



Companies Act 2006

2006 CHAPTER 46

PART 31

DISSOLUTION AND RESTORATION TO THE REGISTER

CHAPTER 3

RESTORATION TO THE REGISTER

Restoration to the register by the court

1029 Application to court for restoration to the register

- (1) An application may be made to the court to restore to the register a company—
 - (a) that has been dissolved under Chapter 9 of Part 4 of the Insolvency Act 1986 (c. 45) or Chapter 9 of Part 5 of the Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I. 19)) (dissolution of company after winding up),
 - (b) that is deemed to have been dissolved under paragraph 84(6) of Schedule B1 to that Act or paragraph 85(6) of Schedule B1 to that Order (dissolution of company following administration), or
 - (c) that has been struck off the register—
 - (i) under section 1000 or 1001 (power of registrar to strike off defunct company), or
 - (ii) under section 1003 (voluntary striking off),whether or not the company has in consequence been dissolved.
- (2) An application under this section may be made by—
 - (a) the Secretary of State,
 - (b) any former director of the company,
 - (c) any person having an interest in land in which the company had a superior or derivative interest,

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- (d) any person having an interest in land or other property—
 - (i) that was subject to rights vested in the company, or
 - (ii) that was benefited by obligations owed by the company,
 - (e) any person who but for the company's dissolution would have been in a contractual relationship with it,
 - (f) any person with a potential legal claim against the company,
 - (g) any manager or trustee of a pension fund established for the benefit of employees of the company,
 - (h) any former member of the company (or the personal representatives of such a person),
 - (i) any person who was a creditor of the company at the time of its striking off or dissolution,
 - (j) any former liquidator of the company,
 - (k) where the company was struck off the register under section 1003 (voluntary striking off), any person of a description specified by regulations under section 1006(1)(f) or 1007(2)(f) (persons entitled to notice of application for voluntary striking off),
- or by any other person appearing to the court to have an interest in the matter.

1030 When application to the court may be made

- (1) An application to the court for restoration of a company to the register may be made at any time for the purpose of bringing proceedings against the company for damages for personal injury.
- (2) No order shall be made on such an application if it appears to the court that the proceedings would fail by virtue of any enactment as to the time within which proceedings must be brought.
- (3) In making that decision the court must have regard to its power under section 1032(3) (power to give consequential directions etc) to direct that the period between the dissolution (or striking off) of the company and the making of the order is not to count for the purposes of any such enactment.
- (4) In any other case an application to the court for restoration of a company to the register may not be made after the end of the period of six years from the date of the dissolution of the company, subject as follows.
- (5) In a case where—
 - (a) the company has been struck off the register under section 1000 or 1001 (power of registrar to strike off defunct company),
 - (b) an application to the registrar has been made under section 1024 (application for administrative restoration to the register) within the time allowed for making such an application, and
 - (c) the registrar has refused the application,
 an application to the court under this section may be made within 28 days of notice of the registrar's decision being issued by the registrar, even if the period of six years mentioned in subsection (4) above has expired.
- (6) For the purposes of this section—

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- (a) “personal injury” includes any disease and any impairment of a person’s physical or mental condition; and
- (b) references to damages for personal injury include—
 - (i) any sum claimed by virtue of section 1(2)(c) of the Law Reform (Miscellaneous Provisions) Act 1934 (c. 41) or section 14(2)(c) of the Law Reform (Miscellaneous Provisions) Act (Northern Ireland) 1937 (1937 c. 9 (N.I.)) (funeral expenses)), and
 - (ii) damages under the Fatal Accidents Act 1976 (c. 30), the Damages (Scotland) Act 1976 (c. 13) or the Fatal Accidents (Northern Ireland) Order 1977 (S.I. 1977/1251 (N.I. 18)).

1031 Decision on application for restoration by the court

- (1) On an application under section 1029 the court may order the restoration of the company to the register—
 - (a) if the company was struck off the register under section 1000 or 1001 (power of registrar to strike off defunct companies) and the company was, at the time of the striking off, carrying on business or in operation;
 - (b) if the company was struck off the register under section 1003 (voluntary striking off) and any of the requirements of sections 1004 to 1009 was not complied with;
 - (c) if in any other case the court considers it just to do so.
- (2) If the court orders restoration of the company to the register, the restoration takes effect on a copy of the court’s order being delivered to the registrar.
- (3) The registrar must cause to be published in the Gazette notice of the restoration of the company to the register.
- (4) The notice must state—
 - (a) the name of the company or, if the company is restored to the register under a different name (see section 1033), that name and its former name,
 - (b) the company’s registered number, and
 - (c) the date on which the restoration took effect.

1032 Effect of court order for restoration to the register

- (1) The general effect of an order by the court for restoration to the register is that the company is deemed to have continued in existence as if it had not been dissolved or struck off the register.
- (2) The company is not liable to a penalty under section 453 or any corresponding earlier provision (civil penalty for failure to deliver accounts) for a financial year in relation to which the period for filing accounts and reports ended—
 - (a) after the date of dissolution or striking off, and
 - (b) before the restoration of the company to the register.
- (3) The court may give such directions and make such provision as seems just for placing the company and all other persons in the same position (as nearly as may be) as if the company had not been dissolved or struck off the register.
- (4) The court may also give directions as to—

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- (a) the delivery to the registrar of such documents relating to the company as are necessary to bring up to date the records kept by the registrar,
 - (b) the payment of the costs (in Scotland, expenses) of the registrar in connection with the proceedings for the restoration of the company to the register,
 - (c) where any property or right previously vested in or held on trust for the company has vested as *bona vacantia*, the payment of the costs (in Scotland, expenses) of the Crown representative—
 - (i) in dealing with the property during the period of dissolution, or
 - (ii) in connection with the proceedings on the application.
- (5) In this section the “Crown representative” means—
- (a) in relation to property vested in the Duchy of Lancaster, the Solicitor to that Duchy;
 - (b) in relation to property vested in the Duke of Cornwall, the Solicitor to the Duchy of Cornwall;
 - (c) in relation to property in Scotland, the Queen’s and Lord Treasurer’s Remembrancer;
 - (d) in relation to other property, the Treasury Solicitor.