

## Registry API Guidance – Amend Share Capital

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| Version | Date          | Change             |
|---------|---------------|--------------------|
| V1.0    | 03 March 2021 | Document published |
|         |               |                    |
|         |               |                    |
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## 1 Introduction

### 1.1 Service overview

The Amend Share Capital service allows regulated service providers to add, remove and update the registered share capital details associated with registered companies.

You will only be able to make calls to this service for entities for which you are a Nominated Person.

This service can be used in either of the following two scenarios:

- a) As part of the transition process to confirm the current share capital structure of the company,  
OR
- b) To amend the share capital details of the company as a result of a special resolution.

This service is intended to provide API channel users with an alternative route to completing the ‘*Special Resolution - Amend Share Capital*’ application form in myRegistry.

### 1.2 Related API Services

It is anticipated that you will need to reference the following related API services to issue requests to this service.

| # | API Service           | Related Usage                                                                                                                                                                                                                                                                                             |
|---|-----------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | GetEntityInformation  | This service returns the current information (public and private) that the JFSC holds on record for a registered entity. This service can be called for entities for which you are a nominated person.                                                                                                    |
| 2 | GetCountries          | This is a reference data look-up service that returns ISO codes for ‘Nationality’ and ‘CountryOfRegistration’. The ‘GetCountries’ service returns ISO 3166-1 codes in alpha 2 format e.g. JE = Jersey                                                                                                     |
| 3 | CheckSubmissionStatus | Following an API service submission you can use this service to request the processing status (with reference to a unique submission reference number).                                                                                                                                                   |
| 4 | UploadAttachment      | This service allows users to upload attachments prior to submitting related API filings. Once the attachment has been accepted a barcode number is issued which can be used in subsequent filings. In the case of the Amend Share Capital service, the attachment would be the special resolution passed. |

### 1.3 Fees

No fees are applicable for this service (accurate as at 1 January 2021).

Please refer to the schedule of fees for Registry services that is published on the JFSC website [www.jerseyfsc.org](http://www.jerseyfsc.org).

### 1.4 Guidance

This document does not provide guidance regarding the new reporting obligations or interpretation of the new Registry Law.

API users that require further guidance should refer to the guidance and documentation provided on the JFSC website and on the Collaboration Portal (Zoho).

### 1.5 API Integration guidelines

API integration guidelines are available for download on the Collaboration Portal (Zoho) within the **Files > API Integration Guidelines** section. The API integration guidelines document provides essential security, configuration and integration detail in addition to the application and on boarding process.

If you do not have access to Zoho, you may request access via the [registryAPI@jerseyfsc.org](mailto:registryAPI@jerseyfsc.org) or [registryProgramme@jerseyfsc.org](mailto:registryProgramme@jerseyfsc.org) or [registryAPI@jerseyfsc.org](mailto:registryAPI@jerseyfsc.org) email address.

### 1.6 Registry API Support

Any questions or clarifications regarding this document should be directed to the Registry API team by email at [registryAPI@jerseyfsc.org](mailto:registryAPI@jerseyfsc.org)

## 2 Intended use

### 2.1 Use cases

The Amend Share Capital service is provided to allow nominated persons to complete the following use cases.

| # | Use Case                                                                                                                                                                                  | Example                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|---|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Add / Update/ remove share capital structures associated with a company                                                                                                                   | <p>A new share capital structure for a limited number of shares is to be registered against an existing company entity. At the same time, an existing share capital structure relating to an unlimited amount of shares will be removed.</p> <p>A special resolution is required to be passed for this use case as the structure is being changed. The <i>IsSpecialResolution</i> flag should be set to true and the special resolution needs to be uploaded in advance as a file attachment using the <i>UploadAttachment</i> service.</p> |
| 2 | Transition – confirm the current share capital structure of the company. This needs to be completed prior to completing the <i>AmendAssociatedParties</i> in accordance with the new Law. | <p>Before calling the amend associated parties service to add the significant persons and members, you will need to call this service to confirm the current share structure and classes that currently exist within the company.</p> <p>A special resolution is not required to be passed in this use case as the structure is not being changed. The <i>IsSpecialResolution</i> flag should be set to false and no file attachment is required.</p>                                                                                       |

