



At the Court at Buckingham Palace

THE 15th DAY OF NOVEMBER 2023

PRESENT,

THE KING'S MOST EXCELLENT MAJESTY
IN COUNCIL

The following report from the Committee of Council for the Affairs of Jersey and Guernsey was today read at the Board:

“In accordance with the Royal Assent to Legislation and Petitions (Bailiwick of Guernsey) Order 2022 the Committee have considered a Petition of the States of Alderney:

That, at a meeting of the States of Alderney on 26th July, 2023 the States approved a *Projet de Loi* entitled the Companies (Alderney) (Amendment) Law, 2023 and requested the President to present a most humble Petition to Your Majesty in Council praying for Your Royal Sanction to it. That the *Projet de Loi* is as set forth in the attached Schedule. The Petition most humbly prays that Your Majesty might be graciously pleased to sanction the Companies (Alderney) (Amendment) Law, 2023 and to order that it shall have force of law in the Island of Alderney.

The Committee have considered the *Projet de Loi* and have agreed to report that it may be advisable for Your Majesty to approve and ratify it.”

His Majesty, having taken the report into consideration, was pleased, by and with the advice of His Privy Council, to approve and ratify the *Projet de Loi* (a copy of which is annexed to this Order) and to order that it, together with this Order, shall have the force of law in the Island of Alderney; and shall be entered on the Register of the Island of Guernsey and observed accordingly.

His Majesty's Officers in the Bailiwick of Guernsey, and all others whom it may concern, are therefore to take notice of His Majesty's Order and to proceed accordingly.

Richard J. Wilson

The Companies (Alderney) (Amendment)

Law, 2023

THE STATES OF ALDERNEY, in pursuance of their Resolution of the 26th July, 2023^a, have approved the following provisions which, subject to the Sanction of His Most Excellent Majesty in Council, shall have force of law in the Island of Alderney.

Amendments to the Companies (Alderney) Law, 1994.

1. (1) This Law amends the Companies (Alderney) Law, 1994^b (the "Law").

(2) In this Law, references to provisions of an enactment are references to provisions of the Law unless the context requires otherwise.

Amendments to Part I.

2. At the end of section 13, insert -

"(4) For the avoidance of doubt, on registration of a company the Registrar shall register the following in the Register of Companies -

(a) a copy of the certificate of registration of the company,

^a Item I of the Billet d'État of 26th July, 2023.

^b Ordres en Conseil Vol. XXXV(2), p. 777; this enactment has been amended.

- (b) the records listed in paragraphs (b) to (j) of section 168(3)."

Amendments to Part V.

3. (1) In section 27(7), at the end, insert "and liable to a civil penalty."
(2) After section 27, insert -

"Delivery of altered memorandum to Registrar.

27A. (1) Where a company alters its memorandum it shall, in addition to any other requirements imposed by this Law or any other enactment, deliver a copy of the memorandum as altered to the Registrar within 30 days of the alteration being made; and for the avoidance of doubt, the Registrar shall record the altered memorandum in the Register of Companies on its delivery.

(2) A company which fails to comply with subsection (1) is guilty of an offence and liable to a civil penalty."

- (3) For section 29(4), substitute:

"(4) Where a company alters its articles by special resolution it shall, in addition to any other requirements imposed by this Law or any other enactment, deliver a copy of the articles as altered to the Registrar within 30 days of the alteration being made; and for the avoidance of doubt, the Registrar shall record the altered articles in the Register of Companies on its delivery.

(5) A company which fails to comply with subsection (4) is a guilty of an offence and liable to a civil penalty."

Amendments to Part VI.

4. (1) At the end of section 30, insert -

"(4) If the Court grants an application for an order confirming a change of company name -

(a) the Court shall cause a copy of the Act of Court confirming the change to be provided to the Registrar, and

(b) the Registrar shall -

(i) register the new name of the company in the Register of Companies, and

(ii) publish the new name in such manner and for such period as the Registrar thinks fit."

(2) In section 32 -

(a) after subsection (1), insert:

"(1A) Without prejudice to any other duty imposed under this Law or any other enactment, the company shall keep at its registered office -

(a) a record of its name,

- (b) a record of the address of the registered office of the company,
- (c) a copy of its certificate of registration, any Act of Court relating to a change of name, and any certificate lodged under paragraph 9 of Schedule 7,
- (d) a record of whether the company is a public company or a private company,
- (e) a record of whether the liability of members is limited by shares or by guarantee,
- (f) a record of the date of registration of the company,
- (g) a record of the registration number of the company,
- (h) a copy of the memorandum and articles of the company,
- (i) (for the avoidance of doubt) any other records, registers or documents that the company is under a duty to keep at its registered office under any other provision of this Law or any other enactment (including, but not limited to, the registers listed in section 73(1)).

