

Guernsey Companies - Documents to be held at registered office

Guernsey Registered companies are required to keep certain documents at the registered office address.

These requirements are set out in sections 37, 123, 124, 143, 154, 228, 238, 486 and 487 of the Companies (Guernsey) Law, 2008.

Register of Members

A company shall keep a register of its members as its registered office address.

There shall be entered in the register:

- the names and addresses of the members (including founder members),
- the date on which a person was registered as a member, and
- the date on which a person ceased to be a member.

In the case of a company with a share capital the register shall include (with the name of the member) a statement of;

- the shares held by the member, distinguishing each share by its number and where there is more than one class of share, its class, and
- the amount paid or agreed to be paid on the shares. (Where the shares have been issued other than for cash, the amounts shall distinguish between cash and the consideration otherwise than cash.

Where a company holds shares as treasury shares, the company must be entered in the register as the member holding those shares.

In the case of a company having guarantee members the register shall include (with the names of each of those members) a statement of the guaranteed amount.

In the case of a protected cell company, the register shall distinguish between members of its cells and members of the core.

In the case of an Incorporated Cell Company the company shall keep a register of the members of each of its incorporated cells at its registered office address.

An entry relating to a former member of a company may be removed from the register after the expiration of 10 years after the date on which he ceased to be a member.

Index of Members

A company with more than 50 members shall keep an index of the names of the members, unless the register of members is in such a form as to constitute an index.

The company shall make any necessary alternation in the index within 14 days of an alteration in the register of members.

The index shall be kept with the register of members.

An incorporated cell company having an incorporated cell with more than 50 members shall keep an index of the names of the members of that cell, unless the register of member for that cell is in such form as to constitute an index in itself.

Rights to inspection and copies of register/index of members

The register and index of members must be open, during ordinary business hours to the inspection -

- of any member or director of the company to which it relates **without** charge, and
- of any other person on payment of the fee stated in the Companies (Inspection and Copying of Documents) (Fees) Regulations, or such lesser fee as the company may stipulate.

A person may require a copy of the company's register of member, or any part of it, on payment of the fee stated in the Companies (Inspection and Copying of Documents) (Fees) Regulations, or such lesser fee as the company may stipulate.

A person seeking to exercise the rights of inspection or copying shall make the request to the company, and the request shall contain the following information:-

- in the case of an individual, his name and address,
- in the case of an organisation, the name and address of the individual responsible for making the request on behalf of the organisation, the purposes for which the information is to be used,
- whether the information will be disclosed to any other person and if so
 1. where that person is an individual, his name and address
 2. where that person is an organisation, the name and address of the person responsible for receiving he information on its behalf, and
 3. the purpose for which the information is to be used by that person.

Where a company receives such a request it must within 5 working days either comply with the request or apply to the court. If it intends to apply to the Court it must notify the person making the request of its intention.

If upon application the Court is satisfied the request for inspection is not sought for a proper purpose it shall direct the Company not to comply with the request.

If the Court does not direct the company not to comply the company must immediately provide the requested information.

A company that fails to comply with any of the above is guilty of an offence, and the Court may compel an immediate inspection or direct that a copy be sent to the person requesting it.

Register of Directors

A company shall keep a register of directors at its registered office address.

Where a director is an individual, the following information shall be entered in the register:

- His name and any former name
- His address, which may be either his usual residential address or his service address
- His nationality
- His business occupation
- His date of birth

Where a director's address entered in the register of director is a service address, the company shall keep a record of the director's usual residential address.

Where a director is not an individual, the following must be entered in the register:

- Its corporate or firm name and any former such name it has had within the preceding 5 years
- Its registered office (or if it has no registered office, its principal place of business)
- Its legal form and the law by which it is governed, and
- If applicable the register in which it is entered and its registration number in that register

It is not necessary to include a former name in the following cases:

- In the case of a peer or an individual normally known by a British title, where the name is one by which the person was known before the adoption or succession to the title
- In the case of a person where the former name –
 1. Was changed or disused before the person attained the age of 18 years, or
 2. Has been changed or disused for 20 years or more.

