Ministry of Justice
Office of the Registrar of Companies

Policy Regarding Beneficial Ownership Information

[*20 August 2025*]

1.0 Background

International anti-money laundering mandates require that beneficial ownership information for companies is made available to appropriate governmental authorities. The Fiji Companies Act 2015, as amended, and the Regulations thereunder, require nearly all Fiji companies to maintain beneficial ownership information. Sections 82(3) and (4) provide:

> (3) The register of a Company that has a Share capital and is not a Listed Company must indicate any Share that a Member does not hold beneficially and include the name of the person who holds the beneficial ownership interest of such share.
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> (4) For the purposes of subsection (3), where a company is given notice under section 251 that any share is held non-beneficially, the company must determine the person who holds the beneficial ownership interest of such share.

Section 251 of the Act in turn provides:

> *Notices relating to non-beneficial and beneficial ownership of shares*
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> **251.**— (1) If, upon registration of a transfer of shares in a Company, the transferee would hold non beneficially particular shares (the "relevant shares"), being all or any of the shares to which the transfer relates, the transferee must only lodge the instrument of transfer with the Company for registration of the transfer if the instrument of transfer includes a notice that—
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> *(a)* contains a statement to the effect that, upon registration of the transfer, the transferee will hold the relevant shares non beneficially;
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> *(b)* sets out particulars of the relevant shares; and
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> *(c)* is signed by or on behalf of the transferee.

The Ministry of Justice, Registrar of Companies (ROC), is empowered through Regulation 11, issued under the *Companies Act,* to request information about beneficial ownership of the Securities of a company. Regulation 11 provides:

> The Registrar of the Reserve Bank may require a person to disclose to the Registrar or the Reserve Bank, as the case may be, the name and current address of any person entitled to the beneficial interest of a Security.

This Policy Memorandum sets out the terms by which the ROC or the Reserve Bank of Fiji (RBF), acting on their own or own behalf of appropriate law enforcement agencies, may request the Registrar to seek beneficial ownership information from a registered company.

2.0 Process to Request Beneficial Ownership Information

A. Entities eligible to request information

All "competent authorities" in Fiji are eligible to submit requests to ROC or RBF per this Policy Memorandum. The term "competent authorities" means Fiji governmental agencies that are responsible in whole or in part for Fiji's AML compliance, and law enforcement agencies.

B. Process to submit request

ROC will accept requests from RBF or competent authorities to seek beneficial ownership information from targeted companies. The request must be submitted to ROC in written form on letterhead from the requesting competent authority, signed by someone at the Executive level of the competent authority. All requests must be sent to two MOJ officials: the Administrator General and the Registrar of Companies. MOJ may verify any request to make certain it is legitimate.

The elements that must be contained in any letter of request include:

- Company name of the targeted company;
- Company Registration Number; and
- A brief description of the information sought. On this element, the ROC acknowledges that competent authorities may rightfully have concerns over disclosure of information that may hinder investigative activities. However, the more information that can be provided, the more likely the letter request will return information that can be used by the competent authority.

C. ROC response to letter request

Once ROC receives a request, ROC will deliver a demand to the targeted company and its directors. The demand will provide that the company and its directors have a certain number of days to respond before penalties will start to accrue. The number of days allowed for a response will be determined by ROC in light of all the circumstances, but in no event will be more than 30 days.

D. Procedure when company responds to request

If the company provides beneficial ownership information as directed (which might include a statement that there are no beneficial owners) ROC will promptly forward that response to the requesting competent authority.

E. Procedure when company fails to respond to request

If the company fails to provide beneficial ownership information as directed ROC will promptly forward that fact to the requesting competent authority. Both ROC and the competent authority may then determine how to proceed on a case-by-case basis under their own legislative authorities.

F. Dealing with overseas competent authorities

There may be occasions where an overseas law enforcement agency seeks information about a company that is registered in the ROC-administered company register. In this event, ROC will not accept a direct request for beneficial ownership information from the overseas law enforcement agency. Instead, the overseas law enforcement agency must submit its request to its local Fiji competent authority counterpart, which will then determine whether to forward the request to ROC.

G. Confidentiality of requests and responses

ROC will hold as confidential all requests from competent authorities and any responses received from targeted companies. This means that only the particular competent authority requesting the information will be provided with the information. The competent authority may always proceed under its own authorizing legislation to act as it deems appropriate. Further, ROC will of course comply with any court orders regarding this information.