



## Introduction to Restoring Companies

If your company has been struck off or dissolved we can assist you having it restored to the register at Companies House.

Our experienced staff will work to restore your dissolved or struck off company quickly and sympathetically with minimum hassle, ever mindful of the urgency and distress that is often involved.

Whether you are an accountant, solicitor, company secretary or business owner we will take a professional approach with personal attention to support your company restoration.

### What does it cost?

Our fee:	£399 + Vat
Court fee:	£130
Companies House legal fee:	£300 *
Legal fees:	£75 **

*\* If the registered office of the Company is situated in Lancashire or Cornwall there will be an extra charge of £125+VAT payable to the Duchy of Lancaster or Cornwall as appropriate.*

*\*\* If no court appearance is required the fee will be £75 + VAT. If a court appearance is necessary the fee can be expected to be approximately £200- £250 depending on the urgency of the case.*

**We require the fee of £986.96, or if the Company is situated in Lancashire or Cornwall, £1133.83, in order to process your application.**

Please note that the above costs DO NOT include any Companies House late filing penalties the company may have incurred.

The vast majority of cases are straightforward. In the event that the restoration encounters difficulties (if say a 3rd party was to oppose it) it is not possible to predict the professional costs or the delay, but no costs will be incurred without your prior agreement.

Should you have any queries please do not hesitate to contact us.

## How long does it take?

A hearing date to restore the company is normally advised shortly after the forms have been lodged with the courts. This interim period is necessary to make sure all the statutory forms for the company have been brought up to date for Companies House (for example Accounts and Annual Returns). The total length of the process can be expected to be between 8 and 12 weeks if all runs according to plan.

If the purpose for restoration is purely to release funds amounting to less than £3,000 in cash it is not always necessary to issue proceedings to restore the Company. This is because the Company does not intend to trade. Each case will be decided on merit and is at the discretion of the Treasury Solicitor.

The vast majority of cases are straightforward. In the unlikely event that the restoration encounters difficulties (if say a 3rd party was to oppose it) it is not possible to predict the delay but you will be informed of any adverse developments.

**IMPORTANT NOTE:** It is not possible to jump the queue – beware of false promises with money-back guarantees!

## What happens when a company is struck off or dissolved?

If a limited company has been removed (struck off or dissolved under section 652 of the Companies Act 1985) from the Register at Companies House it forfeits its assets and they pass (deemed to be bona vacantia) to either The Crown, The Duchies of Lancaster or Cornwall.

If you trade prior to being restored to the Register there can be serious legal repercussions, including personal liability for "company" debts and a host of contractual and other legal issues.

The only way a struck off or dissolved UK limited company can release these frozen assets is by way of an application to the Treasury solicitor and the Registrar of Companies within sections 651, 652 and 653 of the Companies Act 1985, for a company restoration.

The name of the dissolved company becomes free for use in a new company incorporation. You may have to change the name of your company as part of the application to restore to the register if somebody else has formed a new company using the name.

## What is the procedure to restore a struck off or dissolved company?

To restore a struck off or dissolved company and continue trading you need to bring all of the company's affairs up to date. It is sometimes possible to make an application to release frozen cash or assets and immediately strike the company off again, which is less onerous and often more economically viable, as it avoids a full company restoration.

As online company restoration advisers and specialists we can assist you with the procedure for application to the Treasury solicitor and Registrar of Companies. We will deal with all of the legal matters and appoint experienced solicitors to submit your application to Court and the Registrar of Companies on your behalf.

In order to process the application forms you need to complete a simple questionnaire (see below) in as much detail as possible.

Company restoration is normally subject to a 20-year limit (except for example where a personal injury claim is being brought) from when the company was struck off. Please be advised that until a court order has been obtained, the company will not be restored. This is not guaranteed and in any event is not automatic.

## Who can apply to restore a struck off company?

A member (shareholder) or creditor can apply within 20 years of dissolution (longer in certain cases). If the dissolution was voluntary (not struck off by Companies House) any of the people who made the original application to dissolve the company may apply.

## Why restore a struck off or dissolved company?

If a company was struck off by Companies House against the wishes of the members (shareholders) often the purpose of the company restoration is to continue trading. Other reasons to restore a company could be to pursue an injury claim, pay debts, realise pension funds, realise assets for members (shareholders) or to complete a lease or property transaction.

Contrary to popular myth the formation of a new UK limited company with the same name as the struck off or dissolved company is not an alternative to restoration of a company to the Register. It will be a different company - a new company formation is exactly that - a new company registration - and the assets of the previously dissolved company will remain beyond your reach unless the proper procedures are followed for restoration to the Register at Companies House. If you trade prior to being restored to the Register there can be serious legal repercussions, including personal liability for "company" debts and a host of contractual and other legal issues.

## Why is a company struck off or dissolved?

Dissolution is usually voluntary by the members (shareholders) if they have no further use for the company. Under section 652 of the Companies Act 1985 the Registrar of Companies at Companies House may remove the company from the register (striking off) if he or she has reasonable grounds to believe that no business is being carried on. Typically this could be due to a failure to submit an annual return form 363 or file accounts on time. A common cause of companies being struck off is due to a change of registered office address that is not notified to the Companies House.

It is worthwhile noting that prior to being struck off or dissolved a notice is placed by the Registrar of Companies in the London Gazette. It can pay to be vigilant if you have interests in one or more companies and one can subscribe to notification services to be on the lookout for such important events.



## **Application for the Restoration of a Dissolved Company to The Register**

**Please complete the following questions to the best of your ability. If you are unsure of any matters please make it clear rather than guessing, as this may prejudice the application or delay it at a later stage.**

**If there is not enough space to answer clearly next to the question please list on a separate sheet of paper indicating which question you are referring to.**

1. Name of the Company that has been dissolved.
2. Company number.
3. Registered office address.
4. Name and residential address of the shareholder of the Company, who is preferably a director and/ or secretary, who is applying with the company for the restoration.
5. Please provide details of the nominal share capital and names and addresses of all existing members (shareholders) of the company, showing their holdings in the company.
6. Names and addresses of all existing directors and secretaries.
7. Will the Company be shown as solvent on its last accounts? If not, state how the deficit is to be made good. For example if it is arising because of director's loan accounts is the director prepared to give an undertaking to the court not to call in the loan until such time as the Company is solvent and able to pay its debts?
8. Confirm whether or not the Company was trading and in operation at the date of striking off.

9. State the nature of the business carried on by the company at the time it was struck off the register, or if it was dormant or had stopped trading, what was its previous business (if any).

10. a) Does the company intend to continue trading after restoration?

**If yes** please give full details, including dates, of how the member/ s became aware that the company had been struck off the register and if applicable provide details of the reasons why the statutory documents were not filed with The Registrar of Companies.

b) **If not** and the purpose of the application is solely in order to release the company's assets please provide full details of such assets. Please also further confirm that if the application is to proceed, once these assets have been recovered the company will then be struck off again voluntarily under section 652A.

**Applicant's Name, Address, telephone no. & e-mail address**

Customer Number (If Known) With Formations Direct:

**I hereby instruct Formations Direct Limited to apply to the Treasury Solicitor and Companies House to restore the above-named company to the Register on my behalf.**

Signed\_\_\_\_\_ Dated\_\_\_\_\_

Name of Signatory\_\_\_\_\_

**Please post to us with all relevant documents and payment**

Formations Direct Limited

39a, Leicester Road, Salford, Manchester UK, M7 4AS.