BELIZE:

BUSINESS NAMES REGISTRATION BILL, 2026

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For

AN ACT to repeal and replace the Business Names Act, Chapter 247 of the Substantive Laws of Belize, Revised Edition 2020; to further establish and facilitate a modernised framework for the registration, operation, and regulation of business names; and to provide for matters connected therewith and incidental thereto.

(Gazetted ....., 2026)

BE IT ENACTED, by and with the advice and consent of the House of Representatives and Senate of Belize and by the authority of the same, as follows:

PART I

Preliminary

Short title.

1. This Act may be cited as the

BUSINESS NAMES REGISTRATION ACT, 2026.

Interpretation.

2.–(1) In this Act–

Act No. 8 of 2023.

"API" means Application Programming Interface;

"Appeal Panel" means the panel established under section 56 of the Financial Services Commission Act;

"authorised representative" means an authorised representative appointed under section 11(1);

Act No. 11 of 2022.

"Belize Companies and Corporate Affairs Registry" or "Registry" means the Belize Companies and Corporate Affairs Registry established under section 284 of the Belize Companies Act;

CAP. 104.

"beneficial owner" has the same meaning as established in section 2 of the Money Laundering and Terrorism (Prevention) Act;

"business" includes every form of trade, commerce and profession, and any other activity, that is carried on for the purposes of gain, but does not include any office, employment or occupation;

"business name" means the name or style under which any business is carried on, whether in partnership or otherwise;

"business entity number" means the unique identifier assigned by the Registry to a registered business name or business record and, where a registered business name is transitioned to a company under section 16, includes the identifier retained for the resulting company record;

"certificate of incorporation" means the certificate issued under section 7(1) of the Belize Companies Act; Act No. 11 of 2022.

"certificate of registration" means a certificate of registration issued under section 9;

"Christian name" includes any forenames;

"Commission" means the Financial Services Commission established under section 3 of the Financial Services Commission Act 2023; Act No. 8 of 2023.

"company" has the same meaning as established in section 3(1) of the Belize Companies Act; Act No. 11 of 2022.

"corporation" means any body corporate or other legal entity formed, incorporated, registered or existing in Belize or outside Belize and includes—

(a) any company;

(b) any limited liability company, foreign limited liability company or similar entity, where recognised or accepted for registration under the Belize Companies Act or any other applicable written law; CAP. 258.

(c) any limited liability partnership registered under the Limited Liability Partnership Act;

(d) any foreign company; and

(e) any other body corporate or legal entity accepted for registration in Belize;

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"Court" means the High Court of Belize;

"Director General" means the person appointed under section 8 of the Financial Services Commission Act; Act No. 8 of 2023.

"document" means a document in any format;

"electronic form" means any information that is generated, sent, received or stored in media, magnetic format, optical format, computer memory, microfilm, computer generated microfiche or similar device;

"firm" means an unincorporated body of–

(a) two or more individuals;

(b) one or more individuals and one or more corporations; or

(c) two or more corporations,

who have entered into partnership with one another with a view to carrying on business for profit;

Act No. 11 of 2022.

"foreign company" has the meaning given by section 3(2) of the Belize Companies Act;

"individual" means a natural person and, where appropriate, includes an administrator, executor, liquidator, receiver, receiver-manager, trustee, nominee, guardian, or any other person lawfully appointed to manage, administer, control or deal with the affairs, property or business of the individual;

"individual proprietor" means an individual carrying on business as a sole proprietor;

"licensed registered agent" means a person licensed or otherwise authorised under an applicable written law to provide registered agent services in Belize and whose licence or authorisation is in force;

"Minister" means the Minister with responsibility for Finance;

"online business registry system" means the online system provided by the Belize Companies and Corporate Affairs Registry;

"partner" means any natural person or legal entity who, together with one or more other persons, carries on business in common with a view to

CAP. 258.

profit and shares in the management, risks, and rewards of that business; and includes:

(a) a general partner as understood in common law; and

(b) a partner within the meaning assigned to that term in the Limited Liability Partnership Act;

"public user" means a person registered with or otherwise authorised to use the online business registry system in a capacity other than as a licensed registered agent or an officer of the Registry;

"register" in relation to an act done by the Registrar, means to register in the Belize Companies and Corporate Affairs Registry or any other register created pursuant to this Act or the Regulations;

"registered" means registered under this Act;

"registered business name" means the business name in respect of which a person is registered under section 9;

"Registrar" means the Director General of the Financial Services Commission;

"residential address", in relation to an individual, means the individual's usual place of residence; and

"restricted word or phrase" means any word, phrase, abbreviation, expression or symbol, including any cognate or derivative form, that is specified in Schedule II or prescribed by Regulations as restricted, and includes any profane, abusive, obscene, indecent, insulting or otherwise prohibited word, phrase, expression or symbol under any written law; and

"sign" or "signed" means to affix a person's signature manually, by facsimile or electronically.

(2) A person who has a place of business in Belize shall be deemed to be carrying on business in Belize for the purposes of this Act.

(3) Notwithstanding subsection (2), a foreign company is not to be treated as carrying on business in Belize for the reason only that in Belize it–

(a) is or becomes a party to any action or suit or any administrative or arbitration proceeding, or effects settlement of an action, a suit or a proceeding or of any claim or dispute;

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(b) holds meetings of its directors or shareholders or carries on other activities concerning its internal affairs;

(c) maintains any bank account;

(d) effects any sale through an independent contractor;

(e) solicits or procures any order that becomes a binding contract only if the order is accepted outside Belize;

(f) creates evidence of any debt or creates a charge on movable or immovable property;

(g) secures or collects any of its debts or enforces its rights in regard to any securities relating to such debts;

(h) conducts an isolated transaction that is completed within a period of 31 days, but not being one of a number of similar transactions repeated from time to time;

(i) invests any of its funds or holds any property;

(j) establishes a share transfer or share registration office in Belize;

(k) (i) engages in commercial activities within Belize for not more than six weeks in any 12-month period; and (ii) its gross receipts arising in Belize do not exceed USD 5,000 in any fiscal year.

(l) carries on any other activity that may be prescribed.

Administration of Act.

3. The Commission is responsible for the administration of this Act.

Registrar of Business Names.

4.–(1) The Registrar shall be the Director General of the Commission.

(2) The Registrar shall establish and maintain a Business Names Register containing information on persons and their registered business names, generally for the carrying out of the provisions under this Act.

(3) The Registrar may, with the approval of the Commission, appoint or designate a Deputy Registrar to assist with the execution of functions and responsibilities of the Registrar.

(4) The Registrar may, by instrument in writing, delegate any of the Registrar´s duties under this Act to the Deputy Registrar appointed under subsection (3).

(5) Where the Deputy Registrar is delegated the Registrar's duties under this Act, the Deputy Registrar shall have the relevant powers under this Act to perform such duties as specified in the instrument of delegation.

(6) The Commission may give to the Registrar such directions from time to time, not inconsistent with the provisions of this Act, as to the exercise of the Registrar's powers, functions or duties under this Act, and the Registrar is to give effect to such directions.

(7) The Registrar may apply to the Court for direction in respect of any matter concerning the Registrar´s duties under this Act; and on the application the Court may give such directions and make such further order as it thinks fit.

Application of this Act to partnerships.

5.–(1) An obligation that would otherwise be imposed on a partnership under this Act is imposed on each partner, but may be discharged by any of the partners.

(2) In situations under this Act where there is a requirement attached to a partnership, such requirement may be undertaken by one or more of the partners on behalf of the partnership.

(3) An offence against this Act that would otherwise be committed by the partnership shall be considered to have been committed by each partner.

(4)Notwithstanding subsection (3), a partner shall not be considered to have committed an offence in situations where the partner–

(a) did not know of the circumstances constituting the contravention; or

(b) could not reasonably have known, having exercised the standard of care and diligence expected of a person in that position, of the circumstances constituting the contravention; or

(c) knew of the circumstances but took all reasonable steps to correct the contravention promptly upon becoming aware of them.

6.–(1) The following persons are not required to be registered when carrying on business in Belize–

Persons not required to be registered under Act.

