



**Isle of Man
Government**

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Updating the Island's Corporate Laws in line with international AML and CFT standards

Review of Consultation Responses

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Summary

The Isle of Man Central Registry has proposed a Companies (Miscellaneous Amendment) Bill (the 'Bill') to ensure that our corporate laws and beneficial ownership legislation reflect the Island's commitment, as a jurisdiction, to standards and transparency on international anti-money laundering, countering terrorist financing and proliferation financing, particularly in the light of changes to those standards, notably [FATF recommendation 24](#) (Transparency and Beneficial Ownership of Legal Persons).

The Department for Enterprise ran a 7 week [consultation](#) on the proposals, from 27 November 2025 to 16 January 2026.

There were a total of 16 responses¹. A review of the responses can be found below.

It should be noted that though the consultation document asked [eleven questions](#), including seeking comments on proposed changes to specific Acts, many respondents structured their responses around the main themes specified in the introduction to the Consultation - this review therefore does likewise.

¹ 9 responses were from individuals within one organisation responding on behalf of the organisation and therefore those 9 responses have been counted as one response for this purpose.

Theme 1: The proposed functions and powers of the Registrar

The policy proposed in the consultation is for the Registrar to have a statutory duty to oversee and assess a person's compliance:

- in respect of obligations owed to the Registrar (e.g. the timely filing of information to Companies Registry),
- in maintaining statutory records at the required office address, in the Isle of Man.

In addition it was proposed that the Registrar has the power to refuse an application to incorporate a legal entity.

A concern raised in the feedback, regarding the broadening of the Registrar's role and powers, was how it fits with the existing remit of the Financial Services Authority ("FSA"), and the potential for duplication of those roles.

For example, the following comments were received:

"...the Registry seem to be expected to assess compliance, which is a role the FSA already arrange, as well as communication with other depts. Why is this having to duplicate roles the FSA do?"

"There appears to be a lot of overlap of powers between Registrar and FSA regarding some of the new proposed functions and powers. We feel that this could cause confusion and delays as regulated entities will ultimately need to follow the Regulators' requirements."

One respondent also commented on the proposal regarding the Registrar having the power to ultimately refuse an application to incorporate a legal entity, arguing that:

"Registrar's Proposed Increased Powers When Considering Applications:

- Public interest" is subjective and undefined.
- There is a risk of inconsistent or arbitrary decision-making.
- introduces uncertainty into incorporation processes."

Registry response:

On the international stage, in terms of the role of companies' registries generally, we have in recent years witnessed the role evolving; from one of 'a passive receiver for the registering of documents', to 'an active gatekeeper of the information that it holds', the purpose being to better combat money laundering (ML) and terrorist financing (TF).

Now, a modern-day companies registry is, as per international standards, required to play an active role in enabling, encouraging and providing oversight of compliance with local and international legal frameworks and standards. This has led to a significant increase in the Registry's functions already; particularly in verifying information submitted to confirm that it is accurate.

Despite this the Registry fully appreciates the practical concerns as to how this fits, particularly for the Corporate Provider sector, with the role of the FSA.

It should be noted that the Central Registry is not seeking to duplicate the role of the FSA. The Registrar essentially will be responsible for ensuring compliance with the relevant Corporate Law in respect of the statutory obligations that are owed, by a legal entity,

- primarily to the Registrar e.g. filing requirements; and
- to maintain adequate and up to date statutory records at the office address.

The Registry does though appreciate that instances may arise where there is overlap between its role and that of the FSA. To address this, the Registry is actively engaged in progressing a memorandum of understanding with the FSA, including provisions relating to the roles of the two bodies, to ensure there is no unnecessary duplication.

It is also worth noting at this juncture that one third of the businesses for which the Registry is responsible do not fall under the regulation of the FSA and therefore the Registry's scope is much wider than that of the Authority.

