

## Application to the Registrar to restore a limited company s371(10) where the company was struck off in error

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### 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.

This guidance documents the process for applications that are being made under section 371 (10) of the Companies (Guernsey) Law, 2008 where the company was struck off in error. For guidance regarding an application to restore a company using the Court process please see the separate guidance 'Notice of intent to restore a company'

### Who can apply to the Registrar to restore a company to the register ?

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 details below).

The following persons can make an application to the Registrar 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;

### How do I make an application for restoration ?

An application to restore a company should be made (using the template document at the end of this guidance note) to the Registrar.

Once this application has been received, the Registrar will liaise with the following organisations on your behalf:

- The Guernsey Financial Services Commission (GFSC) if appropriate
- 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 has been received the Registrar will establish the following:

- That the 'error' referred to in the application meets the requirements of the Companies (Guernsey) Law, 2008 (Amendment) Ordinance, 2014 as follows:
  - The error was that of the Registrar, the company or any of its directors or any other person **or**
  - The company was struck off in circumstances in which it should not have been.

The Registrar will need to be satisfied that:

All the grounds, circumstances or defaults resulting in the company's striking off no longer exist or have been remedied, **and**

Any fees, penalties and amounts due have been paid.

- 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 Registrar will check that the requirements of the GFSC, HM Procureur and HM Receiver General have been fulfilled.
  - 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 payments can be made to the Registry.
  - The Registry will publish the fact that an application to restore the company has been made.
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## Restoration of the company

Once representations have been received from all parties, the Registrar will consider the restoration application.

If he 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 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.*

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### **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.

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## Application to the Registrar restore a company to the Guernsey Register of Companies

*In accordance with s371 (10) of The Companies (Guernsey) Law, 2008 please accept this application 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

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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 apply to the Registrar of Companies restore the above-mentioned company to the register of companies under s371(10) of the Law.

Signed

*Signature*

*Signature*

Date

*Insert date here*

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