



## **Circular No. 7** @ July 2017

### **Certificate of Good Standing**

#### **What is a Certificate of Good Standing (“CoGS”)?**

A CoGS is a certificate issued upon request in relation to a company that is compliant with all of the filing requirements stipulated in the Companies Act. It will only be issued to those companies that are fully up to date with all of their statutory filings.

Two types of CoGS exist: a version with shareholders' information and a second version without shareholders' information.

A CoGS with shareholders' information will include the following details:-

- Name and incorporation number of the Company;
- Names and addresses of the current officers;
- Registered office address;
- Share capital of the Company;
- Particulars of members/shareholders as at the date of the request / list of members;
- Charges against the Company registered at Companies House Gibraltar (“CHG”).

A CoGS will also confirm that a company is not in the process of being dissolved, liquidated or struck off.

#### **Who can request one?**

Anyone seeking confirmation or requiring proof that a company is active and compliant with its statutory filing obligations under the Companies Act may request a CoGS. However a CoGS with shareholders' information can only be requested by an officer of the company. A CoGS without shareholders' information can be requested by anyone.

#### **How can I request one?**

A CoGS is requested by completing a request in the attached form and paying the relevant fee. The details stated in the request would be checked against the Registry's records. A request for a CoGS with shareholders' information must include the duly completed list of members signed by a director or secretary of the Company.

#### **What is the fee for processing a request for a CoGS?**

A statutory fee of £45.00 sterling is payable per Certificate of Good Standing.

There is an additional fee of £30.00 sterling for urgent requests of a CoGS (£75 total).

The Registry must receive these requests no later than 9.30am. The CoGS will be issued by 3pm on the same day.

### **Payment Method**

UK clearing cheques should be crossed and made payable to Companies House Gibraltar (“CHG”).

Users with an account with CHG may have the amount deducted from their account.

### **How long will it take to process a request for a CoGS?**

Standard requests can take up to 3 working days to process.

As detailed above CoGS can be issued on the same day if an urgent request is received by 9:30am. If an urgent request is received after 9:30am the CoGS will be issued the following day.

### **Can I request a CoGS for any company registered in Gibraltar?**

Yes, however CoGS are not issued for companies registered under Part XII or Part XIV of the Companies Act. Additionally, it should be noted that CHG will not issue long form CoGS with shareholders’ information for Public Limited Companies.

### **What are some of the most common reasons for a company not being in good standing?**

- Annual Returns and/or Accounts not filed up-to-date;
- Missing appointments, resignations or other changes in the particulars of the officers of the company;
- Missing Allotment of shares;
- Missing transfer(s) of shares;
- Incorrect information shown in any of the returns on file.

### **Will CHG issue a refund of the fee if I request a CoGS for a company that is not in good standing?**


CHG's stance on this is that the fee for requesting a CoGS is non-refundable. Only in exceptional circumstances will such a request be considered and, even then, a refund will only be issued at the discretion of CHG. This has been the position adopted by CHG as an audit of the file and work required to ascertain if the Company is in good standing will already have been performed. This said, CHG will allow a period of 14 days from the date of payment for the request within which any errors or omissions may be addressed and corrected. In such cases CHG will issue a CoGS without further payment being required for a new request.

### **Important Notice**


In order for the Registrar to issue a CoGS the Company is required to be up to date with the filing of all its Annual Returns and Accounts. We would therefore expect that a company for which a CoGS is sought is up to date with all its annual filing obligations. The accuracy of the details contained on a CoGS depends on the accuracy of the Registrar’s records. This will reflect the information filed for the Company to which the CoGS relates.


## Registry

Companies House Gibraltar  
1<sup>st</sup> Floor  
The Arcade  
30-38 Main Street  
PO Box 848  
Gibraltar

 +350 200 78193

 +350 200 44436

 [mail@companieshouse.gi](mailto:mail@companieshouse.gi)

 [www.companieshouse.gi](http://www.companieshouse.gi)

Request for a Certificate of Good Standing by an officer of the Company

Date of request: \_\_\_\_\_  
Number of company: \_\_\_\_\_  
Name of company: \_\_\_\_\_  
Date of incorporation: \_\_\_\_\_  
Date of last annual return filed: \_\_\_\_\_  
Authorised share capital: £ \_\_\_\_\_  
Issued share capital: £ \_\_\_\_\_  
Registered office: \_\_\_\_\_

**List of Directors and Secretaries as at \_\_\_\_\_**

Full Name	Nationality	Usual Address	Occupation

The officer of the company signing this request hereby certifies that : -

1. No request for striking off the Company has been made.
2. The Company is not the subject of a voluntary winding up or a petition to wind up the Company by the Court or under the supervision of the Court.
3. No receiver or managers has been appointed to manage the property of the Company on behalf of debenture holders or by Order of the Court.
4. No Insolvency proceedings under the Insolvency Act 2014 have been commenced.

(Signature)

Name in Block Capitals  
(State whether Director or Secretary)

Date \_\_\_\_\_

