

# Limited companies - Registered office ineffective - process

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## Introduction

Guernsey companies must at all times have a valid registered office address in Guernsey.

The purpose of this guidance note is to provide information for corporate services providers (CSPs) where a registered office they provide becomes ineffective.

## Registered office ineffective process

A CSP which provides a registered office for a Guernsey registered company may give notice stating that a registered office address which it provides is no longer effective.

Under s.32 of The Companies (Guernsey) Law, 2008 ("the Law"), a notice should be sent to the following:

- The Registrar (*this is done using the online services portal*).
- Each director at their service address and usual residential address (if different).

The notice must state the following:

- The company's name and registration number.
- That the address of the registered office is no longer effective.
- That the company may be struck off in accordance with part XX of The Companies (Guernsey) Law, 2008 if it does not provide a new address for its registered office.

[Please see our guidance note here for information on how to file a registered office ineffective submission using the online services portal.](#)

In addition to the notice sent to the directors of the company, the Registrar would also expect that the CSP advise the beneficial owner of the company that the registered office is ineffective. This is particularly important where the directors of the company are corporate directors.

The Registrar would also expect the CSP to advise the Revenue Service of the status of the company.

The notice should also be accompanied by a declaration of compliance which should be signed by a CSP stating that all the requirements of the Law in respect of a notice under s.32 have been fulfilled.

## What happens once the ineffective registered office notice has been received?

Once the submission has been received from the CSP the status of the company will change on the register from 'Normal' to 'Registered Office Not Effective'.

Even though the status of the company changes, the registered office address will remain the same either until a new registered office is provided or the company is struck off the register.

Once a company has been placed into 'Registered Office Not Effective' status it has 14 days to provide a new registered office address.

Companies that have not provided a new registered office address within 14 days will be listed for strike off on the Registry website.

The companies will be struck off the register after a period of 2 months unless an alternative registered office address is provided or cause is shown to prevent the company being struck off.

## Filing ineffective registered office submissions ahead of annual validation

Where a CSP needs to file a registered office ineffective submission in respect of a company, this must be done on/before 31 December 2021 to avoid needing to file an annual validation.

Companies that are already in 'registered office ineffective' status as at 31 December 2021 will not need to file an annual validation. If the company subsequently files a change of registered office it would need to then file and pay for its annual validation and any civil penalty that may be due.

Ineffective registered office submissions received after 31 December 2021 will be accepted but if no annual validation is filed by 28 February 2022 the company will still be liable to civil penalties.

## Registry contact details

If you need any more information please contact the Registry using the details on our website - [www.guernseyregistry.com/contact](http://www.guernseyregistry.com/contact)

## 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.*

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