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GUERNSEY

GUERNSEY STATUTORY INSTRUMENT

2014 No. 36

**The Companies (Registrar) (Fees)
Regulations, 2014**

<i>Made</i>	<i>1st July, 2014</i>
<i>Coming into operation</i>	<i>1st July, 2014</i>
<i>Laid before the States</i>	<i>, 2014</i>

THE REGISTRAR OF COMPANIES, in exercise of the powers conferred on him by sections 501(1), 536 and 538 of the Companies (Guernsey) Law, 2008^a, and all other powers enabling him in that behalf, and having consulted with and obtained the approval of the Commerce and Employment Department, hereby makes the following Regulations:-

Purpose of regulations.

1. The purpose of these regulations is to prescribe the fees payable to the Registrar in respect of the performance of his functions under the Law and the persons by whom such fees are payable.

^a Order in Council No. VIII of 2008; amended by the Companies (Guernsey) Law, 2008 (Amendment) Ordinance, 2008 (No. XXV of 2008); the Companies (Guernsey) Law, 2008 (Amendment) (No. 2) Ordinance, 2008 (No. LIV of 2008); the Administrator of Income Tax (Guernsey) (Transfer of Functions) Ordinance, 2009 (No. VII of 2009); the Companies (Panel on Takeovers and Mergers) Ordinance, 2009 (No. XIV of 2009); the Companies (Panel on Takeovers and Mergers) (Amendment) Regulations, 2009 (No. 34 of 2009); the Companies (Recognition of Auditors) Ordinance, 2010 (No. XI of 2010); the Statements Obtained Under Compulsion (Restriction of Use) (Bailiwick of Guernsey) Law, 2009 (No. XIII of 2010); the Competition (Guernsey) Ordinance, 2012 (No. XXXI of 2012); the Foundations (Guernsey) Law, 2012 (No. I of 2013); the Companies (Notice of Change of Director) (Amendment) Regulations, 2013 (No. 37 of 2013); the Companies (Guernsey) Law, 2008 (Amendment) Ordinance, 2013 (No. XXXI of 2013); and the Limited Liability Partnerships (Guernsey) Law, 2013.

Fees.

2. The fees set out in column 2 of the Schedule are payable to the Registrar -
- (a) by the company or other person by or for and on behalf of whom the application is made for the service mentioned in column 1 of the Schedule, or, as the case may be,
 - (b) by the company or other person for and on behalf of whom the service mentioned in column 1 of the Schedule is to be provided.

Power of Registrar to waive fees.

3. The Registrar may in his absolute discretion, in any particular case and subject to such conditions as he may specify, waive any fee, or part of a fee, payable pursuant to these regulations.

Interpretation.

4. (1) In these regulations -

"**Fiduciary Law**" means the Regulation of Fiduciaries, Administration Businesses and Company Directors, etc. (Bailiwick of Guernsey) Law, 2000^b,

"**full fiduciary licence**" means a fiduciary licence granted by the Commission of the category described in section 4(1)(a) of the Fiduciary Law,

"**the Law**" means the Companies (Guernsey) Law, 2008,

"**personal fiduciary licence**" means a fiduciary licence granted by the Commission of the category described in section 4(1)(b) of the Fiduciary Law,

^b Ordres en Conseil Vol. XLI, p. 13.

"the Registrar" means the Registrar of Companies,

and other words and expressions have the same meaning as in the Law.

(2) The notes set out in column 3 of the Schedule are only for the purposes of general guidance and are without prejudice to any provision of, or liability arising under, the Law or these regulations.

(3) The Interpretation (Guernsey) Law, 1948^c applies to the interpretation of these regulations.

(4) Any reference in these Regulations to any enactment or subordinate legislation is a reference thereto as from time to time amended, re-enacted (with or without modification), extended or applied.

Repeal.

5. The following shall be repealed –

- (a) the Companies (Registrar) (Fees) Regulations, 2009^d,
- (b) the Companies (Registrar) (Fees) (Amendment) Regulations, 2010^e,
- (c) the Companies (Registrar) (Fees) (Amendment) (No. 2) Regulations^f, 2010, and
- (d) the Companies (Registrar) (Fees) (Amendment) (No. 3) Regulations, 2010^g.

^c Ordres en Conseil Vol. XIII, p. 355.

^d Guernsey Statutory Instrument 2009 No. 95.

^e Guernsey Statutory Instrument 2010 No. 62.

^f Guernsey Statutory Instrument 2010 No. 72.

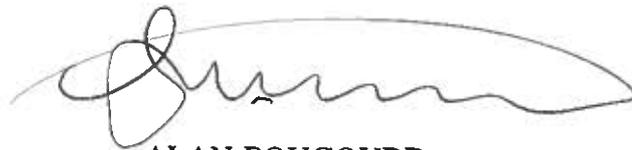
Citation.

