

ORDRE EN CONSEIL

II
1936

Ratifiant un Projet de Loi

INTITULE

Loi supplémentaire à la Loi relative aux Sociétés Anonymes ou à Responsabilité Limitée

(Enregistré sur les Records de l'Ile de Guernesey
le 21 Mars 1936.)



ORDRE EN CONSEIL



A LA COUR ROYALE DE L'ÎLE DE GUERNESEY.

Le vingt-et-un mars mil neuf cent trente-six, par-devant Victor Gosselin Carey, écuyer, Baillif; présents: William de Prélaz Crousaz, Jean Allés Simon, John Roussel, Osmond Priaulx Gallienne, Arthur Dorey, Geoffrey Alfred Carey, Ernest de Garis, Jean Nicolas Robin, Cyril de Putron, Aylmer Mackworth Drake, John Leale et James Frederick Carey, écuyers. Jurés.

Monsieur le Baillif ayant ce jour communiqué à la Cour un Ordre de Sa Majesté en Conseil en date du trois mars mil neuf cent trente-six ratifiant un Projet de Loi intitulé "Loi supplémentaire à la Loi relative aux Sociétés Anonymes ou à Responsabilité Limitée". La Cour, après avoir eu lecture du dit Ordre, ouïes les conclusions des Officiers du Roi, a ordonné que le dit Ordre sera enregistré sur les Records de cette Ile, duquel Ordre la teneur suit:—

At the Court at Buckingham Palace

The 3rd day of March, 1936.

PRESENT,

The King's Most Excellent Majesty.

LORD PRESIDENT

MARQUESS OF ZETLAND

MASTER OF THE HORSE

MR. CHANCELLOR OF THE DUCHY OF LANCASTER

WHEREAS there was this day read at the Board a Report from the Right Honourable the Lords of the Committee of Council for the Affairs of Guernsey and Jersey, dated the 12th day of February, 1936, in the words following, viz.:—

“YOUR MAJESTY having been pleased by Your General Order of Reference of the 31st day of January, 1936, to refer unto this Committee the humble Petition of the States of the Island of Guernsey, setting forth:—

‘1. That by an Order in Council dated the 29th day of February, 1908, registered on the Records of the Island on the 21st day of March, 1908, His late Majesty King Edward VII was graciously pleased to grant His Royal Sanction to a Bill or *Projet de Loi* intituled “*Loi relative aux Sociétés Anonymes ou à Responsabilité Limitée*”. 2. That by the said Law of 1908 the earlier Law relating to Companies, which was sanctioned by an Order in Council dated the 6th day of November, 1883, was repealed; the said Law of 1908 was expressed to be applicable to Companies registered previously “except in the cases therein mentioned,” but the exceptions included the provisions of the said Law of 1908 conferring a corporate existence on Companies, and the corporate state of pre-existing

companies was not preserved. 3. That representations were made to the Royal Court by the Registrar of Companies (His Majesty's Greffier), through the Law Officers of the Crown, to the effect that a number of Companies listed in the Registers under his care had made no Returns for many years and were obviously obsolete, and that none of such Companies was believed to have any assets in this Island beyond the sum of Five Pounds,—the amount of a deposit paid on incorporation as security against possible fines, penalties and costs. 4. That on the 19th day of October, 1935, the Royal Court, on the recommendation of His Majesty's Procureur, considering it desirable that the unbroken continuity of their corporate state should be definitely established with retrospective effect in favour of Companies which had been registered under the said Law of 1883 and which still existed at the date on which the said Law of 1908 came into operation, and considering also that the existing Law required amplification to provide abbreviated and inexpensive procedure for the removal of obsolete Companies from the Registers, adopted an amended Bill or *Projet de Loi* intituled "*Loi supplémentaire à la Loi relative aux Sociétés Anonymes ou à Responsabilité Limitée,*" and requested the Bailiff to submit the same to the States of Deliberation for approval. 5. That on the 29th day of November, 1935, the said amended Bill or *Projet de Loi* was duly submitted to and considered by the States of Deliberation, when a resolution was passed approving the same with slight modifications and authorizing the Bailiff to present a most humble Petition to His Majesty in Council praying for His Royal Sanction thereto. 6. That the said Bill or *Projet de Loi* is in the words and figures set forth in the Schedule here-

unto annexed. And most humbly praying that His Majesty would be graciously pleased to grant His Royal Sanction to the Bill or *Projet de Loi* of the States of Guernsey intituled "*Loi supplémentaire à la Loi relative aux Sociétés Anonymes ou à Responsabilité Limitée,*" and to order and direct that the same shall have the force of Law within the Island of Guernsey.'

THE LORDS OF THE COMMITTEE, in obedience to Your Majesty's said Order of Reference, have taken the said Petition and the said *Projet de Loi* into consideration, and do this day agree humbly to report, as their opinion, to your Majesty, that it may be advisable for Your Majesty to comply with the prayer of the said Petition and to approve of and ratify the said *Projet de Loi*."

HIS MAJESTY having taken the said Report into consideration, is pleased, by and with the advice of His Privy Council, to approve of and ratify the said *Projet de Loi*, and to order, as it is hereby ordered, that the same shall have the force of Law within the Island of Guernsey.

