



Companies House

# Strike off, dissolution & restoration

This guidance is available in alternative formats which include Braille, large print and audio tape. For further details please email our enquiries section or telephone our contact centre on 0303 1234 500.

## Is this guidance for you?

This guide will be relevant to you if:

- you are thinking of or wish to dissolve a company
- or you wish to restore a company to the register

This guide will be relevant to you if:

- you are a director or secretary of a company
- or you act as an adviser to a company

## **Contents**

### **Introduction**

**Chapter 1.** Voluntary strike off and Dissolution

**Chapter 2.** Companies no longer carrying on business or in operation

**Chapter 3.** Restoration by Court Order

**Chapter 4.** Administrative Restoration

**Chapter 5.** Quality of documents

**Chapter 6.** Further information

This guide answers many frequently asked questions and provides information on completing the most commonly used filings relating to this area. The guide is not drafted with unusual or complex transactions in mind. Specialist professional advice may be needed in those circumstances.

## Introduction

This guide explains how you can remove your company from, and restore it to, the register of companies. You will find the relevant law in Part 31 of the Companies Act 2006.

This guide explains:

- **Voluntary strike off and Dissolution** - how you can ask the registrar to remove your company from the register (Chapter 1)
- **Companies no longer carrying on business or in operation** - how the registrar may remove your company from the register if it is no longer carrying on business or in operation (Chapter 2)
- **Restoration to the register by Court Order** - how the court can restore the company to the register (Chapter 3)
- **Administrative Restoration** – how a former director or member may apply to the registrar to have the company restored (Chapter 4)
- **Quality of documents** – (Chapter 5)
- **Further information** – (Chapter 6)

If, after reading this guide, you are in doubt about your responsibilities, you should consider seeking professional advice from a solicitor or accountant.

## Chapter 1

### Voluntary strike off and Dissolution

#### 1. In what circumstances may a company apply to be struck off the register?

A company may apply to the registrar to be struck off the register and dissolved. The company can do this if it is no longer needed. For example, the directors may wish to retire and there is no one to take over from them; or it is a subsidiary whose name is no longer needed; or it was set up to exploit an idea that turned out not to be feasible. Some companies who are dormant or non trading choose to apply for strike off. If you have decided that you no longer want to retain your company and wish to have it struck off, the registrar will not normally pursue any outstanding late filing penalties unless you restore the company to the register at a later stage.

This procedure is not an alternative to formal insolvency proceedings where these are appropriate. Even if the company is struck off and dissolved, creditors and others could apply for the company to be restored to the register. Further information about restoration can be found in chapter 3. A list of persons who can apply to the court for a company to be restored can be found in question 1 of chapter 3.

#### 2. When can I not apply to strike my company off the register?

An application for voluntary striking off can only be made by the company, and must be made on the company's behalf by its directors or a majority of them.

Sections 1004 and 1005 of the Companies Act 2006 set out the circumstances in which the company may not apply to be struck off. For example, the company may not make an application for voluntary strike off if, at any time in the last 3 months, it has:

- traded or otherwise carried on business
- changed its name
- made a disposal for value of property or rights that, immediately before ceasing to trade or otherwise carry on business, it held for the purpose of disposal for gain in the normal course of trading or otherwise carrying on business. For example, a company in business to sell apples could not continue selling apples during that 3 month period but it could sell the truck it once used to deliver the apples or the warehouse where they were stored
- engaged in any other activity except one which is necessary or expedient for the purpose of:
  - making an application for strike off or deciding whether to do so (for example, a company may seek professional advice on the application and pay the costs of submitting the 'Striking off application by a company, Form DS01')
  - concluding the affairs of the company
  - complying with any statutory requirement

A company cannot apply to be struck off if it is the subject, or proposed subject, of:

- any insolvency proceedings (such as liquidation, including where a petition has been presented but has not yet been dealt with);
- a section 895 scheme (that is a compromise or arrangement between a company and its creditors or members)

However, a company can apply for strike off if it has settled trading or business debts in the previous three months.

You can find further circumstances in which you cannot make an application in sections 1004 and 1005 of the Companies Act 2006. Please note you will commit an offence if you breach these restrictions (see question 12).

