



CAREY OLSEN

## Jersey companies law to be more flexible and simpler

Service area / [Corporate](#)

Legal jurisdiction / [Jersey](#)

Date / [January 2026](#)

On 21 January 2026 the States of Jersey passed an amendment to the Jersey companies law to increase the flexibility of Jersey companies and make their use simpler and more efficient.

Headline changes include:

- The removal of the headcount test for shareholder schemes of arrangement and a streamlining of the statutory merger process, including to remove the need to obtain separate class consents.
- Amendments to accounting and audit requirements to simplify the position for Jersey companies that are dual-listed within and outside of Europe (UK and EU/EFTA).
- Introducing the ability to transfer non-market traded shares electronically.
- Providing flexibility to determine what are and are not variations of class rights.
- Many other welcome developments such as the addition of an optional merger relief regime, the addition of a statutory capital contribution regime, simplifying share repurchase authorisations, increasing flexibility for the use of share voting technology and direct voting of shares, clarifying that shareholders agreements etc. do not need to be publicly filed, removing the "30 member rule", simplifying share capital amendment processes, and removing the cap on authorised share capital.

These are just a small selection of the changes, and we will provide more detail closer to the commencement date (which will be no earlier than **1 June 2026**).

Carey Olsen partners David Taylor and James Willmott have been working with key stakeholders, including the Government of Jersey, the Jersey Financial Services Commission and Jersey Finance, on reforming Jersey's companies laws for the past decade.

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