



# Companies Act 2006

## 2006 CHAPTER 46

### PART 31

#### DISSOLUTION AND RESTORATION TO THE REGISTER

#### CHAPTER 1

#### STRIKING OFF

#### *Voluntary striking off*

#### **1003 Striking off on application by company**

- (1) On application by a company, the registrar of companies may strike the company's name off the register.
- (2) The application—
  - (a) must be made on the company's behalf by its directors or by a majority of them, and
  - (b) must contain the prescribed information.
- (3) The registrar may not strike a company off under this section until after the expiration of [<sup>F1</sup>2 months] from the publication by the registrar in the Gazette of a notice—
  - (a) stating that the registrar may exercise the power under this section in relation to the company, and
  - (b) inviting any person to show cause why that should not be done.
- (4) The registrar must publish notice in the Gazette of the company's name having been struck off.
- (5) On the publication of the notice in the Gazette the company is dissolved.
- (6) However—

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*Changes to legislation: There are currently no known outstanding effects for the Companies Act 2006. Cross Heading: Voluntary striking off. (See end of Document for details)*

- (a) the liability (if any) of every director, managing officer and member of the company continues and may be enforced as if the company had not been dissolved, and
- (b) nothing in this section affects the power of the court to wind up a company the name of which has been struck off the register.

#### Textual Amendments

**F1** Words in s. 1003(3) substituted (10.10.2015) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\), ss. 103\(4\), 164\(1\)](#) (with s. 103(7)); S.I. 2015/1689, reg. 4(c)

#### Modifications etc. (not altering text)

**C1** Ss. 1003-1011 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **51** (as amended (10.10.2015) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2015 \(S.I. 2015/1695\)](#), regs. 1, **5(4)**)

#### Commencement Information

**I1** S. 1003 wholly in force at 1.10.2009; s. 1003 not in force at Royal Assent, see s. 1300; s. 1003 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428, art. 3\(3\)](#) (subject to [art. 5, Sch. 1](#) and with [arts. 6, 8, Sch. 5](#)); s. 1003 otherwise in force at 1.10.2009 by [S.I. 2008/2860, art. 3\(o\)](#) (with [arts. 5, 7, 8, Sch. 2](#)) (as amended by [S.I. 2009/1802, art. 18](#))

### 1004 Circumstances in which application not to be made: activities of company

- (1) An application under section 1003 (application for voluntary striking off) on behalf of a company must not be made if, at any time in the previous three months, the company has—
  - (a) changed its name,
  - (b) traded or otherwise carried on business,
  - (c) 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, or
  - (d) engaged in any other activity, except one which is—
    - (i) necessary or expedient for the purpose of making an application under that section, or deciding whether to do so,
    - (ii) necessary or expedient for the purpose of concluding the affairs of the company,
    - (iii) necessary or expedient for the purpose of complying with any statutory requirement, or
    - (iv) specified by the Secretary of State by order for the purposes of this sub-paragraph.
- (2) For the purposes of this section, a company is not to be treated as trading or otherwise carrying on business by virtue only of the fact that it makes a payment in respect of a liability incurred in the course of trading or otherwise carrying on business.
- (3) The Secretary of State may by order amend subsection (1) for the purpose of altering the period in relation to which the doing of the things mentioned in paragraphs (a) to (d) of that subsection is relevant.

*Status: Point in time view as at 10/10/2015.*

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- (4) An order under this section is subject to negative resolution procedure.
- (5) It is an offence for a person to make an application in contravention of this section.
- (6) In proceedings for such an offence it is a defence for the accused to prove that he did not know, and could not reasonably have known, of the existence of the facts that led to the contravention.
- (7) A person guilty of an offence under this section is liable—
  - (a) on conviction on indictment, to a fine;
  - (b) on summary conviction, to a fine not exceeding the statutory maximum.

