

Sector  
Aviation and Marine



Ogier

The specific  
combination of  
our informed  
experts helps our  
clients see  
around corners.

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## Who we are

An agile business, anticipating fundamental changes in our clients' needs.

Ogier is a professional services firm with the knowledge and expertise to handle the most demanding and complex transactions and provide expert, efficient and cost-effective services to all our clients.

Legal services for the corporate and financial sectors form the core of our business, principally in the areas of banking and finance, corporate, investment funds, dispute resolution, private equity and private wealth. We also have strong practices in the areas of employee benefits and incentives, employment law, regulatory, restructuring and corporate recovery and property. We provide practical advice on a unique combination of six laws: BVI, Cayman, Guernsey, Ireland, Jersey and Luxembourg. Our global network covers Asian, European and US time zones.

Our corporate and fiduciary services business, Ogier Global, works closely with Ogier's partner-led legal teams to incorporate and administer a wide variety of vehicles, including public and private companies, partnerships and trusts.

Our consulting services provide independent guidance spanning advice and training to implementation and evaluation across, regulatory and tech. Our tailored advice meets clients' specific needs, delivering flexible solutions and support.

### **Where we are**

With professionals based in Asia, the Americas and Europe, we are able to provide global coverage across all time zones.

### **Our approach**

We get straight to the point, managing complexity to get to the essentials. Our clients enjoy the benefits of being able to build long-term, personal relationships across both our legal and administration teams and working with a single service provider who is able to support their commercial objectives.

Supported by market-leading technology, our interactive entity administration platform and client service portal, Ogier Connect, gives clients real time access to statutory information and documents.



Very well connected,  
technically superb and  
great with clients.  
Legal 500 UK, 2023



## What we do

Our global Aviation and Marine specialists have a long track record of delivering practical and commercial solutions to clients in the aviation and marine markets.

With many years' experience advising in respect of offshore structures and complex transactions around the globe, coupled with our commercial focus and responsiveness, our team is well suited to the demands of clients with aviation and shipping assets, and can advise on structures relating to the ownership of all types of aircraft and ships, particularly the use of special purpose vehicles (SPVs).

Bringing together our experienced lawyers and Ogier Global's corporate administration professionals, we offer advice and services related to structuring and financing options, issues arising in aircraft, vessel and security registration and certification, and associated employment and potential dispute matters.

With a global footprint that covers European, Asian and Caribbean time zones, we assist our clients with cross-border financing, trading transactions and establishing owner vehicles, providing tailored solutions for owners, investors, operators, lenders, lessors and lessees.

Our team has considerable experience advising in respect of the acquisition, lease and sale of aircraft and vessels, as well as aircraft registration, aircraft certification and security registration on the Cayman and Guernsey aircraft registries, including in relation to matters concerning the Cape Town Convention.

Our team can also assist with yacht registrations in Jersey, Guernsey, Cayman and BVI. We can provide local representatives in those jurisdictions and can also arrange Marshall Islands registrations. Using our network of preferred advisers, Ogier Global can also help with Malta and Isle of Man yacht registrations.

We advise both lenders and borrowers in respect of all aspects of aircraft and shipping financing, and have extensive experience in structuring and advising on the security granted in relation to such financings. Our team advises in respect of all types of debt products including those utilising structured finance solutions.

For when matters become contentious, our specialists can help you navigate disputes concerning aircraft and shipping assets. We advise on security enforcement, seizure, arrestment, freezing injunctions, restructuring and insolvency.

Disputes are often complex and cross jurisdictional given the mobile nature of these assets. Our specialists seek the optimum solution by accessing the required advice through our network of international law firms and advisors.

Our aviation and marine services complement our extensive private wealth offering, which includes estate planning, the establishment of private wealth structures, property, immigration and relocation services.

Responsiveness and a strong awareness of the issues affecting the sector globally underpin our client offering, which draws on the regulatory and ESG expertise across our jurisdictions. Whether it's a super-yacht, smaller vessel or private or commercial aircraft, our dedicated global team offers responsive, straight to the point advice.

