

Notice of intent to restore a limited company

Application to the Court to restore a company to the register

When can a company be restored to the register?

A company can be restored to the register up to a period of 10 years from the date on which it was removed from the register—subject to certain conditions. A company CANNOT be restored if it was struck off under s519 of the Law—striking off for persistent and gross contraventions.

Applications to restore a company are normally through a court process. However, s371(10) enables the Registrar to restore a struck off company where it was struck off in error (see separate guidance 'Application to the Registrar to restore a limited company').

Who can apply to restore a company to the register ?

The following persons can make an application to restore a company to the Register of Companies:

- a company that has been struck off under part XX of The Companies (Guernsey) Law, 2008 (companies that were struck off voluntarily or they were defunct or defaulting);
- a company that has been struck off under Parts XXII or XXIII of The Companies (Guernsey) Law, 2008 (companies that were voluntarily or compulsorily wound up);
- Any director, member or creditor thereof;
- Any liquidator, administrator or (in the case of a protected cell company) receiver of a cell thereof;
- The Guernsey Financial Services Commission in respect of a supervised company or a company engaged in financial services business; or
- Any other person appearing to the Court to have a sufficient interest in making the application.

How do I make an application for restoration ?

A notice of intent to make an application to restore a company should be made to:

- The Guernsey Registry (see over for template document)
- The Guernsey Financial Services Commission
- Her Majesty's Procureur
- Her Majesty's Receiver-General
- Any liquidator, administrator or (in the case of a Protected Cell Company) receiver of a cell of the company (except where he is the applicant).

Restoration Process

Once an application stating the intent to request a company be restored to the register has been made, the Court allows time for Guernsey Registry, Her Majesty's Procureur, Her Majesty's Receiver-General and the Guernsey Financial Services Commission (in the case of a supervised company) to respond to the application.

It is important that a notice of intent to make an application to restore a company is sent to the Registry BEFORE an application is made to the Court.

With regard to the Registry, the following takes place as soon as a notice is received:

- a check is carried out to ensure the company was not struck off before the expiry of 10 years beginning on the date on which the company was struck off.
 - A check is carried out to ensure that the company was not struck off under s519.
 - The Registry will seek to obtain certainty that the administration of the company will be conducted appropriately, and that the company will either continue to carry out its business or, if the purpose was to restore the company to release an asset, that it will be wound up properly.
 - The Registry will provide the applicant with written confirmation of the outstanding fees and annual returns/ validation submissions that will be required **BEFORE** the company can be restored to the register. This correspondence will include the necessary paper forms for the outstanding annual returns/annual validations and will include details of how payment can be made to the Registry.
 - The Registry will send written confirmation to the applicant that the Registrar is satisfied that the requirements of the legislation have been met.
 - The Registry will publish the fact that an application to restore the company has been made.
-

Court Process

Once representations have been received from all parties, the Court will consider the restoration applications.

If the Court is satisfied that it would be just and equitable for the company to be restored it will issue an order to that effect.

Once the Court Order is received by the Registry, and all necessary fees and submissions have been received, the company will be restored to the register of companies.

Once the company has been restored the Registry will publish a notice on its website.

Please note:

A company will be restored with all of the details that applied at the time it was dissolved (i.e. it will appear on the register as if it has never been removed). Only once it is restored will changes to address, directors and resident agent be made—with an effective date of the court order.

Other things to consider:

Whilst the law does not require the person applying to restore a company to notify the Income Tax Office it is good practice for you to notify the Office if you intend to make an application to restore a company to the register.

If beneficial ownership information has not previously been submitted, or it has changed since the company was last on the register, you will need to submit a manual beneficial ownership data capture form to the Registry.

Notice of intent to restore a company to the Guernsey Register of Companies

In accordance with s370 of The Companies (Guernsey) Law, 2008 please accept this notice of intent to restore a company to the Guernsey Register of Companies

Company Name

Company Number

Please detail the proposed
registered office

Please detail the proposed directors following restoration :

Name	Registered person number	Residential address

Please detail the proposed resident agent following restoration :

Name	Registered person or entity number	Residential address or registered office address

Please detail the circumstances under which the company was originally struck off

Please detail why you wish the company to be restored

Declaration

I/We

insert name (s) here

As a person(s) authorised under s370(1) of The Companies (Guernsey) Law, 2008 I/we wish to serve notice on the Registrar of Companies notice of our intent to apply to the Court to restore the above-mentioned company to the register of companies.

Signed

Signature

Signature

Date

Insert date here
