

About companies

Starting a company in Jersey?

Here's what you should know

This page offers an overview of the key features and requirements for companies incorporated under the Companies (Jersey) Law 1991. It is designed to help you understand how Jersey companies are structured, governed, and maintained.

Whether you're a local entrepreneur or a regulated service provider, this guide outlines essential topics such as:

- › types of companies and legal structures
- › share capital and ownership models
- › roles and responsibilities of directors, shareholders, and secretaries
- › key compliance obligations and governance requirements
- › special resolutions, audits, and winding-up procedures

Please note: This guide is for general information only and should not be relied upon as legal advice. For full legal detail, refer directly to the [Companies \(Jersey\) Law 1991](#) ("CJL") and related legislation.

Need help with the application process? Visit our [How to incorporate a company](#) page.

Sole Traders and Partnerships

If you are a small business or a start-up, choosing the right business structure is an important decision and will depend on the commercial needs of your new or changing enterprise. We recommend you gain advice on whether forming a company is right for you.

Refer to our guidance on [registering a business name](#). This is an alternative and simpler route that may suit your business needs.

Features/business structure	Required roles	Legislation
Memorandum of Association Articles of Association Shares	Beneficial owners Controllars Directors Secretary Members / shareholders Nominated person	Companies (Jersey) Law 1991 Control of Borrowing (Jersey) Order 1958 Control of Borrowing (Jersey) Law 1947 Financial Services (Disclosure and Provision of Information) (Jersey) Law 2020

The [Companies \(Jersey\) Law 1991](#) is the primary legislation governing the formation, administration and dissolution of Jersey companies.

A company is a separate legal entity, capable of acting in its own name and participating in legal proceedings. It is managed by directors who make decisions on its behalf and is owned by members (shareholders) who hold shares in the company. Companies can be either public or private; however, a private company must have fewer than thirty members.

How to set up a Jersey company

Our guidance on [incorporating a company](#) takes you through each stage of the process and tells you what information and documents you need to provide.

An application to incorporate a Jersey company can be made:

- › by a beneficial owner of the company
- › who resides in Jersey
- › where the beneficial ownership is 100% held by Jersey residents or a JFSC regulated service provider holding a licence to provide formation services

The incorporation process includes an application for consent to issue shares under the Control of Borrowing (Jersey) Order 1958 (COBO consent).

You are required to provide information on the proposed company, its activities and related parties. Consideration is given to the:

- › need to protect the integrity of the Island in commercial and financial matters
- › need to protect against money laundering and the financing of terrorism and the proliferation of weapons of mass destruction
- › best economic interests of the island

Memorandum and Articles of Association

Every company must have a Memorandum and Articles of Association. These are the key documents that explain what the company can do and how it is managed.

Both documents must be signed by the subscriber(s) who agree to become a shareholder(s) in the company.

You must upload the memorandum and articles of association and their subscribers pages as a single PDF document as part of the submission.

The contents of the memorandum of association include, but are not limited to;

- › the name of the company
- › whether it is a public company or a private company
- › whether it is a par value company, a no par value company or a guarantee company
- › the full name and the address of each subscriber who is a natural person
- › the name and address of the registered office or principal office of each subscriber which is a person other than a natural person

On incorporation, the memorandum and articles of association constitute a contract which binds the company and its shareholders. We do not give advice in relation to the memorandum and articles of association and you must seek independent advice in relation to this.

Company name

Before deciding on a name for your company, you should check [our register](#) for any entities with a similar name.

You can either pre-reserve a name or use the proposed name function on submission of your company application.

For full guidance on reserving a name refer to the Registry Names Policy brochure which can be found on our [Register a business name](#) page.

Types of companies

All companies are either public or private. A **private** company typically has no more than thirty members (shareholders). A private company with more than thirty members will be treated as a **public** company.

Public companies are subject to additional requirements, for example they must file audited accounts annually. The audited accounts must be submitted via [myRegistry](#).

Cell companies

A cell company can create cells – each cell has its own assets and liabilities. This allows assets and liabilities to be ‘ring-fenced’ and kept separate from the ‘parent’ cell company. A cell company needs to appoint a regulated service provider for administrative and/or secretarial services

Protected cell company (PCC)

A protected cell company is a single legal entity. Both the individual cells and the PCC itself can have assets and liabilities that are ring-fenced from each other. Individual cells created by the PCC cannot act independently.

