

Guernsey Registry Update - Annual Validation - January/February 2022

You have received this Industry Update because you are currently registered as a Corporate Services Provider (CSP) or Regulated Presenter on the Guernsey Registry Online Services Portal.

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Introduction

The Committee for Economic Development have agreed in principle to make regulations to change the company annual validation dates back to January/February from 2022 onwards. The regulations will be made and come into force at the end of October.

Limited partnership, limited liability partnership and foundation annual validations will continue to be filed in June as in previous years.

Following the addition of new questions to the previous annual validation we have updated the annual validation form to pre-populate the answers given in the previous submission. If any of the information needs to be updated it will be possible to re-submit the additional information directly on the annual validation form. It is hoped that this will help streamline the process for Registry users.

During the last annual validation period there were some reliability issues with the online forms due to very high demand on the system as the deadline approached. Apologies for the problems this caused and thank you for your patience while we worked through these. In planning for the next annual validation process, further work has been carried out to improve the reliability and resilience of the online system.

The compliance rate for the most recent annual validation was high, with 90% of companies having filed by the original deadline of 31 July and 98% having filed by the extended deadline of 31 August.

We are now working through the new civil penalties process for companies that failed to file their annual validations in 2021 or filed late. Further information on how this will work for 2022 is available on [page 5](#).

As ever if you have any feedback or questions on any aspects of the Registry's services please feel free to contact us.

Helen Gains, Registrar

Company annual validation

Change of company annual validation date

From 2022, the company annual validation filing dates will revert back to January and February.

The 2022 company annual validation form will be available for users to draft submissions online from 1 December 2021.

Annual validations will be able to be submitted from 1 January 2022 and the deadline for filing will be 28 February 2022.

**Company annual
validation deadline:
28 February 2022**

There are no plans to change the company annual validation dates again for subsequent years.

Please note that the annual validation filing period for limited partnerships, limited liability partnerships and foundations will remain 1 June - 30 June 2022 as in previous years.

Company annual validation questions

There will be **no changes** to the questions asked on this year's annual validation.

[A list of all possible questions and options for the company annual validation form is available here.](#)

[Full guidance on how to complete the annual validation is available on our guidance notes page here \(updated guidance, including details on pre-population of last year's data will be available shortly\).](#)

Pre-population of information submitted in 2021

The annual validation form will display all of the information given on the previous annual validation.

If the information is still correct (as at 31 December 2021) there will be no need to complete the questions again.

If any of the information is no longer up to date it will be necessary to complete the additional questions again. The form will allow users to complete the questions on the form itself, it will not be necessary to file a separate submission to update the information. Please note that changes to standard company information (e.g. directors, resident agent, registered office address, etc.) cannot be updated on the annual validation form.

Companies that are filing their first annual validation will be required to complete the additional director/resident agent/company purpose questions on this annual validation.

Voluntary strike off - deadline for filing ahead of annual validation

**Company voluntary
strike off deadline:**

**31 December
2021**

Companies that intend to apply for voluntary strike off must have filed a voluntary strike off application by 31 December 2021, otherwise it will be necessary to file and pay for the annual validation in January/February 2022.

Voluntary strike off applications received after 31 December 2021 will not be processed until the annual validation submission has been filed and paid for.

Please note that failure to file an annual validation will result in the company being liable to a civil penalty.

Voluntary winding up - deadlines for filing ahead of annual validation

Companies intending to enter voluntary winding up and appoint a liquidator

Companies that intend to go into voluntary winding up part 1 (appointing a liquidator) must have appointed a liquidator by 31 December 2021 otherwise it will be necessary to file and pay for an annual validation submission in January/February 2022.

Submissions appointing a liquidator with effect from 1 January 2022 onwards will only be accepted if the company has filed and paid for an annual validation in January/February 2022.

