

## COMPANIES (WINDING-UP) RULES

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SI 1975/214  
LN 23/1977  
SI 1977/1395  
SI 1979/209  
SI 1979/1592  
SI 1981/788  
SI 1981/1309  
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## COMPANIES (WINDING-UP) RULES

To provide rules for the winding-up of companies.

### PRELIMINARY

#### 1. Interpretation of terms

In these Rules, unless the context or subject-matter otherwise requires –

“Act” means the Companies Act, Cap. 191;

“company” means a company which is being wound-up, or against which proceedings to have it wound-up or proceedings under section 216 of the Act have been commenced;

“Court” means the Supreme Court;

“Judge” means in the Supreme Court the Judge who for the time being exercises the jurisdiction of the Supreme Court to wind-up companies;

“Minister” means the Minister responsible for commerce;

“prescribed” in relation to fees or charges means prescribed by the Rules of the Supreme Court;

“proceedings” means the proceedings in the winding-up of a company under the Act, or proceedings under section 216 of the Act;

“Registrar” means any of the Registrars in Bankruptcy of the Supreme Court, and any person who shall be appointed to fill the office of Registrar under these Rules;

“Rules” means these Rules, and includes the prescribed forms;

“sealed” means sealed with the seal of the Court;

“taxing officer” means the officer of the Court whose duty it is to tax costs in the proceedings of the Court under its ordinary jurisdiction;

Unless the context otherwise requires words or expressions contained in these Rules shall bear the same meaning as in the Act or any statutory modification thereof.

#### 2. Application of rules

(1) Subject to the limitations hereinafter mentioned, these Rules shall apply to the proceedings in every winding-up under the Act.

(2) Rules which from their nature and subject matter are, or which by the head lines above the group in which they are contained or by their terms are made applicable only to the proceedings in a winding-up by the Court, or only to such proceedings and to proceedings in a creditors' voluntary winding-up, shall not apply to the proceedings in a voluntary winding-up, or, as the case may be, in a members' voluntary winding-up.

- (3) Rules which from their nature and subject matter are, or which by the head lines above the group in which they are contained or by their terms are made applicable only to the proceedings in a winding-up, whether by the Court or voluntarily, shall not apply to proceedings under section 216 of the Act.

### **3. Use of forms in Schedule**

The forms in the Schedule, where applicable, and where they are not applicable, forms of the like character, with such variations as circumstances may require, shall be used. Where such forms are applicable, any costs occasioned by the use of any other or more prolix forms shall be borne by or disallowed to the party using the same, unless the Court shall otherwise direct:

Provided that the Minister may from time to time alter any forms which relate to matters of an administrative and not of a judicial character, or substitute new forms in lieu thereof. Where the Minister alters any form, or substitutes any new form in lieu of a form prescribed by these Rules, such altered or substituted form shall be published in the Gazette.

## **COURT AND CHAMBERS**

### **4. Office of Registrar**

- (1) All proceedings in the Court shall from time to time be attached to one or more of the Registrars, who shall, together with the necessary clerks and officers, and subject to the Act and Rules, act under the general or special directions of the Judge.
- (2) Every other Registrar may act for and in place of such Registrar as above-mentioned in all proceedings under the Act and Rules, including the holding of public examinations, and when so acting such other Registrar shall be deemed to be the Registrar for the purposes of the Act and Rules.
- (3) In every cause or matter within the jurisdiction of the Judge, whether by virtue of the Act, or by transfer, or otherwise, the Registrar shall, in addition to his powers and duties under the Rules, have all the powers and duties of a Master, Registrar, or Taxing Master.

### **5. Matters in Court to be heard in Court and Chambers**

- (1) The following matters and applications shall be heard in open Court –
- (a) petitions;
  - (b) appeals to the Court from the Minister and from the Official Receiver when acting as Official Receiver and not as liquidator;
  - (c) applications under section 333 of the Act;
  - (d) applications for the committal of any person to prison for contempt;
  - (e) such matters and applications as the Judge may from time to time by any general or special order direct to be heard in open Court.
- (2) Examinations of persons summoned before the Court under section 268 of the Act shall be held in Court or in Chambers as the Court shall direct.
- (3) Every other matter or application in the Court under the Act to which the Rules apply may be heard and determined in Chambers.

### **6. Applications in chambers**

Subject to the provisions of the Act and Rules, in the Supreme Court –

- (a) the Registrar may under the general or special directions of the Judge hear and determine any application or matter which under the Act and Rules may be heard and determined in Chambers;
- (b) any matter or application before the Registrar may at any time be adjourned by him to be heard before the Judge either in Chambers or in Court;
- (c) any matter or application may, if the Judge or, as the case may be, the Registrar thinks fit, be adjourned from Chambers to Court or from Court to Chambers.

**7. Motions and summonses (Form 1)**

- (1) Every application in Court other than a petition shall be made by motion, notice of which shall be served on every person against whom an order is sought not less than 2 clear days before the day named in the notice for hearing the motion, which day must be one of the days appointed for the sittings of the Court.
- (2) Every application in Chambers shall be made by summons, which, unless otherwise ordered, shall be served on every person against whom an order is sought, and shall require the person or persons to whom the summons is addressed to attend at the time and place named in the summons.

**PROCEEDINGS**

**8. Title of proceedings (Form 2)**

- (1) Every proceeding shall be dated, and shall, with any necessary additions, be entitled in the matter of the company to which it relates and in the matter of the Companies Act, and otherwise as in Form 2 in the Schedule. Numbers and dates may be denoted by figures.
- (2) The first proceeding shall have a distinctive number assigned to it in the office of the Registrar, and all proceedings subsequent to the first proceeding shall bear the same number as the first proceeding.

**9. Written or printed proceedings**

All proceedings shall be written or printed, or partly written or partly printed on paper of the size of 13 inches in length and 8 inches in breadth, or thereabouts, and must have a stitching margin; but no objection shall be allowed to any proof or affidavit on account only of its being written or printed on paper of other size.

**10. Process to be sealed**

All orders, summonses, petitions, warrants, process of any kind (including notices when issued by the Court) and office copies in any proceedings shall be sealed.

**11. Issue of summonses**

Every summons in proceedings in the Court shall be prepared by the applicant or his solicitor and issued from the office of the Registrar. A summons, when sealed, shall be deemed to be issued. The person obtaining the summons shall leave in the Registrar's office a duplicate which shall be stamped with the appropriate stamp and filed.

**12. Orders**

Every order, whether made in Court or in Chambers, shall be drawn up by the Registrar, unless in any proceeding, or classes of proceedings, the Judge or Registrar who makes the order shall direct that no order need be drawn up. Where a direction is given that no order need be drawn up, the note or memorandum of the order, signed or initialled by the Judge or the Registrar making the order, shall be sufficient evidence of the order having been made.

**13. File of proceedings in office of Registrar**

All petitions, affidavits, summonses, orders, proofs, notices, depositions, bills of costs and other proceedings in the Court shall be kept and remain of record in the office of the Registrar and, subject to the directions of the Court, shall be placed in one continuous file, and no proceedings shall be filed in the Central Office.

**14. Office copies**

In the Court all office copies of petitions, affidavits, depositions, papers and writings, or any parts thereof, required by the Official Receiver or any liquidator, contributory, creditor, officer of a company, or other person entitled thereto, shall be provided by the Registrar, and shall, except as to figures, be fairly written out at length, and be sealed and delivered out without any unnecessary delay, and in the order in which they shall have been bespoken.

**15. Inspection of file**

Every person who has been a director or officer of a company which is being wound up, and every duly authorised officer of the Ministry responsible for commerce, shall be entitled, free of charge, and

every contributory and every creditor whose claim or proof has been admitted, shall be entitled on payment of the prescribed fee, at all reasonable times, to inspect the file of proceedings and to take copies or extracts from any document therein, or be furnished with such copies or extracts on payment of the prescribed fee.

**16. Use of file by Minister and Official Receiver**

Where, in the exercise of their functions under the Act or Rules, the Minister or the Official Receiver requires to inspect or use the file of proceedings the Registrar shall (unless the file is at the time required for use in Court or by him) on request, transmit the file of proceedings to the Minister or Official, Receiver, as the case may be.

**SERVICE OF PROCESS AND ENFORCEMENT OF ORDERS**

**17. Service by post**

All notices, summonses, and other documents other than those of which personal service is required, may be sent by prepaid post letter to the last known address of the person to be served therewith; and the notice, summons or document shall be considered as served at the time that the same ought to be delivered in the ordinary course of post by the post office, and notwithstanding the same may be returned by the post office.

**18. Validity of service**

No service shall be deemed invalid by reason that the name, or any of the names other than the surname of the person to be served, has been omitted from the document containing the person's name, provided that the Court is satisfied that in other respects the service of the document has been sufficient.

**19. Enforcement of orders**

Every order of the Court having jurisdiction to wind up a company, made in the exercise of the powers conferred by the Act and Rules may be enforced by the Court as if it were a judgment or order of the Court made in the exercise of its ordinary jurisdiction.

**PETITION**

**20. Form of petition (Forms 3, 4, and 5)**

Every petition shall be in Forms 3, 4 and 5 in the Schedule with such variations as circumstances may require.

**21. Presentation of petition**

A petition shall be presented at the office or chambers of the Registrar, who shall appoint the time and place at which the petition is to be heard. Notice of the time and place appointed for hearing the petition shall be written on the petition and sealed copies thereof, and the Registrar may, at any time before the petition has been advertised, alter the time appointed and fix another time.

**22. Advertisement of petition (Forms 6 and 7)**

- (1) Unless the Court otherwise directs, every petition shall be advertised once in the Gazette not less than 7 clear days after it has been served on the company and not less than 7 clear days before the day fixed for the hearing.
- (2) The advertisements shall be in Form 6 or Form 7 in the Schedule with such variations as circumstances may require.
- (3) If the petition is not duly advertised in accordance with this Rule the Judge may order that it shall be removed from the file.

**23. Service of petition (Forms 8 and 9)**

Every petition shall, unless presented by the company, be served upon the company at the registered office, if any, of the company, and if there is no registered office, then at the principal or last known principal place of business of the company, if any such can be found, by leaving a copy with any member, officer or servant of the company there, or in case no such member, officer or servant can be found there, then by leaving a copy at such registered office or principal place of business, or by



serving it on such member, officer or servant of the company as the Court may direct; and where the company is being wound-up voluntarily, the petition shall also be served upon the liquidator (if any), appointed for the purpose of winding-up the affairs of the company.

**24. Verification of petition (Form 10)**

- (1) Every petition shall be verified by an affidavit in Form 10 in the Schedule with such variations as the circumstances may require.
- (2) The affidavit shall be made by the petitioner, or by one of the petitioners, if more than one, or by some person, such as a director, company secretary or similar officer, or a solicitor who has been concerned in the matter on behalf of the petitioner.
- (3) The affidavit shall be filed within 7 days after the petition is presented and shall be *prima facie* evidence of the statements in the petition.

**25. Copy of petition to be furnished to creditor or contributory**

Every contributory, or in the case of a petition for the winding-up of a company every creditor, of the company shall be entitled to be furnished by the solicitor of the petitioner with a copy of the petition within 24 hours after requiring same, on paying the prescribed charge for such copy.

**PROVISIONAL LIQUIDATOR**

**26. Appointment of provisional liquidator (Form 11)**

- (1) After the presentation of a petition for the winding-up of a company by the Court, upon the application of a creditor, or of a contributory, or of the company, and upon proof by affidavit of sufficient ground for the appointment of a provisional liquidator, the Court, if it thinks fit and upon such terms as in the opinion of the Court shall be just and necessary, make the appointment.
- (2) The order appointing the provisional liquidator, shall bear the number of the petition, and shall state the nature and a short description of the property of which the provisional liquidator is ordered to take possession, and the duties to be performed by the provisional liquidator.
- (3) Subject to any order of the Court, if no order for the winding-up of the company is made upon the petition, or if an order for the winding-up of the company on the petition is rescinded, or if all proceedings on the petition are stayed, or if an order is made continuing the voluntary winding-up of the company subject to the supervision of the court, the provisional liquidator shall be entitled to be paid, out of the property of the company, all the costs, charges, and expenses properly incurred by him as provisional liquidator, including such sum as is or would be payable under the scale of fees for the time being in force where the Official Receiver is appointed provisional liquidator, and may retain out of such property the amounts of such costs, charges, and expenses.
- (4) Where any person other than the Official Receiver has been appointed provisional liquidator and the Official Receiver has taken any steps for the purpose of obtaining a statement of affairs or has performed any other duty prescribed by these Rules the provisional liquidator shall pay the Official Receiver such sum, if any, as the Court directs.

**HEARING OF PETITIONS AND ORDERS MADE THEREON**

**27. Attendance before hearing to show compliance with rules**

After a petition has been presented, the petitioner, or his solicitor shall, on a day to be appointed by the Registrar, attend before the Registrar and satisfy him that the petition has been duly advertised, that the prescribed affidavit verifying the statements therein and the affidavit of service (if any) have been duly filed, and that the provisions of the Rules as to petitions have been duly complied with by the petitioner. No order shall be made on the petition of any petitioner who has not, prior to the hearing of the petition, attended before the registrar at the time appointed, and satisfied him in manner required by this Rule.

**28. Notice by persons who intend to appear (Form 12)**

Every person who intends to appear on the hearing of a petition shall serve on, or send by post to, the petitioner, or his solicitor or agent, at the address stated in the advertisement of the petition, notice of his intention. The notice shall contain the address of such person, and shall be signed by him or by his solicitor or agent, and shall be served, or if sent by post shall be posted in such time as in ordinary course of post to reach the address, not later than 6 o'clock in the afternoon of the day previous to the day appointed for the hearing of the petition, or if such day be a Monday, not later than 1 o'clock in the afternoon of the Saturday previous to such day. The notice shall be in Form 12 in the Schedule with such variations as circumstances may require. A person who has failed to comply with this Rule shall not, without the special leave of the Court, be allowed to appear on the hearing of the petition.

**29. List of names and addresses of persons who appear on the petition (Form 13)**

The petitioner, or his solicitor or agent, shall prepare a list of the names and addresses of the persons who have given notice of their intention to appear on the hearing of the petition, and of their respective solicitors; such list shall be in Form 13 in the Schedule. On the day appointed for hearing the petition a fair copy of the list (or if no notice of intention to appear has been given a statement in writing to that effect) shall be handed by the petitioner, or his solicitor or agent, to the Court prior to the hearing of the petition.

**30. Affidavits in opposition and reply**

- (1) Affidavits in opposition to a petition shall be filed within 14 days of the date on which the affidavit verifying the petition is filed, and notice of the filing of every affidavit in opposition to such a petition shall be given to the petitioner or his solicitor or agent, on the day on which the affidavit is filed.
- (2) An affidavit in reply to an affidavit filed in opposition to a petition shall be filed within 7 days of the date on which notice of such affidavit is received by the petitioner or his solicitor or agent.

**31. Substitution of creditor or contributory for withdrawing petitioner**

When a petitioner for an order that a company be wound up by the Court is not entitled to present a petition, or whether so entitled or not, where he (a) fails to advertise his petition within the time prescribed by these Rules or such extended time as the Registrar may allow, or (b) consents to withdraw his petition, or to allow it to be dismissed, or the hearing adjourned, or fails to appear in support of his petition when it is called on in Court on the day originally fixed for the hearing thereof, or on any day to which the hearing has been adjourned, or (c) if appearing, does not apply for an order in the terms of the prayer of his petition, the Court may, upon such terms as it may think just, substitute as petitioner any creditor or contributory who in the opinion of the Court would have a right to present a petition, and who is desirous of prosecuting the petition. An order to substitute a petitioner may, where a petitioner fails to advertise his petition within the time prescribed by these rules or consents to withdraw his petition, be made in Chambers at any time.

**32. Power of Registrar of Companies to withdraw petition**

Where the Registrar of Companies has presented a petition for the winding-up of a company on the ground that the company has failed to comply with one or more requirements of the Act, the Court may permit the Registrar to withdraw that petition if the Court has been informed in writing by the Registrar that the company has subsequently complied with the requirement or requirements upon which the petition was grounded.

