

# PROJET DE LOI

ENTITLED

## **The Beneficial Ownership of Legal Persons (Alderney) Law, 2017 \***

[CONSOLIDATED TEXT]

### **NOTE**

*This consolidated version of the enactment incorporates all amendments listed in the footnote below. It has been prepared for the Guernsey Law website and is believed to be accurate and up to date, but it is not authoritative and has no legal effect. No warranty is given that the text is free of errors and omissions, and no liability is accepted for any loss arising from its use. The authoritative text of the enactment and of the amending instruments may be obtained from Her Majesty's Greffier, Royal Court House, Guernsey, GY1 2PB.*

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\* No. VII of 2017; as amended by the: Charities etc. (Guernsey and Alderney) Ordinance, 2021 (No. XXIV of 2021); Beneficial Ownership and Companies (Amendment) (Alderney) Law, 2022 (No. \*\* of 2022); Beneficial Ownership of Legal Persons (Alderney) (Amendment) Law, 2023 (No. \*\* of 2023); Beneficial Ownership of Legal Persons (Alderney) (Amendment) Ordinance, 2017 (Alderney Ordinance No X of 2017); Director of Income Tax (Transfer of Functions) (Guernsey) Ordinance, 2018 (No. XXVII of 2018); Criminal Justice (Miscellaneous Amendments) (Bailiwick of Guernsey) Ordinance, 2022 (No. \*\* of 2022); Beneficial Ownership of Legal Persons (Alderney) Law, 2017 (Amendment – Enforcement etc) Ordinance, 2023 (Alderney Ordinance No VI of 2023). See also the: Charities etc. (Guernsey and Alderney) Ordinance, 2021 (*supra*).

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## **The Beneficial Ownership of Legal Persons (Alderney) Law, 2017**

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SCHEDULE Register of Beneficial Owners of Legal Persons.

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## **The Beneficial Ownership of Legal Persons (Alderney) Law, 2017**

**THE STATES OF ALDERNEY**, in pursuance of their Resolution of the 19<sup>th</sup> day of April, 2017, have approved the following provisions which, subject to the Sanction of Her Most Excellent Majesty in Council, shall have force of law in the Island of Alderney.

### PART 1

#### REGISTER OF BENEFICIAL OWNERSHIP

##### **Register of Beneficial Owners of Legal Persons.**

1. (1) The Registrar shall establish and maintain a register of the beneficial owners of relevant legal persons to be called the Register of Beneficial Owners of Legal Persons in Alderney ("**the Register**") in accordance with the Schedule, which schedule has effect.

(2) Information shall be provided to the Registrar and may be disclosed in accordance with the Schedule.

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##### **NOTE**

*In accordance with the provisions of the Charities etc. (Guernsey and Alderney) Ordinance, 2021, section 52(3), Schedule 8, paragraph 4(1)(c) and paragraph 4(2)(f), with effect from 29th April, 2022, for any reference in this enactment, however expressed, to an organisation that is a charity or other non profit organisation, there is substituted a reference to an organisation that is a non profit organisation.*

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**Functions of the Registrar.**

2. In addition to the establishment and maintenance of the Register in accordance with section 1, the functions of the Registrar are –

- (a) to ensure the security and confidentiality of the Register, in accordance with the Schedule,
- (b) to ensure the accuracy of information relating to the beneficial ownership of relevant legal persons,
- (c) to monitor and enforce the compliance of the resident agents of non-regulated relevant legal persons with their duties under this Law and the provisions of any other enactment relating to the beneficial ownership of relevant legal persons or the duties of resident agents in Alderney, [..]
- (d) to obtain and retain information relating to nominee relationships in respect of relevant legal persons[, and]
- [(e) to ensure the accuracy of information relating to nominee relationships in respect of non-regulated relevant legal persons][,]
- [(f) to advise the Committee generally in relation to the regulation, governance, administration and enforcement of this Law and the law, practices and procedures relating thereto,
- (g) to make to the Committee such recommendations as the

Registrar thinks for improving –

- (i) the Registrar's effectiveness,
  - (ii) the adequacy and effectiveness of the functions conferred on the Registrar by this Law or any other enactment,
  - (iii) the adequacy and effectiveness of the provisions of this Law or any other enactment relating to the Registrar,
- (h) to advise the Committee and other authorities within the Bailiwick in relation to the nature and activities of legal persons that may be linked to Alderney, and the extent to which such nature or activities affect or are likely to affect the Bailiwick, including but not limited to identifying, assessing and understanding the risks to the Bailiwick of, and exposing the Bailiwick to the risks of –
- (i) money laundering,
  - (ii) bribery and corruption,
  - (iii) the financing of terrorism,
  - (iv) the financing of the proliferation of weapons of mass destruction, or
  - (v) any other form of financial or non-financial

crime,

(i) to co-operate and communicate with –

(i) any Bailiwick authority or authority appearing to the Registrar to exercise, in a place in or outside Alderney, functions corresponding to the Registrar's, and

(ii) such other persons as the Registrar thinks fit,

for the purposes of –

(A) assisting any Bailiwick authority in its functions (or, in the case of any authority appearing to the Registrar to exercise, in a place outside the Bailiwick, functions corresponding to the Registrar's, assisting that authority with those corresponding functions),

(B) assisting the Registrar in the exercise of his or her functions,

(C) assisting them or the Registrar in the prevention, detection, investigation or prosecution of money laundering, bribery and corruption, the financing of terrorism, the financing of the proliferation of weapons of mass destruction, and any other form of

financial or non-financial crime,

(D) promoting or enhancing the Register, or

(E) promoting or enhancing this Law  
(including any subordinate legislation  
made under it),

and, for the avoidance of doubt, such communication  
and co-operation may include obtaining information,  
and disclosing information for any of the purposes set  
out in paragraph 2(1) or (2) of the Schedule,

(j) to exercise, subject to the terms and conditions of his  
appointment, such other functions as may be assigned  
or transferred to him –

(i) by or under this Law and any other enactment,  
or

(ii) by Resolution of the States, and

(k) to administer the Register.]

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## NOTES

*In section 2,*

*first, the word omitted in square brackets at the end of paragraph (c) was repealed, second, the punctuation and word in square brackets at the end of paragraph (d) were substituted and, third, paragraph (e) was inserted by the Beneficial Ownership and Companies (Amendment) (Alderney) Law, 2022, section 1(2), respectively paragraph (a), paragraph (b) and paragraph (c), with effect from 13th October, 2022;*

*the punctuation in square brackets at the end of paragraph (e) was substituted and paragraphs (f) to (k) were inserted by the Beneficial Ownership of Legal Persons (Alderney) Law, 2017 (Amendment – Enforcement etc) Ordinance, 2023, section 1(2), with effect from 29th July, 2023.*

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**Ancillary powers of Registrar.**

3. (1) The Registrar, having regard to the provisions of section 2, has power to do anything that appears to him to be necessary or expedient for the purposes of or in connection with the exercise of his functions including, without limitation, power –

- (a) to require from the resident agent of a non-regulated relevant legal person direct access to (by electronic means or otherwise) the record of beneficial owners of that relevant legal person,
- (b) to request and obtain information and documents in accordance with the provisions of paragraph 4 of the Schedule,
- (c) to prepare and, subject to any provision to the contrary in this Law or any other enactment, to publish information, reports, forms, codes of practice, guidance, recommendations and other documents, and
- (d) to apply to the Court for directions under section 4.

**Power to apply for directions.**

4. (1) The Registrar may, if he believes that it would assist him in the proper and lawful discharge of his duties or the exercise of his powers, apply to the

Court for directions, or for a determination of any question of fact, law or procedure, in such manner as may be prescribed by order of the Court, and on such an application the Court may make such order as it thinks fit.

(2) In this section "**the Court**" means the Court of Alderney.

(3) An appeal from an order of the Court under this section lies to the Ordinary Court on a question of law.

**Power to amend sections 1 and 2 by Ordinance.**

5. The States may by Ordinance amend sections 1 and 2 where it appears to them to be necessary or expedient to do so for any of the purposes set out in section 32(1)(a).

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**NOTE**

*The following Ordinance has been made under section 5:*

*Beneficial Ownership of Legal Persons (Alderney) Law, 2017  
(Amendment – Enforcement etc) Ordinance, 2023.*

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PART 2  
INFORMATION DUTIES

**Duty of resident agent to obtain information in respect of beneficial owners.**

6. (1) The resident agent of a relevant legal person must take reasonable steps to ascertain the identity of the beneficial owners in relation to that relevant legal person.

(2) Subject to subsection (3), if the resident agent of a relevant legal person has reasonable grounds for believing that a person is or may be a beneficial owner in relation to that relevant legal person, the resident agent must serve

a notice on the person requiring him –

- (a) to state whether he is a beneficial owner in relation to the relevant legal person, and
- (b) if so to confirm or correct any relevant particulars of his that are included in the notice, and to supply any that are missing.

(3) A resident agent is not under a duty to serve a notice under subsection (2) if –

- (a) the resident agent has already been informed that the person is a beneficial owner in relation to that relevant legal person, and
- (b) that information was provided either by the person himself or with his knowledge.

(4) A resident agent may also serve a notice on a person under this section if he knows or has reasonable cause to believe that the person knows the identity of any beneficial owner in relation to the relevant legal person, or knows the identity of someone likely to have that knowledge.

(5) A notice under subsection (4) must require the addressee –

- (a) to state whether or not the addressee knows the identity of –
  - (i) any beneficial owner in relation to the relevant legal person, or

(ii) any person likely to have that knowledge, and

(b) if so, to supply any particulars of theirs that are within the addressee's knowledge, and state whether or not the particulars are being supplied with the knowledge of each of the persons concerned.

(6) A notice under this section must state that the addressee is to comply with the notice by no later than the end of the period of one month beginning with the date of the notice.

(7) In this section –

(a) a reference to knowing the identity of a person includes knowing information from which that person can be identified, and

(b) "**particulars**" means the required particulars under section 7(3).

**Record of beneficial owners.**

7. (1) The resident agent of a relevant legal person must keep a record of the required particulars of the beneficial owners of that relevant legal person in a record referred to in this Law as the "**record of beneficial owners**".

(2) The record of beneficial owners must be kept at the relevant legal person's registered office, or at some other place in Alderney of which the Registrar has –

(a) been notified, and

- (b) approved in writing.
- (3) The "**required particulars**" of an individual means –
- (a) his name,
  - (b) his nationality,
  - (c) his date of birth,
  - (d) his principal residential address,
  - (e) if he became a beneficial owner in respect of the relevant legal person in question after this Part comes into force, the date on which he became a beneficial owner, and
  - (f) the grounds on which he is considered to be a beneficial owner.

