

# Guernsey Companies Law - Office of the Registrar of Companies

This memorandum has been prepared for the assistance of our clients in connection with the provisions relevant to the Office of the Registrar of Companies under the Companies (Guernsey) Law, 2008 (as amended) (the "**Companies Law**"). It is intended to provide only a summary of the main legal and general principles and it is not intended to be comprehensive in scope. It is strongly recommended that you seek specific legal advice on such matters and we would be pleased to assist in this respect. A series of briefings on other specific aspects of Guernsey companies has been produced by Ogier and is available on our website [www.ogier.com](http://www.ogier.com).

The memorandum has been prepared on the basis of the law and practice in Guernsey as at 1 August 2011.

## What does the Registrar do?

Under the Companies Law, the Registrar must:

- keep and maintain a register of companies ("**Register of Companies**"); and
- keep and maintain a register of disqualification orders ("**Register of Disqualification Orders**").

## Online Facilities

Under the Companies Law, the Registrar has created an online registration process. For further information in relation to the incorporation of companies please refer to our Client Briefing entitled "Incorporating a Guernsey Company" ..

The Registrar has also set up an online company search facility which can be accessed at [www.guernseyregistry.com](http://www.guernseyregistry.com), although for some older companies a physical search of the records held by the Registrar may still be required.

## Functions of the Registrar

In addition to the Registrar's administrative and advisory functions, the Registrar:

- is responsible for the incorporation of companies;
- must be provided with the annual validation of the company; and

- has the power to strike off companies from the Register of Companies and restore companies to the Register of Companies in certain circumstances.

Application must be made to the Registrar for the following:

- a change of company name;
- reservation of proposed company names (at present, this is only possible for new incorporations rather than proposed name changes for existing companies);
- company migrations into and out of Guernsey;
- removal of a company's registration from the Register of Companies;
- amalgamations of bodies corporate; and
- the conversion of a company from one type to another.

The Registrar must also be advised of:

- amendments to the memorandum or articles of a company;
- changes to the details of directors;
- changes to the address of the registered office;
- discharges of administration and receivership orders;
- the passing of resolutions in relation to the winding up of a company;
- the resident agent of a company and any changes to the details of such resident agent;
- all special, waiver or unanimous resolutions passed by the company;
- certain other resolutions of the company (e.g. a resolution to alter share capital); and
- certain court orders in relation to the company (e.g. a court order in relation to the variation of shareholders' rights).

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## Powers of the Registrar

Under the Companies Law, the Registrar has the power to do anything that appears to him to be necessary or expedient for the purpose of exercising his functions including, without limitation, the power:

- to request the production of and otherwise obtain such documents, accounts and information from such persons and within such periods and at such times and intervals as he thinks fit; and
- to publish information, guidance, reports and other documents, subject to any provision to the contrary in the Companies Law or any other enactment.

## Fees Payable to the Registrar

Under the Companies Law, the Registrar has the power to make regulations which prescribe:

- the fees payable in respect of the exercise of his functions (e.g. incorporation of companies);
- the interest payable in the event of default in the due payment of fees; and
- the persons by whom such fees and interest are to be payable.

The Registrar may refuse to exercise his functions if the relevant fees have not been paid.

## Disclosure of Information by Registrar

The Registrar may not disclose or publish any confidential information held by him except in accordance with the provisions of the Companies Law or any other enactment or any rule of law.

However, the Registrar may disclose or publish any information, other than confidential information, in accordance with the provisions of the Companies Law, any other enactment or any rule of law, or, if no such provision is made, in such manner, subject to such conditions and for such purposes as he thinks fit.

## Rectification of the Register of Companies

The Registrar may on an application by or on behalf of a company's members, directors or creditors, or of his own motion, rectify any error or formal defect in the Register of Companies.

## Power to Reject Applications

The Registrar may reject any application, annual validation or other matter submitted to him, on such terms and conditions as he thinks fit, if it appears to him that the provisions of the Companies Law or any other enactment

in respect of that application, annual validation or other matter have not been complied with.

## False or Misleading Information

Where a person makes a statement or provides any information or documentation to the Registrar (or his agent, officer or servant), they are guilty of an offence if they:

- know, or have reasonable cause to believe, the statement to be false, deceptive or misleading in a material particular;
- recklessly make a statement, dishonestly or otherwise, which is false, deceptive or misleading in a material particular;
- produce or furnish or cause or permit to be produced or furnished any information or document which they know, or have reasonable cause to believe, to be false, deceptive or misleading in a material particular; or
- recklessly produce or furnish or recklessly cause or permit to be produced or furnished, dishonestly or otherwise, any information or document which is false, deceptive or misleading in a material particular.

## Right of the Court to Set Aside

In addition to any specific right of appeal, a person who is directly affected by any action, direction, decision or determination of the Registrar can apply to the Court to set aside or modify that action, direction, decision or determination.

## About Ogier

Ogier is an award winning offshore legal and fiduciary services provider. The Group advises on all aspects of BVI, Cayman, Guernsey and Jersey law and associated fiduciary services through a global network of offices covering all time zones and key financial markets.

Ogier continues to be recognised as a leading law firm by the principal legal directories, including Legal 500 and Chambers.

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