



Beneficial ownership declaration forms

Guide for regulators and designers

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Introduction

While supporting countries with their beneficial ownership (BO) legislation and systems, Open Ownership (OO) has seen multiple challenges involved in the creation of declaration forms. These can be caused by ambiguities, inconsistencies, under-specified requirements, and even errors in the laws and regulations mandating the collection of BO information. Although these may only become evident when countries design or use forms to collect beneficial ownership data, resolving them may mean revisiting the regulations that forms are based on.

In general, challenges can be overcome with a collaborative, considered approach to form design. Regulators and persons designing forms need to work together and consult with the companies and individuals who will be the end users of the declaration process.

This guide introduces a number of considerations for form development, and presents a worked example of a form which addresses these issues. The form and the guide together are intended to be a useful reference for people involved in the design and development of regulations and data collection forms for beneficial ownership transparency.

The example form is presented as a spreadsheet so that it can be shared, commented on, or developed as an outline for a webform. However, the collection of beneficial ownership information is best undertaken by webform, where resources and context allow. Webforms allow better onward handling of the data. However, in some jurisdictions, factors like the number of company declarations or the level of digitisation of related systems might make paper or spreadsheet forms a more feasible option.

If you are interested in partnering with Open Ownership to develop beneficial ownership forms and to advance beneficial ownership transparency, please contact support@openownership.org, to discuss the support we could provide. [Access OO's Example Beneficial Ownership Declaration Form via our resources page](#). The form can be copied and used as a Google Sheet, or downloaded as an Excel file.

Features of a good quality beneficial ownership declaration form

Well-designed forms make it as easy as possible for the people completing them to provide accurate and unambiguous information. This reduces the number of accidental errors. Submitting more accurate information becomes easier, while disguising deliberately false information as mistakes becomes harder.

Declaration forms that are robust and well-designed will generally meet all of the following criteria:

- It is clear who (people as well as companies) will fall under the scope of the disclosure process (It may be necessary to provide detailed guidance alongside the form and referenced from the form in order to achieve this.)
- The form is easy to understand and navigate
- It is easy for people to supply good quality data for each field

- It is easy for companies with very simple BO structures to make their declarations
- The full range of BO structures, declarable by law, can be disclosed via the form(s)
- Form submissions can be linked to data in other official databases, so that companies do not have to submit the same information multiple times.

Testing the form with a representative sample of companies will assist with further refining of the document to improve usability, clarity and completeness. It is also advisable to involve state agencies that are potential users of BO information when reviewing tests of the form.

At the design stage, the features that will help people complete forms are:

- offering definitions of terminology at the point where they are needed;
- either hiding sections of forms that are not applicable, or providing clear signposting (for example: “If you answered ‘yes’ go to section C”);
- using plain language;
- providing examples where it will aid understanding;
- being clear about the format in which answers are expected (for example: “Provide dates in DD/MM/YYYY format”);
- providing selection lists rather than free-text entry where relevant (for example, when asking for the country of registration of non-domestic entities);
- stating clearly which fields are required and which are optional;
- stating which information is for internal use only and will not be openly published.

There are also some specific considerations regarding BO forms. Under some circumstances, companies seeking to comply with the disclosure requirements may find it difficult to uncover the information required of them. In these cases, and where the law allows for it, forms should provide a way for companies and individuals to declare that they have tried and failed to collect the required information. For instance, in the example form, a beneficial owner whose details are unknown can be flagged as an “unknown person” (see the “4(e) Beneficial owner” sheet, part (i)). These various good practices have all been incorporated into OO’s [Example Beneficial Ownership Declaration Form](#).

In addition, the form should be designed, or customised, to minimise the collection of information that companies have already submitted to other state or regional systems.

Open Ownership's example declaration form

OO’s example disclosure form was made to demonstrate good practice in form design for collecting structured BO data in line with the [Open Ownership Principles \(OO Principles\)](#). Designing a form at the individual country level involves clarifying specific needs and identifying the appropriate information and design to meet them. OO’s example form provides a useful reference point for local form development, but its elements will always need tailoring to fit the requirements, legal environment and policy choices of each jurisdiction.

