

Company law regimes – a comparison

This matrix has been prepared to provide a comparison of certain provisions of the laws of the British Virgin Islands (**BVI**), the Cayman Islands, Guernsey and Jersey as at its date of publication. It is for general information only and is not intended to, and does not, constitute legal, financial or other advice upon which you may act or rely and does not constitute an offer to provide such advice. This matrix does not consider any economic substance requirements (if applicable)

	BVI	Cayman Islands	Guernsey	Jersey
Principal legislation	The BVI Business Companies Act, 2004 The BVI Business Companies Regulations 2012	The Companies Law (2020 Revision)	The Companies (Guernsey) Law, 2008	The Companies (Jersey) Law 1991
Regulator	BVI Financial Services Commission (BVI FSC) (only for companies engaged in regulated activities)	Cayman Islands Monetary Authority (CIMA) (only for companies engaged in regulated activities)	Guernsey Financial Services Commission (GFSC) (only for companies engaged in regulated activities)	Jersey Financial Services Commission (JFSC) (only for companies engaged in regulated activities)
Incorporation	Shelf companies are available, although they are not regularly used Company names can be reserved Incorporation can take place within one day, if completed KYC is provided The law does not distinguish between public and private companies	Shelf companies are available, although they are not regularly used Company names can be reserved Companies can be incorporated within one day if express service is used and completed KYC is provided The law does not distinguish between public and private companies	Shelf companies are not available Company names can be reserved Incorporation can take place within one day (standard), or in some circumstances two hours (rapid) or, for a basic asset holding company with standard articles of incorporation, 15 minutes (special) provided that all requisite information, including completed KYC, is provided The law does not distinguish between public and private companies	A form of shelf company is available, but is not generally used in practice Company names can be reserved Companies can be incorporated on a same day basis if express service is used and completed KYC is provided Public and private companies are available. A company will be treated as public if it has more than 30 registered shareholders (excluding directors and employees) ¹
Directors and officers	Minimum of one director No nationality restrictions or local residency requirements	Minimum of one director No nationality restrictions or local residency requirements	Minimum of one director No nationality restrictions or local residency requirements (assuming the company is not	Minimum of one director for a private company No nationality restrictions or local residency

¹ The remainder of the matrix refers to Jersey private companies only. A limited number of additional requirements apply to public companies, such as the requirement to have accounts audited and for accounts to be filed. Further details are available on request

	BVI	Cayman Islands	Guernsey	Jersey
Directors and officers <i>continued</i>	<p>Corporate directors permitted</p> <p>Directors' duties are owed to the company (though a director of a subsidiary may (if permitted by the memorandum and articles) act in the best interests of the holding company even if that is not in the interests of the subsidiary)</p> <p>Statutory duties are imposed requiring the director to act in the best interests of the company, avoid conflicts of interest etc</p> <p>Common law fiduciary duties are equally applicable</p> <p>A company secretary is permitted but not required</p>	<p>Corporate directors permitted</p> <p>Directors' duties are owed to the company</p> <p>Common law fiduciary duties are imposed requiring the directors to act in the best interests of the company, avoid conflicts of interest etc.</p> <p>A company secretary is permitted but not required</p> <p>Directors of funds or entities carrying out securities investment business must be CIMA licensed or registered</p>	<p>regulated), though local directors are available, if required</p> <p>Corporate directors permitted (except for companies engaged in regulated activities)</p> <p>Directors' duties are owed to the company</p> <p>Statutory and common law fiduciary duties are imposed requiring the director to act in the best interests of the company, to avoid conflicts of interest etc.</p> <p>Company must have a resident agent - either a locally resident director or a corporate service provider</p> <p>A company secretary is permitted but not required</p>	<p>requirements</p> <p>Corporate directors permitted, but a corporate director must be regulated to act as a corporate director</p> <p>Directors' duties are owed to the company</p> <p>Statutory duties are imposed requiring the director to act in the best interests of the company, avoid conflicts of interest etc</p> <p>Common law fiduciary duties are equally applicable</p> <p>A company secretary is required as is permission from the occupier of the premises that are the company's registered office</p>
Shareholders	Companies must have at least one shareholder	Companies must have at least one shareholder	Companies must have at least one shareholder	<p>Private companies must have at least one shareholder</p> <p>Public companies must have at least two shareholders unless their only shareholder is a holding company</p>
Meetings	Do not have to be held in BVI	Do not have to be held in Cayman	Subject to the provisions of a company's articles, meetings do not have to be held in Guernsey	Do not have to be held in Jersey
Share capital	<p>No concept of authorised share capital applicable to BVI companies incorporated under the BVI Business Companies Act 2004</p> <p>Instead a BVI business company is authorised to issue a maximum number of shares</p> <p>Bearer shares can only be issued if expressly permitted by the memorandum and articles</p> <p>Bearer shares must be 'immobilised' and held by a licensed custodian</p> <p>Treasury shares are permitted</p> <p>Shares can be denominated in any currency and amount and a company can have shares in different currencies and denominations</p>	<p>No minimum or maximum authorised or paid up share capital</p> <p>Bearer shares are not permitted</p> <p>Treasury shares are permitted</p> <p>Shares can be denominated in any currency and amount and a company can have shares in different currencies and denominations</p>	<p>No minimum or maximum authorised or paid up share capital</p> <p>Bearer shares are not permitted</p> <p>Treasury shares are permitted</p> <p>Shares can be denominated in any currency and amount and a company can have shares in different currencies and denominations</p>	<p>No minimum or maximum authorised or paid up share capital</p> <p>Bearer shares are not permitted</p> <p>Treasury shares are permitted</p> <p>Shares can be denominated in any currency and amount and a company can have shares in different currencies and denominations</p>

