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Offences in connection with request for or disclosure of information.

152. (1) It is an offence for a person without reasonable excuse to make in a request under section 149 a statement that is false, deceptive or misleading in a material particular.

(2) It is an offence for a person in possession of information obtained by exercise of the rights conferred by section 149 –

- (a) to do anything that results in the information being disclosed to another person, or
- (b) to fail to do anything with the result that the information is disclosed to another person,

knowing or having reason to suspect that that person may use the information for a purpose that is not a proper purpose.

Meetings of directors

Participation in meetings.

153. (1) Subject to any provision to the contrary in a company's memorandum or articles, if a director is, by any means, in communication with one or more other directors so that each director participating in the communication can hear or read what is said or communicated by each of the others, each director so participating is deemed to be present at a meeting with the other directors so participating.

(2) A meeting of directors conducted pursuant to subsection (1) shall be deemed to be held in the place in which the chairman of the meeting is present.

Minutes of directors' meetings.

154. (1) A company must cause minutes of [the proceedings of] meetings of its directors to be recorded.

(2) Where the records are not kept in Guernsey, a copy of them must be kept –

(a) at the company's registered office, or

(b) at such other place in Guernsey as the directors think fit.

(3) The records (or, where the records are not kept in Guernsey, the copies) must be kept for at least 6 years from the date of the meeting.

(4) A company which fails to comply with this section is guilty of an offence.

(5) The duty imposed upon an incorporated cell under this section lies with its incorporated cell company.

NOTE

In section 154, the words in square brackets in subsection (1) were substituted by the Companies (Guernsey) Law, 2008 (Amendment) Ordinance, 2015, section 41, with effect from 3rd September, 2015.

Minutes as evidence.

155. (1) Minutes recorded in accordance with section 154, if purporting to be [signed] by the chairman of the meeting or by the chairman of the next directors' meeting, are evidence of the proceedings at the meeting.

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(2) Where minutes have been made in accordance with section 154 of the proceedings of a meeting of directors, then, unless the contrary is proved –

- (a) the meeting is deemed duly held and convened,
- (b) all proceedings at the meeting are deemed to have duly taken place, and
- (c) all appointments at the meeting are deemed valid.

NOTE

In section 155, the word in square brackets in subsection (1) was substituted by the Companies (Guernsey) Law, 2008 (Amendment) Ordinance, 2015, section 42, with effect from 3rd September, 2015.

Rights to inspect and require copies.

156. (1) The minutes of directors' meetings must be open, during ordinary business hours, to the inspection of any director without charge.

(2) A director may require a copy of any minutes of directors' meetings, or any part of them, without charge and the company shall cause any copy so requested to be sent to the director within 5 working days after the date of receipt of the request.

(3) A company which fails to comply with this section is guilty of an offence and the Court may by order compel an immediate inspection or, as the case may be, direct that a copy be sent to the director requesting it.

Directors' liabilities