Mark Santangeli  
Partner  
Cayman Islands



Consistently provides  
exemplary client service.  
Chambers Global, 2023





## Services

### Acquisitions, sale, transfer and finance

Our team advises on the structuring and implementation of cross-border acquisition and finance structures specific to the marine and aviation sectors, including advice on direct sales and acquisitions, construction finance, leasing platforms and ownership vehicles and programmes for aircraft and vessels of all types, commercial and private.

We can also call upon our specialist industry knowledge to assist our marine and aviation clients on a full range of more general commercial, financial and regulatory matters as they affect industry participants, including:

- corporate structuring and diligence
- corporate reorganisation, reconstruction, and recovery
- mergers and acquisitions
- joint ventures
- regulation and compliance
- debt and equity capital markets and offerings
- investment funds
- opinions in respect of transfer tax
- aircraft and shipping finance, and related security
- security enforcement

### Dispute Resolution

Our Dispute Resolution team advises on the enforcement of security and vessel arrests and detentions and liaises with local shipping registries for the provision of information regarding vessel ownership and mortgage information.

We advise on agreements concerning the sale and purchase of marine or aviation assets, including with respect to the availability of any claims under contract, as well as the effect of arbitration clauses

contained in agreements concerning the sale and purchase of marine or aviation assets and acting in any dispute referred to arbitration.

Our experts can assist in commencing proceedings for the recognition and enforcement of foreign arbitral awards or judgments obtained from a foreign court, and commencing proceedings under local merchant legislation with respect to the transfer of vessels or for an order prohibiting any dealing with a vessel for a specified period.

We act for liquidators and creditors with respect to antecedent transactions, including the disposition of company property prior to liquidation or at an undervalue, also advising on the most appropriate forum to commence any proceedings given the multijurisdictional nature of aviation and marine disputes.

Our team brings applications for interim relief to "hold the ring" pending the determination of any proceedings (whether commenced locally or in a foreign jurisdiction) concerning marine or aviation assets, including for example seeking the appointment of receivers or seeking a freezing injunction to prevent any dealing with marine or aviation assets for a specified period.

### Employment law advice

Our employment team advises on contract and policy drafting and provides advice and assistance regarding recruitment, staff management, exits and data protection.

We provide representation in relation to disputes and advise on Guernsey and Irish Health and

Safety obligations. As well as offering immigration and population management advice.

Our advice and assistance also covers restructuring and redundancies, disciplinary, grievances and investigations, as well as Transfer of Undertakings (Protection of Employment) (TUPE) Regulations.

We also provide advice regarding legal standing or jurisdictional eligibility in relation to claims and disputes.

### Establishment of ownership structures and structuring

Our team advises on the incorporation of family limited partnership and corporate vehicles, including private investment companies, limited liability companies, private trust companies, asset holding companies, protected cell companies and private GP/LP structures.

We can arrange the provision of Guernsey and Jersey resident directors and attendance at board meetings, provide registered office services, maintain statutory registers and minute books, advice on regulatory compliance and provide full corporate governance and company secretarial services.

For companies in international finance centres, we can assist with demonstrating economic substance as required acceptance and provide ongoing monitoring and maintenance of assets.

### **Family office/private wealth/trusts and estate planning**

Our Private Wealth team advises high-net-worth clients on how to structure the ownership of aircraft and yachts as part of a holistic approach to their overall wealth planning. This typically involves the use of companies, trusts and foundations to ensure that the ownership of such assets can continue for the benefit of their families in the long term.

The team can also assist on creating partnership structures, such as a Limited Partnership to hold a luxury yacht for a family office.

### **Governance, regulatory and compliance**

Ogier Global can assist with governance, regulatory and compliance, the maintenance of statutory records for yacht and aircraft-owning companies, including registers of directors, minute books, bookkeeping and accounts.

Our team ensures compliance with regulatory deadlines and undertakes the completion of regulatory statutory filings for the ownership structure and aircraft/vessel, as required from time to time.

We also handle the management, governance and oversight of aircraft and vessel holding structures.

### **Registration services**

Our team undertakes the preparation and submission of aircraft and yacht registration documentation and flag registration services.

### **Restructuring and Corporate Recovery and disputes**

Our team advises on all aviation and marine related solvent structure contentious issues including shareholder disputes, breach of contract claims and tortious claims against service providers.

We also advise on restructuring options such as schemes of arrangement and administration or equivalent rescue regimes, as well as on insolvency options for aviation and marine structures including liquidations.

