



# Q&A

## BENEFICIAL OWNERSHIP IMPLEMENTATION

Version 1.0 | Published 22 January 2025

### ENACTMENT AND APPLICATION OF NEW REQUIREMENTS

**Q** **What date will the BVI Business Companies and Limited Partnerships (Beneficial Ownership) Regulations, 2024 (the “Regulations”) come into force?**

**A** The Regulations come into force on 2 January 2025 by Notice published in the Gazette No. 138, dated 4 December 2024.

**Q** **Who do the Regulations apply to?**

**A** As per section 11(1) of the Regulations, provisions of same as stated in subsection (a) “apply, subject to paragraph (c), to every beneficial owner, legal entity and other persons referred to in the Regulations, save as may otherwise be exempted or excluded in any particular case;” and, as stated in subsection (b) “apply, subject to paragraph (c) and any exemption or exclusion referred to in paragraph (a), to every limited partnership notwithstanding the limitation provided in section 5 of the Limited Partnership Act, Revised Edition 2020”. Exemptions to the application of the Regulation are stated in section 11(1) (c). See [Regulation 11](#).

**Q** **Are nil filings permitted?**

**A** No. Nil filings are not permitted on the Beneficial Ownership Register.

**Q** **Are licensees required to verify the identity of each beneficial owner?**

**A** Yes. All licensees are required to identify and verify each applicant for business and customer, including the underlying beneficial owner(s). This requirement is set out in section 19 of the Anti-Money Laundering Terrorist Financing Code of Practice (the “AMLTF COP”) and [Regulation 16](#).

**Q**

**Are registered agents required to verify the beneficial ownership details that are being filed?**

**A**

Yes. Regulation 18 sets out the duty to investigate beneficial ownership information to confirm that particulars provided are up-to-date and correct, which also buttresses the provisions of Part III within the Anti-Money Laundering Terrorist Financing Code of Practice (the “AMLTF COP”) as it relates to the verification of due diligence information.

## FILING REQUIREMENTS

**Q**

**How long does one have before they must file information for existing BVI Business Companies (BVIBCs) and Limited Partnerships (LPs) after the enactment of the Regulations?**

**A**

It is important to note that relevant persons have 30 days on or after (from?) the coming into force of these Regulations to obtain and file with the Registrar, the particulars of BO information with respect to the beneficial owners of the legal entity. Details can be found in [Regulation 17 \(1\)](#).

**Q**

**Is there a transitional period for the filing of beneficial ownership information of existing BVIBCs and LPs?**

**A**

There is no transitional period for the filing of beneficial ownership information. The Regulations provide a continuance of the requirement to file beneficial ownership information that was captured under the Beneficial Ownership Secure Search System (BOSSs).

All relevant persons are required to file beneficial ownership information for BVIBCs and LPs without delay such that they have fully filed all information no later than **Monday, 30 June 2025**.

**Q**

**Can beneficial owners make filings directly to the Registrar of Companies?**

**A**

No. Filings must be made through the Registered Agent of the BVIBC or LP. See [Regulation 14](#).

## INDIVIDUAL FILINGS

### **Q** What information should be obtained to make a complete filing of beneficial ownership information for an individual?

**A** Filing obligations for individuals can be found at Part III of the Regulations. Regulation 21 sets out specific provisions for the particulars to be filed to satisfy the requirement to file beneficial ownership information.

*The particulars of BO information required in relation to a beneficial owner are*

*(a) in the case of an individual*

- (i) full legal name as it appears in a passport or other government-issued identity document;*
- (ii) former name, other current name, or aliases used;*
- (iii) month and year of birth;*
- (iv) date and place of birth;*
- (v) gender;*
- (vi) occupation;*
- (vii) nationality;*
- (viii) principal residential address;*
- (ix) country in which the individual is usually resident; and*
- (x) the nature of his or her interest in, or control over, the legal entity*

It is important to review the Regulations in full for additional provisions to ensure accurate and complete filings are made.

## LEGAL ARRANGEMENT FILINGS

### **Q** What information should I obtain to make a complete filing of beneficial ownership information for a legal arrangement?