(1B) The company shall -

- (a) ensure that the records and documents referred to in subsection (1A) are accurate, maintained and kept up to date,
- (b) record any changes to the records and documents referred to in subsection (1A) when such changes occur, and
- (c) keep that record, and the records and documents as so amended, at its registered office.

(1C) A company that fails to comply with subsection (1A) or (1B) is guilty of an offence and liable to a civil penalty.

(1D) For the avoidance of doubt, the obligations imposed under subsections (1A) and (1B) are without prejudice to any other obligation imposed under this Law."

- (b) in subsection (4), after "of the company" insert "(which notice shall be entered by the Registrar as soon as is reasonably practicable in the Registrar of Companies) and has been so entered by the Registrar".

Amendments to Part VII.

5. In section 37 -

- (a) in subsection (5)(a), at the end insert "and liable to a civil penalty",
- (b) in subsection (5), for paragraph (d), substitute "in the case of a contravention of subsection (1)(b), shall be liable to pay to the Registrar any penalty imposed in respect of the company's failure to deliver its annual return in accordance with this section before the 31st January, and any other sums payable under any other enactment by companies delivering annual validations."

Amendments to Part XI.

- 6. (1) In section 71(1) -
 - (a) in paragraph (d), for "." substitute " ,",
 - (b) at the end, insert -
 - "(e) where the company has more than one class of shares, by its class,
 - (f) the nature of the voting rights associated with each class of share."
- (2) In sections 71(2), 71(7) and 72(4), at the end insert "and liable to a civil penalty".
- (3) Section 73(7) is repealed.

Amendments to Part XII.

7. In section 77, after subsection (1) insert -

"(1A) A company of a type, class or description prohibited by paragraph 1D of Schedule 3 from making an agreement under paragraph 1(b) of Schedule 3, which fails to comply with subsection (1), is guilty of an offence and liable to a civil penalty."

Amendments to Part XIII.

8. In section 93(3), at the end insert "and liable to a civil penalty."

Amendments to Part XIV.

9. In section 102(3)(b), at the end insert "and liable to a civil penalty."

Amendments to Part XV.

10. In section 106(7), at the end insert "and liable to a civil penalty."

Amendments to Part XVI.

11. (1) In section 107(1) -

(a) in paragraph (e), for "." substitute ",", and

(b) at the end, insert -

"(f) a company has less than the minimum number of directors stipulated by section 81,

(g) the Registrar has formed the opinion that there have been persistent or gross contraventions of this Law, or

(h) a company has failed to pay a civil penalty and the period in which the company may appeal against the decision to impose that civil penalty has elapsed (including, for the avoidance of doubt, in circumstances where the company has appealed against the decision and that appeal has been dismissed).".

(2) For section 107(6)(b), substitute "pays to the Registrar any penalty imposed in respect of the company's failure to deliver its annual return in accordance with section 37 before the 31st January, and any other sums payable under any other enactment by companies delivering annual validations."

(3) For 107(7), substitute "The Committee may amend subsection 1(a) by regulations."

Amendments to Part XXIA.

12. (1) In section 152B (obligation for companies to have a resident agent), at the end of subsection (3) insert "and liable to a civil penalty."

(2) In section 152C (record of resident agent), in subsection (3), after "offence" insert "and is liable to a civil penalty" and in section 152G (suspension of interests for failure to disclose beneficial ownership), in subsection (2) for "paragraph 4" substitute "paragraphs 4 to 4D".

(3) In section 152H(8), at the end insert "and liable to a civil penalty".

(4) In section 152HA(2), at the end insert "and liable to a civil penalty".

Amendments to Part XXIB.

13. (1) In section 152L -

(a) in subsection (1)(a) -

(i) after "establish" insert ", administer",

(ii) at the end insert - "including, but not limited to -

(i) to verify from time to time the accuracy of information in declarations and other documents contained in applications made to, or otherwise sent to, or filed with, the Registrar, or maintained by companies pursuant to their obligations under section 32 to keep and maintain records, document and information, and

(ii) to monitor and enforce the compliance of persons with their obligations in respect of the Registrar of Companies or owed to the Registrar (including, without limitation, their obligations under section 32 to keep and maintain records, documents and information),",

(b) after subsection 1(a) insert -

"(aa) to advise the Committee and other authorities within the Bailiwick in relation to the nature and activities of companies that may be linked to Alderney, and the extent to which such nature or activities affect or are likely to affect the Bailiwick, including but not limited to identifying, assessing and understanding the risks to the Bailiwick of, and exposing the Bailiwick to the risks of -

- (i) money laundering,
- (ii) bribery and corruption,
- (iii) the financing of terrorism,
- (iv) the financing of the proliferation of weapons of mass destruction, or
- (v) any other form of financial or non-financial crime,"

