

Anguilla

REGISTRAR OF COMPANIES (COMPLIANCE MEASURES) ACT, 2026

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REGISTRAR OF COMPANIES (COMPLIANCE MEASURES) ACT, 2026

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SCHEDULE: Relevant entities

I Assent

Julia Crouch, OBE
Governor

24th August 2026
Date

ANGUILLA

NO. 14/2026

REGISTRAR OF COMPANIES (COMPLIANCE MEASURES) ACT, 2026

[Gazette Dated: 28th August, 2026] [Commencement: Assent under section 57 of the Constitution]

An Act to confer powers on the Registrar of Companies to better provide for inspection of, and compliance by, certain entities that are registered in Anguilla and for connected purposes.

ENACTED by the Legislature of Anguilla

PART 1

PRELIMINARY

Interpretation

1. In this Act, unless the context otherwise requires—

"Court" means the High Court;

"employee" means a person employed by the registered entity who does not have a fiduciary duty in relation to that entity

"registered agent" means a legal person licensed under the Trust and Corporate Services Providers Act;

"registered entity" means a legal person or arrangement referred to in Schedule 1, that has obligations and duties under a relevant Act;

"Registrar" means the Registrar of Companies or any person duly appointed pursuant to section 4 of this Act;

"relevant Act" means the Act under, or pursuant to, which the Registrar performs regulatory, administrative or other functions with respect to a particular registered entity ;

"$" means United States Dollar.

(2) For the purposes of this Act—

(a) the following persons shall be deemed to have a fiduciary duty in relation to that registered entity—

(i) in the case of a business company, the director,

(ii) in the case of a limited liability company, the director, manager or member of equivalent authority,

(iii) in the case of a limited partnership, the general partner or a person equivalent to that of a general partner,

(iv) in the case of a trust, the trustee, or

(v) in the case of a foundation, the council member; and

(b) where an entity has been removed from the register, the last known person to have fiduciary duties for that registered entity shall be deemed to have continuing obligations in relation to that entity.

(3) For the purposes of this Act, the following are connected persons—

(a) if the registered entity is a business company—

(i) a person who is an employee of the business company,

(ii) a person who was in the past 5 years, a director of the business company,

(iii) a person or entity who is or was in the past 5 years, acting on behalf of the business company and includes a registered agent and other persons employed in a professional, consultancy or similar capacity;

(b) if the registered entity is a limited liability company—

(i) a person who is an employee of the limited liability company,

(ii) a person who in the past 5 years was a director, manager or member of equivalent authority,

(iii) a person or entity who is or was in the past 5 years, acting on behalf of the limited liability company and includes a registered agent and other persons employed in a professional, consultancy or similar capacity;

(c) if the registered entity is a limited partnership—

(i) a person who is an employee of the limited partnership,

(ii) a person who in the past 5 years was a general partner or a person equivalent to that of a general partner,

(iii) a person or entity who is or was in the past 5 years, acting on behalf of the limited partnership and includes a registered agent and other persons employed in a professional, consultancy or similar capacity;

(d) if the registered entity is a trust—

(i) a person who is a settlor or protector of the trust,

(ii) a person or entity who is or was in the past 5 years, acting on behalf of the trust and includes a registered agent and other persons employed in a professional, consultancy or similar capacity;

(e) if the registered entity is a Foundation—

(i) a person who is a founder or guardian of the Foundation,

(ii) a person or entity who is or was in the past 5 years, acting on behalf of the Foundation and includes a registered agent and other persons employed in a professional, consultancy or similar capacity;

(f) a custodian who has been selected by a registered agent whose licence has been surrendered or revoked, to maintain specified records previously held by the registered agent.