(a) any individual proprietor carrying on business under only the individual proprietor's full name;

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(b) any firm of 2 or more individuals carrying on business under only the full names of all the individuals;

(c) any individual or firm of 2 or more individuals carrying on any business consisting solely of the exercise of any profession that, under the provisions of any written law, can be exercised only by those who possess certain qualifications prescribed by the written law and whose names are registered or otherwise recorded in the manner prescribed by any written law;

(d) a person in respect of or for whom another person carries on business wholly or mainly as nominee or trustee if the person carrying on the business has provided the particulars required under section 8(1);

(e) any statutory body or other body established by or under any public Act for a public purpose;

(f) any society registered under the Cooperative Societies Act; CAP. 313.

(g) any trade union registered under the Trade Unions Act; CAP. 300.

(h) any strata corporation registered or recognised under any written law, where carrying on activities under its registered or recognised strata name;

(i) any political party registered or recognised under any written law, where carrying on activities under its registered or recognised party name;

(j) the Public Trustee or the Official Assignee of the property of a bankrupt;

(k) any company carrying on business under its corporate name; and

(l) any other person or class of persons for the time being exempted by Regulations made under section 37.

PART II

Registration

Requirement to register.

7.–(1) Every–

(a) firm having a place of business in Belize and carrying on business under a business name which does not consist of the true surnames of all partners who are individuals and the corporate names of all partners who are corporations without any addition other than the true Christian names of individual partners or initials of such Christian names;

(b) individual having a place of business in Belize and carrying on business under a business name which does not consist of the individual's true surname without any addition other than the individual's true Christian names or the initials of those Christian names;

(c) individual or firm having a place of business in Belize, where the individual or any member of the firm has, either before or after the commencement of this Act, changed that person's name;

shall be registered in the manner directed by this Act.

(2) Provided that–

(a) where the addition merely indicates that the business is carried on in succession to a former owner of the business, that addition shall not of itself render registration necessary;

(b) where two or more individual partners have the same surnames, the addition of an "s" at the end of that surname shall not of itself render registration necessary;

(c) where the business is carried on by a trustee in bankruptcy or the Official Receiver or a receiver or manager appointed by the Court, registration shall not be necessary; and

(d) a purchase or acquisition of property by two or more persons as joint tenants or tenants in common is not of itself to be deemed carrying on a business whether or not the owners share any profits arising from the sale of the property.

(3) Where a person intends to carry on business in Belize under more than one business name, there shall be separate registrations in respect of the person and each of those business names, and any reference to registration in this Act is to be construed accordingly.

(4) Notwithstanding subsection (3), a registered person may record additional places of business or branches under the same registered business name in the prescribed manner.

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(5) Where a branch, district identifier or other distinguishing element forms part of a separate business name, the Registrar may register the separate business name for the same registered person if the Registrar is satisfied that the name is not misleading, does not suggest that a separate person is carrying on business, and is not likely to cause confusion with an existing registered or reserved name.

(6) Where the applicant for registration of a business name is a foreign company, foreign limited liability company or other foreign legal entity, the Registrar shall not register the business name unless the applicant is registered under the Belize Companies Act or any other applicable written law.

(7) Every person required under this Act to be registered shall, using the online business registry system or any authorised API or electronic process approved by the Registrar, furnish to the Registrar the information and documents specified in this Part.

Manner and particulars of registration.

8.–(1) For the purposes of complying with section 7(7), every firm or person referred to in section 7(1) shall, using the online business registry system, furnish to the Registrar the information and documents specified in Schedule I**.**

(2) An application for registration shall–

(a) be lodged with the Registrar by the individual proprietor, a partner, an officer of a corporation, an authorised representative, a licensed registered agent or any other person duly authorised to act on behalf of the applicant; and

(b) contain the following particulars–

(i) the business name;

(ii) the general nature of the business;

(iii) the principal place of business in Belize;

(iv) where the business is to be carried on by an individual proprietor, the full name, identification, nationality and residential address of that individual proprietor;

(v) where the business is to be carried on by a corporation, the corporate name, registration number and registered office of that corporation;

(vi) where the business is to be carried on by a firm–

(A) the full name, identification, nationality and residential address of every partner of the firm who is an individual; and

(B) the corporate name, business entity number and registered office of every partner of the firm that is a corporation;

(vii) the full name, identification, nationality and service address, registered office address or business address approved by the Registrar of every authorised representative, if any;

(viii) the date of formalisation or proposed date of commencement of business;

(ix) particulars of each beneficial owner, including the beneficial owner's full name, identification, nationality and residential address; and

(x) any other information concerning the person proposing to carry on business and the person's business name that is prescribed.

(3) The Registrar may, in any particular case, require the information and documents referred to in subsection (2) to be verified in such manner as the Registrar considers fit.

(4) The Registrar shall implement reasonable risk-based measures to verify beneficial ownership information, including verification against reliable and independent sources where appropriate.

Registrar to file statement and issue Certificate of Registration.

9.–(1) On receiving and approving an application and any information required under this Act, the Registrar shall cause the same to be filed. Registration shall take effect on the date and at the time at which the application is approved and recorded in the online business registry system, and the Registrar shall send, in electronic form, the Certificate of Registration stating the business entity number and date of registration, together with a detailed extract about the business, which may be prescribed in Regulations.

(2) The Registrar is not required to register a business name if the Registrar is not satisfied with the particulars or other information provided under the provisions of this Act.

(3) A person aggrieved by the Registrar's refusal under this Act to register the person or the person's business name may, within twenty-one days after the date on which the Registrar notifies the person of the refusal, appeal in writing to the Appeal Panel, whose decision is final.

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Refusal to register

10.–(1) Without limiting sections 7, 8, 14 and 15, the Registrar may refuse to register a person and the person's business name where the Registrar is satisfied that—

(a) the applicant is not entitled to be registered under this Act;

(b) the application is incomplete, defective or not accompanied by any required information, document, evidence or prescribed fee;

(c) any information submitted in or in support of the application is false, misleading, inaccurate or has not been verified to the satisfaction of the Registrar;

(d) any prescribed fee, penalty or other amount payable under this Act remains unpaid;

(e) where the applicant is a foreign company, foreign limited liability company or other foreign legal entity, the applicant is not registered under the Belize Companies Act or any other applicable written law;

(f) the Registrar is not satisfied with the beneficial ownership information, identification information or other particulars provided in support of the application;

(g) the declared nature of business or proposed activity includes or suggests a regulated activity and the applicant has not provided any licence, approval, consent, non-objection or other evidence required by the Registrar or by any written law;

(h) the business name is one that may not be registered, reserved or approved under section 15;

(i) the business is likely to be used for an unlawful purpose or for purposes prejudicial to public peace, welfare or good order in Belize; or

(j) any other prescribed ground for refusal applies.

(2) Where the Registrar refuses an application under subsection (1), the Registrar shall notify the applicant, in writing or by electronic means, of the refusal and the reasons for the refusal.

(3) A person aggrieved by a refusal under this section may appeal in accordance with section 9(3).

Authorised representative.

11.–(1) An applicant for registration or a registered person shall appoint at least one authorised representative in accordance with this section where—

(a) in the case of an individual proprietor, the individual proprietor—

(i) is not ordinarily resident in Belize;

(ii) does not hold a valid Belize Social Security number or other prescribed local identifier; or

(iii) does not have a service address in Belize approved by the Registrar;

(b) in the case of a firm—

(i) one or more partners who are individuals do not hold a valid Belize Social Security number or other prescribed local identifier;

(ii) one or more partners are not ordinarily resident in Belize;

(iii) one or more partners are foreign companies, foreign limited liability companies or other foreign legal entities; or

(iv) the firm does not have a service address in Belize approved by the Registrar;

(c) in the case of a corporation, the corporation is a foreign company, foreign limited liability company or other foreign legal entity;

(d) the registered person is otherwise required by Regulations to appoint an authorised representative; or

(e) the Registrar is satisfied that an authorised representative is required to ensure effective service, communication or compliance under this Act.

(2) An authorised representative appointed under subsection (1) shall be either a licensed registered agent or an individual who is ordinarily

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resident in Belize and is the registered individual proprietor, a partner of the registered firm, or a director, officer or beneficial owner of a corporation carrying on the business under the registered business name, and shall consent in writing to act as authorised representative.