### 2.2 Service usage principles

The following principles must be adhered to when submitting Amend Share Capital service calls:

1. The share class ID is returned in the response message when a new share capital structure is registered. The IDs are therefore retrieved via a subsequent service call to the *GetEntityInformation* service. The IDs must be provided in any subsequent requests to the amend share capital service when amending or removing individual share capital structures.
2. When amending or removing an existing share structure, you must populate all of the data, including those data elements that remain unchanged. In a scenario where there are multiple share structures for the same company entity, and you are only amending (or removing) a single share structure, you will need to provide full details for all share structures. This is currently required for validation purposes. **Note:** *all of the current share structure field values are available and returned via the GetEntityInformation service.*
3. The change type field (Add, Amend, Remove, Unchanged) supports the application of business rules and validation. When adding a new Share Structure set the 'ChangeType' value to 'ADD' on the Share Structure object. Do not provide a 'ShareClassID' as this will be auto generated by the system.

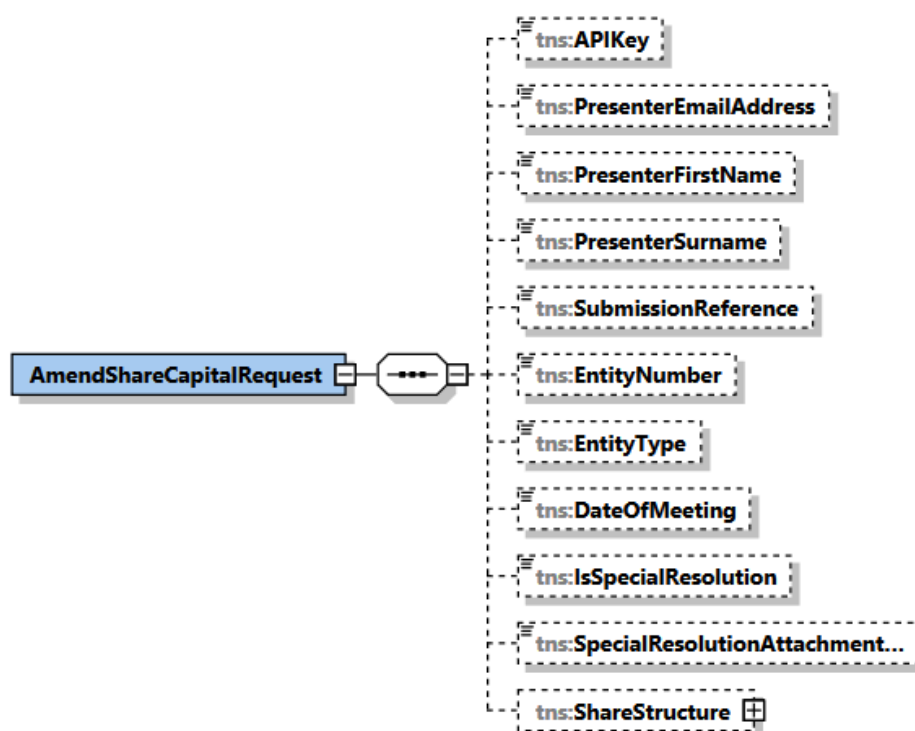
## 2.3 Service documentation and mandatory fields

A service description is published and maintained for each release at the following location:

<https://myreg-stg.api.jerseyfsc.org/documentation>

## 3 Service request message

In order to submit an Amend Share Capital service call you will need to build up the *AmendShareCapitalRequest* object. The structure of the request object is represented in the following diagram.