**ORDER TO WIND-UP A COMPANY AND ORDER UNDER SECTION 216 OF THE ACT**

**33. Notice that winding-up order has been pronounced to be given to Official Receiver (Forms 14 and 15)**

When an order for the winding-up of a company, or for the appointment of a provisional liquidator prior to the making of an order for the winding-up of the company, has been made, the Registrar shall, at latest on the day following the day on which such an order is pronounced, send to the Official Receiver a notice informing him that the order has been pronounced.

The notice shall be in Forms 14 and 15 in the Schedule, respectively, with such variations as circumstances may require.

**34. Documents for drawing up order to be left with Registrar**

It shall be the duty of the petitioner, or his solicitor or agent, and of all other persons who have appeared on the hearing of the petition, at latest on the day following the day on which an order for the winding-up of a company or an order under section 216 of the Act is pronounced in Court to leave at the Registrar's office all the documents required for the purpose of enabling the Registrar to complete the order forthwith.

**35. No appointment for settling order**

Except in the case of an order made under section 216 of the Act it shall not be necessary for the Registrar to make an appointment to settle the order, unless in any particular case the special circumstances make an appointment necessary.

**36. Contents of winding-up order (Forms 11 and 16)**

An order to wind-up a company or for the appointment of a provisional liquidator shall contain at the foot thereof a notice stating that it will be the duty of such of the persons who are liable to make out or concur in making out the company's statement of affairs as the Official Receiver may require, to attend on the Official Receiver at such time and place as he may appoint and to give him all information he may require.

**37. Transmission and advertisement of winding-up order**

(1) When an order that a company be wound up, or for the appointment of a provisional liquidator has been made –

- (a) 3 copies of the order sealed with the seal of the Court shall forthwith be sent by post or otherwise by the Registrar to the Official Receiver.
- (b) The Official Receiver shall cause a sealed copy of the order to be served upon the company by prepaid letter addressed to it at its registered office (if any) or if there is no registered office at its principal or last known principal place of business or upon such other person or persons, or in such other manner as the Court may direct, and if the order is that the company be wound up by the Court, shall forward to the Registrar of Companies the copy of the order which by section 232 of the Act is directed to be so forwarded by the company or otherwise as may be prescribed.

*Form 99(1)*

- (c) The Official Receiver shall forthwith give notice of the order to the Minister, who shall forthwith cause the notice to be gazetted.

*Form 17*

- (d) The Official Receiver shall forthwith send notice of the order to such local paper as the Minister may from time to time direct, or, in default of such direction, as he may select.

(2) Where an order under section 216 of the Act has been made, an office copy of the order shall, unless the Court otherwise orders, be served by the petitioner on the company and on the Registrar of Companies in like manner as, under subrule (1)(b), the Official Receiver is required to serve a sealed copy of the order, and where such order involves a reduction of capital or alteration of the memorandum of association, the Act and Rules of the Supreme Court relative to such matters shall apply as the Court may direct.

**38. Notice to the bailiff**

For the purposes of section 314 of the Act a notice that (a) a winding-up petition has been presented, or (b) a winding-up order has been made, or (c) a provisional liquidator has been appointed, or (d) a meeting has been called at which there is to be proposed a resolution for the voluntary winding-up of the company, or (e) a resolution has been passed for the voluntary winding-up of the company, shall be in writing and shall be addressed, to the bailiff, and may be served by being delivered by hand or by registered post at the office of the bailiff.

## **SPECIAL MANAGER**

### **39. Appointment of special manager**

- (1) An application by the Official Receiver for the appointment of a special manager shall be supported by a report of the Official Receiver, which shall be placed on the file of proceedings, and such report shall either state the amount of remuneration which, in the opinion of the Official Receiver, ought to be allowed to the special manager, or that it is, in the opinion of the Official Receiver, desirable that the fixing of such remuneration should be deferred. No affidavit by the Official Receiver in support of the application shall be required.
- (2) The remuneration of the special manager shall, unless the Court in any case otherwise directs, be stated in the order appointing him, but the Court may at any subsequent time for good cause shown make an order for payment to the special manager of further remuneration.
- (3) A copy of the order appointing a special manager shall be transmitted to the Minister by the Official Receiver.

### **40. Accounting by special manager (Form 18)**

Every special manager shall account to the Official Receiver, and the special manager's accounts shall be verified by affidavit, and, when approved by the Official Receiver, the totals of the receipts and payments shall be added by the Official Receiver to his accounts.

## **STATEMENT OF AFFAIRS**

### **41. Preparation of statement of affairs (Form 19)**

- (1) A person who under section 237 of the Act has been required by the Official Receiver to submit and verify a statement of affairs of a company, shall be furnished by the Official Receiver with such forms and instructions as the Official Receiver in his discretion shall consider necessary. The statement shall be made out in duplicate, one copy of which shall be verified by affidavit. The Official Receiver shall cause to be filed with the Registrar the verified statement of affairs.
- (2) The Official Receiver may from time to time hold personal interviews with any such person as is mentioned in paragraphs (a), (b), (c) or (d) of section 237(2) of the Act for the purpose of investigating the company's affairs, and it shall be the duty of every such person to attend on the Official Receiver at such time and place as the Official Receiver may appoint and give the Official Receiver all information that he may require.

### **42. Extension of time for submitting statement of affairs**

When any person requires any extension of time for submitting the statement of affairs, he shall apply to the Official Receiver, who may, if he thinks fit, give a written certificate extending the time, which certificate shall be filed with the proceedings and shall render an application to the Court unnecessary.

### **43. Information subsequent to statement of affairs**

After the statement of affairs of a company has been submitted to the Official Receiver it shall be the duty of each person who has made or concurred in making it, if and when required, to attend on the Official Receiver and answer all such questions as may be put to him, and give all such further information as may be required of him by the Official Receiver in relation to the statement of affairs.

### **44. Default**

Any default in complying with the requirements of section 237 of the Act may be reported by the Official Receiver to the Court.

### **45. Expenses of statement of affairs**

A person who is required to make or concur in making any statement of affairs of a company shall, before incurring any costs or expenses in and about the preparation and making of the statement, apply to the Official Receiver for his sanction and submit a statement of the estimated costs and expenses which it is intended to incur; and, except by order of the Court, no person shall be allowed out of the assets of the company any costs or expenses which have not before being incurred been sanctioned by the Official Receiver.

**46. Dispensing with statement of affairs**

- (1) Any application to dispense with the requirements of section 237 of the Act shall be supported by a report of the Official Receiver showing the special circumstances which in his opinion render such a course desirable.
- (2) When the Court has made an order dispensing with the requirements of the said section, it may give such consequential directions as it may see fit and in particular it may give directions as to the sending of any notices which are by these rules required to be sent to any person mentioned in the statement of affairs.

**APPOINTMENT OF LIQUIDATOR IN A WINDING-UP BY THE COURT**

**47. Appointment of liquidator on report of meetings of creditors and contributories**

*Form 20*

- (1) As soon as possible after the first meetings of creditors and contributories have been held the Official Receiver, or the chairman of the meeting, as the case may be, shall report the result of each meeting to the Court.
- (2) Upon the result of the meetings of creditors and contributories being reported to the Court, if there is a difference between the determinations of the meetings of the creditors and contributories, the Court shall, on the application of the Official Receiver, fix a time and place for considering the resolutions and determinations (if any) of the meetings, deciding differences, and making such order as shall be necessary. In any other case the Court may upon the application of the Official Receiver forthwith make any appointment necessary for giving effect to any such resolutions or determinations.
- (3) When a time and place have been fixed for the consideration of the resolutions and determinations of the meetings, such time and place shall be advertised by the Official Receiver in such manner as the Court shall direct, but so that the first or only advertisement shall be published not less than 7 days before the time so fixed.
- (4) Upon the consideration of the resolutions and determinations of the meetings the Court shall hear the Official Receiver and any creditor or contributory.

*Forms 21 and 99(7)*

- (5) If a liquidator is appointed a copy of the order appointing him shall be transmitted to the Minister by the Official Receiver, and the Minister shall, as soon as the liquidator has given security, cause notice of the appointment to be gazetted.

*Form 22*

- (6) Every appointment of a liquidator or committee of inspection shall be advertised by the liquidator in such manner as the Court directs immediately after the appointment has been made, and the liquidator has given the required security.

*Form 99(8)*

- (7) If a liquidator in a winding-up by the Court shall die, or resign, or be removed, another liquidator may be appointed in his place in the same manner as in the case of a first appointment, and the Official Receiver shall, on the request of not less than one-tenth in value of the creditors or contributories summon meetings for the purpose of determining whether or not the vacancy shall be filled; but none of the provisions of this Rule shall apply where the liquidator is released under section 252 of the Act in which case the Official Receiver shall remain liquidator.

**SECURITY BY LIQUIDATOR OR SPECIAL MANAGER IN A WINDING-UP BY THE COURT**

**48. Standing security to Minister**

In the case of a special manager or a liquidator other than the Official Receiver, the following provisions as to security shall have effect, namely –

- (a) the security shall be given to such officers or persons and in such manner as the Minister may from time to time direct;
- (b) it shall not be necessary that security shall be given in each separate winding-up; but security may be given either specially in a particular winding-up, or generally, to be available for any winding-up in which the person giving security may be appointed, either as liquidator or special manager;
- (c) the Minister shall fix the amount and nature of such security, and may from time to time, as he thinks fit, either increase or diminish the amount of special or general security which any person has given;

*Form 23*

- (d) the certificate of the Minister that a liquidator or special manager has given security to their satisfaction shall be filed with the Registrar;
- (e) the cost of furnishing the required security by a liquidator or special manager, including any premiums which he may pay to a guarantee society, shall be borne by him personally, and shall not be charged against the assets of the company as an expense incurred in the winding-up.

**49. Failure to give or keep up security**

- (1) If a liquidator or special manager fails to give the required security within the time stated for that purpose in the order appointing him, or any extension thereof, the Official Receiver shall report such failure to the Court, who may thereupon rescind the order appointing the liquidator or special manager.
- (2) If a liquidator or special manager fails to keep up his security the Official Receiver shall report such failure to the Court, who may thereupon remove the liquidator or special manager, and make such order as to costs as the Court shall think fit.
- (3) Where an order is made under this Rule rescinding an order for the appointment of or removing a liquidator, the Court may direct that meetings shall be held for the purpose of determining whether an application shall be made to the Court for another liquidator to be appointed and thereupon the same meetings shall be summoned and the same proceedings may be taken as in the case of a first appointment of a liquidator.

**PUBLIC EXAMINATION**

**50. Consideration of report**

The consideration of a report made by the Official Receiver pursuant to section 238(2) of the Act shall be before the Judge of the Court personally in Chambers, and the Official Receiver shall personally, or by counsel or solicitor, attend the consideration of the report and give the Court any further information or explanation with reference to the matters stated in the report which the Court may require.

**51. Procedure consequent on order for public examination (Form 24)**

Where the Court makes an order under section 269 of the Act, directing any person or persons to attend for public examination –

- (a) the examination shall be held before the Court:  
Provided that the Court may direct that the whole or any part of the examination of any such person or persons, including any application as to costs, be held and heard and determined before the Registrar;
- (b) the Court may, if it thinks fit, either in the order for examination or by any subsequent order, give directions as to the special matters on which any such person is to be examined;
- (c) where on an examination held before the Registrar, he is of opinion that such examination is being unduly or unnecessarily protracted, or for any other sufficient cause, he may adjourn the examination of any person, or any part of the examination, to be held before the Court.

**52. Application for day for holding examination**

Upon an order directing a person to attend for public examination being made, the Official Receiver shall, unless the Court shall otherwise direct, without further order, take an appointment for the public examination to be held.

**53. Appointment of time and place for public examination (Form 25)**

A day and a place shall be appointed for holding the public examination, and notice of the day and place so appointed shall be given by the Official Receiver to the person who is to be examined by sending such notice in a registered letter addressed to his usual or last known address.

**54. Notice of public examination to creditors and contributories (Form 99(3))**

- (1) The Official Receiver shall give notice of the time and place appointed for holding a public examination to the creditors and contributories by advertisement in such newspapers as the Minister from time to time directs, or in default of any such direction as the Official Receiver thinks fit, and shall also forward notice of the appointment to the Minister to be gazetted.
- (2) Where an adjournment of the public examination has been directed, notice of the adjournment shall not, unless otherwise directed by the Court, be advertised in any newspaper, but it shall be sufficient to publish in the Gazette a notice of the time and place fixed for the adjourned examination.

**55. Default in attending (Form 26)**

- (1) If any person who has been directed by the Court to attend for public examination fails to attend at the time and place appointed for holding or proceeding with the same, and no good cause is shown by him for such failure, or if before the day appointed for the examination the Official Receiver satisfies the Court that such person has absconded, or that there is reason for believing that he is about to abscond with the view of avoiding examination, it shall be lawful for the Court, upon it being proved to the satisfaction of the Court that notice of the order and of the time and place appointed for attendance at the public examination was duly served, without any further notice, to issue a warrant for the arrest of the person required to attend, or to make such other order as the Court shall think just.
- (2) A warrant of arrest issued by the Court under this Rule shall be issued in the Central Office of the Supreme Court pursuant to an order of the Court directing such issue.

**56. Notes of examination to be filed (Forms 27 and 28)**

The notes of every public examination shall, after being signed as required by section 269(7) of the Act, be filed with the Registrar.

**PROCEEDINGS BY OR AGAINST DIRECTORS, PROMOTERS, AND OFFICERS**

**57. Applications by or against delinquent directors, officers and promoters**

- (1) An application made to the Court under any of the following provisions of the Act –
  - (a) section 320;
  - (b) section 319(1);
  - (c) section 200;
  - (d) section 404(2),

shall be made by a summons returnable in the first instance in Chambers. The summons shall state the nature of the declaration or order for which application is made, and the grounds of the application, and, unless otherwise ordered, shall be served, in the manner in which an originating summons is required by the Rules of the Supreme Court to be served, on every person against whom an order is sought, not less than 14 days before the day named in the summons for hearing the application. Where any such application is made by summons no affidavit or report shall be filed before the return of the summons.

- (2) On the return of the summons the Court may give such directions as it shall think fit as to whether points of claim and defence are to be delivered, as to the taking of evidence wholly or in part by affidavit or orally, as to the cross examination either before the Judge on the hearing in Court or in Chambers of any deponents to affidavits in support of or in opposition to the

application, as to any report it may require the Official Receiver or liquidator to make and generally as to the procedure on the summons and for the hearing thereof.

- (3) Where any such order as is mentioned in subrule (2) has directed that points of claim and defence shall be delivered then if subsequently to such order and before the summons has been set down for trial or adjourned to the Judge either party wishes to apply for any further direction as to any interlocutory matter or thing he shall restore the summons to the Registrar's list and shall give 2 clear days' notice in writing to the other party stating the grounds of the application. A copy of such notice shall be filed with the Registrar 2 clear days before the day for which the summons is restored.

**58. Notice of application**

Where the application is made by motion the Court may at any time before making an order require the Official Receiver or liquidator to furnish to the Court a report with respect to any facts or matters which are in his opinion relevant to the application and may give any directions it may see fit with regard to any of the matters mentioned in Rule 57(2). Notice of any such intended motion shall be served on every person against whom an order is sought, not less than 8 days before the day named in the notice for hearing the motion. A copy of every report and affidavit intended to be used in support of the motion shall be served on every person to whom notice of motion is given not less than 4 days before the hearing of the motion.

**59. Hearing of application**

- (1) Where any application under section 200 of the Act is made or heard after a public examination under section 269 of the Act has been held before the Registrar then such application shall be heard and determined by such Registrar.

The Judge shall personally hear all other applications under the said section 200:

Provided that the Judge may direct that such applications or any of them shall be heard and determined by the Registrar.

- (2) Where any order has been made under the said section 200, any application for leave arising out of such order shall be made to the Court having jurisdiction to wind-up the company as respects which leave is sought.