PART 2

FUNCTIONS AND GENERAL POWERS OF REGISTRAR

Regulation and inspection of registered entities

2. (1) Every registered entity that has obligations and duties under a relevant Act (a "registered entity")—

(a) operating in or from within Anguilla; and

(b) in respect of which the Registrar has, under a relevant Act, statutory functions, duties and responsibilities;

shall be subject, pursuant to this Act and a relevant Act, to regulation and inspection by the Registrar for the purposes of the Registrar enforcing compliance by the registered entity with the registered entity's obligations and requirements under a relevant Act.

Functions of Registrar regarding inspection of registered entities

3. (1) The functions of the Registrar relating to compliance by registered entities include the following—

(a) to encourage and ensure compliance with this Act and the relevant Acts including, but not limited to, ensuring adherence to the filing, registration and other corporate governance requirements of the relevant Acts;

(b) to inspect registered entities for the purposes set out in paragraph (a);

(c) to investigate instances of a registered entity's failure to comply with the provisions of this or a relevant Act;

(d) to perform such other functions in respect of any matters to which a relevant Act relates as the Registrar considers appropriate, for the purpose of ensuring the effective application and enforcement of obligations, standards and procedures to which registered entities and their officers are subject under a relevant Act;

(e) to take such measures in accordance with the powers conferred on the Registrar under this or any relevant Act as he considers appropriate to ensure compliance with or to enforce the provisions of a relevant Act; and

(f) to perform such other functions for a purpose referred to in this Act as may be assigned to him by or under this Act or any relevant Act or any other applicable Act.

(2) The Registrar may do all such acts or things as are reasonably incidental the performance of his functions under this or any relevant Act.

Delegation of function or power

4. (1) The Registrar may, by instrument in writing, delegate to an officer or an agent of the Registrar any function or power conferred on the Registrar.

(2) The Registrar may perform such of his functions as he thinks fit through an officer or agent of the Registrar and in the performance of those functions the officer or agent shall be subject to the directions of the Registrar.

(3) A delegation under subsection (1) may—

(a) be made subject to such conditions, qualifications and exceptions as the Registrar may specify in the instrument of delegation;

(b) be revoked or varied by a subsequent instrument.

(4) The Registrar may perform any function or exercise any power notwithstanding that he has delegated it to some other person.

Power to require information and documents

5. (1) The Registrar may, by notice in writing to a registered entity, a person with a fiduciary duty, or a connected person, require the registered entity or person, as the case may be—

(a) to provide such information or documents as may be specified in the notice;

(b) to attend before the Registrar at a time and place specified in the notice and answer questions.

(2) The Registrar may exercise powers under this section only if—

(a) the document sought to be obtained as a result is reasonably required in connection with the exercise by the Registrar of his functions under this Act or any relevant Act; and

(b) such information or documents are—

(i) within the knowledge, possession, custody or control of the person to whom the request is made, or

(ii) required to be maintained by that person under a relevant Act.

(3) Where the Registrar requires information to be provided or produced pursuant to this section—

(a) the notice shall set out the reasons why the Registrar requires the document to be provided or produced;

(b) such information shall be provided or produced—

(i) before the end of such reasonable period as may be specified in the notice, and

(ii) at such place as may be so specified.

(4) The Registrar may authorise an officer, an agent or an adviser of the Registrar, on producing evidence of his authority, to require a registered entity or person to provide him forthwith with such information or to produce to him forthwith such documents as he may specify in the notice.

(5) The production of a document does not affect any lien which a person has on the document.

(6) A registered entity or person shall not be required under this section to provide or produce information or to answer questions which they would be entitled to refuse to provide, produce or answer on grounds of legal professional privilege in proceedings in the Court.

(7) Subject to subsection (8), a statement made by a person on behalf of a registered entity in compliance with a requirement imposed by this Act or a relevant Act may not be used in evidence against him in criminal proceedings.

(8) Subsection (7) does not apply on a prosecution for—

(a) perjury; or

(b) some other offence where, in giving evidence, a specified person makes a statement inconsistent with the statement mentioned in subsection (7) if evidence relating to it is adduced and a question relating to it is asked, by or on behalf of the person in the proceedings arising out of the prosecution.