(c) in subsection 1(b), after "communicate" insert "and cooperate", in subparagraph (i) for "authority" substitute "Bailiwick authority or authority", and for "for the purposes of" to the end, substitute "for the purposes of -

- (A) assisting any Bailiwick authority in its functions (or,

in the case of any authority appearing to the Registrar to exercise, in a place outside the Bailiwick, functions corresponding to the Registrar's, assisting that authority with those corresponding functions),

(B) assisting the Registrar in the exercise of his or her functions,

(C) assisting them or the Registrar in the prevention, detection, investigation or prosecution of money laundering, bribery and corruption, the financing of terrorism, the financing of the proliferation of weapons of mass destruction, and any other form of financial or non-financial crime,

(D) promoting or enhancing the Register of Companies, or

- (E) promoting or enhancing this Law (including any subordinate legislation made under it),

and, for the avoidance of doubt, such communication and co-operation may include obtaining information (including confidential information), and disclosing information (including confidential information, the disclosure of which is subject to the duties on the Registrar set out at section 152P(8) where such disclosure is necessary for any of the purposes set out in section 152P(1) and 152P(2),".

- (d) after subsection 1(b) insert -

- "(ba) to advise the Committee generally in relation to the registration, regulation, governance and administration of companies and the law, practice and procedures relating thereto,

- (bb) to make to the Committee such recommendations as the Registrar thinks fit for improving -

- (i) his effectiveness,

(ii) the adequacy and effectiveness of the functions conferred on the Registrar by this Law or any other enactment, and

(iii) the adequacy and effectiveness of the provisions of this Law or any other enactment relating to the Registrar,"

(e) subsection (2) is repealed.

(2) For section 152M(1)(a), substitute -

"(a) to request and obtain information and documents in accordance with the provisions of section 152R to 152W,".

(3) After section 152M, insert -

"Rectification of the Register of Companies.

152MA.(1) The Registrar may, in his absolute discretion and on such terms and conditions as he thinks fit -

(a) on an application by or on behalf of a company's members, directors or creditors, or

(b) of his own motion,

rectify any error or formal defect in the Register of Companies or in any document filed with the Registrar.

(2) Where the Registrar makes a rectification under subsection (1), he shall give notice of that rectification to the company.

(3) Except where the Registrar directs otherwise, the effect of the Registrar making a rectification under subsection (1) is that the error or defect in question shall be deemed never to have been made."

(4) In section 152N, for subsection (2), substitute -

"(2) For the purposes of this Part, Part XXIB, and Part XXII, "**confidential information**" means, subject to subsection (3), a person's residential address.

(3) The usual residential address of a director is not confidential information.

(4) The Committee may amend the definition of confidential information by regulations."

(5) In the heading of section 152O (disclosure and publication of non-confidential information) delete "Disclosure and", in the text of section 152O delete "disclosed or".

(6) After section 152O insert -

"Disclosure of information by the Registrar.

152P. (1) Subject to the provisions of this section and any contrary provision in this Law or any Ordinance or subordinate legislation made under it in respect of any specific case or category of case, information obtained by the Registrar -

- (a) under this Law or any other enactment, or
- (b) in connection with the carrying out of any of the Registrar's functions,

(including where applicable, for the avoidance of doubt, confidential information where deemed necessary by the Registrar) may be disclosed if the disclosure is -

- (i) of information which at the time of the disclosure is or has already been made available to the public from other sources, including (for the avoidance of doubt) information on the Register that is available for public inspection,
- (ii) of information in the form of a summary or collection of information so framed as not to enable information relating to any particular person to be ascertained from it,
- (iii) to enable the discharge of the Registrar's functions (including, where the Registrar considers it necessary to seek advice relating to the exercise of those functions from a qualified person on any matter of law, accountancy or valuation or other matter requiring the exercise of

professional skill, for the purpose of ensuring that the qualified person is properly informed on all matters on which that person's advice is sought),

- (iv) in connection with any proceedings under this Law,
- (v) to comply with an order of a court, or
- (vi) for any purposes set out in subsection (2).

(2) The purposes are any of the following -

- (a) the prevention, detection, investigation or prosecution of criminal conduct, whether in Alderney or elsewhere,
- (b) the prevention, detection, investigation or sanctioning of conduct for which penalties other than criminal penalties are provided under the law of Alderney or of any country or territory outside Alderney,
- (c) the conduct of -
 - (i) any civil forfeiture investigations within the meaning of section 18 of the Forfeiture of Money, etc in Civil