Companies in voluntary winding up part 1 (liquidator appointed) as at 31 December 2021

Companies in 'Voluntary winding up part 1 - liquidator appointed' status as at 31 December 2021 must file an annual validation submission by 28 February 2022, however there will be no charge for the submission.

Companies in part 1 voluntary winding up that fail to file an annual validation submission will be liable to a civil penalty.

Companies in voluntary winding up part 2 (liquidator final meeting) as at 31 December 2021

Companies in 'Voluntary winding up part 2 - liquidator final meeting' status as at 31 December 2021 are not required to file an annual validation submission in 2022.

Annual validations for companies in compulsory winding up or administration

Companies in compulsory winding up as at 31 December 2021

Companies in compulsory winding up as at 31 December 2021 must file an annual validation submission by 28 February 2022, however there will be no charge for the submission.

Companies in compulsory winding up that fail to file an annual validation submission will be liable to a civil penalty.

Companies in administration as at 31 December 2021

Companies in administration as at 31 December 2021 must file **and pay** for the annual validation by 28 February 2022.

Companies in administration that fail to file an annual validation submission will be liable to a civil penalty.

Annual validations for companies intending to migrate out of Guernsey

Companies on the register as at 31 December 2021 will be required to file and pay for an annual validation in January/February 2022 before a migration out can be processed.

Annual validations for companies intending to amalgamate

Companies intending to amalgamate after 31 December 2021 must have filed and paid for an annual validation in January/February 2022 before the amalgamation can be completed.

Filing ineffective registered office submissions ahead of annual validation

Where a CSP needs to file a registered office ineffective submission in respect of a company, this must be done on/before 31 December 2021 to avoid needing to file an annual validation.

Companies that are already in 'registered office ineffective' status as at 31 December 2021 will not need to file an annual validation. If the company subsequently files a change of registered office it would need to then file and pay for its annual validation and any civil penalty that may be due.

Ineffective registered office submissions received after 31 December 2021 will be accepted but if no annual validation is filed by 28 February 2022 the company will still be liable to civil penalties.

Removal of directors/resident agents and annual validation

Registry users are reminded that companies (unless they are resident agent exempt) must have at least one director and a resident agent at all times, including while in voluntary winding up.

Companies that have no directors/no resident agent are liable to be struck off under section 355 of The Companies (Guernsey) Law, 2008. However, where an annual validation is due to be filed the company will not be struck off until either an annual validation is filed or the civil penalty process has been completed ([see page 5 for further information on the process](#)).

Strike off of companies that fail to file an annual validation

The Registry has this year received a number of queries from corporate services providers intending to remove companies from the register by not filing the annual validation and allowing the company to be struck off.

We would remind CSPs that this is not an appropriate course of action.

A company which fails to file an annual validation is guilty of an offence and liable to a civil penalty.

Where a civil penalty is issued for failure to file an annual validation, the company will not be struck off until the civil penalty process has been completed ([see page 5 for further information on the process](#)).

CSPs wanting to remove companies from the register should follow the appropriate process (voluntary strike off, voluntary winding up, compulsory winding up, etc.) prior to 31 December 2021. Further information on deadlines and procedures for filing voluntary strike off/voluntary winding up submissions is available on pages 2 and 3 of this document and in our [guidance notes here](#).

Beneficial ownership information on annual validation

There is no requirement to re-file beneficial ownership information before filing an annual validation, as the beneficial ownership details are required to be kept up to date throughout the year.

Please note that 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 held by the Registry. If there is any doubt as to the contents of the beneficial ownership register you can file a new statement of beneficial ownership by submitting an 'Add/Remove BO Entity Details' form and selecting the option to 'file a new statement of beneficial ownership'. The Registry is not able to provide copies of previously submitted beneficial ownership filings.

[Further information and guidance on beneficial ownership can be found here.](#)

Civil penalties for failure to file annual validation

Background

Following the coming into force of [The Companies \(Registrar\) \(Fees and Penalties\) Regulations, 2020](#) on 1 January 2021, **all companies that fail to file an annual validation will be liable to a civil penalty.**

This replaces the previous system of late filing fees.

