

Press Release

Enactment of the Belize Companies Act, 2022

“Transforming the Business Environment through Digital Registration”

August 5th, 2022, Belmopan. The Financial Services Commission (FSC) announces the passage of the Belize Companies Act, 2022 (No 11 of 2022). This Act repeals and replaces the International Business Companies Act, Cap. 270 and the Companies Act, Cap. 250, and streamlines, clarifies, and improves the administration of the affairs of Belize Business Companies. The Act was drafted after extensive consultations with key public and private sector stakeholders and guidance from a multisectoral technical working group.

The enactment of this law is a critical step to reform and strengthen compliance with international rules and regulations and enhances Belize’s corporate law regime boosting investor confidence, competitiveness cultivating a culture of certainty, modernity, and innovation. With the coming into force of the Act, Belize will firmly place itself among peer jurisdictions now known for delivery of best-in-class corporate services.

Key features of the Act include simplified provisions for digital processes such as virtual meetings and digital registration of members. The Act also provides various value added and best practice features such as the removal of statutory limits on the number of shareholders, the strengthening of minority shareholder rights and liquidation proceedings.

Over the coming weeks and months, the registry team of the Belize Companies and Corporate Affairs Registry (BCCAR) will be implementing the Act, which includes the digital transformation of company registration services in Belize through a best-in-class Online Business Registry System (OBRS) with an anticipated launch in December 2022. With the launch of OBRS, all current business entities will be required to re-register and obtain a new company number. The BCCAR will be publishing the information and support for the re-registration process. The public can access the Belize Companies Act, 2022 (No 11 of 2022) on the Belize FSC [website](https://www.belizefsc.org.bz).

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Frequently Asked Questions

1. What are the types of companies allowed under the Act?

The types and features of companies under this legislation include:

- i) Companies limited by shares;
- ii) Companies limited by guarantee not authorised to issue shares;
- iii) Companies limited by guarantee authorised to issue shares;
- iv) Unlimited companies authorised to issue shares;
- v) Unlimited companies not authorised to issue shares; and
- vi) Segregated portfolio companies.
- vii) Foreign Companies
- viii) Private Trust

2. What happens to the existing companies under the Companies Act, Cap. 250 and the International Business Companies Act, Cap. 270?

All companies incorporated under Companies Act, Cap 250 and the International Business Companies Act, Cap. 270 will be transitioned to a Belizean Company under the new act and will be required to re-register. Companies that were registered as overseas companies under Cap. 250 will be transitioned to a Foreign Company and will also have to re-register. The transition period will be determined and announced.

3. When will re-registration commence and what all will it entail?

Re-registration will be done via the Online Business Registry System (OBRS) to be launched at the end of 2022. Infomercials and help desks will be available to guide during the re-registration process which commences once OBRS is launched. All entities that re-register will be issued a new unique 9-digit company number and an E- certificate.

4. Who can incorporate a company under the Act?

Only Registered Agents licensed by the FSC will be allowed to access OBRS and incorporate companies where foreign shareholders or directors are involved. Directors, shareholders, or members of domestic companies without any foreign shareholder or directors, will be allowed to incorporate and maintain the information relevant their company in OBRS.

5. Where can I find out more about becoming a Licensed Registered Agent?

Licenses for Registered Agents are issued by the Financial Services Commission. The licensing requirements are currently being revised and will be published on the FSC website by September 2022.

6. What are the benefits of using a Licensed Registered Agent?

Having a Licensed Registered Agent means that the business will be better positioned to comply with its legal reporting obligations

7. What are some of the modern changes in the Act?

The legislation allows for various modern practices such as virtual general meetings, verifiable E-certificates that *support the use of a digital registry and e-filing*.

8. When does the Act come into force?

Statutory Instrument (SI) No. 116 of 2022 brings only the administrative sections of the Act into force on July 30, 2022. These sections include: the provisions of Part I; (b) the provisions of Part XVII, other than sections 294 – 305 and section 307; and (d) sections 313, 315 and 316, other than the repeal or amendment of the following enactments, as specified in Schedule III. Section 284 of the Belize Companies Act (Act No. 11 of 2022), the Belize Companies and Corporate Affairs Registry (BCCAR) is established under the jurisdiction of the Financial Services Commission (FSC).

All other sections of the Act will come into force at a date to be determined by the FSC.

9. Where can I access a copy of the legislation?

You can download the Belize Companies Act, 2022 (No. 11 of 2022) at the Belize FSC Website: <https://www.belizefsc.org.bz/belize-companies-act-2022/>

10. Will there be regulations created to support the legislation?

Regulations to guide the implementation and administration of the Act are being drafted and will be published once finalized and approved.

Inquiries can be submitted to:
inquiries_bccar@belizefsc.org.bz

About FSC

The Financial Services Commission (FSC) is the regulatory body for non-bank financial services in Belize for those services and entities licensed or registered the Financial Services Commission Act, Cap. 272 Revised Edition 2020 and the Securities Industry Act, 2021. In addition to the existing functions entrusted to FSC, combined with the Belize Companies Act, 2022 (No. 11 of 2022), the FSC's mandate and responsibilities include:

- Facilitating capital formation and economic growth;
- Protecting investors from unfair, improper, or fraudulent practices;
- Fostering development of fair and efficient capital markets and confidence in the capital markets in or from within Belize;
- Reducing systemic risk; and
- Promoting public understanding of the financial system, including awareness of the benefits and risks of various kinds of investment or other financial activities.
- Promoting Company formation and Business Registration

For more information www.belizefsc.org.bz

About BCCAR

The Belize Companies and Corporate Affairs Registry is Belize's business registry for both domestic and international Business entities including Companies, Cap. 250, Business Names, Cap. 247, Limited Liability Partnerships, Cap. 258, International Business Companies Cap. 270, International Foundations, Cap 24:02, International Limited Liability Partnerships, Cap. 270:10 and Protected Cell Companies, Cap. 271, and the Belize Companies Act, 2022 (Act No. 11 of 2022).

For more information www.belizecompaniesregistry.gov.bz

About OBRS

The Online Business Registry System will be a secure web-based solution that facilitates all functions of BCCAR, integration capability with other "starting a business" entities and a modular system to allow for future growth. It will allow for online registration of all business entities, post-registration services, electronic filing and will produced E-certificates that will be verifiable via the system.