An overview of the individual elements is provided in the following table.

| Element                      | Description                                                                                                                                                                                                                        | Cardinality   |
|------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|
| <b>APIKey</b>                | The API key that is issued to your organisation by the JFSC                                                                                                                                                                        | 1 - mandatory |
| <b>PresenterEmailAddress</b> | Each user of the API will need to be issued with a Registry customer account. This can be administered by your lead administrator via the myRegistry portal.<br><b>Note:</b> Test API users will be provided with test credentials | 1 – mandatory |
| <b>PresenterFirstName</b>    | The first name of the individual submitting the service call                                                                                                                                                                       | 1 – mandatory |
| <b>PresenterSurname</b>      | The Surname of the individual submitting the service call                                                                                                                                                                          | 1 – mandatory |

|                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                  |
|-------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|
| <b>SubmissionReference</b>                | This is an optional input parameter that should be provided when a returned submission is being resubmitted.                                                                                                                                                                                                                                                                                                                                                                                    | 1 – optional                                                                     |
| <b>EntityNumber</b>                       | The registered number of the entity that the Share Structure is related to e.g. 12345                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                  |
| <b>EntityType</b>                         | The registered type of the entity.<br>Valid Options are:<br>"RegisteredPrivateCompany",<br>"RegisteredPublicCompany",<br>"IncorporatedCellPublic",<br>"IncorporatedCellCompany",<br>"IncorporatedCellPrivate",<br>"ProtectedCellCompanyPrivate",<br>"ProtectedCellPrivate",<br>"ProtectedCellPublic",<br>"ProtectedCellCompanyPublic",<br>"IncorporatedCellCompanyPublic"                                                                                                                       | 1 – mandatory                                                                    |
| <b>DateOfMeeting</b>                      | The date of the meeting to endorse the special resolution of the share capital amendment                                                                                                                                                                                                                                                                                                                                                                                                        | 1 - mandatory                                                                    |
| <b>IsSpecialResolution</b>                | This service should be used during the transition to the new Law to confirm to the JFSC what the current share structure is. When this is the case this field should be set to false.<br><br>Subsequent to the transition period to the new Law, this service should be used to notify the JFSC that a special resolution has been passed by the Company to change the share structure. In this case, this field should be set to true and a file upload of the special resolution is required. | 1 - mandatory                                                                    |
| <b>SpecialResolutionAttachmentBarcode</b> | The barcode for the special resolution document attachment (already uploaded as part of the <i>UploadAttachment</i> service)                                                                                                                                                                                                                                                                                                                                                                    | This field is required when the <i>IsSpecialResolution</i> field is set to True. |
| <b>ShareStructure</b>                     | The share capital structure of the entity                                                                                                                                                                                                                                                                                                                                                                                                                                                       | At least one share structure element must be provided.                           |

### 3.1 Share Structure

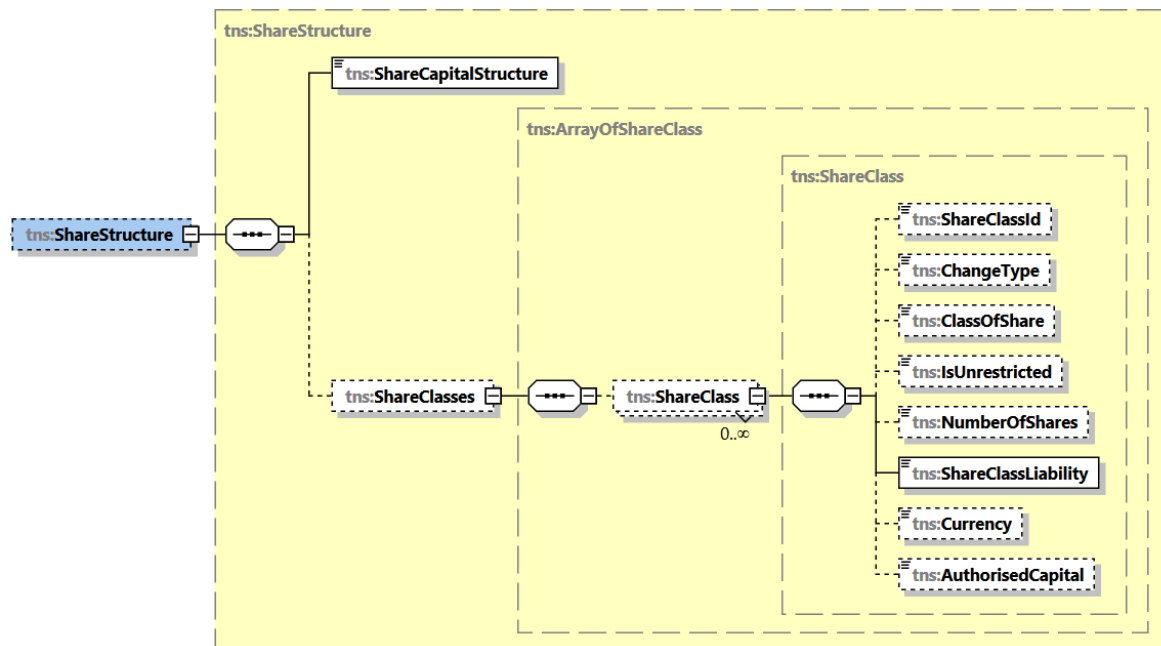
The *ShareStructure* component facilitates the submission of multiple share capital structures each identified by a unique *ShareClassId*.