**A** Filing obligations for legal arrangements (e.g., a BVIBC or LP) can be found in Part III of the Regulations. Regulation 21 (1) (b) sets out specific provisions for the particulars to be filed to satisfy the requirement to file beneficial ownership information.

*with respect to a legal entity (connected to the beneficial owner), other than a foreign legal entity that is incorporated, registered or formed in a jurisdiction outside the Virgin Islands in which it provides BO information equivalent to that required under these Regulations or that is otherwise on a publicly accessible register*

- (i) name, including alternative names;*
- (ii) incorporation number or its equivalent;*

- (iii) date of incorporation;*
- (iv) address of principal office or registered office;*
- (v) country of incorporation or registration;*
- (vi) the legal form of the legal entity and the law by which it is governed;*
- (vii) the type of register*
  - (A) under section 230(1)(a) or (b) of the Act in which it is registered and its company number (and, in respect of a foreign company, details of the country of incorporation or registration), where the legal entity is a company; or*
  - (B) under section 108(1)(a) of the Limited Partnership Act, Revised Edition 2020, in which it is registered and its unique number, where the legal entity is a limited partnership; and*
- (viii) the nature of its interest in, or control over, the legal entity concerned*

It is important to review the Regulations in full for additional provisions to ensure accurate and complete filings.

## TRUST FILINGS

### **Q** What information should I obtain to make a complete filing of beneficial ownership information for a legal structure (such as a trust)?

**A** Where a trust is part of the ownership structure of an applicant for business or customer, the beneficial owners of the trust must be identified.

1. The following persons are the BOs of a trust:
  - a. the trustee;
  - b. the settlor;
  - c. the protector (if any);
  - d. person, characteristic or class of persons with a vested interest in the trust (i.e. beneficiary); and
  - e. any other natural person exercising ultimate effective control over the trust (including through a chain of control or ownership).

## NOMINEE SHAREHOLDER FILINGS

### **Q** Are nominee shareholders required to file BO information?

**A** Yes. Nominee Shareholders are required to file BO information for the natural person on whose behalf they are acting as nominee.

### **Q** Do the Regulations make provisions for nominee shareholder arrangements?

**A** Yes. [Regulation 4](#) sets out how nominee shareholder arrangements should be handled. Importantly, where a share that is held by a person as nominee for another person in relation to a legal entity is to be construed, for the purposes of these

### **Q** What information should be filed where there is a nominee shareholding arrangement?

**A** The particulars set out in [Regulation 21](#) for the filing of beneficial ownership information set out the information required to be filed for the true beneficial owner.

## NON-PROFIT ORGANISATIONS “NPOS”

### **Q** How can you determine the BO of a Non-Profit Organisation?

**A** If the entity is a company formed under the BVIBC Act, it will be subject to the BO Guidelines. If it is not, it will be subjected to the FIA Guidelines.

## CHANGE IN BO INFORMATION

**Q** Where there has been a change of registered agent, and the new agent determines that the previously entered BO information was inaccurate, what steps should be taken?

**What if the previous agent input the BO information wrongly, what should we do as the agent of the same BO for a different company which used 2 different registered agents?**

**A** All Agents should verify BO information and ensure that the information entered is complete, accurate, and up to date. Agents should implement protocols that reduce the chances of human errors. Documentation will be required from both Agents of the BO for verification of the identity of the BO.

**Q** Is there a requirement to file an update for a change of percentage ownership of existing beneficial owners that is less than 10% change?

**A** Yes. [Regulations 22 and 23](#) set out the provisions for updating information to the Beneficial Ownership Register.

**Q** Are provisions made for filing of a change in the event that the BO becomes a sanctioned or designated person, after the initial filing?

**A** Yes. Legislation makes provisions for filing changes. See [Regulations 22 and 23](#).

**Q** What is the minimum percentage of ownership that triggers the requirement to file information for a beneficial owner of a BVI entity?

**A** The minimum percentage of ownership that triggers the requirement to file beneficial ownership information is 10%. Where a person holds less than 10%, they are not deemed to be a beneficial owner for the purpose of a BO Filing.