### **3. What should I do before applying?**

There are safeguards for those who are likely to be affected by a company's dissolution. If your company has creditors, members etc, you should warn all the people listed in question 5, before applying, as any of them may object to the company being struck off. You should deal with any loose ends, such as closing the company's bank account, the transfer of any domain names - **before** you apply.

You may notify any other organisation or party who may have an interest in the company's affairs, otherwise they might later object to the application. Examples include Her Majesty's Revenue and Customs, local authorities, especially if the company is under any obligation involving planning permission or health and safety issues, training and enterprise councils and government agencies.

From the date of dissolution, any assets of a dissolved company will belong to the Crown. The company's bank account will be frozen and any credit balance in the account will pass to the Crown. Please see chapter 2 question 4.

### **4. How do I apply?**

You must complete a 'Striking off application by a company, Form DS01'. Further information about downloading forms can be found in chapter 6.

The form must be signed and dated by:

- the sole director, if there is only one
- by both, if there are two
- by all, or the majority of directors, if there are more than 2

It will help Companies House if you provide the name, address, and telephone number of the person we should contact if we have any queries about the application. Please note, this information will appear on the company's public record when we register the form. Depending on where the company was registered you should then send the completed form, with the £10 fee, to Companies House, Cardiff, Edinburgh or Belfast. Cheques

should not be payable from the account of the company applying for strike-off. Further information on the fee is in question 13.

## 5. Who must I inform?

The directors who make the application must, within 7 days of sending the application to the registrar, send a copy to the following persons:

- **members**, usually the shareholders
- **creditors**, including all contingent (existing) and prospective (likely) creditors such as banks, suppliers, former employees if the company owes them money, landlords, tenants (for example, where a bond is refundable), guarantors and personal injury claimants. Also, you must notify appropriate offices of Her Majesty's Revenue and Customs (HMRC) and Department of Work and Pensions (DWP) if there are outstanding, contingent or prospective liabilities
- **employees**
- **managers or trustees of any employee pension fund**
- **any directors who have not signed the form**

The company's directors must also send a copy of the application to any person who, after the application has been made, becomes a director, member, creditor or employee of the company, or a manager or trustee of any employee pension fund of the company. This must be done within 7 days of the person becoming one of these. They must also send a copy of the application to any person who becomes one of the above at any time after the day the company made the application for voluntary strike off. This obligation continues until the dissolution of the company or the withdrawal of the application. Further information on the offence for not circulating the notice to the various parties is covered in question 12.

## 6. How should I inform the various parties?

You can post a copy of the 'Striking off application by a company' Form DS01 to, or leave it at:

- the last known address (if an individual)
- the principal / registered office (if a company or other body)

It is also permissible to make a creditor of the company aware of the application by leaving a copy of it at, or posting a copy of it to, the place of business with which the company has had dealings in relation to the current debts, for example, the branch from where you ordered goods or which invoiced you. However, if there is more than one such place of business, you should deliver a copy of the application to each of those places. It is advisable to keep proof of delivery or posting.

## 7. What happens when Companies House receives the application?

We will examine the form and if it is acceptable we will register the information and put it on the company's public record. We will send an acknowledgement to the address shown

on the form and will also notify the company at its registered office address to enable it to object if the application is bogus.

The registrar will publish notice of the proposed striking off in the Gazette to allow interested parties the opportunity to object.

A copy of this notice will be placed on the company's public record. If there is no reason to delay the registrar will strike the company off the register not less than 3 months after the date of the notice. The company will be dissolved on publication of a further notice stating this in the relevant Gazette.

## **8. What is the Gazette?**

The Gazette is the official newspaper record in the United Kingdom. There are 3 of them: the London Gazette, for companies incorporated in England and Wales; the Edinburgh Gazette, for companies incorporated in Scotland; and the Belfast Gazette, for companies incorporated in Northern Ireland.

When the registrar publishes a notice to strike off or restore a company, the notice will appear in the Gazette for the part of the United Kingdom in which the company was formed. The gazettes are published weekly and further information can be found on the Gazette website.