(3) The appointment of an authorised representative shall be made—

(a) at the time of registration, where any circumstance specified in subsection (1) exists at that time; or

(b) within thirty days after the date on which any circumstance specified in subsection (1) arises after registration.

(4) A person shall not act as an authorised representative unless that person—

(a) satisfies the eligibility requirements in subsection (2);

(b) has consented in writing to act as authorised representative;

(c) has a service address, registered office or business address in Belize approved by the Registrar; and

(d) where the person is an individual, is at least eighteen years of age and otherwise of full legal capacity.

(5) Where, at the time of registration, an individual proprietor, firm, corporation or other person is required under subsection (1) to appoint an authorised representative, the authorised representative shall be appointed—

(a) at the time the person is registered; or

(b) where the person will commence carrying on business in Belize after registration, not later than the date on which the person commences to carry on business in Belize.

(6) Where, after registration, any circumstance specified in subsection (1) arises in relation to a registered person, the registered person shall appoint an authorised representative within thirty days after the date on which that circumstance arises, and the appointment shall be notified to the Registrar in accordance with subsection (9).

(7) The authorised representative shall act as the local point of contact for the purposes of compliance with this Act and shall take reasonable steps, within the scope of the authorised representative's authority, to facilitate compliance by the registered person with the requirements of this Act.

(8) An authorised representative is not personally liable for any debt, obligation, liability or unlawful act of the registered person solely by reason of being appointed as authorised representative.

(9) An authorised representative is liable under this Act only where the authorised representative—

(a) knowingly authorises, permits or participates in a contravention of this Act;

(b) provides false or misleading information to the Registrar;

(c) fails to comply with a requirement imposed directly on the authorised representative under this Act; or

(d) fails, without reasonable excuse, to take reasonable steps within the scope of the authorised representative's authority to facilitate compliance by the registered person with this Act.

(10) Without limiting any other method of service under this Act, any notice, direction, request, summons or other document required or permitted to be served on a registered person under this Act may be served on the authorised representative or licensed registered agent of that registered person, including at the service address, registered office or business address recorded in the register or by electronic means through the online business registry system or any authorised API or electronic process approved by the Registrar.

(11) Service on an authorised representative or licensed registered agent under subsection (10) is deemed to be service on the registered person.

(12) The registered person shall lodge with the Registrar, using the online business registry system or any authorised API or electronic process approved by the Registrar, notice of the appointment of the authorised representative and the written consent of the authorised representative to act in that capacity.

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(13) The notice of appointment shall contain the authorised representative's service address, registered office address or business address approved by the Registrar.

(14) Where an authorised representative appointed under this section—

(a) resigns, retires, dies or otherwise ceases to act as authorised representative for any reason; or

(b) ceases to be qualified to act as authorised representative,

the registered person shall lodge with the Registrar, using the online business registry system or any authorised API or electronic process approved by the Registrar, notice of that fact within fourteen days after the event.

(15) A licensed registered agent or authorised representative who resigns or otherwise ceases to act may lodge notice of resignation or cessation directly with the Registrar through the online business registry system or any authorised API or electronic process approved by the Registrar.

(16) A notice under subsection (15) shall state the effective date of resignation or cessation and shall be accompanied by such evidence of notice to the registered person as the Registrar may require.

(17) Where the sole authorised representative of a registered person resigns, retires, dies, ceases to act or ceases to be qualified to act, the registered person shall appoint a replacement authorised representative within thirty days after the date on which the authorised representative ceases to act or ceases to be qualified.

(18) For the purposes of this section—

(a) a corporation is treated as foreign where it is incorporated, formed or registered outside Belize; and

(b) an individual is treated as not ordinarily resident in Belize where the individual's usual place of residence is outside Belize.

(19) An authorised representative ceases to be qualified to act as authorised representative where the authorised representative—

(a) ceases to satisfy the eligibility requirements in subsection (2);

(b) ceases to have a service address, registered office or business address in Belize approved by the Registrar; or

(c) where the authorised representative is an individual, ceases to have full legal capacity.

(20) Any person who, without reasonable excuse, fails to comply with any requirement imposed by this section commits an administrative breach for the purposes of section 31 and is liable to the administrative penalty prescribed by Regulations.

Cancellation of Registration.

12.–(1) The Registrar may cancel the registration of a business name if the Registrar is satisfied that the business carried on under the registered business name is being used, or is intended to be used, for an unlawful purpose or for purposes prejudicial to public peace, welfare or good order in Belize.

(2) Before cancelling a registration under subsection (1), the Registrar shall—

(a) give the registered person written notice of the Registrar's intention to cancel the registration;

(b) state the reasons for the proposed cancellation;

(c) specify in the notice a period of at least thirty days within which the registered person may make written representations to the Registrar; and

(d) consider any written representations received within the period specified in the notice.

(3) After considering any representations under subsection (2), the Registrar shall give the registered person written notice of the Registrar's decision and the reasons for that decision.

(4) Where the Registrar decides to cancel the registration, the cancellation shall take effect on the date specified in the notice given under subsection (3).

(5) A person aggrieved by a decision of the Registrar to cancel a registration under subsection (1) may, within twenty-one days after the date on which the Registrar notifies the person of the decision, appeal in writing to the Appeal Panel, whose decision is final.

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Use of business names.

13.–(1) A person who is required to be registered and is registered under this Act shall not carry on business under a business name other than the person's registered business name.

(2)Subsection (1) does not prevent a person from carrying on business under a business name if the person is not required to be registered in respect of the business name under section 6.

(3) The registration of a business name under this Act does not confer any proprietary right in the business name and does not authorise the use of the registered business name if the use of that name is prohibited under this Act, the Trade Marks Act or any other written law.

(4) A registered business name is not a body corporate or separate legal person, and registration of a business name does not of itself authorise property, rights or obligations to be held in the business name separately from the registered proprietor, firm or corporation carrying on business under that name.

Reservation of business names.

14.–(1) A person may apply to reserve a name as the person's proposed registered business name by lodging an application with the Registrar.

(2) The Registrar may approve an application made under subsection (1) only if the Registrar is satisfied that–

(a) the application is made in good faith; and

(b) the business name to be reserved is one in respect of which the person may be registered having regard to section 15 and any other applicable written law.

(3) The Registrar shall refuse to approve an application to reserve a name under subsection (1) if the Registrar is satisfied that–

(a) the name is for a business that is likely to be used for an unlawful purpose or for purposes prejudicial to public peace, welfare or good order in Belize;

(b) the business name has already been registered by another business entity; or

(c) any of the grounds set out in section 15 apply.

(4) The reservation of a proposed business name ends–

(a) if the Registrar approves the application–

(i) 10 days after the date on which the Registrar notifies the applicant of the approval, where no fee is payable; or

(ii) 90 days after the date on which the Registrar notifies the applicant of the approval, where the prescribed fee is paid; or

(b) if the Registrar refuses to approve the application, on the date on which the Registrar notifies the applicant of the refusal.

(5) A person aggrieved by a decision of the Registrar refusing to approve an application under subsection (1) may, in writing, before the end of the period of twenty-one days commencing on the date on which the Registrar notifies the applicant of the decision, appeal to the Appeal Panel, whose decision is then final.

Restrictions on registration, reservation, and change of business names.

15.–(1) Except where the required consent, approval or non-objection has been obtained under this Act or any other written law, the Registrar shall refuse to register a person under this Act to carry on business under a business name, reserve a business name under section 14, or approve a change of registered business name under section 17, where the business name—

(a) contains any restricted word or phrase in Schedule II, including any abbreviation, derivative or cognate form, without the required written approval; or

(b) in the Registrar's opinion—

(i) is obscene, profane, indecent, insulting or otherwise undesirable;

(ii) is identical to, or so nearly resembles as to be likely to cause confusion with, any other registered business name, reserved business name or the name of any corporation or limited partnership registered under the Belize Companies Act or any other written law;

(iii) is identical to a name reserved under the Belize Companies Act; or

*(iv)*is identical with, or similar to, a registered trade mark or a well-known mark within the meaning of section 61 of the Trade Marks Act,in such manner as to be likely to cause confusion or to mislead the public.

