



Companies Act 2006

2006 CHAPTER 46

PART 31

DISSOLUTION AND RESTORATION TO THE REGISTER

CHAPTER 3

RESTORATION TO THE REGISTER

Administrative restoration to the register

1025 Requirements for administrative restoration

(1) On an application under section 1024 the registrar shall restore the company to the register if, and only if, the following conditions are met.

[^{F1}(2) The first condition is that—

- (a) in the case of a company struck off the register under section 1000 or 1001, the company was carrying on business or in operation at the time of its striking off;
- (b) in the case of a company struck off the register under section 1002A, at the time of its striking off, the registrar did not have reasonable cause to believe the matter set out in section 1002A(1)(a) or (b).]

(3) The second condition is that, if any property or right previously vested in or held on trust for the company has vested as *bona vacantia*, the Crown representative has signified to the registrar in writing consent to the company's restoration to the register.

(4) It is the applicant's responsibility to obtain that consent and to pay any costs (in Scotland, expenses) of the Crown representative—

- (a) in dealing with the property during the period of dissolution, or
 - (b) in connection with the proceedings on the application,
- that may be demanded as a condition of giving consent.

Changes to legislation: There are outstanding changes not yet made by the legislation.gov.uk editorial team to Companies Act 2006. Any changes that have already been made by the team appear in the content and are referenced with annotations. (See end of Document for details) [View outstanding changes](#)

[^{F2}(5) The third condition is that the applicant has delivered to the registrar such documents relating to the company as are necessary to ensure that if the company is restored to the register the records kept by the registrar relating to the company will be up to date.

(5A) The fourth condition is—

- (a) that any outstanding penalties under section 453 or corresponding earlier provisions (civil penalty for failure to deliver accounts) in relation to the company have been paid, and
- (b) that each relevant person has paid any outstanding fines or financial penalties imposed on them in respect of an offence under the Companies Acts relating to the company.

(5B) In subsection (5A)(b) “relevant person” means—

- (a) the applicant,
- (b) any person who—
 - (i) was a director of the company immediately before it was dissolved or struck off, and
 - (ii) if the company is restored to the register, will be a director immediately after its restoration, or
- (c) any person who is a relevant officer of a firm where the firm is—
 - (i) a person mentioned in paragraph (a) or (b), or
 - (ii) a person falling within this paragraph.

(5C) In subsection (5B)(c) “relevant officer”—

- (a) in relation to a company, means a director;
- (b) in relation to a firm the affairs of which are managed by its members, means one of those members;
- (c) in relation to any other firm, means an officer of the firm whose functions correspond to that of a director of a company.]

(6) In this section the “Crown representative” means—

- (a) in relation to property vested in the Duchy of Lancaster, the Solicitor to that Duchy;
- (b) in relation to property vested in the Duke of Cornwall, the Solicitor to the Duchy of Cornwall;
- (c) in relation to property in Scotland, the Queen's and Lord Treasurer's Remembrancer;
- (d) in relation to other property, the Treasury Solicitor.

Textual Amendments

- F1** S. 1025(2) substituted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\), ss. 70\(4\), 219\(1\)\(2\)\(b\)](#)
- F2** S. 1025(5)-(5C) substituted for s. 1025(5) (26.10.2023 for specified purposes, 4.3.2024 in so far as not already in force) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\), ss. 71, 219\(1\)\(2\)\(b\); S.I. 2024/269, reg. 2\(z16\)](#)

Changes to legislation: There are outstanding changes not yet made by the legislation.gov.uk editorial team to Companies Act 2006. Any changes that have already been made by the team appear in the content and are referenced with annotations. (See end of Document for details) [View outstanding changes](#)

Modifications etc. (not altering text)

- C1** Pt. 31 Ch. 3 applied (with modifications) (4.3.2024) by [The Registered Office Address \(Rectification of Register\) Regulations 2024 \(S.I. 2024/233\)](#), regs. 1(2), **23**; [S.I. 2024/269](#), reg. 2(z42)
- C2** Ss. 1024-1028 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **56** (as amended (4.3.2024) by [The Limited Liability Partnerships \(Application of Company Law\) Regulations 2024 \(S.I. 2024/234\)](#), regs. 1(2), **25**; [S.I. 2024/269](#), **reg. 2(a)**)

Changes to legislation:

There are outstanding changes not yet made by the legislation.gov.uk editorial team to Companies Act 2006. Any changes that have already been made by the team appear in the content and are referenced with annotations.

[View outstanding changes](#)

Changes and effects yet to be applied to the whole Act associated Parts and Chapters:

- Act amendment to earlier affecting provision S.I. 1989/638, Sch. 4 by [S.I. 2024/410 Sch. 2 para. 1](#)
- Act amendment to earlier affecting provision S.I. 2008/373 reg. 11(1) by [S.I. 2013/1971 reg. 9\(a\)](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)
- Act amendment to earlier affecting provision S.I. 2008/373 reg. 3(4) by [S.I. 2013/1971 reg. 4](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)

Whole provisions yet to be inserted into this Act (including any effects on those provisions):

- s. 479A(2)(c)(zi) inserted by [S.I. 2019/177 reg. 4\(b\)\(i\)](#) (This amendment not applied to legislation.gov.uk. Reg. 4 substituted by regs. 4, 4A immediately before IP completion day by S.I. 2019/1392, regs. 1(2), 4)
- s. 479B(a)(iii) amendment to earlier affecting provision S.I.2008/1991 reg.34 by [S.R. 2024/78 reg. 31\(4\)](#)
- s. 479B(a)(iii) amendment to earlier affecting provision S.I.2008/1991 reg.34A by [S.R. 2024/78 reg. 31\(5\)](#)
- s. 1087A-1807C applied by S.I. 2009/2436, Sch. 1 para. 20(1)(ca) (as substituted) by [S.I. 2024/410 Sch. 2 para. 5\(d\)\(ii\)](#)
- Sch. 10 para. 6(2D) inserted by [S.I. 2019/177 reg. 28\(e\)](#) (This amendment not applied to legislation.gov.uk. Reg. 28(e) omitted immediately before IP completion day by virtue of S.I. 2020/523, regs. 1(2), 14(e)(iv))
- Sch. 10 para. 7(2A) inserted by [S.I. 2019/177 reg. 29\(b\)](#) (This amendment not applied to legislation.gov.uk. Reg. 29 substituted immediately before IP completion day by S.I. 2020/523, regs. 1(2), 14(f))