#### **Modifications etc. (not altering text)**

- C1** Ss. 1003-1011 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **51** (as amended (10.10.2015) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2015 \(S.I. 2015/1695\)](#), regs. 1, **5(4)**)
- C2** S. 1004(5)-(7) applied (with modifications) (E.W.) (2.1.2013) by [The Charitable Incorporated Organisations \(Insolvency and Dissolution\) Regulations 2012 \(S.I. 2012/3013\)](#), regs. 1, **8(2)(3)**

#### **Commencement Information**

- I2** S. 1004 wholly in force at 1.10.2009; s. 1004 not in force at Royal Assent, see s. 1300; s. 1004 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), **art. 3(3)** (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); s. 1004 otherwise in force at 1.10.2009 by [S.I. 2008/2860](#), **art. 3(o)** (with [arts. 5, 7, 8](#), [Sch. 2](#)) (as amended by [S.I. 2009/1802](#), [art. 18](#))

### **1005 Circumstances in which application not to be made: other proceedings not concluded**

- (1) An application under section 1003 (application for voluntary striking off) on behalf of a company must not be made at a time when—
  - (a) an application to the court under Part 26 has been made on behalf of the company for the sanctioning of a compromise or arrangement and the matter has not been finally concluded;
  - (b) a voluntary arrangement in relation to the company has been proposed under Part 1 of the Insolvency Act 1986 (c. 45) or Part 2 of the Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I. 19)) and the matter has not been finally concluded;
  - (c) the company is in administration under Part 2 of that Act or Part 3 of that Order;
  - (d) paragraph 44 of Schedule B1 to that Act or paragraph 45 of Schedule B1 to that Order applies (interim moratorium on proceedings where application to the court for an administration order has been made or notice of intention to appoint administrator has been filed);
  - (e) the company is being wound up under Part 4 of that Act or Part 5 of that Order, whether voluntarily or by the court, or a petition under that Part for winding up of the company by the court has been presented and not finally dealt with or withdrawn;
  - (f) there is a receiver or manager of the company's property;
  - (g) the company's estate is being administered by a judicial factor.

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- (2) For the purposes of subsection (1)(a), the matter is finally concluded if—
- (a) the application has been withdrawn,
  - (b) the application has been finally dealt with without a compromise or arrangement being sanctioned by the court, or
  - (c) a compromise or arrangement has been sanctioned by the court and has, together with anything required to be done under any provision made in relation to the matter by order of the court, been fully carried out.
- (3) For the purposes of subsection (1)(b), the matter is finally concluded if—
- (a) no meetings are to be summoned under section 3 of the Insolvency Act 1986 (c. 45) or Article 16 of the Insolvency (Northern Ireland) Order 1989,
  - (b) meetings summoned under that section or Article fail to approve the arrangement with no, or the same, modifications,
  - (c) an arrangement approved by meetings summoned under that section, or in consequence of a direction under section 6(4)(b) of that Act or Article 19(4)(b) of that Order, has been fully implemented, or
  - (d) the court makes an order under section 6(5) of that Act or Article 19(5) of that Order revoking approval given at previous meetings and, if the court gives any directions under section 6(6) of that Act or Article 19(6) of that Order, the company has done whatever it is required to do under those directions.
- (4) It is an offence for a person to make an application in contravention of this section.
- (5) In proceedings for such an offence it is a defence for the accused to prove that he did not know, and could not reasonably have known, of the existence of the facts that led to the contravention.
- (6) A person guilty of an offence under this section is liable—
- (a) on conviction on indictment, to a fine;
  - (b) on summary conviction, to a fine not exceeding the statutory maximum.