Incorporated cell company (ICC)

Each cell of an incorporated cell company is an incorporated company with its own legal personality and can have its own assets and liabilities. An incorporated cell (“IC”) within an incorporated cell company (“ICC”) is a separate legal entity. This means that each IC can act independently, enter into agreements, and conduct business in its own name, distinct from the ICC and other cells.

Limited and unlimited companies

Each type of company can either have limited or unlimited liability. In a limited company, the members of the company are legally responsible for the debts of a company only to the extent of the nominal value of their shares.

Members of an unlimited company have unlimited liability to contribute to the assets of the company on its dissolution. Some of the requirements of the Companies Law do not apply to unlimited companies.

Limited life companies

A company is a limited life company if its memorandum or articles include a provision that the company shall be wound up and dissolved upon the:

- › bankruptcy, death, expulsion, mental disorder, resignation or retirement of any member of the company
- › happening of some other event which is not the expiration of a fixed period of time

Shares and share capital

Shares in a company are usually represented by a share certificate. The details of the members (sometimes referred to as shareholders) and the shares are entered in the register of members held and maintained by the company.

The Companies Law does not allow a company to have a mix of par value and no par value shares.

Bearer shares, a type of share that is not registered to a specific person or business, are not permitted.

Par value, no par value, and guarantee

Each type of company can issue either 'par value' or 'no par value' shares and/or be a guarantee company.

Par value company

A par value company can issue shares which have nominal value per share, or a "par" value. A par value company will need to maintain a share capital account and a share premium account for any shares issued at a premium. There is no minimum authorised or issued share capital requirement.

The number of shares of each class which a par value company is authorised to issue must be stated in the memorandum of association.

Upon submission you may select **Preset par value** if your company has par value shares with all of the following values:

- › class of shares is ordinary
- › liability is limited
- › number of shares is 10,000
- › currency is GBP
- › authorised capital is £10,000
- › par value of each share is £1

No par value company

A no par value company issues shares which have no nominal value. The proceeds from the issue of shares are credited to a stated capital account from which distributions can be made. There is no limit on the number of shares that can be issued.

A company cannot have both par value and no par value shares. The number of shares of each class which a no par value company is authorised to issue must be stated in the memorandum of association.

Guarantee company

A guarantee company is one which has only guarantee members. Each member guarantees to contribute a fixed sum on the winding up of the company. It is possible to have a company with both guarantor members and ordinary members.

Associated parties

Information required

You must provide information on the following associated parties:

- › beneficial owners and controllers
- › significant persons, who are defined under the Financial Services (Disclosure and Provision of Information) (Jersey) Law 2020 as directors and secretaries of a company. Alternate directors and assistant or deputy secretaries are considered significant persons
- › member (or shareholder)

Further guidance on associated parties is available on our website:

[Associated parties guidance](#).

Proof of ID

If you are a Jersey resident, beneficial owner submitting an application, we will require proof of ID and proof of address for every beneficial owner, controller and director you are adding on incorporation. These documents will need to be certified. For further information on acceptable certification wording and our identification procedures, see our [identification requirements guidance](#).

Required roles

Beneficial owners and controllers

Any individual who ultimately owns or controls the company or exercises ultimate control over it.

Read our guidance on identifying [beneficial owners or controllers](#).

Every company must give details of the beneficial owners and controllers upon incorporation or any change.

Significant persons

The directors and secretary are the significant persons in a company.

Directors

A company is governed by directors who make decisions on behalf of the company.

A private company must have at least one director; a public company must have at least two.

A company can be a director of a company if it is registered to provide director services under the Financial Services (Jersey) Law 1998. However, all the directors of that company must be natural persons.

Directors are obliged to act honestly, in good faith and in the best interests of the company.

A person may be disqualified by the Royal Court from acting as a director (for up to 15 years) if disqualification is in the public interest.

Secretary

Every company must have a secretary. A sole director cannot also be the secretary.

