Jersey Financial Services Commission

Continuance In checklist

This checklist will help you prepare everything you need before completing the Continuance In section of the Company Incorporation application.

It follows the structure of the questions on the 'Continuance In' tab and is designed to help you avoid common errors that can cause applications to be returned.

Visit continuance in (jerseyfsc.org) for more information on the process.

Note:

- the 'Continuance In' tab will only appear when you select the 'Continuance In – 5 Day SLA' fee on the Company Incorporation submission via myRegistry
- You are **not** required to submit this checklist with your submission.

Mandatory submission information required	Checklist
Name of company to be continued into Jersey	☐
Current registration number	☐
Current date of registration	☐
Current jurisdiction of incorporation	☐
Contact email address of the registry department/ registrar of companies (or equivalent)	☐
Address of the company's current registered office in country or territory of incorporation	☐
Proposed date of registration of continuance in (if known)	☐
Are you required to obtain consent for the proposed continuance from the current jurisdiction?	**Yes** or **no**
Does the company have an interest in immovable property in Jersey?	**Yes** or **no**

Mandatory documentation to be uploaded		Checklist
Current Memorandum and Articles	Certified copy required. Certification may be carried out by an appropriately authorised person in the company's current jurisdiction, in accordance with Article 127K(1)(A) of the Companies (Jersey) Law 1991.	☐
Financial Statements	To the year-end, not exceeding 12 months prior to the application. For Public Companies, these must be audited. For Private Companies which do not require an audit in the jurisdiction they have been prepared in, please confirm no audit is required.	☐
Statutory statement of solvency	Signed by each person who is a director of the applicant in accordance with Article 127W; having made full inquiries into the affairs of the applicants, the directors reasonably believe that:	☐
	› (1)(a) the applicant is and, if the application is granted, will upon the issue to it of a certificate of continuance, be able to discharge its liabilities as they fall due; and	☐
	› (1)(b) that having regard to the Company, › I. the prospectus of the Company, › II. the intentions of the directors with respect to the management of the Company's business, and › III. the amount and character of the financial resources that will in the directors' view be available to the Company, › the Company will be able to - › I. continue to carry on business, and › II. discharge its liabilities as they fall due, until the expiry of the period of 12 months immediately following the date on which the statement is signed. › until the expiry of the period of 12 months immediately following the date on which the statement is signed.	☐
	› (3) Where new Directors will be appointed on continuance, the statement must include a declaration, as stated in Article 127w (3), signed by each person who is to be a director upon its continuance.	☐
	Signed by each of the Directors.	☐

Advocate's certificate of compliance:	Signed and received in accordance with Article 127K(2).	☐
	127K (2) (d) & (e) can be accepted from the Directors;	
	› (a) that the body corporate is authorized, by the laws of the jurisdiction under which it is incorporated, to make the application to the Commission;	☐
	› (b) where the constitution of the body corporate or the law of that jurisdiction requires that any authorization be given for the application to the Commission, that it has been given;	☐
	› (c) that if a certificate of continuance is issued under Company Law pursuant to the application under Article 127K(2), the body will thereupon cease to be incorporated under the other jurisdiction;	☐
	› (d) that if a Certificate of Continuance is so issued, the interests of the members and the creditors of the body corporate will not be unfairly prejudiced;	☐
	› (e) that the body corporate is not prevented by Article 127I from making the application (if not covered separately by way of directors' representation).	☐
A statement signed by Directors or Advocate in accordance with Article 127I	127I Statement may be included with the Declaration of Solvency signed in accordance with 127W above and must include:	☐
	› The Company is not being wound up, or is in liquidation or is subject to a declaration under the Désastre Law.	☐
	› The Company is not insolvent.	☐
	› The Company has not appointed a receiver, manager or administrator (by whatever name any such person is called), whether by a court or in some other manner, in respect of any property of that body corporate or Company.	☐
	› The Company has not entered into a compromise or arrangement with a creditor (not being a compromise or arrangement approved by the Commission) and that compromise or arrangement is in force.	☐
	› An application is pending before a court for the winding up or liquidation of that body corporate or Company, or to have it declared insolvent, or for a declaration under the Désastre Law, or for the appointment of such a receiver, manager or administrator or for the approval of such a compromise or arrangement.	☐
	Signed by each of the Directors.	☐

Letter of consent	If you are required to obtain consent for the proposed continuance from the current jurisdiction. Attach a letter of consent from the Registry (or equivalent) in the current jurisdiction, where the company is registered.	☐
Interest in immovable property in Jersey	If the company has an interest in immovable property in Jersey, provide confirmation that the **Judicial Grefe** has been notified **28 days prior** to the continuance being completed (Article 214)	☒