



# Insolvency Act 1986

## 1986 CHAPTER 45

### PART IV

#### WINDING UP OF COMPANIES REGISTERED UNDER THE COMPANIES ACTS

### CHAPTER IX

#### DISSOLUTION OF COMPANIES AFTER WINDING UP

#### **205 Dissolution otherwise than under ss. 202-204.**

- (1) This section applies where the registrar of companies receives—
- [<sup>F1</sup>(a) a final account and statement sent under section 146(4) (final account);] or
  - (b) a notice, from the official receiver that the winding up of a company by the court is complete.

- (2) The registrar shall, [<sup>F2</sup>on receipt of [<sup>F3</sup>the final account and statement or] the notice [<sup>F4</sup>and any statement under section 146(7) or 146A(2)], forthwith register [<sup>F5</sup>them or] it][<sup>F2</sup>on receipt of the notice and any statement sent under section 172(10), forthwith register it or them]; and, subject, as follows, at the end of the period of 3 months beginning with the day of the registration [<sup>F6</sup>of the final account or notice]<sup>F7</sup>... , the company shall be dissolved.

[<sup>F8</sup>(2A) Subsection (2B) applies where a statement sent to the registrar under section 146(7) or 146A(2) indicates that a member State liquidator does not consent to the company being dissolved.

- (2B) The company is not dissolved at the end of the period mentioned in subsection (2) but is instead dissolved at the end of the period of 3 months beginning with the date (if any) recorded in the register as the date on which the registrar was notified that—
- (a) all proceedings identified in the statement under section 146(7) or 146A(2) were closed, or

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- (b) every member State liquidator appointed in those proceedings consented to the company being dissolved.]
- [<sup>F9</sup>(2A) Subsection (2B) applies where a statement sent to the registrar under section 172(10) indicates that a member State liquidator does not consent to the company being dissolved.
- (2B) The company is not dissolved at the end of the period mentioned in subsection (2) but is instead dissolved at the end of the period of 3 months beginning with the date (if any) recorded in the register as the date on which the registrar was notified that—
- (a) all proceedings identified in the statement under section 172(10) were closed, or
  - (b) every member State liquidator appointed in those proceedings consented to the company being dissolved.]
- (3) The Secretary of State may, on the application of the official receiver or any other person who appears to the Secretary of State to be interested, give a direction deferring the date at which the dissolution of the company is to take effect for such period as the Secretary of State thinks fit.
- (4) An appeal to the court lies from any decision of the Secretary of State on an application for a direction under subsection (3).
- (5) Subsection (3) does not apply in a case where the winding-up order was made by the court in Scotland, but in such a case the court may, on an application by any person appearing to the court to have an interest, order that the date at which the dissolution of the company is to take effect shall be deferred for such period as the court thinks fit.
- (6) It is the duty of the person—
- (a) on whose application a direction is given under subsection (3);
  - (b) in whose favour an appeal with respect to an application for such a direction is determined; or
  - (c) on whose application an order is made under subsection (5),
- within 7 days after the giving of the direction, the determination of the appeal or the making of the order, to deliver to the registrar for registration such a copy of the direction, determination or order as is prescribed.
- (7) If a person without reasonable excuse fails to deliver a copy as required by subsection (6), he is liable to a fine and, for continued contravention, to a daily default fine.

