

## Definition of Beneficial Ownership Guidance

**The Beneficial Ownership of Legal Persons (Guernsey) Law, 2017 sets out obligations relating to the Registrar and to Relevant Legal Persons to maintain registers of Beneficial Owners.**

All Guernsey relevant legal persons must have a resident agent (unless they meet exemption requirements). The resident agent must take reasonable steps to ascertain the identity of the beneficial owners, maintain a register of those beneficial owners at the registered office address AND provide a statement of those beneficial owners to the Registrar of Beneficial Ownership.

### **Definitions**

**Relevant Legal Person** means:

- (a) a company incorporated under the Companies (Guernsey) Law 2008
- (b) An LLP incorporated under the Limited Liability Partnerships (Guernsey) Law 2013
- (c) A foundation established under the Foundations (Guernsey) Law 2012
- (d) A limited partnership with legal personality registered under the Limited Partnerships (Guernsey) Law 1995

**Person** includes:

- (a) An individual (natural person)
- (b) A body corporate
- (c) Any other legal person
- (d) An unincorporate body of persons

### **Definitions continued**

**Regulated Person** means a person who:

- (a) holds or is deemed to hold a licence granted by the GFSC under the Supervisory Laws
- (b) carried on a prescribed business for the purposes of the Prescribed Business (Bailiwick of Guernsey) Law 2008
- (c) carries on a registered financial services business for the purposes of the Registration of Non-Regulated Financial Services businesses (Bailiwick of Guernsey) Law 2008

**Resident Agent** means:

- (a) an individual resident in Guernsey who:- is a director of a company, or who is a member of an LLP, or who is a foundation official, or who is a general partner of the limited partnership, or
- (b) a corporate services provider

**Listed company** means:

a company listed on a recognised stock exchange (or a majority owned subsidiary of such a company)

**Another relevant legal person** means:

a Guernsey registered entity that has filed BO information (this excludes Resident Agent Exempt legal persons who are not required to submit BO information)

## **Definitions continued**

Resident Agent Exempt legal persons are:

- Companies (or any subsidiary of ) listed on a stock exchange recognised by the Registrar—see the Companies (Recognised Stock Exchanges) Regulations, 2009 and the Companies (Recognised Stock Exchanges) (Amendment) Regulation, 2017 for a full list
- Open-ended investment companies (or any subsidiary of)
- Closed-ended investment companies (or any subsidiary of)
- Supervised companies (within the meaning of section 530 of the Companies (Guernsey) Law, 2008
- States trading companies (within the meaning of section 540 of the Companies (Guernsey) Law, 2008

**States trading company** means: a States trading company for the purposes of the States Trading Companies (Bailiwick of Guernsey) Law 2001

**Guernsey Corporate Trustee** means: a trustee which is a body corporate incorporated in Guernsey

**Non-Guernsey Corporate Trustee** means: a trustee which is a body corporate incorporated **outside** of Guernsey

**Fixed Trust** means: a trust in respect of which the beneficiaries of the trust, and the interest of those beneficiaries, are certain.

## **Definition of Beneficial Owner**

Beneficial Owner means:

- (a) the natural person who ultimately controls the relevant legal person through ownership (Tier 1): or if no such person exists or can be identified,
- (b) the natural person who ultimately controls the relevant legal person through other means (Tier 2 ): or if no such person exists or can be identified,
- (c) the natural person who holds the position of a senior managing official of the relevant legal person (Tier 3)

In any case where:

- (a) the natural person who controls the relevant legal person through ownership has been identified,
- (b) there are reasonable grounds to believe that the relevant legal person is also ultimately controlled by another natural person through other means, and
- (c) that other natural person can be identified

Then the beneficial owners in relation to the legal person are the persons described in (a) and (b).

### **Definition of Corporate Beneficial Owner**

In any case where a: Listed company, States trading company or another relevant legal person controls the relevant legal person through ownership, that company or other relevant legal person shall-

- (a) be treated as the beneficial owner of the relevant legal person, and
- (b) be referred to as a '**corporate beneficial owner**'.

NOTE: A non-listed foreign registered entity cannot be a corporate beneficial owner. In this case the natural persons who would be the beneficial owners of the foreign registered entity should be recorded as individual beneficial owners.

### **Trusts and Other Legal Arrangements**

Where a trust controls a relevant legal person through ownership, the beneficial owners in relation the relevant legal person are:

- (a) if the trust is a fixed trust, any beneficiary of the trust
- (b) any trustee who is a natural person
- (c) if any trustee of the trust is a Guernsey corporate trustee or a listed non-Guernsey corporate trustee, that trustee
- (d) if any trustee of the trust is a non-Guernsey corporate trustee other than a listed company - that trustee and the natural persons who would be the beneficial owners of that trustee
- (e) any person who has (under the trust deed or similar document) power to appoint or remove any trustees, direct distribution of funds or assets, direct investment decisions of the trust, amend the trust deed, or evoke the trust
- (f) any other person who the resident agent of the relevant legal person knows or believes is exercising control over the trust.

### Corporate Beneficial Owner type—Terminology used in the Registry Portal

As part of the updating of the Guernsey Registry online Services portal some terminology used within the beneficial ownership register has been updated to clarify and correct category meanings.

The table below states the old terminology and the equivalent new terminology now being used.

Old Terminology	New Terminology
Listed non-Guernsey corporate trustee/ Corporate/member	Listed Company registered overseas
Guernsey licensed corporate trustee/ corporate member	Guernsey licensed corporate trustee/ member
States Trading Company	States Trading Company
Other relevant legal person	Guernsey Registered entity that has filed BO Information
Other listed company	Listed company registered in Guernsey

## Corporate Beneficial Owner/Corporate Trustee Flowchart