[ (3A) The "**required particulars**", in the case of a beneficial owner ("**B**") that is not an individual, means –

- (a) B's name,
- (b) the date of incorporation of B,
- (c) the place of incorporation of B,
- (d) B's registered address,

- (e) if B became a beneficial owner in respect of the relevant legal person in question after this Part comes into force, the date on which B became a beneficial owner, and
- (f) the grounds on which B is considered to be a beneficial owner.]

(4) In respect of a class of beneficial owners of such a size that it is not reasonably practicable to identify each member of the class, "**required particulars**" means information sufficient to identify and describe the class of individuals who are beneficial owners, with sufficient accuracy to make it possible to ascertain that an individual is or is not a member of that class.

(5) ...

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## NOTES

*In section 7,*

*subsection (3A) (which was originally inserted by the Beneficial Ownership and Companies (Amendment) (Alderney) Law, 2022, section 1(3), with effect from 13th October, 2022) was substituted by the Beneficial Ownership of Legal Persons (Alderney) (Amendment) Law, 2023, section 2, with effect from 21st November, 2023, subject to the transitional provisions in section 15 of the 2023 Law;*

*subsection (5) was repealed by the Beneficial Ownership and Companies (Amendment) (Alderney) Law, 2022, section 1(4), with effect from 13th October, 2022.*

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### **Duty of resident agent to keep record of beneficial owners up-to-date.**

**8.** (1) Subject to subsection (3), a resident agent must serve a notice on a person whose particulars are recorded in a relevant legal person's record of

beneficial owners if the resident agent knows or has reasonable cause to believe that a relevant change has occurred.

- (2) A "**relevant change**" in relation to a person occurs if –
- (a) the person ceases to be a beneficial owner in relation to a relevant legal person, or
  - (b) any other change occurs, as result of which the required particulars stated for the person on the record of beneficial owners are incorrect or incomplete.

(3) A resident agent is not required to serve a notice under subsection (1) if –

- (a) the resident agent has already been informed of the relevant change and of the information referred to in subsection (5)(b), and
- (b) that information was provided either by the person concerned or with his knowledge.

(4) The resident agent must serve a notice under subsection (1) as soon as reasonably practicable after he learns of the change or first has reasonable cause to believe that the change has occurred.

(5) The notice must require the addressee, within the period of one month beginning with the date of the notice –

- (a) to confirm whether or not the change has occurred, and

- (b) if so –
  - (i) to state the date of the change, and
  - (ii) to confirm or correct the required particulars included in the notice, and supply any that are missing from the notice.

(6) On receipt of information received pursuant to the service of a notice under this section, or on otherwise being satisfied that a relevant change has occurred, a resident agent must within seven days amend the record of beneficial owners accordingly.

**Duty of resident agent to notify Registrar of changes.**

9. (1) This section applies to a resident agent when there has been a change in the particulars contained in the record of beneficial owners.

(2) Within 14 days of this section applying to him, the resident agent must give notice to the Registrar of the change and of the date on which it occurred, to the best of his knowledge.

(3) When providing information to the Registrar under this section, the resident agent must serve copies of the information provided on –

- (a) the relevant legal person, and
- (b) upon request, the officers of the relevant legal person.

**Duty of resident agent to ensure security of information.**

10. A resident agent must take all reasonable steps to ensure the security and confidentiality of information disclosed to him under this Law or under the

relevant legal person Laws, and must not disclose such information other than in compliance with a duty imposed, or in exercise of a power conferred, under this Law or those Laws.

**Duty to retain documents following dissolution, etc.**

11. (1) This section applies where a relevant legal person is dissolved, terminated or struck off.

(2) Where this section applies –

- (a) if one has been appointed, the liquidator, or otherwise,
- (b) the resident agent immediately before the dissolution, termination or striking off,

must retain the record of beneficial ownership relating to the relevant legal person as at the date of dissolution, termination or striking off for the minimum retention period, and must comply with any requirement of the Registrar under this Law in that period.

(3) The States may make provision by Ordinance in respect of the retention of the record of beneficial ownership relating to a relevant legal person in circumstances where –

- (a) this section applies, and
- (b) the resident agent immediately before the dissolution, termination or striking off is a legal person that has subsequently been dissolved, terminated or struck off.

**Duty of beneficial owners to supply information.**

- 12.** (1) This section applies to a person if –
- (a) he is a beneficial owner in relation to a relevant legal person,
  - (b) his required particulars are not stated in the relevant legal person's record of beneficial owners,
  - (c) he knows, or ought reasonably to know, (a) and (b) to be the case, and
  - (d) he has not been served with a notice by the resident agent of that relevant legal person under section 6.

- (2) Within 21 days of this section applying to him the person must

–

- (a) notify the resident agent of his status as a beneficial owner in relation to the relevant legal person,
- (b) state the date on which, to the best of his knowledge, he acquired that status, and
- (c) serve on the resident agent his required particulars.

**Duty of beneficial owners to update information.**

- 13.** (1) This section applies to a person if –
- (a) the required particulars of the person are stated in a relevant legal person's record of beneficial owners,

- (b) a relevant change in relation to the required particulars of the person has occurred,
  - (c) the person knows, or ought reasonably to know, (a) and (b) to be the case, and
  - (d) the person has not been served with a notice by the resident agent of the relevant legal person under section 8.
- (2) Within 21 days of this section applying to him the person must

- (a) notify the resident agent of the change,
- (b) state the date on which, to the best of his knowledge, it occurred, and
- (c) serve on the resident agent any information needed to update the required particulars.

**Failure to comply with information duties.**

- 14.** (1) A person who without reasonable excuse fails to comply with-
- (a) a notice served on him under section 6 or 8,
  - (b) a duty under section 12 or 13, or
  - (c) ...

is, unless the person is a regulated person, liable to a civil penalty.

- (2) A resident agent who fails to comply with –
  - (a) a requirement imposed on him under section 3(1)(a), or
  - (b) a duty imposed on him under sections 6 to 10,

and a resident agent or a liquidator who fails to comply with a duty under section 11 is guilty of an offence, and, unless the person is a regulated person, liable to a civil penalty.

(3) It is a defence for a resident agent charged with failing to comply with a duty imposed on him under sections 6 to 10 to prove that he took all reasonable steps to attempt to comply with the duty.

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**NOTE**

*In section 14, paragraph (c) of subsection (1) was repealed by the Beneficial Ownership of Legal Persons (Alderney) (Amendment) Law, 2023, section 3, with effect from 21st November, 2023, subject to the transitional provisions in section 15 of the 2023 Law.*

*In accordance with the transitional provision for duty of resident agent to keep records in section 14(1) of the Beneficial Ownership of Legal Persons (Alderney) (Amendment) Law, 2023, first, with effect from 21st November, 2023, subsection (2)(b) of this section has effect as if section 7 of this Law had not been amended by section 2 of the 2023 Law and, second, with effect from the 28th day following the 21st November, section 14(1) of the 2023 Law ceases to have effect.*

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**False or misleading information.**

- 15.** (1) If a person to whom subsection (2) applies –
- (a) makes a statement which he knows or has reasonable cause to believe to be false, deceptive or misleading in

a material particular,

- (b) recklessly makes a statement, dishonestly or otherwise, which is false, deceptive or misleading in a material particular,
- (c) produces or furnishes or causes or permits to be produced or furnished any information or document which he knows or has reasonable cause to believe to be false, deceptive or misleading in a material particular, or
- (d) recklessly produces or furnishes or recklessly causes or permits to be produced or furnished, dishonestly or otherwise, any information or document which is false, deceptive or misleading in a material particular,

he is guilty of an offence.

(2) This subsection applies to a person who –

- (a) makes any statement or provides any information or document to the Registrar, or to any officer, servant or agent of the Registrar, when acting in the exercise of his functions, or
- (b) otherwise than as mentioned in paragraph (a) makes any statement or provides any information or document to the Registrar in circumstances in which he knows or could reasonably be expected to know that the statement, information or document would or might be

used by the Registrar for the purpose of exercising his functions.

PART 3  
AMENDMENTS TO OTHER ENACTMENTS

**Amendments to Companies Law.**

16. (1) The Companies (Alderney) Law, 1994<sup>a</sup> ("the Companies Law") is amended as follows.

(2) At the end of section 4(1)(b)(v), insert "and a statement that the resident agent has complied with his obligations under section 152D,".

(3) For section 152D, substitute –

**"Duties of resident agent on incorporation.**

**152D.** (1) Before an application is made for the incorporation of a company the proposed first resident agent must take reasonable steps to ascertain the identity of the beneficial owners in relation to that company, and when such an application is made he must –

(a) provide a statement of the required particulars of the beneficial owners in relation to the company (or, if no beneficial owners have been

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<sup>a</sup> Order in Council No. XXXIV of 1994; amended by Order in Council No. I of 2001; No. XV of 2002; No. XIII of 2010; No. XIX of 2012; Alderney Ordinance No. V of 1995; Alderney Ordinance No. I of 1996; Alderney Ordinance No. II of 1997; Ordinance No. XXXIII of 2003; Alderney Ordinance No. XI of 2007; Alderney Ordinance No. XVII of 2008; Ordinance No. VII of 2009; Alderney Ordinance No. VI of 2009; Alderney Ordinance No. XIV of 2010; Alderney Ordinance No. I of 2011; Alderney Ordinance No. XV of 2011; Alderney Ordinance No. VIII of 2012; Alderney Ordinance No. XIV of 2013; Ordinance No. IX of 2016.

identified by the resident agent, a statement to that effect) to the Registrar of Beneficial Ownership,

- (b) take reasonable steps to verify the information in the statement, and provide with the statement a statement that the resident agent has taken reasonable steps to verify that information, and
- (c) serve copies of the statements on –
  - (i) the company,
  - (ii) upon request, the proposed first directors of the company.

(2) In this section, "**required particulars**" has the meaning given in section 10 of the Beneficial Ownership Law."

(4) Sections 152E and 152F are repealed.

(5) In the section heading of section 152G delete "or cancellation", and for subsections (1) and (2) of section 152G, substitute –

" (1) This section applies when, in the opinion of the resident agent of a company, a member of the company or a beneficial owner in relation to the company (a "**beneficial owner**") has –

- (a) failed, without reasonable excuse, to comply with a notice served under section 6 or 8 of the Beneficial Ownership Law within the time

specified in it,

- (b) failed, without reasonable excuse, to comply with the duty under section 12(2) or 13(2) of the Beneficial Ownership Law (in circumstances where those sections apply), or
- (c) made a statement under those sections which is false, deceptive or misleading in a material particular.