## **9. What if the company ceases to be eligible or I change my mind and want to withdraw my application?**

The directors must ensure the application is withdrawn immediately by completing the 'Withdrawal of striking off application by a company', Form DS02 if they change their mind or the company ceases to be eligible for striking-off. This may be because, after applying to be struck off, the company:

- trades or otherwise carries on business
- changes its name
- for value, disposes of any property or rights except those it needed in order to make or proceed with the application (for example a company may continue the application if it disposes of a telephone which it kept to deal with enquiries about its application)
- becomes subject to formal insolvency proceedings or makes a section 900 application (a compromise or arrangement between a company and its creditors)
- engages in any other activity, unless it was necessary to
  - make or proceed with a striking-off application
  - conclude those of its affairs that are outstanding because of the need to make or proceed with an application (such as paying the costs of running office premises while concluding its affairs and then finally disposing of the office)

- comply with a statutory requirement

Any director may file the application to withdraw the strike off action to the registrar using our WebFiling service. Alternatively, the application can be withdrawn by submitting a paper Form DS02.

Section 1009 of the Companies Act 2006 contains the full circumstances that mean you must withdraw an application for strike off and question 12 contains information on the offences for failure to withdraw an application.

## **10. Can anyone object to dissolution?**

Any interested party can object to the registrar.

## **11. How and why can they object?**

Objections or complaints must be in writing and sent to the registrar with any supporting evidence, such as copies of invoices that may prove the company is trading. Reasons could include:

- if the company has broken any of the conditions of its application for example, it has traded, changed its name or become subject to insolvency proceedings during the three-month period before the application, or afterwards
- if the directors have not informed interested parties
- if any of the declarations on the form are false
- if some form of action is being taken, or is pending, to recover any money owed (such as a winding-up petition or action in a small claims court)
- if other legal action is being taken against the company
- if the directors have wrongfully traded or committed a tax fraud or some other offence

A full list of conditions can be found in sections 1004 and 1005 of the Companies Act 2006.

## **12. Offences and penalties**

It is an offence:

- to apply when the company is ineligible for striking-off (see question 2)
- to provide false or misleading information in, or in support of, an application
- not to copy the application to all relevant parties within seven days
- not to withdraw application if the company becomes ineligible

The offences attract a potentially unlimited fine on summary conviction (before a magistrates' court or Sheriff Court) or an unlimited fine on indictment (before a jury). If the

directors breach the requirements to give a copy of the application to relevant parties and do so with the intention of concealing the application, they are also potentially liable to not only a fine but also up to seven years imprisonment.

Anyone convicted of these offences may also be disqualified from being a director for up to 15 years.

However, before a prosecution can be considered, as a prosecuting authority the Department for Business, Innovation and Skills must ensure it complies with the Code for Crown Prosecutors. The Code requires prosecuting authorities to take account of various matters when deciding whether to prosecute. Further information on the Code can be found in 'The Code for Crown Prosecutors' publication.

### **13. Do I need to send a fee with my application Form DS01?**

Yes. A fee of £10 is payable to cover the cost of providing the service. We will not refund the fee if you withdraw the application after we have registered it. A further fee will be payable for a new application. Please make cheques payable to 'Companies House' and write the company number on the reverse. Cheques should not be payable from the account of the company applying for strike-off.

## **Chapter 2**

### **Companies no longer carrying on business or in operation**

#### **1. Can the registrar strike a company off the register on his own initiative?**

Yes, if it is neither carrying on business nor in operation. The registrar may take this view if, for example:

- he has not received documents from a company that should have sent them to him;
- mail that the registrar has sent to a company's registered office is returned undelivered
- the company has no directors

Before striking a company off the register, the registrar is required to write two formal letters and send notice to the company's registered office to inquire whether it is still carrying on business or in operation. If he is satisfied that it is not, he will publish a notice in the relevant Gazette stating his intention to strike the company off the register unless he is shown reason not to do so.

A copy of the notice will be placed on the company's public record. If the registrar sees no reason to do otherwise, he will strike off the company not less than three months after the date of the notice. The company will be dissolved on publication of a further notice stating this in the relevant Gazette. Further information about the Gazette can be found in chapter 1, question 8.