The example form is presented as a spreadsheet, since these are relatively easy to share, edit, and comment on. This also lends clarity to the structure of the main form and subforms, and to the navigation between them. In most jurisdictions, a final BO declaration form would be produced as a webform. A spreadsheet can be used as an outline or prototype on which to base the production of a

webform. However in some cases, factors like the number of company declarations or the level of digitisation of related systems might make paper or spreadsheet forms a more feasible option. These will make onward data management and handling more challenging. In all cases, a custom form, designed and tested with domestic firms, in an appropriate format, will ultimately be best suited for local use.

With this in mind, the example form may be used in various ways:

1. **As a reference point when drafting regulations.** For example, when considering BO declarations from publicly listed companies (PLCs), regulators might refer to the form to see what information the example form has collected about them.
2. **As a reference point during form design.** When developing a BO collection form from a blank page, it may be helpful to refer to the example form when questions come up. For instance: what should be done if a declaring company cannot retrieve the identity of a beneficial owner?
3. **As a starting point for form design.** Reviewing the example form alongside regulatory requirements might indicate that – with amendments – it could collect the information needed. In this case, regulators and form designers can edit, comment on, and share the form with a view to developing a customised, testable prototype form.

The example form is aligned with the [Beneficial Ownership Data Standard \(BODS\)](#). The BODS is a useful reference point when addressing regulatory and form design questions about how to collect good quality BO data.

Note that any final BO declaration form should complement existing information about companies, such as that in a company register, rather than duplicate it.

Aligning forms with the company register (or other company-centred database)

Duplication of information creates unnecessary overheads. Companies may be submitting information to state and regional authorities on several fronts. For example, a company may be domestically registered and required to maintain accurate details on a state business registry. It may also be listed as an officially recognised provider of services on a government database, or submit documentation as part of its applications for an oil, gas, or mining license.

The form used for collecting BO information should complement existing systems. That means that, if possible, the form should link to those other systems, or draw information from them, rather than require firms to submit information multiple times. The benefits of such alignment are two-fold. For companies, the administrative burden is minimised (for instance, if they change their registered address they need only notify one authority). For government and official authorities, they will spend less time resolving conflicting information about the same company across multiple systems.

Alignment between systems can necessitate changes to other existing systems. For example, if legal ownership information is already held by the company registration system, the data might need to be structured in a different way to meet the requirements of BO declaration.

The key mechanisms for aligning systems are: requiring and verifying company identifiers (e.g. company number and business register); drawing in information from other systems; and administrators referring out to records in other systems.

Aligning forms with administrative systems

In the example form, the generic “Office use only” sheet can:

- prompt consideration of the administration of the BO declaration process, amongst regulators; and
- make the links to company-related systems that are already in use.

In particular, there are three sections:

1. administrative tracking;
2. data review and verification;
3. publication information.

The **administrative tracking** section gives the ability to follow and track the issuing of the form and its return. In cases where an agency issues the form to companies to complete (for example where it is downloaded by a company with certain information automatically populated), most fields in this section would be completed prior to the declaration form being issued to the company for completion. Each declaration could be given a unique company filing ID. If a company has completed a declaration in the past, the prior company filing ID should also be noted. This allows changes over time to be visible.

There are also fields in this section to link the company filing to records in other systems (“External references”). Linking to records about the company and its activities in other systems will enable administrators and users to connect information. As an example, the existence of a government procurement system has been assumed on the form. The name of the government project plus a bid ID can be recorded, and there are placeholders for second and third systems.

Finally, it is in this administrative tracking section that one would note whether the declaring company is part of a joint venture. (For example, by issuing a shared “joint venture ID” for partners in a joint venture.)

The **data review and verification section** would be completed after the declaration has been returned. Again, there are placeholders for particular questions or links to external verification systems and reports. For more information on good practice in verification of BO data, see [OO’s Verification of Beneficial Ownership Data policy briefing](#).

The **publication information** section is where the name of the authority publishing the declarations should be recorded, along with the licence under which the data was published. Publishers are encouraged to use a [Public Domain Dedication or Open Definition Conformant licence](#).

Regulations underlying the example form

Considering a BO declaration in a given jurisdiction, the actual information disclosed depends on:

1. **which people and organisations meet the domestically-defined criteria** for disclosure;
2. **the level of detail** required about them and their interests in the declaring organisation.

