

# Beneficial Ownership: Companies Limited by Guarantee (“LLC(G)”)

The Qatar Financial Centre Authority (“QFCA”) is committed to ensuring and enhancing transparency by adhering to the legislation on Anti-Money Laundering and Combating Terrorism. In line with this commitment and as a part of its duty in setting up different legal structures or arrangements in the Qatar Financial Centre (“QFC”), the QFCA also has the responsibility for gathering Basic Information regarding such structures or arrangements and identifying their ultimate beneficial owners. It is the responsibility of the legal structures or arrangements registered with the QFC, to maintain at its Registered Office, a Register of Basic Information, a Register of Beneficial Owners and a Register of Nominees, in addition to any other Register required to be maintained under any QFC Regulations and Rules.

This document is intended to assist QFC Firms in understanding the main features of the Beneficial Ownership regime relating to the Companies Limited by Guarantee (“LLC(G)s”) (hereinafter referred to as the “Entity”) incorporated in the QFC.

General Rule 8A of the QFC Authority Rules (the “Rule”) sets out the primary obligations in respect of Ultimate Beneficial Ownership and other related matters for all QFC Firms. As such, you are strongly advised to understand and familiarise yourselves with the provisions of the Rule as relying on this document alone may not be sufficient for you to comply with all the obligations under that Rule.

## **RESPONSIBILITIES EMANATING FROM THE BENEFICIAL OWNERSHIP REGIME OF THE QFCA (I.E. RULE 8A)<sup>1</sup>**

At the time of making an application for incorporation or registration at the QFC and whenever there is change in control, the Entity is required to identify and verify the identity of its Ultimate Beneficial Owners (“UBO”). It is also required to hold registers of its UBO Information and Basic Information. Where the Entity has Nominees, it must also have a register for those too.

It is important to keep these registers updated at all times as the QFCA may request access or copy to it. Changes to any UBO Information on UBOs and others must be reported in accordance with the relevant provisions of the QFCA Rules.

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<sup>1</sup> It should be noted that there are many other obligations on QFC Entities that are included in various Rules and Regulations of the QFC. This is merely a note of some of the obligations in Rule 8A which captures the main regime for beneficial ownership in the QFC.



## (A) BASIC INFORMATION

### What is Basic Information?

Basic information means information relating to the Entity including but not limited to the following:

1. Name of the Entity;
2. Proof of its incorporation or registration (e.g., Certificate of Incorporation);
3. Its legal form and status (e.g., LLC(G));
4. Registered office address of the Entity;
5. Basic regulating power of the LLC(G) (e.g., articles of association);
6. List of key persons including directors and members;
7. Amount guaranteed by each of its members;
8. Details of the members' interest, including voting rights and category of membership of each Member.

Please click on the following link to read more about what constitutes basic information: [https://qfcra-en.thomsonreuters.com/sites/default/files/net\\_file\\_store/QFCA\\_Compliance\\_Notice\\_No.\\_21.pdf](https://qfcra-en.thomsonreuters.com/sites/default/files/net_file_store/QFCA_Compliance_Notice_No._21.pdf)

### When should the Basic Information be submitted with the QFCA?

The Entity needs to provide the Basic Information at the time of making an application for incorporation and registration in the QFC and whenever requested by the QFCA or in accordance with the QFC Rules and Regulations. This information may change during the life of the Entity, so it is important that the Entity maintains, at its registered office, a register of Basic Information which must be kept up-to-date at all times.

## (B) BENEFICIAL OWNERSHIP

### What is Beneficial Ownership?

**Beneficial Ownership** is a term that is used to determine the natural persons who ultimately own or control a certain legal structure or arrangement. For instance, the member of a given entity may be its direct owner or controller, but that member may be owned or controlled by another corporate entity or vehicle which in turn may be owned by a natural person. It is this natural person who is the Ultimate Beneficial Owner (“UBO”) of the QFC entity.

Thus, the chain of ownership will need to be determined up until we are able to identify the natural person who is the UBO of the Entity. As such, the Beneficial Ownership regime tracks through several layers of the Entity’s legal/corporate and natural owners to determine the UBO. In the QFC, UBO is determined according to a set of criteria that is established under the Rule .



### **How is the UBO of a QFC Firm determined?**

A UBO in respect of an Entity is a natural person who exercises, or has the legal right to exercise, control or influence over the management of the Entity, including the chief executive officer or each director.

Where any of the above roles are fulfilled by a legal person (including legal arrangements), the Entity must identify the natural person(s) who ultimately exercise control over such legal person(s) as the Beneficial Owners. It is important that the Entity traces through all the legal person(s) or legal arrangements in order to determine and identify the natural person that is the UBO of the Entity.

Please see General Rule 8A of the QFCA Rules for information on how a UBO is determined.

### **What is Beneficial Owner (“BO”) Information?**

Once the UBO is determined, the Entity must provide to the QFCA the following information about such UBO:

1. Full name as it appears on that person’s passport or other government issued national identification document, including identifying number, country of issue, date of issue and expiry;
2. Nationality(s), place and date of birth;
3. Residential address or address for service of notices;
4. The date on which that person became or ceased to be a BO;
5. Voting rights associated with each member of the Entity;
6. A brief description of the basis on which the person exercises control, if control is exercised through means other than voting rights; and
7. The date on which the register of BO was last updated.

## **(C) NOMINEES**

Financial Action Task Force (FATF), the global standard setter and policymaking and an enforcement body in the field of combating money laundering, terrorism financing and other threats to the international financial system in the Interpretive Note<sup>2</sup> to its Recommendation 24, explicitly provides that “...countries that have legal persons that ...allow nominee shareholders or nominee directors, should take effective measures to ensure that they are not misused for money laundering or terrorist financing”.

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<sup>2</sup> <https://cfatf-qafic.org/index.php/documents/fatf-40r/390-fatf-recommendation-24-transparency-and-beneficial-ownership-of-legal-persons>



In the same Interpretive Note, countries are required to take measures to prevent the misuse of nominees by, for example, requiring nominees to disclose the identity of their nominator to the Entity and to the relevant company registry and this information to be included in the relevant register<sup>3</sup>.

In addition to the above requirements, the Rule requires nominee shareholders and directors of the Entity to disclose the identity of their nominators to the Entity. The Entity in turn is required to update the information in its Nominee Registers and include in its filings to the QFCA.

### **Who is a Nominee Director?**

Nominee Director means a person, natural or legal, that acts as a director and exercises the associated voting rights on behalf of another person or in accordance with the directions, instructions or wishes of another person.

### **What are the obligations of a Nominee Director?**

A Nominee Director must:

- (i) inform the Entity for whom it acts as nominee of the fact that it is a Nominee;
- (ii) where it is a legal person or legal arrangements, provide the Ultimate Beneficial Information about their Beneficial Owners;
- (iii) provide the Entity with a set of information to identify the persons on whose behalf it acts; and
- (iv) provide details of the natural persons qualifying as Beneficial Owners of such legal persons on whose behalf the Nominee Director acts as nominee.

### **How should an Entity provide the Beneficial Owner and Nominee Information to the QFCA (including updating existing information)?**

The Entity should complete and submit UBO Forms Part 1 and 2 along with the supporting documents. These Forms are available as interactive PDF files on the QFC Client portal which can be accessed by the Entity by clicking on the following link: <https://eservices.qfc.qa/Login/Login.aspx>

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<sup>3</sup> <https://cfatf-qafic.org/index.php/documents/fatf-40r/390-fatf-recommendation-24-transparency-and-beneficial-ownership-of-legal-persons> (See under Section D)

