

Guernsey Registry Newsletter - December 2018

You have received this newsletter because you submitted an annual validation for a non-regulated company in 2018.

Please feel free to share this information with your co-directors/resident agent.

If you are no longer associated with a Guernsey company please disregard this information.

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Introduction

At Guernsey Registry we are gearing up for the year end and this newsletter is intended to remind directors and resident agents of Guernsey companies of key dates and filing requirements.

At the beginning of this year we required all Guernsey companies to file their beneficial ownership information for the first time. I would like to take this opportunity to thank all Registry users for their cooperation and patience during this sometimes challenging process. I would also like to publically thank all the staff at the Guernsey Registry, who have performed brilliantly during some testing times.

For 2019 there will be no requirement to re-file beneficial ownership submissions before filing an annual validation, so the process will be less time consuming and more straightforward.

In addition, following the change of filing deadline for 2018, the deadline for filing annual validations remains the last day of February to give company directors more time to make their submissions.

I would like to remind directors and resident agents of the requirement to keep their beneficial ownership information up to date, and file any changes with the Registry within 14 days of any changes.

As ever, we very much welcome feedback on any aspects of the Registry's services and look forward to receiving suggestions from you by phone, email or in person.

Damon Hackley, Registrar

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.

Annual validation - January/February 2019

Annual validation submissions

All companies must file an annual validation between 1 January and the last day of February each year (except companies incorporated in December the previous year).

The annual validation process and fees are unchanged from last year.

The deadline for annual validation filing was changed last year to the last day of February and this deadline continues to apply going forward.

A late filing fee of £100 per month will apply for all submissions made from 1 March 2019.

Further information on how to file an annual validation can be found on page 3 of this newsletter, and at www.guernseyregistry.com/annualvalidation.

Please note that annual validations can be drafted now but cannot be submitted before 1 January 2019.

Failure to file an annual validation will result in the company being listed for strike off.

**Company annual
validation deadline
28 February 2019**

Beneficial ownership and annual validation

Last year all companies were required to file their beneficial ownership information before filing an annual validation.

This year there will be **no** requirement to re-file beneficial ownership submissions before filing an annual validation, as the beneficial ownership details are required to be kept up to date throughout the year. **The company's record of beneficial ownership must be current as at the date the annual validation is filed.**

The annual validation form does not display the current beneficial ownership information. If there is any doubt as to the contents of the beneficial ownership register for your company you can file a new statement of beneficial ownership by submitting an 'Add/Remove BO Entity Details' form.

Further information is available at www.guernseyregistry.com/beneficialownership.

Companies in voluntary strike off or winding up

Companies in voluntary strike off:

Any company which has applied for a voluntary strike off by 31 December 2018 will not be required to file an annual validation in 2018.

Companies in voluntary winding up:

If the company has appointed a liquidator before 31 December 2018 and remains on the register as at 31 December 2018, an annual validation submission will be required but there will be no fee.

If the final meeting of the liquidator has been held by 31 December 2018, there is no requirement to make an annual validation submission.

How to file an annual validation

Log in to the Online Services Portal

Submissions to the Registry are made using the Online Services Portal - www.greg.gg.

If you have not used the Portal before you will need to register by clicking the 'Register' link at the top right of the page.

Further information is available at www.guernseyregistry.com/onlineservicesportal.

Once logged in you can make submissions for all of your companies using the same online account, provided you have the Entity PINs for each company (see below for more information).

Entity PINs

Each company has its own 4-digit 'Entity PIN' which is required to be entered when making any online submissions for that company. This would originally have been posted to the company's registered office address on Registry headed paper.

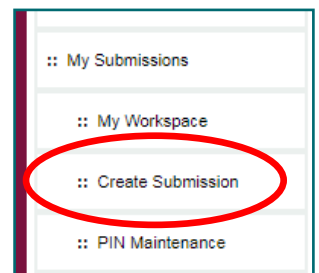
If you have lost the Entity PIN for your company or have never received one, a new one can be requested using the Online Services Portal (select 'Registered Person/Entity PIN Request') or by emailing the Registry at enquiries@guernseyregistry.com, stating the name and registered number of the company. For security reasons, PINs will only be posted to the registered office address of the company.