#### **2. How can I avoid this action?**

If you want your company to remain on the register, you must reply promptly to any formal inquiry letter from the registrar and deliver any outstanding documents. Failure to deliver the necessary documents may also result in the directors being prosecuted.

### 3. Can I object?

The registrar will take into account representations from the company and other interested parties, for example, creditors. If there is good reason not to strike the company off the register, he may suspend the action until the objection is resolved.

### 4. What happens to the assets of a dissolved company?

From the date of dissolution, any assets of a dissolved company will be "bona vacantia". Bona vacantia literally means "vacant goods" and is the technical name for property that passes to the Crown because it does not have a legal owner. The company's bank account will be frozen and any credit balance in the account will be passed to the Crown.

You should address any enquiries about bona vacantia property, as appropriate, to:

<b>If the company is incorporated in Northern Ireland</b>	The Crown Solicitor Royal Courts of Justice Chichester Street BELFAST BT1 3JY
<b>If the company is incorporated in Scotland</b>	The Queen's and Lord Treasurer's Remembrancer (QLTR Unit) Crown Office Unit 5 14a South St Andrew Street Edinburgh EH2 2AZ <a href="http://www.qltr.gov.uk">www.qltr.gov.uk</a>
<b>If the company's registered office is in Lancashire</b>	The Solicitor to the Duchy of Lancaster 66 Lincoln's Inn Fields London WC2A 3LH
<b>If the company's registered office is in Cornwall or the Isles of Scilly</b>	The Solicitor to the Duke of Cornwall 66 Lincoln's Inn Fields London WC2A 3LH
<b>In all other cases:</b>	The Government Legal Department Bona Vacantia Division (BVD) PO Box 70165 London WC1A 9HG <a href="http://www.gov.uk/bonavacantia">www.gov.uk/bonavacantia</a>

## Chapter 3 Restoration by Court Order

The registrar can only restore a company if he receives a court order, unless a company is administratively restored to the register (see chapter 4). Anyone who intends to make an application to the court to restore a company is advised to obtain independent legal advice.

Any company which is restored to the register is deemed to have continued in existence as if it had not been struck off and dissolved.

### **1. Who can apply to the Court to restore a company to the register?**

Generally, any of the following may make an application for restoration:

- any former director, member, creditor or liquidator
- any person who had a contractual relationship with the company or who had a potential legal claim against the company
- any person who had an interest in land or property in which the company also had an interest, right or obligation
- any manager or trustee of the company's former employees' pension fund
- any other person who appears to the Court to have an interest in the matter

### **2. How long have I got to make an application to the Court?**

#### **For companies dissolved under Section 1000 or 1003 of the CA2006 and 652 or 652a of the 1985 Act**

As a general rule restoration by court order can be applied for up to six years from the date of dissolution, if the dissolution date is on or after 1<sup>st</sup> October 2009.

If the dissolution date is on or before 30<sup>th</sup> September 2009, transitional arrangements exist to take account of the new 2006 Companies Act for restoration. Please ring the contact centre for advice 0303 1234 500.

#### **For companies dissolved under Section 201 and 205 and Para 84 of Schedule B1 of the Insolvency Act and 652 of 1985 Act or Section 1001 of the CA2006**

Companies dissolved on or before 30<sup>th</sup> September 2007 following any form of liquidation are out of time to restore the company.

Companies dissolved on or after 1<sup>st</sup> October 2007 following any form of liquidation have six years from the date of dissolution.

**NB.** There are no time limits for personal injury claims in any of the above scenarios.

### **3. Where do I apply for a Court Order for restoration?**

#### **Restoration in England and Wales**

If you are restoring a company that was registered in England or Wales, you must apply to

the Court by completing a Part 8 claim form (this is the standard form that starts proceedings), which is available in the 'Government Legal Department Treasury Solicitors Guide to Company Restoration'. The Registrar of the Companies Court in London usually hears restoration cases in chambers once a week on Friday afternoons.

Cases are also heard at the District Registries. Alternatively, you can make an application to a County Court that has the authority to wind up the company. For more detailed guidance on restoration, see the 'Government Legal Department Treasury Solicitors Guide to Company Restoration' available on the Government Legal Department web site or telephone 020 7210 3000.