6. These regulations may be cited as the Companies (Registrar) (Fees) Regulations, 2014.

Commencement.

7. These regulations shall come into force on the 1st July 2014.

Dated this 1st July 2014

A handwritten signature in black ink, appearing to read 'Alan Bougourd', with a large, sweeping flourish extending to the right.

ALAN BOUGOURD
Registrar of Companies

SCHEDULE
FEES

Regulation 2

(1) SERVICE IN RESPECT OF WHICH FEE PAYABLE	(2) FEE	(3) NOTES
		<i>These notes are only for the purposes of general guidance and are without prejudice to any provision of, or liability arising under, the Law or these regulations.</i>
Annual Validation		
<p>(1) Non-Regulated Companies, that is to say, companies the resident agent of which is, in accordance with section 484(1)(a) of the Law, an individual, resident in Guernsey, who is a director of the company and who is not -</p> <p>(a) the holder of a personal fiduciary licence (except where he is acting as director in the circumstances specified in section 3(1)(d) of the Fiduciaries Law), or</p> <p>(b) acting as director of the company in contravention of the Fiduciaries Law.</p>	£250	<p>Includes:</p> <p>Local trading companies (excluding finance/fiduciary institutions). i.e. those engaged in commerce and industry on the Island</p>
<p>(2) Financial Product Companies, that is to say,</p> <p>(a) companies the resident agent of which is -</p> <p>(i) in accordance with section 484(1)(a) of the Law, an individual, resident in Guernsey, who is a director of the company and who is the holder of a personal fiduciary licence (except where he is acting as director in the circumstances specified in section 3(1)(d) of the Fiduciaries Law),</p> <p>(ii) in accordance with section 484(1)(b) of the Law, a corporate services provider (that</p>	£500	

<p style="text-align: center;">(1) SERVICE IN RESPECT OF WHICH FEE PAYABLE</p>	<p style="text-align: center;">(2) FEE</p>	<p style="text-align: center;">(3) NOTES</p> <p style="text-align: center;"><i>These notes are only for the purposes of general guidance and are without prejudice to any provision of, or liability arising under, the Law or these regulations.</i></p>
<p>is, the holder of a full fiduciary licence), or</p> <p>(iii) acting as director of the company in contravention of the Fiduciaries Law,</p> <p>(b) Licenced insurers under the Insurance Business (Bailiwick of Guernsey) Law, 2002,</p> <p>(c) Open-ended or closed ended investment schemes, which are authorised or registered under the Protection of Investors (Bailiwick of Guernsey) Law 1987,</p> <p>(d) Joint Licensee Companies, that is to say, companies which have submitted a joint application to the Commission for a full fiduciary licence within the meaning of the Financial Services Commission (Fees) Regulations, 2013 within which application they are not nominated as the lead applicant.</p> <p>However, save as provided in subparagraphs (b), (c) and (d) of this entry (2) a company which is a "licensee" within the meaning of section 11B(3) of the Financial Services Commission (Bailiwick of Guernsey) Law, 1987 (a person who holds or is deemed to hold a licence, consent, registration, permission or authorisation from the Commission under the regulatory Laws) is <u>not</u> a Financial Product Company for the purposes of these regulations.</p>		
<p>(3) Incorporated Cell and Protected Cell Companies</p>	<p style="text-align: center;">£750 In addition: £100 per incorporated</p>	

<p style="text-align: center;">(1) SERVICE IN RESPECT OF WHICH FEE PAYABLE</p>	<p style="text-align: center;">(2) FEE</p>	<p style="text-align: center;">(3) NOTES</p>
	<p style="text-align: center;">cell; £10 per protected cell.</p>	<p style="text-align: center;"><i>These notes are only for the purposes of general guidance and are without prejudice to any provision of, or liability arising under, the Law or these regulations.</i></p>
<p>(4a) Commission Regulated Management Companies, that is to say, a company which is a “licensee” within the meaning of section 11B(3) of the Financial Services Commission (Bailiwick of Guernsey) Law, 1987 (a person who holds or is deemed to hold a licence, consent, registration, permission or authorisation from the Commission under the regulatory Laws) save for -</p> <p>(i) companies included in entry 2 “Financial Product Companies” above, and</p> <p>(ii) companies registered under the Registration of Non Regulated Financial Services Businesses Law, 2008.</p>	<p style="text-align: center;">£1000</p>	<p>Applies, save as provided in entry (4a) “Commission Regulated Management Companies”, to all GFSC licensed entities holding licences under:</p> <p>The Banking Supervision (Bailiwick of Guernsey) Law 1994;</p> <p>The Regulation of Fiduciaries, Administration Businesses and Company Directors, etc. (Bailiwick of Guernsey) Law, 2000;</p> <p>The Insurance Managers and Insurance Intermediaries (Bailiwick of Guernsey Law), 2002;</p> <p>The Protection of Investors (Bailiwick of Guernsey) Law, 1987.</p>
<p>(4b) Guernsey Competition Regulatory Authority (GCRA) Licensed Companies, that is to say companies which are licensees of the GCRA under -</p> <p>(a) The Electricity (Guernsey) Law, 2001,</p> <p>(b) The Post Office (Bailiwick of Guernsey) Law, 2001, or</p>	<p style="text-align: center;">£1000</p>	<p>Applies to:</p> <p>Licensed telecoms companies;</p> <p>Guernsey Post;</p> <p>Guernsey Electricity.</p>