**Modifications etc. (not altering text)**

- C1** Ss. 1003-1011 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **51** (as amended (10.10.2015) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2015 \(S.I. 2015/1695\)](#), regs. 1, **5(4)**)
- C3** S. 1005(4)-(6) applied (E.W.) (2.1.2013) by [The Charitable Incorporated Organisations \(Insolvency and Dissolution\) Regulations 2012 \(S.I. 2012/3013\)](#), regs. 1, **9(3)**

**1006 Copy of application to be given to members, employees, etc**

- (1) A person who makes an application under section 1003 (application for voluntary striking off) on behalf of a company must secure that, within seven days from the day on which the application is made, a copy of it is given to every person who at any time on that day is—
- (a) a member of the company,
  - (b) an employee of the company,
  - (c) a creditor of the company,
  - (d) a director of the company,

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- (e) a manager or trustee of any pension fund established for the benefit of employees of the company, or
- (f) a person of a description specified for the purposes of this paragraph by regulations made by the Secretary of State.

Regulations under paragraph (f) are subject to negative resolution procedure.

- (2) Subsection (1) does not require a copy of the application to be given to a director who is a party to the application.
- (3) The duty imposed by this section ceases to apply if the application is withdrawn before the end of the period for giving the copy application.
- (4) A person who fails to perform the duty imposed on him by this section commits an offence.  
  
If he does so with the intention of concealing the making of the application from the person concerned, he commits an aggravated offence.
- (5) In proceedings for an offence under this section it is a defence for the accused to prove that he took all reasonable steps to perform the duty.
- (6) A person guilty of an offence under this section (other than an aggravated offence) is liable—
  - (a) on conviction on indictment, to a fine;
  - (b) on summary conviction, to a fine not exceeding the statutory maximum.
- (7) A person guilty of an aggravated offence under this section is liable—
  - (a) on conviction on indictment, to imprisonment for a term not exceeding seven years or a fine (or both);
  - (b) on summary conviction—
    - (i) in England and Wales, to imprisonment for a term not exceeding twelve months or to a fine not exceeding the statutory maximum (or both);
    - (ii) in Scotland or Northern Ireland, to imprisonment for a term not exceeding six months, or to a fine not exceeding the statutory maximum (or both).

#### **Modifications etc. (not altering text)**

- C1** Ss. 1003-1011 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **51** (as amended (10.10.2015) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2015 \(S.I. 2015/1695\)](#), regs. 1, **5(4)**)
- C4** S. 1006(4)-(7) applied (with modifications) (E.W.) (2.1.2013) by [The Charitable Incorporated Organisations \(Insolvency and Dissolution\) Regulations 2012 \(S.I. 2012/3013\)](#), regs. 1, **12(5)(6)**

#### **Commencement Information**

- I3** S. 1006 wholly in force at 1.10.2009; s. 1006 not in force at Royal Assent, see s. 1300; s. 1006 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), **art. 3(3)** (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); s. 1006 otherwise in force at 1.10.2009 by [S.I. 2008/2860](#), **art. 3(o)** (with [arts. 5, 7, 8](#), [Sch. 2](#)) (as amended by [S.I. 2009/1802](#), [art. 18](#))

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## **1007 Copy of application to be given to new members, employees, etc**

- (1) This section applies in relation to any time after the day on which a company makes an application under section 1003 (application for voluntary striking off) and before the day on which the application is finally dealt with or withdrawn.
- (2) A person who is a director of the company at the end of a day on which a person (other than himself) becomes—
  - (a) a member of the company,
  - (b) an employee of the company,
  - (c) a creditor of the company,
  - (d) a director of the company,
  - (e) a manager or trustee of any pension fund established for the benefit of employees of the company, or
  - (f) a person of a description specified for the purposes of this paragraph by regulations made by the Secretary of State,
 must secure that a copy of the application is given to that person within seven days from that day.  
 Regulations under paragraph (f) are subject to negative resolution procedure.
- (3) The duty imposed by this section ceases to apply if the application is finally dealt with or withdrawn before the end of the period for giving the copy application.
- (4) A person who fails to perform the duty imposed on him by this section commits an offence.  
 If he does so with the intention of concealing the making of the application from the person concerned, he commits an aggravated offence.
- (5) In proceedings for an offence under this section it is a defence for the accused to prove—
  - (a) that at the time of the failure he was not aware of the fact that the company had made an application under section 1003, or
  - (b) that he took all reasonable steps to perform the duty.
- (6) A person guilty of an offence under this section (other than an aggravated offence) is liable—
  - (a) on conviction on indictment, to a fine;
  - (b) on summary conviction, to a fine not exceeding the statutory maximum.
- (7) A person guilty of an aggravated offence under this section is liable—
  - (a) on conviction on indictment, to imprisonment for a term not exceeding seven years or a fine (or both);
  - (b) on summary conviction—
    - (i) in England and Wales, to imprisonment for a term not exceeding twelve months or to a fine not exceeding the statutory maximum (or both);
    - (ii) in Scotland or Northern Ireland, to imprisonment for a term not exceeding six months, or to a fine not exceeding the statutory maximum (or both).

