

Reinstatement of a Jersey Company

Insights - 02/08/2020

Introduction

The procedure which governs the reinstatement of a dissolved Jersey limited company is contained in Article 213 of the Companies (Jersey) Law 1991. Where a company has been dissolved (either on a winding up or having been subject to a declaration of désastre) or, as we see most commonly, has been struck off the register by the Registrar of Companies in the case of non-filing of an annual return, the Royal Court has the power to, on the application of an interested party, declare the dissolution void and order the reinstatement of the company (the **Reinstatement**), so that the company is returned to the position it would have been in if the company had not been dissolved.

Application for Reinstatement

An application to reinstate a company (a **Representation**) must be made to the Judicial Greffier (the **Greffier**) by a liquidator of the company or any other person appearing to be interested (including a former shareholder, a beneficial owner, a director or a secretary of the company), within ten years of the date of dissolution.

The Jersey Financial Services Commission (**JFSC**) and the Comptroller of Revenue (the **Comptroller**) must both provide their consent to the Reinstatement.

The applicant will firstly need to find out from the JFSC whether there are any annual returns outstanding, fees required for filing, late fees, interest, confirmation of registered office address and what the costs of considering the application will be. A draft of the Representation should also be sent to the JFSC for consideration. The applicant will also need to find out from the Comptroller whether there are any outstanding tax liabilities of the company. All outstanding annual returns, taxes, fees required for filing, late fees and interest should be paid to the JFSC and the Comptroller respectively before the application is lodged with Greffier.

Once the relevant consents are received, the Representation can be lodged with the Greffier. The Representation must include:

- Details of how the company came to be dissolved or struck-off;
- Why the company needs to be restored to the Register of Companies;
- Information concerning the current activities of the company (if any); and
- Letters received by the applicant from the JFSC and the Comptroller confirming that they have no objection to the application.

The Representation needs to be signed by a Jersey advocate for and on behalf of the applicant or by the applicant. The Representation does not require an appearance before the Royal Court.

Reinstatement of the Company

If the application is granted, a court order (an **Act of Court**) will be issued by the Royal Court. The Reinstatement will come into effect on the date the Act of Court is issued and the dissolution of the company will be declared void. A copy of the Act of Court must be sent to the Companies Registrar for registration within 14 days, otherwise the applicant will be guilty of an offence. The Royal Court has the power to include in the Act of Court such orders, give such directions and make such provisions to place the company in the same position as if it had not been dissolved.

Creditor Application

On the application to reinstate a company made by a creditor, the Royal Court has the power to order that any person to whom assets were distributed or any person who signed a statement of solvency on winding up shall be liable to contribute to the company's assets, so as to enable the company to discharge its liabilities (unless the person who signed the statement of solvency can show that they had reasonable grounds for being satisfied that the company had no liabilities at the time of signing the statement of solvency).

Timing

The process is relatively quick and applications can often be processed and completed within four to five working days, provided that the Comptroller and Registrar are satisfied and have not raised any queries. Applications to the Greffier can be made at any time. If the application is urgent, an appointment can be made with the Greffier to review the application.

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