

## RESTORATION

### *(Reactivating a Removed Company)*

If at the end of this process, there is cause to reactivate the company, an application to restore the company may be made to the Registrar by the company through its directors, a member, or creditor of the company before the expiration of twenty (20) years from the date of removal.

*Failure to properly notify the Registrar that the company has ceased operation does not translate into automatic removal by the Registrar. If delinquent, the company and its appointed officers may be sued by Companies Office of Jamaica.*



## contact us

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**Dissolution of Limited Liability Companies**

**Removal Under  
Companies Act 2004**

If a Company has Ceased Trading or has Never Traded, it is not sufficient to simply Close the doors of the company.

## A company may be removed from the Register of Companies Voluntarily or at the Discretion of the Registrar.



### VOLUNTARY REMOVAL OF A COMPANY

When a decision has been made to cease operations of a company that has neither assets nor liabilities, proper notice of this intention must be filed with Companies Office of Jamaica.

Where the company has assets and or liabilities, all assets must be disposed of and all liabilities must be settled prior to making the application for voluntary removal of the company. In making such an application, customers should file:

- (1) A Letter Requesting Removal signed by properly appointed officers of the company. Where the number of directors exceeds two, the letter must be signed by a majority of the directors. Where the number of directors is two, those two directors should sign the letter. Where the number of directors is one, that director or the director and secretary may sign the letter.
- (2) An Auditor's Certificate (verifying that the company has no assets nor liabilities)
- (3) The relevant filing fees.
- (4) All outstanding documents (if any) as at the date of filing the request for removal.

The Company's name will effectively be removed from the list of active companies upon publication in the Jamaica Gazette stating that the company has been removed/dissolved.

## REMOVAL BY THE REGISTRAR

Under Section 337 of Companies Act 2004, the Registrar has authority to strike a company from the Register of Active companies. Where the Registrar has reasonable cause to believe that the company is not in operation or carrying on business he/she may send by post a letter inquiring whether or not the company is in operation or carrying on business.

If no response confirming operation is received, the Registrar may within 6 weeks of sending that first letter send a second letter to the company's Registered Office by registered post.

If no response to the second letter is received confirming the company's operation, the Registrar will publish in the Jamaica Gazette and in a daily newspaper, a notice of the Registrar's intention to remove the company within three (3) months of the date of the notice.

After three (3) months if the Registrar receives no notification, the Registrar will publish another notice in the Jamaica Gazette of the company's removal from the register of active companies. On the publication of this second notice, the company shall be removed/dissolved.

Effectively, the company's status will be changed/updated to "Removed" and consequently, all documents and correspondences for the company will no longer be available for viewing by the public at large.

