

Entity migration out of Guernsey

Last reviewed: January 2025

Migration out of Guernsey

It has been possible to transfer the registration of (or 'continue' or 'migrate' as it is more often referred to) companies to and from Guernsey since 1997 and, since 2020, limited partnerships.

What is a migration?

The concept of a migration is that, on a given day, the entity relinquishes its registration in its jurisdiction of incorporation (or registration) and registers as an entity in another jurisdiction.

In the context of a migration out of Guernsey, in legal terms, an entity's removal from the Register of Companies in Guernsey (the **Register**) does not prejudice the continuity of its existence. In particular:

- all property and rights to which the entity was entitled immediately before its removal from the Register remain its property and rights
- all criminal and civil liabilities and all contracts, debts and other obligations, to which the entity was subject immediately before its removal from the Register, remain binding on it
- all actions and other legal proceedings which immediately before its removal from the Register could have been instituted or continued by or against the entity, may be instituted or continued by or against it, and
- any conviction, ruling, order or judgment in favour of or against the entity before its removal from the Register may be enforced by or against it.

What is a migration not?

Removal of an entity from the Register does not create a new (legal) person or prejudice or affect the entity's identity or continuity of its existence as a (legal) person.

Can any entity be migrated out of Guernsey?

Any Guernsey company or limited partnership (an **entity**) can apply to be removed from the Register for the purposes of becoming registered as an equivalent entity outside of Guernsey provided that, in the case of a company, the proposed migration has been approved by special resolution, ie a majority of not less than 75 per cent or, in the case of a limited partnership, it has complied with the provisions of its limited partnership agreement (**LPA**) and other constitutive documents, including any limited partner consents.

A Guernsey entity cannot however be removed from the Register if it is subject to any insolvency event. It must also, immediately before removal from the Register, satisfy the solvency test¹ (essentially it must be able to pay its debts as they become due and the value of its assets must be greater than the value of its liabilities (see our Guide – [The Solvency Test](#))).

¹ The 'solvency test' is set out in the Companies (Guernsey) Law, 2008, in respect of a company, and the Limited Partnership (Guernsey) (Migration) Regulations, 2020, in respect of a limited partnership

An incorporated cell cannot be removed from the Register unless its incorporated cell company is also migrated out and similarly, an incorporated cell company cannot be removed from the Register unless all of its incorporated cells are also migrated out.

A 'supervised entity', ie one which is regulated by the Guernsey Financial Services Commission (the **Commission**), requires the prior written consent of the Commission in addition to that of the Registrar of Companies at the Guernsey Registry (the **Registrar**) and its migration must be in accordance with the terms and conditions of that consent.

The migration process

Legal advice should be sought at the outset both from counsel in Guernsey and in the jurisdiction into which the entity proposes to migrate.

As noted above, in the case of a company, a majority of not less than 75 per cent of its members must consent to the proposed removal from the Register for the purpose of becoming registered outside of Guernsey. A limited partnership must comply with the provisions of its LPA and other constitutive documents, including any limited partner consent or other action as may be specified in the LPA.

Generally, the procedure in Guernsey is as follows:

The entity is required to give written notice to all of its creditors stating that it intends to apply to the Registrar to be so removed and also seek confirmation from each of the Director of the Revenue Service and His Majesty's Procureur that they do not have any objection to the proposal.

Application for removal from the Register can then be made to the Registrar. Note that the application can only be made by a corporate services provider (**CSP**), ie a licensee under the Regulation of Fiduciaries, Administration Businesses and Company Directors, etc. (Bailiwick of Guernsey) Law, 2020.

The application, which is submitted online using the Registrar's online services portal, should include, among other things:

- evidence, usually in the form of a legal opinion from overseas counsel that the laws of the overseas jurisdiction permit the transfer and registration of the entity from Guernsey to the overseas jurisdiction
- written confirmation from the overseas registry that, on the date of the entity's proposed transfer from Guernsey, it will be registered under the law of that overseas jurisdiction, and
- a solvency letter from the entity itself confirming that that it will, immediately before its removal from the Register as a Guernsey entity, satisfy the solvency test (as noted above).

The Registrar will rely on a declaration of compliance, signed by a director of the company, or in the case of a limited partnership, signed by a general partner and the CSP, that all of the requirements of the relevant law² in respect of the entity's proposed transfer of registration overseas have been fulfilled.

Upon satisfactory receipt of the application documents, the Registrar will publish notice of the proposed migration on the Guernsey Registry website and not less than 28 days after the day on which the notice was published, will give effect to the migration by removing the entity's name from the Register and, in the case of a company, the statement in its memorandum that its registered office is situated in Guernsey must be deleted. After that, the entity will cease to be incorporated or registered and existing under the relevant Guernsey law.

Fees

The Guernsey Registry charges a fee for the removal of an entity from the Register together with a filing fee for the special resolution approving the migration (in relation to a company). The Commission also charges a fee for its consent to the migration in respect of a Guernsey supervised entity, as does His Majesty's Procureur and the Director of the Revenue Service.

² The Companies (Guernsey) Law, 2008, in the case of a company, and the Limited Partnerships (Guernsey) Law, 1995 and the Limited Partnership (Guernsey) (Migration) Regulations, 2020, in respect of a limited partnership

Powers of the court

A migration out of Guernsey may be prevented or even, having already become effective, reversed by the court. If the court is satisfied that the removal of the entity from the Register would unfairly prejudice a member (in the case of a company), a creditor, a limited partner (in the case of a limited partnership) or any other person to whom the entity is under any obligation or liability, the court may make such order as it thinks fit in relation to the removal, including an order directing that the removal of the entity shall not take place.

If the court is satisfied that an entity's name has been removed from the Register but that it has not become incorporated or registered (as the case may be) under the law of any place outside Guernsey, the court may, on the application of the entity, any of its members (company), directors (company), partners (limited partnership), creditors, the Commission or the Registrar, make such order as it thinks fit for the restoration of the entity's name to the Register. If such an order is made, the removal of the entity's name from the Register will, unless the court otherwise orders, be invalid from the outset.

Contacts

For further information, please get in touch with your usual Mourant contact or, alternatively, a list of contacts can be found [here](#).