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**Modifications etc. (not altering text)**

- C1** Ss. 1003-1011 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **51** (as amended (10.10.2015) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2015 \(S.I. 2015/1695\)](#), regs. 1, **5(4)**)

**Commencement Information**

- I4** S. 1007 wholly in force at 1.10.2009; s. 1007 not in force at Royal Assent, see s. 1300; s. 1007 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), **art. 3(3)** (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); s. 1007 otherwise in force at 1.10.2009 by [S.I. 2008/2860](#), **art. 3(o)** (with [arts. 5, 7, 8](#), [Sch. 2](#)) (as amended by [S.I. 2009/1802](#), [art. 18](#))

**1008 Copy of application: provisions as to service of documents**

- (1) The following provisions have effect for the purposes of—  
section 1006 (copy of application to be given to members, employees, etc), and  
section 1007 (copy of application to be given to new members, employees, etc).
- (2) A document is treated as given to a person if it is—  
(a) delivered to him, or  
(b) left at his proper address, or  
(c) sent by post to him at that address.
- (3) For the purposes of subsection (2) and section 7 of the Interpretation Act 1978 (c. 30) (service of documents by post) as it applies in relation to that subsection, the proper address of a person is—  
(a) in the case of a firm incorporated or formed in the United Kingdom, its registered or principal office;  
(b) in the case of a firm incorporated or formed outside the United Kingdom—  
(i) if it has a place of business in the United Kingdom, its principal office in the United Kingdom, or  
(ii) if it does not have a place of business in the United Kingdom, its registered or principal office;  
(c) in the case of an individual, his last known address.
- (4) In the case of a creditor of the company a document is treated as given to him if it is left or sent by post to him—  
(a) at the place of business of his with which the company has had dealings by virtue of which he is a creditor of the company, or  
(b) if there is more than one such place of business, at each of them.

**Modifications etc. (not altering text)**

- C1** Ss. 1003-1011 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **51** (as amended (10.10.2015) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2015 \(S.I. 2015/1695\)](#), regs. 1, **5(4)**)

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## **1009 Circumstances in which application to be withdrawn**

