



# Healy Consultants



## Philippines Private Foundation Invoice

Client to provide

Company Reg. No.: 921530

Address to be provided

Date: Friday, February 17, 2017

Invoice No: 2017 – 06 – 003p

| Professional services for Philippines Private Foundation                          | Notes | Year 1 US\$   | Year 2 US\$  |
|-----------------------------------------------------------------------------------|-------|---------------|--------------|
| Philippines non-stock company (foundation) <a href="#">formation fees</a>         | 1.    | 8,350         | 0            |
| Philippines resident agent fees                                                   | 2.    | 1,450         | 1,450        |
| Estimated Philippines <a href="#">Government registration</a> fees                | 3.    | 790           | 0            |
| Philippines foundation <a href="#">bank account opening</a> fees (without travel) | 4.    | 2,950         | 0            |
| <a href="#">Project management</a> fees for a 4 months engagement                 | 5.    | 6,950         | 0            |
| Estimate of annual <a href="#">accounting and tax</a> fees                        | 6.    | 0             | 2,300        |
| <b>Total</b> Healy Consultants fees payable this month                            | 7.    | <b>20,490</b> | 0            |
| Estimate of total Healy Consultants fees payable after 12 months                  | 8.    |               | <b>3,750</b> |

**Note:** this invoice needs to be tailored for each Client. The above services and fees represent the average requirements of our Clients. I recommend you carefully read the notes within the attached draft invoices to confirm and understand all services required by your Firm, eliminating the risk of unwanted fee surprises during the engagement;

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### Notes to invoice above

1. Healy Consultants' fees to legally register our Clients' Philippines private foundation (non stock company) within [three months \(click link\)](#) by **i)** choosing the optimum activities for our Client's foundation **ii)** registering the foundation name with the [Securities and Exchange Commission](#) **iii)** settling our accountants' and lawyers' fees and **iv)** preparing a high quality foundation deed;

All [engagement fees \(click link\)](#) are agreed and paid up front and agree to the fees published on our country web pages. Consequently, there are no hidden fees or surprises or ambushes throughout the engagement. All engagement deadlines are agreed up front in the form of [a detailed project plan](#), mapping out deliverables by week throughout the engagement term.



Every week during the engagement, Healy Consultants will email our Client a [detailed status update](#). Our Client is immediately informed of engagement problems together with solutions. Your dedicated engagement manager is reachable by phone, Skype, live chat and email and will communicate in your preferred language;

2. In accordance with the [Corporation Code of the Philippines](#), each Philippines foundation must appoint a resident agent, who may be a natural person or a body corporate, but must be resident in Philippines. Healy Consultants will be the Philippines resident agent for our Client and our annual responsibilities include **i)** preparing and filing the legal annual return; **ii)** securely maintaining foundation records; **iii)** liaising with the Philippines government on our Client's behalf; **iv)** legal filing of changes of company structure; and **v)** reminding our Client of statutory deadlines;
3. This fee is an estimate of government costs payable during your Firm's engagement. For transparency purposes, all government fee payments will be supported by original receipts and invoices. Examples of government costs include **i)** registering with the [Securities and Exchange Commission](#) **ii)** registering with the [Philippines Council for NGO certification](#) and **iii)** registering the foundation for tax-exempt status with [Bureau of internal revenue](#). Following engagement completion, Healy Consultants will refund our Client any excess of funds received over actual Government costs paid;

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4. Healy Consultants will be pleased to open a Philippines foundation bank account without our Client travelling. It is a time consuming task, Healy Consultants will shelter our Client from the administrative challenges. As you can appreciate, it is a difficult task to obtain bank account approval through a newly formed foundation, when board members and bank signatories reside overseas. Healy Consultants will prepare a business plan for the bank to optimize the probability of foundation bank account approval. Depending on our Client business and nationality, there is a 20% probability the banks will request a bank signatory to travel for a one-hour bank interview. Healy Consultants will try its best to negotiate with the bank for a travel exemption. If our Client must travel to Philippines for foundation bank account opening, Healy Consultants will refund our Client US\$950;

If our Client is not comfortable with only a Philippines bank account, Healy Consultants will be pleased to open [an international corporate bank account](#) (click link) outside of Philippines. Examples include New York, Germany, Liechtenstein, Austria, Bulgaria, South Africa, Singapore, London, South America or Dubai. All banks will be top tier banks in these countries with excellent internet banking services. Example of our global banking partners include HSBC, Standard Chartered Bank, Citibank, Barclays, Bank of China, ANZ bank, ABN Amro, UBS, Credit Suisse;

The banks enjoys ultimate power of approval of foundation bank account applications. Consequently, guaranteed success is outside of Healy Consultants' control. What is inside our control is the preparation and submission of a high quality bank application that maximizes the likelihood of approval. To date, we enjoy a 100% approval record because of [our global banking relationships](#) and determination;

