

KEY FACTS

Companies are incorporated under the Companies (Guernsey) Law 2008 and registration is effected through the Registrar of Companies in Guernsey. A company is either non-cellular or cellular (protected cells or incorporated cells) and in respect of the liability of its members can be limited by shares or guarantee, unlimited or mixed.

NON-CELLULAR COMPANIES

A Guernsey company must have a Registered Office and Resident Agent in Guernsey and must maintain at least a copy of its minute book, financial records and registers of Directors and members at such an office.

There is a requirement for a minimum of one Director and Shareholder but they need not be resident in Guernsey. There is no requirement for a Secretary.

Every company must hold an annual general meeting of its Shareholders every calendar year, although this requirement may be waived by a 90% majority of the Shareholders.

An annual validation must be filed with the Registrar in January of each year, showing the Registered Office address, details of the Directors, Resident Agent, issued share capital and whether the company is exempt from audit. This information is available for inspection by members of the public. The annual validation fee payable is dependant on the type of company. The majority of financial product companies pay £500 per annum.

The Resident Agent must maintain complete records of the beneficial owner but these details are not part of the company's public record.

Guernsey companies are required to produce accounts for each financial year although these are not filed with any external bodies. Companies can obtain exemption from the requirement to have their accounts audited providing that they meet certain requirements which are not onerous.

Taxation of companies

All Guernsey companies are now resident for income tax at the rate of 0% (zero percent) with the exception of rental income from Guernsey properties which is taxed at the rate of 20%.

KEY FACTS
CELLULAR COMPANIES
Protected Cell (PCC) & Incorporated Cell Companies (ICC)

Guernsey was the first offshore jurisdiction to provide, through its corporate laws, the ability for companies to create protected cells within the capital of the company to segregate the assets within that cell from unrelated claims.

Both PCCs and ICCs can be used for most business purposes provided that they are administered by an entity licensed by the Guernsey Financial Services. They are popular as asset-holding vehicles and segregated investment vehicles.

The PCC structure is a single legal entity with separate and distinct “cells” within it (which cannot contract in their own name). It allows multiple uses of the cells within the one company, and also allows for additional cells to be launched cost effectively.

The ICC has the same benefits as the PCC, but also allows for cells to operate as limited liability companies in their own right (which contract in their own name). Despite the cells in an ICC operating as separate companies, they share the same Directors, Secretary and Registered Office. A cell in an ICC is able to spin-off or convert into a stand-alone company if required.

Creditors who have contracted with a PCC or an ICC in respect of one particular cell will only be able to make claims against the assets of that cell and against the general non-cellular assets of the company but not against the assets in other protected cells in the PCC or other cells in the ICC, which operate as distinct corporate entities.

Limited Partnerships

The Limited Partnerships (Guernsey) Law, 1995 provides for the establishment of limited partnerships. Partnerships will consist of one or more general partners – who will be jointly and severally liable for all partnership debts – and one or more limited partners who will not be liable for any debts beyond the amount they have contributed toward the partnership.

Companies Limited by Guarantee (LBG)

LBGs are private limited companies where the members’ liability is limited to the amount that they have undertaken to contribute to the assets of the company in the event of its being wound up while they are a member or within one year of their ceasing to be a member.

The guaranteed amount can be as little as £1.00 and will be stated in the company’s Articles of Incorporation.

LBGs may also have Shareholders whose liability for the company’s debt is limited to the amount unpaid on the shares they hold. A guarantee member may or may not also be a Shareholder.

LBGs are commonly used for non-profit organisations and/or charities requiring corporate status. Its profits are not distributed to its members but are retained to be used for the purpose of the guarantee company.

DISCLOSURE OF BENEFICIAL OWNERSHIP

There is no requirement for the ultimate beneficial ownership of Guernsey companies to be disclosed to the Financial Services Commission at the time of incorporation. Instead, the corporate service provider is required to make a Declaration of Compliance stating that all the requirements of the Law have been fulfilled.