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(2) The Registrar may refuse to register, reserve or approve a business name, or may require evidence of a licence, approval, consent, non-objection or other authorisation, where the declared nature of business or proposed activity includes or suggests a regulated activity under any written law.

(3) Before registering, reserving or approving a business name, the Registrar shall consult the Belize Intellectual Property Office where the Registrar identifies a potential conflict with a registered trade mark or a claimed well-known mark. The Registrar may consult any relevant regulatory authority or other public authority in relation to any matter arising under subsection (1)(b)(iv) or subsection (2), and may refuse the application where either of those provisions applies.

(4) Where the Registrar is satisfied that a person's registered business name—

(a) is a name that cannot be registered under subsection (1);

(b) so nearly resembles the name of any corporation, limited partnership, registered business name or reserved business name as to be likely to be mistaken for it; or

(c) is a name the use of which has been restrained by injunction under the Trade Marks Act,

the Registrar may direct the person to change the registered business name within fifteen days, or such longer period as the Registrar may allow.

(5) The power of the Registrar under subsection (4) applies regardless of—

(a) whether the person's business name was registered through inadvertence or otherwise; or

(b) when the person was registered or treated as registered.

(6) Every person registered or treated as registered with a business name containing any restricted word or phrase in Schedule II, including any abbreviation, derivative or cognate form, shall apply for re-registration within the period specified in section 40(2), unless the Registrar directs an earlier application in the public interest.

(7) An application for approval of a business name that includes a restricted word, phrase, abbreviation, expression or symbol shall be accompanied by

the written consent, approval, non-objection or other authorisation required under this Act or any other written law.

(8) Any person may apply in writing to the Registrar to issue a direction under subsection (4) to another person to change that person's registered business name.

(9) Subject to subsection (10), the Registrar shall not consider an application under subsection (8) unless it is made within twelve months after the date on which the business name was registered or changed.

(10) Subsection (9) does not apply to an application made on the ground that the business name is identical with or similar to a registered trade mark or well-known mark within the meaning of section 61 of the Trade Marks Act in such manner as to be likely to cause confusion or to mislead the public.

(11) The Registrar may cancel the registration of a person and the person's business name if the person fails to comply with a direction issued under subsection (4).

(12) A person aggrieved by—

(a) a direction of the Registrar under subsection (4); or

(b) the Registrar's refusal to issue a direction under subsection (8),

may, within twenty-one days after the date on which the Registrar notifies the person of the direction or refusal, appeal in writing to the Appeal Panel, whose decision is final.

16.–(1) A registered person may apply to the Registrar, using the online business registry system or any authorised API or electronic process approved by the Registrar, to transition a registered business name to a company to be incorporated under the Belize Companies Act.

(2) An application under subsection (1) shall contain—

(a) the registered business name;

(b) the existing business entity number assigned to the registered business name;

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(c) the proposed company name, which shall consist of the registered business name together with any corporate identifier required under the Belize Companies Act, subject to any modification necessary to comply with that Act, section 15 of this Act or any other applicable written law;

(d) evidence that the applicant is the registered proprietor, partner, authorised representative, licensed registered agent or other person duly authorised to make the application;

(e) the incorporation information and supporting documents required under the Belize Companies Act that are not already held by the Registrar and capable of being carried forward under subsection (5); and

(f) such other information as may be prescribed or reasonably required by the Registrar.

(3) The Registrar may approve an application under subsection (1) only if the Registrar is satisfied that—

(a) the applicant is entitled to apply for the transition;

(b) the proposed company name complies with subsection (2)(c);

(c) all outstanding fees, annual returns, penalties and other obligations relating to the registered business name have been satisfied; and

(d) the requirements for incorporation under the Belize Companies Act have been satisfied.

(4) Where the Registrar approves an application under subsection (1), the Registrar may, through the online business registry system or any authorised API or electronic process approved by the Registrar, facilitate the incorporation of the company and the linking of the business name record to the company record without requiring a separate incorporation-first step.

(5) For the purposes of the transition, the Registrar may carry forward from the registered business name record to the company record, without requiring re-submission unless verification or updating is necessary—

(a) the registered business name and approved company name;

(b) the business entity number;

(c) the principal place of business and other address information;

(d) the nature of the business; and

(e) such other information already held by the Registrar as may be prescribed or accepted by the Registrar for the purposes of the transition.

(6) Any information or document required for incorporation under the Belize Companies Act that is not carried forward under subsection (5) shall be provided in the same manner as for an application to incorporate a company under that Act.

(7) Upon completion of the transition—

(a) the business entity number assigned to the registered business name shall continue as the business entity number for the company record;

(b) the registration of the business name shall cease and the Registrar shall record the business name as having been transitioned to the company; and

(c) the business name record and company record shall remain linked and searchable in the online business registry system.

(8) The Registrar shall preserve the historical record of the registered business name and ensure that a public search reflects that the business name has been transitioned to the company.

(9) Where the online business registry system is integrated with relevant public authorities, the Registrar may transmit notice of the transition to such authorities, including tax, licensing or regulatory agencies, for updating of their records.

(10) The transition of a business name to a company under this section does not—

(a) affect any right, liability, obligation, contract, debt or legal proceeding that existed before transition;

(b) operate as a transfer of any licence, permit, approval or authorisation unless permitted under the written law governing that licence, permit, approval or authorisation;

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(c) release any proprietor, partner, authorised representative or other person from any liability incurred before transition; or

(d) confer any right to use a name contrary to the Trade Marks Act or any other written law.

(11) The Commission may make Regulations prescribing procedures, technical requirements, electronic processes, supporting documentation, continuity of the business entity number, linked records, information-sharing arrangements and other matters necessary for the transition of a registered business name to a company under this Act.

17.– (1) A person who wishes, or is required, to change the person's registered business name shall submit an application to the Registrar, using the online business registry system or any authorised API or electronic process approved by the Registrar—

(a) furnishing the information and documents specified in Schedule III; and

(b) accompanied by payment of the prescribed fees.

(2) Upon the approval of the application, the Registrar shall issue to the applicant a notice of change of registered business name stating the date of the change.

(3) Any application for a change of a registered business name shall—

(a) require the submission of an application to reserve a new business name in accordance with section 14; and

(b) require the submission of an application for an amendment to the registered business name, citing the reservation number further to the application submitted under paragraph (a).

18.–(1) An individual who–

Change of address.

(a) is a registered individual proprietor;

(b) is a partner of a registered firm; or

(c) is an authorised representative,

shall submit to the Registrar a notice of the individual's new residential address, service address, registered office address, business address, or other address recorded in the register within 14 days after the date of change.

Registration of changes in particulars.

19.–(1) Subject to sections 18, 20 and 21, where any change occurs in the information or particulars registered in respect of a firm or person, that firm or person shall, within 14 days after the change, or such longer period as the Registrar may allow on application, submit a notice of change to the Registrar using the online business registry system or any authorised API or electronic process approved by the Registrar.

(2) The notice shall contain the information and documents specified in Schedule III, together with any prescribed fee.

Transfer of ownership.

20.– (1) Where ownership of a business carried on under a registered business name is transferred to another person and the transferee intends to continue carrying on business under that name, the transfer shall be recorded in accordance with this section.

(2) The transferor and transferee shall, within fourteen days after the transfer or such longer period as the Registrar may allow, submit to the Registrar, using the online business registry system or any authorised API or electronic process approved by the Registrar, the information and documents specified in Schedule III together with the prescribed fee.

(3) The Registrar may approve the transfer only if satisfied that the transferee is entitled to be registered under this Act and that the continued use of the registered business name complies with this Act and any other applicable written law.

(4) The Registrar may require any supporting instrument, consent, declaration or other evidence reasonably necessary to verify the transfer, the authority of the parties and compliance with this Act.

(5) A transfer takes effect on the date recorded by the Registrar in the register.

(6) A transfer under this section does not release the transferor, proprietor, partner, authorised representative, licensed registered agent or any other person from any liability incurred before the effective date of the transfer.
(7) Nothing in this section confers any proprietary right in a business name.

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Withdrawal or cessation of Partner

21.–(1) A partner shall not cease to be recorded as a partner or proprietor of a registered business name unless a notice of withdrawal or cessation is filed with the Registrar in the prescribed form, using the online business registry system or any authorised API or electronic process approved by the Registrar.