The register of directors of an incorporated cell company is deemed to also constitute the register of directors of each of its incorporated cells. Where the directors of an incorporated cell are different to the directors of its incorporated cell company, the register shall set out those differences.

A company which fails to comply is guilty of an offence.

Rights to inspection and copies of register of directors

The register of directors must be open, during ordinary business hours, to the inspection of:

- Any member or director without charge,
- Any other person on payment of the fee stated in the Companies (Inspection and Copying of Documents)(Fees) Regulations, or such lesser fee as the company may stipulate.

Rights to inspection and copies of register of directors continued

A person may require a copy of the register, or any part of it, on payment of such fee as stated in the Companies (Inspection and Copying of Documents) (Fees) Regulations, or such lesser fee as the company may stipulate, and the company shall cause any copy so requested to be sent to the person within 5 working days of the receipt of the request.

Where a director's address entered in the register of director's is a service address, a person may request the company to disclose the director usual residential address to him. Such request shall contain the following information:

- In the case of an individual his name and address
- In the case of an organisation, the name and address of an individual responsible for the making the request on behalf of the organisation
- The purpose for which the information it to be used, and
- Whether the information will be disclosed to any other person and if so:
 1. Where that person is an individual, his name and address
 2. Where that person is an organisation, the name and address of an individual responsible for receiving the information on its behalf, and
 3. The purpose for which the information is to be used by that person.

If a company does not comply with a request within 2 weeks, the person who made the request may make an application to the Court. The applicant must notify the company if he makes an application.

If the Court is satisfied that the request is made for a proper purpose, it may direct the company to comply with the request.

If the Court is satisfied that the request is not made for a proper purpose, it may direct the company not to comply with the request.

A company that fails to comply with any of the above is guilty of an offence, and the Court may compel an immediate inspection or direct that a copy be sent to the person requesting it.

Minutes of directors meetings

A company must ensure that all proceedings at meetings of its directors must be records, and where these records are not kept in Guernsey a copy of them must be kept at the company's registered office address or at such other place in Guernsey as the directors think fit. The records must be kept for at least 6 years from the date of the meeting.

A company that fails to comply with this requirement is guilty of an offence.

The minutes of directors meetings must be open, during ordinary business hours, to the inspection of any director without charge. A director may require a copy of any minutes of directors meetings, or any part of them, without charge and the company shall provide such copy to the director within 5 working days after the date of the receipt of the request.

A company that fails to comply with this requirement is guilty of an offence, and the Court may by order compel an immediate inspection, or direct a copy to be sent to the director requesting it.

Register of Secretaries

A company may have a secretary, and a director of a company may also be the secretary.

The secretary of an incorporated cell company shall also be a secretary of each of its incorporated cells, and no person can be a secretary of an incorporated cell unless he is also a secretary of its incorporated cell company.

Where a company has a secretary, it shall keep a register of secretaries at its registered office address.

Where a secretary is an individual the following information must be entered in the register:

- His name and any former name
- his service address (which may be stated as the company registered office)

Where a secretary is not an individual the following information must be entered on the register:

- Its corporate or firm name and any former such name it has had within the preceding 5 years
- Its registered office (or if it has no registered office, its principal place of business)
- Its legal form and the law by which it is governed, and
- If applicable the register in which it is entered and its registration number in that register

It is not necessary to include a former name in the following cases:

- In the case of a peer or an individual normally known by a British title, where the name is one by which the person was known before the adoption or succession to the title
- In the case of a person where the former name –
 1. Was changed or disused before the person attained the age of 18 years, or
 2. Has been changed or disused for 20 years or more.

The register of secretaries of an incorporated cell company is deemed to constitute the register of secretaries of each of its incorporated cells.

Rights to inspection and copies of register of secretaries

Where a company has a secretary, the register of secretaries must be open, during ordinary business hours, to the inspection of:

- Any member or director without charge, or
- Any other person on payment of the fee stated in the Companies (Inspection and Copying of Documents)(Fees) Regulations, or such lesser fee as the company may stipulate.

A person may require a copy of the register, or any part of it, without charge and the company shall provide such copy to the person within 5 working days after the date of the receipt of the request.

A company that fails to comply with this requirement is guilty of an offence and the Court may by order compel an immediate inspection, or direct that a copy be sent to the person requesting it.