(9) Where a connected person, without reasonable cause, fails to comply with a request by the Registrar or an officer or agent of the Registrar pursuant to subsection (1) or (4), the Registrar may impose a default fine on—

(a) such person, in the amount of $100, for every day of non-compliance with the request; and

(b) the registered entity, in the amount of $200, for every day of non-compliance with the request.

(10) Where a person who has fiduciary duties, without reasonable cause, fails to comply with a request by the Registrar or an officer or agent of the Registrar pursuant to subsection (1) or (4), the Registrar may impose a default fine on—

(a) such person, in the amount of $150, for every day of non-compliance with the request; and

(b) the registered entity, in the amount of $200, for every day of non-compliance with the request.

Powers ancillary to power to require production of documents

6. (1) The Registrar's power to require the production of documents under this Act or a relevant Act shall also include the following powers—

(a) if the documents are produced, the power to take copies of or extracts from them;

(b) if the documents are produced, the power to require the following persons to provide, as far as they are reasonably able to do so, an explanation of any of the documents, including an explanation of any apparent omissions from them or of any omission of any document—

(i) the person producing the documents,

(ii) a person who has fiduciary duties in relation to a registered entity, or

(iii) a connected person, or

(iv) a person who was, within the period of five years immediately preceding the request, an employee (a "past employee") of the registered entity in question; or

(c) if the documents are not produced, the power to require the person who was required to produce them to state, to the best of that person's knowledge and belief, where they are; and

(d) the power to require the registered entity or any of the persons specified in paragraph (b) to give all assistance to the Registrar as the registered entity or other person is reasonably able to give in connection with an examination of the documents in question.

(2) Section 5(7) and 5(8) apply where a person is required to provide an explanation under this section.

(3) Where a connected person or past employee, without reasonable cause, fails to comply with a request by the Registrar or an officer or agent of the Registrar pursuant to this section the Registrar may impose a default fine on—

(a) such person, in the amount of $100, for every day of non-compliance with the request.; and

(b) the registered entity, in the amount of $200, for every day of non-compliance with the request.

(4) Where person who has fiduciary duties, without reasonable cause, fails to comply with a request by the Registrar or an officer or agent of the Registrar pursuant to this section, the Registrar may impose a default fine on—

(a) such person, in the amount of $150, for every day of non-compliance with the request; and

(b) the registered entity, in the amount of $200, for every day of non-compliance with the request.

Inspections: site visits

7. (1) This section applies where the Registrar has reasonable cause to believe that any premises are being used in connection with the business of a registered entity.

(2) Subject to subsection (3), the Registrar or an officer or agent of the Registrar may at any reasonable time, on producing evidence of his authority—

(a) enter the premises;

(b) inspect the premises;

(c) inspect any documents found on the premises and take copies of, or make extracts from, any such information;

(d) require any person on the premises to provide an explanation of any recorded information or to state where it may be found.

(3) The Registrar or an officer or agent of the Registrar may exercise powers under this section only if the information or documents sought to be obtained as a result is reasonably required in connection with the exercise by the Registrar of his functions under this Act or any relevant Act.

(4) The power of entry conferred by this section shall be exercised only during normal working hours and with reasonable notice to the registered entity.

(5) Where a person, without reasonable cause, fails to comply with a request by the Registrar or an officer or agent of the Registrar pursuant to this section, the Registrar may impose a default fine on—

(a) such person, in the amount of $150; and

(b) the registered entity, in the amount of $200.

(6) For the purposes of this section—

(a) the registered office of the registered entity; and

(b) the office of the registered agent of the registered entity;

shall be deemed to be premises being used in connection with the business of a registered entity.

Notification of default fine

8. Where a default fine is imposed by the Registrar pursuant to sections 5, 6 and 7 the Registrar shall give notice of same to the person and the registered entity.

