

GUERNSEY STATUTORY INSTRUMENT

ENTITLED

The LLPs (Annual Validations) Regulations, 2020*

[CONSOLIDATED TEXT]

NOTE

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* G.S.I. No. 80 of 2020; as amended by the: LLPs (Annual Validation) (Amendment) Regulations, 2023 (G.S.I. No. 114 of 2017).

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ARRANGEMENT OF ARTICLES

- 1-4. Content of annual validation.
- 5. Citation.
- 6. Commencement.

Explanatory Note.

(Made on 1st September, 2020.)

The LLPs (Annual Validations) Regulations, 2020

THE REGISTRAR OF LIMITED LIABILITY PARTNERSHIPS, in exercise of the powers conferred on the Registrar by sections 24 and 113 of the Limited Liability Partnerships (Guernsey) Law, 2013^a and all other powers enabling the Registrar in that behalf, and having consulted with and obtained the approval of the Committee for Economic Development, hereby makes the following Regulations:

–

Content of Annual Validation.

1. In addition to the particulars set out at section 8(3) of the Limited Liability Partnerships (Guernsey) Law, 2013 ("**the Law**") and in the LLPs (Annual Validation) Regulations, 2017^b, the annual validation shall state –

- [(za) the names and addresses of the members,]
- (a) the category or categories of LLP to which it belongs, by reference to a system of classifying LLPs prepared by the Registrar,
- (b) with regard to each [member] who is an individual, whether or not that [member] is licensed to act as a [member] of the LLP,

^a Order in Council No. VI of 2014. ; there are amendments not material to these Regulations.

^b G.S.I. No. 37 of 2017.

- (c) where a [member] who is an individual is not licensed to act as a [member] of the LLP –
 - (i) whether that [member] is unrewarded or is exempt, and
 - (ii) in the case of a [member] who is exempt, the applicable provisions,
- (d) whether the LLP is exempt from the resident agent requirements at Schedule 2 to the Law and, if so, the grounds on which it is so exempt,
- [(e) in relation to a resident agent, if applicable –
 - (i) that the LLP has a resident agent in accordance with the requirements of paragraph 1 of Schedule 2 to the Law,
 - (ii) the particulars of its resident agent required to be entered in its record of resident agent under paragraph 2 of Schedule 2 to the Law,
 - (iii) that the LLP has kept a record of its resident agent and has notified the Registrar of any change in its resident agent or in the details contained in its record of resident agent in accordance with paragraph 2 of Schedule 2 to the Law,

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- (iv) an address for service (and such other contact details for that resident agent as the Registrar may specify),
 - (v) the length of time for which the resident agent has been a member of the LLP or otherwise associated with it,
 - (vi) whether the resident agent has served a notice under section 9 of the Beneficial Ownership Law on any person in respect of the beneficial owners of the LLP within such period as the Registrar may direct,
- (ea) the category or categories of its principal business activities by reference to a system of classifying business activities prepared by the Registrar,]
- (f) other than for LLPs within paragraph (2), whether the LLP has[, in respect of such matters as the Registrar may specify,] an ongoing business relationship with a person licensed or authorised by, or registered with, the Commission, and, if so, the nature of that relationship,
- (g) for LLPs to which this subparagraph applies –
- (i) whether the accounts of the LLP have been audited or otherwise examined by an accountant, and

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- (ii) whether the LLP is directed and managed in Guernsey,
- (h) for LLPs to which this subparagraph applies, the jurisdiction of incorporation of any direct subsidiaries of the LLP and such other matters in relation to those subsidiaries as the Registrar may specify,
- (i) for LLPs to which this subparagraph applies, the location of any real property [or high value asset] held by the LLP, and such other matters in relation to that property [or asset] as the Registrar may specify,
- (j) for LLPs to which this subparagraph applies –
 - (i) the nature of the activities of the LLP,
 - (ii) the locations in which those activities are carried out, and
 - (iii) such other matters in relation to those activities as the Registrar may specify,
- [(k) other than for LLPs within regulation 2, whether the LLP –
 - (i) is a settlor, trustee, protector or beneficiary of an existing express trust (or occupies an equivalent role in relation to another form of legal arrangement), or

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(ii) exercises control over an express trust (or another form of legal arrangement),

and, if so such other matters in relation to that trust or other legal arrangement as the Registrar may specify,

- (l) that the LLP's register of members and record of member' interests is kept and maintained at its registered office in accordance with paragraphs 1 and 1A of Schedule 4 to, the Law, and was correct and current as at the 31st May of the year to which the annual validation relates,
- (m) that the LLP has complied, over the course of the year, with its obligations to keep and maintain records under the Law, including its obligations to keep and maintain records at its registered office under section 21 of the Law,
- (n) that the records required to be kept under the Law (including those kept for the purposes of section 21 and paragraphs 1 and 1A of Schedule 4 to of the Law) are correct and current as at the 31st May of the year to which the annual validation relates,
- (o) that the LLP, where applicable, has complied with its obligations under the Law to deliver copies of documents, or give notice to the Registrar of changes to information filed with the Registrar, as the case may be,

- (p) that the information contained in the annual validation was correct and current as at the 31st May of the year to which it relates.]