**60. Use of depositions taken at public examinations**

Where, in the course of the proceedings in a winding-up by the Court, an order has been made for the public examination of persons named in the order pursuant to section 269 of the Act, then in any proceedings subsequently instituted under any of the provisions of the Act mentioned in Rule 57(1) the verified notes of the examination of each person who was examined under the order shall, subject as hereinafter mentioned, and to any order or directions of the Court as to the manner and extent in and to which the notes shall be used, and subject to all just exceptions to the admissibility in evidence against any particular person or persons of any of the statements contained in the notes of the examinations, be admissible in evidence against any of the persons against whom the application is made, who, under section 269 of the Act and the order for the public examination, was or had the opportunity of being present at and taking part in the examination:

Provided that before any such notes of a public examination shall be used on any such application, the person intending to use the same shall, not less than 15 days before the day appointed for hearing the application, give notice of such intention to each person against whom it is intended to use such notes, or any of them, specifying the notes or parts of the notes which it is intended to read against him, and furnish him with copies of such notes, or parts of notes (except notes of the person's own depositions), and provided also that every person against whom the application is made shall be at liberty to cross-examine or re-examine (as the case may be) any person the notes of whose examination are read, in all respects as if such person had made an affidavit on the application.

**WITNESSES AND DEPOSITIONS**

**61. Shorthand notes (Forms 29 and 30)**

- (1) If the Court or the officer of the Court before whom any examination under the Act and Rules is directed to be held shall in any case, and at any stage of the proceedings, be of opinion that it would be desirable that a person (other than the person before whom an examination is



taken) should be appointed to take down the evidence of any person examined in shorthand or otherwise, it shall be competent for the Court or officer aforesaid to make such appointment. The person at whose instance the examination is taken shall nominate a person for the purpose, and the person so nominated shall be appointed, unless the Court or officer holding the examination shall otherwise order. Every person so appointed shall be paid such amounts as the Court may direct at such rate as may be fixed by the Minister responsible for the public service, and such sums shall be paid by the party at whose instance the appointment was made, or out of the assets of the company as may be directed by the Court.

- (2) The fees of the shorthand writer shall be paid by the party at whose instance the examination was taken or out of the assets of the company, as the Court may direct, at such rate as may be fixed by the Minister.

**62. Committal of contumacious witness (Form 31)**

- (1) If a person examined before a Registrar or other officer of the Court who has no power to commit for contempt of Court, refuses to answer to the satisfaction of the Registrar or officer any question which he may allow to be put, the Registrar or officer shall report such refusal to the Judge, and upon such report being made the person in default shall be in the same position, and be dealt with in the same manner as if he had made default in answering before the Judge.

- (2) The report shall be in writing, but without affidavit and shall set forth the question put, and the answer (if any) given by the person examined.

- (3) The Registrar or other officer shall, before the conclusion of the examination at which the default in answering is made, name the time when and the place where the default will be reported to the Judge, and upon receiving the report the Judge may take such action thereon as he shall think fit. If the Judge is sitting at the time when the default in answering is made, such report may be made immediately.

**63. Depositions at private examinations**

- (1) The Official Receiver may attend in person, or by an Assistant Official Receiver, or by counsel or by solicitors employed for the purpose, any examination of a witness under section 268 of the Act, on whosoever application the same has been ordered, and may take notes of the examination for his own use, and put such questions to the persons examined as the Court may allow.

- (2) The notes of the depositions of a person examined under section 268 of the Act, or under any order of the Court before the Court, or before any officer of the Court, or person appointed to take such an examination (other than the notes of the depositions of a person examined at a public examination under section 269 of the Act) shall be forthwith lodged in the Chambers of the Registrar but shall not be filed, or be open to the inspection of any creditor, contributory, or other person, except the Official Receiver or liquidator, or any provisional liquidator other than the Official Receiver, while he is acting as provisional liquidator, unless and until the Court shall so direct, and the Court may from time to time give such general or special directions as it shall think expedient as to the custody and inspection of such notes and the furnishing of copies of or extracts therefrom.

**DISCLAIMER**

**64. Disclaimer (Forms 32 and 33)**

- (1) (a) An application for leave to disclaim any property of a company under section 312(1) of the Act shall be made by summons to which all persons interested who have not consented to leave to disclaim being granted shall be made respondents.
- (b) Where all persons interested have consented to leave to disclaim being granted, the application may be made by *ex parte* summons.
- (c) A summons under this Rule shall be supported by an affidavit stating the names and addresses of all persons interested and the nature of their interests, and verifying any relevant consents.

- (d) The applicant shall serve the summons and a copy of the affidavit upon every respondent not less than 7 clear days before the day named in the summons for the hearing of the application.
  - (e) Where an application under this Rule is made by originating summons, no appearance need be entered to the summons.
- (2) Where a liquidator disclaims a leasehold interest he shall forthwith file the disclaimer at the office of the Registrar. The disclaimer shall contain particulars of the interest disclaimed and a statement of the persons to whom notice of the disclaimer has been given. Until the disclaimer is filed by the liquidator the disclaimer shall be inoperative. A disclaimer shall be in Form 32 and a notice of disclaimer in Form 33 in the Schedule with such variations as circumstances may require.
- (3) Where any person claims to be interested in any part of the property of a company which the liquidator wishes to disclaim he shall at the request of the liquidator furnish a statement of the interest so claimed by him.

#### **VESTING OF DISCLAIMED PROPERTY**

##### **65. Vesting of disclaimed property**

- (1) Any application under section 312(6) of the Act for an order for the vesting of any disclaimed property in or the delivery of any such property to any persons shall be supported by the affidavit filed on the application for leave to disclaim such property.
- (2) Where such an application as aforesaid relates to disclaimed property of a leasehold nature and it appears that there is any mortgagee by demise (including a chargee by way of legal mortgage), or under-lessee of such property, the Court may direct that notice shall be given to such mortgagee or under-lessee that, if he does not elect to accept and apply for such a vesting order as aforesaid upon the terms required by the above-mentioned subsection and imposed by the Court within a time to be fixed by the Court and stated in the notice, he will be excluded from all interest in and security upon the property, and the Court may adjourn the application for such notice to be given and for such mortgagee or under-lessee to be added as a party to and served with the application and if he sees fit to make such election and application as is mentioned in the notice. If at the expiration of the time so fixed by the Court such mortgagee or under-lessee fails to make such election and application, the Court may make an order vesting the property in the applicant and excluding such mortgagee or under-lessee from all interest in or security upon the property.

#### **ARRANGEMENTS WITH CREDITORS AND CONTRIBUTORIES IN A WINDING-UP BY THE COURT**

##### **66. Report by Official Receiver on arrangements and compromises**

In a winding-up by the Court, if application is made to the Court to sanction any compromise or arrangement, the Court may, before giving its sanction thereto, hear a report by the Official Receiver as to the terms of the scheme, and as to the conduct of the directors and other officers of the company, and as to any other matters which, in the opinion of the Official Receiver or the Minister, ought to be brought to the attention of the Court. The report shall not be placed upon the file, unless and until the Court shall direct it to be filed.

#### **COLLECTION AND DISTRIBUTION OF ASSETS IN A WINDING-UP BY THE COURT**

##### **67. Collection and distribution of company's assets by liquidator**

- (1) The duties imposed on the Court by section 257(1) of the Act in a winding-up by the Court with regard to the collection of the assets of the company and the application of the assets in discharge of the company's liabilities shall be discharged by the liquidator as an officer of the Court subject to the control of the Court.
- (2) For the purpose of the discharge by the liquidator of the duties imposed by section 257(1) of the Act, and subrule (1), the liquidator in a winding-up by the Court shall, for the purpose of

acquiring or retaining possession of the property of the company, be in the same position as if he were a receiver of the property appointed by the Court, and the Court may on his application enforce such acquisition or retention accordingly.

**68. Power of liquidator to require delivery of property (Form 34)**

The powers conferred on the Court by section 258 of the Act shall be exercised by the liquidator. Any contributory for the time being on the list of contributories, trustee, receiver, banker or agent or officer of a company which is being wound up under order of the Court shall, on notice from the liquidator and within such time as he shall by notice in writing require, pay, deliver, convey, surrender or transfer to or into the hands of the liquidator any money, property, books or papers, which happen to be in his hands for the time being and to which the company is *prima facie* entitled.

**LIST OF CONTRIBUTORIES IN A WINDING-UP BY THE COURT**

**69. Liquidator to settle list of contributories (Form 35)**

Unless the Court shall dispense with the settlement of a list of contributories the liquidator shall with all convenient speed after his appointment settle a list of contributories of the company, and shall appoint a time and place for that purpose. The list of contributories shall contain a statement of the address of, and the number of shares or extent of interest to be attributed to each contributory, and the amount called and the amount paid up in respect of such shares or interest and shall distinguish the several classes of contributories. As regards representative contributories the liquidator shall, so far as practicable, observe the requirements of section 257(2) of the Act.

**70. Appointment of time and place for settlement of list (Forms 36 and 37)**

The liquidator shall give notice in writing of the time and place appointed for the settlement of the list of contributories to every person whom he proposes to include in the list, and shall state in the notice to each person in what character and for what number of shares or interest he proposes to include such person in the list and what amount has been called up and what amount paid up in respect of such shares or interest.

**71. Settlement of list of contributories (Form 38)**

On the day appointed for settlement of the list of contributories the liquidator shall hear any person who objects to being settled as a contributory, and after such hearing shall finally settle the list, which when so settled shall be the list of contributories of the company.

**72. Notice to contributories (Forms 39 and 40)**

The liquidator shall forthwith give notice to every person whom he has finally placed on the list of contributories stating in what character and for what number of shares or interest he has been placed on the list and what amount has been called up and what amount paid up in respect of such shares or interest and in the notice he shall inform such person that any application for the removal of his name from the list, or for a variation of the list, must be made to the Court by summons within 21 days from the date of the service on the contributory or alleged contributory of notice of the fact that his name is settled on the list of contributories.

**73. Application to the Court to vary the list (Form 41)**

- (1) Subject to the power of the Court to extend the time or to allow an application to be made notwithstanding the expiration of the time limited for that purpose, no application to the Court by any person who objects to the list of contributories as finally settled by the liquidator shall be entertained after the expiration of 21 days from the date of the service on such person of notice of the settlement of the list.
- (2) The Official Receiver shall not in any case be personally liable to pay any costs of or in relation to an application to set aside or vary his act or decision settling the name of a person on the list of contributories of a company.

**74. Variation of or addition to list of contributories (Form 42)**

The liquidator may from time to time vary or add to the list of contributories, but any such variation or addition shall be made in the same manner in all respects as the settlement of the original list.

## CALLS

### **75. Calls by liquidator**

The powers and duties of the Court in relation to making calls upon contributories conferred by section 260 of the Act, shall and may be exercised, in a winding-up by the Court, by the liquidator as an officer of the Court subject to the proviso to section 272 of the Act, and to the following regulations –

- (a) where the liquidator desires to make any call on the contributories, or any of them for any purpose authorised by the Act, if there is a committee of inspection he may summon a meeting of such committee for the purpose of obtaining their sanction to the intended call;

*Forms 43 and 44*

- (b) the notice of the meeting shall be sent to each member of the committee of inspection in sufficient time to reach him not less than 7 days before the day appointed for holding the meeting, and shall contain a statement of the proposed amount of the call, and the purpose for which it is intended. Notice of the intended call and the intended meeting of the committee of inspection shall also be advertised once at least in a Port Vila newspaper. The advertisement shall state the time and place of the intended meeting of the committee of inspection, and that each contributory may either attend the said meeting and be heard, or make any communication in writing to the liquidator or members of the committee of inspection to be laid before the meeting, in reference to the said intended call;
- (c) at the meeting of the committee of inspection any statements or representations made either to the meeting personally or addressed in writing to the liquidator or members of the committee by any contributory shall be considered before the intended call is sanctioned;

*Form 45*

- (d) the sanction of the committee shall be given by resolution, which shall be passed by a majority of the members present;
- (e) where there is no committee of inspection, the liquidator shall not make a call without obtaining the leave of the Court.

### **76. Application to the Court for leave to make a call** (*Forms 46 to 49*)

In a winding-up by the Court an application to the Court for leave to make any call on the contributories of a company, or any of them, for any purpose authorised by the Acts, shall be made by summons stating the proposed amount of such call, which summons shall be served 4 clear days at the least before the day appointed for making the call on every contributory proposed to be included in such call; or if the Court so directs, notice of such intended call may be given by advertisement, without a separate notice to each contributory.

### **77. Document making the call** (*Form 50*)

When the liquidator is authorised by resolution or order to make a call on the contributories he shall file with the Registrar a document making the call in Form 50 in the Schedule with such variations as circumstances may require.

### **78. Service of notice of a call** (*Forms 45, 49, 51 and 52*)

When a call has been made by the liquidator in a winding-up by the Court, a copy of the resolution of the committee of inspection or order of the Court (if any), as the case may be, shall forthwith after the call has been made be served upon each of the contributories included in such call, together with a notice from the liquidator specifying the amount or balance due from such contributory in respect of such call, but such resolution or order need not be advertised unless for any special reason the Court so directs.

### **79. Enforcement of call** (*Forms 53, 54 and 55*)

The payment of the amount due from each contributory on a call may be enforced by order of the Court, to be made in Chambers on summons by the liquidator.

## PROOFS

### 80. Proof of debt

In a winding-up by the Court every creditor shall subject as hereinafter provided prove his debt, unless the Court in any particular winding-up shall give direction that any creditors or class of creditors shall be admitted without proof.

### 81. Mode of proof

- (1) A debt may be proved in a winding-up by the Court by delivering or sending through the post in a pre-paid letter to the Official Receiver or, if a liquidator has been appointed, to the liquidator –
- (a) in any case in which the Official Receiver or liquidator so requires, an affidavit verifying the debt; and
  - (b) in any other case, an unsworn claim to the debt.
- (2) In any other winding-up the liquidator may require a debt to be proved by delivering or sending to him through the post in a pre-paid letter either an unsworn claim to the debt or an affidavit verifying the debt, as he may direct.

### 82. Verification of proof

A proof of debt may be made by the creditor himself or by some person authorised by or on behalf of the creditor. If made by a person so authorised, it shall state his authority and means of knowledge.

### 83. Contents of proof (*Forms 56 and 57*)

A proof of debt shall contain or refer to a statement of account showing the particulars of the debt, and shall specify the vouchers if any, by which the same can be substantiated. The Official Receiver or liquidator to whom the proof is sent may at any time call for the production of the vouchers.

### 84. Statement of security

A proof of debt shall state whether the creditor is or is not a secured creditor.

### 85. Proof before whom sworn

An affidavit proving a debt may in a winding-up by the Court be sworn before an Official Receiver, or Assistant Official Receiver or any clerk of an Official Receiver duly authorised in writing by the Court in that behalf.

### 86. Costs of proof

A creditor shall bear the cost of proving his debt unless the Court otherwise orders.

### 87. Discount

A creditor proving his debt shall deduct therefrom –

- (a) any discount which he may have agreed to allow for payment in cash in excess of 5 per cent on the net amount of his claim; and
- (b) all trade discounts.

### 88. Periodical payments

When any rent or other payment falls due at stated periods, and the order or resolution to wind up is made at any time other than one of those periods, the persons entitled to the rent or payment may prove for a proportionate part thereof up to the date of the winding-up order or resolution as if the rent or payment grew due from day to day:

Provided that where the liquidator remains in occupation of premises demised to a company which is being wound up, nothing herein contained shall prejudice or affect the right of the landlord of such premises to claim payment by the company, or the liquidator, of rent during the period of the company's or the liquidator's occupation.

### 89. Interest

On any debt or sum certain, payable at a certain time or otherwise, whereon interest is not reserved or agreed for, and which is overdue at the date of the commencement of the winding-up, the creditor may prove for interest at a rate not exceeding 4 per cent per annum to that date from the time when the

debt or sum was payable, if the debt or sum is payable by virtue of a written instrument at a certain time, and if payable otherwise, then from the time when a demand in writing has been made, giving notice that interest will be claimed from the date of the demand until the time of payment.

**90. Proof for debt payable at a future time**

A creditor may prove for a debt not payable at the date of the winding-up order or resolution, as if it were payable presently, and may receive dividends equally with the other creditors, deducting only there out a rebate of interest at the rate of 5 per cent per annum computed from the declaration of a dividend to the time when the debt would have become payable according to the terms on which it was contracted.