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Law, 2007, or

- (ii) any proceedings under that Law or under corresponding legislation in force in a country designated under section 53 of that Law,
- (d) assisting or enabling the carrying out of any functions of any intelligence service,
- (e) the implementation of, compliance with or enforcement of international sanctions measures within the Bailiwick,
- (f) the prevention, detection or investigation of breaches of international sanctions measures that have been given effect within the Bailiwick,
- (g) assisting or enabling the carrying out by the Commission of its functions,
- (h) assisting or enabling the carrying by the Director of the Revenue Service of the Director's functions,
- (i) assisting or enabling the Alderney Gambling Control Commission to carry out its functions,

- (j) assisting or enabling His Majesty's Procureur, His Majesty's Sheriff, His Majesty's Sergeant and the Greffier within the meaning of the Government of Alderney Law, 2004 to carry out their functions,
- (k) assisting or enabling the Director of the Economic and Financial Crime Bureau to carry out his or her functions,
- (l) assisting or enabling the Financial Intelligence Unit to carry out its functions,
- (m) assisting or enabling the Data Protection Authority to carry out its functions,
- (n) assisting or enabling the Overseas Aid Commission to carry out its functions,
- (o) assisting or enabling any person with functions relating to the Social Investment Fund to carry out those functions,
- (p) assisting or enabling any of the Registrars to carry out their functions,
- (q) assisting or enabling any person or body within the Bailiwick or in another country or territory, whose functions include any of the matters set out at items (e) and (f), to carry out those

functions,

- (r) the enabling of any person or body in another country or territory, with functions similar to those of the Registrars', to carry out those functions,
- (s) assessing, or assisting another authority within the Bailiwick to assess the risks of money laundering, bribery and corruption, the financing of terrorism, the financing of the proliferation of weapons of mass destruction and any other form of financial or non-financial crime, and
- (t) promoting the public interest or the reputation of the Bailiwick as a finance centre.

(3) For the purposes of subsection (2)(p), the Registrars

are -

- (a) the Registrar for the purposes of the Beneficial Ownership Law,
- (b) the Registrar for the purposes of the Companies (Guernsey) Law, 2008, including in his or her capacity as the Registrar of Foundations under the Foundations (Guernsey) Law, 2012 and

under the Limited Partnerships (Guernsey) Law, 1995,

- (c) the Registrar of Limited Liability Partnerships for the purposes of the Limited Liability Partnerships (Guernsey) Law, 2013,
- (d) the Registrar of Beneficial Ownership for the purposes of the Beneficial Ownership of Legal Persons (Guernsey) Law, 2017,
- (e) the Registrar of Charities and other Non-Profit Organisations appointed under the Charities etc. (Guernsey and Alderney) Ordinance, 2021, and
- (f) the Registrar of Non Profit Organisations appointed under the Charities and Non Profit Organisations (Registration) (Sark) Law, 2010.

(4) The list of purposes at subsection (2) may be amended by regulations made by the Committee.

(5) For the avoidance of doubt, the Registrar may take into account any relevant procedure or agreement when considering whether to grant, grant only in part or refuse any request for the disclosure of information obtained by the Registrar and described in subsection (1).

(6) Any person to whom information may be disclosed for a purpose within subsection (2) may disclose information to the Registrar for the purposes of –

- (a) ensuring that the Registrar is properly informed on all matters in respect of which information from the Registrar is being requested or provided, or
- (b) enabling the carrying out of the Registrar's functions.

(7) Nothing in this section prejudices any power to disclose which exists apart from this section.

(8) The Registrar shall, when disclosing confidential information to any person –

- (a) impose such conditions in relation to the use, disclosure, safekeeping and return of that information by that person or by any other person who may obtain the information from him or her,
- (b) require any such person to enter into such undertakings in relation to such use, disclosure, safekeeping and return, and
- (c) take such other steps to ensure that the confidentiality of the information is protected,

as the Registrar thinks fit.

- (9) In this section, "**information**" includes documents."

Co-operation with foreign authorities.

152Q. (1) The Registrar shall take such steps as he or she considers appropriate to co-operate with any person or body -

- (a) who or which appears to the Registrar to exercise in a place outside the Bailiwick functions corresponding to any of the functions of the Registrar, for the purpose of the exercise of such functions, or
- (b) for the purposes of the investigation, prevention or detection of crime or with a view to the instigation of, or otherwise for the purposes of, any criminal proceedings,

and co-operation under this section may, without limitation, take the form of sharing or gathering any information which the Registrar may lawfully disclose or obtain.

(2) For the avoidance of doubt, the duty to co-operate imposed under subsection (1) is without prejudice to any other duties, and any powers, of the Registrar, including (but not limited to) powers to disclose or obtain information.

Power of Registrar to request and obtain information and documents.

152R. (1) The Registrar may, by notice in writing served on any person, require that person to provide the Registrar in such form and manner, at such times or intervals, at such place and in respect of such periods as may be specified in the notice, with such information as may reasonably be required by the Registrar for the performance of the Registrar's functions.