The civil penalties are per company or incorporated cell and will be applied from 1 March 2022 and thereafter, as follows:

- **£250** for companies filing up to one week late, i.e. on or before 7 March 2022,
- **£500** for companies filing up to one week to one month late, i.e. on or before 31 March 2022,
- **£1000** for companies filing up to one month or more late, or failing to file at all.

Please note that companies wanting to be removed from the register must follow the appropriate process (voluntary strike off, voluntary winding up, compulsory winding up, etc.) prior to 31 December 2021.

Companies that fail to file an annual validation will be liable to a civil penalty and will not be struck off until the civil penalty process has been concluded.

Civil penalty process

Every company that fails to file an annual validation by 28 February 2022 will be sent a letter to their registered office address on 1 March advising that they are now liable to a civil penalty.

The status of every company that fails to file an annual validation will be changed to 'In Default' until the annual validation is filed.

Where the Registrar is satisfied that a civil penalty should be issued, a civil penalty order will be sent to the registered office of the company by recorded delivery. The order will set out how the civil penalty should be paid (please note that civil penalties cannot be paid using a Registry account) and the company will have 28 days from the date of the order to pay the civil penalty.

Failure to pay a civil penalty

If a company fails to pay a civil penalty the Registrar may proceed to enforce payment as if the amount were a civil debt.

Appeals against a civil penalty order

A company can apply to the Court to set aside or modify an order to pay a civil penalty made by the Registrar in accordance with section 511 of [The Companies \(Guernsey\) Law, 2008](#).

An application must be made within 21 days of receipt of the order and the applicant should give notice of the application to the Registrar.

Once a civil penalty order is issued it is not possible to appeal directly to the Registrar.

Civil penalties for failure to file annual validation issued in 2021

The Registrar has issued civil penalty orders to a number of companies this year for failure to file the annual validation due by 31 August 2021.

The number of civil penalties issued to date this year is as follows:

- £250 civil penalty (annual validation filed up to one week late) - **89**
- £500 civil penalty (annual validation filed up to one week to one month late) - **46**
- £1000 civil penalty (annual validation up to one month or more late or not filed at all) - **60**

All companies that failed to file an annual validation in 2021 will be issued with a £1000 civil penalty.

2022 company annual validation summary/timeline

1 December 2021

Companies incorporated on/after 1 December 2021 will not be required to file an annual validation submission.

The company annual validation form will become available on 1 December 2021 for users to draft submissions.

31 December 2021

Deadline for filing voluntary strike off, voluntary winding up, ineffective registered office applications. Any company that files one of these applications after 31 December 2021 will be required to file and pay for the annual validation.

Any company that files a voluntary strike off application on/before 31 December 2021 will not need to file an annual validation.

Companies in part 1 voluntary winding up as at 31 December 2021 must file an annual validation but there will be no charge.

Companies in part 2 voluntary winding up as at 31 December 2021 do not need to file an annual validation.

Companies in administration as at 31 December 2021 must file **and pay** for an annual validation.

Companies in compulsory winding up as at 31 December 2021 must file an annual validation but there will be no charge.

1 January 2022

Annual validation submissions will be accepted by the Registry.

28 February 2022

Annual validation deadline.

1 March 2022

All companies that have not filed an annual validation submission by 28 February 2022 will be liable to a civil penalty from 1 March 2022.

Guernsey Finance Funding Levy

**Guernsey Finance Funding Levy deadline:
31 January 2022**

The Guernsey Finance Funding Levy is due in January 2022 for all companies licenced by the Guernsey Financial Services Commission.

A late filing fee of £250 per month will apply to all Guernsey Finance funding submissions made from 1 February 2022.

Licensees who have made a 'nil' return in a previous year do not need to file again (unless they now have employees).