**91. Proof under section 308**

Unless the Official Receiver or liquidator shall in any special case otherwise direct formal proof of the debts mentioned in paragraph (c) of section 308(1) of the Act shall not be required.

**92. Workmen's wages (Form 58)**

In any case in which it appears that there are numerous claims for wages or accrued holiday remuneration by workmen and others employed by the company, it shall be sufficient if one proof for all such claims is made either by a foreman or by some other person on behalf of all such creditors. Such proof shall have annexed thereto as forming part thereof, a schedule setting forth the names of the workmen and others, and the amounts severally due to them. Any proof made in compliance with this Rule shall have the same effect as if separate proofs had been made by each of the said workmen and others.

**93. Production of bills of exchange and promissory notes**

Where a creditor seeks to prove in respect of a bill of exchange, promissory note, or other negotiable instrument or security on which the company is liable, such bill of exchange, note, instrument, or security must, subject to any special order of the Court made to the contrary, be produced to the Official Receiver, chairman of a meeting or liquidator, as the case may be, and be marked by him before the proof can be admitted either for voting or for any purpose.

**94. Transmission of proofs to liquidator**

Where a liquidator is appointed in a winding-up by the Court, all proofs of debts that have been received by the Official Receiver shall be handed over to the liquidator, but the Official Receiver shall first make a list of such proofs, and take a receipt thereon from the liquidator for such proofs.

**ADMISSION AND REJECTION OF PROOFS AND PREFERENTIAL CLAIMS AND APPEAL TO THE COURT**

**95. Notice to creditors to prove**

- (1) Subject to the provisions of the Act, and unless otherwise ordered by the Court, the liquidator in any winding-up may from time to time fix a certain day, which shall be not less than 14 days from the date of the notice, on or before which the creditors of the company are to prove their debts or claims, and to establish any title they may have to priority under section 308 of the Act, or to be excluded from the benefit of any distribution made before such debts are proved, or as the case may be from objecting to such distribution.
- (2) The liquidator shall give notice in writing of the day so fixed by advertisement in such newspaper as he shall consider convenient, and in a winding-up by the Court to every person mentioned in the statement of affairs as a creditor, who has not proved his debt, and to every person mentioned in the statement of affairs as a preferential creditor whose claim to be a preferential creditor has not been established and is not admitted, and in any other winding-up to the last known address or place of abode of each person who, to the knowledge of the liquidator, claims to be a creditor or preferential creditor of the company and whose claim has not been admitted.
- (3) All the Rules hereinafter set out as to admission and rejection of proofs shall apply with the necessary variations to any such claim to priority as aforesaid.

**96. Examination of proof (Form 59)**

The liquidator shall examine every proof of debt lodged with him, and the grounds of the debt, and in writing admit or reject it, in whole or in part, or require further evidence in support of it. If he rejects a proof he shall state in writing to the creditor the grounds of the rejection.

**97. Appeal by creditor**

If a creditor or contributory is dissatisfied with the decision of the liquidator in respect of a proof, the Court may, on the application of the creditor or contributory, reverse or vary the decision; but, subject to the power of the Court to extend the time, no application to reverse or vary the decision of the liquidator in a winding-up by the Court rejecting a proof sent to him by a creditor, or person claiming to be a creditor, shall be entertained, unless notice of the application is given before the expiration of 21 days from the date of the service of the notice of rejection.

**98. Expunging at instance of liquidator**

If the liquidator thinks that a proof has been improperly admitted, the Court may, on the application of the liquidator, after notice to the creditor who made the proof, expunge the proof or reduce its amount.

**99. Expunging at instance of creditor**

The Court may also expunge or vary a proof upon the application of a creditor or contributory if the liquidator declines to interfere in the matter.

**100. Oaths**

For the purpose of any of his duties in relation to proofs, the liquidator, in a winding-up by the Court, may administer oaths and take affidavits.

**101. Official Receiver's powers**

In a winding-up by the Court the Official Receiver, before the appointment of a liquidator, shall have all the powers of a liquidator with respect to the examination, admission, and rejection of proofs, and any act or decision of his in relation thereto shall be subject to the like appeal.

**102. Filing proofs by Official Receiver**

In a winding-up by the Court the Official Receiver, where no other liquidator is appointed, shall, before payment of a dividend, file all proofs tendered in the winding-up, with a list thereof, distinguishing in such list the proofs which were wholly or partly admitted, and the proofs which were wholly or partly rejected.

**103. Proofs to be filed (Form 60)**

Every liquidator in a winding-up by the Court other than the Official Receiver shall on the first day of every month, file with the Registrar a certified list of all proofs, if any, received by him during the month next preceding, distinguishing in such lists the proofs admitted, those rejected, and such as stand over for further consideration; and, in the case of proofs admitted or rejected, he shall cause the proofs to be filed with the Registrar.

**104. Procedure where creditor appeals**

The liquidator in a winding-up by the Court, including the Official Receiver when he is liquidator, shall, within 3 days after receiving notice from a creditor of his intention to appeal against a decision rejecting a proof, file such proof with the Registrar, with a memorandum thereon of his disallowance thereof.

**105. Time for dealing with proofs by Official Receiver**

Subject to the power of the Court to extend the time in a winding-up by the Court, the Official Receiver as liquidator, not later than 14 days from the latest date specified in the notice of his intention to declare a dividend as the time within which such proofs must be lodged, shall in writing either admit or reject wholly, or in part, every proof lodged with him, or require further evidence in support of it.

**106. Time for dealing with proofs by liquidator**

Subject to the power of the Court to extend the time, the liquidator in a winding-up by the Court, other than the Official Receiver, within 28 days after receiving a proof, which has not previously been dealt with shall in writing either admit or reject it wholly or in part, or require further evidence in support of it:

Provided that where the liquidator has given notice of his intention to declare a dividend, he shall within 14 days after the date mentioned in the notice as the latest date up to which proofs must be

lodged, examine, and in writing admit or reject, or require further evidence in support of, every proof which has not been already dealt with, and shall give notice of his decision, rejecting a proof wholly or in part, to the creditors affected thereby. Where a creditor's proof has been admitted the notice of dividend shall be a sufficient notification of the admission.

**107. Cost of appeals from decisions as to proofs**

The Official Receiver shall in no case be personally liable for costs in relation to an appeal from his decision rejecting any proof wholly or in part.

**DIVIDENDS IN A WINDING-UP BY THE COURT**

**108. Dividends to creditors**

*Forms 61, 62 and 99(4)*

- (1) Not more than 2 months before declaring a dividend, the liquidator, in a winding-up by the Court, shall give notice of his intention to do so to the Minister in order that the same may be gazetted, and shall at the same time give notice to such of the creditors mentioned in the statement of affairs as have not proved their debts. Such notice shall specify the latest date up to which proofs must be lodged, which shall not be less than 14 days from the date of such notice.
- (2) Where any creditor, after the date mentioned in the notice of intention to declare a dividend as the latest date up to which proofs may be lodged, appeals against the decision of the liquidator rejecting a proof, notice of appeal shall, subject to the power of the Court to extend the time in special cases, be given within 7 days from the date of the notice of the decision against which the appeal is made, and the liquidator may in such case make provision for the dividend upon such proof, and the probable cost of such appeal in the event of the proof being admitted. Where no notice of appeal has been given within the time specified in this Rule, the liquidator shall exclude all proofs which have been rejected from participation in the dividend.

*Forms 63 and 99(5)*

- (3) Immediately after the expiration of the time fixed by this Rule for appealing against the decision of the liquidator he shall proceed to declare a dividend, and shall give notice to the Minister (in order that the same may be gazetted), and shall also send a notice of dividend to each creditor whose proof has been admitted.
- (4) If it becomes necessary, in the opinion of the liquidator and the committee of inspection, to postpone the declaration of the dividend beyond the limit of 2 months, the liquidator shall give a fresh notice of his intention to declare a dividend to the Minister in order that the same may be gazetted; but it shall not be necessary for the liquidator to give a fresh notice to such of the creditors mentioned in the statement of affairs as have not proved their debts. In all other respects the same procedure shall follow the fresh notice as would have followed the original notice.

*Forms 64 and 65*

- (5) Upon the declaration of a dividend the liquidator shall forthwith transmit to the Minister a list of the proofs filed with the Registrar under Rule 103, which list shall be in Forms 64 or 65 in the Schedule as the case may be. The liquidator shall, if so required by the Minister, transmit to the Minister, office copies of all lists of proofs filed by him up to the date of the declaration of the dividend.
- (6) Dividends may at the request and risk of the person to whom they are payable be transmitted to him by post.

*Form 66*

- (7) If a person to whom dividends are payable desires that they shall be paid to some other person he may lodge with the liquidator a document in Form 66 in the Schedule which shall be a sufficient authority for payment of the dividend to the person therein named.

**109. Return of capital to contributories** (*Forms 67, 68 and 99(6)*)

Every order by which the liquidator in a winding-up by the Court is authorised to make a return to contributories of the company shall, unless the Court shall otherwise direct, contain or have appended



thereto a schedule or list (which the liquidator shall prepare) setting out in a tabular form the full names and addresses of the persons to whom the return is to be paid, and the amount of money payable to each person, and particulars of the transfers of shares (if any) which have been made or the variations in the list of contributories which have arisen since the date of the settlement of the list of contributories and such other information as may be requisite to enable the return to be made. The schedule or list shall be in Form 68 in the Schedule with such variations as circumstances shall require, and the liquidator shall send a notice of return to each contributory.

## **GENERAL MEETINGS OF CREDITORS AND CONTRIBUTORIES IN RELATION TO A WINDING-UP BY THE COURT**

### **110. First meetings of creditors and contributories**

Unless the Court otherwise directs, the meetings of creditors and contributories under section 241 of the Act (hereinafter referred to as the first meetings of creditors and contributories) shall be held within 1 month or if a special manager has been appointed then within 6 weeks after the date of the winding-up order. The dates of such meetings shall be fixed and they shall be summoned by the Official Receiver.

### **111. Notice of first meetings to Minister (Form 99(2))**

The Official Receiver shall forthwith give notice of the dates fixed by him for the first meetings of creditors and contributories to the Minister, who shall gazette the same.

### **112. Summoning of first meetings**

The first meetings of creditors and contributories shall be summoned as hereinafter provided.

### **113. Form of notices of first meetings (Forms 69 and 70)**

The notices of first meetings of creditors and contributories may be in Forms 69 and 70 in the Schedule, and the notices to creditors shall state a time within which the creditors must lodge their proofs in order to entitle them to vote at the first meeting.

### **114. Notice of first meeting to officers of company (Form 71)**

The Official Receiver shall also give to each of the officers of the company, who in his opinion ought to attend the first meetings of creditors and contributories, 7 days' notice of the time and place appointed for each meeting. The notice may either be delivered personally or sent by prepaid post letter, as may be convenient. It shall be the duty of every officer who receives notice of such meeting to attend if so required by the Official Receiver, and if any such officer fails to attend the Official Receiver shall report such failure to the Court.

### **115. Summary of statement of affairs**

- (1) The Official Receiver shall also, as soon as practicable, send to each creditor mentioned in the company's statement of affairs, and to each person appearing from the company's books or otherwise to be a contributory of the company a summary of the company's statement of affairs, including the causes of its failure, and any observations thereon which the Official Receiver may think fit to make. The proceedings at a meeting shall not be invalidated by reason of any summary or notice required by these Rules not having been sent or received before the meeting.
- (2) Where prior to the winding-up order the company has commenced to be wound up voluntarily the Official Receiver may, if in his absolute discretion he sees fit so to do, send to the persons aforesaid or any of them an account of such voluntary winding-up showing how such winding-up has been conducted and how the property of the company has been disposed of and any observations which the Official Receiver may think fit to make on such account or on the voluntary winding-up.

**GENERAL MEETINGS OF CREDITORS AND CONTRIBUTORIES IN RELATION TO WINDING-UP BY THE COURT AND OF CREDITORS IN RELATION TO A CREDITOR'S VOLUNTARY WINDING-UP**

**116. Liquidator's meetings of creditors and contributories**

- (1) In addition to the first meetings of creditors and contributories and in addition also to meetings of creditors and contributories directed to be held by the Court under section 332 of the Act (hereinafter referred to as Court meetings of creditors and contributories), the liquidator in any winding-up by the Court may himself from time to time subject to the provisions of the Act and the control of the Court summon, hold and conduct meetings of the creditors or contributories (hereinafter referred to as liquidator's meetings of creditors and contributories) for the purpose of ascertaining their wishes in all matters relating to the winding-up.
- (2) In any creditors' voluntary winding-up the liquidator may himself from time to time summon, hold and conduct meetings of creditors for the purpose of ascertaining their wishes in all matters relating to the winding-up (such meetings and all meetings of creditors which a liquidator or a company is by the Act required to convene in or immediately before such a voluntary winding-up and all meetings convened by a creditor in a voluntary winding-up under these Rules are hereinafter called voluntary liquidation meetings).

**117. Application of rules as to meetings**

Except where and so far as the nature of the subject-matter or the context may otherwise require the Rules as to meetings hereinafter set out shall apply to first meetings, Court meetings, liquidator's meetings of creditors and contributories, and voluntary liquidation meetings, but so nevertheless that the said Rules shall take effect as to first meetings subject and without prejudice to any express provisions of the Act and as to Court meetings subject and without prejudice to any express directions of the Court.

**118. Summoning of meetings (Form 73)**

- (1) The Official Receiver or liquidator shall summon all meetings of creditors and contributories by giving not less than 7 days' notice of the time and place thereof in the Gazette and in a local paper; and shall not less than 7 days before the day appointed for the meeting send by post to every person appearing by the company's books to be a creditor of the company notice of the meeting of creditors, and to every person appearing by the company's books or otherwise to be a contributory of the company notice of the meeting of contributories.
- (2) The notice to each creditor shall be sent to the address given in his proof, or if he has not proved to the address given in the statement of affairs of the company, if any, or to such other address as may be known to the person summoning the meeting. The notice to each contributory shall be sent to the address mentioned in the company's books as the address of such contributory, or to such other address as may be known to the person summoning the meeting.
- (3) In the case of meetings under section 293 of the Act the continuing liquidator or if there is no continuing liquidator any creditor may summon the meeting.
- (4) This Rule shall not apply to meetings under section 289 or section 296 of the Act.

**119. Proof of notice (Forms 74 and 75)**

A certificate by the Official Receiver or other officer of the Court, or by the clerk of any such person, or an affidavit by the liquidator, or creditor, or his solicitor, or the clerk of either of such persons, or as the case may be by some officer of the Company or its solicitor or the clerk of such Company or solicitor, that the notice of any meeting has been duly posted, shall be sufficient evidence of such notice having been duly sent to the person to whom the same was addressed.

**120. Place of meetings**

Every meeting shall be held at such place as is in the opinion of the person convening the same most convenient for the majority of the creditors or contributories or both. Different times or places or both may if thought expedient be named for the meetings of creditors and for the meetings of contributories.

**121. Costs of calling meetings**

The costs of summoning a meeting of creditors or contributories at the instance of any person other than the Official Receiver or liquidator shall be paid by the person at whose instance it is summoned

who shall before the meeting is summoned deposit with the Official Receiver or liquidator (as the case may be) such sum as may be required by the Official Receiver or liquidator as security for the payment of such costs. The costs of summoning such meeting of creditors or contributories, including all disbursements for printing, stationery, postage and the hire of room, shall be calculated at such rate for each creditor or contributory to whom notice is required to be sent as the Minister may fix. The said costs shall be repaid out of the assets of the company if the Court shall by order or if the creditors or contributories (as the case may be) shall by resolution so direct. This Rule shall not apply to meetings under sections 289 or 293 of the Act.

**122. Chairman of meeting (Form 76)**

Where a meeting is summoned by the Official Receiver or the liquidator, he or someone nominated by him shall be chairman of the meeting. At every other meeting of creditors or contributories the chairman shall be such person as the meeting by resolution shall appoint. This Rule shall not apply to meetings under section 289 of the Act.