In relation to the proposal that the Registrar has the power to refuse an application for the creation of a company, the policy intent is to ensure the Island has at its disposal the necessary tools to prevent companies being used to launder money and finance terrorist activity.

The comment that "public interest" is subjective and undefined the Registry takes fully on board and is, in the drafting of the Bill, liaising with the Legislative Drafting Division at the Attorney General's Chambers.

Theme 2: Proposed changes to the Beneficial Ownership Act 2017

Foreign entities and the Beneficial Ownership Act 2017

The consultation sought views on whether foreign legal entities that are subject to the requirements of the Foreign Companies Act 2014 (i.e. those owning land (other than by way of security) in the Island and those with an established place of business in the Island should be subject to the Beneficial Ownership Act 2017 (noting it would be via secondary legislation).

There was broad support for the proposal.

Registry response:

The Registry will continue to explore this issue, particularly in light of the Isle of Man Government's recently published National Risk Assessment.

Changes in registrable beneficial ownership information

As part of the proposals, options were given regarding a change in the timings when submitting registrable beneficial ownership information to the Registry:

- Firstly, the feasibility of the nominated officer being under a duty to notify the Registrar of a change in registrable beneficial ownership information within one month of its occurrence.
- Secondly, to shorten the timeframe that a legal owner has to give notice to the nominated officer, under s.12(2) to 14 days and that a nominated officer has, under s.20(6)(b) / 20(7)(b)(ii) to 7 days.

Respondents expressed concerns about the shortened timescales proposed, specifically for nominated officers. The feedback, for example, highlighted potential operational challenges particularly with complex corporate structures that are multi-jurisdictional and regarding option one that it would put the onus on the nominated officer on matters (i.e. the timely receipt of beneficial ownership information from a legal owner) that are outside of their control.

Registry response:

The rationale behind the shortening of the timeframes, for both a legal owner and a nominated officer, is to better ensure we as a jurisdiction meet the international standards to which we are committed.

Here, the standard (FATF recommendation 24) requires "competent authorities" (e.g. law enforcement agencies) having access to adequate, accurate and up-to-date beneficial ownership information in a timely manner. As to what 'up-to-date' means it is defined as information which is as current as possible and is updated within a reasonable period (e.g. one month) following any change.

The Registry appreciates the feedback that it has received as to the practicalities of being able to meet the timeframes proposed and suggests that:

- the legal owner has 14 days from knowing/ having reasonable cause to believe there has been a change in beneficial ownership information to inform the nominated officer.
- the nominated officer has 14 days from being informed, to ascertain whether the Database is to be updated and submit, if required, updated registrable beneficial ownership information.

Theme 3: Details of directors and their equivalent positions

Information held by the Registry and made publicly available

The policy proposal is that the Registry will hold the following basic information on the directors (and persons holding an equivalent position in a different type of legal entity) of companies (etc.):

- a) title or pronoun,
- b) full legal name (including any middle names),
- c) previous names (in full, including any middle names),
- d) usual residential address,
- e) a service address (where the person does not want their residential address to appear on the public register),
- f) country in which the person is usually resident,
- g) nationality (if more than one nationality, those other nationalities),
- h) business occupation,
- i) date of birth (with only the month and year appearing on the public register).

There was broad support and consensus regarding a person being able to choose whether or not their residential address appears on the public register. Also, there were some concerns raised, centred around what other data is on the public register (notably the month and year of birth) and the Registry holding personal data not accessible for public inspection.

These concerns are also relevant where the Registry receives personal information, as part of risk assessing an entity for AML and CFT purposes, and verifying individuals associated with the entity (e.g. passport and address verification).

Registry response:

The balance between privacy and, in this case, ensuring competent authorities and persons dealing with companies have timely access to basic information that is adequate; is delicate. The proposal seeks to ensure that information held by the Registry is sufficient to identify a natural person and go no further.

