



# Disclosure of information relating to Jersey entities

Last reviewed: February 2021

The Financial Services (Disclosure and Provision of Information) (Jersey) Law 2020 and some ancillary legislation amending the law and filling in certain details (the **Registry Law**), came into force on 6 January 2021.

## Purpose and overview of the Registry Law

The Registry Law provides a new legal framework for requiring entities to disclose certain information to the Jersey Financial Services Commission (the **JFSC**), in line with the international anti-money laundering standard set by Financial Action Task Force (**FATF**) Recommendation 24. In many respects, the Registry Law is a restatement of pre-existing obligations but there are some new concepts and new obligations, which can be summarised as:

What's new?	What's not changed?
Nominated persons must be appointed by every entity	Beneficial owners continue to be those individuals who are beneficial owners and controllers of an entity
Significant person information must be disclosed to the JFSC and some of it is publically available	Beneficial owner information for companies must be disclosed to and kept private by the JFSC
Beneficial owner information for foundations and some funds must be disclosed to and kept private by the JFSC	Criminal offence for failure to comply with disclosure obligations
Nominee shareholders and their nominators must be disclosed to the JFSC	Annual Confirmation Statements are new terminology but largely replicate Annual Returns, to be filed annually by end of February (extended to 30 June for 2021)
JFSC has the power to strike off entities for failure to comply with disclosure obligations	
JFSC can issue a Code of Practice applicable to all entities	

## Registry Law applies to entities

The Registry Law imposes obligations on entities. Entities are companies, foundations, incorporated limited partnerships, separate limited partnerships, limited liability partnerships and limited liability companies incorporated or established in Jersey.

The Registry Law does not apply to ordinary partnerships, limited partnerships or trusts. The JFSC, however, already requires most limited partnerships to disclose beneficial owner information and it will continue to do so.

## Nominated persons

Each entity must appoint one or more nominated persons, who must be: a JFSC regulated company secretary, registered office provider or fund services business; a Jersey resident significant person of the entity; or a Jersey resident lawyer or accountant who carries on business that is supervised by the JFSC for anti-money laundering purposes.

An entity's nominated person is the principal point of contact between the entity and the JFSC. Once appointed, a nominated person is authorised to provide to the JFSC any information that is required to be provided by the entity, under the Registry Law or relevant entity legislation.

## Beneficial owner information

The beneficial owner of an entity is any individual who ultimately owns or controls the entity, or on whose behalf a transaction is being conducted by the entity, including an individual who exercises ultimate effective control over the entity. The three tier test should be used to determine who is a beneficial owner of an entity. This test originates in FATF guidance and is explained in the JFSC's Handbook for Anti-Money Laundering and Countering the Financing of Terrorism, as it has been for several years.

Beneficial owner information is a beneficial owner's names, correspondence address, residential address, nationality, occupation, gender, full date of birth and place and country of birth.

## Significant person information

The significant persons of an entity can be individuals or bodies corporate, as follows:

Entity:	Significant persons are any:
Company	director, company secretary or other officer purporting to act in a similar capacity
Foundation	council member
Incorporated limited partnership	general partner
Separate limited partnership	general partner
Limited liability partnership	partner participating in management
Limited liability company	manager or, if no manager, members involved in management

For individuals, significant person information is their names, correspondence address, residential address, nationality, occupation, full date of birth and place and country of birth.

For bodies corporate, significant person information is their type, registered name and number, registered office or business address, jurisdiction and date of incorporation or establishment.

In addition, if any director of a company is a "nominee director", the name of that director's nominator is significant person information.

## Disclosure of information to the JFSC

Subject to some limited exceptions, beneficial owner information, some significant person information and details relating to nominee shareholders (unless the nominee is regulated by the JFSC) must be disclosed to the JFSC in an application to incorporate or establish an entity. Subsequently, an entity must notify the JFSC of any change, error or inaccuracy in the beneficial owner information or significant person information previously disclosed, within 21 days of the entity becoming aware of the change, error or inaccuracy.

As the principal point of contact between the entity and the JFSC, nominated persons will assist entities to make these disclosures, so long as they are aware of the information.

Failure by an entity to disclose any change, error or inaccuracy within the 21 day period will be an offence by the entity and, potentially, its significant persons.

## Public information

Information disclosed to the JFSC under the Registry Law will be made public only if prescribed by law.

Transparency of beneficial owner information is under constant review at an international level. Jersey is committed to aligning itself with the EU's approach to transparency of beneficial owner information. Beneficial owner information held by the JFSC is kept private and is only made available to competent authorities for law enforcement purposes, through prescribed gateways. The Registry Law does not change this position.

The Registry Law prescribes that some significant person information (excluding, for example, information relating to company secretaries) is to be made public by the JFSC, from 1 October 2021. Notably, in relation to an individual significant person, their residential address will not be made public (unless it has been disclosed as their correspondence address, which can be different) and their date of birth will not be made public (although the month and year of their birth will be public).

In some special circumstances, like if a significant person considers that there would be a serious risk of harm to themselves or people who live with them, it is possible for a nominated person (or, in very limited cases, a significant person for themselves) to apply for significant person information to be kept private by the JFSC. If the JFSC decides to refuse to keep information private in these circumstances, it is possible to appeal against that the JFSC's decision, by application to Court.

### **Additional information for foundations**

Historically, a foundation's charter was filed with the JFSC on incorporation and made public, but not the foundation's regulations. Under the Registry Law, a foundation is required to file abridged regulations with the JFSC and these will be made public.

The abridged regulations are an extract of the foundation's regulations covering certain prescribed aspects of the foundation's constitution, including in relation to the foundation's council and guardian. The abridged regulations should be redacted carefully to meet the requirements of the law and avoid disclosure of any information from which a person could be identified.

### **Transitional arrangements**

As the Registry Law applies to pre-existing entities as well as entities that are incorporated or established on or after 6 January 2021, pre-existing entities must file their first Annual Confirmation Statement between 6 January and 30 June 2021. This includes confirmation of the entity's beneficial owner information and disclosure of the entity's significant person information. In addition, existing entities with nominee shareholders (other than Jersey regulated nominees) need to file details of each nominee and their nominator and existing foundations need to file their abridged regulations.

Pre-existing entities, their significant persons and their proposed nominated persons need to work together to ensure that existing entities are in full compliance with the Registry Law by 30 June 2021. Preparation for the requisite filings will include:

- entities appoint a nominated person by 6 April 2021;
- nominated persons register with the JFSC to use myRegistry;
- nominated persons check that they have complete and accurate beneficial owner information;
- nominated persons check that they have complete and accurate significant person information;
- nominated persons and significant persons agree which address to disclose as the significant person's correspondence address and whether the significant person requires a 'keep private' application to be made; and
- agreeing the form of and filing abridged regulations for foundations by 6 April 2021.

### **Contacts**

A full list of contacts can be found [here](#).

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