**123. Ordinary resolution of creditors and contributories**

At a meeting of creditors a resolution shall be deemed to be passed when a majority in number and value of the creditors present personally or by proxy and voting on the resolution have voted in favour of the resolution, and at a meeting of the contributories a resolution shall be deemed to be passed when a majority in number and value of the contributories present personally or by proxy, and voting on the resolution, have voted in favour of the resolution, the value of the contributories being determined according to the number of votes conferred on each contributory by the regulations of the company.

**124. Copy of resolution to be filed**

The Official Receiver or as the case may be the liquidator shall file with the Registrar a copy certified by him of every resolution of a meeting of creditors or contributories in a winding-up by the Court.

**125. Non-reception of notice by a creditor**

Where a meeting of creditors or contributories is summoned by notice the proceedings and resolutions at the meeting shall unless the Court otherwise orders be valid notwithstanding that some creditors or contributories may not have received the notice sent to them.

**126. Adjournments (Form 77)**

The chairman may with the consent of the meeting adjourn it from time to time and from place to place, but the adjourned meeting shall be held at the same place as the original meeting unless in the resolution for adjournment another place is specified or unless the Court otherwise orders.

**127. Quorum**

- (1) A meeting may not act for any purpose except the election of a chairman, the proving of debts and the adjournment of the meeting unless there are present or represented thereat in the case of a creditors' meeting at least three creditors entitled to vote or in the case of a meeting of contributories at least three contributories or all the creditors entitled to vote or all the contributories if the number of creditors entitled to vote or the number of contributories as the case may be shall not exceed three.
- (2) If within half an hour from the time appointed for the meeting a quorum of creditors or contributories, as the case may be, is not present or represented, the meeting shall be adjourned to the same day in the following week at the same time and place or to such other day or time or place as the chairman may appoint, but so that the day appointed shall be not less than 7 nor more than 21 days from the day from which the meeting was adjourned.

**128. Creditors entitled to vote**

In the case of a first meeting of creditors or of an adjournment thereof a person shall not be entitled to vote as a creditor unless he has duly lodged with the Official Receiver, not later than the time mentioned for that purpose in the notice convening the meeting or adjourned meeting, a proof of the debt which he claims to be due to him from the company. In the case of a Court meeting or liquidator's meeting of creditors a person shall not be entitled to vote as a creditor unless he has lodged with the Official Receiver or liquidator a proof of the debt which he claims to be due to him from the company and such proof has been admitted wholly or in part before the date on which the meeting is held:

Provided that this Rule and Rules 129, 130, 131 and 132 shall not apply to a Court meeting of creditors held prior to the first meeting of creditors.

This Rule shall not apply to any creditors or class of creditors who by virtue of these Rules or any directions given thereunder are not required to prove their debts or to any voluntary liquidation meeting.

**129. Cases in which creditors may not vote**

A creditor shall not vote in respect of any unliquidated or contingent debt or any debt the value of which is not ascertained, nor shall a creditor vote in respect of any debt on or secured by a current bill of exchange or promissory note held by him unless he is willing to treat the liability to him thereon of every person who is liable thereon antecedently to the company, and against whom a receiving order in bankruptcy has not been made, as a security in his hands, and to estimate the value thereof, and for the purposes of voting, but not for the purposes of dividend, to deduct it from his proof.

**130. Votes of secured creditors**

For the purpose of voting, a secured creditor shall, unless he surrenders his security, state in his proof or in a voluntary liquidation in such a statement as is hereinafter mentioned the particulars of his security, the date when it was given, and the value at which he assesses it, and shall be entitled to vote only in respect of the balance (if any) due to him after deducting the value of his security. If he votes in respect of his whole debt he shall be deemed to have surrendered his security, unless the Court on application is satisfied that the omission to value the security has arisen from inadvertence.

**131. Creditor required to give up security**

The Official Receiver or liquidator may, within 28 days after a proof or in a voluntary liquidation a statement estimating the value of a security as aforesaid has been used in voting at a meeting, require the creditor to give up the security for the benefit of the creditors generally on payment of the value so estimated with an addition thereto of 20 per cent:

Provided that where a creditor has valued his security he may at any time before being required to give it up correct the valuation by a new proof and deduct the new value from his debt, but in that case the said addition of 20 per cent shall not be made if the security is required to be given up.

**132. Admission and rejection of proofs for purpose of voting**

The chairman shall have power to admit or reject a proof for the purpose of voting, but his decision shall be subject to appeal to the Court. If he is in doubt whether a proof shall be admitted or rejected he shall mark it as objected to and allow the creditor to vote subject to the vote being declared invalid in the event of the objection being sustained.

**133. Statement of security**

For the purpose of voting at any voluntary liquidation meetings, a secured creditor shall, unless he surrender his security, lodge with the liquidator or, where there is no liquidator, at the registered office of the company, before the meeting a statement giving the particulars of his security, the date when it was given and the value at which he assesses it.

**134. Minutes of meeting**

(1) The chairman shall cause minutes of the proceedings at the meeting to be drawn up and fairly entered in a book kept for that purpose and the minutes shall be signed by him or by the chairman of the next ensuing meeting.

*Form 72*

(2) A list of creditors and contributories present at every meeting shall be made and kept as in Form 72 in the Schedule.

**PROXIES IN RELATION TO A WINDING-UP BY THE COURT AND TO MEETINGS OF CREDITORS IN A CREDITORS' VOLUNTARY WINDING-UP**

**135. Proxies**

A creditor or a contributory may vote either in person or by proxy. Where a person is authorised in manner provided by section 140 of the Act to represent a corporation at any meeting of creditors or contributories such person shall produce to the Official Receiver or liquidator or other the chairman of

the meeting a copy of the resolution so authorising him. Such copy must either be under the seal of the corporation or must be certified to be a true copy by the secretary or a director of the corporation. The succeeding Rules as to proxies shall not (unless otherwise directed by the Court) apply to a Court meeting of creditors or contributories prior to the first meeting.

**136. Form of proxies** (*Forms 78 and 79*)

Every instrument of proxy shall be in accordance with the appropriate form in the Schedule.

**137. Forms of proxy to be sent with notices**

General and special forms of proxy shall be sent to the creditors and contributories with the notice summoning the meeting, and neither the name nor description of the Official Receiver or liquidator or any other person shall be printed or inserted in the body of any instrument of proxy before it is so sent.

**138. General proxies**

A creditor or a contributory may give a general proxy to any person.

**139. Special proxies**

A creditor or a contributory may give a special proxy to any person to vote at any specified meeting or adjournment thereof –

- (a) for or against the appointment or continuance in office of any specified person as liquidator or member of the committee of inspection; and,
- (b) on all questions relating to any matter other than those above referred to and arising at the meeting or an adjournment thereof.

**140. Solicitation by liquidator to obtain proxies**

Where it appears to the satisfaction of the Court that any solicitation has been used by or on behalf of a liquidator in obtaining proxies or in procuring his appointment as liquidator except by the direction of a meeting of creditors or contributories, the Court if it thinks fit may order that no remuneration be allowed to the person by whom or on whose behalf the solicitation was exercised notwithstanding any resolution of the committee of inspection or of the creditors or contributories to the contrary.

**141. Proxies to Official Receiver or liquidator**

A creditor or a contributory in a winding-up by the Court may appoint the Official Receiver or liquidator and in a voluntary winding-up the liquidator or if there is no liquidator the chairman of a meeting to act as his general or special proxy.

**142. Holder of proxy not to vote on matter in which he is financially interested**

No person acting either under a general or a special proxy shall vote in favour of any resolution which would directly or indirectly place himself, his partner or employer in a position to receive any remuneration out of the estate of the company otherwise than as a creditor rateably with the other creditors of the company:

Provided that where any person holds special proxies to vote for an application to the Court in favour of the appointment of himself as liquidator he may use the said proxies and vote accordingly.

**143. Proxies** (*Forms 78 and 79*)

- (1) A proxy intended to be used at the first meeting of creditors or contributories, or an adjournment thereof, shall be lodged with the Official Receiver not later than the time mentioned for that purpose in the notice convening the meeting or the adjourned meeting, which time shall be not earlier than 12 o'clock at noon of the day but one before, nor later than 12 o'clock at noon of the day before the day appointed for such meeting, unless the Court otherwise directs.
- (2) In every other case a proxy shall be lodged with the Official Receiver or liquidator in a winding-up by the Court, with the company at its registered office for a meeting under section 289 of the Act, and with the liquidator or if there is no liquidator with the person named in the notice convening the meeting to receive the same in a voluntary winding-up not later than 4 o'clock in the afternoon of the day before the meeting or adjourned meeting at which it is to be used.
- (3) No person shall be appointed a general or special proxy who is a minor.

**144. Use of proxies by deputy (Form 76)**

Where an Official Receiver who holds any proxies cannot attend the meeting for which they are given, he may, in writing, depute some person under his official control to use the proxies on his behalf and in such manner as he may direct.

**145. Filling in where creditor blind or incapable**

The proxy of a creditor blind or incapable of writing may be accepted if such creditor has attached his signature or mark thereto in the presence of a witness, who shall add to his signature his description and residence:

Provided that such witness shall have certified at the foot of the proxy that all such insertions have been made at the request and in the presence of the creditor before he attached his signature or mark.

**ATTENDANCE AND APPEARANCE OF PARTIES**

**146. Attendance at proceedings**

- (1) Every person for the time being on the list of contributories of the company, and every person whose proof has been admitted shall be at liberty, at his own expense, to attend proceedings, and shall be entitled, upon payment of the costs occasioned thereby, to have notice of all such proceedings as he shall by written request desire to have notice of. If the Court shall be of opinion that the attendance of any such person upon any proceedings has occasioned any additional costs which ought not to be borne by the funds of the company, it may direct such costs, or a gross sum in lieu thereof, to be paid by such person who shall not be entitled to attend any further proceedings until he has paid the same.
- (2) The Court may from time to time appoint any one or more of the creditors or contributories to represent before the Court, at the expense of the company, all or any class of the creditors or contributories, upon any question or in relation to any proceedings before the Court, and may remove the person so appointed. If more than one person is appointed under this Rule to represent one class, the persons appointed shall employ the same solicitor to represent them.
- (3) No creditor or contributory shall be entitled to attend any proceedings in Chambers unless and until he has entered in a book, to be kept by the Registrar for that purpose, his name and address, and the name and address of his solicitor (if any) and upon any change of his address, or of his solicitor, his new address, and the name and address of his new solicitor.

**147. Attendance of liquidator's solicitor**

Where the attendance of the liquidator's solicitor is required on any proceeding in Court or Chambers, the liquidator need not attend in person, except in cases where his presence is necessary in addition to that of his solicitor, or the Court directs him to attend.

**LIQUIDATOR AND COMMITTEE OF INSPECTION**

**148. Remuneration of liquidator**

- (1) The remuneration of a liquidator, unless the Court shall otherwise order, shall be fixed by the committee of inspection, and shall be in the nature of a commission or percentage of which one part shall be payable on the amount realised, after deducting the sums (if any) paid to secured creditors (other than debenture holders) out of the proceeds of their securities, and the other part on the amount distributed in dividend.
- (2) If the Minister is of opinion that the remuneration of a liquidator as fixed by the committee of inspection is unnecessarily large, the Minister may apply to the Court, and thereupon the Court shall fix the amount of the remuneration of the liquidator.
- (3) If there is no committee of inspection, the remuneration of the liquidator shall, unless the Court shall otherwise order, be fixed by the scale of fees and percentages for the time being payable on realisations and distributions by the Official Receiver as liquidator.
- (4) This Rule shall only apply to a liquidator appointed in a winding-up by the Court.

**149. Limit of remuneration**

Except as provided by the Act or the Rules, a liquidator shall not under any circumstances whatever make any arrangement for, or accept from any solicitor, auctioneer, or any other person connected with the company of which he is liquidator, or who is employed in or in connection with the winding-up of the company, any gift, remuneration, or pecuniary or other consideration of benefit whatever beyond the remuneration to which under the Act and the Rules he is entitled as liquidator, nor shall he make any arrangement for giving up, or give up any part of such remuneration to any such solicitor, auctioneer, or other person.

**150. Dealings with assets**

Neither the liquidator, nor any member of the committee of inspection of a company shall, while acting as liquidator or member of such committee, except by leave of the Court, either directly or indirectly, by himself or any employer, partner, clerk, agent, or servant, become purchaser of any part of the company's assets. Any such purchase made contrary to the provisions of this Rule may be set aside by the Court on the application of the Minister in a winding-up by the Court or of any creditor or contributory in any winding-up, and the Court may make such order as to costs as the Court shall think fit.

**151. Restriction on purchase of goods by liquidator**

Where the liquidator carries on the business of the company, he shall not, without the express sanction of the Court, purchase goods for the carrying on of such business from any person whose connection with him is of such a nature as would result in his obtaining any portion of the profit (if any) arising out of the transaction.

**152. Committee of inspection not to make profit**

No member of a committee of inspection shall, except under and with the sanction of the Court, directly or indirectly, by himself, or any employer, partner, clerk, agent, or servant, be entitled to derive any profit from any transaction arising out of the winding-up or to receive out of the assets any payment for services rendered by him in connection with the administration of the assets, or for any goods supplied by him to the liquidator for or on account of the company.

In a winding-up by the Court if it appears to the Minister or in a voluntary winding-up if it appears to the committee of inspection or to any meeting of creditors or contributories that any profit or payment has been made contrary to the provisions of this Rule, they may disallow such payment or recover such profit, as the case may be, on the audit of the liquidator's accounts or otherwise.

**153. Costs of obtaining sanction of court**

In any case in which the sanction of the Court is obtained under Rules 151 and 152, the cost of obtaining such sanction shall be borne by the person in whose interest such sanction is obtained, and shall not be payable out of the company's assets.

**154. Sanction of payments to committee**

Where the sanction of the Court to a payment to a member of a committee of inspection for services rendered by him in connection with the administration of the company's assets is obtained, the order of the Court shall specify the nature of the services, and such sanction shall only be given where the service performed is of a special nature. Except by the express sanction of the Court no remuneration shall, under any circumstances, be paid to a member of a committee for services rendered by him in the discharge of the duties attaching to his office as a member of such committee.

**155. Discharge of costs before assets handed to liquidator**

(1) When a liquidator appointed by the Court has notified his appointment to the Registrar of Companies and has given security to the Minister, the Official Receiver shall forthwith put the liquidator into possession of all property of the company of which the Official Receiver may have custody:

Provided that such liquidator, before the assets are handed over to him by the Official Receiver, shall have discharged any balance due to the Official Receiver on account of fees, costs, and charges properly incurred by him, and on account of any advances properly made by him in respect of the company, together with interest on such advances at the rate of VT600 per cent per annum, and the liquidator shall pay all fees, costs, and charges of the Official Receiver which may not have been discharged by the liquidator before being put into

possession of the property of the company, whether incurred before or after he has been put into such possession.

- (2) The Official Receiver shall be deemed to have a lien upon the company's assets until such balance shall have been paid and the other liabilities shall have been discharged.
- (3) It shall be the duty of the Official Receiver, if so requested by the liquidator, to communicate to the liquidator all such information respecting the estate and affairs of the company as may be necessary or conducive to the due discharge of the duties of the liquidator.
- (4) This and the next following Rule shall only apply in a winding-up by the Court.

**156. Resignation of liquidator**

A liquidator who desires to resign his office shall summon separate meetings of the creditors and contributories of the company to decide whether or not the resignation shall be accepted. If the creditors and contributories by ordinary resolutions both agree to accept the resignation of the liquidator, he shall file with the Registrar a memorandum of his resignation and shall send notice thereof to the Official Receiver, and the resignation shall thereupon take effect. In any other case the liquidator shall report to the Court the result of the meetings and shall send a report to the Official Receiver and thereupon the Court may, upon the application of the liquidator or the Official Receiver, determine whether or not the resignation of the liquidator shall be accepted, and may give such directions and make such orders as in the opinion of the Court shall be necessary.

**157. Office of liquidator vacated by his insolvency**

If a Receiving Order in Bankruptcy is made against a liquidator, he shall thereby vacate his office, and for the purposes of the application of the Act and Rules shall be deemed to have been removed.

**PAYMENTS INTO AND OUT OF A BANK**

**158. Payments out of bank**

All payments out of the Companies Liquidation Account shall be made in such manner as the Minister may from time to time direct.

