

Beneficial Ownership: Branches of Non-QFC Limited Liability Partnerships

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 a Branch of Non-QFC Limited Liability Partnerships (“LLPs”) (hereinafter referred to as the “Branch”) 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)¹

At the time of making an application for 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”) of the Non-QFC LLP (as defined in the QFC’s Limited Liability Partnership Regulations). It is also required to hold registers of its UBO Information and Basic Information. Where the Non-QFC Company has N



(A) BASIC INFORMATION

What is Basic Information?

Basic information means information relating to the Branch the following information relating to the Branch:

1. Name of the Branch;
2. Name of the Non-QFC LLP;
3. Proof of registration of the Branch (e.g., Certificate of registration);
4. Legal form and status of Branch (i.e., Branch) and the Non-QFC LLP (i.e., LLP);
5. Address of the principal place of business of the Branch;
6. Registered office address or address of principal place of business of the Non-QFC LLP;
7. Basic regulating power of the Non-QFC LLP (e.g., Limited Liability Partnership Agreement);
8. Name of the Principal Representative of the Branch;
9. List of key persons including Members and Designated Members of the Non-QFC LLP;
10. Voting rights associated with each member of the Non-QFC LLP.

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

When should the Basic Information be submitted with the QFCA?

The Branch needs to provide the Basic Information at the time of making an application for 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 Branch, so it is important that the Branch 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 Non-QFC LLP 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 Non-QFC LLP.

Thus, the chain of ownership or control will need to be determined up until we are able to identify the natural person who is the UBO of the Non-QFC LLP. As such, the Beneficial Ownership regime tracks through several layers of the Non-QFC LLP’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 the Non-QFC LLP determined?

A UBO in respect of a Non-QFC LLP is a natural person who:

1. holds or controls, directly or indirectly, including through contractual arrangements, or by any other means, 20% or more of the capital, profits or voting rights of that partnership; or
2. has the right to exercise, or actually exercises, control over the management of the partnership.

Where any of the above roles are fulfilled by a legal person (including legal arrangements), the Non-QFC LLP must identify the natural person(s) who ultimately exercise control over such legal person(s) as the Beneficial Owners. It is important that the Non-QFC LLP 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 Non-QFC LLP.

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 Branch 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 Beneficial Owner;
5. Voting rights associated with each Member of the Non-QFC LLP;
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 Beneficial Owners 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 Note² 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”.

In the same Interpretive Note, countries are required to take measures to prevent the misuse of nominee shareholders and directors by, for example, requiring nominee shareholders and directors to disclose

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



the identity of their nominator to the Entity and to the relevant company registry and this information to be included in the relevant register³.

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

Who is a Nominee?

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

Who is a Nominator?

Nominator means, an individual (or group of individuals) or legal person that issues instructions (directly or indirectly) to a nominee to act on their behalf.

What are the obligations of a Nominee?

A Nominee must:

- (i) inform the Non-QFC LLP of the fact that it is a Nominee;
- (ii) where it is a legal person or legal arrangements, provide the Beneficial Owner Information about its UBOs;
- (iii) provide the Non-QFC LLP with information to identify the Nominators; and
- (iv) provide details of the natural persons qualifying as Beneficial Owners of such legal persons on whose behalf the Nominee acts.

How should a Branch provide the Beneficial Owner and Nominee Information to the QFCA (including updating existing information)?

The Branch 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>

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