You must give the registrar at least 10 days notice of the hearing to allow him time to deal with the matter and instruct the Solicitor representing him.

### **Restoration in Scotland**

If you are restoring a company that was registered in Scotland, you must apply to the Court of Session. Alternatively, for a company whose paid-up capital does not exceed £120,000, you can apply to the Sheriff Court in the sheriffdom in which the company has its registered office.

You can find information and locations of Sheriff Courts at the Scottish Courts web site. You must serve the petition to restore on the registrar of companies in Scotland and any other bodies directed by the court. There is no witness statement required and the period required for responses is set by the Court and only commences when the petition is served on the registrar.

### **Restoration in Northern Ireland**

If you are restoring a company that was registered in Northern Ireland, you should serve the originating summons on **both** the following:

The Registrar of Companies Companies House Second Floor The Linenhall 32-38 Linenhall Street Belfast Northern Ireland BT2 8BG	Royal Courts of Justice Chichester Street Belfast BT1 3JY
<b>or</b>	
DX 481 N.R. Belfast 1	

The registrar will also require a copy of the witness statement in support of the application.

## **4. How do I serve documents?**

You should serve the claim form and supporting evidence (see question 6) on the appropriate registrar of companies and the solicitor dealing with any bona vacantia assets, namely:

## For companies registered in England and Wales

The Treasury Solicitor, unless the company's registered office is in Lancashire or Cornwall, when it should be served on the solicitor to the Duchy of Lancaster or Cornwall

## For companies registered in Scotland

The Lords Advocate

## For companies registered in Northern Ireland

The Crown Solicitor in Northern Ireland

The relevant details of the registrars are as follows:

<b>Registrar of Companies for England and Wales</b>	<b>Registrar of Companies for Scotland</b>	<b>Registrar of Companies for Northern Ireland</b>
Restoration Section Companies House Crown Way Cardiff CF14 3UZ <b>or</b> DX: 33050 Cardiff 1	Companies House Fourth Floor Edinburgh Quay 2 139 Fountainbridge Edinburgh EH3 9FF <b>or</b> DX: ED235 Edinburgh 1 <b>or</b> LP – 4 Edinburgh 2	The Registrar of Companies Companies House Second Floor The Linenhall 32-38 Linenhall Street Belfast Northern Ireland BT2 8BG <b>or</b> DX 481 N.R. Belfast 1

Documents can be delivered by post and we suggest you use recorded delivery for safer delivery. We will also accept delivery by hand during normal office hours at Companies House, Cardiff (at any time); Companies House, Abbey Orchard Street, London; Companies House, Belfast; and Companies House, Edinburgh.

## 5. What evidence must I give?

Other than in Scotland, the Court will require:

- evidence that the originating document was served
- written confirmation that the solicitor dealing with the bona vacantia assets has no objection to the restoration of the company (you should attach a copy of the solicitor's letter to the affidavit or witness statement this does not apply in Scotland)
- when the company was incorporated and the nature of its objects (you should attach a copy of the certificate of incorporation and the memorandum of association and, if appropriate, the articles of association)
- its membership and officers

- its trading activity and, if applicable, when it stopped trading
- an explanation of any failure to deliver accounts, annual returns or notices to the registrar
- details of the striking-off and dissolution
- comments on the company's solvency
- any other information that explains the reason for the application

In England and Wales and in Northern Ireland the above information must be provided in an affidavit or witness statement. In Scotland this information can be provided in the petition to restore.

Further information about the requirements for England and Wales can be found in the 'Government Legal Department Treasury Solicitors Guide to Company Restoration' guide. If you require further information about restoration in Northern Ireland or Scotland please contact your solicitor.

The registrar will provide information to assist in an application to the Court. Before the Court hearing, the registrar will normally require the delivery of any statutory documents to bring the company's public file up to date. You should send these documents at least five working days before the hearing, to allow the registrar sufficient time to process or return them for amendment.

## **6. Why might a company be restored with a different company name?**

The registrar will normally restore a company with the name it had before it was struck off and dissolved. However, if at the date of restoration the company's former name is the same as another name on the registrar's index of company names, he cannot restore the company with its former name. You can check whether the company's name is the same as another on the register by using the WebCheck service.

