

**ANTIGUA AND BARBUDA**



**COMPANIES (AMENDMENT) ACT, 2025**

**No. 15 of 2025**

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[L.S.]



I Assent,

**Clare Roberts,**  
*Deputy Governor-General.*

5th June, 2025.

**ANTIGUA AND BARBUDA**  
**COMPANIES (AMENDMENT) ACT, 2025**  
**No. 15 of 2025**

**AN ACT** to amend the Companies Act 1995, No. 18 of 1995 and for other connected purposes.

**ENACTED** by the Parliament of Antigua and Barbuda as follows—

**1. Short title**

This Act may be cited as the Companies (Amendment) Act 2025.

**2. Interpretation**

In this Act, the “principal Act” means the Companies Act 1995.

**3. Amendment of section 425 – Dissolution of company**

Section 425 of the principal Act is amended by repealing subsection (1) thereof and replacing this with the following:

“(1) When the affairs of a company have been completely wound up, the court shall on the application of the Liquidator, make an order –

- (a) that the company be dissolved from the date of the order; and

- (b) that the Liquidator, or another person named in the order, be responsible for the safe keeping and security of the records and other documents of the company for a period of not less than seven years from the date of the order.”

#### **4. Insertion of section 449A – Liquidator to maintain custody of records and other documents of company upon dissolution**

The principal Act is amended by inserting immediately after section 449 the following new section –

“449A. Liquidator to maintain custody of records and other documents of company upon dissolution

(1) When the affairs of a company has been wound up, the Liquidator, or where there is more than one Liquidator, any of the Liquidators identified and agreed to by the other Liquidators, shall be responsible for the safe keeping and security of the records and other documents of the company for a period of not less than seven years from the date of the winding up of the company.

(2) A Notice of the name, residential and business address and other contact details of the Liquidator responsible for the custody of the records and other documents of the company shall be lodged with the Registrar of Companies.”

#### **5. Amendment of section 477 – Disposal of books and papers of companies**

Section 477 of the principal Act is amended as follows –

- (a) by repealing subsection (2) thereof and replacing it with the following:

“(2) After seven years from the dissolution of the company no responsibility rests on the company, the liquidators or any person to whom the custody of the books and papers has been committed, by reason of any book or paper not being forthcoming to any person claiming to be interested therein.”

- (b) by repealing subsection (3) and replacing it with the following:

“(3) Provisions may be made by rules made under section 486 for enabling the court to prevent, for such period (not exceeding seven years from the dissolution of the company) as the court thinks proper, the destruction of the books and papers of a company which has been wound up, and for any creditor or contributory of the company to make representations to the court.”

#### **6. Amendment of section 507 – Retention of records**

Section 507 of the principal Act is repealed and replaced as follows:

“507. Retention of records

(1) The Registrar shall not dispose of any records or other documents of a company, whether in paper or digital format that is in the custody of the Registrar until after a period of at least seven years has expired since the company was struck from the register or dissolved.

(2) The Registrar need not produce any record or other document of a company after seven years from the date the company was struck or dissolved.”

**7. Amendment of section 511: Striking off register**

Section 511 of the principal Act is amended by inserting after subsection (6) the following -

“(7) Where –

(a) the Registrar refuses to restore a company that has been struck and dissolved under this section, any director, creditor or member of the company may, within 90 days of the refusal of the Registrar to restore the company, file an appeal to the Court;

(b) a company has been struck and dissolved under this section in excess of seven (7) years, any director, creditor or member of the company may apply to the court to have the company restored, and if the Court is satisfied that it would be just for the company to be restored to the Register, the Court may direct the Registrar to do so upon such terms and conditions as it considers appropriate.

(8) Notice of the court proceedings under subsection (7) paragraphs (a) or (b) shall be served on the Registrar who shall be entitled to appear and to be heard on the matter.”

Passed the House of Representatives on  
the 19th day of May, 2025.

Passed the Senate on the 30th day of  
May, 2025.

**Osbert Frederick,**  
*Speaker.*

***Alicia Williams-Grant,***  
*President.*

***Ondell Constant,***  
*Deputy Clerk to the House of Representatives.*

***Ondell Constant,***  
*Deputy Clerk to the Senate.*