

KEY FACTS

CORPORATE TRANSPARENCY ACT

THE CORPORATE TRANSPARENCY ACT'S (CTA) BENEFICIAL OWNERSHIP REPORTING REQUIREMENTS BECAME EFFECTIVE IN THE U.S. ON JANUARY 1, 2024. THE CTA IS A BROAD REPORTING RULE THAT AIMS TO CAPTURE INFORMATION ON OWNERSHIP AND CONTROL OF U.S. COMPANIES AND FOREIGN COMPANIES REGISTERED TO DO BUSINESS IN THE U.S. FAILURE TO COMPLY WITH ITS REQUIREMENTS RISKS INCURRING SIGNIFICANT PENALTIES.

WHO REPORTS?

In short, the managers/directors of corporations, LLCs, LPs, LLPs, and other entities that are created or registered to do business in any U.S. state, District of Columbia, or other U.S. territory or possession are responsible for filing the Beneficial Ownership Information (BOI) reporting with the U.S. Treasury's Financial Crimes Enforcement Network (FinCEN). Importantly, this filing responsibility can be outsourced.

Exemptions

There are 23 exemptions from the BOI filing requirements, including: public companies, banks, credit unions, money services businesses, broker-dealers, securities reporting issuers, Securities Exchange Act registered entities, investment companies or investment advisers, venture capital fund advisers, insurance companies, Commodity Exchange Act registered entities, pooled investment vehicles, tax exempt entities, large operating companies, certain wholly owned subsidiaries and inactive entities.

WHAT INFORMATION IS REPORTED?

Reporting Company

- > Legal name (including doing business as (DBA) names)
- > Address (which cannot be a PO Box or third-party address)
- > Jurisdiction
 - > if a foreign company, the original jurisdiction in which the company was formed and the first jurisdiction in which it registered in the U.S.
 - > if a domestic company, the U.S. jurisdiction in which the company was formed
- > Tax Identification Number
- > Date company was created or registered in the U.S.

Owner/Controlling Person/Applicant

- > Individual's legal name and date of birth
- > Residential street address
 - > if company applicant was acting in the role of their employment, then business street address
- > Identifying number from an approved ID, the state that issued it, and the image of the document used; must provide one of the following four documents:
 - > A non-expired driver's license or ID document issued by a U.S. state or territory
 - > A non-expired passport issued by the U.S. government or a foreign government

BENEFICIAL OWNER / COMPANY APPLICANT – DEFINITIONS

The rule defines a beneficial owner as having 1) 25% or more ownership in the company and/or 2) substantial control over the company.

Ownership

Ownership is defined as an individual who, directly or indirectly, owns or controls 25% or more ownership interest of the reporting company. Examples of ownership include share capital, units, or membership interest. This rule applies to individuals both in and outside the U.S.

Ownership interest may be held directly by an individual but may also be held by another company or trust. The following people may be reported based on their ownership of the company.

- > Individuals
- > Trustees or other individuals with authority to dispose of trust assets
- > Beneficiaries who are sole permissible recipients of income and principal, or have the right to demand distribution or withdrawal of a substantial amount of trust assets
- > Grantors with the right to revoke or withdraw assets
- > Trusts
- > Investment advisors, distribution advisors, trust protectors or other committee members that hold veto powers over certain actions of the trustee

Control

An individual is deemed to have control if they, directly or indirectly, exercise substantial control over the reporting company. The following people may be reported based on their control of the company.

- > Senior officers (e.g., president, CEO, COO, CFO, manager, director) or anyone that performs the duty without the title
- > Individuals with authority to remove any senior officer
- > Individuals who direct, determine, or exercise substantial influence over important decisions
 - > this could include investment advisors, trust protectors, distribution advisors or parties directing a corporate manager if a management services agreement is in place

Company Applicant

- > The individual who directly filed the document that creates or registers the reporting company, and the individual who is responsible for directing or controlling the formation of the company

EXCEPTIONS

If the beneficial owner is a minor child, the parent or guardian will be reported until they reach the age of majority. At that time, the CTA must be filed again to update the information.

The beneficial owner may give a FinCEN ID instead of listing the above. To obtain a FinCEN ID the above information must be provided to FinCEN. Once the FinCEN ID has been issued, it can be used for all BOI filings required for the beneficial owner.

WHERE IS THIS INFORMATION REPORTED?

The information will be reported to a **non-public** database maintained by FinCEN. FinCEN has assured that this database will meet the highest Federal Information Security Management Act level by requiring extensive protocols and safeguards for authorized users. While the database is non-public, it will be accessible to certain authorised persons:

- > Federal agencies engaged in law enforcement, national security or intelligence activity to be used in furtherance of such activity

- > State, local or Tribal law enforcement for use in criminal or civil investigations and with authorization from a court of competent jurisdiction
- > Certain foreign agencies engaged in law enforcement, national security or intelligence activity
- > Financial institutions subject to customer due diligence (CDD) requirements, to facilitate compliance with CDD, and their regulators
- > Certain treasury officers and employees, including for tax administration

WHAT ARE THE REPORTING DEADLINES?

Each reporting company must complete an initial report and then again anytime the information changes. There is not a requirement for an annual report, only when changes are made. The below schedule highlights the deadlines for reporting.

REPORTING COMPANY	DEADLINE
Existing reporting companies formed before 1/1/2024	1/1/2025
New reporting companies formed after 1/1/2024	90 days after formation
Updates and corrections to BOI	30 days after change

WHAT ARE THE PENALTIES IF A COMPANY FAILS TO REPORT?

A \$500 daily civil penalty and up to \$10,000 criminal fine and/or up to two (2) years imprisonment may be imposed on any individual, reporting company or other person that: 1) knowingly provides to FinCEN false or fraudulent BOI or fraudulent documents; or 2) wilfully fails to provide complete or updated BOI.

CONCLUSION

This notice is not intended to be comprehensive or to provide any advice, and it should not be relied upon or used as a basis for any business decisions and determining your business' obligations. The sole purpose of this notice is to notify you about the CTA's existence so that you can discuss the CTA's ramifications on you and your business with an attorney.