Global banks continue to tighten corporate bank account opening procedures, their internal compliance departments completing more thorough due diligence of Clients. Consequently, our Clients should expect the bank account approval period to take up to 4 weeks. Furthermore, global banks now require evidence of proof of business in the country where the corporate bank account will be, including sales contracts or lease agreement;



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5. This cost includes Healy Consultants' fees to thoroughly research and plan Philippines private foundation set up for our Client including **i)** payment of retainer fees to multiple lawyers, accountants and other consulting firms **ii)** preparation of a detailed project plan with timelines **iii)** time taken to determine the optimum Philippines corporate structure, including preparation of a detailed comparison table against other jurisdictions **iv)** ascertain the specific accounting, tax, legal and compliance considerations **v)** finding solutions to [challenges that occur](#) throughout the engagement and **vi)** completing a detailed, 23-page engagement strategy document from all of the above;

This cost also includes Healy Consultants' fees to efficiently and effectively project manage and timely complete our Client's engagement including **i)** injecting the initial capital on our Client's behalf and **ii)** collating and supervising the legalisation and attestation of all documents **iii)** weekly detailed engagement status updates to our Client and **iv)** weekly Friday conference call and **v)** finding solutions to unexpected challenges throughout the engagement;

Healy Consultants' project management fees also include the time taken to devise the strategies as to how to **i)** minimise the engagement period **ii)** complete the engagement without our Client travelling and **iii)** minimise tax through gaining tax exempt status;

The Philippines private foundation registration is a long and complicated process for foreign philanthropists. Healy Consultants will liaise with multiple independent lawyers and accounting firms to ensure that **i)** your foundation complies with Philippines charities regulations **ii)** your foundation's interests are well protected and **iii)** your foundation enjoys all possible tax benefits;

6. For an active foundation, these [accounting and tax](#) fees are an estimate of Healy Consultants' fees to efficiently and effectively discharge your annual foundation accounting and tax obligations. All public interest foundations in Philippines require an annual audit. Following receipt of a set of draft accounting numbers from your foundation, Healy Consultants will more accurately advise accounting and tax fees. For a dormant foundation, Healy Consultants' fees are only US\$950;



7. All fees quoted in this invoice correspond to fees quoted [on Healy Consultants' website](#). Please review this invoice carefully to identify errors. During the rush of the business day, it is possible that Healy Consultants inadvertently made fee calculation errors, typing errors or omitted services or omitted historic fee payments from Clients. In the unfortunate event you identify invoice errors, please revert to me directly re the same. I apologize in advance if I or my staff made invoice errors;

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8. Assuming our Clients re-engage Healy Consultants in year 2, this fee is an estimate of the fees payable next year, 12 months after the date of foundation registration;
9. The fees quoted in this invoice are a prediction of the fees required to efficiently and effectively complete this engagement in a timely manner. If during the engagement Healy Consultants realizes that the project is more complex than anticipated, requiring a large additional investment of time, my Firm will revert to request additional fees. If Healy Consultants completes the engagement faster and more easily than expected, Healy Consultants is happy to refund some fees to our Client;
10. In accordance with [Philippines Corporation Code](#), every Philippines foundation shall have **i)** a minimum of 5 directors **ii)** a majority of directors to be resident in the Philippines. Most of our Clients request Healy Consultants to provide three professional, passive resident directors. Healy Consultants' fee is US\$3,420 annually per director. For example, if our Client requires 3 resident director, Healy Consultants total fee is US\$10,260 (US\$3,420\*3);
11. In accordance [SEC memorandum circular no. 8](#), a deposit of at least US\$20,000 must be injected into a bank account in full, prior to signing the foundation deed. To optimize engagement efficiency and minimize delays, Healy Consultants is happy to deposit these funds on behalf of our clients;
12. According to [Section 30 of the Philippines Tax Code](#), non-stock corporation organized and operated exclusively for religious, charitable, scientific or cultural purposes and has no part of its net income or asset benefit any member or officer can be exempted from tax on corporation. If needed, Healy Consultants will assist our Client to secure tax exempt status with the Philippines tax authority for a one time fee of US\$5,950;
13. Each Philippines foundation must have board members with full signing authority resident in Philippines. This can either be an individual with the ability to sign singly, or two individuals with joint signing authority. If required, Healy Consultants will be pleased to assist your foundation with finding a professional foundation board [resident member](#) in Philippines. Our fee amounts to US\$2,500;
14. If our Client requires additional nominee services, our fee for professional, passive nominee corporate founder amounts to US\$2,100 per annum. Our fee to be both nominee director and shareholder amounts to US\$6,600 per annum. Being the sole shareholders and sole director of a Client's company exposes Healy Consultants to reputation, litigation and financial risk;

