Setting up a limited company in Jersey

What is a limited company?

A limited company is a separate legal structure.

The company's finances are separate from its owners. If something goes wrong, owners can only lose the capital they have invested into the business.

If you are unsure whether a limited company is the right structure for your business, read our guide on the different types of trading entities.

How do I incorporate my company?

All limited companies must be set up or 'incorporated' using the Jersey Financial Services Commission's myRegistry portal.

Before starting the incorporation process, you will need:

- A name for the company
- An address for the company
- A Memorandum of Association and an Articles of Association
- At least one shareholder
- At least one director
- A Company Secretary
- A nominated person
- Certified proof of addresses and IDs

Ready to incorporate?

Download our step-by-step incorporation guide (568KB)

Company name and address

You will need to decide on a limited company name before incorporating with the Jersey Financial Services Commission.

The limited company name does not need to be the name your business will trade under.

Your address can be any Jersey address.

Memorandum and Articles of Association

Every limited company must have a Memorandum of Association and an Articles of Association.

Together, the documents form a binding contract between the company and its shareholders. Both documents will need to be signed and witnessed on behalf of each shareholder named.

Memorandum of Association

The Memorandum of Association is a document that records the following details for each of the founding members of the company:

- Name
- Address
- Signature
- Number of shares

You can download our Memorandum of Association template to get you started.

Articles of Association

The Articles of Association is a document that outlines the way your company should be structured and managed. Sections should include:

- Decision making
- Members' rights, duties, and liabilities

- Share capital (issuing and transferring shares)
- Profit distribution
- Director appointment and removal
- Decisions regarding the appointment of a Company Secretary
- Administrative Issues

The Companies Jersey Law 1991 provide a company standard Articles of Association which can be adopted in full or in part.

If you decide to adopt the standard Articles of Association in full, you will not be required to upload the document to myRegistry.

If you only adopt part of the standard Articles of Association or create your own, you should seek professional assistance to avoid any errors.

Where can I obtain a Memorandum of Association and an Articles of Association?

The Memorandum of Association and the Articles of Association form two parts of a legal contract and are normally drawn up by a professional so they can be tailored to meet specific requirements.

The JFSC and Jersey Business do not provide a company Articles of Association. However, the Companies Jersey Law 1991 does provide a company standard Articles of Association as prescribed by **The Companies (Standard Table) (Jersey) Order 1992.**

You can choose to adopt these standard Articles of Association for your company either in full, in part or as previously explained replace them with Articles tailored to your company's specific requirement.

If you decide to adopt the standard Articles of Association, you will not be required to upload them to the JFSC portal, but you will be required to upload the

'Memorandum of Association' part of the contract.

If you choose to create a company Articles of Association yourself, it is always wise to seek professional assistance to avoid any potential errors in the creation and submission process.

Note: These documents currently do not need to be witnessed.

Structuring shares and shareholding

Before incorporating you will need to decide on the shares and shareholding for your new limited company.

An accountant or lawyer will be best placed to advise you on your shareholding. Together, you will need to decide on the following:

- Share capital
- Number of shares
- Value of each share

The number of shares for each shareholder will need to be recorded in the Memorandum of Association.

You will be asked for details of shares and shareholding as you work through the online process for incorporation.

At least one shareholder is required to incorporate a company.

As the regulator for financial services in Jersey, the JFSC is unable to offer advice in this area. Your accountant or lawyer is best placed to advise you how to structure your shareholding.

Choosing directors

At least one director must be named when incorporating your limited company.

Directors can be shareholders, however the following persons may not act as directors:

- an individual who is less than 18 years old
- an interdict (i.e. somebody who is mentally unwell)
- a person who has been disqualified from being a director

Before appointing any directors, we recommend reviewing our Guide to the Duties and Responsibilities of the Directors of a Jersey Private Company.

Our guide to duties and responsibilities of a director

Choosing a Company Secretary

Every limited company must have a Company Secretary.

Directors can be appointed the Company secretary. However, if there is only one director, a Company Secretary needs to be appointed separately.

Your Company Secretary will be responsible for the following:

- Maintaining statutory books
- Recording shareholder & director meeting minutes
- Organising Annual General Meetings

For more information on the role of your Company Secretary, review our Guide to the Duties and Responsibilities of the Directors of a Jersey Private Company

Choosing a nominated person

The nominated person needs to complete the two part registration on the Jersey Financial Services Commission's myRegistry portal.

The nominated person will have access to your company's public and private information, including the details of the beneficial owners and controllers.

They will be responsible for:

- Submitting the annual confirmation statement
- Making changes to associated parties

For more information on the role of your nominated person and the registration process, review the JFSC's registering as a nominated person guide.

Certifying proof of identity and address

You will need to obtain a certified proof of ID and address for everyone who is:

- A beneficial owner (any shareholder holding 10% or more)
- A controller or director of the Company (any individual exercising control over the company through other means, (the FATF interpretation as outlined in section 4 of the AML Handbook)

Who can certify these documents?

You will be asked to upload a scanned copy of these documents to the registry during the application.

Once you have all these documents in place, duly signed and certified where applicable, you are then ready to begin the online incorporation process with the JFSC using the steps below as a guide.

Please find below your step by step guide

How to incorporate a Jersey Limited Company with the Jersey Financial Services Commission

Do I need to employ an accountant?

Whilst there is no legal requirement for limited companies to use an accountant, there are many benefits in doing so. Your business is eventually going to get to the stage where you will need help with ongoing accounting, tax, and compliance work such as annual financial statements the Comptroller might request, or filing your annual tax return. Also, they will help you decide on the appropriate number, type, and value of shares the company should authorise and issue to start with.

Relevant links

- JFSC
- JACS
- Jersey Office of the Information Commissioner
- Residential and employment statuses
- Business Licence for a Limited Company
- JFSC-Easy Company Registry
- GST guidance for your business
- Social Security-Paying Class 2 contributions if you're setting up a business
- Social Security-Employing Staff
- Registering as an Employer
- Company Tax Information
- Setting up in Jersey as a Non-Resident
- Setting up a catering business
- Business Insurance
- Guide to Writing a Business Plan

Keep up-to-date with business information, news and events
sign up for the Jersey Business newsletter.

Subscribe →