## WHO CAN BE EXEMPT FROM BO FILINGS?



### Can BVIBCs and LPs be exempt from the requirement to file beneficial ownership information?



Yes. [Regulation 11\(2\)](#) provides an outline of entities that may be exempt from the requirement to file beneficial ownership information provided that they meet certain criteria.

*Where a legal entity is a subsidiary of another legal entity (“the parent”) if the parent holds, directly or indirectly*

- (i) a beneficial interest in 75% or more of the shares in the subsidiary; or*
- (ii) more than 75% of the voting rights in the subsidiary*

*In addition, where a legal entity that claims to be subject to disclosure and transparency rules as provided in that sub regulation shall*

- (i) indicate the specific rules applicable to it and the international standards under which those rules are provided; and*
- (ii) provide the exemption criteria equivalent to those referred to in sub regulation (1)(c)(i) that are applicable to it.*

*Where a legal entity that claims to be subject to disclosure and transparency rules as provided in that sub regulation shall*

- (i) indicate the specific rules applicable to it and the international standards under which those rules are provided; and*
- (ii) provide the exemption criteria equivalent to those referred to in sub regulation (1)(c)(i) that are applicable to it.*



### Where a case permits an exemption, what information should be filed to the Beneficial Ownership Register?



Information should be provided in relation to the registerable legal entity that sets out the provisions that permit an exemption, including the specific rules applicable to it and the international standards under which those rules are provided and the exemption criteria equivalent to those referred to in [Regulation 11](#), sub regulation (1)(c)(i) that are applicable.

**Q** **What steps should be taken if there are doubts about the beneficial ownership information that has been provided by a client?**

**A** Where a relevant person knows or has reasonable grounds to suspect that a legal entity for which they act and have filed beneficial ownership information for, the relevant person must notify the Registrar in accordance with Regulation 15(2).

It is also important to conduct verification that is in line with the Anti-Money Laundering Terrorist Financing Code of Practice (the “AMLTF COP”). Sections 23 through 25, refer.

**Q** **If a BVIBC or LP has a dispute concerning ownership, what information needs to be filed to the Beneficial Ownership Register?**

**A** [Regulation 3\(3\)](#) sets out that where there is a “...legal dispute as to the beneficial ownership of any interest in a legal entity which is in the process of being adjudicated by a court or tribunal and is known to the Registrar, no change shall be recorded with respect to the beneficial ownership of that interest prior to the determination of that matter, unless the court or tribunal so orders.”

## WHO WILL HAVE ACCESS TO VIEW BO FILINGS?

**Q** **Will the Beneficial Ownership Register be accessible to the public?**

**A** [Regulation 31](#) provides that “Any inspection of, or provision of information with respect to, the Register shall comply with the requirements of the Data Protection Act, 2021, and nothing contained in these Regulations shall be construed otherwise.”



**Q** **How will s96A(11) work in practice, i.e. access to BO info under the regs [to those with a legitimate int] will use 25% threshold, when BO info has to be filed using 10% threshold?**

**A** Once the beneficial owner's percentage of interest is filed, VIRRGIN will automatically avoid sharing anything under 25%. The registers that will be accessible to Competent Authorities will not display any beneficial owner that owns less than 25%.

## OWNERSHIP INTEREST

**Q** **What if there is no shareholder who owns 10% or more interest of the company?**

**A** The BO is then determined by who has the "mind and control" within the entity to make decisions, whether independently or within a share class.

**Q** **What is the percentage interest threshold for reporting beneficial ownership information?**

**A** Entities are required to file BO information on any individual holding a 10% interest or more in an entity.

**Q** **Will both 10% and 25% interest holding levels have to be on company filings?**

**A** Yes. Any BO that holds 10% or more will have to file their information with the Registrar. The 25% or more is the threshold for reporting relative to Competent Authorities.

**Q** **Will the Registry system have a 25% filter for the info provided?**

**A** Yes. Once the beneficial owner's percentage of interest is filed, VIRRGIN will automatically avoid sharing anything under 25%. The registers that will be accessible to Competent Authorities will not display any beneficial owner that owns less than 25%.