If the name is no longer available, the court order may state another name by which the company is to be restored. On restoration, we will issue a change of name certificate as if the company had changed its name.

Alternatively, the company may be restored to the register as if its registered company number is also its name. The company then has **14 days** from the date of restoration to pass a resolution to change the name of the company. You must deliver a copy of the resolution and a 'notice of change of name by resolution of directors' (Form NM05) to Companies House with the appropriate fee. We will then issue a change of name certificate.

**It is an offence if the company does not change its name within 14 days of being restored with the number as its name.**

**Please note**, the change of name does not take effect until we have issued the certificate.

## **7. Are there costs or penalties?**

Yes. Where property has become bona vacantia, the Court may direct that the claimant meets costs of the Crown representative in dealing with the property during the period of dissolution or in connection with the proceedings. The Court may also direct that the claimant meets the registrar's costs in connection with the proceedings for the restoration.

The company must normally pay any statutory penalties for late filing of accounts delivered to the registrar outside the period allowed for filing. The penalties that may be due are:

- unpaid penalties outstanding on accounts delivered late before the company was dissolved;
- penalties due for accounts delivered on restoration, if the accounts were overdue at the date the company was dissolved

The appropriate filing fee must also be paid on submission of outstanding documents.

The level of any late filing penalty depends on how late the accounts are when we receive them. For example, a set of accounts that you should have delivered 2 months before a private company was dissolved are normally regarded as 2 months late if you deliver them on restoration and you must pay the relevant penalty. The company is not liable for late filing penalties for accounts received on restoration but which became due while the company was dissolved. For more information about penalties, please see our 'Late Filing Penalties' guide.

## **8. What happens when the court makes an order for restoration?**

The applicant must deliver a copy of the court order to the registrar to restore the company. A company is restored when you deliver the order. When restoring a company that was registered in Scotland, the registrar in Scotland will require a copy of the order certified by the court.

## **9. What happens when the company has been restored?**

When it has been restored, the general effect is that a company is deemed to have continued in existence as if it had not been dissolved or struck off the register. The Court may give directions or make provision to put the company and all other persons in the same position as they were before the company was dissolved and struck off. A notice will also be placed in the relevant Gazette.

## **Chapter 4 Administrative Restoration**

### **1. What is Administrative Restoration?**

Under certain conditions, where a company was dissolved because it appeared to be no longer carrying on business or in operation, a former director or member may apply to the registrar to have the company restored. This is called 'administrative restoration'. If the registrar restores the company it is deemed to have continued in existence as if it had not

been dissolved and struck off the register. Section 1025 of the Companies Act 2006 gives details of the requirements relating to administrative restoration.

Administrative Restoration is available where the company was struck off under either section 652 of the Companies Act 1985, the Companies (Northern Ireland) Order 1986 (SI 1986/1032 (NI 6) or section 1000 and 1001 of the Companies Act 2006.

## **2. Who can apply to have a company restored to the register?**

Only a former director or former member of the company, who was a director or member at the time the company was dissolved can apply.

## **3. Can an application for administrative restoration be made in respect of any company?**

No. To be eligible for administrative restoration, the company must have been:

- struck off the register under sections 1000 and 1001 of the Companies Act 2006, the Companies (Northern Ireland) Order 1986 (SI 1986/1032 (NI 6) or section 652 of the Companies Act 1985
- dissolved for no more than six years at the date the registrar receives your application for restoration

If a company meets the above criteria, an application for restoration may be made if it meets the following conditions:

- it must have been carrying on business or in operation at the time it was struck off
- if any property or rights belonging to the company became bona vacantia, the applicant must provide the registrar with a statement in writing from the relevant Crown Representative giving consent to the company's restoration. This statement is called a 'Bona Vacantia waiver letter', and must be obtained from the relevant Crown representative. A fee will be applicable, for more information please see chapter 2 question 4
- it has delivered all documents necessary to bring the company up to date and paid any outstanding late filing penalties. See question 5

## **4. How do I apply for administrative restoration?**

You must send an 'Application for administrative restoration' (Form RT01) to the registrar which includes a statement of compliance confirming that the applicant is legally entitled to make the application (see question 1) and that the conditions for restoration are met (see question 2).