When considering the level of detail disclosed via the form (2 above), there is a minimal and obvious set of information required. (For example: name of the beneficial owner, their nationality, and their country of residence.) However, the level of detail that should be collected about how ownership or control is exerted is not so obvious. Decisions about this have to be made, and they will have a profound effect on the shape and content of declaration forms. In this sense, OO's form reflects an "example" set of policies, regulations, and related decisions on data collection.

Guided by considerations of what makes for good quality, [interoperable data in the field of BO](#), the example framework requires disclosure of:

- all persons (both individuals and companies) who are direct, legal owners of the declaring registered, private company;
- beneficial owners who hold direct and indirect interests in the declaring company;
- PLCs that hold significant direct and indirect interests in the declaring company;
- the legal owner(s) and nominees through which indirect interests in the declaring company are held;
- any state ownership and control of the declaring company, whether direct or indirect and regardless of any threshold.

Declaration requirements and definitions might demand significantly different form structures. For example, as it stands, the example form structure would not be able to handle a definition of a "beneficial owner" that included the managing officials of state-owned enterprises (SOEs). (Meaning, the link between the beneficial owner and the relevant SOE would not necessarily be collected.)

OO's technical team can advise on aligning form structures to fit local regulation and legislation. If you would like to discuss how you might be able to do this in your territory, please contact our helpdesk (support@openownership.org), to arrange a call with our technical experts.

Customising the example form to include domestic definitions related to beneficial ownership

Referencing the example form can be made easier if it is aligned with a jurisdiction's legal or regulatory definitions. Placeholders are provided for the following:

- the definition of a beneficial owner;
- the definition of a politically exposed person (PEP);

- the criteria that makes PLCs with direct or indirect interests in the declaring company disclosable.

The example form’s “Guidance” sheet contains advice on where the above information should be placed in the form.

Note that there is no placeholder for a local definition of SOE; the form’s structure and fields would be too dependent on the scope of such a local definition. OO has focused instead on collecting good quality information about a state’s interests in a declaring company, independent of any particular definition.

Features of the example form

Structure: forms and subforms

In the example form, the declaration process has been divided into a main form (sheet) and subforms (sheets):

- COMPANY DECLARATION (main form);
- Legal ownership disclosure (subform);
- Publicly listed company disclosure (subform);
- Beneficial owner disclosure (subform);
- State ownership disclosure (subform).

A clear structure like this helps to organise information and guide people through the declaration process. In this example case, all entities that are required to declare who owns and controls them must fill in the main form. From that main form, they are directed to fill in subforms where relevant. They might need to fill in multiple copies of a subform (for instance, if more than one person qualifies as a beneficial owner).

Forms and their structure are highly dependent on regulatory requirements. If the latter are clear, then it will help with the organisation of information in the forms.

Sensitive information

There will be information collected about individual beneficial owners and other people which should not be published widely. Some private addresses, private contact details, and identification details may be disclosable but not widely shareable due to limits in the legal mandate for publishing or sharing data, or reasons of personal privacy or security. Declaration forms should make it clear what information is being collected for agency and state use only and will not be made public. In the example form, such information is highlighted with a yellow field with the message “This will not be made public”.

Legal ownership and chains

The concept of legal ownership is not the same as the concept of beneficial ownership, but they are related. Where BO of a registered private company is exercised indirectly (via intermediaries,

including legal owners), OO advises that sufficient information about intermediaries should be collected to reveal full ownership/control chains.

In an ideal world, it would be sufficient to know the details of the legal owner(s) involved in the chain(s) of intermediaries (since the upward chain could be constructed by looking at the declarations of intermediaries). Currently, though, more information needs to be collected if full chains between companies and beneficial owners are to be revealed. The implication of this is that, as a minimum, either:

- declaration forms and systems should draw on information on legal ownership held elsewhere (for example, it may already be collected and held by a company registry); or
- information about legal ownership of the declaring company, where it relates to BO, should be collected.

And:

- information about other intermediaries should be collected, especially in the case where they are foreign registered entities.