(2) This section also applies when, in the opinion of the Registrar of Beneficial Ownership a member or beneficial owner has failed to comply with a requirement of the Registrar of Beneficial Ownership under paragraph 4 of the Schedule to the Beneficial Ownership Law to produce information, or has made a statement under that paragraph which is false, deceptive or misleading in a material particular.

(2A) When this section applies by virtue of subsection (1), the resident agent must as soon as reasonably practicable notify the Registrar of the opinion referred to in subsection (1), and when this section applies by virtue of subsection (2), the Registrar of Beneficial Ownership may notify the Registrar of the opinion referred to in subsection (2).

(2B) On the Registrar receiving a notification under subsection (2A), or when he otherwise has reasonable grounds for believing that a member or beneficial owner has failed to comply with an obligation or duty under the Beneficial Ownership Law or has made a statement which is false, deceptive or misleading in a material particular in purported compliance with such an obligation or duty (whether he has reasonable grounds for that belief because he has received relevant information from the Commission or

for some other reason), the Registrar may, if he thinks it proportionate and appropriate in all the circumstances place such restrictions as he thinks fit on rights attaching to the relevant member's interest in the company, including, without limitation –

- (a) any right to transfer the interest,
- (b) any voting rights,
- (c) any right to further shares in respect of shares already held, and
- (d) any right to payment due to the member's interest, whether in respect of capital or otherwise.

(2C) For the avoidance of doubt, when the Registrar places restrictions on a member's interests under subsection (2B), he must notify the member and the company.

(2D) A resident agent who fails to comply with the duty under subsection (2A), and a company which fails to comply with or give effect to restrictions placed on rights attaching to a member's interest under subsection (2B), is guilty of an offence."

(6) In section 152G(3), for "(2)(a)" substitute "(2B)", in section [152G(4)] delete "or cancellation" and for "(2)" substitute "(2B)", and in section 152G(5) for "the company has" substitute "the company and the Registrar have" .

(7) After section 152G, insert –

**"Resignation of resident agent.**

**152GA.** (1) A registered agent of a company may give notice stating that he intends to resign from his position as registered agent.

(2) A notice under subsection (1) shall be served on –

(a) the Registrar,

(b) the Registrar of Beneficial Ownership,

(c) each director at –

(i) his service address, and

(ii) his usual residential address where that address is different from his service address, and

(d) the company.

(3) The notice must state –

(a) the company's name and registration number,

(b) the date from which the resignation of the resident agent shall be effective,

(c) that the company may be struck off the Register of Companies in accordance with Part XVI if it does not appoint a new resident agent.

(4) A company which does not appoint a new replacement agent on the resignation of the resident agent becoming effective following a notice under this section is liable to be struck off the Register of Companies in accordance with Part XVI."

(8) At the end of section 152H, insert –

" (7) For the avoidance of doubt, this section is without prejudice to the powers and duties of resident agents under the Beneficial Ownership Law."

(9) In section 155(1)(c), after "149(1)," insert "152G(2D),".

(10) In section 163 (Interpretation) at the appropriate places insert –

**""beneficial owner"** has the meaning it has for the purposes of the Beneficial Ownership Law,"

**""Beneficial Ownership Law"** means the Beneficial Ownership of Legal Persons (Alderney) Law, 2017,"

**""Registrar of Beneficial Ownership"** has the meaning it has for the Beneficial Ownership Law,".

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**NOTE**

*In section 16, the figures, letter and parentheses in square brackets in subsection (6) were substituted by the Beneficial Ownership of Legal Persons (Alderney) (Amendment) Ordinance, 2017, section 1(2), with effect from 6th December, 2017.*

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PART 4

ENFORCEMENT

**Criminal penalties for offences under this Law.**

17. (1) A person (including a relevant legal person) guilty of an offence under this Law is liable –

- (i) on summary conviction, to a fine not exceeding level 5 on the Alderney uniform scale, imprisonment for a term not exceeding 3 months or both, and
- (ii) on conviction on indictment, to a fine, imprisonment for a term not exceeding 2 years or both.

(2) The imposition by this Law of a criminal penalty in respect of any act or omission is without prejudice to any other remedy or liability (civil or criminal) in respect thereof (except as provided for by section 24).

(3) In deciding whether a person is guilty of an offence under this Law the court must consider whether he followed any relevant rules, codes, guidance principles or instructions which were at the time concerned –

- (a) made or issued by the Registrar under this Law or any other enactment, and
- (b) published in a manner he approved as appropriate in his opinion to bring the rules, guidance or instructions to the attention of persons likely to be affected by them.

**Criminal liability of officers, etc.**

**18.** (1) Where an offence under this Law is committed by a legal person and is proved to have been committed with the consent or connivance of, or to be attributable to any neglect on the part of –

- (a) any director, manager, secretary or other similar officer, or any foundation official, of the legal person, or
- (b) any person purporting to act in such a capacity,

he as well as the legal person is guilty of the offence and may be proceeded against and punished accordingly.

(2) Where the affairs of a legal person are managed by its members, subsection (1) applies to a member in connection with his functions of management as if he were a director.

(3) Where an offence under this Law is committed by an unincorporated body and is proved to have been committed with the consent or connivance of, or to be attributable to any neglect on the part of –

- (a) in the case of a partnership, any partner,
- (b) in the case of any other unincorporated body, any officer of that body who is bound to fulfil any duty whereof the offence is a breach or, if there is no such officer, any member of the committee or other similar governing body, or
- (c) any person purporting to act in such a capacity,

he as well as the unincorporated body is guilty of the offence and may be proceeded

against and punished accordingly.

(4) Where an offence under this Law is alleged to have been committed by an unincorporated body, proceedings for the offence shall be brought in the name of the body and not in the name of any of its members.

(5) A fine imposed on an unincorporated body on its conviction of an offence under this Law shall be paid from the funds of the body.

**Civil penalties.**

**19.** (1) Where the Registrar is satisfied that a person is liable to a civil penalty under section 14 [or paragraph 4F of the Schedule], he may (subject to the provisions of this section and section 23) impose on that person a financial penalty in respect of the failure to comply that gave rise to the liability of such amount as he considers appropriate and proportionate, but not exceeding £20,000, or such other amount as the [Committee may prescribe by regulations].

(2) ...

(3) Any financial penalty imposed under this section is payable to the States and is recoverable as a civil debt.

(4) ...

(5) ...

(6) Where a penalty is imposed on a person under this section, the Registrar may publish, in such manner and for such period as the Registrar may determine, his name and the amount of the penalty, and the publication may contain such information in respect of any person named therein, and such ancillary, incidental and supplementary information, as the Registrar may determine.

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**NOTE**

*In section 19, first, the words in the first pair of square brackets in subsection (1) were inserted and those in the second pair of square brackets therein were substituted and, second, subsection (2), subsection (4) and subsection (5) were repealed by the Beneficial Ownership of Legal Persons (Alderney) (Amendment) Law, 2023, section 4, respectively paragraph (a) and paragraph (b), with effect from 21st November, 2023, subject to the transitional provisions in section 15 of the 2023 Law.*

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**Disqualification orders of Registrar against resident agents of non-regulated relevant legal persons, and notification requirements.**

**20.** (1) Without prejudice to any other powers of the Registrar, where in the opinion of the Registrar the resident agent of a non-regulated relevant legal person has contravened in a material particular –

- (i) a provision of this Law or the relevant legal person Laws, or
- (ii) any prohibition, restriction, condition, obligation, enforcement requirement, other requirement, duty, direction or arrangement imposed, issued or arising under any such provision,

the Registrar may (subject to subsection (2)) make and subsequently renew, on one or more occasions, an order (a "**resident agent disqualification order**") disqualifying him from being a resident agent of a non-regulated relevant legal person.

[ (1A) ...]

- (2) A person who performs or agrees to perform any function in

breach of a resident agent disqualification order is guilty of an offence.

(3) A relevant legal person and its officers shall take all reasonable care to ensure that none of its functions in relation to the carrying on of any business of the relevant legal person is performed by a person who is disqualified from performing that function by a resident agent disqualification order.

(4) A resident agent disqualification order and any renewal thereof

—

(a) shall have effect for such period (which may be indefinite), and

(b) may contain such ancillary, incidental and supplementary terms and conditions,

as shall be specified in it.

(5) ...

(6) ...

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**NOTE**

*In section 20, subsection (1A) (which was originally inserted by the Beneficial Ownership and Companies (Amendment) (Alderney) Law, 2022, section 1(5), with effect from 13th October, 2022), subsection (5) and subsection (6) were repealed by the Beneficial Ownership of Legal Persons (Alderney) (Amendment) Law, 2023, section 5, with effect from 21st November, 2023, subject to the transitional provisions in section 15 of the 2023 Law.*

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**Private reprimands.**

21. (1) Without prejudice to any other powers of the Registrar, where the Registrar considers that, having regard to the conduct of a resident agent of a non-regulated relevant legal person, it is appropriate to do so, the Registrar may issue to the resident agent a private reprimand.

(2) The Registrar may not publish a private reprimand without the consent of the resident agent in question.

(3) A private reprimand issued under subsection (1) may be taken into account by the Registrar in considering any matter under this Law concerning the resident agent in question.

**Public statements.**

22. (1) Without prejudice to any other powers of the Registrar, where in the opinion of the Registrar a resident agent of a non-regulated relevant legal person has contravened in a material particular –

- (i) a provision of this Law or the relevant legal person Laws, or
- (ii) any prohibition, restriction, condition, obligation, enforcement requirement, other requirement, duty, direction or arrangement imposed, issued or arising under any such provision,

it may publish, in such manner and for such period as the Registrar may determine, a statement to that effect.

The statement may contain such information in respect of any person named therein, and such ancillary, incidental and supplementary information, as the

Registrar may determine.

(2) ...

(3) If at any time it appears to the Registrar that a statement published under this section or any information contained in it is or has become misleading, inaccurate or incomplete, or that it is necessary or desirable in the interests of the public or the reputation of the Bailiwick as a finance centre to do so, the Registrar shall make such addition, erasure or other alteration to the statement or content thereof as the Registrar considers necessary.

(4) A statement published under subsection (1) may be taken into account by the Registrar in considering any matter under this Law concerning the resident agent in question.