To achieve this, the Registry considers that a date of birth is necessary to accurately identify an individual. In relation to whether the month and year of an individual's date of birth should be made public on the public register, the Registry has taken note that it is standard in a number of international registries, including the UK.

In the case of access to information held by the Registry that is not publicly accessible, that information will be held securely and accessible only by the Registry's officers, for the purposes of their functions and likewise for competent authorities.

Information on, and access to, the register of directors

The proposals were as follows:

- The Register must specify the relevant particulars of the Directors (or for different kinds of legal entities, their equivalent).
- The Register is to be available for any person to inspect, at a reasonable time and upon payment of a reasonable fee (if any).
- The company must also maintain a separate record that is not to be available for public inspection of the full date of birth of each director and where they have elected for the register to specify a service address.
- A person would have to make a written request to the legal entity for disclosure, of residential address/ full date of birth, stating why they want this information. The entity can reject the request, with that decision being appealable to the Court.

The consultation responses showed broad support for standardising the basic information held by different types of legal entities at their registered office address (or equivalent), but there were some comments regarding the following.

Firstly, around the date of birth, respondents commented that businesses may need to make IT system changes, and there were consequently cost implications. There was a suggestion that the legal entity could hold the dates of birth separately and not include the month and year on the register of directors.

Secondly that access to full dates of birth and residential addresses of directors would be too wide. It was alternatively suggested that instead access to the full dates of birth and residential addresses should only be by competent authorities or by court order.

Registry response

Regarding the first point, the policy intention is for the information that is publicly available at Companies Registry to mirror the information that is publicly available at a company's registered office address (and thus for the Register of Directors to specify the month and year). Noting the impact of IT changes, the Registry will work with stakeholders regarding implementation.

In relation to the second concern, a company would have the power to refuse a request for information as to the residential address or full date of birth of a director.

Theme 4: Disclosure of nominee shareholder arrangements

The policy proposal was:

- A person acting as a nominee shareholder other than by way of business must disclose to the legal entity and the Registry the following:
 - that they're acting as a nominee; and
 - provide the relevant particulars of the nominator.
- Any changes to membership (including changes to the nominee arrangement) must be notified to the legal entity and the Registry.
- That information would be a matter of public record.

There was broad support for mitigating the risk of a person, falling outside the Island's licensing regime, acting as a nominee shareholder. A suggestion was made for guidance to be issued on what is meant by "other than by way of business" and a concern raised regarding the level of information that would be publicly available.

There was also a question as to the practicalities of the proposal: "Could a company, currently a subsidiary of a licenced entity, providing nominee services, continue to do this under the new legislation or would the need to become licenced themselves?"

Registry response:

The Central Registry agrees and will issue guidance on what "other than by way of business" to tie in with the FSA's licensing requirements. The Registry fully takes on board the concern regarding what information is publicly available. Having reconsidered the proposal alongside the FATF recommendation, which requires that the public register specify the nominee status, rather than the identity and relevant particulars of the nominator, the Registry proposes that:

- a nominee must disclose that they are acting as a nominee and provide the relevant particulars of the nominator to the legal entity and the Registry.
- however, the public Register maintained by the Registrar will only note the nominee status.
- the 'relevant particulars' of the nominator will be held by the entity/ Registrar and be available to the Registry/ competent authorities.

Lastly, the Registry can confirm that the proposals are only intended to capture persons that fall outside of the FSA licensing regime.

Theme 5: Changes to the Companies Act 2006

Requirements to hold and submit information

The proposals related to the general standardisation across the corporate laws to ensure that the information held by legal entities at their registered office and the information held by the Central Registry is adequate, accurate and up to date.

There was broad support for the standardisation regarding basic information held by a company and by the Registry. There was also feedback from respondents that administrative changes would need to be brought forward putting a greater burden on industry.

In particular, comments expressed that the increased filing obligations and shortened timeframes would lead to operational challenges. It was also expressed that there was a need for proportionality and consultation on the timelines for implementation of the measures.