Our expertise also covers fraud and asset tracing options for creditors and investors into aviation and marine structures, and contentious regulatory issues affecting aviation and marine structures in our respective jurisdictions.



## Ogier Global

Ogier Global offers integrated legal and corporate and fiduciary services.

Working closely with Ogier's partner-led legal teams to incorporate and administer a wide variety of vehicles, our highly experienced team of technical experts provides exceptional personal service, working collaboratively with clients to deliver responsive, commercial solutions.

We have a proven track record and a strong reputation for our focus on corporate governance, regulatory compliance and data integrity.

In the Aviation and Marine sector, Ogier Global is ready to provide administration and management services to vessel and aircraft owners. The team can assist with the formation and administration of asset holding structures, financial, administrative, accounting and registration services for aircraft and vessel owners and provide director and trustee services.

Using our industry-leading client service portal, Ogier Connect, we can offer clients real-time, secure access to a personal library of statutory documents including registers of ownership and more. Ogier Connect is a 24-7-365 digital information portal providing owners and managers with real-time data at a glance.

### **Corporate administration**

Ogier Global provides a full suite of services to the Aviation Leasing sector including the provision of directorship services, share trustee services, company secretarial, registered address, financial reporting and ongoing corporate administration. These services are provided to a wide variety of entity types, including SPVs, Holding Companies, Funds, and Asset Owning Entities.

### **Managing agent**

Specialised teams can provide the services of Managing Agent for ABS transactions, warehousing vehicles and SPVs covering, amongst others, financial reporting, company secretarial services, SPV administration, waterfall calculations, investor reporting, cash and lease management services.

### **Crew payroll and employment**

When it comes to looking after your crew, we also have you covered. We can assist with crew payroll administration (including the provision of electronic payslips for employees delivered to mobile phone), the provision of Maritime Labour Convention-compliant seafarer employment agreements, the processing of crew benefits (such as medical insurance and pensions), and the provision of international savings plans for crew tailored to suit the specific circumstances of the employer and employee requirements.

## Ogier Regulatory Consulting

Clients need proactive regulatory, compliance and AML consultancy services to help identify, manage and mitigate issues even before they arise.

At Ogier Regulatory Consulting, we have expertise in regulatory requirements, drawing on experience as regulators, advisors, policy makers and practitioner compliance officers.

Working alongside Ogier's global team of regulatory law specialists, our legal and compliance advice is seamless, high quality and cost effective. With our international team of regulatory lawyers advising on which and how laws must be complied with, our compliance consultants advise on the operational implementation of programmes to meet those legal requirements. For example, regulatory lawyers might advise a regulated client that they need a cybersecurity policy and what this should cover; our compliance consultants will work with the client to develop and implement a policy that is tailored to the client's specific infrastructure.

In the Aviation and Marine sector, the Ogier Regulatory Consulting team can assist with:

- Governance effectiveness reviews: assessing the effectiveness of the governance framework and related arrangements for decision-making entities or bodies established in a vessel or aircraft ownership structure
- Regulatory mapping: present and rank, in terms of priority, the regulatory requirements in one or more jurisdictions applicable to the vessel or aircraft's activities
- Sanctions advisory: advise on sanctions applicable and how to monitor and manage sanction violation risk, including proliferation financing, through the implementation of systems and controls
- Compliance audits: assess the level of compliance with regulatory requirements, ranking in terms of risk and priority of recommended actions.



Operating internationally  
from Jersey, Cayman, and  
Dubai, we offer legal and  
regulatory consulting across  
multiple jurisdictions





## Contact us

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Cayman Islands  
Dubai  
Hong Kong  
Guernsey  
Ireland  
Jersey  
London  
Luxembourg  
Shanghai  
Singapore  
Tokyo

Ogier is a professional services firm. We have three divisions:

Legal: practical advice on BVI, Cayman, Guernsey, Irish, Jersey and Luxembourg law.

Corporate and Fiduciary: corporate administration services with a strong reputation in governance and regulatory compliance.

Consulting: independent guidance on regulatory compliance and tech.

Our network of locations also includes Beijing, Dubai, Hong Kong, London, Shanghai, Singapore and Tokyo. Regulatory information can be found at [ogier.com](http://ogier.com).