

ORDER IN COUNCIL

XII
1996

ratifying a Projet de Loi

ENTITLED

The Companies (Enabling Provisions) (Guernsey) Law, 1996

(Registered on the Records of the Island of Guernsey
on the 17th December, 1996.)



1996

ORDER IN COUNCIL



IN THE ROYAL COURT OF THE ISLAND OF GUERNSEY

The 17th day of December, 1996 before de Vic Graham Carey, Esquire, Deputy Bailiff; present:—Stanley Walter John Jehan, John Edward Morris, Charles Anthony Spensley, Lawrence Oscar Ozanne, John Richard Rowe Henry, Esquires, Mrs. Eileen May Glass, Laurence Lenfestey Guille, Derek Martin Le Page, Stephen Edward Francis Le Poidevin and Alan Cecil Bisson, Esquires, Jurats.

The Deputy Bailiff having this day placed before the Court an Order of Her Majesty in Council dated the 15th day of October, 1996, approving and ratifying a *Projet de Loi* entitled “The Companies (Enabling Provisions) (Guernsey) Law, 1996” THE COURT, after the reading of the said Order in Council and after having heard Her Majesty’s Procureur thereon, ordered that the said Order in Council be registered on the records of this Island of which Order in Council the tenor followeth:—

At the Court at Buckingham Palace

The 15th day of October, 1996

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 7th day of October 1996 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, in pursuance of their Resolution of the 12th day of July 1995, the States of Deliberation at a meeting held on the 28th day of February 1996 approved a Bill or “Projet de Loi” entitled “The Companies (Enabling Provisions) (Guernsey) Law, 1996”, and requested the Bailiff to present a most humble Petition to Your Majesty in Council praying for Your Royal Sanction thereto. 2. That the said Bill or “Projet de Loi” is 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 Bill or “Projet de Loi” of the States of Guernsey entitled “The Companies (Enabling Provisions) (Guernsey) Law 1996”, and to order that the same shall have force of law in 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.”

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 Guernsey.

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.

N. H. Nicholls

(No.XII - 1996)

PROJET DE LOI

ENTITLED

**The Companies (Enabling Provisions) (Guernsey) Law,
1996**

THE STATES, in pursuance of their Resolution of the 12th day of July, 1995(a), 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 Guernsey.

Ordinances as to guarantee and hybrid companies, protected cell companies, migration and amalgamation of companies, shares of no par value, annual returns and merger relief.

1. (1) The States may by Ordinance make such provision as they think fit:
 - (a) for the incorporation in Guernsey of companies limited by guarantee (whether with or without a share capital) and otherwise in relation to such companies; and for the purposes of this paragraph a company limited by guarantee is a company with the liability of its members limited by the memorandum to such amount as the members may respectively thereby undertake to contribute to the assets of the company in the event of its being wound up;
 - (b) for the incorporation in Guernsey of protected cell companies and otherwise in relation to such companies; and for the purposes of this paragraph a protected cell company is a company the assets of which may, subject to the provisions of any Ordinance under this section, be segregated by the company into two or more classes ("cells") each of which shall be protected in such manner as may be prescribed by the Ordinance;

(a) Article VII of Billet d'État No. XIV of 1995.

- (c) in relation to the immigration of companies, whereby a body corporate incorporated under the laws of any country or place outside the Island of Guernsey is registered as a company under the Law of 1994;
- (d) in relation to the emigration of companies, whereby a company registered in Guernsey under the Law of 1994 is removed from the Register of Companies and becomes incorporated under the law of another country or place;
- (e) in relation to the completion, delivery and filing of annual returns, the Greffier's functions in respect of annual returns and otherwise generally in relation to annual returns;
- (f) for the incorporation in Guernsey of companies with power to issue shares of no nominal or par value ("shares of no par value") and otherwise in relation to such shares and the companies which issue them;
- (g) in relation to the amalgamation of companies, whereby two or more companies amalgamate, and continue as one company, which is one of the amalgamating companies or a new company;
- (h) in relation to merger relief and relief in respect of group reconstructions, including (without prejudice to the generality of the foregoing) provision for relieving companies in specified circumstances from the requirements of section 38 (and such other provisions as may be specified) of the Law of 1994.

(2) An Ordinance under this section may amend any provision of the Law of 1994 or modify any provision of or under that Law in its application to companies or shares of any class or description governed by the Ordinance or otherwise in such manner as the States think fit in order to give effect to the provisions of the Ordinance.

(3) An Ordinance under this section may modify the provisions of the Document Duty (Guernsey) Law, 1973(b) and any Ordinance thereunder so as to apply those provisions or any of them, or so as to modify those provisions or any of them in their application, to companies or shares governed by the Ordinance or any class or description thereof.

(4) An Ordinance under this Law-

- (a) may be amended or repealed by a subsequent Ordinance hereunder;
- (b) may contain consequential, incidental, supplemental and transitional provisions;
- (c) may empower the Committee or the Commission, in specified circumstances or for specified purposes, to make regulations, give directions and levy fees;
- (d) may prohibit the doing of anything regulated by the Ordinance otherwise than with the licence or permission of the Committee or Commission;
- (e) may make provision for its enforcement, including provision as to the creation, trial (summarily or on indictment) and punishment of offences;
- (f) may provide that no liability shall be incurred by any specified person or body in respect of anything done or omitted to be done in the discharge or purported discharge of any of their functions under the Ordinance unless the thing is done or omitted to be done in bad faith;

(b) Ordres en Conseil Vol. XXIV, p. 74; there are amendments not relevant to this enactment.

- (g) may make such other provision as the States think fit for the purposes of giving effect to the Ordinance, including the making of consequential amendments to the Law of 1994.
- (5) Any power conferred by this Law to make an Ordinance may be exercised-
- (a) in relation to all cases to which the power extends, or in relation to all those cases subject to specified exceptions, or in relation to any specified cases or classes of cases;
 - (b) so as to make, as respects the cases in relation to which it is exercised-
 - (i) the full provision to which the power extends, or any lesser provision (whether by way of exception or otherwise);
 - (ii) the same provision for all cases, or different provision for different cases or classes of cases, or different provision for the same case or class of case for different purposes;
 - (iii) any such provision either unconditionally or subject to any prescribed conditions.

Interpretation.

2. In this Law, unless the context requires otherwise-

- (a) "the Law of 1994" means the Companies (Guernsey) Law, 1994(c);
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- (c) Order in Council No. XXXIII of 1994.

- (b) expressions used in this Law shall have the same meanings as in the Law of 1994.

Citation.

3. This Law may be cited as the Companies (Enabling Provisions) (Guernsey) Law, 1996.