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**NOTE**

*In section 22, subsection (2) was repealed by the Beneficial Ownership of Legal Persons (Alderney) (Amendment) Law, 2023, section 6, with effect from 21st November, 2023, subject to the transitional provisions in section 15 of the 2023 Law.*

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**Imposition of applicable sanctions.**

**22A.** In deciding whether or not to impose an applicable sanction on any person (and, where relevant, the amount or terms thereof), the Registrar must take into consideration the following factors –

- (a) in the case of a contravention of or under any provision of this Law –
  - (i) whether the contravention was brought to the attention of the Registrar by the person

concerned,

- (ii) the seriousness of the contravention, and
  - (iii) the efforts, if any, that have been made to rectify the contravention and to prevent a recurrence,
- (b) the potential financial consequences to the person concerned, and to third parties including customers and creditors of that person, of imposing an applicable sanction,
- (c) the action taken by the Registrar in relation to applicable sanctions in other cases, and
- (d) any other matter the Registrar considers relevant.]

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**NOTE**

*Section 22A was inserted by the Beneficial Ownership of Legal Persons (Alderney) (Amendment) Law, 2023, section 7, with effect from 21st November, 2023, subject to the transitional provisions in section 15 of the 2023 Law.*

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**[Notification of proposed sanction.]**

**22B.** (1) Where the Registrar proposes to impose an applicable sanction on any person, the Registrar must issue to the person concerned a notice specifying –

- (a) the proposed financial penalty, order, reprimand or statement, and the reasons for the same,
- (b) the date on which it is proposed to impose the penalty,

make the order, issue the reprimand or publish the statement, allowing time for written representations under section 23 (unless dispensed with under section 23(3)), and

- (c) that person's right to make written representations to the Registrar under section 23 (unless dispensed with under section 23(3)).

- (3) Subsection (1) is subject to section 23A.]

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**NOTE**

*Section 22B was inserted by the Beneficial Ownership of Legal Persons (Alderney) (Amendment) Law, 2023, section 7, with effect from 21st November, 2023, subject to the transitional provisions in section 15 of the 2023 Law.*

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**Representations [and notice of decision].**

**23.** (1) [ Subject to subsection (3), the person to whom a notice is issued under section 22B] may make written representations to the Registrar concerning the proposed financial penalty, order, statement or reprimand within 28 days of the date of the notice.

(2) If the person in question exercises their right under subsection (1) the Registrar –

(a) must consider their representations, and

(b) may decide to –

(i) impose the penalty, make the order, publish the

statement or issue the reprimand,

- (ii) in the case of a proposed financial penalty, impose a penalty in a lesser amount, or issue a private reprimand or publish a statement under section 22,
- (iii) withdraw the penalty, not make the order, not issue the reprimand or not publish the statement, or
- (iv) postpone the date for imposing the penalty, making the order, publishing the statement or issuing the reprimand,

as the case may be, but in any event must [give written notice to] that person of his decision in writing, and the reasons for the same, before the date on which the financial penalty is imposed or would otherwise have been imposed, the order is made or would otherwise have been made, the statement is published or would otherwise have been published, or the reprimand is issued or would otherwise have been issued, as the case may be.

(3) For the avoidance of doubt, where the Registrar has imposed a financial penalty under section 19 he may not seek to recover payment of that penalty until –

[ (3) The period of 28 days mentioned in subsection (1) may be reduced in any case in which the Registrar considers it necessary to do so in the interests of the public or the reputation of the Bailiwick as a finance centre; and if by reason of those interests the Registrar considers that the decision in question needs to be taken immediately as a matter of urgency then, with the prior written authorisation

of His Majesty's Procureur the procedure prescribed in subsection (1) may be dispensed with altogether.]

[ (4) If the period of 28 days is reduced, or the procedure prescribed in subsection (1) dispensed with altogether, the Registrar must specify this in the notice under section 22B.

(5) A written notice of the Registrar's decision under subsection (2) must include a statement of the right to apply to the Court under section 26.

(6) This section is subject to section 23A.]

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**NOTE**

*In section 23, first, the words in square brackets in the heading thereto, second, the words in square brackets in subsection (1) and, third, the words in square brackets in subsection (2) were all substituted and, fourth, subsection (3) was substituted and subsection (4), subsection (5) and subsection (6) were inserted by the Beneficial Ownership of Legal Persons (Alderney) (Amendment) Law, 2023, section 8, respectively paragraph (a), paragraph (b), paragraph (c) and paragraph (d), with effect from 21st November, 2023, subject to the transitional provisions in section 15 of the 2023 Law.*

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**[Court may order sanctions with immediate effect.]**

**23A.** If, at any time, the Registrar decides that it is necessary or desirable to impose an applicable sanction on any person with immediate effect –

- (a) in the interests of the public, or
- (b) in the interests of the reputation of the Bailiwick as a financial centre,

the Registrar may apply to the Court for an order under this section directing that the

applicable sanction should, without prejudice to any application under section 26, have immediate effect; and the Court may make an order under this subsection on any terms and conditions it thinks just.]

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**NOTE**

*Section 23A was inserted by the Beneficial Ownership of Legal Persons (Alderney) (Amendment) Law, 2023, section 9, with effect from 21st November, 2023, subject to the transitional provisions in section 15 of the 2023 Law.*

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**Relationship of civil penalties with prosecutions.**

24. (1) A relevant legal person is not liable to a civil penalty if a prosecution in respect of the matter has been commenced.

(2) If the prosecution commences after the civil penalty has been paid, the Registrar shall repay the civil penalty to the relevant legal person.

**[Interpretation of Part 4.**

24A. In this Part, "**applicable sanction**" means –

- (a) a financial penalty under section 19,
- (b) a private reprimand under section 21,
- (c) a public statement under section 22, or
- (d) in the case of a resident agent of a non-regulated relevant legal person, a resident agent disqualification order under section 20.]

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**NOTE**

*Section 24A was inserted by the Beneficial Ownership of Legal Persons (Alderney) (Amendment) Law, 2023, section 10, with effect from 21st November, 2023, subject to the transitional provisions in section 15 of the 2023 Law.*

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PART 5

MISCELLANEOUS AND FINAL

**Meaning of "beneficial owner".**

**25.** For the purposes of this Law, the expression "**beneficial owner**", and any related expressions, have the meaning prescribed by way of regulations made by the Committee.

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**NOTE**

*The following Regulations have been made under section 25:*

*Beneficial Ownership (Alderney) (Definition) Regulations, 2017;  
Beneficial Ownership (Alderney) (Definition) (Amendment)  
Regulations, 2017;  
Beneficial Ownership (Definition) (Amendment) (No. 2) Regulations,  
2017.*

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**General right to apply to Court to set aside action of Registrar.**

**26.** (1) Without prejudice to any specific right of appeal in any enactment, a person who is directly affected by any action, direction, decision or determination of the Registrar (including an order imposing a financial penalty) may apply to the Court to set aside that action, direction, decision or determination.

(2) An application under subsection (1) shall be made in such manner (if any) as may be prescribed by order of the Court.

(3) On such an application the Court may make such order on such terms and conditions as it thinks fit.

(4) Subject to any direction given by the Court –

(a) the applicant shall give at least seven days' notice of the application to the Registrar,

(b) where the application is made in respect of a legal person and the applicant is not the legal person in respect of which the application is made, the applicant shall give at least seven days' notice of the application to the legal person, and

(c) the application shall be made within 21 days after the day of the action, direction, decision or determination of the Registrar.

(5) An appeal from an order of the Court under this section lies to the Ordinary Court on a question of law.

**Service of documents.**

27. (1) Any notice or document other than a summons to be served under or for the purposes of the provisions of this Law may be served on –

(a) an individual, by being delivered to him, or by being left at, or sent by post or transmitted to, his usual or last

known place of abode, or by being transmitted to his relevant electronic address,

- (b) a legal person with a registered office in Alderney, by being left at, or sent by post or transmitted to, that office, or by being transmitted to its relevant electronic address,
- (c) a legal person without a registered office in Alderney, by being left at, or sent by post or transmitted to, its principal or last known principal place of business in Alderney or, if there is no such place, its registered office or principal or last known principal place of business elsewhere, or by being transmitted to its relevant electronic address,
- (d) an unincorporated body –
  - (i) by being served on any partner, member of the committee or other similar governing body, manager, director or other similar officer thereof in accordance with paragraph (a), or
  - (ii) by being left at, or sent by post or transmitted to, the body's principal or last known principal place of business in Alderney or, if there is no such place, its principal or last known principal place of business elsewhere, or by being transmitted to its relevant electronic address,
- (e) the Registrar, by being left at, or sent by post or

transmitted to, the Registrar's offices.

(2) If service of a notice or document cannot, after reasonable enquiry, be effected in accordance with subsection (1), the notice or document may be served by being published –

- (a) by the Registrar in such manner and for such period as he thinks fit, or
- (b) in the Alderney Official Gazette (or, where service is required to be effected in Guernsey, in the La Gazette Officielle) on two occasions falling in successive weeks.

(3) Subsections (1) and (2) are without prejudice to any other lawful method of service.

(4) Where a document is sent by post it shall, unless the contrary is shown, be deemed for the purposes of the provisions of this Law to have been received –

- (a) in the case of a document sent to an address in the United Kingdom, the Channel Islands or the Isle of Man, on the third day after the day of posting,
- (b) in the case of a document sent elsewhere, on the seventh day after the day of posting,

excluding in each case any non-business day.

(5) For the purposes of the provisions of this Law, service of any

document sent by post shall be proved by showing the date of posting, the address thereon and the fact of prepayment.

(6) Notwithstanding the provisions of this section and of any other rule of law in relation to the service of documents, no document to be served on the Registrar under or for the purposes of the provisions of this Law shall be deemed to have been served until it is received.

(7) In this section –

**"by post"** means by registered post, recorded delivery service or ordinary letter post,

**"non-business day"** means –

- (a) a Saturday, a Sunday, Christmas Day and Good Friday, and
- (b) any day appointed as a public holiday by Ordinance of the States under section 1(1) of the Bills of Exchange (Guernsey) Law, 1958<sup>c</sup>,

**"electronic address"** includes, without limitation, an e-mail address and a telecommunications address,

**"relevant electronic address"** means an electronic address –

- (i) with which the person or body concerned has a

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<sup>c</sup> Ordres en Conseil Vol. XVII, p. 384; amended by Vol. XXIV, p. 84; No. XI of 1993; Vol. XXXIV, p. 504; No. XIV of 1994; and Vol. XXXV(1) p. 367.

personal, business or other connection, and

- (ii) a document transmitted to which is likely to come to his attention,

**"served"** includes given and submitted,

**"summons"** includes any document compelling a person's attendance before a court, and

**"transmitted"** means transmitted by electronic communication (that is to say, in electronic form and by electronic means), facsimile transmission or other similar means which produce or enable the production of a document containing the text of the communication; in which event the document shall be regarded as served immediately after it was transmitted, unless the contrary is shown.