(2) The Registrar may, by notice in writing served on any person -

(a) require that person to produce, in such form and manner, within such time and at such place as may be specified in the notice, such information of such description as may be so specified, for the purposes of the Registrar inspecting them,

(b) require that person to furnish, to any of the Registrar's officers, servants or agents authorised for the purposes of this section, on production of evidence of such authority, such information or information of such description as may be specified in the notice or as the officer, servant or agent may otherwise specify, either forthwith or within such time, and at such place, and in such form and manner, as may be so specified, for the purposes of their inspecting them,

being information reasonably required by the Registrar for the performance of the Registrar's functions.

(3) Where under subsection (2) the Registrar or any officer, servant or agent thereof has power to require the production of any information from a person, the Registrar or that officer, servant or agent has the like power to require the production of that information from any person who appears to be in possession of it.

(4) The powers conferred by this section to require a person to produce any information comprised in documents include the power -

- (a) if the documents are produced, to take copies of them or extracts from them, in circumstances where the Registrar is satisfied that the taking of such copies or extracts is necessary for the proper exercise by the Registrar of the functions of the Registrar under this Law, and
- (b) if the documents are not produced, to require the person who was required to produce them to state, to the best of that person's knowledge and belief, where they are.

(5) The powers conferred by this section to require a person to provide any information include power to require that person to attend at such time and place as may be required and to give an explanation of and to answer questions relating to any matters in relation to which the production of the information may be required.

(6) A statement made by a person ("P") in response to a requirement imposed by or under this section, section 152T(c) or section 152U(2)(d) -

(a) may be used in evidence against P in proceedings other than criminal proceedings, and

(b) may not be used in evidence against P in criminal proceedings except -

(i) where evidence relating to it is adduced, or a question relating to it is asked, in the proceedings by or on behalf of P, or

(ii) in proceedings for -

(A) an offence under section 156 (false or misleading information),

(B) some other offence where, in giving evidence, he makes a statement inconsistent with it, but the statement is only admissible to the extent necessary to establish the inconsistency,

(C) perjury, or

(D) perverting the course of justice.

(7) For the avoidance of doubt, the powers conferred by this section and sections 152S to 152W are without prejudice to any other powers of Bailiwick authorities, conferred by this Law, any other enactment, or customary or common law, to obtain information and inspect and copy documents.

(8) Nothing in this section or section 152S to 152U compels the production or divulgence by an advocate or other legal adviser of an item subject to legal professional privilege (within the meaning of section 24 of the Police Powers and Criminal Evidence (Bailiwick of Guernsey) Law, 2003), but an advocate or other legal adviser may be required to give the name and address of any client.

(9) A requirement imposed under this section, section 152S or 152T, or under a warrant granted under section 152U, has effect notwithstanding any obligation as to confidentiality or other restriction upon the disclosure of information imposed by statute, contract or otherwise; and, accordingly, the obligation or restriction is not contravened by the making of a disclosure, or by any other act or omission, pursuant to such a requirement.

Site visits with notice and with agreement.

152S. (1) The Registrar may, at such times, intervals and places as the Registrar deems fit, and -

- (a) in the exercise of the performance of the Registrar's functions, or
- (b) if it is considered desirable to do so by the Registrar for the protection of the interests of the public or any class thereof, or any particular persons, or the reputation of the Bailiwick as a finance centre,

make arrangements with any company for the making, in such manner and for such purposes as may be mutually agreed, of site visits to the offices of the company.

(2) Site visits may take place at any or all of the premises where the activities of the company are conducted or records are maintained by or on behalf of the company.

(3) Where a company fails to co-operate with the Registrar when exercising or attempting to exercise functions for the purposes of this section (whether by declining to reach agreement as to the making, timing or scope of a site visit, or by failing to provide any information or document or to answer any question, or otherwise), that failure may be taken into account by the Registrar in deciding whether and in what manner to exercise functions arising otherwise than under this section.

Request for information during site visits.

152T. If the Registrar makes a site visit under section 152S the Registrar may require the officers, servants or agents of the company -

- (a) to produce for examination (whether at the premises of the company or at the offices of the Registrar) any documents held by them,
- (b) to produce copies of any documents in a legible form for the Registrar to take away,
- (c) to answer questions relating to any matters in relation to which the production of information may be required or connected to the purposes of the site visit.

Power of Chairman of the Court to grant a warrant.

152U. (1) If the Chairman of the Court is satisfied by information on oath that there are reasonable grounds for suspecting -

- (a) that a request or requirement under section 152R or 152T has not been complied with,
- (b) that any information or document furnished pursuant to such a request or requirement is false, misleading, inaccurate or incomplete, or
- (c) that if such a request or requirement were made -
 - (i) it would not be complied with,

- (ii) any documents to which it would relate would be removed, tampered with, falsified or destroyed, or
- (iii) the making of the request or requirement or any attempt to enforce it might significantly prejudice any inquiry to which the request or requirement would relate,

the Chairman of the Court may grant a warrant.

