

# ORDER IN COUNCIL

**XV  
2002**

ratifying a Projet de Loi

ENTITLED

## **The Companies (Alderney) (Amendment) Law, 2001**

(Registered on the Records of the Island of Guernsey  
on the 17th June, 2002.)



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2002

# ORDER IN COUNCIL



IN THE ROYAL COURT OF THE ISLAND OF GUERNSEY

*The 17th day of June, 2002 before Sir de Vic Graham Carey, Bailiff; present:— David Charles Lowe, Esquire, Mrs. Eileen May Glass, Derek Martin Le Page, Stephen Edward Francis Le Poidevin, Alan Cecil Bisson, David Michael Jory, Keith Bichard, OBE, Michael Henry De La Mare, and Michael John Tanguy, Esquires, Jurats.*

The Bailiff having this day placed before the Court an Order of Her Majesty in Council dated the 22nd day of May, 2002, approving and ratifying a *Projet de Loi* of the States of Guernsey entitled “The Companies (Alderney) (Amendment) Law, 2001”, THE COURT, after the reading of the said Order in Council and after having heard Her Majesty’s Comptroller thereon, ORDERED:—

1. That the said Order in Council be registered on the records of this Island; and
2. That an extract of this present Act, together with a copy of the said Order in Council, be sent by Her Majesty’s Greffier to the Clerk of the Court of Alderney for registration on the records of that Island, of which Order in Council the tenor followeth:—

# At the Court at Buckingham Palace

The 22nd day of May, 2002

PRESENT,

## The Queen's Most Excellent Majesty in Council

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 1st day of May 2002 in the words following, viz.:—

“YOUR MAJESTY having been pleased, by Your General Order of Reference of the 22nd day of February 1952, to refer unto this Committee the humble Petition of the States of the Island of Guernsey setting forth:—

“1. That at a Meeting of the States of Alderney held on the 21st day of November 2001, the States adopted a Resolution that a Projet de Loi entitled “The Companies (Alderney) (Amendment) Law, 2001” be approved: That at the meeting of the States aforesaid Your Humble Petitioner was authorised to present to Your Majesty in Council a Petition that the said Projet de Loi be sanctioned: That the said Projet de Loi is as set forth in the Schedule hereunto annexed: And most humbly praying that Your Majesty might be graciously pleased to grant Your Royal Sanction to the Projet de Loi entitled “The Companies (Alderney) (Amendment) Law, 2001” and order that the same shall have force of Law within the Island of Alderney.”

“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.”

HER MAJESTY, having taken the said Report into consideration, is pleased, by and with the advice of Her Privy Council, to approve of and ratify the said Projet de Loi, and to order, and it is hereby ordered, that the same shall have the force of law within the Island of Alderney.

AND HER 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 and Commander-in-Chief of the Island of Guernsey, the Bailiff and Jurats, and all other Her 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.

*G. C. Donald*

# PROJET DE LOI

ENTITLED

## **The Companies (Alderney) (Amendment) Law, 2001**

**THE STATES OF ALDERNEY**, in pursuance of their Resolution of the 21<sup>st</sup> day of November, 2001, have approved the following provisions which, subject to the Sanction of Her Most Excellent Majesty in Council, shall have force of law in the Island of Alderney.

### **Amendment of Law of 1994.**

1. (1) The Companies (Alderney) Law, 1994, as amended<sup>a</sup>, is further amended as follows.

(2) In section 53(1)(f) -

(a) the words "fully paid", wherever appearing, are repealed; and

(b) after the words "a particular currency" insert "or former currency".

(3) After section 53(1)(f) insert the following paragraph -

"(g) where its share capital is expressed in a particular

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<sup>a</sup> Order in Council No. XXXIV of 1994; there are amendments not material to this Law.



currency or former currency, denominate or redenominate it, whether by expressing its amount in units or subdivisions of that currency or former currency, or otherwise."

(4) After section 53(4) insert the following subsection -

"(5) The States may by Ordinance amend the provisions of this section; and any such Ordinance -

- (a) may be amended or repealed by a subsequent Ordinance hereunder;
- (b) may contain consequential, transitional, incidental or supplementary provision (including provision making consequential amendments to this Law)."

(5) After section 60 insert the following section -

**"Share certificates, and reduction of share capital, on conversion, denomination or redenomination of shares or share capital.**

**60A.** Where, whether by operation of law or pursuant to a resolution under section 53(1)(f) or (g) -

- (a) any of a company's shares, the nominal amount of which is expressed in a particular currency or former currency, are converted into shares of a nominal amount of a different currency; or
- (b) a company's share capital, being expressed in a

particular currency or former currency, is denominated or redenominated, whether by expression in units or subdivisions of that currency or former currency or otherwise;

then, notwithstanding any provision to the contrary in the company's articles-

- (i) the company shall not be obliged to issue new share certificates showing the different nominal amounts of the shares in question;
- (ii) the existing share certificates, notwithstanding the conversion, denomination or redenomination, shall continue to be valid; and
- (iii) any reduction of the nominal amounts of the individual shares or of the amount of the company's share capital which is attributable solely to the conversion, denomination or redenomination shall not constitute a reduction of share capital (whether for the purposes of Part X of this Law or otherwise) provided that-
  - (A) the reduction does not extinguish or reduce the liability on any share in respect of capital which is not paid up (and for the purposes hereof a rounding down in accordance with the *lex monetae* or in accordance with the

provisions of section 53(1)(f) of the amount not paid up on any share shall be deemed not to be an extinction or reduction of any such liability);

(B) the reduction does not reduce the net assets of the company; and

(C) the amount of the reduction is credited to a capital redemption reserve which may be applied only in paying up unissued shares which are to be allotted to members as fully paid bonus shares.".

**Citation.**

2. This Law may be cited as the Companies (Alderney) (Amendment) Law, 2001.