**Exclusion of liability, etc.**

**28.** (1) No liability is incurred by –

- (a) the Registrar,
- (b) any officer or servant of the States,

in respect of anything done or omitted to be done after the commencement of this Law in the discharge or purported discharge of their functions under this Law, unless the thing was done or omitted to be done in bad faith.

(2) Subsection (1) does not apply so as to prevent an award of damages in respect of an act or omission on the ground that it was unlawful as a result

of section 6(1) of the Human Rights (Bailiwick of Guernsey) Law, 2000<sup>d</sup>.

(3) A requirement imposed by or under this Law to provide any information or document has effect notwithstanding any obligation as to confidentiality or other restriction on the disclosure of information imposed by statute, contract or otherwise; and, accordingly, the obligation or restriction is not contravened by the making of a disclosure pursuant to such a requirement.

(4) Nothing in this Law authorises –

(a) a disclosure in contravention of any provisions of the Data Protection (Bailiwick of Guernsey) Law, 2001<sup>e</sup> of personal data which are not exempt from those provisions, or

(b) a disclosure which is prohibited by Part I of the Regulation of Investigatory Powers (Bailiwick of Guernsey) Law, 2003<sup>f</sup>.

(5) Nothing in this Law compels the production or divulgence by an Advocate or other legal adviser of an item subject to legal professional privilege (within the meaning of section 24 of the Police Powers and Criminal Evidence

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<sup>d</sup> Order in Council No. XIV of 2000; amended by Order in Council No. I of 2005; Ordinance No. XXXVII of 2001; No. XXXIII of 2003; No. XX of 2015; No. IX of 2016; and G.S.I. No. 27 of 2006.

<sup>e</sup> Order in Council No. V of 2002; amended by Ordinance No. XXXIII of 2003; No. II of 2010; No. XXXIV of 2011; No. XLIX of 2012; No. XXIX of 2013; and No. IX of 2016.

<sup>f</sup> Order in Council No. XXX of 2003; amended by Ordinance No. XXXIII of 2003; No. XXIX of 2013; No. IX of 2016; and G.S.I. No. 26 of 2004.

(Bailiwick of Guernsey) Law, 2003<sup>g</sup>), but an Advocate or other legal adviser may be required to give the name and address of any client.

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**NOTE**

*The Data Protection (Bailiwick of Guernsey) Law, 2001 has since been repealed by the Data Protection (Bailiwick of Guernsey) Law, 2017, section 113(a), with effect from 25th May, 2018, subject to the provisions of the Data Protection (Commencement, Amendment and Transitional) (Bailiwick of Guernsey) Ordinance, 2018.*

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**Guidance.**

29. (1) The Registrar, after consultation with such persons as appear to him to be appropriate, may issue such guidance as he thinks necessary for the purposes of this Law and other enactments making provision in respect of beneficial ownership and resident agents.

(2) The Registrar may, after consultation mentioned in subsection (1), revise the whole or any part of guidance issued under this Law and issue that revised guidance.

**Fees payable to the Registrar.**

30. (1) The States may by Ordinance prescribe –
- (a) the fees payable (whether generally or in any particular case) in the exercise of the Registrar's functions,
  - (b) the interest payable in the event of default in the due payment of fees, and

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<sup>g</sup> Order in Council No. XXIII of 2003; amended by Order in Council No. XVI of 2009, No. XV of 2011; Ordinance No. XXXIII of 2003; No. XXIX of 2011; and No. XXXIX of 2015.

- (c) the persons by whom such fees and interest are to be payable.

(2) The Registrar may refuse to exercise his functions in any particular case if the fees payable have not been paid.

**Nominee relationships.**

**31.** (1) The States may by Ordinance make provision in relation to the obtaining by resident agents of information relating to nominee relationships in respect of relevant legal persons, and the disclosure of such information by resident agents to the Registrar.

(2) Subject to subsection (3), an Ordinance made under subsection (1) may contain provision as to the creation of new liabilities, obligations, penalties and offences.

(3) The power conferred by subsection (2) to create new liabilities, obligations, penalties and offences does not include power –

- (a) to provide for offences to be triable only on indictment,
- (b) to authorise the imposition, on summary conviction of an offence, of a term of imprisonment exceeding six months or a fine exceeding level 5 on the Alderney uniform scale, or both, or
- (c) to authorise the imposition, on conviction on indictment of any offence, of a term of imprisonment exceeding six months.

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**NOTE**

*The following Ordinance has been made under section 31:*

*Beneficial Ownership of Legal Persons (Nominee Relationships)  
(Alderney) Ordinance, 2017.*

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**Bearer securities.**

**31A.** (1) Without prejudice to section 85(5) of the Companies Law, an application to register or incorporate a company or other legal person in Alderney (including an application to register or incorporate in Alderney an external company or other legal person presently registered or incorporated outside Alderney) must be refused if its constitutive documents empower it to issue bearer securities.

(2) For the purposes of this section, "**bearer securities**" means shares, warrants and any other form of instrument entitling the holder to subscribe for or convert their interest into shares where, in each case ownership of such shares, warrants or instruments and the right to exercise the rights attaching thereto is determined solely by possession of the physical certificate or instrument relating thereto.]

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**NOTE**

*Section 31A was inserted by the Beneficial Ownership and Companies (Amendment) (Alderney) Law, 2022, section 1(6), with effect from 13th October, 2022.*

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**General provisions as to subordinate legislation.**

- 32.** (1) The States may by Ordinance –
- (a) amend the Schedule, where it appears to the States to be necessary or expedient to do so for the purpose of –

- (i) enabling the Registrar more effectively to carry out any of his functions under this Law,
- (ii) enhancing or protecting the security and confidentiality of the Register,
- (iii) facilitating the administration and maintenance of the Register,
- (iv) enhancing or protecting the reputation or economic interests of the Bailiwick or any part thereof,
- (v) improving or enhancing the investigation, prevention or detection of crime,
- (vi) facilitating the instigation of, or otherwise for the purposes of, any criminal proceedings,
- (vii) facilitating the detection, seizure and forfeiture of the proceeds of crime or assets intended for use in crime,
- (viii) discharging any international obligation to which the Bailiwick is subject, or
- (ix) assisting, in the interests of the public or otherwise, any authority which appears to the States to exercise in a place outside the Bailiwick functions corresponding to any of the functions under this Law of the Registrar, and

- (b) make such other provision as they think fit for the purposes of carrying this Law into effect.

(2) Without prejudice to the generality of the powers conferred by any other provision of this Law, the States may by Ordinance made under this section repeal, replace amend, extend, adapt, modify or disapply, and make transitional and savings provisions in relation to, any of the relevant legal person Laws for the purposes of enabling the Registrar more effectively to carry out any of his functions under this Law and carrying this Law into effect.

(3) The provisions of subsections (1) and (2) are without prejudice to any other provision of this Law conferring power to enact Ordinances or regulations (and vice versa).

(4) Any Ordinance or regulation under this Law –

- (a) may be amended or repealed by a subsequent Ordinance or regulation, as the case may be, hereunder,
- (b) may contain such consequential, incidental, supplementary and transitional provision as may appear to be necessary or expedient, and
- (c) may, in the case of an Ordinance, and without limitation, contain provision –
  - (i) subject to subsection (5), as to the creation of new liabilities, obligations, penalties and offences,

- (ii) making consequential amendments to this Law and any other enactment, and
- (iii) repealing, replacing, amending, extending, adapting, modifying or disapplying any rule of customary or common law.

(5) The power conferred by subsection (4)(c)(i) to create new liabilities, obligations, penalties and offences does not include power –

- (a) to provide for offences to be triable only on indictment,
- (b) to authorise the imposition, on summary conviction of an offence, of a term of imprisonment or a fine exceeding the limits of jurisdiction for the time being imposed on the Court by section 12 of the Government of Alderney Law, 2004<sup>h</sup>, or
- (c) to authorise the imposition, on conviction on indictment of any offence, of a term of imprisonment exceeding two years.

(6) Any power conferred by this Law to make any Ordinance or regulation may be exercised –

- (a) in relation to all cases to which the power extends, or in relation to all those cases subject to specified exceptions, or in relation to any specified cases or

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<sup>h</sup> Order in Council No. III of 2005; amended by Order in Council No. XXII of 2010; No. XI of 2012; No. V of 2014; and Alderney Ordinance No. IX of 2016.

classes of cases,

(b) so as to make, as respects the cases in relation to which it is exercised –

(i) the full provision to which the power extends, or any lesser provision (whether by way of exception or otherwise),

(ii) the same provision for all cases, or different provision for different cases or classes of cases, or different provision for the same case or class of case for different purposes,

(iii) any such provision either unconditionally or subject to any prescribed conditions.

(7) Regulations under this Law must be laid before a meeting of the States as soon as possible after being made; and if, at that or their next meeting, the States resolve to annul the regulations, they shall cease to have effect, but without prejudice to anything done under them or to the making of new regulations.

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**NOTES**

*The following Ordinances have been made under section 32:*

*Beneficial Ownership of Legal Persons (Alderney) (Amendment) Ordinance, 2017;*

*Beneficial Ownership of Legal Persons (Nominee Relationships) (Alderney) Ordinance, 2017;*

*Beneficial Ownership of Legal Persons (Alderney) Law, 2017 (Amendment – Enforcement etc) Ordinance, 2023.*

*The following Regulations have been made under section 32:*

*Beneficial Ownership of Legal Persons (Alderney) Law, 2017 (Commencement) Regulations, 2017;*  
*Beneficial Ownership (Alderney) (Definition) Regulations, 2017;*  
*Beneficial Ownership (Alderney) (Definition) (Amendment) Regulations, 2017;*  
*Beneficial Ownership (Definition) (Amendment) (No. 2) Regulations, 2017.*

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**Interpretation.**

33. (1) In this Law, unless the context otherwise requires –

[ "**applicable sanction**": see section 24A,]

"**beneficial owner**": see section 25,

"**civil penalty**": see section 19,

"**the Commission**" means the Guernsey Financial Services Commission established by the Financial Services Commission (Bailiwick of Guernsey) Law, 1987<sup>i</sup>,

"**the Committee**" means the States Policy and Finance Committee,

"**the Companies Law**": see section 16(1),

"**conduct**" includes acts, omissions and statements,

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<sup>i</sup> Ordres en Conseil Vol. XXX, p. 243; amended by Orders in Council No. XXXI, p. 278; No. XX of 1991; No. XIII of 1994; No. II of 1997; Nos. XVII and XXI of 2002; Nos. III and XXII of 2003; Nos. XIX, XXIII and XXIV of 2008; No. XIX of 2010; No. III of 2013; No. I of 2015; Ordinance No. XXXIII of 2003; No. XXXIV of 2005; Nos. XII, XX and XXXIX of 2015; Nos. II, IX and XXII of 2016; and G.S.I. No. 29 of 2009.