- (1) This section applies where, at any time on or after the day on which a company makes an application under section 1003 (application for voluntary striking off) and before the day on which the application is finally dealt with or withdrawn—
- (a) the company—
    - (i) changes its name,
    - (ii) trades or otherwise carries on business,
    - (iii) makes a disposal for value of any property or rights other than those which it was necessary or expedient for it to hold for the purpose of making, or proceeding with, an application under that section, or
    - (iv) engages in any activity, except one to which subsection (4) applies;
  - (b) an application is made to the court under Part 26 on behalf of the company for the sanctioning of a compromise or arrangement;
  - (c) a voluntary arrangement in relation to the company is proposed under Part 1 of the Insolvency Act 1986 (c. 45) or Part 2 of the Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I. 19));
  - (d) an application to the court for an administration order in respect of the company is made under paragraph 12 of Schedule B1 to that Act or paragraph 13 of Schedule B1 to that Order;
  - (e) an administrator is appointed in respect of the company under paragraph 14 or 22 of Schedule B1 to that Act or paragraph 15 or 23 of Schedule B1 to that Order, or a copy of notice of intention to appoint an administrator of the company under any of those provisions is filed with the court;
  - (f) there arise any of the circumstances in which, under section 84(1) of that Act or Article 70 of that Order, the company may be voluntarily wound up;
  - (g) a petition is presented for the winding up of the company by the court under Part 4 of that Act or Part 5 of that Order;
  - (h) a receiver or manager of the company's property is appointed; or
  - (i) a judicial factor is appointed to administer the company's estate.
- (2) A person who, at the end of a day on which any of the events mentioned in subsection (1) occurs, is a director of the company must secure that the company's application is withdrawn forthwith.
- (3) For the purposes of subsection (1)(a), a company is not treated as trading or otherwise carrying on business by virtue only of the fact that it makes a payment in respect of a liability incurred in the course of trading or otherwise carrying on business.
- (4) The excepted activities referred to in subsection (1)(a)(iv) are—
- (a) any activity necessary or expedient for the purposes of—
    - (i) making, or proceeding with, an application under section 1003 (application for voluntary striking off),
    - (ii) concluding affairs of the company that are outstanding because of what has been necessary or expedient for the purpose of making, or proceeding with, such an application, or
    - (iii) complying with any statutory requirement;
  - (b) any activity specified by the Secretary of State by order for the purposes of this subsection.

An order under paragraph (b) is subject to negative resolution procedure.



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*Changes to legislation: There are currently no known outstanding effects for the Companies Act 2006, Cross Heading: Voluntary striking off. (See end of Document for details)*

- (5) A person who fails to perform the duty imposed on him by this section commits an offence.
- (6) In proceedings for an offence under this section it is a defence for the accused to prove—
- (a) that at the time of the failure he was not aware of the fact that the company had made an application under section 1003, or
  - (b) that he took all reasonable steps to perform the duty.
- (7) A person guilty of an offence under this section is liable—
- (a) on conviction on indictment, to a fine;
  - (b) on summary conviction, to a fine not exceeding the statutory maximum.

**Modifications etc. (not altering text)**

- C1** Ss. 1003-1011 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **51** (as amended (10.10.2015) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2015 \(S.I. 2015/1695\)](#), regs. 1, **5(4)**)
- C5** S. 1009(5)-(7) applied (with modifications) (E.W.) (2.1.2013) by [The Charitable Incorporated Organisations \(Insolvency and Dissolution\) Regulations 2012 \(S.I. 2012/3013\)](#), regs. 1, **14(3)(4)**

**Commencement Information**

- I5** S. 1009 wholly in force at 1.10.2009; s. 1009 not in force at Royal Assent, see s. 1300; s. 1009 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), **art. 3(3)** (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); s. 1009 otherwise in force at 1.10.2009 by [S.I. 2008/2860](#), **art. 3(o)** (with [arts. 5, 7, 8](#), [Sch. 2](#)) (as amended by [S.I. 2009/1802](#), [art. 18](#))

**1010 Withdrawal of application**

An application under section 1003 is withdrawn by notice to the registrar.

**Modifications etc. (not altering text)**

- C1** Ss. 1003-1011 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **51** (as amended (10.10.2015) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2015 \(S.I. 2015/1695\)](#), regs. 1, **5(4)**)

**1011 Meaning of “creditor”**

In this Chapter “creditor” includes a contingent or prospective creditor.

**Modifications etc. (not altering text)**

- C1** Ss. 1003-1011 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **51** (as amended (10.10.2015) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2015 \(S.I. 2015/1695\)](#), regs. 1, **5(4)**)

**Status:**

Point in time view as at 10/10/2015.

**Changes to legislation:**

There are currently no known outstanding effects for the Companies Act 2006, Cross Heading:  
Voluntary striking off.