New licensees (first licenced during 2021) will be notified of their GFF reference number by post from early December 2021.

Further information on the Guernsey Finance Funding Levy, including how to calculate the number of FTE and how to make the submission, is available here: <http://www.guernseyregistry.com/GFF>.

Charity and NPO Renewals

**Charity/NPO renewal deadline:
31 January 2022**

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

Every registered charity/NPO must apply to renew its registration on an annual basis, at the commencement of each calendar year.

Pre-populated charity/NPO renewal forms will be sent to the contact address of all registered charities/NPOs from early December 2021.

Charities/NPOs can contact the registry to request an email copy of the annual renewal form if they would prefer this.

Completed renewal forms can be returned to the Registry by post or email (enquiries@guernseyregistry.com) from **1 January 2022**.

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

Registry notices and updates

Online search update

Following feedback from Registry users, 2021 annual validation forms (which are not available for purchase due to the additional information collected) now show up in the 'Documents' list on the online search. This change will also apply to subsequent annual validations. These documents remain unavailable for purchase by the public and show up as below:

Please note: documents showing 'n/a' are not publicly available so cannot be purchased.

Show records per page

Sub Ref Num	Sub Status	Sub Type	Doc Type	Rec Date	Reg Date	Scanned	Num Pages	Buy Electronic	Buy Certified
905700	Registered	Change Address	Change of Reg Office Address Form	13-Apr-2021	13-Apr-2021	Yes	2		
915228	Registered	AV Non Regulated Companies	Annual Validation Form - Additional Information	22-Jun-2021	22-Jun-2021	Yes	18	n/a	n/a

Displaying 21 - 22 of 22 records. Page 5 of 5

Account balances and statements

Registry account holders are reminded of the payment terms for credit accounts.

The closing balance on the account is due in full within 30 days of the account statement being issued.

Failure to pay may result in the account being frozen until payment is made.

Where payments are made by BACS please include a clear reference with the payment (i.e. the account number or name) to help us apply the payment to the correct account as quickly as possible. It would also be useful if you could email a remittance advice to enquiries@guernseyregistry.com.

Account statements are issued on the first working day of every month, and a reminder email is sent to all account contacts when the statements become available to view on the Online Services Portal.

Please note that account credit limits will be increased as appropriate during December for the upcoming annual validations. Please contact us if you would like to inform us of the credit limit you are likely to need.

Further information on credit accounts is available here: <http://guernseyregistry.com/creditaccounts>.

Company classifications - Category 5 - CSP Administered Companies (inc. res agent and/or reg office)

CSPs are reminded that any companies which are in receipt of registered office and/or resident agent services from a licensed fiduciary must be in 'Category 5 - CSP Administered Companies (inc. res agent and/or reg office)', as prescribed by [The Companies \(Registrar\) \(Fees and Penalties\) Regulations, 2020](#).

This specifically includes any companies with their registered office at an address associated with a CSP. Company administration (including provision of a registered office or accommodation address) is a regulated activity under the Fiduciaries Law, and there is an obligation under the Companies Law for statutory records to be kept at the registered office address.

The Registry will shortly be undertaking a review of company classifications and will be contacting CSPs where there are any queries regarding the classification of companies under their administration and/or registered at their address.

Office opening and contact details

In the first instance we would encourage all of our customers to review the comprehensive guidance and information available on www.guernseyregistry.com before contacting us.

If you are unable to find what you need please feel free to contact us with your questions using the details below.

Opening hours

The Guernsey Registry office is open for visitors 10am - 4pm Monday to Friday.

When visiting our office you will be required to provide contact details, in case track and trace is required.

Contact details

Email address: enquiries@guernseyregistry.com

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

Telephone: 01481 222800

(Our telephone service is available Monday to Friday 10am - 4pm only)

Websites: Information and guidance - www.guernseyregistry.com

Online submissions portal - www.greg.gg

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.

Date issued:
15/10/2021