The name, usual residential address, nationality, date of birth and source of wealth of the ultimate beneficial owners must be disclosed to Trident Trust Company (Guernsey) Limited as the Resident Agent. The information disclosed is not a matter of public record and will be maintained in strict confidence.

KEY FACTS

International anti-money laundering standards require financial service providers to obtain and maintain an accepted level of due diligence on new and existing clients, their activity and source of funds. Trident Trust has developed internal procedures to assist in this process of document collection.

DISCLOSURE OF IDENTITY

It may be necessary for Trident Trust to release information concerning the identity of clients, to service providers such as banks, solicitors or investment managers. These institutions have obligations under anti-money laundering legislation to request such information prior to being able to provide services.

STRUCTURING

Trident Trust requires that clients obtain credible and effective legal and tax advice when structuring their affairs. Trident Trust can assist clients to obtain the required advice through an introduction to a network of highly reputable international legal and tax advisors.

FORMATION OF COMPANIES

Guernsey's new online company registry permits the incorporation of companies by corporate service providers within 24 hours (or less for an additional cost). Standard Articles of Incorporation can be provided, but special Articles can be drafted to meet your client's specific needs. Non-cellular companies will require special Articles.

ADMINISTRATION SERVICES

As a leading international provider of corporate trust and fund services, Trident Trust aims to take the worry out of the responsibility that wealth brings. By focusing on client needs and desires, employing experienced professional staff, and drawing on the depth of resource available in the wider Trident Trust Group, we seek to be known both for the quality of our service, and for the responsive manner by which we deliver it. Good relationships are maintained with a variety of banks, investment managers, lawyers and property agents, in order to achieve this.

In remaining vigilant to changing laws, Trident Trust endeavours to keep clients aware of these as they apply to their affairs.

A variety of investment/asset reporting is available to clients, including the preparation of financial statements in accordance with United Kingdom or International accounting standards.

GUERNSEY REGISTERED OFFICE SERVICES

Registered Office address facilities for Guernsey companies are only provided where Trident Trust is providing administration services.

Please contact any Trident Trust office worldwide for further information about our services and fees. Office contact details are included on the following page.

Trident Trust Company (Guernsey) Ltd
 PO Box 287
 4th Floor, West Wing, Trafalgar Court
 Admiral Park, St Peter Port
 Guernsey GY1 3RL, Channel Islands
 Tel +44-1481-727571
 Fax +44-1481-723162
guernsey@tridenttrust.com

EUROPE
GUERNSEY

Trident Trust Company (Guernsey) Ltd
 Tel +44-1481-727571
 Fax +44-1481-723162
 guernsey@tridenttrust.com

ISLE OF MAN

Trident Trust Company (IOM) Ltd
 Tel +44-1624-646700
 Fax +44-1624-620588
 iom@tridenttrust.com

JERSEY

Trident Trust Company Ltd
 Tel +44-1534-733401
 Fax +44-1534-727195
 jersey@tridenttrust.com

LUXEMBOURG

Trident Trust Company (Luxembourg) S.A.
 Tel +352-95-05-74-74
 Fax +352-95-91-11
 luxembourg@tridenttrust.com

MALTA

Trident Trust Company (Malta) Ltd
 Tel +356 21 434 525
 Fax +356 21 434 595
 malta@tridenttrust.com

SWITZERLAND

Zurich
Trident Corporate Services AG
 Tel +41-44-396 1080
 Fax +41-44-396 1081
 switzerland@tridenttrust.com

Geneva

Integritas Trust S.A.
 Tel +41-22-715-2760
 Fax +41-22-732-3674
 switzerland@integritastrust.com
 www.integritastrust.com

UNITED KINGDOM

Trident Trust Company (UK) Ltd
 Tel +44-20-7935-1503
 Fax +44-20-7935-7242
 uk@tridenttrust.com