	BVI	Cayman Islands	Guernsey	Jersey
Financial assistance prohibition	No statutory restrictions on financial assistance	No statutory restrictions on financial assistance	Financial assistance is permitted but is treated as a distribution	No statutory restrictions on financial assistance
Registered office	Must be in the BVI	Must be in Cayman	Must be in Guernsey	Must be in Jersey
Annual returns	No annual returns Annual government fees must be paid to the Registry of Corporate Affairs	An annual return must be filed with the Registrar of Companies (together with an annual fee – see below)	Annual validations must be provided to the Registrar of Companies (together with an annual fee – see below)	An annual return must be filed with the Registrar of Companies (together with an annual fee – see below)
Government fees	Incorporation and annual BVI government fees of US\$450 each (if authorised to issue 50,000 shares or fewer) or US\$1,200 (if authorised to issue 50,000 shares or more) Additional fees may be charged in relation to applications to set up funds, carry out regulated activities etc. Annual fees will be payable to the registered agent/registered office provider, which will be subject to commercial negotiation	Minimum incorporation fee of US\$733 (scaled by reference to authorised share capital) Minimum annual fee of US\$854 (scaled by reference to authorised share capital) Additional fees may be charged, depending on nature of company and set up arrangements Annual fees will be payable to the registered agent/registered office provider, which will be subject to commercial negotiation	Incorporation fee of £100 (24 hour incorporation service), £350 (two hour incorporation service) or £750 (15 minutes incorporation service) Annual validation fee starting at £250 Additional fees may be charged in relation to changes to company particulars, company document filing, applications to set up funds, to carry out regulated activities etc. Annual fees will be payable to the registered agent/registered office provider, which will be subject to commercial negotiation	Incorporation fee of £165 (within five business days), £220 (within three business days), £275 (within two business days), £385 (within one business day) and £605 within two hours Annual return filing fee of £225 for online filing and £235 for paper filing Additional fees may be charged in relation to applications to set up funds, carry out regulated activities etc. Annual fees will be payable to the registered agent/registered office provider which will be subject to commercial negotiation
Accounting/audit requirements	Companies must maintain accounting records Such accounting records need not be made publicly available Audited financial statements are not required unless the company is subject to regulation by the BVI FSC	Companies must maintain accounting records Such accounting records need not be made publicly available Audited financial statements are not required unless the company is subject to regulation by CIMA	Companies must maintain accounting records Such accounting records need not be made publicly available Financial statements must be produced, covering a maximum period of 18 months There is no requirement to file financial statements Audited financial statements are required unless the company is exempted by a waiver resolution of the members of the company, ie a majority of not less than 90 per cent	Companies must maintain accounting records Such accounting records need not be made publicly available Financial statements must be produced, covering a maximum period of 18 months Only public companies must file accounts Audited financial statements are not required unless the company is a public company or is regulated by the JFSC
Confidentiality	The identity of shareholders and directors is not a matter of public record, unless the company voluntarily elects to file its register of directors and/or shareholders at the BVI	The identity of shareholders and directors is not a matter of public record Cayman has entered into numerous tax information exchange agreements but it	Details of the directors are available to purchase (statement of register) from the Registrar of Companies The identity of registered shareholders is not	A company's annual return will disclose details of the registered shareholders of a company as at 1 January in each year, though nominee shareholders may be

	BVI	Cayman Islands	Guernsey	Jersey
Confidentiality <i>continued</i>	Registry of Corporate Affairs (which it must then keep up to date at the Registry) The BVI has entered into numerous tax information exchange agreements but it does not allow 'fishing expeditions'	does not allow 'fishing expeditions'	publicly available A process, including a court application, may however enable a person who has a proper purpose to inspect the register of members The register of members holding redeemable or non-voting shares is not subject to this application process Generally redeemable shares are used to preserve confidentiality although nominee shareholders may also be used Guernsey has entered into numerous tax information exchange agreements but it does not allow 'fishing expeditions'	used to preserve confidentiality Jersey has entered into numerous tax information exchange agreements but it does not allow 'fishing expeditions'
Tax	The BVI has no income tax, corporation tax, capital gains tax, inheritance tax, gift tax, wealth tax or any other form of direct taxation or withholding There are no currency exchange controls in the BVI	Cayman has no income tax, corporation tax, capital gains tax, inheritance tax, gift tax, wealth tax or any other form of direct taxation or withholding There are no currency exchange controls in Cayman	Guernsey has a standard zero per cent rate of corporate tax for Guernsey tax resident companies (other than certain Guernsey utility and financial services companies) Foreign income is generally exempt from Guernsey tax Guernsey has no withholding tax, capital gains tax, inheritance tax, gift tax, or wealth tax There are no currency exchange controls in Guernsey	Jersey has a standard zero per cent rate of corporate tax for Jersey tax resident companies (other than certain Jersey utility and financial services companies) Foreign income is generally exempt from Jersey tax Jersey has no withholding tax, capital gains tax, inheritance tax, gift tax, or wealth tax There are no currency exchange controls in Jersey
AML/CFT	The BVI has strict AML/CFT regulations and high regulatory standards Successive independent reports, including by the IMF, have recognised the BVI as a leader in the field of compliance and governance	Cayman has strict AML/CFT regulations and high regulatory standards Successive independent reports, including by the IMF, have recognised Cayman as a leader in the field of compliance and governance	Guernsey has strict AML/CFT regulations and high regulatory standards Successive independent reports, including by the IMF, have recognised Guernsey as a leader in the field of compliance and governance	Jersey has strict AML/CFT regulations and high regulatory standards Successive independent reports, including by the IMF, have recognised Jersey as a leader in the field of compliance and governance

Contacts

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