(2) A warrant under this section authorises any police officer, together with any other person named or described in the warrant (including, without limitation, the Registrar or any person authorised by the Registrar under section 152W) -

- (a) to enter any premises specified in the warrant using such force as may be reasonably necessary,
- (b) to search the premises and, in relation to any documents or other information appearing to be relevant for the purpose of establishing whether a company has complied with any of the provisions of or under this Law, to take possession of them or to take any other steps which may appear to be necessary for preserving them or preventing interference with them,

- (c) to take copies of or extracts from any such documents or other information,
- (d) to require any person named in, or of a class or description specified in, the warrant -
 - (i) to answer any questions (asked pursuant to the exercise of the Registrar's functions) relevant to establishing whether a company has complied with any of the provisions of or under this Law,
 - (ii) to state to the best of that person's knowledge and belief the whereabouts of any documents or other information described in item (b),
 - (iii) to make an explanation of any such documents or other information.

(3) A warrant under this section ceases to be valid on the expiration of 28 days immediately following the day on which it was issued.

(4) Any documents or other information of which possession is taken under the powers conferred by a warrant under this section may be retained -

- (a) for a period of four months or such longer period as the Chairman of the Court may, when

issuing the warrant or at any time thereafter,
direct, or

- (b) if within that period proceedings to which the documents or other information are relevant are commenced against any person, until the conclusion of those proceedings.

Lien.

152V. Where a person claims a lien on a document, its production pursuant to a request or requirement under sections 152R – 152T or by or under a warrant granted under section 152U is without prejudice to that person's lien.

Exercise of the Registrar's powers.

152W. The Registrar's powers under sections 152R – 152T may also be exercised by any person who has been authorised by the Registrar to do so.

Failure to comply with request or requirement under sections 152R – 152W.

152X. Any person who, without reasonable excuse, obstructs or fails to comply with a request or requirement of a person exercising or purporting to exercise any power conferred by sections 152R - 152W is guilty of an offence and liable to a civil penalty.

Tipping off.

- 152Y.** (1) A person is guilty of an offence if -
- (a) a notice is served on the person under section 152R,

- (b) that notice states that this section applies in respect of that notice, and
- (c) he or she discloses to any person information or any other matter which may prejudice -
 - (i) any criminal or regulatory investigation which is being or may be carried out, whether in Alderney or elsewhere, or
 - (ii) any criminal or regulatory proceedings which have been or may be initiated, whether in Alderney or elsewhere,

which are connected with the service of that notice.

(2) Nothing in subsection (1) makes it an offence for an Advocate or other legal adviser ("L") to disclose any information or other matter -

- (a) to, or to a representative of, a client of L in connection with the giving by L of legal advice to the client, or
- (b) to any person -
 - (i) in contemplation of or in connection with legal proceedings, and

(ii) for the purpose of those proceedings.

(3) Subsection (2) does not apply in relation to any information or other matter which is disclosed with a view to furthering any criminal purpose.

(4) In proceedings against a person for an offence under this section, it is a defence to prove that the person did not know or suspect that the disclosure was likely to be prejudicial in the way mentioned in subsection (1).

General

Appeals.

152Z. (1) A person aggrieved by a decision of the Registrar made under this Law may appeal to the Court against that decision on the grounds that -

- (a) the decision was ultra vires or there was some other error of law,
- (b) the decision was unreasonable,
- (c) the decision was made in bad faith,
- (d) there was a lack of proportionality, or
- (e) there was a material error as to the facts or as to the procedure.

(2) An appeal under this section shall be instituted -

- (a) within a period of 28 days immediately following the date on which notice in writing of the decision was served by the Registrar on the person to whom the decision relates (or such other period as the Court may in any particular case direct), and
- (b) by summons served on the Registrar stating the grounds and material facts on which the appellant relies.

(3) The Registrar may, where an appeal under this section has been instituted, apply to the Court, by summons served on the appellant, for an order that the appeal shall be dismissed for want of prosecution; and, on hearing the application, the Court may -

- (a) dismiss the appeal or dismiss the Registrar's application (in either case on such terms and conditions as the Court may direct), or
- (b) make such other order as the Court considers just,

and the provisions of this subsection are without prejudice to the inherent powers of the Court or to the provisions of rule 51(2) of the Court of Alderney Civil Rules, 2005.

- (4) On an appeal under this section the Court may -
- (a) set the decision of the Registrar aside and, if the Court considers it appropriate to do so, remit the matter to the Registrar with such directions as the Court thinks fit,
 - (b) confirm the decision, in whole or in part, or
 - (c) make such other order as the Court considers just, including, without limitation -
 - (i) in relation to an application in respect of a civil penalty, the order may increase the amount of the civil penalty for which the company is liable, and
 - (ii) in relation to an application in respect of a striking off under section 107(1)(g), the execution of the order may be stayed subject to the payment of any outstanding criminal penalties, fees or civil penalties by the company or such other person as it thinks just.

