



Insolvency Act 1986

1986 CHAPTER 45

PART IV

WINDING UP OF COMPANIES REGISTERED UNDER THE COMPANIES ACTS

CHAPTER II

VOLUNTARY WINDING UP (INTRODUCTORY AND GENERAL)

Resolutions for, and commencement of, voluntary winding up

84 Circumstances in which company may be wound up voluntarily.

- (1) A company may be wound up voluntarily—
- (a) when the period (if any) fixed for the duration of the company by the articles expires, or the event (if any) occurs, on the occurrence of which the articles provide that the company is to be dissolved, and the company in general meeting has passed a resolution requiring it be wound up voluntarily;
 - (b) if the company resolves by special resolution that it be wound up voluntarily;
 - (c) if the company resolves by extraordinary resolution to the effect that it cannot by reason of its liabilities continue its business, and that it is advisable to wind up.

- (2) In this Act the expression “a resolution for voluntary winding up” means a resolution passed under any of the paragraphs of subsection (1).

[^{F1}(2A) Before a company passes a resolution for voluntary winding up it must give written notice of the resolution to the holder of any qualifying floating charge to which section 72A applies.

(2B) Where notice is given under subsection (2A) a resolution for voluntary winding up may be passed only—

Status: Point in time view as at 27/09/2004. This version of this provision has been superseded.

Changes to legislation: Insolvency Act 1986, Section 84 is up to date with all changes known to be in force on or before 27 July 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)

- (a) after the end of the period of five business days beginning with the day on which the notice was given, or
- (b) if the person to whom the notice was given has consented in writing to the passing of the resolution.]
- (3) A resolution passed under paragraph (a) of subsection (1), as well as a special resolution under paragraph (b) and an extraordinary resolution under paragraph (c), is subject to section 380 of the Companies Act (copy of resolution to be forwarded to registrar of companies within 15 days).
- [^{F2}(4) This section has effect subject to section 43 of the Commonhold and Leasehold Reform Act 2002.]

Textual Amendments

- F1** S. 84(2A)(2B) inserted (15.9.2003) by [The Enterprise Act 2002 \(Insolvency\) Order 2003 \(S.I. 2003/2096\)](#), [art. 4](#), [Sch. Pt. 1 para. 10](#) (with [art. 6](#))
- F2** S. 84(4) added (E.W.) (27.9.2004) by [2002 c. 15, ss. 68, 181\(1\)](#), [Sch. 5 para. 6](#); [S.I. 2004/1832](#), [art. 2](#)

Modifications etc. (not altering text)

- C1** S. 84 modified (S.) (6.4.2001) by [S.S.I. 2001/128, reg. 4\(2\)](#), [Sch. 3](#)
- C2** S. 84(3) amended (1.7.1999) by [1998 c. 46, s. 125](#), [Sch. 8 para. 23\(2\)\(3\)](#) (with [ss. 126\(3\)-\(11\)](#)); [S.I. 1998/3178](#), [arts. 2, 3](#)
- S. 84(3) applied (with modifications) (S.) (6.4.2001) by [S.S.I. 2001/128, reg. 4](#), [Sch. 2](#)

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