**159. Special bank account (Forms 80 and 81)**

- (1) Where the liquidator in a winding-up by the Court is authorised to have a special bank account, he shall forthwith pay all moneys received by him into that account to the credit of the liquidator of the company. All payments out shall be made by cheque payable to order, and every cheque shall have marked or written on the face of it the name of the company, and shall be signed by the liquidator, and shall be countersigned by at least one member of the committee of inspection, and by such other person, if any, as the committee of inspection may appoint.
- (2) Where application is made to the Minister to authorise the liquidator in a winding-up by the Court to make his payments into and out of a special bank account, the Minister may grant such authorisation for such time and on such terms as they may think fit, and may at any time order the account to be closed if they are of opinion that the account is no longer required for the purposes mentioned in the application.

**BOOKS**

**160. Record book**

In a winding-up by the Court the Official Receiver, until a liquidator is appointed by the Court, and thereafter the liquidator, shall keep a book to be called the "Record Book" in which he shall record all minutes, all proceedings had and resolutions passed at any meeting of creditors or contributories, or of the committee of inspection, and all such matters as may be necessary to give a correct view of his administration of the company's affairs; but he shall not be bound to insert in the "Record Book" any document of a confidential nature (such as the opinion of counsel on any matter affecting the interest of the creditors or contributories), nor need he exhibit such document to any person other than a member of the committee of inspection, the Official Receiver, or the Minister.



**161. Cash book**

- (1) In a winding-up by the Court the Official Receiver, until a liquidator is appointed by the Court, and thereafter the liquidator, shall keep a book to be called the "Cash Book" (which shall be in such form as the Minister may from time to time direct) in which he shall (subject to the provisions of the Rules as to trading accounts) enter from day to day the receipts and payments made by him.
- (2) In a winding-up by the Court a liquidator other than the Official Receiver shall submit the Record Book and Cash Book, together with any other requisite books and vouchers, to the committee of inspection (if any) when required, and not less than once every 3 months.
- (3) In a creditors' voluntary winding-up the liquidator shall keep such books as the committee of inspection or if there is no such committee as the creditors direct and all books kept by the liquidator shall be submitted to the committee of inspection or if there is no such committee to the creditors with any other books documents papers and accounts in his possession relating to his office as liquidator or to the company as and when the committee of inspection or if there is no such committee the creditors direct.

**ACCOUNTS AND AUDIT IN A WINDING-UP OF THE COURT**

**162. Audit of cash book** (*Form 82*)

The committee of inspection shall not less than once every 3 months audit the liquidator's Cash Book and certify therein under their hands the day on which the said book was audited.

**163. Minister's audit of liquidator's accounts**

- (1) The liquidator shall, at the expiration of 6 months from the date of the winding-up order, and at the expiration of every succeeding 6 months thereafter until his release, transmit to the Minister a copy of the Cash Book for such period in duplicate, together with the necessary vouchers and copies of the certificates of audit by the committee of inspection. He shall also forward with the first accounts a summary of the company's statement of affairs, showing thereon the amounts realised, and explaining the cause of the non-realisation of such assets as may be unrealised. The liquidator shall also at the end of every 6 months forward to the Minister, with his accounts, a report upon the position of the liquidation of the company in such form as the Minister may direct.
- (2) When the assets of the company have been fully realised and distributed, the liquidator shall forthwith send in his accounts to the Minister, although the 6 months may not have expired.

*Form 83*

- (3) The accounts sent in by the liquidator shall be verified by him by affidavit.

**164. Liquidator carrying on business** (*Forms 84 and 85*)

- (1) Where the liquidator carries on the business of the company, he shall keep a distinct account of the trading, and shall incorporate in the Cash Book the total weekly amounts of the receipts and payments on such trading account.
- (2) The trading account shall from time to time, and not less than once in every month, be verified by affidavit, and the liquidator shall thereof submit such account to the committee of inspection (if any), or such member thereof as may be appointed by the committee for that purpose, who shall examine and certify the same.

**165. Copy of accounts to be filed**

When the liquidator's accounts have been audited, the Minister shall certify the fact upon the account, and thereupon the duplicate copy, bearing a like certificate, shall be filed with the Registrar, and that copy, together with a copy of the said account delivered to the Court for filing in accordance with section 250 of the Act, shall be open to the inspection of any person on payment of the same fee as is payable with respect to the inspection of the file of proceedings under Rule 15.

**166. Affidavit of no receipts or payments**

Where a liquidator has not since the date of his appointment or since he has filed his accounts, as the case may be, received or paid any sum of money on account of the assets of the company, he shall,

at the time when he is required to transmit his accounts to the Minister, forward to the Minister an affidavit of no receipts or payments.

**167. Proceedings on resignation, etc., of liquidator**

Upon a liquidator resigning or being released or removed from his office, he shall deliver over to the Official Receiver or, as the case may be, to the new liquidator, all books kept by him, and all other books, documents, papers and accounts in his possession relating to the office of liquidator. The release of a liquidator shall not take effect unless and until he has delivered over to the Official Receiver or, as the case may be, to the new liquidator, all the books, documents, papers and accounts which he is by this Rule required to deliver on his release.

**168. Disposal of books**

The Minister may, at any time during the progress of the liquidation, on the application of the liquidator or the Official Receiver, direct that such of the books, papers and documents of the company or the liquidator as are no longer required for the purpose of the liquidation may be sold, destroyed or otherwise disposed of.

**169. Expenses of sales**

Where property forming part of a company's assets is sold by the liquidator through an auctioneer or other agent, the gross proceeds of the sale shall be paid over by such auctioneer or agent, and the charges and expenses connected with the sale shall afterwards be paid to such auctioneer or agent, on the production of the necessary certificate of the taxing officer. Every liquidator by whom such auctioneer or agent is employed shall, unless the Court otherwise orders, be accountable for the proceeds of every such sale.

**FINAL ACCOUNT INVOLUNTARY WINDING-UP**

**170. Form 104**

The account required by sections 286 and 296 of the Act to be made up by the liquidator as soon as the affairs of the company are fully wound up shall be in Form No. 104 in the Schedule.

**TAXATION OF COSTS**

**171. Taxation of costs payable by or to Official Receiver or liquidator or by company**  
*(Form 86)*

Every solicitor, manager, accountant, auctioneer, broker or other person employed by an Official Receiver or liquidator in a winding-up by the Court shall on request by the Official Receiver or liquidator (to be made a sufficient time before the declaration of a dividend) deliver his bill of costs or charges to the Official Receiver or liquidator for the purpose of taxation and, if he fails to do so within the time stated in the request, or such extended time as the Court may allow, the liquidator shall declare and distribute the dividend without regard to such person's claim, and subject to any order of the Court the claim shall be forfeited. The request by the Official Receiver or liquidator shall be in Form No. 86 in the Schedule.

**172. Notice of appointment**

Where a bill of costs or charges in any winding-up has been lodged with the taxing officer, he shall give notice of an appointment to tax the same, in a winding-up by the Court, to the Official Receiver, and in every winding-up, to the liquidator and to the person to or by whom the bill or charges is or are to be paid, as the case may be.

**173. Lodgement of bill**

The bill or charges, if incurred in a winding-up by the Court prior to the appointment of a liquidator, shall be lodged with the Official Receiver, and if incurred after the appointment of a liquidator, shall be lodged with the liquidator. The Official Receiver or the liquidator, as the case may be, shall lodge the bill or charges with the proper taxing officer.

**174. Copy of the bill to be furnished**

Every person whose bill or charges in a winding-up by the Court is or are to be taxed shall, on application either of the Official Receiver or the liquidator, furnish a copy of his bill or charges so to be

taxed, on payment of the prescribed charge, which payment shall be charged on the assets of the company. The Official Receiver shall call the attention of the liquidator to any items which, in his opinion, ought to be disallowed or reduced, and may attend or be represented on the taxation.

**175. Applications for costs**

Where any party to, or person affected by, any proceeding, other than a proceeding under section 216 of the Act, desires to make an application for an order that he be allowed his costs, or any part of them, incidental to such proceeding, and such application is not made at the time of the proceedings –

- (a) such party or person shall serve notice of his intended application on the Official Receiver or on the liquidator as the case may be;
- (b) the Official Receiver or liquidator may appear on such application and object thereto;
- (c) no costs of or incidental to such application shall be allowed to the applicant, unless the Court is satisfied that the application could not have been made at the time of the proceeding.

**176. Certificate of taxation (Form 87)**

Upon the taxation of any bill of costs, charges or expenses being completed, the taxing officer shall issue to the person presenting such bill for taxation his allowance or certificate of taxation. The bill of costs, charges and expenses, together with the allowance or certificate, shall be filed with the Registrar.

**177. Certificate of employment**

Where the bill or charges of any solicitor, manager, accountant, auctioneer, broker or other person employed by an Official Receiver or liquidator, is or are payable out of the assets of the company, a certificate in writing, signed by the Official Receiver or liquidator, as the case may be, shall on the taxation be produced to the taxing officer setting forth whether any, and if so what, special terms of remuneration have been agreed to, and in the case of the bill of costs of a solicitor, a copy of the resolution or other authority sanctioning the appointment of a solicitor to assist the liquidator in the performance of his duties and the instructions given to such solicitor by the liquidator.

**178. Bailiff's costs**

In any case in which, pursuant to section 314(1) of the Act, a bailiff is required to deliver goods or money to a liquidator such bailiff shall without delay bring in his bill of costs for taxation and it shall be taxed by the taxing officer and unless such bill of costs is brought in for taxation within 1 month from the date when the bailiff makes such delivery the liquidator may decline to pay the same.

**179. Taxation of bailiff's costs after deduction**

If a liquidator shall in writing require any costs which a bailiff has deducted under section 314(2) of the Act to be taxed, the bailiff shall within 7 days from the date of the request bring in such costs for taxation and they shall be taxed by the taxing officer and any amount disallowed on such taxation shall forthwith be paid over by the bailiff to the liquidator.

**COSTS AND EXPENSES PAYABLE OUT OF THE ASSETS OF THE COMPANY**

**180. Liquidator's charges**

- (1) Where a liquidator or special manager in a winding-up by the Court receives remuneration for his services as such, no payment shall be allowed on his accounts in respect of the performance by any other person of the ordinary duties which are required by statute or Rules to be performed by himself.
- (2) Where a liquidator is a solicitor he may contract that the remuneration for his services as liquidator shall include all professional services.

**181. Costs payable out of the assets**

- (1) The assets of a company in a winding-up by the Court remaining after payment of the fees and expenses properly incurred in preserving, realising or getting in the assets, including where the company has previously commenced to be wound up voluntarily such remuneration, costs and expenses as the Court may allow to a liquidator appointed in such voluntary winding-up shall, subject to any order of the Court, be liable to the following payments, which shall be made in the following order of priority, namely –

First – The taxed costs of the petition, including the taxed costs of any person appearing on the petition whose costs are allowed by the Court.

Next – The remuneration of the special manager (if any).

Next – The costs and expenses of any person who makes or concurs in making, the company's statement of affairs.

Next – The taxed charges of any shorthand writer appointed to take an examination:

Provided that where the shorthand writer is appointed at the instance of the Official Receiver the cost of the shorthand notes shall be deemed to be an expense incurred by the Official Receiver in getting in and realising the assets of the company.

Next – The necessary disbursements of any liquidator appointed in the winding-up by the Court, other than expenses properly incurred in preserving realising or getting in the assets heretofore provided for.

Next – The costs of any person properly employed by any such liquidator.

Next – The remuneration of any such liquidator.

Next – The actual out-of-pocket expenses necessarily incurred by the committee of inspection, subject to the approval of the Minister.

(2) No payments in respect of bills of costs, charges or expenses of solicitors, managers, accountants, auctioneers, brokers or other persons shall be allowed out of the assets of the company unless they have been duly taxed and allowed by the taxing officer, except –

(a) payment of costs, charges or expenses fixed or allowed by the Court under the Act or the Rules, or sanctioned by the Official Receiver under Rule 45;

(b) payments which the committee of inspection authorise the liquidator to pay on account of costs, charges and expenses (including counsel's fees) incurred by solicitors, whose appointment to assist the liquidator in the performance of his duties has been duly sanctioned, such payments not to exceed in total 80 per cent of the minimum amount which the solicitors certify in writing to the liquidator that they expect to result from the taxation of their bill of costs under this Rule:

Provided that before any payments are made the solicitors shall undertake to the liquidator unconditionally -

(i) without prejudice to any request served by the Official Receiver or liquidator under Rule 171 to lodge their bill of costs for taxation with all due despatch;

(ii) to repay forthwith the sum if any, by which the amount allowed on taxation is exceeded by the total of the payments made to them on account together with interest at the rate applicable from time to time on judgment debts calculated from the date of overpayment to the date of repayment.

The taxing officer shall, before passing the bill of costs, charges or expenses of a solicitor satisfy himself that the appointment of a solicitor to assist the liquidator in the performance of his duties has been duly sanctioned:

Provided that the costs, charges and expenses of any person employed by an Official Receiver or liquidator may, if they are within the scale usually allowed by the Court and do not exceed the sum of VT15,000, be paid and allowed by the Official Receiver or liquidator, as the case may be, without taxation: so, however, that the Minister may require such costs, charges and expenses to be taxed by the taxing officer.

(3) Nothing contained in this Rule shall apply to or affect costs which, in the course of legal proceedings by or against a company which is being wound up by the Court, are ordered by the Court in which such proceedings are pending or a judge thereof to be paid by the company or the liquidator, or the rights of the person to whom such costs are payable.

## STATEMENTS BY LIQUIDATOR TO THE REGISTRAR OF COMPANIES

### 182. Conclusion of winding-up

The winding-up of a company shall, for the purposes of section 329 of the Act, be deemed to be concluded –

- (a) in the case of a company wound up by order of the Court, at the date on which the order dissolving the company has been reported by the liquidator to the Registrar of Companies, or at the date of the order of the Minister releasing the liquidator pursuant to section 252 of the Act;
- (b) in the case of a company wound up voluntarily, at the date of the dissolution of the company, unless at such date any funds or assets of the company remain unclaimed or undistributed in the hands or under the control of the liquidator, or any person who has acted as liquidator, in which case the winding-up shall not be deemed to be concluded until such funds or assets have either been distributed or paid into the Companies Liquidation Account.

### 183. Times for sending liquidator's statements, and regulations applicable thereto

In a voluntary winding-up, the statements with respect to the proceedings in and position of the liquidation of a company the winding-up of which is not concluded within a year after its commencement shall be sent to the Registrar of Companies twice in every year as follows –

- (a) the first statement, commencing at the date when a liquidator was first appointed and brought down to the end of 12 months from the commencement of the winding-up, shall be sent within 30 days from the expiration of such 12 months, or within such extended period as the Minister may sanction, and the subsequent statements shall be sent at intervals of half a year, each statement being brought down to the end of the half year for which it is sent. In cases in which the assets of the company have been fully realised and distributed before the expiration of a half-yearly interval a final statement shall be sent forthwith;

*Forms 88, 90, 91 and 92*

- (b) subject to the next succeeding Rule, Form No. 88, and where applicable Forms 90, 91 and 92, with such variations as circumstances may require, shall be used, and the directions specified in the Form (unless the Minister otherwise directs) be observed in reference to every statement;

*Form 89*

- (c) every statement shall be sent in duplicate, and shall be verified by an affidavit in the Form No. 89, with such variations as circumstances may require.

### 184. Affidavit of no receipts or payments (*Forms 88 and 89*)

Where, in a voluntary winding-up, a liquidator has not during any period for which a statement has to be sent received or paid any money on account of the company, he shall, at the period when he is required to transmit his statement, send to the Registrar of Companies the prescribed statement in Form No. 88, in duplicate, containing the particulars therein required with respect to the proceedings in and position of the liquidation, and with such statement shall also send an affidavit of no receipts or payments in Form No. 89.