**"the Court"** means the Court of Alderney,

**"criminal conduct"** means any conduct which –

- (a) constitutes a criminal offence under the law of any part of the Bailiwick, or
- (b) is, or corresponds to, conduct which, if it took place in any part of the Bailiwick, would constitute an offence under the law of that part of the Bailiwick,

**"criminal investigation"** means an investigation of any criminal conduct including an investigation of alleged or suspected criminal conduct or an investigation of whether criminal conduct has taken place,

**"criminal proceedings"** does not include legal proceedings outside Alderney unless the conduct with which the defendant in those proceedings is charged is criminal conduct or conduct which, to a substantial extent, consists of criminal conduct,

**"documents"** means information recorded in any form (including without limitation, in electronic form) and, in relation to information recorded otherwise than in legible form, references to its production, howsoever expressed, include references to the production of the information in hard copy; and a document is sent or supplied in hard copy form if it is sent or supplied in a paper copy or similar form capable of being read,

[ ...]

**"enactment"** includes a Law, an Ordinance and any subordinate legislation and includes any provision or portion of a Law, an Ordinance or

any subordinate legislation,

[ ...]

[ "**Head of the FIU**" has the meaning given in section 4 of the Economic and Financial Crime Bureau and Financial Intelligence Unit (Bailiwick of Guernsey) Law, 2022,]

**"information"** includes documents,

**"intelligence service"** has the same meaning as in section 67 of the Regulation of Investigatory Powers (Bailiwick of Guernsey) Law, 2003,

**"the minimum retention period"** means –

- (a) a period of at least 5 years starting from the date of the dissolution or termination of the relevant legal person in question, or
- (b) such longer period as the Registrar may direct,

a **"nominee relationship"** is a relationship in which an interest in a legal person, or a power exercisable in relation to a legal person, is held or is exercisable by one person on behalf of another,

**"non-regulated relevant legal person"**: see section 34,

**"the Ordinary Court"** means the Royal Court sitting as an Ordinary Court,

**"person"** includes –

- (a) an individual,
- (b) a body corporate,
- (c) any other legal person, and
- (d) an unincorporated body of persons,

**"record of beneficial owners"**: see section 7(1),

**"the Register"**: see section 1(1),

**"the Registrar"** means the Greffier within the meaning of the Government of Alderney Law, 2004,

**"regulated person"**: see section 34,

**"regulated relevant legal person"**: see section 34,

[ ...]

**"relevant change"**: see section 8(2),

**"relevant legal person"**: see section 34,

**"the relevant legal person Laws"** means the Companies Law and any other enactment specified for this purpose by Ordinance of the States,

**"required particulars"**: see section 7(3),

**"the States"** means the States of Alderney, and

**"subordinate legislation"** means any regulation, rule, order, rule of court, resolution, scheme, byelaw or other instrument made under any statutory, customary or inherent power and having legislative effect, but does not include an Ordinance,

[ **"the supervisory Laws"** has the meaning given in section 2(b) of the Financial Services Business (Enforcement Powers) (Bailiwick of Guernsey) Law, 2020.]

(2) Any reference in this Law to an enactment is a reference thereto as from time to time amended, re-enacted (with or without modification), extended or applied.

(3) The Interpretation (Guernsey) Law, 1948<sup>P</sup> applies to this Law.

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#### NOTES

*In section 33, first, the definitions of the expressions "applicable sanction", "Head of the FIU" and "the supervisory Laws" in subsection (1) were inserted and, second, the words omitted in square brackets immediately after the definitions of the expressions, first, "documents", second "enactment" and, third, "regulated relevant legal person" in that subsection were repealed by the Beneficial Ownership of Legal Persons (Alderney) (Amendment) Law, 2023, section 11, respectively paragraph (a) and paragraph (b), with effect from 21st November, 2023, subject to the transitional provisions in section 15 of the 2023 Law.<sup>1</sup>*

*The Interpretation (Guernsey) Law, 1948 has since been repealed by the Interpretation and Standard Provisions (Bailiwick of Guernsey) Law, 2016, section 28(a), with effect from 1st October, 2018.*

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<sup>P</sup> Ordres en Conseil Vol. XIII, p. 355.

**Meaning of "relevant legal person" and associated terms.**

34. (1) In this Law, a "**relevant legal person**" means –
- (a) a company incorporated under the Companies Law, and
  - (b) any other category of legal person specified for this purpose by Ordinance of the States.
- (2) In this Law a "**regulated person**" means a person who –
- (a) holds or is deemed to hold a licence granted by the Commission under the [supervisory] Laws,
  - (b) carries on a prescribed business for the purposes of the Prescribed Businesses (Bailiwick of Guernsey) Law, 2008<sup>q</sup>, or
  - (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<sup>r</sup>.

[ (3) In this Law, a "**regulated relevant legal person**" means a relevant legal person which –

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<sup>q</sup> Order in Council No. XII of 2009; amended by Ordinance No. XXXIX of 2015; No. II of 2016; and No. IX of 2016.

<sup>r</sup> Order in Council No. XV of 2008; amended by Order in Council No. XIII of 2010; No. XXXII of 2008; Ordinance Nos. XII and XX of 2015; Nos. II and IX of 2016; G.S.I. No. 75 of 2008; G.S.I. Nos. 17 and 83 of 2010; and No. 16 of 2013.

- (a) is administered, controlled or operated by a regulated person in the course of his or her activities, or by a person acting in the course of his or her duties as an employee of a regulated person, or
- (b) otherwise has a resident agent which is a regulated person or which is a person acting in the course of his or her duties as an employee of a regulated person,

and a "**non-regulated relevant legal person**" means a relevant legal person which is not a regulated relevant legal person (including, for the avoidance of doubt, a relevant legal person which was, but is no longer, a regulated relevant legal person).]

- (4) In this Law, the "**officers**" of a relevant legal person means –
  - (a) in the case of a company, the officers of the company (within the meaning of section 163 of the Companies Law),
  - (b) in the case of any other relevant legal person, those persons who are specified for this purpose by Ordinance of the States.
- (5) In this Law, the "**members**" of a relevant legal person means –
  - (a) in the case of a company, the members of the company,
  - (b) in the case of any other relevant legal person, those persons who are specified for this purpose by Ordinance of the States.

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**NOTES**

*In section 34,*

*the word in square brackets in subsection (2)(a) was substituted by the Beneficial Ownership of Legal Persons (Alderney) (Amendment) Law, 2023, section 12, with effect from 21st November, 2023, subject to the transitional provisions in section 15 of the 2023 Law;*

*subsection (3) was substituted by the Beneficial Ownership and Companies (Amendment) (Alderney) Law, 2022, section 1(7), with effect from 13th October, 2022.*

*The Registration of Non-Regulated Financial Services Businesses (Bailiwick of Guernsey) Law, 2008 has since been repealed by the Lending, Credit and Finance (Bailiwick of Guernsey) Law, 2022, section 91, Schedule 2, paragraph 1, with effect from 1st July, 2023, subject to the savings and transitional provisions in section 93 of the 2022 Law.*

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**Citation.**

**35.** This Law may be cited as the Beneficial Ownership of Legal Persons (Alderney) Law, 2017.

**Commencement.**

**36.** This Law shall come into force on the day appointed by regulations made by the Committee, and regulations made under this section may appoint different dates for different provisions of this Law and for different purposes.

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**NOTES**

*The Law was brought into force on 15th August, 2017 by the Beneficial Ownership of Legal Persons (Alderney) Law, 2017 (Commencement) Regulations, 2017, regulation 1.*

*The following Regulations have been made under section 36:*

*Beneficial Ownership of Legal Persons (Provision of Information) (Transitional Provisions) (Alderney) Regulations, 2017.*

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SCHEDULE

Section 1(1)

REGISTER OF BENEFICIAL OWNERS OF LEGAL PERSONS

**Register of Beneficial Owners of Legal Persons and security of information.**

1. (1) The Registrar shall establish the Register which shall be kept in such form as the Registrar thinks fit and may, without limitation, be kept in electronic form.

(2) The Registrar shall take all reasonable steps to ensure the confidentiality and security of the Register and of information kept on the Register, and of other information disclosed to him under this Law or under any other enactment, and (subject to subparagraph (3) and paragraphs 2 and 3) shall not disclose to any other person the Register or any part of it, or information or document obtained by him or disclosed to him –

(a) under this Law or any other enactment, or

(b) in connection with the carrying out of any of his functions.

(3) The Registrar shall, on application being made to him in such form as he may specify, and having taken all reasonable steps to verify the identity of the applicant, disclose to a person any information on the Register directly relating to that person only.