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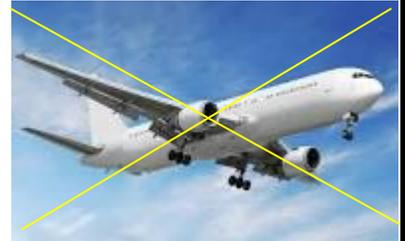


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15. If our Client and Healy Consultants properly plan this engagement, our Clients' will ***not*** have to travel during this engagement. Healy Consultants will efficiently and effectively and aggressively complete foundation registration and bank account opening in a timely manner without our Client's presence. Instead, our Client will need to **i)** sign and get documents legalized in the Philippines embassy in their country of origin and **ii)** courier the originals to Healy Consultants Philippines office;



16. If required, Healy Consultants will be pleased to assist your firm to secure employee [visa](#) approvals. Our fee is US\$2,950 for the first employee, US\$1,950 for the second employee, US\$950 per employee thereafter. Our employee visa fees includes preparation of a quality visa application and submitting to the correct Government immigration officers. The Government enjoys ultimate power of approval of visa applications. Consequently, guaranteed success is outside of Healy Consultants' control. What is inside our control is the preparation and submission of a high quality immigration visa application that maximizes the likelihood of visa approval;

17. Monthly, quarterly and mid-year Government tax and regulatory obligations include **i)** an annual management report **ii)** annual financial statements and **iii)** an audit report. If you need our help, Healy Consultants can complete oversee data collection and report preparation for this Government reporting for a monthly fee of US\$1,600. Healy Consultants' monthly support will include **i)** receiving in Dropbox the monthly invoices from our Client **ii)** labelling monthly bank statement transactions **iii)** preparing expenditure reports and **iv)** coordinating with the auditors;

18. Engage Healy Consultants to [project manage](#) business set up in every country on the planet. We are the best in the [world](#) at what we do, timely completing [the A to Z](#) of every country engagement;

19. During the engagement, founders' and board members' documents may need to be translated into a local language before the government and bank approve foundation registration and bank account opening respectively. Consequently, our Client should budget for possible additional translation and embassy attestation fees. Either our Client or Healy Consultants can complete this administrative task;

As always, Healy Consultants will negotiate with all third parties to eliminate or reduce additional engagement costs. For transparency purposes, all third party fee payments will be supported by original receipts and invoices. Examples of possible third party payments include **i)** embassy fees **ii)** notary public costs **iii)** official translator fees;

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20. Some of our Clients' require an [immediate Philippines solution](#). With this strategy, within a day Healy Consultants can supply our Client **i)** an existing dormant Philippines company number and **ii)** an already approved Philippines corporate bank account number and **iii)** a business address. Turnkey solutions are attractive to those entrepreneurs who wish to immediately close a country deal, sign a contract or invoice a customer;
21. To assist our Clients to minimize foreign exchange costs, we offer the payment in SG\$, Euro, Pounds or US\$. Kindly let me know in which currency your Firm prefers to settle our fees and I will send an updated invoice, thank you;
22. Some of our Clients engage Healy Consultants to [recruit \(click link\)](#) local employees. We have a lot of experience in this area and we are quite skilled at securing quality candidates for our Clients;
23. As stipulated on our [business website](#) and in section 3 of our engagement letter, Healy Consultants will only commence the engagement following **i)** settlement of our fees and **ii)** completion and signing of our legal engagement letter;
24. Healy Consultants will only create your foundation after 75% of [due diligence documentation](#) is received by email. Healy Consultants will only open a foundation bank account after 100% of Client original due diligence documentation is received by courier;
25. During the annual renewal engagement with our Client, our in-house [Legal and Compliance Department \(click link\)](#) reviews the quality and completeness of our Client file. Consequently, Healy Consultants may revert to our Client to ask for more up to date [due diligence documentation](#);
26. It is important our Clients are aware of their personal and corporate tax obligations in their country of residence and domicile. Let us know if you need Healy Consultants help to clarify your local and international annual tax reporting obligations;
27. To efficiently and effectively complete your engagement in a timely manner, we recommend your Firm transfers these funds to Healy Consultants' corporate bank account. Thereafter, our Incorporation and Banking Team will aggressively advance your engagement, providing your Firm daily feedback as to engagement status. I would be grateful if you email us the bank transfer advice slip to enable my Accounting Department to accurately and timely identify bank receipts.



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Thank you for your business and we look forward to working closely with you over the coming weeks as we engineer your Philippines corporate structure.

Best regards,

*Aidan Healy*

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Aidan Healy

[Business Owner](#)

Healy Consultants Group

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