

*International Business Companies (Amendment) Act***SAINT LUCIA****No. 13 of 2018****ARRANGEMENT OF SECTIONS***Section*

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*International Business Companies (Amendment) Act*

I ASSENT

[L.S.]

NEVILLE CENAC,  
*Governor-General.*

*December 11, 2018.*

**SAINT LUCIA**

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**No. 13 of 2018**

**AN ACT** to amend the International Business Companies Act,  
Cap. 12.14.

[ 12th December, 2018 ]

**BE IT ENACTED** by the Queen's Most Excellent Majesty by  
and with the advice and consent of the House of Assembly and the  
Senate of Saint Lucia, and by the authority of the same as follows:

*International Business Companies (Amendment) Act***Short title**

1. This Act may be cited as the International Business Companies (Amendment) Act, 2018.

**Interpretation**

2. In this Act, “principal Act” means the International Business Companies Act, Cap. 12.14.

**Amendment of section 2**

3. Section 2 of the principal Act is amended —

(a) by inserting the following new definitions in the correct alphabetical sequence —

“beneficial owner” means a natural person —

(a) who ultimately owns or controls an international business company;

(b) who exercises ultimate effective control over a legal person or legal arrangement, such as a senior manager; or

(c) on whose behalf a transaction or activity is being conducted;

“competent authority” means the competent authority under the Automatic Exchange of Financial Account Information Act, No. 22 of 2016;

“Financial Services Regulatory Authority” means the Financial Services Regulatory Authority established under section 3 of the Financial Services Regulatory Authority Act, Cap. 12.23;

“ultimately own or control” means direct or indirect ownership or control of twenty-five per cent or more of shares, voting rights or ownership interest in an international business company;”;

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- (b) by inserting immediately after subsection the (11) following new subsection (12) —

“(12) Subsection (10) only applies to an international business company incorporated before the 1<sup>st</sup> day of December, 2018 and continues to apply to that company until the 30<sup>th</sup> day of June, 2021.”.

**Amendment of section 3**

- 4.** Section 3 of the principal Act is amended —

- (a) in subsection (1), by deleting the words “Subject to subsection (2)” and by substituting the words “Subject to subsections (2) and (3)”;
- (b) by inserting immediately after subsection (2), the following new subsection (3) —

“(3) An international business company incorporated prior to the 1<sup>st</sup> day of December, 2018 shall not engage in an object or purpose other than the object or purpose for which that company was incorporated.”.

**Amendment of section 4**

- 5.** Section 4 of the principal Act is amended by —

- (a) inserting immediately before the beginning of the paragraph, the designation “(1)”;
- (b) inserting immediately after subsection (1), the following new subsection (2) —

“(2) Subsection (1) does not apply for the period commencing from the 1<sup>st</sup> day of December, 2018 and terminating on the 31<sup>st</sup> day of December, 2018.”.

**Amendment of section 5**

- 6.** Section 5 of the principal Act is amended, under subsections (3), (4) and (5) by deleting the word “Minister” and by substituting the words “Financial Services Regulatory Authority”.

*International Business Companies (Amendment) Act***Insertion of new section 5A**

7. The principal Act is amended by inserting immediately after section 5 the following new section 5A —

**“Companies registered from the 1<sup>st</sup> day of January, 2019**

**5A.—**(1) For tax purposes, a company incorporated as an international business company is a resident as defined under section 2 of the Income Tax Act, Cap. 15.02.

(2) Without limiting the requirements under section 4, a person licensed under the Registered Agent and Trustee Licensing Act, Cap.12.12 shall submit to the Registrar a statutory declaration stating that the registered agent has complied with —

- (a) the Money Laundering (Prevention) Act, Cap. 12.20;
- (b) the Anti-Terrorism Act, Cap. 3.16; and
- (c) the Income Tax Act, Cap. 15.02.

(3) An international business company —

- (a) is subject to the Income Tax Act, Cap.15.02;
- (b) shall —
  - (i) have an adequate number of employees with the necessary level of qualifications and experience,
  - (ii) have an adequate amount of operating expenses,
  - (iii) have an adequate amount of investment and capital that is commensurate with the type and level of activity undertaken by the company,
  - (iv) file annual tax returns based on its annual unaudited financial statements,
  - (v) comply with the monitoring requirements as specify by the guidelines and Regulations made by the competent authority,
  - (vi) provide any other documents required by the competent authority.

(4) This section applies to an international business company incorporated from the 1<sup>st</sup> day of January, 2019.