**Disclosure of information by the Registrar.**

2. [ (1) Subject to the provisions of this section, the [supervisory] Laws and any contrary provision in this Law or any Ordinance or subordinate legislation made under it in respect of any specific case or category of case, information obtained by the Registrar –

- (a) under this Law or any other enactment, or
- (b) in connection with the carrying out of any of the Registrar's functions,

may only be disclosed if the disclosure is –

- (i) to enable the discharge of the Registrar's functions (including, where the Registrar considers it necessary to seek advice relating to the exercise of those functions from a qualified person on any matter of law, accountancy or valuation or other matter requiring the exercise of professional skill, for the purpose of ensuring that the qualified person is properly informed on all matters on which that person's advice is sought),
  - (ii) in connection with any proceedings under this Law,
  - (iii) to comply with an order of a court, or
  - (iv) for any purposes set out in subsection (2).]
- (2) The purposes are any of the following –
- (a) the prevention, detection, investigation or prosecution of criminal conduct, whether in Alderney or elsewhere,
  - (b) the prevention, detection, investigation or sanctioning

of conduct for which penalties other than criminal penalties are provided under the law of Alderney or of any country or territory outside Alderney,

(c) [ assisting or enabling] the carrying out of any functions of any intelligence service,

(d) [ assisting or enabling] the carrying out –

(i) by the Commission, or

(ii) by a body in another country or territory which carries out similar functions to the Commission,

of its functions,

(e) [ assisting or enabling] the carrying out –

(i) by the [Director of the Revenue Service], or

(ii) by an officer of a body in another country or territory which carries out similar functions to the [Director of the Revenue Service],

of his functions,

(f) the conduct of –

(i) any civil forfeiture investigations within the meaning of section 18 of the Forfeiture of Money, etc in Civil Proceedings (Bailiwick of

Guernsey) Law, 2007<sup>s</sup>, or

- (ii) any proceedings under that Law or under corresponding legislation in force in a country designated under section 53 of that Law,
- (g) the implementation of, compliance with or enforcement of international sanctions measures within the Bailiwick,
- (h) the prevention, detection or investigation of breaches of international sanctions measures that have been given effect within the Bailiwick,
- (i) the enabling of any person or body within the Bailiwick, whose functions include any of the matters set out at paragraphs (g) and (h), to carry out those functions,
- (j) the enabling of any person or body in another country or territory, with similar functions to those set out at paragraphs (g) and (h), to carry out those functions,
- [(ja) assisting or enabling His Majesty's Procureur, His Majesty's Sheriff, His Majesty's Sergeant and the Greffier within the meaning of the Government of Alderney Law, 2004 to carry out their functions,

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<sup>s</sup> Order in Council No. XVII of 2008; amended by Order in Council No. XIII of 2010; No. XVI of 2012; Ordinance No. XXX of 2008; No. VII of 2009; No. XX of 2015; and No. IX of 2016.

- (jb) assisting or enabling the Director of the Economic and Financial Crime Bureau to carry out his or her functions,
- (jc) assisting or enabling the Financial Intelligence Unit to carry out its functions,
- (jd) assisting or enabling the Data Protection Authority to carry out its functions,
- (je) assisting or enabling the Overseas Aid Commission to carry out its functions,
- (jf) assisting or enabling any person with functions relating to the Social Investment Fund to carry out those functions,
- (jg) assessing, or assisting another authority within the Bailiwick to assess the risks of money laundering, bribery and corruption, the financing of terrorism, the financing of the proliferation of weapons of mass destruction and any other form of financial or non-financial crime,]
- (k) [ assisting or enabling] the carrying out by the Alderney Gambling Control Commission of its functions,
- [(l) assisting or enabling any of the Registrars to carry out their functions]

[(m) promoting the public interest or the reputation of the Bailiwick as a finance centre.]

(n) ...

[ (2A) For the purposes of subparagraph (2)(1), the Registrars are –

(a) the Registrar under the Companies (Alderney) Law, 1994,

(b) the Registrar under the Limited Liability Partnerships (Guernsey) Law, 2013,

(c) the Registrar under the Beneficial Ownership of Legal Persons (Guernsey) Law, 2017,

(d) the Registrar under the Companies (Guernsey) Law, 2008, including in his or her capacity as the Registrar of Foundations and in his or her capacity under the Limited Partnerships (Guernsey) Law, 1995,

(e) the Registrar of Charities and other Non Profit Organisations appointed under the Charities etc. (Guernsey and Alderney) Ordinance, 2021, and

(f) the Registrar of Non Profit Organisations appointed under the Charities and Non Profit Organisations (Registration) (Sark) Law, 2010.]

(3) [ The Committee may by regulations] amend the list of purposes at sub-paragraph (2).

[ (4) For the avoidance of doubt, the Registrar may take into account any relevant procedure or agreement when considering whether to grant, grant only in part or refuse any request for the disclosure of information obtained by the Registrar and described in subparagraph (1).]

[ (5) Any person to whom information may be disclosed for a purpose within subparagraph (2) may disclose information to the Registrar for the purposes of –

- (a) ensuring that the Registrar is properly informed on all matters in respect of which information from the Registrar is being requested or provided, or
- (b) enabling the carrying out of the Registrar's functions.

(6) Nothing in this paragraph prejudices any power to disclose which exists apart from this paragraph.

(7) In this paragraph –

- (a) **"Overseas Aid Commission"** means the body responsible for distributing funds voted by the States of Guernsey for aid and development overseas (howsoever titled),
- (b) **"information"** includes documents, and
- (c) **"Social Investment Fund"** means the company incorporated by the States of Guernsey to provide support and guidance to charitable organisations and

others.]

**[Power of Commission, Director of Revenue Service[, Head of FIU and Director of EFCB] to inspect Register.]**

3. (1) Without prejudice to the provisions of this Schedule and to the powers and duties of the Registrar, the Register must at all times be open to the inspection of [the Commission, the Director of the Revenue Service[, the Head of the FIU and the Director of the Economic and Financial Crime Bureau]], for the purpose of the carrying out of their functions.

(2) The States may by Ordinance make such provision as it thinks fit in respect of the inspection of the Register under subparagraph (1), including (but not limited to) provision with the purpose of ensuring that such inspection does not risk damage to the confidentiality and security of the Register.

**Power of Registrar to request and obtain information and documents.**

4. (1) The Registrar may, by notice in writing served on a person [...], require him to provide the Registrar in such form and manner, at such times or intervals, at such place and in respect of such periods as may be specified in the notice, with such information as the Registrar [may reasonably require –

- (a) for the performance of his or her functions, or
- (b) to enable him or her (of his or her own volition or at the request of the Committee, the States of Guernsey Policy and Resources Committee or any authority within the Bailiwick with functions in respect of financial crime) to obtain information relating to legal persons so that he or she can identify, assess and understand risks to the Bailiwick of money laundering, terrorist financing and all other forms of financial crime.]

(2) The Registrar may, by notice in writing served [on an administrator, provisional liquidator or liquidator appointed in respect of a company, on an equivalent person appointed in respect of another legal person, or on any other person [...]] –

- (a) require him to produce, in such form and manner, within such time and at such place as may be specified in the notice, such information or documents of such description as may be so specified, for the purposes of the Registrar inspecting them,
- (b) require him to furnish, to any of the Registrar's officers, servants or agents authorised for the purposes of this paragraph, on production of evidence of such authority, such information and documents or information and documents of such description as the officer, servant or agent may specify, either forthwith or within such time, and at such place, and in such form and manner, as may be so specified, for the purposes of their inspecting them,

being information or documents [reasonably required by the Registrar –

- (i) for the performance of his or her functions, or
- (ii) to enable him or her (of his or her own volition or at the request of the Committee, the States of Guernsey Policy and Resources Committee or any authority within the Bailiwick with functions in respect of financial crime) to obtain

information relating to legal persons so that he or she can identify, assess and understand risks to the Bailiwick of money laundering, terrorist financing and all other forms of financial crime.]

(3) Where under subparagraph (2) the Registrar or any officer, servant or agent thereof has power to require the production of any information or documents from a person, the Registrar or that officer, servant or agent has the like power to require the production of that information or those documents from any person who appears to be in possession of them (but without prejudice to any lien claimed by such a person on any documents produced by him).

(4) The powers conferred by this paragraph to require a person to produce any documents include power –

- (a) if the documents are produced, to take copies of them or extracts from them, in circumstances where the Registrar is satisfied that the taking of such copies or extracts is necessary for the proper exercise of powers under or in relation to Part 4 (Enforcement) of this Law, and
- (b) if the documents are not produced, to require the person who was required to produce them to state, to the best of his knowledge and belief, where they are.

(5) The powers conferred by this paragraph to require a person to provide any information include power to require that person to attend at such time and place as may be required and to give an explanation of and to answer questions relating to any matters in relation to which the production of the information may be

required.

(6) A statement made by a person in response to a requirement imposed by or under this paragraph –

(a) may be used in evidence against him in proceedings other than criminal proceedings, and

(b) may not be used in evidence against him in criminal proceedings except –

(i) where evidence relating to it is adduced, or a question relating to it is asked, in the proceedings by or on behalf of that person, or

(ii) in proceedings for –

(A) an offence under section 15,

(B) some other offence where, in giving evidence, he makes a statement inconsistent with it, but the statement is only admissible to the extent necessary to establish the inconsistency,

(C) perjury, or

(D) perverting the course of justice.

(7) A notice under this paragraph shall [...] give particulars of the right to apply to the Court conferred by section 26 (General right to apply to Court to

set aside action of Registrar).

**[Site visits.**

**4A.** (1) The Registrar may, at such times, intervals and places as the Registrar deems fit, and –

- (a) in exercise of the performance of the Registrar's functions, or
- (b) if it is considered desirable to do so by the Registrar for the protection of the interests of the public or any class thereof, or any particular persons, or the reputation of the Bailiwick as a finance centre,

make arrangements with any non-regulated relevant legal person for the making, in such manner and for such purposes as may be mutually agreed, of site visits to the offices of the non-regulated relevant legal person.

(2) Site visits may take place at any or all of the premises where the activities of the non-regulated relevant legal person are conducted or records are maintained by or on behalf of the non-regulated relevant legal person.

(3) Where a non-regulated relevant legal person fails to co-operate with the Registrar when exercising or attempting to exercise functions for the purposes of this paragraph (whether by declining to reach agreement as to the making, timing or scope of a site visit, or by failing to provide any information or document or to answer any question, or otherwise), that failure may be taken into account by the Registrar in deciding whether and in what manner to exercise functions arising otherwise than under this paragraph.]

**[Request for information during site visits.**

**4B.** (1) If the Registrar makes a site visit under paragraph 4A the Registrar may require the officers, servants and agents of the non-regulated relevant legal person –

- (a) to produce for examination (whether at the premises of the non-regulated relevant legal person or at the offices of the Registrar) any documents held by them,
- (b) to produce copies of any documents in a legible form for the Registrar to take away,
- (c) to answer questions for the purpose of verifying compliance with this Law.]

**[Power of Chairman of the Court to grant a warrant.]**

**4C.** (1) If the Chairman of the Court is satisfied by information on oath that there are reasonable grounds for suspecting –

- (a) that a request or requirement under paragraph 4 or 4B has not been complied with,
- (b) that any information or document furnished pursuant to such a request or requirement is false, misleading, inaccurate or incomplete,
- (c) that if such a request or requirement were made –
  - (i) it would not be complied with,
  - (ii) any documents to which it would relate would be removed, tampered with, falsified or

destroyed, or

- (iii) the making of the request or requirement or any attempt to enforce it might significantly prejudice any inquiry to which the request or requirement would relate,

the Chairman of the Court may grant a warrant.