At least one share capital structure must be provided within the service request message.

Users should note that all share structures must be included (even those “unchanged”) as part of the *AmendShareCapitalRequest* message.

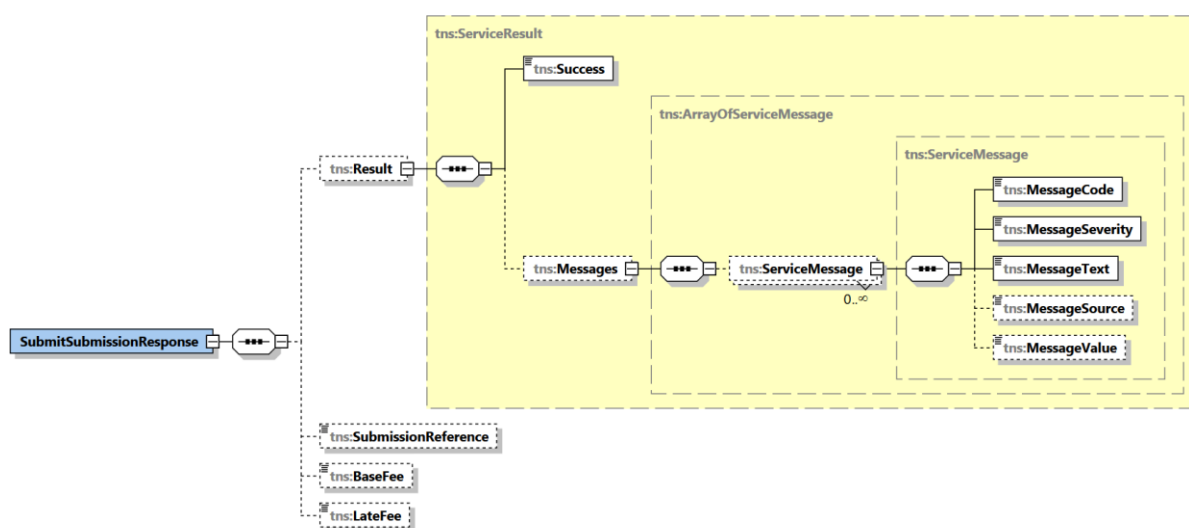
| Element                      | Description                                                                                                                                                                                                                                                                                                                          | Mandatory /Optional |
|------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|
| <b>ShareCapitalStructure</b> | Share capital structure of company (valid options are: "ParValue", "NoParValue")                                                                                                                                                                                                                                                     | Mandatory           |
| <b>ShareClassId</b>          | The ID of the share class structure                                                                                                                                                                                                                                                                                                  | Optional            |
| <b>ChangeType</b>            | Specify the type of change being made to the share structure (valid options are "Add"; "Amend"; "Remove"; "Unchanged")                                                                                                                                                                                                               | Mandatory           |
| <b>ClassOfShare</b>          | The associated class of these share type                                                                                                                                                                                                                                                                                             | Mandatory           |
| <b>IsUnrestricted</b>        | This field should be set to true in the case where a Company with a No Par value share structure does not have a restriction on the number of shares that are authorised to be issued.                                                                                                                                               | Optional            |
| <b>NumberOfShares</b>        | The number of shares                                                                                                                                                                                                                                                                                                                 | Optional            |
| <b>ShareClassLiability</b>   | Share Class Liability (valid options are "Limited"; "Unlimited").                                                                                                                                                                                                                                                                    | Mandatory           |
| <b>Currency</b>              | The related currency type (valid options are "GBP", "EUR", "USD", "AED", "ARS", "AUD", "BRL", "CAD", "CHF", "CLP", "CNY", "COP", "CZK", "DKK", "GGP", "HKD", "HUF", "IDR", "ILS", "INR", "JEP", "JPY", "KRW", "MXN", "MYR", "NGN", "NOK", "NZD", "PHP", "PLN", "QAR", "RON", "RUB", "SAR", "SEK", "SGD", "THB", "TRY", "TWD", "ZAR") | Optional            |
| <b>AuthorisedCapital</b>     | The authorised capital amount                                                                                                                                                                                                                                                                                                        | Optional            |