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(5) Notwithstanding this Act, section 12(1)(a), (b), (d), (f), (g) and (2); sections 18, 26, 84, 109, 110, 112, 113A and 121 shall not apply to a company incorporated from the 1st day of January, 2019.”.

**Amendment of section 12**

8. Section 12 of the principal Act is amended by inserting immediately after subsection (2), the following new subsection (3) —

“(3) Subsections (1) and (2) only apply to a company incorporated prior to the 1st day of December, 2018 and continues to apply to that company until the 30th day of June, 2021.”.

**Amendment of section 18**

9. Section 18 of the principal Act is amended by inserting immediately after the word “located” the words “in or”.

**Amendment of section 28**

10. Section 28 of the principal Act is amended —

(a) by deleting the section heading and by substituting the following —

**“Share register and register of beneficial owner”;**

(b) by inserting immediately after subsection (1) the following new subsections (1A) and (1B) —

“(1A) Subject to subsection (1B), an international business company shall keep at all times at its registered office a register to be known as the Register of beneficial owner, containing —

- (a) the name and address of the beneficial owner of the international business company;
- (b) the date on which the beneficial owner became or changed his or her status as a beneficial owner of the international business company;
- (c) the percentage of shares with voting rights that the beneficial owner holds in the international business company.

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(1B) The requirement for an international business company to keep a Register of beneficial owner does not apply to an international business company that is —

- (a) a public company;
  - (b) a multilateral institution;
  - (c) a government entity;
  - (d) a pension fund that is regulated by the government in the country of origin of the pension fund; and
  - (e) licensed and regulated by the Financial Services Regulatory Authority under the Financial Services Regulatory Authority Act, Cap. 12.23.”;
- (c) under subsections (2), (3) and (4), by inserting immediately after the words “share register”, wherever they appear, the words “and a register of beneficial owner”;
- (d) by inserting immediately after subsection (4) the following new subsection (4A) —
- “(4A) An international business company shall give notice of any changes to the register of beneficial ownership within a reasonable time period.”;
- (e) under subsections (6), (7), (8), (9), (10) and (11), by inserting immediately after the words “annual shareholder return”, wherever they appear, the words “and information with respect to its beneficial owner required under this Act”.

**Amendment of section 67**

**11.** Section 67 of the principal Act is amended —

- (a) under subsection (1), by inserting immediately after the words “share register” the words “and register of beneficial owner”;
  - (b) by inserting immediately after subsection (5) the following new subsection (6) —
- “(6) Notwithstanding subsection (1), the competent authority has access to the share register and register of beneficial owner of the international business company, the books, records, minutes and contents kept by the international business company.”.



*International Business Companies (Amendment) Act***Amendment of section 109**

**12.** Section 109 of the principal Act is amended by inserting immediately after subsection (8), the following new subsection (9) —

“(9) This section only applies to a company incorporated prior to the 1st day of December, 2018 and continues to apply to that company until the 30th day of June, 2021.”.

**Insertion of new section 109A**

**13.** The principal Act is amended by inserting immediately after section 109, the following new section 109A —

**“Exemption from stamp duty**

**109A.—**(1) Despite the Stamp Duty Act, Cap. 15.11, the following instruments are exempt from stamp duty —

- (a) an instrument relating to transfers of any property to or by an international business company;
- (b) an instrument relating to transactions in respect of the shares, debts obligations or other securities of an international business company;
- (c) an instrument relating in any way to the assets or activities of an international business company,

if the transfer or transaction under paragraph (a) or (b) does not have the legal effect of changing the beneficial ownership or legal ownership of immovable property in Saint Lucia; or

- (2) This section only applies to a company incorporated from the 1<sup>st</sup> day of January, 2019.”.

**Amendment of section 113A**

**14.** Section 113A of the principal Act is amended —

- (a) by inserting immediately after subsection (3), the following new subsection (3A) —

“(3A) A head office company incorporated from the 1<sup>st</sup> day of January, 2019 shall file an annual tax return based on its audited financial statements.”;

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(b) by inserting immediately after subsection (18) the following new subsection (19) —

“(19) Subsections (2) and (3) only apply to a head office company incorporated prior to the 1<sup>st</sup> day of December, 2018.”.

Passed in the House of Assembly this 20th day of November, 2018.

ANDY G. DANIEL,  
*Speaker of the House of Assembly*

Passed in the Senate this 22nd day of November, 2018.

JEANNINE GIRAUDY-MCINTYRE,  
*President of the Senate.*