Registered private companies are required to supply information about all legal owners. This includes, and is not limited to: other companies; people; any legally constituted organisations; and legal arrangements, such as trusts. The example form does not collect information about other intermediaries (unless they happen to be PLCs or SOEs).

If a form draws legal ownership information from another system, the declaration process may involve choosing or identifying the relevant legal owner(s) when describing an indirect BO interest. That is, when providing information about a beneficial owner who has an indirect interest in the company, the form-filler might be presented with a pre-populated list of the company's legal owners. The form-filler would be expected to select the legal owner through which the indirect interest is exercised.

Types of interest in the declaring company

This form will collect details about how ownership or control is exerted by beneficial owners. Using the [BODS](#) as a guide, the default list of interests that beneficial owners and others may hold in a firm are:

- shareholding;
- voting rights;
- appointment of board;
- other influence or control;
- senior managing official;
- rights to surplus assets on dissolution;
- rights to receive profits or income;
- rights granted by contract;
- conditional rights granted by contract.

There may be other types of interests that are relevant to the regulatory definitions adopted in one's country. The enumeration and description of the particular interests relating to each case of BO are a key aspect of the form. The format is repeated for PLCs (sheet 4(d)), beneficial owners (sheet 4(e)), and state ownership (sheet 7).

Status of beneficial owner

Sheet “4(e) Beneficial Owner” is used to declare who the beneficial owners are of the declaring company, where applicable. The first section of the sheet acknowledges that in some disclosure regimes it may be possible that in some cases the identity of beneficial owners is not retrievable, or that a beneficial owner’s identity might be protected (anonymised) under special legal provisions.

The status of the beneficial owner can therefore be:

- known person;
- unknown person; or
- anonymous person.

Where the beneficial owner is known and information about them can be supplied, companies will select “known person”. The details of the person will then be supplied in the appropriate fields.

In some cases, the identity of the beneficial owner is not (yet) known to the person filling out the declaration. In those cases, the person filling out the form should choose the status “Unknown person” and provide more details about why the information is missing.

Where the beneficial owner has been identified, but under the legal framework information about them is not publishable, “anonymous person” should be selected. For example, there may be legal measures in place to protect beneficial owners’ identity where otherwise they would be at risk of violence or intimidation. In such a case, a beneficial owner may have applied to the government or relevant authority to have their details protected. This happens, for instance, in the UK (Section 790ZG of the Companies Act 2006.).

There may be more precise terminology in national legislation, and in such cases these should be used in place of the general terms above. In practice, most beneficial owners should be known persons. The principle, however, is that it is better to highlight a gap in knowledge rather than not know the gap exists. This is an important aspect of reporting BO. It both reduces the opportunities for deliberately false reporting and supports the work of administrators and investigators.

Transliteration of names

There are fields on the example form for collecting a transliterated version of the declaring company’s name and of the beneficial owners’ names. This is of relevance even for jurisdictions with Latin alphabets as beneficial owners and parent companies may be based in countries that use alternative scripts. Providing or producing a version of a person’s or company’s name in an alternative character set can make the joining and comparison of datasets easier. However, ideally this should be tightly managed and verified by using a specified transliteration system. Otherwise, transliteration itself can become a loophole to be exploited by unscrupulous actors.

Fields for alternative names have not been provided for all intermediate companies (for the sake of brevity in the example form), but could be considered.

Nominees

Legal requirements around disclosing nominees and nominee shareholdings should be considered, as related to definitions of BO. This form assumes that nominees acting on behalf of a beneficial owner are not defined as beneficial owners themselves.

If a nominee is acting on behalf of a beneficial owner, some limited information about them should be collected. On sheet “4(e) Beneficial owner”, the name of the person or institution acting as a nominee can be entered. A further sub-form could be developed to collect additional information, such as country of residence/registration and identification number.

Attestation

To improve the reliability of the information submitted by the form, it includes a section called “Attestation” (8) at the bottom of the “COMPANY DECLARATION” sheet.

Some countries require that declarations are signed by a member of the senior management team or senior legal counsel. An attestation such as this prompts pre-submission checks by the company itself, as well as clarifying accountability for errors and omissions. It does not replace validation checks at the point of submission or post-submission verification measures. See OO’s [Verification of beneficial ownership data policy briefing more guidance](#).