[2. Regulations 1(f) to 1(k) do not apply to an LLP which is licensed, authorised or registered by the Commission.]

3. ...

4. For the purposes of these regulations –

- (a) **"directed and managed in Guernsey"** has the same meaning as in the Income Tax (Substance Requirements) (Implementation) Regulations, [2021],
 - (b) **"the Fiduciaries Law"** means the Regulation of Fiduciaries, Administration Businesses and Company Directors, etc (Bailiwick of Guernsey) Law, 2000,
 - (c) **"fiduciary licence"** has the same meaning as in the Fiduciaries Law,
- [(ca) **"high value asset"** means –
- (i) any single item of tangible personal property, or
 - (ii) a collection of items of tangible personal property of the same type held for the primary purpose of financial gain, or the preservation of wealth,

which a reasonable person would believe to have a market value greater than £5 million, and

- (cb) **"market value"**, for the purposes of paragraph (ca), means the price which that single item or collection of items (as the case may be) might reasonably be expected to fetch in a sale in an open market,]
- (d) a [member] is licensed to act as a [member] of the LLP if that [member] holds a fiduciary licence,
- (e) an unrewarded [member] is one who is not rewarded within the meaning of subparagraph (f),
- (f) a [member] is rewarded if that [member] is acting as a [member] of the LLP by way of business within the meaning of the Fiduciaries Law,
- (g) a [member] is exempt if that [member] would be required to hold a fiduciary licence in acting as a [member] of the LLP but for the application of one or more of the exemptions at section 3 of the Fiduciaries Law, and
- (h) the applicable provisions are the subsections of section 3 of the Fiduciaries Law which have the effect of exempting the [member] in question from the requirement to hold a fiduciary licence with regard to his or her acting as a [member] for the LLP,
- (i) a person is linked to an LLP if –

- (i) that person is a [member] of the LLP or is otherwise involved in its management or administration, or
- (ii) an employee or official of that person is a [member] of the LLP or is otherwise involved in its management or administration.

NOTES

In regulations 1 and 4, the word "member" in square brackets, wherever occurring, was substituted by the LLPs (Annual Validation) (Amendment) Regulations, 2023, regulation 2(2), with effect from 17th November, 2023.

In regulation 1, first, subparagraph (za) was inserted, second, subparagraph (e) was substituted and subparagraph (ea) was inserted, third, the words in square brackets in subparagraph (f) and, fourth, in the first and second pairs of square brackets in subparagraph (i) were inserted and, fifth, subparagraph (k) was substituted and subparagraphs (l) to (p) inserted by the LLPs (Annual Validation) (Amendment) Regulations, 2023, respectively regulation 2(3)(a), regulation 2(3)(b), regulation 2(3)(c), regulation 2(3)(d) and regulation 2(3)(e), with effect from 17th November, 2023.

Regulation 2 was substituted by the LLPs (Annual Validation) (Amendment) Regulations, 2023, regulation 2(4), with effect from 17th November, 2023.

Regulation 3 was revoked by the LLPs (Annual Validation) (Amendment) Regulations, 2023, regulation 2(5), with effect from 17th November, 2023.

In regulation 4, first, the figures in square brackets in subparagraph (a) were substituted and second, subparagraphs (ca) and (cb) were inserted, by the LLPs (Annual Validation) (Amendment) Regulations, 2023, respectively regulation 2(6)(a) and regulation 2(6)(b), with effect from 17th November, 2023.

In accordance with the provisions of the Charities etc. (Guernsey and Alderney) Ordinance, 2021, section 52(3), Schedule 8, paragraph 4(1)(c) and paragraph 4(2)(d), with effect from 29th April, 2022, for any reference in this enactment, however expressed, to an organisation that is a charity or other non profit organisation, there is substituted a reference to an organisation that is a non profit organisation.

The Regulation of Fiduciaries, Administration Businesses and Company

Directors, etc (Bailiwick of Guernsey) Law, 2000 has since been repealed by the Regulation of Fiduciaries, Administration Businesses and Company Directors, etc (Bailiwick of Guernsey) Law, 2020, section 62(a), with effect from 1st November, 2021, subject to the savings and transitional provisions in section 60 of the 2020 Law.

Citation.

5. These Regulations may be cited as the LLPs (Annual Validations) Regulations, 2020.

Commencement.

6. These Regulations shall come into force on the day on which they are made.

EXPLANATORY NOTE

*(This note is not part of the Regulations)***

These Regulations widen the category of information that must be provided by limited liability partnerships when submitting an annual validation. This additional information is required in order to assist the Registrar in discharging his or her functions on the basis of risk.

These Regulations will come into force on the day on which they are made.

** The text of this Explanatory Note is as it was when the Statutory Instrument was first made – that is to say that the Explanatory Note has not been updated to take account of any changes made by subsequent amending Statutory Instruments with their own Explanatory Notes.