Notice to comply

9. (1) Where pursuant to the receipt of documents or oral evidence under sections 5, 6 or 7, the Registrar is satisfied that a registered entity has failed to comply with an obligation under a relevant Act, the Registrar may issue a notice in writing to the entity, requiring the entity—

(a) to do the thing that it failed to do within such period as may be specified in the notice but such time shall not exceed 7 days; and

(b) otherwise to take such steps to remedy the consequences of the failure as may be so specified.

(2) Where a registered entity fails to comply a with notice issued by the Registrar pursuant to subsection (1)(a) or (b), the entity and the person with a fiduciary duty may be liable to a civil penalty imposed by the Registrar in accordance with sections 10 and 11.

PART 3

FINES AND PENALTIES

Power to impose civil penalties for breach of requirements

10. (1) Where the Registrar imposes a civil penalty pursuant to this Act or a relevant Act, such penalty shall not exceed—

(a) $100,000, for any and each breach (including a continued breach) in the case of a registered entity;

(b) $50,000 for any and each breach (including a continued breach) in relation to a person who has fiduciary duty.

(2) A civil penalty imposed by the Registrar shall be proportionate and dissuasive.

(3) The Registrar shall not impose a civil penalty under subsection (1) where he is satisfied that the person concerned took all reasonable steps and exercised all due diligence to ensure that the requirement would be complied with within the time specified.

Procedure for imposing civil penalties

11. (1) Where the Registrar proposes to impose a civil penalty under this Act or a relevant Act he must give the registered entity or person concerned notice of—

(a) the proposed amount of the penalty;

(b) the reasons for imposing the penalty;

(c) the right to make representations to the Registrar within a specified period (which may not be less than 28 days); and

(d) the opportunity to avoid penalty by compliance with outstanding obligations.

(2) After considering any representations made by the person or registered entity, the Registrar must decide, within 14 days from the end of the period specified in subsection (1)(c) whether to impose a penalty.

(3) Upon making a determination, the Registrar shall serve the registered entity or person, notice of—

(a) his decision not to impose a penalty; or

(b) his decision to impose a penalty and—

(i) the amount of the penalty,

(ii) the reasons for his decision, and

(iii) the right of appeal to the Court.

(4) The Registrar may recover any civil penalty as a debt owing to it in any court of competent jurisdiction.

Striking by the Registrar

12. (1) A registered entity that fails to pay a civil penalty imposed by the Registrar shall be struck by the Registrar.

(2) Where a company has been struck under subsection (1) the Registrar may, by written notice, prohibit a person who was a fiduciary of the company at the time of the default, from registering a legal entity or arrangement under a relevant Act for a period not exceeding 12 months or 24 months in the case of an aggravated or repeated breach, if the Registrar is satisfied that the person—

(a) knowingly authorised, permitted or acquiesced in the non-compliance; or

(b) without reasonable excuse failed to take reasonable steps to ensure compliance.

PART 4

MISCELLANEOUS AND FINAL

Offences: False or misleading statements or information

13. A person who, in purported compliance with this Act or any relevant Act—

(a) makes a statement which he knows to be false or misleading;

(b) recklessly makes a statement which is false or misleading;

(c) furnishes any document which he knows to be false or misleading; or

(d) recklessly furnishes any document which is false or misleading;

commits an offence and is liable on summary conviction to a fine of $25,000 or to imprisonment for 2 years, or to both.

Liability for criminal prosecution

14. (1) A person who fails to pay a civil penalty or default fine imposed by the Registrar under this Act or a relevant Act commits the offence and shall be liable on summary conviction to a fine of $25,000 or to imprisonment for 2 years or to both.

(2) No imposition of a default fine or civil penalty fine under this Act shall preclude the Registrar from reporting an offence committed under this Act to the Commissioner of Police.

Appeals to Court

15. (1) A person may appeal to the Court within 28 days after a decision of the Registrar to impose a default fine or a civil penalty.