The secretary of a company which is a public company must be appropriately qualified (as set out in the Companies Law), for example as a Chartered Accountant, Advocate or Solicitor of the Royal Court.

Members/shareholders

A company is owned by its members (shareholders) who are individuals or entities that hold shares in the company.

A private company is permitted to have a single member.

A public company must have at least two members, who may be nominees for a single beneficial owner. A public company may also be a wholly owned subsidiary of a single holding company.

Nominated person

Every company must appoint a nominated person to act as the main contact with the Registry and provide information. Our guidance on [Appointing a nominated person](#) explains who is eligible to be a nominated person.

Activity

As part of the registration process you must provide the Registry with details of the activity of the proposed company.

You will be asked to confirm if the activity conflicts with the [Sound Business Policy \(SBP\)](#). The SBP Policy, sets out the activities that the Island considers sensitive and whilst the SBP does not prohibit these activity, additional information and or supporting documents will be requested such as structure chart.

You must also tell us if any subsidiaries, affiliates or associated vehicles of the proposed company conduct, or will conduct, activities which conflict with the JFSC SBP and provide details.

Sensitive activity

Sensitive activities are listed in Table 1 and 2 of the SBP.

If the proposed company will undertake an activity in the Tables, you must provide as much detail as possible on the activity. We may request further information if the activity is unclear.

Non-sensitive activity

Non-sensitive activities are those that do not conflict with the SBP. For example, if the company is going to hold real estate or conduct a local (non-sensitive) trade.

Nature of business

When making a submission, select from the list, the type of activity your company will be undertaking.

Number	Nature of business	For use by	When to select
1	Trustees and Banking Companies, funds and unit trust company, investment funds	JFSC regulated service provider and Jersey resident beneficial owner	For any entity requiring a licence from to act as regulated body
1A	Trustees and Banking Companies, funds and unit trust company, investment funds (relying on an exemption)	JFSC regulated service provider and Jersey resident beneficial owner	For any entity relying on a regulatory exemption
2	Other investment companies	JFSC regulated service provider	For any entity which is not a trading company nor captured by 1 or 1A
3	Trading companies	JFSC regulated service provider	For any entity which is a trading nor captured under by 1 or 1A
4	Local Trading - Tourism	Jersey resident beneficial owner	For any entity, undertaking activity relating to Tourism e.g. hotels, guest houses

5	Local Trading - Property	Jersey resident beneficial owner	For any entity, owning property / real estate
6	Local Trading - other	Jersey resident beneficial owner	For any local trading entity,
7	Reserved Company	JFSC regulated service provider	For reserved companies only

What a Jersey company must do

A company must:

- › have a registered office in Jersey to which all communications and notices may be addressed
- › appoint a nominated person who is resident in Jersey and authorised to provide us with certain information
- › every company on the Register, which is not in any winding up process, must submit an annual confirmation statement every year. You must confirm that the information provided to us is accurate at the date you submit the annual confirmation statement.
- › update us with details of any changes to the information relating to the beneficial owners, controllers, directors and company secretary, within 21 days of the change
- › keep a share register, either at its registered office or at an address in Jersey notified to the Registrar
- › keep a register of directors and secretary at its registered office
- › keep minutes of directors' and shareholders' meetings
- › file copies of special resolutions with the Registry within 21 days

Our guidance for companies explains the requirements for providing and updating information and the penalties for failing to comply. Failure to provide an annual confirmation statement or to update beneficial owner or other information may lead to referral to the Attorney General or the company being struck off the register.

Special resolutions

To make changes to a Jersey company, you are required to submit a special resolution passed by its shareholders.

A special resolution is required for a number of purposes, including the following:

- › alteration of Memorandum and Articles of Association
- › change of company name
- › change of status (public or private company)
- › alteration of share capital
- › variation of class rights (by resolution of the class) unless Articles provide otherwise
- › purchase of own shares
- › reduction of share capital
- › for winding up (other than by order of the Royal Court)
- › appointment of liquidator in a (solvent) summary winding up
- › termination of liquidator's office (in a summary winding up)
- › merger of two or more companies
- › to continue as a company incorporated overseas

A special resolution must be passed by a majority of not less than two thirds (or such greater majority as the articles of association may prescribe) of votes cast in person or by proxy at a meeting

called (save as noted above) by at least 15 days' notice specifying the intention to propose a special resolution.