## UNCLAIMED FUNDS AND UNDISTRIBUTED ASSETS IN THE HANDS OF A LIQUIDATOR

### 185. Payment of undistributed and unclaimed money into Companies Liquidation Account

- (1) All money in the hands or under the control of a liquidator of a company representing unclaimed dividends, which for 6 months from the date when the dividend became payable have remained in the hands or under the control of the liquidator, shall forthwith on the expiration of the 6 months be paid into the Companies Liquidation Account.
- (2) In a voluntary winding-up, all other money in the hands or under the control of a liquidator of a company, representing unclaimed or undistributed assets or held by the company in trust which, under section 330(1) of the Act, the liquidator is to pay into the Companies Liquidation Account, shall be ascertained as on the date to which the statement of receipts and payments sent in to the Registrar of Companies is brought down, and the amount to be paid to the Companies Liquidation Account shall be the minimum balance of such money which the

liquidator has had in his hands or under his control during the 6 months immediately preceding the date to which the statement is brought down, less such part (if any) thereof as the Minister may authorise him to retain for the immediate purposes of the liquidation. Such amount shall be paid into the Companies Liquidation Account within 14 days from the date to which the statement of account is brought down.

- (3) Notwithstanding anything in this Rule, any moneys in the hands of the liquidator at the date of the dissolution of the company representing unclaimed or undistributed assets or dividends or held by the company in trust in respect of dividends or other sums due to any person as a member of the company shall forthwith be paid by him into the Companies Liquidation Account.
- (4) In a voluntary winding-up, money invested or deposited at interest by a liquidator shall be deemed to be money under his control, and when such money forms part of the minimum balance payable into the Companies Liquidation Account pursuant to subrule (2) of this Rule, the liquidator shall realise the investment or withdraw the deposit, and shall pay the proceeds into the Companies Liquidation Account.

**186. Liquidator to furnish information to Minister (Form 93)**

In a voluntary winding-up, every person who has acted as liquidator of any company, whether the liquidation has been concluded or not, shall furnish to the Minister particulars of any money in his hands or under his control representing unclaimed or undistributed assets of the company or held by the company in trust in respect of dividends or other sums due to any person as a member of the company, and such other particulars as the Minister may require for the purpose of ascertaining or getting in any money payable into the Companies Liquidation Account. The Minister may require such particulars to be verified by affidavit.

**187. Minister may call for verified accounts (Forms 88, 89 to 92)**

- (1) In a voluntary winding-up, the Minister may at any time order any such person as is mentioned in Rule 186 to submit to them an account verified by affidavit of the sums received and paid by him as liquidator of the company, and may direct and enforce an audit of the account.
- (2) For the purposes of section 330 of the Act, and the Rules, the Court has and may exercise all the powers conferred by the United Kingdom Bankruptcy Act, 1914, with respect to the discovery and realisation of the property of a debtor, and the provisions of Part I of that Act with respect thereto shall, with any necessary modification, apply to proceedings under section 330 of the Act.

**188. Application for payment out by person entitled**

An application by a person claiming to be entitled to any money paid into the Companies Liquidation Account in pursuance of section 330 of the Act, shall be made in such form and manner as the Minister may from time to time direct, and shall, unless the Minister otherwise directs, be accompanied by the certificate of the liquidator that the person claiming is entitled and such further evidence as the Minister may direct.

**189. Application by liquidator for payment out**

A liquidator who requires to make payments out of money paid into the Companies Liquidation Account in pursuance of section 330 of the Act, either by way of distribution or in respect of the cost and expenses of the proceedings, shall apply in such form and manner as the Minister may direct, and the Minister may thereupon either make an order for payment to the liquidator of the sum required by him for the purposes aforesaid, or may direct cheques to be issued to the liquidator for transmission to the persons to whom the payments are to be made.

**RELEASE OF LIQUIDATOR IN A WINDING-UP BY THE COURT**

**190. Proceedings for release of liquidator (Forms 94, 95 and 96)**

- (1) A liquidator in a winding-up by the Court, before making application to the Minister for his release, shall give notice of his intention so to do to all the creditors who have proved their debts, and to all the contributories, and shall send with the notice a summary of all receipts and payments in the winding-up.

*Form 99(9)*

- (2) When the Minister has granted to a liquidator his release, a notice of the order granting the release shall be gazetted.

**191. Disposal of books and papers**

- (1) The Minister may order that the books and papers, of a company which has been wound up shall not be destroyed for such period (not exceeding 5 years from the dissolution of the company) as the Minister thinks proper.
- (2) Any creditor or contributory may make representations to the Minister with regard to the destruction of such books and papers and may appeal to the Court from any order made by the Minister under this Rule.
- (3) Subject to any order of the Court, the Minister may by a further order vary or rescind any order made by him under this Rule.
- (4) A resolution for the destruction of the books and papers of such a company within the said period of 5 years, or any shorter period fixed by an order of the Minister in force at the date of such resolution, shall not take effect until the expiration of such period of 5 years or of such shorter period unless the Minister shall otherwise direct.
- (5) At least 1 week's notice shall be given to the Minister of any application to the Court for an order for the destruction of the books and papers of a company before the expiration of such period of 5 years or shorter period.

**OFFICIAL RECEIVERS AND MINISTER**

**192. Appointment**

- (1) Judicial notice shall be taken of the appointment of the Official Receivers appointed by the Minister.
- (2) When the Minister appoints any officer to act as deputy for or in the place of an Official Receiver, notice thereof shall be given by letter to the Court to which such Official Receiver is or was attached. The letter shall specify the duration of such acting appointment.
- (3) Any person so appointed shall, during his tenure of office, have all the status, rights and powers, and be subject to all the liabilities of an Official Receiver.

**193. Removal**

Where an Official Receiver is removed from his office by the Minister, notice of the order removing him shall be communicated by letter to the Court to which the Official Receiver was attached.

**194. Personal performance of duties**

The Minister may, by general or special directions, determine what acts or duties of the Official Receiver in relation to the winding-up of company are to be performed by him in person, and in what cases he may discharge his functions through the agency of his clerks or other persons in his regular employ, or under his official control.

**195. Assistant Official Receivers**

An Assistant Official Receiver appointed by the Minister shall be an officer of the Court as fully as the Official Receiver to whom he is assistant, as subject to the directions of the Minister, he may represent the Official Receiver in all proceedings in Court or in any administrative or other matter. Judicial notice shall be taken of the appointment of an Assistant Official Receiver, and he may be removed in the same manner as is provided in the case of an Official Receiver.

**196. Power of Officers of Ministry and Official Receivers' clerks in certain cases to act for Official Receivers**

In the absence of the Official Receiver, any Officer of the Ministry of Trade duly authorised for the purpose by the Minister and any clerk of the Official Receiver duly authorised by him in writing may, by leave of the Court, act on behalf of the Official Receiver, and take part for him in any public or other examination and in any unopposed application to the Court.

**197. Duties where no assets**

Where a company against which a winding-up order has been made has no available assets, the Official Receiver shall not be required to incur any expense in relation to the winding-up without the express directions of the Minister.

**198. Accounting by Official Receiver**

- (1) Where a liquidator is appointed by the Court in a winding-up by the Court, the Official Receiver shall account to the liquidator.
- (2) If the liquidator is dissatisfied with the account or any part thereof, he may report the matter to the Minister, who shall take such action (if any) thereon as may be deemed expedient.
- (3) The provisions of these Rules as to liquidators and their accounts shall not apply to the Official Receiver when he is liquidator, but he shall account in such manner as the Minister may from time to time direct.

**199. Official Receiver to act for Minister where no committee of inspection**

Where there is no committee of inspection in a winding-up by the Court any functions of the committee of inspection which devolves on the Minister may, subject to the directions of the Minister be exercised by the Official Receiver.

**200. Appeals from Minister and Official Receiver**

An appeal to the Court against a decision of the Minister, or appeal to the Court from an act or decision of the Official Receiver acting otherwise than liquidator of a company, shall be brought within 21 days from the time when the decision or act appealed against is done, pronounced or made.

**201. Applications under s. 251 and s. 321(3) of the Act**

- (1) An application by the Minister to the Court to examine on oath the liquidator or any other person, pursuant to section 251 of the Act, or to confer on the Minister, or any person designated by the Minister for the purpose with respect to the company concerned, the powers of investigating the affairs of the company mentioned in section 321(3) of the Act, shall be made *ex parte*, and shall be supported by a report to the Court filed with the Registrar, stating the circumstances in which the application is made.
- (2) The report may be signed by any person duly authorised to sign documents on behalf of the Minister and shall for the purposes of such application be *prima facie* evidence of the statements therein contained.

**BOOKS TO BE KEPT AND RETURNS MADE, BY OFFICERS OF COURTS**

**202. Books to be kept by officers of courts (Forms 97 and 98)**

- (1) The Registrar shall keep books according to the Forms 97 and 98 in the Schedule, and the particulars given under the different heads in such books shall be entered forthwith after each proceeding has been concluded.
- (2) The officers of the Court whose duty it is to keep the books prescribed by these Rules shall make and transmit to the Minister such extracts from their books, and shall furnish the Minister with such information and returns as the Minister may from time to time require.

**GAZETTING IN A WINDING-UP BY THE COURT**

**203. Gazetting notices (Form 99)**

- (1) All notices subsequent to the making by the Court of a winding-up order in pursuance of the Act or the Rules requiring publication in the Gazette shall be gazetted by the Minister.
- (2) Where any winding-up order is amended, and also in any case in which any matter which has been gazetted has been amended or altered, or in which a matter has been wrongly or inaccurately gazetted, the Minister shall re-gazette such order or matter with the necessary amendments and alterations at the expense of the company's assets or otherwise as the Minister may direct.



**204. Filing memorandum of Gazette notices (Form 100)**

- (1) Whenever the Gazette contains any advertisement relating to any winding-up proceedings, the Official Receiver or liquidator, as the case may be, shall file with the proceedings a memorandum referring to and giving the date of the advertisement.
- (2) In the case of an advertisement in a local paper, the Official Receiver or liquidator, as the case may be, shall keep a copy of the paper, and a memorandum referring to and giving the date of the advertisement shall be placed on the file.
- (3) For this purpose 1 copy of each local paper in which any advertisement relating to any winding-up proceeding in the Court is inserted shall be left with the Official Receiver or liquidator, as the case may be, by the person who inserts the advertisement.
- (4) A memorandum under this Rule shall be *prima facie* evidence that the advertisement to which it refers was duly inserted in the issue of the Gazette or newspaper mentioned in it.

**ARRESTS AND COMMITMENTS**

**205. To whom warrants may be addressed**

A warrant of arrest or any other warrant issued under the provisions of the Act and Rules may be addressed to such officer of the Court as the court may in each case direct.

**206. Prison to which person arrested on warrant is to be taken**

Where the Court issues a warrant for the arrest of a person under any of the provisions of the Act or Rules, the prison (to be named in the warrant of arrest) to which the person shall be committed shall, unless the Court shall otherwise order, be the prison used by the Court in cases of orders of commitment made in the exercise by the Court of its ordinary jurisdiction.

**207. Prison to which a person arrested is to be conveyed, and production and custody of persons arrested**

- (1) Where a person is arrested under a warrant of commitment issued under any of the provisions of the Act and Rules (other than sections 268 and 270 of the Act and Rule 55) he shall be forthwith conveyed in custody of the bailiff or officer apprehending him to the prison of the Court within the ordinary jurisdiction of which he is apprehended and kept therein for the time mentioned in the warrant of commitment, unless sooner discharged by the order of the Court which originally issued the warrant of commitment, or otherwise by law.
- (2) Where a person is arrested under a warrant issued under section 268 or section 270 of the Act or under Rule 55, he shall be forthwith conveyed in custody of the bailiff or officer apprehending him to the prison of the Court within the ordinary jurisdiction of which he is apprehended and the Superintendent of such prison shall produce such person before the Court as it may from time to time direct, and shall safely keep him until such time as the Court shall otherwise order, or such person shall be otherwise discharged by law:

Provided that where any such person is conveyed to a prison other than the prison used by the Court which originally issued the warrant in cases of orders of commitment made by such Court in the exercise of its ordinary jurisdiction, the Court may by order direct such person to be transferred to such last mentioned prison and on receipt of such order the Superintendent of the prison to which such person has been conveyed shall cause such person to be conveyed in proper custody to the prison mentioned in such order, and the Superintendent of such last mentioned prison shall, on production of such order and of the warrant or arrest, receive such person, and shall produce him before the Court, as it may from time to time direct, and shall safely keep him until such time as the Court shall otherwise order, or such person shall be otherwise discharged by law.

**MISCELLANEOUS MATTERS**

**208. Orders and regulations**

The Minister may from time to time issue general order or regulations for the purpose of regulating any matters under the Act or the Rules which are of an administrative and not of a judicial character. Judicial notice shall be taken of any general orders or regulations which are published in the Gazette and purport to be issued under the authority of the Minister.

**209. Enlargement or abridgment of time**

The Court may, in any case in which it shall see fit, extend or abridge the time appointed by the Rules or fixed by any order of the Court for doing any act or taking any proceeding.

**210. Formal defect not to invalidate proceedings**

- (1) No proceedings under the Act or the Rules shall be invalidated by any formal defect or by any irregularity, unless the Court before which an objection is made to the proceeding is of opinion that substantial injustice has been caused by the defect or irregularity and that the injustice cannot be remedied by any order of that Court.
- (2) No defect or irregularity in the appointment or election of an Official Receiver, liquidator or member of a committee of inspection shall vitiate any act done by him in good faith.

**211. Application of existing procedure**

In all proceedings in or before the Court, or any Judge, Registrar or officer thereof, or over which the Court has jurisdiction under the Act and Rules, where no other provision is made by the Act or Rules, the practice, procedure, and regulations shall, unless the Court otherwise in any special case directs, be in accordance with the Rules of the Supreme Court and practice of that Court.

**SCHEDULE**

**PRESCRIBED FORMS**

**No. 1. (Rule 7)**

**FORM OF SUMMONS (GENERAL)**

(Title.\*)

Let **(a)** attend at  
on the day of 20  
at o'clock in the noon on the hearing of an application of

**(b)**  
for an order that **(c)**

Dated the day of , 20 .

This summons was taken out by of  
Solicitors for

To

**NOTE.** If you do not attend, either in person or by your solicitor, at the time and place above mentioned, such order will be made, and proceedings taken, as the Judge (or Registrar) may think just and expedient.

\* See form 2

- \_\_\_\_\_  
**(a)** Name of respondent  
**(b)** Name and description of applicant  
**(c)** State object of application

**No. 2. (Rule 8)**

**General Title (Supreme Court)**

In the Supreme Court  
Companies Court No. of 20 .  
Mr. Justice  
In the matter of **(a)** Limited.  
and

In the matter of the Companies Act,

\_\_\_\_\_  
**(a)** Insert full name of company

**No. 3. (Rule 20)**

**PETITION**

(Title.)

To **(a)**

The humble petition of **(b)** showeth as follows –

1. The \_\_\_\_\_ Limited (hereinafter called “the company”),  
was in the month of \_\_\_\_\_, incorporated under the Companies Act.
2. The registered office of the company is at **(c)**
3. The nominal capital of the company is VT \_\_\_\_\_, divided into shares  
of VT \_\_\_\_\_ each. The amount of the capital paid up or credited as paid up is  
VT \_\_\_\_\_.
4. The objects for which the company was established are as follows –  
To \_\_\_\_\_  
and other objects set forth in the memorandum of association thereof.

*[Here set out in paragraphs the facts on which the petitioner relies, and conclude as follows]–*

Your petitioner therefore humbly prays as follows –

- (1) That the \_\_\_\_\_ Limited, may be wound up by the  
Court under the provisions of the Companies Act.
- (d)** (That the voluntary winding up of the \_\_\_\_\_ Limited, may  
be continued but subject to the supervision of the Court.)
- (2) Or that such other order may be made in the premises as shall be just.

NOTE.- **(e)** It is intended to serve this petition on

- 
- (a)** Insert title of Court
  - (b)** Insert full name, title, etc. of petitioner.
  - (c)** State the full address of the registered office so as sufficiently to show the district in which it is  
situate.
  - (d)** Add words in brackets if supervision order is asked for.
  - (e)** This note will be unnecessary if the Company is petitioner.



**No. 6. (Rule 22)**

**ADVERTISEMENT OF PETITION**

(Title.)