Registry response:

The policy proposed is to ensure that the Island has in place mechanisms to ensure that basic information, including information provided to the Registry is in line with international standards and expectations regarding adequacy, accuracy and being up to date.

Nevertheless, the Registry is fully committed to working with industry on the implementation of the Bill which, should it complete its passage through the Legislative Branches and become an Act, will come into operation through an Appointed Day Order. It will be possible to bring in different provisions at different times through the Appointed Day Order, in order to allow businesses, the time to put into effect the changes with the least possible disruption.

The Department will consult on implementation of the provisions to minimise the burden to business, though this will have to be balanced with the need for the Isle of Man to meet its international commitments.

Public/confidential information kept by the Registry

The proposal is that the Register is to be split into two parts: Part A of the Register will hold information that is publicly available; Part B will hold information that is not publicly available. The information in Part B will, however, be available to “competent authorities”.

There was positive feedback in relation to the separation of the information in the Register into publicly available and non-publicly available categories.

However, some respondents commented that there needed to be clarity in the legislation as to exactly what information is public and what is private.

Registry response:

The Registry acknowledges the need to ensure that the Bill is clear about what information is to be made public, what information is to be private and who has access to the information and will be working closely with the Legislative Drafting Division at the Attorney General’s Chambers accordingly

Any information received by the Registry will be held and processed in line with GDPR legislation.

Business activity/place of activity

The proposal was that an application to incorporate a business under the Companies Act 2006 must specify the proposed activities of the entity and the places where those activities are undertaken. Any change to that information would be notified to the Registrar within one month of its occurrence, and the annual return from the entity would specify the principal activities and geographic location of those activities.

There were many helpful responses received in relation to this proposal, for example

- Will every activity and location have to be notified?
- What is the threshold for a “principal” activity?
- Does geographic location mean region/country or part of a country?
- The requirement to notify within one month is too onerous (business models frequently evolve post-incorporation).

There was also a request for guidance on this requirement.

Registry response:

The Registry notes and fully appreciates the points raised. Having done so the Registry proposes that business activity or location is notified to the Registrar on incorporation and thereafter is stated annually rather than within one month of the occurrence of any change.

The Registry will also issue guidance as to how companies will meet this requirement.

Change in membership

The proposal is that where there is a change to the membership of a company, the entity must notify the Registry within one month of its occurrence.

Feedback on this proposal highlighted the following concerns:

“The inclusion of filing of changes to the membership is noted and we would ask how this will be managed with listed companies or funds where these changes could result in a significant administrative burden.”

Registry response:

The Registry notes the concern and will consider the possibility of certain types of legal entity being exempted from this particular requirement through regulation-making powers once the primary legislation has come into effect.

Annual return

The policy proposed is to require companies to state the principal activities and geographic location in the annual return; and for the annual return for a 2006 Act company to state the name and address (which may be a service address) of the directors.

The feedback to these proposals were:

- Why can't changes to the principal activities and geographic location also be subject to confirmation/remain as filed (rather than restate)?
- Changes to register of directors should be consistent with "C" Company requirements, why can't they be subject to similar confirmation that they remain as filed, rather than having to be restated annually?

Registry response:

In relation to what information should be restated or simply confirmed in the annual return, though there is a balance to be kept between information being restated in the annual return or simply confirmed if there are no changes, the Registry considers that the annual return presents a snapshot in time of a company and requiring companies to restate the information set out above is in line with such an approach.

Next steps

The Registry will take on board the feedback from this consultation in preparing the Corporate, Limited Partnerships and Other Entities (Amendment) Bill 2026 for introduction to the Legislative Branches in March or April 2026 and implementation of the resultant Act in the coming months.

This will include engagement with industry and others as the Registry seeks to bring in these changes.

The Department will also bring forward to Tynwald in May an Order which amends the definition of “registrable beneficial owner” to ensure that the Island’s definition aligns with the FATF standard.

