

Directors' Report Waiver

Section 248 & 248A of the Companies (Guernsey) Law, 2008 (as amended)

The Companies (Guernsey) Law, 2008 requires that 'the directors of every company shall prepare a directors' report for each of the company's financial years unless the company is exempt from this duty under the provisions of section 248A.'

Some companies are automatically exempt from this duty, some will need to pass a waiver resolution if they wish to be exempt, and some are not eligible for exemption.

Automatic exemption

The Companies (Directors' Report Exemptions) Regulations, 2015 made under section 248 (4) of the Companies (Guernsey) Law, 2008 exempts the directors of certain non-regulated companies **automatically** from the duty to prepare a directors' report **without the need to file a waiver resolution**.

Directors of companies which fulfil both criteria 1 and 2 below are automatically exempt from the duty to prepare a directors' report, and **do not need to file a waiver resolution**:

1. **Companies where the resident agent is an individual director of the company** who is resident in Guernsey and is not the holder of a personal fiduciary licence or acting as director of the company in contravention of the Regulation of Fiduciaries, Administration Businesses and Company Directors, etc (Bailiwick of Guernsey) Law, 2000, and
2. where all the equity share capital of the company is held by the directors, as **beneficial** owners, or any close relatives of the directors, as beneficial owners.

Exemption by waiver resolution:

If the company does not meet the requirements for automatic exemption, a waiver resolution must be filed if the directors wish to be exempt from the duty to prepare directors' reports.

The members of a supervised company (within the meaning of section 530 of the Companies (Guernsey) Law, 2008) may not pass a waiver resolution of this type and therefore their directors cannot be exempt from the duty to prepare a directors' report.

A sample directors' report waiver resolution is overleaf. Details of how to file the resolution online are available here: [Filing Resolutions Online - guidance](#)

All waiver resolutions must be filed with the Registry within 30 days of being passed.

Exemption from duty to prepare directors' report
Section 248A of the Companies (Guernsey) Law, 2008

Members Resolution (directors' report waiver)

Company name:

Company number:

Registered office details:

Resolution in accordance with section 179 of the Companies (Guernsey) Law, 2008 of the members of the company at the meeting held on:

dd/mm/yy

Waiver of requirement for directors to prepare a directors' report

IT WAS RESOLVED pursuant to section 248A of the Companies (Guernsey) Law, 2008 that the company waives the requirement under section 248 for its directors to prepare a directors' report.

This members resolution shall apply as follows:

Indefinitely:

or

N.B. if the resolution exempts the company for an indefinite period it should be passed before the first financial year to which it relates. If the financial year is the company's first financial year, in that financial year.

For the financial year ending:

dd/mm/yy

or

N.B. if it relates to only one financial year then the resolution must be passed in the financial year before the financial year to which it relates. If the financial year is the company's first financial year, in that financial year.

For the financial years ending:

dd/mm/yy

to

dd/mm/yy

N.B. if the resolution relates to more than one financial year it should be passed before the first financial year to which it relates. If the financial year, or one of the financial years to which it relates, is the company's first financial year, in that financial year.

IT WAS FURTHER RESOLVED to file a copy of the resolution with the Registrar of Companies.

For and on behalf of:

Signature

Please submit this resolution, with the necessary fee, to the Guernsey Registry using the online services portal or by post. The fee is £10 for an online submission and £20 for a paper submission.