The registrar's fee for processing the application is £100. Please make cheques payable to 'Companies House' and write the company number on the reverse.

## **5. What are the other costs or penalties involved in making an application for administrative restoration?**

The applicant must meet the Crown representative's costs or expenses (if demanded). The company must pay any statutory penalties for late filing of accounts delivered to the registrar outside the period allowed for filing. The penalties that may be due are:

- unpaid penalties outstanding on accounts delivered late before the company was dissolved;
- penalties due for accounts delivered on restoration, if the accounts were overdue at the date the company was dissolved

You must also pay the appropriate filing fee on submission of any outstanding documents.

The level of any late filing penalty depends on how late the accounts are when we receive them. In the case of accounts delivered on restoration, the registrar will normally disregard the period during which the company was dissolved. For example, a set of accounts that you should have delivered 2 months before a private company was dissolved are normally regarded as 2 months late if you deliver them on restoration and you must pay the relevant penalty before the restoration of the company.

The company is not liable for late filing penalties for accounts received on restoration but which became due while the company was dissolved. For further information about penalties, please see our 'Late Filing Penalties' guide.

## **6. What happens next?**

The registrar will give notice to the person who has applied for restoration of his decision.

If the registrar decides that he will restore the company to the register the restoration will take effect from the date he sends the notice. The notice will include the company's registered number and the name of the company. If the company is restored to the register under a different name or with the company number as its name, that name and its former name will appear on the notice.

If the registrar decides not to restore the company to the register, the applicant may apply to the Court for restoration within 28 days even if the period for restoration has expired. (see question 1 of this chapter).

## **7. Why would a company be restored with a different company name?**

If at the date of restoration the company's former name is the same as another name on the registrar's index of company names, it will need to choose an alternative name. The application for restoration may state another name by which the company is to be restored. You can check whether the company's name is the same as another on the register by using the WebCheck service. On restoration, we will issue a change of name certificate as if the company had changed its name.

Alternatively, we may restore the company to the register as if its registered number is also its name. The company then has 14 days from the date of restoration in which to change the name of the company. Alternatively, the directors can pass a resolution to change the company name. You must deliver a copy of the resolution and notice (Form NM05) of the change of name to Companies House including the appropriate fee. If the documents are

accepted we will issue a change of name certificate. For further information on change of name please see our 'Life of a company part 2 Event driven filings' guide.

**It is an offence if the company does not change its name within 14 days of the company being restored with the company number as its name.**

**Please note**, the change of name does not take effect until the certificate is issued.

## **8. What happens when the company has been restored?**

When it has been restored, the general effect is that a company is deemed to have continued in existence as if it had not been dissolved or struck off the register. An application can be made to the Court for directions or provision required to put the company and all other persons in the same position as they were before the company was dissolved and struck off. Any such application to the Court must be made within 3 years of the company being restored

## **Chapter 5 Quality of documents**

### **1. What happens to the documents I send to Companies House?**

We scan the documents and forms you deliver to us to produce an electronic image. We then store the original, paper documents and use the electronic image as the working document.

When a customer searches the company record, they see the electronic image reproduced on-line. So it is important not only that the original is legible, but that it can also produce a clear copy.

When you file a document electronically, we automatically create an electronic image from the data you have provided us with.

This chapter sets out some guidelines to follow when preparing a document for filing at Companies House.

### **2. How should I set out documents?**

#### **Documents filed electronically**

Documents filed electronically must comply with the specifications set out by the registrar in his rules on electronic filing. The formats for software filing are contained in the rules published on the website and our website contains all the formats you will need to file via that method.

#### **Paper documents**

Generally, every paper document sent to Companies House must state in a prominent position the registered name and number of the company. There are a few exceptions to this rule, which are set out in the published registrar's rules, which can be found on our

website.