(5) On an appeal under this section the Court may, upon the application of the appellant, and on such terms as the Court thinks just,

suspend or modify the operation of the decision in question, pending the determination of the appeal.

(6) An appeal from a decision of the Court made under the provisions of this Law lies, with leave of the Court or the Royal Court sitting as an Ordinary Court, to the Royal Court sitting as an Ordinary Court on a question of law.

(7) Save in any case where there is express provision in this Law to the contrary, and subject to subsection (5), the making of an appeal under this section does not suspend the effect of that decision."

Amendments to Part XXII.

14. (1) In section 155, for subsection (1)(a) substitute -

"(a) under section 34(2), 40(2), 52(2), 76(2), 85(4), 94(3), or under paragraph 10(2) of Schedule 7, is liable on summary conviction to a fine not exceeding level 2 on the Alderney uniform scale,

(ab) under section 14(2), 17(5), 27(7), 27A(2), 29(5), 32(1C), 32(7), 33(3)(c), 36(3), 66(2), 69(4), 70(4), 71(2), 72(4), 73(6), 93(3), 102(3) or 106(7), is liable on summary conviction to a fine not exceeding level 3 on the Alderney uniform scale,

(ac) under section 37(5) and 77(1A), is liable on summary conviction to a fine not exceeding

level 5 on the Alderney uniform scale,

- (ad) under section 152H(8), or 152HA(2) is, as is set out therein, liable on summary conviction to a fine not exceeding level 5 on the Alderney uniform scale".

(2) In section 155(1)(d), in the appropriate numerical order insert 152X, and 152Y.

(3) After section 155 insert -

"Civil penalties.

155A. (1) This section applies to companies which are liable to a civil penalty.

(2) If the Registrar is satisfied that a company is liable to a civil penalty the Registrar may make an order directing it to pay the civil penalty.

(3) The Registrar may, if the Registrar thinks fit, make regulations concerning civil penalties, including provision for -

- (a) the amount of the civil penalty, and
- (b) the imposition and amount of additional daily penalties.

(4) Where regulations make provision for the for the imposition of additional daily penalties, an order of the Registrar under

subsection (2) directing a company to pay a civil penalty may provide that an additional daily penalty shall accrue after the date of the imposition of the original penalty without further notice.

(5) In default of payment of a civil penalty, the Registrar may proceed to enforce payment as if the amount due were a civil debt.

Appeal against civil penalties.

155B. A company aggrieved by an order made by the Registrar under section 155A(2) may apply to set it aside or modify it in accordance with section 152Y.

Relationship of civil penalties with prosecutions.

155C. (1) A company is not liable to a civil penalty if a prosecution in respect of the matter has been commenced.

(2) If the prosecution commences after the civil penalty has been paid, the Registrar shall repay the civil penalty.

Private reprimands.

155D. (1) Without prejudice to any other powers of the Registrar, where the Registrar considers that, having regard to the conduct of a company, or an officer of a company, in respect of a failure to comply with obligations in respect of the Register of Companies or obligations owed to the Registrar (including, without limitation, the obligations under section 32 to keep and maintain records, documents and information) under this Law or any Ordinance or subordinate legislation made under it, it is appropriate to do so, the Registrar may issue to the company or officer (as the case may be) a private reprimand.

(2) The Registrar may not publish a private reprimand without the consent of the officer in question.

(3) A private reprimand issued under subsection (1) may be taken into account by the Registrar in considering any matter under this Law or any Ordinance or subordinate legislation made under it concerning the company or officer in question.

Public statements.

155E. (1) Without prejudice to any other powers of the Registrar, where in the opinion of the Registrar a company or any officer of a company has contravened in a material particular -

(a) a provision of this Law or any Ordinance or subordinate legislation made under it concerned with obligations in respect of the Register of Companies or obligations owed to the Registrar (including, without limitation, the obligations under section 32 to keep and maintain records, documents and information),
or

(b) any prohibition, restriction, condition, obligation, enforcement requirement, other requirement, duty, direction or arrangement imposed, issued or arising under any such provision,

the Registrar may, if the Registrar considers that to do so would be necessary or desirable in the in the interests of the public or the reputation of the

Bailiwick as a finance centre, publish, in such manner and for such period as the Registrar may determine, a statement to that effect.

The statement may contain such information in respect of any person named therein, and such ancillary, incidental and supplementary information, as the Registrar may determine.