PINs can also be changed if you wish. [Details of how to change a PIN are available here.](#)

Annual validation form

Once you have logged in to the Portal, the annual validation form is found by selecting 'Create Submission' on the left side of the page, followed by 'Annual Validation—Company'.

The form will open in a new window. After reading the introduction text, click 'Next Page'. You will need to enter your company registration number and the Entity PIN for that company, then click 'Verify Detail'.



The system will display your company information as it was on 31 December 2018.

Any changes made after that date will not show up on the form. Check through the information and if you are happy with the contents, read and tick the declaration at the bottom of the page, then click 'Next Page'.

The system will prompt you for payment, which can be made by cheque or credit/debit card. When you click 'Pay and submit' the system will allow you to view/print a PDF copy of the submission for your records and will give you a 6-digit submission number.

If you elected to make a cheque payment, it must be received within 7 days of the submission being made, and the 6-digit submission number should be written on the back of the cheque.

See www.guernseyregistry.com/annualvalidation for more detailed guidance and further information.

Ongoing filing requirements for companies

Throughout the year, all Guernsey companies are required to make filings with the Registry when certain details change or when some types of resolutions are passed.

These filings are all made using the Online Services Portal at www.greg.gg. Guidance notes on all Registry submissions is available at www.guernseyregistry.com/guidance.

Changes of directors or resident agent

If any directors are appointed or resign from a company, or there is a change to the resident agent, you must inform the Registry within **14 days** of the date of appointment/resignation.

[Further information on filing changes to directors or resident agent is available here.](#)

Change of beneficial owners

If the details of the beneficial owners of a company change, the resident agent must notify the Registry within **14 days** of becoming aware of the change.

Further guidance on beneficial ownership submissions, and information on the definition of beneficial owner for the purposes of registration, is available here: www.guernseyregistry.com/beneficialownership

Change of registered office address

If you move the registered office of your company you must notify the Registry immediately.

The change only officially becomes effective once it has been registered. It is not possible to backdate a change of registered office address. [Information on how to file a change of address is available here.](#)

Please note - documents can still legally be sent to the old registered office for 14 days after the date of the change.

Waiver resolutions

The members of a company may pass waiver resolutions exempting the company from the requirement to have their accounts audited, and exempting the company from the requirement to hold annual general meetings (AGMs).

These resolutions can both be passed either for a year, several years or indefinitely.

If you intend not to have your accounts audited, or hold AGMs, it is important that the members pass the appropriate resolutions and submit them to the Registry.

Waiver resolutions must be filed within **30 days** of being passed.

[Further information on waiver resolutions, including template resolutions, is available here.](#)

Other Registry information

Charity and Non-Profit Organisation renewals

The Registry administers the Register of Non-Profit Organisations under the Charities and Non Profit Organisations (Registration) (Guernsey) Law, 2008.

For those charities/NPOs that are also registered companies, the charity/NPO renewal documentation must be submitted as well as the online company annual validation as they are requirements under two separate pieces of legislation.

Pre-populated charity/NPO renewal forms will be sent to the contact address of all registered charities/NPOs from 1 December 2018.

Completed renewal forms can be returned to the Registry by post or email (enquiries@guernseyregistry.com) from **1 January 2019**.

There is no fee to file a charity/NPO renewal.

Failure to file a charity/NPO renewal can result in the organisation being struck off of the register.

Office opening hours

9:30am - 5pm Monday to Friday

(The office opens at 10am on Wednesdays due to staff training)

Contact details

Telephone: (+44) 1481 743800

Office address: Market Building, PO Box 451, Fountain Street, St Peter Port, Guernsey, GY1 3GX

Email address: enquiries@guernseyregistry.com

Online Services: www.greg.gg

Info website: www.guernseyregistry.com

**Charity/NPO renewal
deadline:
31 January 2019**

Date issued:

05/12/2018