AND HIS MAJESTY doth hereby further direct that this Order, and the said *Projet de Loi* (a copy whereof is hereunto annexed) be entered upon the Register of the Island of Guernsey and observed accordingly.

And the Lieutenant-Governor or Commander-in-Chief of the Island of Guernsey, the Bailiff and Jurats, and all other His Majesty's Officers, for the time being, in the said Island, and all other persons whom it may concern, are to take notice and govern themselves accordingly.

M. P. A. Hankey.

LOI referred to in the foregoing Order

PROJET DE LOI

INTITULÉ

Loi supplémentaire à la Loi relative aux Sociétés anonymes ou à Responsabilité Limitée

LES ETATS ont approuvé les dispositions suivantes rédigées en anglais, lesquelles moyennant la Sanction de Sa Très Excellente Majesté en Conseil, auront force de Loi en cette Ile.

1.—Notwithstanding the repeal contained in the Law intituled "Loi relative aux Sociétés Anonymes ou à Responsabilité Limitée" sanctioned by Order of His Majesty in Council dated the 29th day of February, 1908, and registered on the Records of this Island on the 21st day of March, 1908 (hereinafter referred to as "The Guernsey Companies Law, 1908") of the Law intituled "Loi relative aux Sociétés Anonymes ou à Responsabilité Limitée" sanctioned by Order of His Majesty in Council dated the 6th day of November, 1883, registered on the Records of this Island on the 1st day of December, 1883 (hereinafter referred to as "the Guernsey Companies Law, 1883") it is hereby declared that such repeal shall be deemed not to have affected the incorporation of any company registered under The Guernsey Companies Law, 1883.

2.—Notwithstanding the provisions of the Guernsey Companies Law, 1908, as from the commencement of this Law the provisions of Articles VIII, IX, X, XI, XII, XIII, XXVI and XXVIII of that Law shall apply to companies registered under the Guernsey Companies Law, 1883, and subsisting after the commencement of this Law.

3.—(1) Where His Majesty's Greffier (in this section referred to as "the Greffier") has reasonable cause to believe that a company is not carrying on business or in operation, he may send to the Company by post a letter inquiring whether the company is carrying on business or in operation.

(2) If the Greffier does not within one month of sending the letter receive any answer thereto, he shall within fourteen days after the expiration of the month send to the company by post a registered letter referring to the first letter, and stating that no answer thereto has been received, and that if an answer is not received to the second letter within one month from the date thereof, a notice will be published in the Guernsey newspapers or newspaper authorised for the publication of official announcements (in this section referred to as "the *Gazette*") with a view to striking the name of the company off the register.

(3) If the Greffier either receives an answer to the effect that the company is not carrying on business or in operation, or does not within one month after sending the second letter receive any answer, he may publish in the *Gazette*, and send to the company by post, a notice that at the expiration of three months from the date of that notice the name of the company mentioned therein will, unless cause is shown to the contrary, be struck off the register and the company will be dissolved.

(4) If, in any case where a company is being wound up, the Greffier has reasonable cause to believe either that no liquidator is acting, or that the affairs of the company are fully wound up, the Greffier shall publish in the *Gazette* and send to the company or the liquidator, if any, a like notice as is provided in the last preceding subsection.

(5) At the expiration of the time mentioned in the notice the Greffier may, unless cause to the contrary is previously shown by the company, strike its name off the register, and shall publish notice thereof in the *Gazette*, and on the publication in the *Gazette* of this notice the company shall be dissolved:

Provided that—

- (a) the liability, if any, of every director, managing officer, and member of the company shall continue and may be enforced as if the company had not been dissolved; and
- (b) nothing in this subsection shall affect the power of the Court to wind up a company the name of which has been struck off the register.

(6) If a company or any member or creditor thereof feels aggrieved by the company having been struck off the register, the Court on an application made by the company or member or creditor before the expiration of twenty years from the publication in the *Gazette* of the notice aforesaid may, if satisfied that the company was at the time of the striking off carrying on business or in operation, or otherwise that it is just that the company be restored to the register, order the name of the company to be restored to the register, and thereupon the company shall be deemed to have continued in existence as if its name had not been struck off: and the Court

may by the order give such directions and make such provisions as seem just for placing the company and all other persons in the same position as nearly as may be as if the name of the company had not been struck off.

(7) A notice to be sent under this section to a liquidator may be addressed to the liquidator at his last known place of business, and a letter or notice to be sent under this section to a company may be addressed to the company at its registered office, or, if no office has been registered, to the care of some director or officer of the company, or, if there is no director or officer of the company whose name and address are known to the Greffier, may be sent to each of the persons who subscribed the memorandum addressed to him at the address mentioned in the memorandum.

4.—Where a company is dissolved, all property and rights whatsoever vested in or held on trust for the company immediately before its dissolution (excluding property held by the company on trust for any other person) shall, subject and without prejudice to any order which may at any time be made by the Court under the last foregoing section of this Law, be deemed to be *bona vacantia* and shall accordingly belong to the Crown and shall vest and may be dealt with in the same manner as other *bona vacantia* accruing to the Crown.

QUERTIER LE PELLEY.

Greffier du Roi.