(2) If at any time it appears to the Registrar that a statement published under this section or any information contained in it is or has become misleading, inaccurate or incomplete, or that it is necessary or desirable in the interests of the public or the reputation of the Bailiwick as a finance centre to do so, the Registrar shall make such addition, erasure or other alteration to the statement or content thereof as the Registrar considers necessary.

(3) A statement published under subsection (1) may be taken into account by the Registrar in considering any matter under this Law or any Ordinance or subordinate legislation made under it concerning the company or officer in question.

Imposition of applicable sanctions.

155F. (1) Without prejudice to any other provision in this Law or any Ordinance or subordinate legislation made thereunder imposing duties on the Registrar in respect of the imposition of applicable sanctions, in deciding whether or not to impose an applicable sanction (and, where relevant, the amount or terms thereof), the Registrar must take into consideration the following factors -

- (a) in the case of a contravention of or under any provisions of this Law -

- (i) whether the contravention was brought to the attention of the Registrar by the company or other person concerned, as the case may be,
 - (ii) the seriousness of the contravention, and
 - (iii) the efforts, if any, that have been made to rectify the contravention and to prevent a recurrence,
- (b) the potential financial consequences to the company or other person concerned, and to third parties including customers and creditors of that company or other person, of imposing an applicable sanction,
- (c) the action taken by the Registrar in relation to applicable sanctions in other cases, and
- (d) any other matter the Registrar considers relevant.

(2) In this section and in sections 155G and 155H "**applicable sanction**" means -

- (a) a private reprimand under section 155D,
- (b) a public statement under section 155E.

(3) The list set out at subsection (2) may be amended by regulations made by the Committee.

Notification.

155G. (1) Where the Registrar decides to impose an applicable sanction, he or she must issue to the company or other person, as the case may be, notice of that decision.

(2) A notice under this section must include a statement of the right to appeal under section 152Z.

(3) This section is without prejudice to any provision in this Law or any Ordinance or subordinate legislation made under it requiring the Registrar to give notice before imposing an applicable sanction.

Effect of applicable sanctions.

155H. (1) Subject to subsections (2) and (3), a decision of the Registrar to impose an applicable sanction does not have effect until -

(a) 28 days immediately following the date of the notice of the decision issued under section 155G, or

(b) if an appeal to the Court is instituted within that period under section 152Z, the final determination, or withdrawal, of that appeal,

and for the purposes of this subsection, an appeal shall be deemed not to have been finally determined until the expiration of the time allowed for the institution of an appeal to the Court of Appeal under the Court of Alderney

(Appeals) Law, 1969 or until the determination of any such appeal instituted within that time.

(2) Subsection 1 does not apply to a decision to impose a private reprimand.

(3) Where the Registrar is of the view that it is necessary or desirable to do so –

(a) in the interests of the public, or

(b) in the interests of the reputation of the Bailiwick as a finance centre,

the Registrar may apply to the Court for an order under this subsection directing that the Registrar's decision to impose an applicable sanction should, without prejudice to any appeal in respect of the decision under section 152Z, have immediate effect; and the Court may make an order under this subsection subject to such terms and conditions as it thinks just.

(4) An application by the Registrar for an order under subsection (3) may, with the approval of the Court, and subject to such terms and conditions as the Court may direct, be made ex parte."

(3) In section 163(1), in the appropriate alphabetical order insert the following definitions –

""**the Overseas Aid Commission**" means the body responsible for distributing funds voted by the States of Guernsey for aid and development overseas", and

""**the Social Investment Fund**"" means the company incorporated by the States of Guernsey to provide support and guidance to charitable organisations and others,".

(4) In section 168, after subsection (2) insert -

"(3) The Register of Companies shall contain a record of all companies registered in Alderney pursuant to the provisions of this Law, including -

- (a) a copy of the certificate of registration of the company,
- (b) a record of the name of the company,
- (c) a record of whether the company is a public company or a private company,
- (d) a record of whether the liability of members is limited by shares or by guarantee,
- (e) a record of the date of registration of the company,
- (f) a record of the registration number of the company,
- (g) a record of the address of the registered office of the company,

- (h) a record of the full names of the directors of the company,
- (i) a record of the nature of the activities of the company, whether by reference to a system of classifying purposes or otherwise,
- (j) a record of the usual residential address of each of the directors of the company,
- (k) a copy of the memorandum and articles of the company,
- (l) where relevant, the date of the company's removal from the Register, and
- (m) such other declarations, documents and information contained in applications made to, or otherwise sent to, filed with, or issued by the Registrar under this Law (other than declarations, documents and information containing confidential information) that the Registrar determines, in his or her absolute discretion, should be contained on the Register."

Citation.

15. This Law may be cited as the Companies (Alderney) (Amendment) Law, 2023.

Commencement.

16. This Law shall come into force on the day appointed for this purpose by regulations made by the Committee; and different days may be appointed for different provisions.