The special resolution must be filed no later than 21 days after the special resolution is passed. Special resolutions filed later than 21 days will be subject to a late filing fee

More information on how to make changes to your company is on our [make a change page](#).

Accounts and audit

The Companies Law requires a company to have reasonable accounting records, sufficient to justify its transactions and which accurately reflect the financial position of the company. A private company is not required to keep its accounts audited. The accounts should be accessible to the shareholders but it is not necessary for the accounts of a private company to be filed with the Registrar.

The accounts must be prepared in accordance with generally accepted accounting principles and must specify what those accounting principles are. Any company that is required by its articles of association to appoint an auditor must prepare accounts which demonstrate *“a true and fair view of”* or *“present fairly in all material respects”* the financial position of the company.

Annual accounts must be prepared within seven months of the end of the company's financial year for a public company, and ten months of the end of the company's financial year for a private company.

Register of shareholders and officers

A private company is required to maintain registers of shareholders, directors and secretary at its registered office, all of which must be available for inspection by the shareholders and the Registrar.

Mergers, demergers and continuance

Two or more Jersey companies may merge if a merger agreement is approved by a special resolution of each company and of each class of members. Merged companies can demerge and into separate companies.

The Companies Law also permits the merger of Jersey companies with non-Jersey companies, irrespective of whether the resulting company is a Jersey company or not. Such cross-border mergers require the consent of the JFSC.

Jersey companies can migrate or “continue out” of the jurisdiction and continue as a company or other entity in another country, provided certain conditions are met and they have consent from the JFSC. Companies from other countries can migrate or “continue in” to Jersey subject to certain conditions being met.

Winding up of companies

The Companies Law sets out procedures as to:

- › winding up at the end of a fixed period or upon a particular event of a limited life company
- › (solvent) summary winding up
- › (insolvent) creditors' winding up
- › winding up on just and equitable grounds

Once a company has resolved to begin winding up, it must include this on all of its communications, and this will be added to the public register.

An insolvent company may also become the subject of a declaration *en désastre* (which is a formal bankruptcy declaration in Jersey) under the Bankruptcy (Désastre) (Jersey) Law 1990. This means the winding up will be overseen by the Royal Court and the Viscount rather than the members or creditors.

Striking off

The Registrar has power to strike off a company which does not submit its annual confirmation statement or comply with the other requirements of the Financial Services (Disclosure and Provision of Information) (Jersey) Law 2020. Under the Companies Law, the Registrar can also strike off a company if believed not to be carrying on business or in operation.

Effect of strike off on directors and shareholders

After a company is struck off and dissolved:

- › each director and shareholder of the company will continue to be subject to any liabilities which applied before the company was dissolved; and
- › those liabilities may be enforced against that director or shareholder as if the company had not been dissolved.

Reinstatement

Any party described in either Article 213 of the Companies (Jersey) Law 1991, as amended or Article 19 Financial Services (Disclosure and Provision of Information) (Jersey) Law 2020, can apply to Court to have the company reinstated up to 10 years after dissolution or strike off

Further information

Fees

There is an incorporation fee and following the year of incorporation, an annual confirmation fee, payable to the JFSC.

You will have an opportunity to review all information provided on a myRegistry submission, on the 'review' page, before paying and submitting.

Refer to our [fees page](#) for the current fees.

Business advice

Once a company is incorporated it may be subject to other legal requirements. You can find further advice on the Government of Jersey's [Business advice hub](#).

Topics include:

- › licence requirements
- › employing staff
- › business taxes
- › premises and insurance

Other information about companies and other legal persons and arrangements can be found on the Government of Jersey's [Legal persons and arrangements website](#).

For information on the data protection requirements of a Jersey registered entity refer to [Jersey Office of the Information Commissioner](#).

Compliance with international standards

By providing us with accurate and up-to-date information, it enables transparency and ensures Jersey's compliance with international standards. It also allows us to provide information to law enforcement agencies and tax authorities as to who really owns and controls Jersey entities.