Dutch citizen, in which case a copy of the passport of the spouse is also required.
- Copy of the share register of the legal entity that is a shareholder and/or managing director of the corporation.
- Original extract from the Chamber of Commerce (*not older than 3 months*) of a legal entity that is a shareholder and/or managing director of a Corporation, Limited Liability Company or an Aruba Exempt Corporation.
- Copy of the business license of the legal entity that is a shareholder and/or managing director of the Corporation, Limited Liability Company or Aruba Exempt Corporation.
- Original extract from the Chamber of Commerce (*not older than 3 months*), in cases of acquisitions of a sole proprietorship, of the to be acquired proprietorship.
- Statement of no objection from the owner of the proprietorship regarding the acquisition along with a copy of his/her passport or ID card, if the business is acquired by a Corporation, Limited Liability Company or an Aruba Exempt Corporation in which he does not participate.

Director's License

- Minutes of the shareholders meetings when appointing or dismissing the managing director of the Corporation, Limited Liability Company or an Aruba Exempt Corporation.
- Copy of the business license.
- Deed of the transfer of shares.
- Copy of the share register.
- Copy of the passport and/or ID card of the managing director(s).
- A Statement of Registration (Afls. 10,-) of the managing director(s), (*not older than 3 months*) issued by the Population Registration of Aruba.
- Original certificate of good behavior of the managing director(s). The managing director(s) who is(are) a registered resident can request this certificate at the Public Prosecutions Office of Aruba. The managing director(s) who is(are) a non-resident should acquire this certificate from the competent authority.
- Copy of the admissions permit of the managing director(s) pursuant to the Admittance, deportation and removal ordinance.
- Copy of the birth certificate if the managing director is an individual pertaining to Category A subsection b, and is an offspring of an Aruban born Dutch citizen, in which case a copy of the passport of the parent is also required.
- Copy of the marriage certificate and a Certificate of Registration (Afls. 5) in the Population Register of Aruba (*not older than 3 months*) if the managing director is an individual pertaining to Category A subsection d, e, f, and g, and is married to an Aruban born Dutch citizen, in which case a copy of the passport of the spouse is also required.
- Copy of the share register of the legal entity that will act as the managing director of the Corporation, Limited Liability Company or Aruba Exempt Corporation.
- Copy of the business license of the legal entity that will act as the managing director of the Corporation, Limited Liability Company or Aruba Exempt Corporation.
- Original extract from the Chamber of Commerce (*not older than 3 months*) of the legal entity that will act as the managing director of the Corporation, Limited Liability Company or Aruba Exempt Corporation.

Documents to be submitted when applying for a business objective expansion | business objective amendment | business relocation

Sole Proprietorship | General Partnership

- Copy of the passport and/or ID card of the applicant.
- Original extract from the Chamber of Commerce (*not older than 3 months*) of the company.
- Copy of the business license of the company.

Corporation | Limited Liability Company | Aruba Exempt Company

- Copy of the passport and/or ID card of the applicant.
- Original extract from the Chamber of Commerce (*not older than 3 months*) of the company.
- Copy of the business license of the company.
- Copy of the deed of amendments to the statutes (*if the amendments are not already recorded in the statutes*).

Documents to be submitted when applying for a branch establishment

Corporation | Limited Liability Company | Aruba Exempt Company

- Copy of the passport and/or ID card of the applicant.
 - Original extract from the Chamber of Commerce (*not older than 3 months*) of the company.
 - Copy of the business license of the main headquarters of the company.
 - Copy of the deed of amendments to the statutes (*if the amendments are not already recorded in the statutes*).
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Granting of an establishment license to a Corporation, Limited Liability Company or an Aruba Exempt Corporation shall be conditional on the provision that:



- The shares are registered, numbered consecutively, and in as far as applicable, entered in a register made for this purpose by, and in the custody of the Board of Managing Directors, stating the names, given names, occupations and addresses of the holders.
- The aforementioned registry shall be open for inspection by the Minister of Economic Affairs and/or one or more civil servants designated by him for this purpose.

Special Cases



- A copy of a valid contract is required for specialist labor and other types of activities with a definite period of time.
- A copy of the Articles of Incorporation if the company is established under foreign laws.
- A feasibility study for businesses with an investment of Afls. 500.000 or more.
- Proof of financing for businesses with an investment of Afls. 500.000 or more.
- A valuation report of the acquired business' assets as described under point 6-h.
- Copy of the purchase contract and/or deed of transfer in cases of acquisitions as described under point 6-i.

Please note that the Business licensing ordinance is not applicable to:



- Companies in the Free Zone (Article 6, paragraph 1, State ordinance Free Zones, AB 1998 No. GT 7);
- Credit institutions (Article 1, paragraph 1, State ordinance supervision credit system, AB 1998 No. 16);
- Insurance companies (Article 2, paragraph 5. State ordinance supervisions insurance industry, AB 2000 No. 82);
- Trust companies (Article 2, subdivision 3, State ordinance supervision trust companies, AB 2009 No. 13);
- Vendors (Article 3, subdivision b, Business licensing ordinance, AB 1990 No. GT 55 and article 45, General police ordinance, AB 1995 No. GT 8);
- Businesses pertaining to public law (Article 3, subdivision a, of the Business establishment ordinance);
- Agriculture, livestock and fishery businesses (Article 3, subdivision c, of the Business establishment ordinance).



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