#### Textual Amendments

- F1** S. 205(1)(a) substituted (26.5.2015 for specified purposes, 6.4.2017 for E.W. in so far as not already in force, 6.4.2019 for S. in so far as not already in force) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\), s. 164\(1\), Sch. 9 para. 51\(2\)](#); S.I. 2015/1329, [reg. 3\(d\)](#); S.I. 2016/1020, [reg. 4\(e\)](#) (with [reg. 5](#)) (as amended by S.I. 2017/363, [reg. 3](#)); S.I. 2019/816, [reg. 4\(c\)](#) (with [reg. 5](#))
- F2** Words in s. 205(2) substituted (S.) (26.6.2017) by [The Insolvency Amendment \(EU 2015/848\) Regulations 2017 \(S.I. 2017/702\), reg. 1, Sch. para. 60\(1\)](#) (with [regs. 3, 4](#)) (which affecting provision is omitted (6.4.2019) by virtue of S.I. 2019/816, [reg. 6\(3\)](#))
- F3** Words in s. 205(2) inserted (26.5.2015 for specified purposes, 6.4.2017 for E.W. in so far as not already in force, 6.4.2019 for S. in so far as not already in force) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\), s. 164\(1\), Sch. 9 para. 51\(3\)\(a\)](#); S.I. 2015/1329, [reg. 3\(d\)](#); S.I.

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- 2016/1020, **reg. 4(e)** (with **reg. 5**) (as amended by S.I. 2017/363, **reg. 3**); S.I. 2019/816, **reg. 4(c)** (with **reg. 5**)
- F4** Words in s. 205(2) inserted (E.W.) (26.6.2017) by **The Insolvency Amendment (EU 2015/848) Regulations 2017 (S.I. 2017/702)**, **reg. 1**, **Sch. para. 12(2)(a)** (with **regs. 3, 4**)
- F5** Words in s. 205(2) inserted (26.5.2015 for specified purposes, 6.4.2017 for E.W. in so far as not already in force, 6.4.2019 for S. in so far as not already in force) by **Small Business, Enterprise and Employment Act 2015 (c. 26)**, s. 164(1), **Sch. 9 para. 51(3)(b)**; S.I. 2015/1329, **reg. 3(d)**; S.I. 2016/1020, **reg. 4(e)** (with **reg. 5**) (as amended by S.I. 2017/363, **reg. 3**); S.I. 2019/816, **reg. 4(c)** (with **reg. 5**)
- F6** Words in s. 205(2) inserted (E.W.) (26.6.2017) by **The Insolvency Amendment (EU 2015/848) Regulations 2017 (S.I. 2017/702)**, **reg. 1**, **Sch. para. 12(2)(b)** (with **regs. 3, 4**) (which amendment is extended (S.) (6.4.2019) by virtue of S.I. 2019/816, **reg. 6(2)**)
- F7** Words in s. 205(2) omitted (26.5.2015 for specified purposes, 6.4.2017 for E.W. in so far as not already in force, 6.4.2019 for S. in so far as not already in force) by virtue of **Small Business, Enterprise and Employment Act 2015 (c. 26)**, s. 164(1), **Sch. 9 para. 51(3)(c)**; S.I. 2015/1329, **reg. 3(d)**; S.I. 2016/1020, **reg. 4(e)** (with **reg. 5**) (as amended by S.I. 2017/363, **reg. 3**); S.I. 2019/816, **reg. 4(c)** (with **reg. 5**)
- F8** S. 205(2A)(2B) inserted (E.W.) (26.6.2017) by **The Insolvency Amendment (EU 2015/848) Regulations 2017 (S.I. 2017/702)**, **reg. 1**, **Sch. para. 12(3)** (with **regs. 3, 4**) (which amendment is extended (S.) (6.4.2019) by virtue of S.I. 2019/816, **reg. 6(2)**)
- F9** S. 205(2A)(2B) inserted (S.) (26.6.2017) by **The Insolvency Amendment (EU 2015/848) Regulations 2017 (S.I. 2017/702)**, **reg. 1**, **Sch. para. 60(2)** (with **regs. 3, 4**) (which affecting provision is omitted (6.4.2019) by virtue of S.I. 2019/816, **reg. 6(3)**)

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

- C1** Ss. 201, 205 applied by **Building Societies Act 1986 (c. 53, SIF 16)**, ss. 54(3)(a)(5)(a), 90, 126(3), **Sch. 15 para. 56**  
Ss. 202, 203, 205 excluded (1.11.1994) by S.I. 1994/2759, **reg. 3**, **Sch. 3 para. 91A(2)**

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