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(c) The Telecommunications (Bailiwick of Guernsey) Law, 2001.		<i>These notes are only for the purposes of general guidance and are without prejudice to any provision of, or liability arising under, the Law or these regulations.</i>
(5) Non Profit Organisations, that is to say a company registered on the register of non profit organisations under The Charities and Non Profit Organisations (Registration) (Guernsey) Law, 2008 and which is not a Guernsey Registered Charity under that Law, to which no annual validation fee applies.	£100	No fee applies to Guernsey registered charities.
(6) Other Corporate Bodies, that is to say, a company which is not included in any other entry in this part of this Schedule ("Annual Validation")	£500	Includes: Resident Agent Exempt companies
Late filing fee - annual validation (including validation for each ICC cell)	£100 per calendar month or part thereof	The fee is per company or cell, and will be applied on the 1 st February and thereafter every calendar month.
Incorporation		
Standard Company Incorporation	£100	Company incorporated within 24 hours.
Rapid Company Incorporation	£350	Company incorporated within 2 hours.
Special Company Incorporation	£750	Company incorporated within 15 minutes (certain restrictions apply).
Incorporated Cell Registration	£100	Incorporated within 24 hours.
Company Name Reservation	£25	Per company name.
Changes to Company Particulars		
Change of Name	£25	
Application for restoration to the Register of Companies	£1500	This fee is in addition to all outstanding annual validation fees, etc, which would have been

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		payable by the company if it had not been dissolved, except for the late filing fee – annual validation, which is excluded.
Application to Registrar for amalgamation	£1000	
Application for the issue of a certificate of conversion, transfer or subsumption.	£100	
Migration In (Application for registration of overseas company as a Guernsey company)	£100	Companies supervised by the GFSC must have prior GFSC consent.
Migration Out (Application to transfer registration to another jurisdiction)	£1500	
Company Document filing		
Change of Registered Office Address	£10 (electronic filing) £20 (document filed by post or hand delivered)	
Change of Directors	£10 (electronic filing) £20 (document filed by post or hand delivered)	
Change of Company Classification/Economic Activity Code/Purpose	£10 (electronic filing) £20 (document filed by post or hand delivered)	
Special, Waiver and Unanimous Resolutions	£10 (electronic filing) £20 (document filed)	Per resolution, not per document.

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	by post or hand delivered)	
Change of Memorandum of Incorporation	£50	
Change of Articles of Incorporation	£50	
Other document filing	£10 (electronic filing) £20 (document filed by post or hand delivered)	Per document.
Late document filing fee	£2 per day, capped at £50 for Non-Regulated Companies, Guernsey Registered Charities and Not for profit Organisations, and capped at £100 for all other companies.	Charged each calendar day after filing deadline date.
Copies of Company Documents		
Document filings (including memorandum or articles of incorporation)	£2 (electronic version) £12 (certified version)	Per document
Request for a copy of the entire Company File	Fee advised on application, capped at £100	Applicable relevant fee dependent upon the number, and type, of documents within the file.
Requests for Statements of the Registrar and copy Certificates		

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Statements of the Registrar	£10 (electronic version) £25 (certified version)	
Certificate of Good Standing	£10 (electronic version) £25 (certified version)	
Copy Certificates	£10 (electronic version) £25 (certified version)	
Miscellaneous Charges		
Exceptional charges	£300 per hour per member of staff	This fee applies where a request, in the reasonable opinion of the Registrar, will result in excessive work volumes and/or is a burden upon registry resources. The application of the exceptional charges will be advised in advance of any work being undertaken by the Registry.

EXPLANATORY NOTE

(This note is not part of the regulations)

These regulations prescribe the fees payable to the Registrar of Companies in respect of the performance of his functions under the Companies (Guernsey) Law, 2008, as amended.