Records of resolutions and meetings

Every company must keep records comprising:

- Copies of all resolutions of members passed otherwise than at general meetings,
- Minutes of all proceedings of general meetings, and
- Any decisions made by a sole member that ordinarily would be taken at a general meeting (unless the decision is taken by way of a written resolution)

Records must be kept for at least 6 years after the date of the resolution, meeting or decision.

Where a company fails to comply with these requirements it is guilty of an offence.

Rights to inspection and copies of records of resolutions and meetings

The records must be open, during ordinary business hours, to the inspection of any member or director of the company without charge.

Any director may require a copy of any records without charge.

Any member may require a copy of any records on payment of such fee as stated in the Companies (Inspection and Copying of Documents) (Fees) Regulations, or such lesser fee as the company may stipulate.

Where a company fails to comply with these requirements it is guilty of an offence and the Court may by order compel an immediate inspection or direct that the copy be sent to the person requesting it.

Annual validation

A company shall file a copy of the annual validation in a register kept by the company for that purpose.

Accounting records

Every company shall keep accounting records which are sufficient to show and explain its transactions and are such as to:

- Disclose with reasonable accuracy, at any time, the financial position of the company at that time, and
- Enable the directors to ensure that any accounts prepared by the company are prepared properly and in accordance with any relevant enactment for the time being in force.

A company's accounting records shall be kept:

- At the company's registered office address, or
 - At such other place as its directors think fit.
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Accounting records continued

If accounting records are kept at a place outside of Guernsey, returns in respect of the businesses dealt within the accounting records shall be sent to and kept at a place in Guernsey and those returns shall be such as to:

- Disclose with reasonable accuracy the financial position of the business in question at intervals of not more than 6 months, and
- Enable the directors to ensure that any accounts prepared by the company are prepared properly and in accordance with any relevant enactment for the time being in force

Accounting records shall be kept by the company for a period of at least 6 years after the date on which they are made.

Accounting records shall at all reasonable times be open to inspection by any director, secretary or officer of the company at the place at which they are kept.

Record of resident agent

A company shall keep a record of its resident agent, which shall comprise:

- In the case of a resident agent who is a director, his name
- In the case of a resident agent who is a corporate services, its corporate or firm name and its address

The record of the resident agent of an incorporated cell company is also deemed to constitute the record of the resident agent of each of its incorporated cells.

Record of beneficial owners

The record of beneficial owners shall be kept at the company's registered office address.

General provisions

Company records may be kept in hard copy or electronic form, and may be arranged in such manner as the director's or secretary think fit provided the information in question is adequately recorded for futures reference.

Where records are kept in electronic form they must be capable of being reproduced in hard copy form and they are deemed to be kept at a place if access to them and a hard copy can be obtained at that place.

Where records are not kept in bound books, adequate precautions must be taken to guard against falsification and facilitate the discovery of falsification.

For company records held in electronic form, any duty to allow inspection, or to furnish a copy of a company record, shall be treated as a duty to allow inspection or provide a copy in either hard copy or if the requestor consents in electronic form.

A company which fails to comply is guilty of an offence.

General provisions continued

Meaning of 'Hard Copy' – A document is sent or supplied in hard copy form if it is sent or supplied in a paper copy or similar form capable of being read.

Meaning of 'Sent in Electronic Form' – a document is sent in electronic form if it is in electronic form and is sent by electronic means, which means it is sent and received at its destination by means of electronic equipment for processing or storage of data, and entirely transmitted and received by wire, radio or optical means or by other electromagnetic means, or is sent by other means.

A document authorised or required to be sent in electronic form must be sent in a form, and by a means, that will enable the recipient to read it and retain a copy of it.

A document can be read only if it can be read with the naked eye, or to the extent that it consists of images, it can be seen by the naked eye.

Disclaimer

The purpose of this document is to provide information and guidance for Registry users.

However, the interpretation of the legislation is a matter on which the Guernsey Registry cannot advise and individuals will need to form their own view on compliance.

Independent legal advice is advised where there is any uncertainty.

Last updated:

19/07/2016



States of Guernsey
Office of the Registrar