

Additional Information

- Where the application for restoration is being made by a Director or Member who was not properly appointed /noted on the company's records prior to its removal, a Statutory Declaration (with requisite fee) must be filed in support. The declaration must indicate the date that the applicant was made director or member, and state that proper notification was not filed at the COJ.
- Where the company is being restored for a specific reason/objective (e.g. for disposal of an asset), a request for the removal of the company must be made once it has fulfilled that objective.
- Where the "**Conditional Order** for Restoration" has been misplaced, application for a Replacement Order may be made and the requisite application fee paid.
- Where the outstanding documents will be filed on a date later than the expected date of filing (as outlined in the **Conditional Order**), the applicant is required to make an application for "**Extension Of Time**" to File (with the requisite fee).
- The fee for restoration may be paid in its entirety upon the submission of the application, or in two equal parts.
- A penalty will be applied to late documents.
- The acceptable modes of payment are debit/credit cards, manager's cheques made payable to Companies Office of Jamaica or cash



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Restoration Of A Limited Liability Company

A company that has been struck from the register pursuant to Section 337 of Companies Act 2004 may seek to reactivate itself through the process of restoration.

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A company that has been struck from the register pursuant to Section 337 of Companies Act 2004 may seek to reactivate itself through the process of restoration. Such a company must fulfill the following criteria:

- It must be removed for less than 20 years
- The reason for restoration includes one of the following:
 - a At the time of striking off the company was carrying on business or in operation or
 - b It is just or equitable for the company to be restored (e.g. company owns property, litigation,).

The application for restoration of a company can only be made by a Director, a Member or a Creditor of the company.

Procedure For Restoring A Company

The Application Forms

1. The application forms (Forms 28A and 28B) must be duly completed and filed with The Companies Office of Jamaica (COJ). The Form 28A is the **Application to Restore a Company**, and must be signed by a person who has filled the capacity of Director, Member or Creditor of the company. The Form 28B is the **Declaration in Support of the Application for Restoration**, and must be signed by the same Director, Member or Creditor and in the presence of a Justice of the peace prior to submission to the COJ.

Supporting Documents

2. Evidence supporting the reason for restoration must be filed. In cases where the company was in operation at the time it was struck, this evidence may include, but is not limited to; Utility bill(s), Bank statement(s) and or Invoice(s). In cases where it is just or equitable for the company to be restored, evidence in the form of title of the asset or property endorsed with the name of the company; or evidence to support litigation involving the company must be submitted.

The Application Process

3. The application form, supporting evidence, and relevant fees for restoration must be paid. The application will be reviewed and where there are discrepancies, a rejection memorandum outlining the discrepancies will normally be prepared and dispatched to the applicant.

4. A properly made application will be approved and a date for hearing the matter will be set. This date is usually the last Tuesday in each month. The COJ will advise the applicant of the specific date and time of the Hearing prior to the set date.

The Restoration Hearing

5. At the Hearing, the attendee on behalf of the company will receive two (2) original signed and sealed copies of a conditional order of restoration. The order will outline the list of outstanding documents and the date by which the outstanding documents are expected to be filed.

6. Having attended the Hearing, the next stage is to file the outstanding documents * (with respective fees). One of the original orders that were issued at the Hearing must be returned when filing the outstanding documents.

Change of Company's Status

7. Upon filing of the documents, the status of the company will be changed from **'Removed'** to **'Active'**. *Please note that the change of status is conditional, and will be done only upon full compliance with the Order.*

* Documents to be filed may include any or all of the following:

- Annual Returns
- Appointment of/Change of Directors
- Appointment of/Change of Company Secretary
- Notice of/Change of Address of Registered Office
- Statutory Declaration