(2) A notice under subsection (1) shall contain the information and documents specified in Schedule III and shall—

(a) be signed by the withdrawing partner and all remaining partners; or

(b) be accompanied by such evidence as the Registrar may require establishing that all remaining partners have been notified of, and consent to, the proposed withdrawal, cessation or amendment.

(3) The Registrar shall not register the withdrawal or cessation of a partner unless satisfied that the requirements of this section have been complied with.

(4) The withdrawal, retirement, removal or cessation of a partner from a registered business name does not affect that partner's liability, whether jointly or severally, for any tax, fee, penalty, debt, obligation, contravention or other liability incurred by the business before the effective date of registration of the amendment.

(5) A person who ceases to be a partner remains liable under subsection (4) notwithstanding that the person's name has been removed from the register.

(6) The Registrar may refuse to register the withdrawal or cessation of a partner where there are reasonable grounds to believe that the amendment is being sought for the purpose of avoiding or evading the payment of any tax, fee, penalty or other amount payable under any law, until satisfactory arrangements have been made in respect of such liability.

(7) For the avoidance of doubt, the registration of the withdrawal or cessation of a partner shall not operate to release or discharge that partner from any liability incurred before the date of such registration.

Requirement to file Annual Returns

22.–(1) A person registered under this Act in respect of a business name shall, on or before 30 June in each year, file an annual return in respect of the registered business name, made up to 31 December of the preceding year.

(2) The obligation under subsection (1) applies whether or not the business carried on under the registered business name is actively trading, unless the registration of the business name has been cancelled, ceased, removed, struck off or otherwise exempted under this Act or the Regulations.

(3) An annual return shall—

(a) be filed using the online business registry system or any authorised API or electronic process approved by the Registrar;

(b) be in the approved format;

(c) contain such information as may be prescribed or required by the Registrar; and

(d) be certified as true, accurate and complete by the individual proprietor, a partner, an officer of a corporation, an authorised representative, a licensed registered agent or other person duly authorised to file the annual return.

(4) Certification under subsection (3)(d) may be made by electronic signature, electronic declaration, checkbox confirmation or any other electronic certification process approved by the Registrar.

(5) The Registrar may send electronic reminders before or after the due date for filing an annual return, but failure to receive a reminder does not affect the obligation to file the annual return by the date specified in subsection (1).

(6) Where an annual return is not filed, or any prescribed fee, penalty or other amount payable in relation to the annual return remains unpaid, by 30 June in any year, the Registrar may, on or after 1 July of that year, mark the registered business name as "Pending Strike Off" or by such other status as may be prescribed.

(7) A person registered in respect of a business name marked as "Pending Strike Off" under subsection (6) remains liable to file the outstanding annual return and pay any outstanding fee, penalty or other amount payable under this Act.

(8) Where the default referred to in subsection (6) is not remedied on or before 31 December of that year, the Registrar may, on or after 1 January of

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the following year, remove the registered business name from the register or mark the registered business name as struck off, as the Registrar considers appropriate.

(9) The removal or striking off of a registered business name under subsection (8) does not affect the liability of the person registered in respect of that business name, including an individual proprietor, partner, corporation, authorised representative or any other person, for any fee, penalty, debt, obligation, contravention or other liability incurred before the date of removal or striking off.

(10) A business name removed or struck off under this section may be restored in accordance with section 25.

(11) The Commission may make Regulations prescribing—

(a) the form, content and manner of filing annual returns;

(b) the fees and penalties payable in relation to annual returns;

(c) the electronic certification process for annual returns;

(d) the procedure for reminders, pending strike off, striking off, removal and restoration; and

(e) any status, notice or public-search notation to be used in the register for business names that are in default, pending strike off, struck off, removed or restored.

Deceased registrants.

23.–(1) Where a registered individual proprietor, or an individual who is a partner of a registered firm, dies, the personal representative of the deceased may, using the online business registry system or any authorised API or electronic process approved by the Registrar, submit to the Registrar such notice, application, information or document as may be required to record the death and any continuation, change, withdrawal, cessation or other consequence relating to the registered business name.

(2) Where no personal representative has been appointed, the Registrar may permit a person who appears to the Registrar to be entitled to apply to the Court for an order for the administration of the deceased's estate to submit the notice, application, information or document referred to in subsection (1).

(3) Where the business is to continue or any registered particulars are to be changed, the information and documents specified in Schedule III shall be submitted.

(4) Where the business has ceased, or is to cease, the information and documents specified in Schedule IV shall be submitted.

(5) A filing under this section does not affect any liability of the deceased, the estate of the deceased, a surviving partner, an individual proprietor, a firm or any other person for any tax, fee, penalty, debt, obligation, contravention or other liability incurred before the filing.

Removal of names from register.

24.–(1) Where a registered person ceases to carry on business in Belize under a registered business name, the registered person, authorised representative, licensed registered agent, personal representative or other duly authorised person shall, within fourteen days after cessation, furnish to the Registrar, using the online business registry system or any authorised API or electronic process approved by the Registrar, the information specified in Schedule IV.

(2) The Registrar may permit the information required under subsection (1) to be furnished in advance, stating the intended date on which the registered person will cease to carry on business.

(3) Where the cessation relates only to a branch or place of business and not to the whole business carried on under the registered business name, the Registrar may update the register without cancelling the registration of the business name.

(4) Before cancelling the registration and removing the business name from the register under this section, the Registrar shall be satisfied that all outstanding annual returns, fees, penalties and other amounts payable under this Act have been filed or paid, or that satisfactory arrangements have been made in respect of them.

(5) Upon receipt of information that the registered person has ceased to carry on business under the registered business name, the registration of that person in respect of that business name shall cease, and the Registrar may cancel the registration and remove the business name from the register.

(6) Where the Registrar has reasonable cause to believe that a registered person is no longer carrying on business under a registered business name, the Registrar may issue a notice in writing, including electronically,

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requiring the registered person to show cause within one month why the registration should not be cancelled.

(7) If no sufficient cause is shown within the period specified in subsection (6), the Registrar may cancel the registration and remove the business name from the register.

(8) The cancellation or removal of a business name under this section does not affect the liability of the registered person, individual proprietor, partners, corporation, authorised representative, licensed registered agent or any other person for any tax, fee, penalty, debt, obligation, contravention or other liability incurred before the date of cancellation or removal.

Restoration of business name to Register by Registrar or Court.

25.–(1) In this section—

"pending strike off" means the status assigned to a registered business name under section 22 before it is struck off or removed from the register;

"restored" means restored to the register under this section;

"struck off" includes a business name removed from the register or marked as struck off under section 22 or 24.

(2) A person who was registered in respect of a business name that has been struck off may, within five years after the date of striking off or removal, apply to the Registrar in the approved form for administrative restoration of the business name to the register.

(3) The Registrar may restore a business name under subsection (2) if the Registrar is satisfied that—

(a) the applicant is entitled to apply for restoration;

(b) the business name is not prohibited under section 15;

(c) all outstanding annual returns, fees, penalties and other amounts payable under this Act have been filed or paid, or satisfactory arrangements have been made;

(d) any required information, document or declaration has been submitted; and

(e) restoration would not be contrary to this Act, the Regulations or the public interest.

(4) Where the Registrar restores a business name under this section, the Registrar shall issue a certificate or notice of restoration and update the register accordingly.

(5) Where the period for administrative restoration under subsection (2) has expired, or where the Registrar refuses to restore a business name, a person aggrieved may apply to the Court for an order restoring the business name to the register.

(6) On an application under subsection (5), the Court may order the restoration of the business name to the register on such terms and conditions as the Court considers just.

(7) Upon restoration under this section, the registration of the business name shall be deemed to have continued without interruption as if the business name had not been struck off or removed, unless the Registrar or the Court, as the case may be, directs otherwise.

(8) Restoration under this section does not affect any right, liability, debt, obligation, contravention or legal proceeding incurred or arising before restoration.

Rectification by Order of the Court.

26.–(1) Where it appears to the Court, as a result of evidence adduced before it by an applicant, that any particulars recorded in the register are erroneous or defective, the Court may, by order, direct the Registrar to rectify the register on such terms and conditions as seem to the Court just and expedient.

