



Jersey Financial
Services Commission

Registered office requirements

Issued: February 2024

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1 Introduction

- 1.1 This guidance note sets out the law and procedure in relation to the registered office requirements for companies and other entities. In particular, it focuses on when a company changes its registered office or there is an objection to the use of the registered office.
- 1.2 As well as registered office requirements under the Companies (Jersey) Law 1991 (CJL), international standards on combating money laundering and the financing of terrorism and proliferation require that accurate registered office address details of companies and other legal persons are publicly available.

2 Companies Law requirements

- 2.1 The CJL requires that a company shall have a registered office in Jersey at all times.
- 2.2 In order to comply with this requirement, the occupier of the registered office premises must authorise their use for that purpose.
- 2.3 The registrar may refuse to incorporate a company, or to require it to change its registered office, if not satisfied that the occupier of the registered offices premises authorises their use for that purpose (Article 67 CJL).
- 2.4 There are additional requirements in Articles 44, 83, and 99 to keep at the registered office the following: the register of members, the register of directors and secretary, and the minutes of general meetings and shareholders meetings.
- 2.5 A table in Appendix 1 contains the details of all the records that must be kept at the registered office of companies and other entities as well as the criminal penalties for non-compliance.

3 Change of registered office / objection to registered office

- 3.1 A company may change registered office and must give notice to the registrar (Article 67(5)). The change of registered office does not take effect until registered by the registrar. The registrar can refuse to register the notice if not satisfied that the occupier of the premises authorises their use by the company as its registered office and must give notice to the company of the refusal (Article 67(8)).
- 3.2 In practice, unless the premises are those of a TCB, Registry will check the occupier of the premises and cross-check this against the addresses of the significant persons of the company. For example, is it the address of the company secretary or a director? If not, Registry will query the rationale for using the premises and will require sight of a lease and utility bill or other documentation to verify this. Where it is not a recognised address, they will also satisfy themselves that the address is genuine and not simply a letterbox or vacant address which would put the company in breach of the other registered office requirements.
- 3.3 At any point, an occupier of premises can file a notice of objection with the registrar if it no longer wishes the premises to be used as a company's registered office (C14A form). In practice, this often happens when a TCB withdraws its services from a company to put the

registrar on notice that the TCB no longer authorises use of its address by the company as its registered office.

3.4 Once an objection notice has been received

→ the registrar will send the company notice in writing that they are no longer satisfied the registered office address is authorised for use by the occupier

→ on receipt of the notice, the company has 14 days to change its registered office (Article 67(6)). The notice will also be sent to all the members of the company or, in the case of a public company, to all the directors.

3.5 Registry may ask an occupier to file a C14B form to confirm that they have no objection to use of their premises as the registered office of the company.

4 Appeal

- 1.1 The company has a right of appeal to the court within 28 days of receiving a notice from the registrar in relation to the occupiers of the address not authorising its use as the registered office (**Article 67B**).
- 1.2 The court can either confirm or reverse the decision of the registrar and make an order for costs if it thinks fit. There have never been any appeals to the court as far as Registry recall.

5 Other entity types

- 5.1 The other legal persons (limited liability partnerships, separate limited partnerships, incorporated limited partnerships, limited liability companies) and limited partnerships all have almost identical provisions in their respective entity legislation, with the exception of foundations.
- 5.2 This is because foundations have a “business address” rather than a registered office address. The business address of a foundation is the business address of the qualified member of the council.
- 5.3 Foundations are required to have a qualified member which must be registered under the Financial Services (Jersey) Law 1998 to carry on trust company business within category “OA” under the Financial Services (General Provisions) (Jersey) Order 2009. A foundation must provide for the appointment of a new qualified member “as soon as reasonably practicable” when the existing member retires, dies or otherwise ceases to act.