

Guernsey Registry Annual Submission Requirements

Companies registered in Guernsey must comply with the requirements of the Companies (Guernsey) Law, 2008. Directors are, therefore, required to consider the submissions that need to be made with the Registry on an annual or an ad-hoc basis.

The purpose of this guidance note is to identify the regular submissions required (and their due dates) along with information regarding time periods for submitting other documents.

This guidance note is not intended to be definitive legal advice and should not be relied upon as such.

The interpretation of the Companies (Guernsey) Law, 2008 is a matter on which the Guernsey Registry cannot advise and companies need to form their own view on compliance with the legislation.

Independent legal advice is advised where there is any uncertainty.

Annual Validation:

ALL companies that are on the Register have a duty to make an annual validation submission each year between 1 January and the last day of February.

n.b this does not include companies that were incorporated between 1 December and 31 December of the previous year.

Failure to make the submission by the last day of February will result in a late fee of £100 per month being charged with effect from 1 March.

Companies in the process of voluntary strike off or voluntary winding up:

Voluntary Liquidation/Winding Up - If a company has appointed a liquidator and has a status of 'Voluntary Winding Up Part 1 - Liquidator appointed' as at 31 December, an annual validation submission must be made but this will be free of charge.

If the final meeting of the liquidator has been held BY 31 December - there is NO requirement to make an annual validation submission.

Voluntary Strike Off - If the company has made a voluntary strike off submission by 31 December there is no requirement to make an annual validation submission.

Companies which make a voluntary strike off submission after 31 December will be required to file an annual validation and pay the filing fee.

Changes to company details:

Change of Director and Change of Resident Agent:

A change of director submission or a change of resident agent submission MUST be made within 14 days of the date of the change. After 14 days, late filing fees will apply.

Change of Registered Office:

A company must give notice of a change in registered office. The change will become effective as soon as the notice is registered by the Registrar. However, a person may validly serve a document on the company at the previous address for 14 days after the date of registration.

Change of Beneficial Owners:

All companies which have filed beneficial ownership information with the Registry must notify the Registrar of any change to beneficial owners within 14 days of a change being made to the company's internal record of beneficial owners.

[Further information on beneficial ownership is available here](#)

Waiver resolutions:

Waiver resolution to exempt the company from Audit:

Part XVI Section 255 of the Companies (Guernsey) Law, 2008 requires that a company's accounts for a financial year must be audited in accordance with the provisions of Part XVI unless a company is exempt from audit under the provisions of Section 256.

However, the **members** may pass a waiver resolution exempting the company from the requirement to have its accounts audited for a financial year, or indefinitely.

A resolution must be passed:

in the financial year **before** the first financial year to which it relates, or

If the financial year is the company's first financial year - in that financial year.

The waiver resolution **MUST** be filed at the Registry within 30 days of being passed.

Further information on audit waiver resolutions can be found on our guidance note:

[Audit waiver guidance](#)

A pro-forma audit waiver resolution is available at this link:

[Pro-forma audit waiver](#)

Waiver resolution to exempt the company from AGM requirement:

Section 199 of the Companies (Guernsey) Law, 2008 required that every company holds a general meeting of its members; firstly within a period of 18 months beginning on its incorporation date, and thereafter at least once in every calendar year.

However, the **members** may pass a waiver resolution exempting the company from the requirement to have an annual general meeting. This resolution may be for a particular year, several years or indefinitely.

An AGM waiver resolution **MUST** be filed at the Registry within 30 days of being passed.

Further information on AGM waiver resolutions is available on our guidance note:

[AGM waiver guidance](#)

A pro-forma AGM waiver resolution is available at this link:

[Pro-forma AGM waiver](#)

Other resolutions:

There are 4 types of resolution that can be passed by the company members:

Ordinary

Special

Waiver; and

Unanimous

When considering resolutions, companies are reminded to consult their articles in order to determine whether specific conditions apply - such as % of member votes required.

There is no general requirement to submit **Ordinary** resolutions to the Registrar - with the exception of resolutions to alter share capital which must be delivered within 30 days of being passed.

For all other resolutions - a copy of the resolution must be delivered within 30 days of being passed.

Filings not required:

AGM Minutes:

There is NO requirement to file the minutes of a company AGM.

However, if a resolution is passed that needs to be filed then company directors will need to ensure that the necessary submissions are made e.g. special or waiver resolutions. (see above)

Annual Accounts:

There is NO requirement to file annual accounts with the Registry.