(2) The Registrar shall upon receipt of the order of the Court under subsection (1) rectify the register accordingly.

(3)An order of the Court made under subsection (1) may require that a fresh document, showing the rectification, is to be filed by the applicant with the Registrar together with a copy of the order of the Court, and a copy of the application for that order.

Rectification or update of register.

27.–(1) The Registrar may rectify or update any particulars or document in the register if the Registrar is satisfied that there is an error, defect, omission or inaccuracy arising from any clerical, grammatical, typographical, formatting, system or similar mistake.

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(2) Before the Registrar rectifies or updates the register under subsection (1), the Registrar shall, except in prescribed circumstances, give written notice to the person whose document or particulars are to be rectified or updated of the Registrar's intention to do so, and state in the notice—

(a) the reasons for and details of the proposed rectification or updating; and

(b) the date by which any written objection to the proposed rectification or updating shall be delivered to the Registrar, being a date at least thirty days after the date of the notice.

(3) A person notified under subsection (2) may deliver to the Registrar, not later than the date specified under subsection (2)(b), a written objection to the proposed rectification or updating.

(4) The Registrar shall not rectify or update the register if the Registrar receives a written objection under subsection (3) by the date specified under subsection (2)(b), unless the Registrar is satisfied that the objection is frivolous or vexatious or has been withdrawn.

(5) The Registrar may rectify or update the register if the Registrar does not receive a written objection under subsection (3) by the date specified under subsection (2)(b).

(6) A substantive rectification, amendment or update requested by a registered person shall be filed using the online business registry system or any authorised API or electronic process approved by the Registrar by the registered person, an authorised representative, a licensed registered agent or any other person duly authorised to act on behalf of the registered person.

(7) A filing under subsection (6) shall contain the information and documents specified in Schedule III, together with any prescribed fee.

(8) The Registrar may include such notation as the Registrar thinks fit in the register for the purpose of providing information relating to any error, defect, rectification or update in any particulars or document in the register, and may remove the notation if the Registrar is satisfied that it no longer serves any useful purpose.

(9) Notwithstanding anything in this section, the Registrar may, if satisfied that there is any error, defect, omission or inaccuracy in any particulars or document in the register, by notice in writing, request that the registered person, authorised representative or licensed registered agent take such steps

within such time as the Registrar may specify to ensure that the error, defect, omission or inaccuracy is rectified or updated.

Request for copy of certificate of registration, etc.

28.–(1) Subject to this Act, the Regulations and any prescribed restriction on public access, confidentiality or protected information, a person may, upon payment of such fees as may be prescribed, require a copy of a certificate of registration, or a copy of or an extract from any document filed or lodged with the Registrar, to be given or certified by the Registrar.

(2) Any copy or extract given under subsection (1) that is certified to be a true copy or an extract by the Registrar is, in any proceedings, admissible in evidence as of equal validity with the original document.

(3)The Registrar is not required to issue, under subsection (1), a copy of or an extract from a document forming part of the register where that document has been destroyed.

PART III

Miscellaneous

Power of Registrar to obtain further information.

29.–(1) In order to obtain such information as the Registrar may consider necessary for the purposes of carrying out the provisions of this Act, the Registrar may–

(a) require any person carrying on business, any employee of that person, any person apparently employed at that person's place of business, or any person apparently managing that person's business, to answer any question in writing, including in electronic form, that the Registrar considers necessary; or

(b) summon any person referred to in paragraph *(a)* to appear before the Registrar or any other officer of the Commission whom the Registrar may designate to answer any question orally.

(2) The Registrar may further require a person referred to in subsection (1) to make such further declaration or supply such further particulars as the Registrar may require.

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(3) Where a person required to be served under subsection (1)(b) does not have a service address in Belize, service shall be effected—

(a) where the person has an authorised representative or licensed registered agent, by service on that authorised representative or licensed registered agent in accordance with section 11; or

(b) where no authorised representative or licensed registered agent has been appointed, by registered email, through the online business registry system or any authorised API or electronic process approved by the Registrar, or by any other prescribed electronic means.

Offences and Penalties.

30.–(1) Subject to section 31, any person who contravenes any of the provisions of this Act or incites or attempts to incite a person to contravene any of the provisions of this Act commits an offence.

(2) Any person who contravenes any of the provisions of this Act for which no penalty is specifically provided is liable on indictment to a fine not exceeding one hundred thousand dollars.

(3) Where an offence under this Act is committed by a body corporate, a director or officer who authorised, permitted or acquiesced in the commission of the offence also commits an offence and is liable on indictment to the penalty specified for the commission of the offence.

Administrative penalties.

31.–(1)Where a person contravenes a provision of this Act or of Regulations made under this Act that is prescribed as an administrative breach, the Commission or Registrar, as applicable, may impose the administrative penalty prescribed for that breach.

(2) No administrative penalty shall be imposed unless the person has been given notice of the alleged breach and a reasonable opportunity to make representations in accordance with the Regulations.

(3)Regulations may prescribe the contraventions of this Act or of Regulations made under this Act to which this section applies, the applicable administrative penalties, procedural requirements, mitigating factors, payment periods, recovery arrangements and any other matter necessary for the fair and effective administration of administrative penalties.

(4) A person aggrieved by a decision of the Commission or Registrar to impose an administrative penalty may, within twenty-one days after the date on which the person is notified of the decision, appeal in writing to the Appeal Panel, and the Appeal Panel may confirm, vary or set aside the decision.

(5) Unless the Appeal Panel otherwise directs, the filing of an appeal under subsection (4) suspends recovery of the administrative penalty pending determination of the appeal.

(6) Where an administrative penalty has been imposed for a contravention, the person shall not thereafter be prosecuted under section 30 for the same contravention, and where criminal proceedings have been instituted in respect of a contravention, an administrative penalty shall not be imposed for the same contravention.

(7) Nothing in this section prevents the Registrar or Commission from taking any remedial, compliance, cancellation, suspension or other non-punitive action authorised by this Act in respect of the same conduct.

(8) An unpaid administrative penalty may be recovered as a civil debt or by any other method authorised by law.

Evidence of carrying on business under business name.

32. If, in any proceedings for an offence under this Act–

(a) proof is given that a business name has been displayed in any premises; and

(b) evidence is given from which the Court may infer that the business name has reference to any business carried on at the premises,

the person carrying on the business is, in the absence of proof to the contrary, presumed to be carrying on the business under that business name.

Minister, Commission, Registrar and officers not

33.–(1) Neither the Minister, the Commission, the Registrar nor any officer or person acting pursuant to any authority conferred by the Minister, the Commission, or the Registrar as the case may be, is liable to any action, suit or proceeding for, or in respect of, any act or matter done or omitted to be done in good faith in the exercise or purported exercise of the functions conferred by or under this Act or any Regulations made thereunder.

(2) The Registrar or any other officer of the Commission is not liable for any error or inaccuracy in the register, or for any error or inaccuracy in any certificate, certified extract, copy or other document made or issued under this Act, unless the error or inaccuracy resulted from bad faith or a failure to exercise reasonable care.

(3) Where the Registrar furnishes information relating to a business registered under this Act to any person, whether electronically or otherwise, the Registrar or any officer of the Commission is not liable for any loss or damage suffered by any person by reason of any error or omission if—

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(a) the error or omission was made in good faith and in the ordinary course of the discharge of the duties of the Registrar or officer of the Commission; or

(b) the error or omission occurred or arose as a result of any defect or breakdown in the online business registry system or in any equipment used for the online business registry system, and the Registrar or officer acted in good faith and with reasonable care.

Financial Provision.

34.–(1) Any revenues, including fees and fines, collected in connection with the carrying out of the functions under this Act shall form part of the Operational Fund established under section 287 of the Belize Companies Act.

Act No. 11 of 2022.

Approval of formats and data by Registrar.

35. The Registrar may approve and alter as necessary the format and data required on the online business registry system.

Electronic signatures and transactions.

36.–(1) The Registrar may accept any document signed, notarised, apostilled or sealed electronically and such documents shall have the same force and effect as if the signature or seal is affixed to a paper copy of the document.

Act No. 25 of 2021.

