

Incorporating a Guernsey Company

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Introduction

Guernsey is a leading financial services centre. With its excellent reputation and local legal and accounting resources, it has increasingly become a popular jurisdiction in which to incorporate a company.

In this note, we outline the key facts and steps in relation to the incorporation of a new Guernsey Company.

Why incorporate a company in Guernsey?

- Taxation – A general rate of tax payable by a Guernsey company is 0% (some exceptions apply please contact us for further information)
- Separate legal personality – providing asset protection which can help to shield a shareholder's personal assets from company liabilities
- Fast incorporation – once all required information has been received by Dixcart, we can arrange incorporation within twenty-four hours
- Strong reputation and local resources – there are a plethora of professional accounting and legal firms which lend themselves to the smooth running of a Guernsey company. In addition, the jurisdiction is well respected and has an excellent reputation globally and is well

recognised by third party counterparts such as Banks and Lenders.

What are the types of Guernsey company

There are various options available to suit each clients' specific requirements when looking to incorporate a Guernsey company which include:

- Limited liability company (where the shareholder(s) liability is limited by shares or guarantee)
- Unlimited liability company whereby the shareholder is liable to contribute to all of the debts of the company
- Cell company either; (i) a protected cell company (PCC) where assets and liabilities are segregated into separate cells and ring fenced from each other, for a PCC each cell does not have its own legal personality, or (ii) an incorporated cell company where each cell is separately incorporated and has individual legal personality. These types of companies must be approved by the Guernsey Financial Services Commission.

Who are the parties to a Guernsey company

- Directors
 - Can be individual or corporate
 - Minimum of 1
- Secretary
 - May be appointed but this role is optional
- Members
 - Also known as shareholders

- Beneficial Owner
 - The details of which must be kept by the registered agent and some details of which are shared with the Guernsey Registrar of Beneficial Ownership of Legal Persons. It should be noted that under present legislation this information is not publicly available.

How to incorporate a Guernsey company

1. Select a Company name

1. Appoint a Registered Agent / Directors (Dixcart can assist with these aspects)

1. Provide the required due diligence to the corporate services provider on all parties to the Company

1. Review / draft the company statutes such as memorandum and articles of incorporation – the Guernsey Registry do provide standard templates for both Memorandum and Articles

1. Incorporation with the Guernsey Registry by a corporate services provider

To incorporate a company under the Companies (Guernsey) Law 2008, as amended, a licensed corporate services provider must apply to the Registrar of Guernsey Companies. This provider, licensed as a fiduciary by the Guernsey Financial Services Commission, must include the following information in the application:

- The memorandum and articles of incorporation

- The full names and addresses of the first directors and founder member(s)
- The initial share capital or initial guarantee (if applicable)
- The registered office address and resident agent name which must be either a corporate services provider (i.e. Dixcart) or a Guernsey resident director of the company being incorporated

Dixcart Trust Corporation Limited has a Full Fiduciary License granted by the Guernsey Financial Services Commission and can provide registered agent / registered office together with full administration services including the provision of local directors to sit on the board of the company being incorporated.

Please contact advice.guernsey@dixcart.com for further information and to receive an application form for the incorporation of a new Guernsey company.