## VIRRGIN & FILING PROCESSES

**Q** **Will Agents be able to make filings for BO in Bulk?**

**A** Yes, the Commission anticipates that bulk filing provisions will be available. Note, however, that the date when this facility will launch has not yet been determined; stakeholders are thus encouraged to continue with single filing until such time that bulk filing becomes available.

**Q** **Can persons who are residents in countries outside the BVI make BO filings?**

**A** No. The system does not allow for residents located in countries outside of the BVI to file BO information.

**Q** **How long will data on previous BOs be maintained?**

**Will BO information form a permanent part of the BO register?**

**A** A BO shall be removed after a period of 5 years from the date he or she ceased to be a beneficial owner.

**Q****Can the beneficial ownership register be printed by the registered agent?****A**

Yes. A registered agent will have the ability to print the BO Register, but **only** for those entities for which they act as Agent.

**Q****Can BO information be filed via an excel spreadsheet as was the case with the filing of register of director filings?****A**

Can BO information be filed via an excel spreadsheet as was the case with the filing of register of director filings?

**Q****How many days after restoration does an entity have to file a Register of BO?****A**

Entities restored to the Register after 2nd January 2025, will be treated as Existing Struck Off companies. As such, the Transitional Provisions - section 60J, shall apply and the registers filed within 14 days after restoration.

**Q****Will the Commission host training with the stakeholders who will be using the new BO system?****A**

The Commission intends to provide some training. Details on training will be communicated when the logistics are finalised.

## TECHNICAL ISSUES

**Q** **What happens if a filing error occurs when entering BO information, and I am unable to proceed or complete a BO filing?**

**A** This is a technical issue that appears to be impacting users of the Firefox browser. Where users experience this issue, they should proceed to clear the CACHE or use another browser such as Chrome or Microsoft Edge.

## BOSSs

**Q** **Will the beneficial ownership aspects of the BOSS Act be repealed before the date that the s96A BC Act obligations on companies to collect, keep and maintain beneficial ownership information, and the s230 requirements for the Registrar to maintain a Register of Beneficial Ownership come into force?**

**A** The BOSS Act will not be repealed before the s96A BC Act obligation and s230 requirements come into force on 2nd January 2025.

**Q** **When will BOSS Act be repealed? Will obligations to file under BOSS fall away once a filing is made in VIRRGIN?**

**A** The Commission has not received any confirmation that the provisions of the BOSS Act regarding BO will be repealed.

**Q** Will Economic Substance Filings remain with BOSS or be transferred to VIRRGIN in the near future?

**A** The current procedure for filing economic substance will remain with BOSSs at this stage.

## FEES AND PENALTIES

**Q** Where are the fees for BO Filings for BCs and LPs located?

**A** Fees associated with BO Filings are captured in Schedule 1 of the BVI Business Companies (Amendment of Schedule 1) Order and Financial Services (Limited Partnership Fees) Regulations.

**Q** Is there a cost associated with getting an extension to the provision to file beneficial ownership information?

**A** No. There is no fee associated with the application for an extension to file beneficial ownership information.

**Q** Where are the fees for failure to file BO information for existing BCs and LPs located?

**A**

- Part VIIB of Schedule 2 of the BVI Business Companies Act and Part III of the Schedule to the Limited Partnership Act.
- Liable to be struck off or removed after 6 months of non-compliance
- Part II of Schedule 1 of the BVI Business Companies Act and Part II of Schedule 1 of the Financial Services (Limited Partnership Fees) Regulations
- Liable to be struck off or removed after maximum penalty accrued.



**Where can the fees for penalties (Where are the penalty fees?) for failing to file BO information with the Registrar located?**

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Penalty Fees for filing of BO information are captured in Part VIIB of Schedule 2 of the BVI Business Companies Act and Part III of the Schedule to the Limited Partnership Act.



**Where can the penalties for breaches of specified provisions of the BO Regulations be found?**

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Penalties for breaches of specified provisions of BO Regulations are captured in [Schedule 3 of the BVI Business Companies and Limited Partnerships \(Beneficial Ownership\) Regulations](#).