The following graphic represents the various data elements of the *ShareStructure* object.



#### 4 Service response message

The service returns a standard service response message that follows the following structure.



An overview of the individual elements and the context to the AmendShareCapital service request is provided in the following table.

| Element               | Description                                                        | Notes                                                           |
|-----------------------|--------------------------------------------------------------------|-----------------------------------------------------------------|
| <b>Result</b>         | A result object is synchronously returned for each service call.   | N/A                                                             |
| <b>Success</b>        | Boolean indicator if the service request was successful or not.    | N/A                                                             |
| <b>ServiceMessage</b> | Service calls that result in an error will return a ServiceMessage | <b>Message Code:</b> Indicates what the message relates to (see |

|                            |                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                      |
|----------------------------|---------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                            | object with supporting information.                                                                                 | <p>section 4.1 for the Message code (error types).</p> <p><b>Message Severity:</b> If the message relates to Information, Warning, or Error etc.</p> <p><b>Message Text:</b> A long version of the error description.</p> <p><b>Message Source:</b> Whether the service call has failed API validation or core business logic validation.</p> <p><b>Message Value:</b> A short version of the error description.</p> |
| <b>SubmissionReference</b> | Upon receipt of a well-formed and valid service request, the JFSC will return a unique submission reference number. | This submission reference number is an input parameter in subsequent CheckSubmissionStatus requests.                                                                                                                                                                                                                                                                                                                 |
| <b>BaseFee</b>             | N/A                                                                                                                 | No fee is associated with this service.                                                                                                                                                                                                                                                                                                                                                                              |
| <b>LateFee</b>             | N/A                                                                                                                 | No fee is associated with this service.                                                                                                                                                                                                                                                                                                                                                                              |

#### 4.1 Message Code (error types)

- NoPresenterSurnameProvided
- NoPresenterFirstnameProvided
- NoPresenterEmailAddressProvided
- NoEntityNumberProvided
- InternalAPIError
- ActivitySectionRequired (Static API Validation only)
- RiskSectionRequired (Static API Validation only)
- InvalidReserveNameNumber (Static API Validation only)
- InvalidSubmissionReferenceNumber
- SubmissionValidationError
- InvalidApiKey
- EntityNotInPortfolio
- FunctionNotAvailable (Temporarily used when functions are closed but still listed on the WSDL e.g. File upload, Amend Nominated Person, Company Incorporation)
- SubmissionNotMadeByCustomer

The most common error returned to users will be the “Submission Validation Error” which reflects that the service call has failed business logic validation. The message will be further elaborated in the message text. These are the same validation business rules that are applied in the myRegistry portal.