Trident Company Services (UK) Ltd

Tel +44-20-7487-0460
 Fax +44-20-7487-0461
 corpserives@tridenttrust.com

THE AMERICAS / CARIBBEAN
BAHAMAS

Trident Corporate Services (Bahamas) Ltd
 Tel +1-242-322-6154
 Fax +1-242-328-1064
 bahamas@tridenttrust.com

Integritas Trust Company Ltd

Tel +1-242-322-2200
 Fax +1-242-322-2030
 bahamas@integritastrust.com
 www.integritastrust.com

BARBADOS

Trident Corporate Services (Barbados) Ltd
 Tel +1-246-431-0760
 Fax +1-246-431-0591
 barbados@tridenttrust.com

BRITISH VIRGIN ISLANDS

Trident Trust Company (BVI) Ltd
 Tel +1-284-494-2434
 Fax +1-284-494-3754
 bvi@tridenttrust.com

CAYMAN ISLANDS

Trident Trust Company (Cayman) Ltd
 Tel +1-345-949-0880
 Fax +1-345-949-0881
 cayman@tridenttrust.com

NEVIS

Meridian Trust Company Ltd
 Tel +1-869-469-1333
 Fax +1-869-469-0968
 nevis@tridenttrust.com

PANAMA

Trident Trust (Panama) S.A.
 Tel +507-302-7494
 Fax +507-302-7497
 panama@tridenttrust.com

UNITED STATES

New York
Trident Corporate Services, Inc
 Tel +1-212-840-8280
 Fax +1-212-944-5923
 nyc@tridenttrust.com

Atlanta

Trident Corporate Services, Inc
 Tel +1-404-233-5275
 Fax +1-404-233-9629
 usa@tridenttrust.com

Sioux Falls

Trident Trust Company (South Dakota) Inc
 Tel +1-605-679-4355
 Fax +1-605-679-4357
 sd@tridenttrust.com

Miami

Integritas, Inc
 Tel +1-305-405-9006
 Fax +1-305-416-3143
 usa@integritastrust.com
 www.integritastrust.com

US VIRGIN ISLANDS

Trident Trust Company (VI) Ltd
 Tel +1-340-774-7322
 Fax +1-340-776-0651
 usvi@tridenttrust.com

ASIA / PACIFIC
HONG KONG

Trident Corporate Services (Asia) Ltd
 and **Trident Trust Company (HK) Ltd**
 Tel +852-2805-2000
 Fax +852-2850-4090
 hongkong@tridenttrust.com

NEW ZEALAND

Trident Trust Company (NZ) Ltd
 Tel +64-9-300-6067
 Fax +64-9-366-1482
 nz@tridenttrust.com

Integritas New Zealand Ltd

Tel +64-9-300-6067
 Fax +64-9-366-1482
 nz@integritastrust.com
 www.integritastrust.com

SINGAPORE

Trident Trust Company (Singapore) Pte Ltd
 Tel +65-6304 3288
 Fax +65-6491 1231
 singapore@tridenttrust.com

MIDDLE EAST / AFRICA
CYPRUS

Trident Trust Company (Cyprus) Ltd
 Tel +357-258-20-650
 Fax +357-253-61-857
 cyprus@tridenttrust.com

Trident Fiduciaries (Middle East) Ltd

Tel +357-253-53-520
 Fax +357-258-18-808
 fiduciariesme@tridenttrust.com

DUBAI

Trident Trust Company (UAE) Ltd
 Tel +971-4-423-9988
 Fax +971-4-450-4411
 dubai@tridenttrust.com

MAURITIUS

Trident Trust Company (Mauritius) Ltd
 Tel +230-210-9770
 Fax +230-210-1266
 mauritius@tridenttrust.com

SEYCHELLES

Trident Trust Company (Seychelles) Ltd
 Tel +248-4-422-000
 Fax +248-4-422-010
 seychelles@tridenttrust.com