(2) The Electronic Transactions Act shall apply to this Act and Regulations made hereunder, except where specified otherwise by Regulations made hereunder.

Regulations.

37.–(1) The Commission may, with the approval of the Minister, make Regulations not inconsistent with this Act for carrying out or giving effect to this Act, and for prescribing any matter required or permitted to be prescribed under this Act.

(2) Without limiting subsection (1), Regulations may make provision for—

(a) the form, content, manner and timing of applications, notices, annual returns, confirmations, renewals, filings, certificates, extracts and other documents under this Act;

(b) the filing, submission, service, authentication, certification, payment, approval, issue, update, correction, search or communication of any matter under this Act through the online business registry system, any authorised API or any other electronic process approved by the Registrar;

(c) the information, documents, evidence, declarations, consents, approvals, non-objections and supporting materials required for registration,

reservation of names, changes of registered business names, changes in particulars, transfer of ownership, addition or withdrawal of partners, cessation of business, removal, restoration, rectification and transition of a business name to a company;

(d) annual returns, annual confirmations or annual renewals, including reminder notices, electronic certifications, checkbox confirmations, fees, penalties, pending strike off, striking off, removal, restoration and public-search notations;

(e) the appointment, consent, duties, resignation, cessation, replacement and electronic filing requirements of authorised representatives and licensed registered agents, including service addresses, registered office addresses, business addresses and evidence of authority;

(f) service of notices, directions, requests, summonses or other documents, including deemed service, electronic service, service through the online business registry system, service by email, service by publication and service on an authorised representative or licensed registered agent;

(g) risk-based measures for the verification of beneficial ownership information, identity information and other particulars, including verification triggers, reliable and independent sources, risk categories, timing, records and supporting documents;

(h) the reservation, approval, refusal, restriction or change of business names, including restricted words, phrases, abbreviations, expressions or symbols, regulated activities, and the production of any licence, approval, consent, non-objection or other authorisation required under any written law;

(i) consultation by the Registrar with the Belize Intellectual Property Office, regulatory authorities or other public authorities in relation to restricted names, regulated activities, trade marks, misleading names or any matter relevant to registration under this Act;

(j) the transition of a registered business name to a company, including technical requirements, system integration, continuity of the business entity number, linked records, preservation of registration history, notifications to public authorities and the effect of transition;

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(k) the correction, rectification, update, notation, retention, destruction, inspection, protection, restriction or certification of records in the register;

(l) access to, and restrictions on access to, information contained in the register, including confidential information, protected information and information not available for public inspection;

(m) fees, charges, penalties, administrative penalties, restoration fees and any other amounts payable under this Act;

(n) exemptions from registration and the conditions applicable to any exempt person or class of persons;

(o) forms, data fields, technical specifications, electronic processes and supporting information corresponding to the Schedules; and

(p) any transitional, consequential, procedural, administrative or technical matter necessary for the effective implementation of this Act.

(3) Regulations made under this section may make different provision for different classes of persons, business names, filings, applications, notices, documents, activities or circumstances.

(4) Regulations made under this section may authorise the Registrar to approve forms, formats, procedures, technical requirements, data fields, guidance, notices or electronic processes for the administration of this Act.

Amendment of Schedules.

38. The Commission, with the approval of the Minister, may, by Order published in the Gazette, amend the Schedules.

Repeal. CAP. 247.

39. The Business Names Act is repealed.

Saving and transitional provisions.

40.–(1) A person who, immediately before the coming into force of this Act, was registered or deemed to be registered under the repealed Act shall, for a period of twelve months beginning on the date of commencement of this Act, be treated as registered under section 9 in respect of the business name for which that person was registered or deemed to be registered under the repealed Act.

(2) A person referred to in subsection (1) shall, within the period of twelve months beginning on the date of commencement of this Act, apply to the Registrar, in the approved form and upon payment of the prescribed fee, to be re-registered under this Act.

(3) Where a person referred to in subsection (1) fails to apply for re-registration within the period specified in subsection (2), the Registrar may remove the person and the person's business name from the register.

(4) Before removing under subsection (3) any person and business name that have not been re-registered within the period specified in subsection (2), the Registrar shall give not less than thirty days' notice of the Registrar's intention to remove that person and business name from the register, and such notice may be given by publication in the Gazette, on the Registry website, in a newspaper circulating in Belize, by electronic notice through the online business registry system, by email where contact details are available, or by any other mass-publication or electronic method approved by the Registrar.

(5) Any reservation of name under the repealed Act which has not expired before the coming into force of this Act is to be treated as a reservation of name under the corresponding provisions of this Act but the reservation expires on the date on which the reservation would have expired if the repealed Act were still in force. CAP. 247.

(6) Any subsidiary legislation made under the repealed Act and in force immediately before the coming into force of this Act is, so far as it is not inconsistent with the provisions of this Act, to continue in force as if made under this Act until it is revoked or repealed.

(7) Any written law or document referring to the repealed Act or any provision thereof is, as far as may be necessary for preserving its effect, to be construed as referring or as including a reference to this Act or the corresponding provision in this Act, as the case may be.

(8) In this section, "repealed Act" means the Business Names Act. CAP. 247.

Commencement.

41.–(1) This Act shall come into force on a date appointed by the Minister, by Order published in the Gazette.

(2) An Order under subsection (1) may appoint different dates for the commencement of different provisions of this Act.

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SCHEDULE I

INFORMATION FOR REGISTRATION OF BUSINESS NAME

(Section 8(1))

1. Business Details

A. Business name.

B. General nature of the business.

C. Description of the proposed business activity, including whether the activity is regulated under any written law.

D. Where the proposed business activity is regulated under any written law, particulars of any licence, approval, consent, non-objection or other authorisation required by the Registrar.

E. Principal place of business in Belize, including—

(a) street address;

(b) district;

(c) contact telephone number; and

(d) email address, if any.

F. Additional places of business or branches, if any.

G. Date of formalisation or proposed date of commencement of business.

2. Applicant or Proprietor Information

A. Where the business is carried on by an individual proprietor—

(a) full name;

(b) date of birth;

(c) identification type and number, including Belize Social Security number, national identification number, passport number or other prescribed identifier, as applicable;

(d) nationality;

(e) residential address;

(f) service address, if different from the residential address;

(g) contact telephone number and email address, if any; and

(h) any other identifying information prescribed by Regulations or required by the Registrar.

B. Where the business is carried on by a corporation, foreign company, foreign limited liability company or other legal entity—

(a) corporate or entity name;

(b) type of entity;

(c) jurisdiction of incorporation, formation or registration;

(d) registration number or business entity number;

(e) registered office address;

(f) service address in Belize, if any;

(g) contact telephone number and email address, if any;

(h) where applicable, evidence of registration under the Belize Companies Act or any other applicable written law; and

(i) any other information prescribed by Regulations or required by the Registrar.

3. Firm Information

A. For each partner who is an individual—

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(a) full name;

(b) date of birth;

(c) identification type and number, including Belize Social Security number, national identification number, passport number or other prescribed identifier, as applicable;

(d) nationality;

(e) residential address;

(f) service address, if different from the residential address;

(g) contact telephone number and email address, if any; and

(h) any other identifying information prescribed by Regulations or required by the Registrar.

B. For each partner that is a corporation, foreign company, foreign limited liability company or other legal entity—

(a) corporate or entity name;

(b) type of entity;

(c) jurisdiction of incorporation, formation or registration;

(d) registration number or business entity number;

(e) registered office address;

(f) service address in Belize, if any;

(g) contact telephone number and email address, if any;

(h) where applicable, evidence of registration under the Belize Companies Act or any other applicable written law; and

(i) any other information prescribed by Regulations or required by the Registrar.

4. Authorised Representative or Licensed Registered Agent

Where an authorised representative or licensed registered agent is appointed—

(a) full name or legal name;

(b) registered agent licence number, where applicable;

(c) identification type and number or business entity number, as applicable;

(d) service address, registered office address or business address approved by the Registrar;

(e) contact telephone number and email address;

(f) written consent to act as authorised representative or licensed registered agent;

(g) effective date of appointment; and

(h) any other information prescribed by Regulations or required by the Registrar.