(2) A warrant under this paragraph authorises any police officer, together with any other person named or described in the warrant (including, without limitation, the Registrar or any person authorised by the Registrar under paragraph 4D) –

- (a) to enter any premises specified in the warrant using such force as may be reasonably necessary,
- (b) to search the premises and, in relation to any documents or other information appearing to be relevant for the purpose of establishing whether a non-regulated relevant legal person has complied with any of the provisions of or under this Law, to take possession of them or to take any other steps which may appear to be necessary for preserving them or preventing interference with them,
- (c) to take copies of or extracts from any such documents or other information,
- (d) to require any person named in, or of a class or description specified in, the warrant –

- (i) to answer any questions (asked pursuant to the exercise of the Registrar's functions) relevant to establishing whether a non-regulated relevant legal person has complied with any of the provisions of or under this Law,
- (ii) to state to the best of that person's knowledge and belief the whereabouts of any documents or other information described in item (b),
- (iii) to make an explanation of any such documents or other information.

(3) A warrant under this section ceases to be valid on the expiration of 28 days immediately following the day on which it was issued.

(4) Any documents or other information of which possession is taken under the powers conferred by a warrant under this paragraph may be retained –

- (a) for a period of four months or such longer period as the Chairman of the Court may, when issuing the warrant or at any time thereafter, direct, or
- (b) if within that period proceedings to which the documents or other information are relevant are commenced against any person, until the conclusion of those proceedings.]

**Exercise of the Registrar's powers.**

**4D.** The Registrar's powers under paragraphs 4 and 4A to 4C may also be

exercised by any person who has been authorised by the Registrar to do so.]

**[Lien.**

**4E.** Where a person claims a lien on a document, its production pursuant to a request or requirement under this Schedule or by or under a warrant granted under paragraph 4C is without prejudice to that person's lien.]

**[Failure to comply with request or requirement under paragraphs 4 to 4D.**

**4F.** Any person who, without reasonable excuse, obstructs or fails to comply with a request or requirement of a person exercising or purporting to exercise any power conferred by paragraphs 4 to 4D is guilty of an offence and liable to a civil penalty.]

**Provision of information to the Registrar.**

**5.** (1) Information required to be provided to the Registrar under this Law or any other enactment shall be in such form as may be specified by the Registrar.

(2) Where a person claims a lien on a document, its production under this Law is without prejudice to his lien.

**[Provision of information to the Registrar: transitional provision.**

**5A.** (1) The Committee may by regulation make provision in relation to the provision to the Registrar by the resident agent of a relevant legal person that was incorporated or registered before the commencement of this Law ("**Commencement**") of information in relation to the beneficial owners of that relevant legal person at Commencement.

(2) Subject to subparagraph (3), regulations made under subparagraph (1) may contain provision as to the creation of new liabilities, obligations, penalties and offences.

(3) The power conferred by subparagraph (2) to create new liabilities, obligations, penalties and offences does not include power –

- (a) to provide for offences to be triable only on indictment,
- (b) to authorise the imposition, on summary conviction of an offence, of a term of imprisonment exceeding six months or a fine exceeding level 5 on the uniform scale, or both, or
- (c) to authorise the imposition, on conviction on indictment of any offence, of a term of imprisonment exceeding six months.]

**Tipping off.**

6. (1) A person is guilty of an offence if a notice is served on him under paragraph 4, and he discloses to any person information or any other matter which may prejudice –

- (a) any criminal or regulatory investigation which is being or may be carried out, whether in Alderney or elsewhere, or
- (b) any criminal or regulatory proceedings which have been or may be initiated, whether in Alderney or elsewhere,

which are connected with the service of that notice.

(2) Nothing in subparagraph (1) makes it an offence for an

Advocate or other legal adviser to disclose any information or other matter –

- (a) to, or to a representative of, a client of his in connection with the giving by him of legal advice to the client, or
- (b) to any person –
  - (i) in contemplation of or in connection with legal proceedings, and
  - (ii) for the purpose of those proceedings.

(3) Subparagraph (2) does not apply in relation to any information or other matter which is disclosed with a view to furthering any criminal purpose.

(4) In proceedings against a person for an offence under this paragraph, it is a defence to prove that he did not know or suspect that the disclosure was likely to be prejudicial in the way mentioned in subparagraph (1).

**[Co-operation with foreign authorities.]**

**6A.** (1) The Registrar shall take such steps as he or she considers appropriate to co-operate with any person or body –

- (a) who or which appears to the Registrar to exercise in a place outside the Bailiwick functions corresponding to any of the functions of the Registrar, for the purpose of the exercise of such functions, or
- (b) for the purposes of the investigation, prevention or detection of crime or with a view to the instigation of, or otherwise for the purposes of, any criminal

proceedings,

and co-operation under this paragraph may, without limitation, take the form of sharing or gathering any information which the Registrar may lawfully disclose or obtain.

(2) For the avoidance of doubt, the duty to co-operate imposed under subparagraph (1) is without prejudice to any other duties, and any powers, of the Registrar, including (but not limited to) powers to disclose or obtain information.]

**Rectification of the Register.**

7. (1) The Registrar may, in his absolute discretion and on such terms and conditions as he thinks fit –

- (a) on an application by or on behalf of a relevant legal person or the officers or members of a relevant legal person,
- (b) on an application by or on behalf of a resident agent,
- (c) on an application by or on behalf of any other person,  
or
- (d) of his own motion,

rectify any error or formal defect in the Register.

(2) Where the Registrar rectifies the Register in respect of a relevant legal person or other person, he shall give notice of that rectification to the relevant legal person or that other person (as the case may be).

(3) Except where the Registrar directs otherwise, the effect of rectification of the Register is that the error or defect in question shall be deemed never to have been made.

**General power of Registrar to reject applications etc.**

8. Notwithstanding that the Registrar is not bound to enquire further as to whether the provisions of this Law or any other enactment have been complied with, the Registrar may reject any application, or other matter submitted to him, on such terms and conditions as he thinks fit, if it appears to him that the provisions of this Law or any other enactment in respect of that application or other matter have not been complied with.

**Retention of information on the Register after dissolution, etc.**

9. In the case of a relevant legal person that has been dissolved, terminated or struck off, the Registrar shall retain on the Register information relating to that legal person as at the date of its dissolution, termination or striking off (as the case may be) for the minimum retention period after that date.

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**NOTES**

*In the Schedule,*

*first, subparagraph (1) of paragraph 2 was substituted, second, the words "assisting or enabling" in square brackets, wherever occurring, were inserted, third, paragraphs 2(2)(ja) to 2(2)(jg) were inserted, fourth, paragraph 2(2)(l) was substituted and paragraphs 2(2)(m) and (n) were repealed, fifth, paragraph 2(2)(m) was inserted, sixth, paragraph 2(2A) was inserted, seventh, the words in square brackets in subparagraph (3) of paragraph 2 were substituted, eighth, subparagraphs (5) to (7) of paragraph 2 were inserted, ninth, the words omitted in the first pair of square brackets in subparagraph (1) of paragraph 4 and those omitted in the square brackets within the first pair of square brackets in subparagraph (2) of paragraph 4 were repealed, tenth, the words omitted in square brackets in subparagraph (7) of paragraph 4 were repealed and paragraph 4A, paragraph 4B, paragraph 4C, paragraph 4D, paragraph 4E and paragraph 4F were inserted and, eleventh, paragraph 6A was inserted by the Beneficial Ownership of Legal Persons (Alderney) Law, 2017 (Amendment – Enforcement etc) Ordinance, 2023, respectively section 1(3), section 1(4)(a),*

*section 1(4)(b), section 1(4)(c), section 1(4)(d), section 1(5), section 1(6), section 1(7), section 1(8), section 1(9) and section 1(10), with effect from 29th July, 2023;<sup>2</sup>*

*first, the word in square brackets within paragraph 2(1), second, the words in square brackets within the square brackets in the heading to paragraph 3 and, third, the words in square brackets within the square brackets in paragraph 3(1) were all substituted by the Beneficial Ownership of Legal Persons (Alderney) (Amendment) Law, 2023, section 13, respectively paragraph (a), paragraph (b)(i) and paragraph (b)(ii), with effect from 21st November, 2023, subject to the transitional provisions in section 15 of the 2023 Law;*

*the words "Director of the Revenue Service" in square brackets, wherever occurring, were substituted by the Director of Income Tax (Transfer of Functions) (Guernsey) Ordinance, 2018, section 1, with effect from 1st November, 2018, subject to the savings and transitional provisions in section 2 of the 2018 Ordinance;*

*first, subparagraph (4) of paragraph 2 and, second, paragraph 5A were inserted by the Beneficial Ownership of Legal Persons (Alderney) (Amendment) Ordinance, 2017, section 1, respectively paragraph (3) and paragraph (4), with effect from 6th December, 2017;*

*first, the heading to paragraph 3 and the words in square brackets in paragraph 3(1), second, the words in square brackets in paragraph 4(1) and, third, the words in the first and, fourth, those in the second pair of square brackets in paragraph 4(2) were all substituted by the Beneficial Ownership and Companies (Amendment) (Alderney) Law, 2022, respectively section 1(8), section 1(9), section 1(10)(a) and section 1(10)(b), with effect from 13th October, 2022.*

*The following Ordinance has been made under the Schedule:*

*Beneficial Ownership of Legal Persons (Nominee Relationships) (Alderney) Ordinance, 2017.*

*The following Regulations have been made under the Schedule:*

*Beneficial Ownership of Legal Persons (Provision of Information) (Transitional Provisions) (Alderney) Regulations, 2017.*

*The Forfeiture of Money, etc in Civil Proceedings (Bailiwick of Guernsey) Law, 2007 has since been repealed by the Forfeiture of Assets in Civil Proceedings (Bailiwick of Guernsey) Law, 2023, section 146(a), with effect from 26th April, 2024, subject to the transitional and savings provisions in section 147 of and Schedule 4 to the 2023 Law.*

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**1** The words omitted in square brackets immediately after the definitions of the expressions "documents" and "enactment" were previously amended by the Criminal Justice (Miscellaneous Amendments) (Bailiwick of Guernsey) Ordinance, 2022, section 11, with effect from 21st December, 2022.

**2** Prior to its substitution, paragraph 2(2)(1) was amended by the Charities etc. (Guernsey and Alderney) Ordinance, 2021, section 52(3), Schedule 8, paragraph 4(1)(a)(i) and paragraph 4(2)(f), with effect from 29th April, 2022.