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Regulatory Compliance Memo: Requirement to Submit Beneficial Owners' Information

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With effect from February 11, 2023, all companies and partnerships that have not filled their beneficial owners' information with the Registrar of Companies will not be allowed to make any registrations unless they have provided beneficial owner's information.

Requirement for all Companies and Partnerships to submit Beneficial Owners' Information to Uganda Registration Services Bureau (URSB)

Background

On September 7, 2022, the President assented to amendments to several law including, among others, the *Companies (Amendment) Act, 2022* and *Partnership (Amendment) Act, 2022*. On January 5, 2023, the Minister of Justice and Constitutional Affairs issued two new regulations in the *Companies (Beneficial Ownership) Regulations, 2023* and the *Partnership (Beneficial Owner) Regulations, 2023*. Both the amendment Acts and Regulations provide for registration of beneficial ownership of companies and partnerships and are intended to supplement the law governing money-laundering and streamline Ugandan laws with international anti-money laundering requirements.

On January 11, 2023, URSB issued a public notice to all companies and partnerships requiring them to file their beneficial owners' information within 30 days from the date of notice. Thus effective February 11, 2023, companies and partnerships will not be allowed to make any other registrations unless they have provided beneficial owners' information. Additionally, all new applications for incorporation will only be processed upon submission of the beneficial owners' information.

Meaning of a Beneficial Owner

A "beneficial owner" is any natural person who has ultimate or final ownership or control of the entity (in this case, company or partnership) or a natural person on whose behalf a transaction is conducted in an entity, and includes a natural person who exercises absolute control over an entity.

Companies and partnerships are required under the amendment Acts and Regulations to keep a register of beneficial owners at their registered offices and shall send notice to the Registrar of the place where its register of beneficial owners is kept and of any change of place within 14 days after creating the register or changing the place where the register is kept.

How to submit Beneficial Owners' Information

The URSB has provided the Beneficial Ownership forms can be assessed on its website at <https://ursb.go.ug/forms/business-ownership-forms>

For incorporated companies, the filled forms are thereafter submitted to URSB as legal documents after payment of the prescribed fees.

For companies that are newly registering, the form is filled together with incorporation documents.

ALP Advocates advises to all companies and partnerships to fill the beneficial ownership form and register with URSB ahead of the February 11, 2023 deadline in compliance with the regulatory processes.

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ALP East Africa

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