5. Beneficial Ownership Information

For each beneficial owner—

(a) full name;

(b) date of birth;

(c) identification type and number, including Belize Social Security number, national identification number, passport number or other prescribed identifier, as applicable;

(d) nationality;

(e) residential address;

(f) service address, if different from the residential address;

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(g) nature and extent of beneficial ownership or control;

(h) contact details, if required by the Registrar; and

(i) any additional beneficial ownership information prescribed by Regulations or required by the Registrar.

6. Person Filing the Application

The application shall include—

(a) the name of the person filing the application;

(b) the capacity in which the person is filing, including whether the person is the individual proprietor, partner, officer of a corporation, authorised representative, licensed registered agent or other duly authorised person;

(c) contact telephone number and email address;

(d) evidence of authority to file, where the application is filed on behalf of another person; and

(e) signature or electronic signature of the person filing the application.

7. Supporting Documents and Declarations

The application shall be accompanied by—

(a) any identification document, certificate, consent, declaration, licence, approval, non-objection or other supporting evidence prescribed by Regulations or required by the Registrar;

(b) a declaration that the information submitted is true, accurate and complete; and

(c) any prescribed fee.

Note:

(a) The Registrar may require verification of any information submitted, including certified documents, affidavits or declarations, or verification against independent sources.

(b) The Registrar shall implement reasonable risk-based measures to verify beneficial ownership information, including verification against reliable and independent sources where appropriate.

(c) Regulations may prescribe, and guidance issued by the Registrar may specify, verification triggers, sources, procedures, timing and risk categories for the verification of beneficial ownership information.

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SCHEDULE II

RESTRICTED WORDS, PHRASES, ABBREVIATIONS, EXPRESSIONS AND SYMBOLS

(Sections 2 and 15)

Academy
Ahorra
Ambulance
Annuity
Anonima
Anonyme
Arbitrage
Association
Assurance
Assurer
Asset management
Banc
Banco
Bank
Banker
Bankrupt
Bankruptcy
Banque
Belegginsfinds (investment fund)
Betting
Bingo
Boledo
Broker
Brokerage
Building Society
Bureau
Caja
Cambio
Captive
Chamber of Commerce
Charitable
Charity
Chartered
Church
College
Companies Registry

Company
Cooperative
Cooperative Society
Council
Credit
Credit Union
Currency
e-bank
E-change
Exchange
e-commerce
e-gaming
e-savings
Executor
Fidelit
Fidelity
Fiduciaire
Fiduciare
Fiduciary
Financing Business
Fondo
Fondos
Fondos Mutude
Fondos Mutuds
Fondos Mutuos
Forex
Foundation
Fund
Funding
Futures Exchange
Gambling
Gaming
Government
Governor
Guarantee
Guaranteed
Hedge
HMS
IBC
Imperial
Indemnity
Insolvency
Insolvent

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Insurance
Insurer
i-bank
i-financing
i-fund
i-gaming
i-insurance
i-investment
i-money services
i-trust
Investment Management
Law
Lease
Lending
Life
Limited Partnership
Liquidation
Liquidator
LLC
LLP
Loan
Lottery
LP
Majesty
Money
Money Services
Mutual
Mutual Fund
Official Liquidator
Official Trustee
Partnership
Protected Cells
Provident
Prudential
Receiver
Receivership
Registry
Re-insurance
Reinsurance
Reinsurer
Royal
Saving
Savings and Loans

School
Sovereign
Surety
Transmission
Trust
Trust Company
Trust Corporation
Trustee
Trustee Company
Underwrite
Underwriter
Underwriting
University
.com
.org
.BZ
.net

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SCHEDULE III

INFORMATION FOR CHANGES OF A BUSINESS NAME OR REGISTERED PARTICULARS

(Sections 17(1), 18(1), 19(2), 20(2) and 21(2))

1. Business name.
2. Registration number or business entity number, if any.
3. Nature of change, including—

(a) change of registered business name;

(b) transfer of ownership;

(c) addition of partner;

(d) withdrawal or cessation of partner;

(e) change of residential address, service address, registered office or principal place of business;

(f) addition or removal of a place of business or branch;

(g) change in nature of business;

(h) change of authorised representative or licensed registered agent; or

(i) any other change prescribed or required by the Registrar.

4. Current particulars recorded in the register.
5. Proposed new particulars to be recorded in the register.
6. Where the change relates to a transfer of ownership—

(a) name and identification particulars of the transferor;

(b) name and identification particulars of the transferee;

(c) whether the transfer is—

(i) from a public user to a licensed registered agent;

(ii) from a licensed registered agent to a public user;

(iii) from a public user to another public user; or

(iv) from one licensed registered agent to another licensed registered agent;

(d) effective date of transfer; and

(e) supporting instrument, consent, declaration or other evidence required by the Registrar.

7. Where the change relates to the addition of a partner—

(a) name, identification, nationality and residential address of the additional partner, if an individual;

(b) corporate or entity name, type of entity, registration number or business entity number and registered office, if the additional partner is a corporation, foreign company, foreign limited liability company or other legal entity;

(c) service address in Belize, if any;

(d) effective date of admission as partner; and

(e) consent or other evidence required by the Registrar.

8. Where the change relates to the withdrawal or cessation of a partner—

(a) name and identification particulars of the withdrawing or ceasing partner;

(b) effective date of withdrawal or cessation;

(c) confirmation that all remaining partners have been notified;

(d) written consent of all remaining partners, or such evidence of notice and consent as the Registrar may require;

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(e) declaration that the withdrawal or cessation is not being sought for the purpose of avoiding or evading any tax, fee, penalty, debt, obligation, contravention or other liability;

(f) confirmation that all outstanding fees, penalties or other amounts payable under this Act have been paid or that satisfactory arrangements have been made; and

(g) any supporting evidence required by the Registrar.

9. Where the change relates to an authorised representative or licensed registered agent—

(a) name and contact details of the outgoing authorised representative or licensed registered agent;

(b) name and contact details of the incoming authorised representative or licensed registered agent;

(c) registered agent licence number, where applicable;

(d) service address, registered office address or business address approved by the Registrar;

(e) effective date of appointment, resignation or cessation;

(f) written consent of the incoming authorised representative or licensed registered agent; and

(g) evidence of resignation, cessation, appointment, authority or notice to the registered person, as applicable.

10. Where the change relates to the nature of business—

(a) the current nature of business;

(b) the proposed new nature of business;

(c) whether the proposed business activity is regulated under any written law; and

(d) any licence, approval, consent, non-objection or other authorisation required by the Registrar.

11. Where the change relates to an address or place of business—

(a) the current address or place of business recorded in the register;

(b) the proposed new address or place of business;

(c) whether the address is a residential address, service address, registered office, principal place of business, branch or other place of business; and

(d) the effective date of the change.

12. Name, capacity and contact details of the person filing the notice or application.
13. Declaration that the information submitted is true, accurate and complete.
14. Signature or electronic signature of the applicant, owner, partner, authorised representative, licensed registered agent or other duly authorised person.
15. Any other information or document prescribed by Regulations or required by the Registrar.

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SCHEDULE IV

INFORMATION FOR CESSATION OF A BUSINESS BY A REGISTERED FIRM OR PERSON

(Section 24(1))

1. Business name.

2. Registration number or business entity number, if any.

3. Principal place of business.

4. Date of cessation of business.

5. Reason for cessation of business.

6. Confirmation that all outstanding annual returns, fees, penalties and other amounts payable under this Act have been filed or paid, or that satisfactory arrangements have been made in respect of them.

7. Whether the cessation applies to—

(a) the whole business carried on under the registered business name; or

(b) a branch or place of business only.

8. Name, capacity and contact details of the person filing the notice.

9. Where the notice is filed by an authorised representative, licensed registered agent, personal representative or other person acting on behalf of the registered person—

(a) evidence of authority to file the notice;

(b) confirmation that the registered person, partners or other relevant persons have been notified, where applicable; and

(c) any consent or supporting evidence required by the Registrar.

10. Declaration that the information submitted is true, accurate and complete.

11. Signature or electronic signature of the registered person, partner, authorised representative, licensed registered agent, personal representative or other duly authorised person.

12. Any other information or document prescribed by Regulations or required by the Registrar.

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