(2) An applicant who appeals the Registrar's decision must serve notice of the appeal on the Registrar within 7 days of lodging the appeal with the Court and the Registrar is entitled to attend and be heard at the hearing of the appeal.

(3) On the hearing of an appeal under this section, the Court may—

(a) dismiss the appeal; or

(b) set the Registrar's decision aside.

(4) If the Court sets the Registrar's decision aside, it may refer the matter back to the Registrar with a direction to reconsider it and make a decision in accordance with the directions of the Court.

(5) A decision appealed under this section shall not have effect—

(a) until the end of the period within which the appeal can be brought; and

(b) if such an appeal is brought, until it is determined or withdrawn.

Fees

16. Regulations may be made by the Governor in Council under this Act or fees may be prescribed under a relevant Act by the Minister, for any function performed by the Registrar in relation to registered entities under or pursuant to this Act or a relevant Act, unless such fees are otherwise prescribed.

Duty of confidentiality

17. (1) Except in so far as may be necessary for the due performance of functions under this Act or a relevant Act, any person who is, or is acting as, an officer an agent or an adviser of the Registrar shall preserve and aid in preserving confidentiality with regard to all matters relating to the affairs of the Financial Services Commission as defined under the Financial Services Commission Act, or the Registrar or of any person that may come to his knowledge in the course of his duties.

(2) Any such officer who—

(a) communicates any such matter to any person other than the Governor in Council or the Registrar; or

(b) permits any unauthorised person to have access to any documents relating to—

(i) the Financial Services Commission,

(ii) the Registrar, or

(iii) a registered entity;

commits an offence.

(3) A person who commits an offence under subsection (2) shall be liable on summary conviction to a fine of $25,000 or imprisonment for 2 years or to both such fine or imprisonment.

(4) Subsection (1) does not preclude the disclosure of information—

(a) to the Governor in any case in which the disclosure is for the purpose of enabling or assisting him to discharge his statutory functions or is in the public interest;

(b) for the purpose of enabling or assisting the Registrar to exercise any functions or powers conferred on him by this Act, a relevant Act or any regulations made thereunder;

(c) to the Financial Services Commission for compliance purposes;

(d) if the information is or has been available to the public from other sources;

(e) in a summary or collection of information framed in such a way as not to enable the registered entity to which the information relates to be ascertained;

(f) to the Court; or

(g) as otherwise authorised by the law.

Immunity from suit

18. Sections 283 of the Business Companies Act apply with the necessary modifications for the purposes of this Act as they apply for the purposes of that Act.

Citation

19. This Act may be cited as the Registrar of Companies (Compliance Measures) Act, 2026.

SCHEDULE

(Section 1)

REGISTERED ENTITY

(1) Companies

(2) Limited liability companies

(4) Limited partnerships

(5) Trusts

(6) Foundations

Evans McNiel Rogers
Deputy Speaker

Passed by the House of Assembly this 25th day of August, 2026.

Lenox J. Proctor
Clerk of the House of Assembly

OBJECTS AND REASONS

(The objects and reasons do not form part of the Bill)

The Bill for consideration is the Registrar of Companies (Compliance Measures) Bill.

Anguilla has been rated as partially compliant in its Supplementary Review on Exchange of Information on Request (EOIR) Report due to certain deficiencies. Anguilla's EOIR Report indicates that there is a need to amend its legal framework to provide the Registrar of Companies power of supervision and enforcement. Therefore, this legislation introduces critical supervisory and enforcement tools for the Registrar to ensure compliance with legal obligations under Anguilla's companies framework and supports Anguilla's international obligations. The Registrar of Companies (Compliance Measures) Bill is a standalone piece of legislation that empowers the Registrar to:

i. conduct site visits and inspections of registered entities
ii. require the production of documents and records
iii. issue notices to comply
iv. impose civil penalties for non-compliance

The Bill confers powers to the Registrar of Companies to better provide for the inspection of, and compliance by, certain entities that are registered in Anguilla and for connected purposes. These measures mirror international best practices in registry supervision and are critical to preserving the integrity of Anguilla companies' environment.