Paper documents should be on A4 size, plain white paper with a matt finish. The text should be black, clear, legible, and of uniform density. Letters and numbers must be clear and legible so that we can make an acceptable copy of the document. The following guidelines may help. Failure to follow these guidelines is likely to result in the document being rejected:

**When you fill in a form please:**

- use black ink or black type
- use bold lettering (some elegant thin typefaces and pens give poor quality copies)
- don't send a carbon copy
- don't use a dot matrix printer
- remember - photocopies can result in a grey shade that will not scan well

**When you complete other documents, please remember:**

- the points already made relating to completing forms
- to use A4 size paper with a good margin
- to supply them in portrait format (that is with the shorter edge across the top)
- to include the company number and name

**3. Where can I find out more about this?**

For further guidance on print requirements, please visit our website or email your enquiry or telephone 0303 1234 500.

**Chapter 6  
Further Information**

**1. How do I deliver information to Companies House?**

For full details of all the ways of sending documents to Companies House, electronically or on paper, please refer to the registrar's rules which appear on our website. The safest and most secure way to file statutory information is to use our online filing services. For more information and registration details please visit our website.

If you are delivering documents by post, courier, Document Exchange Service (DX) or Legal Post (in Scotland) and would like a receipt, Companies House will provide an acknowledgement if you enclose a copy of your covering letter with a pre-paid addressed return envelope. We will barcode your copy letter with the date of receipt and return it to you in the envelope provided.

**Please note:** an acknowledgement of receipt does not mean that a document has been accepted for registration at Companies House.

**Please Note:** Companies House does not accept any statutory documents by fax, PDF (except for electronically filed certified copies of charge instruments) or by email.

## 2. Do I have to pay to file documents at Companies House?

You do not have to pay a fee for many of the documents that you have to send to Companies House, **but some do require a fee and we will not accept them for registration without it.** For full details you should refer to our website.

## 3. Can I file documents in other languages?

As a general rule the law requires that you deliver documents to Companies House in English, however there are exceptions which are detailed below. Companies can deliver the following documents in languages other than English if the document is accompanied by a certified translation into English:

- resolutions and agreements affecting a company's constitution delivered under Chapter 3 of Part 3 of the Act
- accounts of larger EEA (European Economic Area) groups, the group accounts and parent undertaking's annual report
- accounts of larger non-EEA groups, the group accounts and, where appropriate, the consolidated annual report
- a charge instrument or copy charge instrument
- valuation report required to be delivered to the registrar under section 94(2)(d) of the Act
- articles of association; Memorandum of association; and
- court orders

In addition companies may also file voluntary certified translations of any document subject to the First Company Law Directive disclosure requirements. These are:

- constitutional documents such as the memorandum and articles of association
- directors appointments, changes in particulars or terminations; Accounts, reports and annual returns; Notification of any change in a company's registered office; Winding up documents; Share capital documents (public companies only); Documents relating to mergers and divisions (public companies only); and Documents relating to overseas companies

The voluntary translation must relate to a document delivered to Companies House on or

after 1 January 2007. Voluntary translations can only be filed in an official language of the European Union and must be accompanied by Form VT01, which will link the translation to the original document.

There are different exceptions for Welsh companies (those complying with section 88 of the Act) who are entitled to draw up and deliver certain documents in Welsh without the need of an accompanying certified translation in English. A full list of the excepted documents can be found in our guidance entitled 'Conducting business in Welsh (GP05)' available on our website.

#### **4. Where do I get forms and guides?**

This is one in a series of Companies House publications which provides a simple guide to the Companies Act.

All statutory forms and guides are available, free of charge from Companies House. The quickest way to get them is from our website or by telephoning 0303 1234 500.

You can also obtain forms from company law stationers, accountants, solicitors and company formation agents.

# how to contact us

Version 3.7 (04/15)

contact centre: **0303 1234 500**

(for training and quality purposes your call may be monitored)

mini-com: 029 2038 1245

[enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

**[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)**

**Cardiff:** Companies House  
Crown Way  
Cardiff CF14 3UZ

**Edinburgh:** Companies House  
4th Floor, Edinburgh Quay 2  
139 Fountainbridge  
Edinburgh EH3 9FF

**London:** Companies House  
4 Abbey Orchard Street  
Westminster  
London SW1P 2HT

**Belfast:** Companies House  
Second Floor  
The Linenhall  
32-38 Linenhall Street  
Belfast  
Northern Ireland BT2 8BG