ARIFA
CORPORATE SERVICES

Beneficial Ownership Secure Search System (BOSSs)

On June 2017, the BVI government enacted legislation to establish a secure search system of beneficial ownership information, as it applies to all BVI legal entities.

The system, known as the Beneficial Ownership Secure Search System or simply "BOSSs," was implemented to comply with the BVI's obligations under the Exchange of Notes agreement entered in 2016, between the United Kingdom and the BVI.

The Act requires each BVI licensed Registered Agent to upload onto BOSSs, certain information with regards to each 25% or more beneficial owner of a BVI corporate and legal entities. The term captures companies incorporated, continued or re-registered under the BVI Business Companies Act, foreign companies incorporated in the BVI under the Business Companies Act and BVI limited partnerships and foreign limited partnerships which have continued in the BVI pursuant the Limited Partnership Act, 2017 as amended.

What should I know about BOSSs?

BOSSs is set up as a decentralized data repository. Each Registered Agent will have its unique database which will be physically isolated from other Registered Agents, and is encrypted with a unique key and credentials.

The BOSSs is accessible only by designated persons, from a physically secure premise within the BVI and through a secure IT system. A designated person will only execute a search of BOSSs if formally requested by a competent BVI authority.

What information is recorded?

Each Registered Agent must obtain certain prescribed information in relation to each corporate and legal entity for which it acts as Registered Agent.

For each corporate and legal entity, the following information is required:

- name (and any alternative names);
- incorporation number or equivalent;
- date of incorporation;
- status;
- registered address;
- business address (if different form the registered address); and
- with effect from 1 October 2019:
  - any relevant activities which it carries on;
  - the name of its ultimate parent;

- the name of its immediate parent;
- if the corporate and legal entity carries on one or more relevant activities but claims to be out of scope of the BVI's economic substance regime by virtue of an overseas tax residency, confirmation of the jurisdiction in which the corporate and legal entity is tax resident, together with evidence to support that tax residency claim;
- if the corporate and legal entity carries on one or more relevant activities during a reporting period, the following information in relation to each such relevant activity:
    - the total turnover generated by the relevant activity;
    - the amount of expenditure incurred on the relevant activity in the BVI;
    - the total number of employees engaged in the relevant activity;
    - the total number of employees engaged in the relevant activity in the BVI;
    - the address of any premises in the BVI which is use in connection with the relevant activity;
    - the nature of any equipment located within the BVI which is used in connection with the relevant activity;
    - the names of the persons responsible for the direction and management of the relevant activity, together with their relationship to the CLE and whether they are resident in the BVI; and
    - where applicable, details of the name of, and resources used by, any service provider in the BVI to whom certain activities are outsourced in accordance with the provisions of the Substance Act.

For each beneficial owner:

- name;
- residential address;
- date of birth;
- taxpayer identification number ("TIN") or other identification reference number, if any; and
- nationality.

For each registrable legal entity:

- name (and any alternative names);
- incorporation number or equivalent;
- date of incorporation;
- status;
- registered address;
- the jurisdiction in which the entity is formed;
- with effect from 1 October 2019, any relevant activities which the registrable legal entity carries on;
- the basis upon which the entity is designated as a registrable legal entity;
- where the registrable legal entity is a foreign regulated person, the jurisdiction of regulation and the name of the foreign regulator; and

- where the registrable legal entity is a sovereign state or wholly owned subsidiary of a sovereign state, the name of the sovereign state and (where applicable) the name of the subsidiary.

With respect to the ultimate parent (if any) of a corporate and legal entity carrying on a relevant activity, the following information needs to be provided:

- name (and any alternative names);
- incorporation number or equivalent;
- taxpayer identification number("TIN") or other identification reference number and
- the jurisdiction in which the entity is formed.

Information must also be provided to confirm any exemption which applies or, with effect from 1 October 2019, any listing on a recognised stock exchange.