

## **POLICY STATEMENT**

**Release Reference: FSC/CPR/001-16**

**SUBJECT: Notification and Acknowledgement Framework for Private Real Estate Funds**

**APPLICABILITY: Real Estate Funds Structured as Private Funds**

**EFFECTIVE DATE: April 10, 2026**

### **1. INTRODUCTION**

This Policy Statement sets out the administrative framework and requirements under which the Financial Services Commission (the “Commission”) may issue an acknowledgment of notification submitted by a private real estate fund stating that it is not required to be registered under the Securities Industry Act, 2021 (SIA).

The framework is intended to support the consistent application of the SIA, the Securities Industry Regulations (SIR), and the Stamp Duties Act, as amended, by providing a structured mechanism through which the status of private real estate funds may be notified, assessed and acknowledged where required.

It reflects the Commission’s position that, while private real estate funds are not subject to registration under the SIA, a formal notification and mechanism is necessary in practice to facilitate regulatory certainty and transactional clarity.

### **2. REGULATORY POSITION**

Under the Securities Industry Act, 2021, only public mutual funds and professional funds are required to be registered or recognized under Part XI.

Private funds, as defined under section 3 of the SIA, are not subject to registration or recognition requirements.

The Securities Industry (Amendment) Regulations, 2025 extend the definition of mutual fund, private fund, and professional funds to include real estate funds.

Accordingly, a real estate fund that meets the statutory definition of a private fund is not required to be registered or recognised under the Securities Industry Act, 2021.

### **3. DEFINITION OF A PRIVATE REAL ESTATE FUND**

A Private Real Estate Fund is a fund that satisfies all of the following criteria:

#### **a) Mutual Fund Characteristics**

The fund pools investor funds for collective investment and enables investors in the mutual fund to share the profits or gain from the acquisition, holding, management, or disposal of investments on a proportionate basis.

#### **b) Private Fund Criteria**

The fund's constitutional documents must specify that the mutual fund is not authorized to have more than fifty investors and prohibits the invitation to the public to subscribe for any securities issued by the mutual fund.

#### **c) Real Estate Asset Requirement**

The fund must have a market value capitalization of at least \$10,000,000.00 and invest at least 75% of its assets in real estate interests.

Real estate interests mean any real property, or any right, title, or interests therein and includes securities issued by, in or in connection with an entity principally engaged in the development, management, sale of and/or dealing with real estate property or any right, title, or interest therein.

The Commission will assess compliance with the above criteria on both a constitutional and operational basis, having regard to the fund's governing documents and its actual investment activities, on a substance-over-form basis.

### **4. PRACTICAL ISSUES IDENTIFIED**

Although registration is not required, the absence of a formal notification and acknowledgement mechanism presents a practical challenge in demonstrating a real estate fund's eligibility for the stamp duty exemption under the Stamp Duties Act, as amended.

For the avoidance of doubt, the capitalization requirement applicable under the SIA and the SIR is distinct from any capital-based thresholds that may apply under other legislation, including the Stamp Duties Act, as amended.

In practice, such acknowledgment of notification is likely to be relied upon by relevant authorities and market participants in determining eligibility for statutory treatment, including under the Stamp Duties Act, as amended.

## **5. THE NOTIFICATION FRAMEWORK**

A regulatory notification and acknowledgement framework administered by the Commission is being established.

### **A. Nature of the Notification**

The notification is an administrative filing made by the private real estate fund with the Commission. The private real estate fund's exempt status arises by operation of law; the notification serves only to create a formal record and to generate an evidentiary instrument for use with third parties. The Commission's acknowledgment is not a licence, registration, or regulatory approval and does not create new rights or exemptions.

The Commission's acknowledgment of the notification is limited to the application of the Securities Industry Act and the Securities Industry Regulations and does not constitute a determination of eligibility under any other enactment.

The Commission does not independently verify all factual representations made in the notification and relies on the accuracy and completeness of the information submitted.

## **6. NOTIFICATION REQUIREMENTS**

A Private Real Estate Fund must submit the following via [securitiesregistration@belizefsc.org.bz](mailto:securitiesregistration@belizefsc.org.bz):

- i. Cover letter confirming that the fund is filing a notification and identifying the statutory basis for its exempt status;

- ii. Name and registration number of company so the constitutional documents can be accessed in the Online Business Registry System;
- iii. Audited financial statements demonstrating that the entity meets the requirements of a real estate fund, that is, the market value capitalization of at least \$10,000,000.00 and the asset composition requirement that at least seventy-five percent of its assets consist of real estate interests;
- iv. Approved Auditor's opinion;
- v. The offering memorandum or information summary is required solely for the purpose of enabling the Commission to assess, on a substance-over-form basis, whether the fund's structure, investment strategy, and offering practices are consistent with its representation as a private real estate fund. The review of such document does not constitute approval of the fund, its investments, or its disclosures to investors;
- vi. A declaration where the directors certify that the company has no more than 50 investors, no public offering of securities, and operates as a private real estate fund; and
- vii. Any other material document or information.

## **7. COMMISSION REVIEW**

The Commission will verify:

- a) that the company meets the requirements of a real estate fund;
- b) investor limits; and
- c) prohibition on public offering.

The Commission may request additional information or clarification where necessary.

## **8. OUTCOME**

If satisfied, the Commission will issue an acknowledgment of notification stating:

- the name of the private real estate fund;

- the notification submitted by the fund indicates that it qualifies as a private real estate fund under the SIA;
- the information provided indicates that the fund meets the definition of a Real Estate Fund under the Securities Industry Act and the regulations made thereunder;
- registration under Part XI of the SIA is not required;
- that the acknowledgment is conditional on continued compliance; and
- the acknowledgment is based solely on the information provided by the fund and may be withdrawn or revisited where that information is found to be inaccurate or incomplete; provided that, prior to any withdrawal, the Commission shall give the fund not less than ten (10) business days' written notice of its intention to withdraw and an opportunity to make representations.

## **9. ANNUAL DECLARATION REQUIREMENT**

Although the acknowledgment of notification is issued on a one-time basis, private real estate funds that receive an acknowledgment of notification will therefore be required to submit an annual declaration to the Commission by January 31 of every year, confirming that:

- the fund continues to meet the definition of a private fund under the SIA;
- the fund continues to satisfy the real estate asset composition and market value capitalization requirements;
- no invitation has been made to the public to subscribe for securities issued by the fund; and
- no material changes have occurred that may cause the fund to no longer meet the definition of a private real estate fund.

The annual affirmation is declaratory in nature and does not constitute a renewal, re-approval, or re-registration.

Upon receipt of the annual declaration, the Commission will not be required to issue a further acknowledgment and may, at most, acknowledge receipt of the annual declaration for administrative purposes, or take no action unless issues are identified.

This requirement is administrative in nature and does not constitute a system of ongoing supervision or regulatory oversight.

#### **10. ADMINISTRATIVE FEES**

The administrative notification is subject to a non-refundable fee of USD \$5,000.00, payable at the time of submission.

The annual declaration is subject to a non-refundable fee of USD \$2,500.00, payable at the time of submitting the declaration.

The fee is designed to recover the Commission's costs associated with professional staff time, internal review, and issuance of an acknowledgement that is intended to be relied upon by third parties.

The Commission emphasises that the administrative fee does not give rise to any regulatory status and is solely associated with the assessment of a Private Real Estate Fund's notification.

### **FINANCIAL SERVICES COMMISSION**

10 April 2026