PART 1 of the Bill provides for preliminary matters, including the interpretation (clause 1) which provides the meaning of key terms used in the Bill.

PART 2 of the Bill provides the functions and general powers of the Registrar, and it comprises of clauses 2-9.

Clause 2 brings all registered entities operating in or from within Anguilla under the oversight of the Registrar. It establishes the Registrar's legal authority to regulate, monitor, and inspect such entities to ensure compliance with their statutory obligations under relevant Acts.

Clause 3 defines some of the Registrar's key functions in promoting compliance with corporate, registration, and governance requirements. It empowers the Registrar to inspect, investigate, and take enforcement action against non-compliant entities, ensuring that all registered entities adhere to legal and regulatory standards. It also allows the Registrar flexibility to perform additional compliance-related duties as assigned by law.

Clause 4 allows the Registrar to delegate powers and functions to officers or agents in writing, ensuring the efficient performance of regulatory duties. It provides a framework for such delegation, including conditions, revocation, and continued accountability of the Registrar.

Clause 5 grants the Registrar authority to require registered entities, fiduciaries, and connected persons to provide information, documents, or attend inquiries necessary for regulatory functions. It sets procedural safeguards such as notice, privilege protection, and reasonable time limits, while introducing daily fines for non-compliance.

Clause 6 supplements the Registrar's investigative powers by allowing the taking of copies, obtaining explanations of documents, and requiring cooperation from entities and associated

persons. It ensures that the Registrar can fully understand and verify documentary evidence. The section also includes penalties for non-cooperation, reinforcing the enforceability of regulatory inquiries.

Clause 7 empowers the Registrar to enter and inspect premises used by registered entities, subject to reasonable cause, notice, and working-hour limitations. It allows examination and copying of documents and questioning of persons on site.

Clause 8 requires the Registrar to formally notify both the person and the registered entity when a default fine is imposed under earlier sections and **clause 9** enables the Registrar to issue a written notice requiring a registered entity to correct a compliance failure within a short, specified period and to remedy any resulting consequences.

PART 3 of the Bill (**clauses 10-12**) stipulates fines and penalties. The objective is to have an effective framework for the imposition and enforcement of civil penalties by the Registrar. The Registrar may impose proportionate and dissuasive penalties on registered entities or persons for breaches of legal requirements, subject to certain safeguards as well as fair procedural steps. Defaulting entities that fail to pay penalties shall be struck.

PART 4 of the Bill (**clauses 13-19**) miscellaneous and final provisions.

Clause 13-14 stipulates offences for the making of false statements or documents (knowingly or recklessly) and criminal liability for persons who fail to pay civil penalties or default fines imposed by the Registrar. It is important to note that the imposition of administrative penalties does not prevent the Registrar from reporting criminal offences to law enforcement framework and regulatory oversight.

Clause 15 provides a mechanism for appealing decisions related to default fines or civil penalties and grants affected entities or persons the right to appeal to the High Court. This upholds principles of natural justice and fairness.

Clause 16 authorises the Governor in Council or the Minister to prescribe fees for functions performed by the Registrar for this or any relevant legislation. This provides a legal basis for the collection of fees to support the cost of regulatory administration and oversight.

Clause 17 stipulates the confidentiality of information obtained by the Registrar (including officers, agents or advisers) in the course of his duties. Unauthorised disclosure of or access to sensitive information is strictly prohibited and is an offence. The specific criteria for disclosure are also provided.

Legal immunity is extended to the Registrar and associated persons through **clause 18** by section 283 of the Business Companies Act.

Clause 19 provides the citation and commencement of the legislation.

The Schedule lists the forms of registered entities applicable herein.