A petition to wind-up the above-named company **(a)**  
presented on \_\_\_\_\_ 20\_\_\_\_ by **(b)**  
of \_\_\_\_\_ claiming to be a [creditor] [contributory] of the  
Company will be heard at the Supreme Court sitting at  
on \_\_\_\_\_ 20\_\_\_\_ .

Any creditor or contributory wishing to oppose or support must ensure that written notice reaches the undersigned by 1600 hours on **(c)** \_\_\_\_\_ , 20\_\_\_\_ .

A copy of the petition will be supplied by the undersigned on payment of the prescribed charge.

**(d)**  
of  
Solicitor for/the Petitioner **(e)**

- 
- (a)** If the winding-up is to be subject to supervision insert "subject to the supervision of the Court".  
**(b)** Insert name and address of the petitioner.  
**(c)** If the day of the hearing of the petition is a Monday then the previous Friday; otherwise the day before the day of hearing (Rule 28).  
**(d)** To be signed by the solicitor to the petitioner or by the petitioner if he has no solicitor.  
**(e)** Delete as appropriate.

**No. 7. (Rule 22)**

**ADVERTISEMENT OF PETITION BY MINORITY SHAREHOLDER**

(Title.)

A petition for an Order that **(a)**

or such other order as shall be just, presented on \_\_\_\_\_ , 20\_\_\_\_  
by **(b)** \_\_\_\_\_ of  
will be heard at the Supreme Court sitting at  
on \_\_\_\_\_ , 20\_\_\_\_ .

Any creditor or contributory wishing to oppose or support must ensure that written notice reaches the undersigned by 1600 hours on **(c)** \_\_\_\_\_ , 20\_\_\_\_ .

A copy of the petition will be supplied by the undersigned on payment of the prescribed charge.

**(d)**  
of  
Solicitor for/the Petitioner **(e)**

- 
- (a)** Insert summary only of remedy sought in prayer of petition.  
**(b)** Insert name and address of the petitioner.  
**(c)** If the day of the hearing of the petition is a Monday then the previous Friday; otherwise the day before the day of the hearing (Rule 28).  
**(d)** To be signed by the solicitor to the petitioner or by the petitioner if he has no solicitor.  
**(e)** Delete as appropriate.

**No. 8. (Rule 23)**

**AFFIDAVIT OF SERVICE OF PETITION ON MEMBERS, OFFICERS OR SERVANTS**

(Title.)

In the matter of a petition dated

I, \_\_\_\_\_, of \_\_\_\_\_, make oath and say –

1. *[In the case of service of petition on a company by leaving it with a member, officer or servant at the registered office, or if no registered office at the principal or last known principal place of business of the company.]*

That I did on ..... day, the ..... day of .....20....., serve the above-named company with the above-mentioned petition by delivering to and leaving with *[name and description]* a member *[or officer]* *[or servant]* of the said company a copy of the above-mentioned petition, duly sealed with the seal of the Court, at *[office or place of business as aforesaid]*, before the hour of ..... in the ..... noon.

2. *[In the case of no member, officer or servant of the company being found at the registered office or place of business.]*

That I did on ..... day, the ..... day of .....20....., having failed to find any member, officer or servant of the above-named company at *[here state registered office or place of business]*, leave there a copy of the above-mentioned petition, duly sealed with the seal of the Court, before the hour of ..... in the ..... noon *[add where such sealed copy was left, e.g.: affixed to door of offices, or placed in letter box, or otherwise.]*

3. *[In the case of directions by the Court as to the member, officer or servant of the company to be served.]*

That I did on ..... day, the ..... day of ..... 20....., serve *[name or names and description]* with a copy of the above-mentioned petition, duly sealed with the seal of the Court, by delivering the same together with a true copy of the order for substituted service dated ..... 20..... personally to the said ..... at *[place]* before the hour of ..... in the ..... noon.

4. The said petition is now produced and shown to me, marked "A".

Sworn, etc.

**No. 9. (Rule 13)**

**AFFIDAVIT OF SERVICE OF PETITION ON LIQUIDATOR**

(Title.)

In the matter of a petition, dated ....., for winding up the above company by the Court.

I, \_\_\_\_\_ of \_\_\_\_\_, make oath and say –

That I did, on ..... day, the ..... day of ..... 20....., serve *[name and description]* the liquidator of the above-named company, with a copy of the above-mentioned petition, duly sealed with the seal of the Court, by delivering the same personally to the said ..... at *[place]* before the hour of ..... in the ..... noon.

The said petition is now produced and shown to me, marked "A".

Sworn, etc.

**No. 10. (Rule 24)**

**AFFIDAVIT VERIFYING PETITION**

(Title.)

I, A.B., of \_\_\_\_\_ make oath and say as follows –

1. [I am the petitioner in the above matter] [I am \_\_\_\_\_ (*state capacity*) of the petitioner in the above matter. I have been concerned in this matter in such capacity and am duly authorised by the said petitioner to make this affidavit on his/its behalf.]
2. Such of the statements in the petition now produced and shown to me and marked with the letter "A" as relate to the acts and deeds of [myself] [my firm] [the petitioner] are true and such of the statements as relate to the acts and deeds of any other person or persons I believe to be true.

Sworn, etc.

**No. 11. (Rules 26 and 36)**

**ORDER APPOINTING A PROVISIONAL LIQUIDATOR AFTER PRESENTATION  
OF PETITION AND BEFORE ORDER TO WIND-UP**

the \_\_\_\_\_ day of \_\_\_\_\_, 20

(Title.)

Upon the application, etc., and upon reading, etc., the Court does hereby appoint [one of] the Official Receiver[s] attached to the Court [or as may be] to be provisional liquidator of the above-named company. And the Court does hereby limit and restrict the powers of the said provisional liquidator to the following acts, that is to say [*describe the acts which the provisional liquidator is to be authorised to do and the property of which he is to take possession*].

NOTE. It will be the duty of such of the persons as are liable to make out or to concur in making out a statement of affairs as the Official Receiver may require to attend on the Official Receiver at such time and place as he may appoint and to give him all information he may require.



**No. 12. (Rule 28)**

**NOTICE OF INTENTION TO APPEAR ON PETITION**

(Title.)

Take notice that *A.B.*, of **(a)** \_\_\_\_\_ a creditor for VT \_\_\_\_\_ of  
(or contributory holding **(b)** \_\_\_\_\_ shares in) the above company intends to appear on the hearing  
of the petition of the petition advertised to be heard on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_,  
and to support (or oppose) such petition.

(Signed) **(c)** \_\_\_\_\_

[Address.]

To:

- \_\_\_\_\_
- (a)** State full name and address, or if a firm, the name and address of the firm
  - (b)** State number and class of shares held.
  - (c)** To be signed by the person or his solicitor or agent.

**No. 13. (Rule 29)**

**LIST OF PARTIES ATTENDING THE HEARING OF A PETITION**

(Title.)

The following are the names of those who have given notice of their intention to attend the hearing of  
the petition herein, on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

Name	Address	Name and Address of Solicitor of party who has given notice	Creditors Amount of debt	Contributories Number of Shares	Opposing	Supporting

**No. 14. (Rule 33)**

**NOTIFICATION TO OFFICIAL RECEIVER OF WINDING-UP ORDER**

(Title.)

To the Official Receiver of the Court

(Address.)

Order pronounced this day by the Honourable Mr. Justice  
*[or, as the case may be]* for winding-up the under-mentioned company under the Companies Act.

Name of Company	Registered Office of Company	Petitioner's Solicitor	Date of Presentation of Petition

**No. 15. (Rule 33)**

**NOTIFICATION TO OFFICIAL RECEIVER OF ORDER PRONOUNCED FOR APPOINTMENT OF PROVISIONAL LIQUIDATOR PRIOR TO WINDING-UP ORDER BEING MADE**

(Title.)

To the Official Receiver of the Court

(Address.)

Order pronounced this day by the Honourable Mr. Justice  
*[or as the case may be]* for the appointment of **(a)**  
as provisional liquidator of the undersigned company prior to any Winding-Up Order being made.

Name of Company	Registered Office of Company	Petitioner's Solicitor	Date of Presentation of Petition

**(a)** Insert "an Official Receiver" or if some other person has been appointed, the name, address and description of such person.



**No. 18. (Rule 40)**

**AFFIDAVIT BY SPECIAL MANAGER VERIFYING ACCOUNT**

(Title.)

I, \_\_\_\_\_ of \_\_\_\_\_, make oath and say as follows –

1. The account hereunto annexed, marked with the letter A, produced and shown to me at the time of swearing this my affidavit, and purporting to be my account as special manager of the estate or business of the above-named company, contains a true account of all and every sums and sum of money received by me or by any other person or persons by my order or to my knowledge or belief for my use on account or in respect of the said estate or business.
2. The several sums of money mentioned in the said account hereby verified to have been paid or allowed have been actually and truly so paid and allowed for the several purposes in the said account mentioned.
3. The said account is just and true in all and every the items and particulars therein contained, according to the best of my knowledge and belief.

Sworn, etc.

**No. 19. (Rule 41)**

**STATEMENT OF AFFAIRS**

(Title.)

Statement of affairs on the ..... day of ....., 20.....  
[the date of the winding-up order] [directed by the Official Receiver] **(a)**

I/We ..... of ..... make oath and say that the statement made overleaf and the several lists hereunto annexed marked ..... are to the best of my/our knowledge and belief a full, true and complete statement as to the affairs of the above-named company, on the ..... day of ....., 20..... [the date of the winding-up order] [directed by the Official Receiver] **(a)**, and that the said company carries on the following business **(b)** –

Sworn at .....  
this ..... day of....., 20 .... } Signature(s).....  
Before me ..... }  
A Commissioner of Oaths

The Commissioner is particularly requested, before swearing the affidavit, to ascertain that the full name, address and description of the deponent are stated, and to initial any crossings-out or other alterations in the printed form. A deficiency in the affidavit in any of the above respects will entail its refusal by the Court, and will necessitate its being re-sworn.

NOTE. The several lists annexed are not exhibits to the affidavit.

- (a)** Strike out inappropriate words  
**(b)** Set out nature of company's business

**STATEMENT OF AFFAIRS AND LISTS TO BE ANNEXED TO FORM 19**

STATEMENT AS TO THE AFFAIRS OF

..... LIMITED

on the ..... day of ....., 20.....  
[the date of the winding-up order] [directed by the Official Receiver] (a)

SHOWING ASSETS AT ESTIMATED REALISABLE VALUES  
AND LIABILITIES EXPECTED TO RANK

ASSETS NOT SPECIFICALLY PLEDGED (as per List "A")					Estimated Realisable Values VT
Balance at bank Cash in hand Marketable securities Bills receivable Trade debtors Loans and advances Unpaid calls Stock in trade Work in progress ..... ..... Freehold property Leasehold property Plant and machinery Furniture, fittings, utensils, etc Patents, trade marks, etc. Investments other than marketable securities Other property, viz.- ..... .....					
ASSETS SPECIFICALLY PLEDGED (as per List "B")	(a) Estimated Realisable Values	(b) Due to Secured Creditors	(c) Deficiency ranking as Unsecured (see next page)	Surplus carried to last column	
	VT	VT	VT	VT	
	Freehold Property ..... .....				
Estimated surplus from assets specifically pledged	VT	VT	VT	VT	
ESTIMATED TOTAL ASSETS AVAILABLE FOR PREFERENTIAL CREDITORS, DEBENTURE HOLDERS SECURED BY A FLOATING CHARGE, AND UNSECURED CREDITORS* (carried forward to next page)					Estimated Realisable Values VT
SUMMARY OF GROSS ASSETS Gross realisable value of assets specifically pledged Other assets				(d) VT	
GROSS ASSETS				VT	





SCHEDULE II – TRADE DEBTORS

Statement of Affairs  
Schedule II to List "A"

*The names to be arranged in alphabetical order and numbered consecutively*

*Note: If the debtor to the company is also a creditor, but for a less amount than his indebtedness, the gross amount due to the company and the amount of the contra account should be shown in the third column, and the balance only be inserted under the heading "Amount of Debt" thus–*

VT

*Due to company* .....

*Less: Contra account* .....

*No such claim should be included in List "E"*

No.	Name	Residence and Occupation	Amount of Debt			Folio of Ledger or other book where particulars are to be found	When contracted		Estimated to Produce	Particulars of any securities held for debt
			Good	Doubtful	Bad		Month	Year		
			VT	VT	VT			VT		

(Signature) ..... Dated ....., 20.....

SCHEDULE III – UNPAID CALLS

Statement of Affairs  
Schedule III to List "A"

*The names to be arranged in alphabetical order and numbered consecutively*

Consecutive No.	No. in share register	Name of Shareholder	Address	No of shares held	Amount of call per share unpaid	Total amount due	Estimated to realise
					VT	VT	VT

(Signature) ..... Dated ....., 20.....



**LIST "B" – ASSETS SPECIFICALLY PLEDGED AND CREDITORS FULLY  
OR PARTLY SECURED (NOT INCLUDING DEBENTURE HOLDERS  
SECURED BY A FLOATING CHARGE)**

Statement of Affairs  
List "B"

*The names of the secured creditors are to be shown against the assets on which their claims are secured, numbered consecutively, and arranged in alphabetical order as far as possible*

Particulars of assets specifically pledged	Date when security given	Estimated value of security	No.	Name of Creditor	Address and Occupation	Amount of debt	Date when contracted		Consideration	Balance of debt unsecured carried to List "E"	Estimated surplus from security
							Month	Year			
		VT				VT				VT	VT

(Signature) .....

Dated ....., 20.....

**LIST "C" - PREFERENTIAL CREDITORS FOR RATES, TAXES,  
SALARIES, WAGES AND OTHERWISE**

Statement of Affairs  
List "C"

*The names to be arranged in alphabetical order and numbered consecutively*

No.	Name of Creditor	Address and Occupation	Nature of Claim	Period during which claim accrued due	Date when due	Amount of claim	Amount payable in full	Balance not preferential carried to List "E"
						VT	VT	VT

(Signature) .....

Dated ....., 20.....

**LIST "D" - LIST OF DEBENTURE HOLDERS SECURED BY A FLOATING CHARGE**

Statement of Affairs  
List "D"

*The names to be arranged in alphabetical order and numbered consecutively*

*Separate lists must be furnished of holders of each issue of debentures, should more than one issue have been made*

No.	Name of Holder	Address	Amount	Description of assets over which security extends
			VT	

(Signature) .....

Dated ....., 20.....

**LIST "E"-UNSECURED CREDITORS**

Statement of Affairs  
List "E"

*The names to be arranged in alphabetical order and numbered consecutively*

*Notes: 1. When there is a contra account against the creditor less than his claim against the company, the amount of the creditor's claim and the amount of the contra account should be shown in the third column and the balance only be inserted under the heading "Amount of Debt" thus –*

VT

Total amount of claim .....

Less: Contra account .....

*No such set-off should be included in Schedule I attached to List "A".*

*2. The particulars of any Bills of Exchange and Promissory Notes held by a creditor should be inserted immediately below the name and address of such creditor.*

No.	Name	Address and Occupation	Amount of Debt	Date when contracted		Consideration
			VT	Month	Year	
	Unsecured balance of creditors partly secured – brought from List "B"					
	Balance not preferential of preferential creditors – brought from List "C"					

(Signature) .....

Dated ....., 20.....

**LIST "F"- LIST OF PREFERENCE SHAREHOLDERS**

Statement of Affairs  
List "F"

*The names to be arranged in alphabetical order and numbered consecutively*

Consecutive No.	Register No.	Name of Shareholder	Address	Nominal amount of share	No. of shares held	Amount per share called-up	Total amount called-up
						VT	VT

(Signature) .....

Dated ....., 20.....

**LIST "G"- LIST OF ORDINARY SHAREHOLDERS**

Statement of Affairs  
List "G"

*The names to be arranged in alphabetical order and numbered consecutively*

Consecutive No.	Register No.	Name of Shareholder	Address	Nominal amount of share	No. of shares held	Amount per share called-up	Total amount called-up
						VT	VT

(Signature) .....

Dated ....., 20.....

**LIST "H" - DEFICIENCY OR SURPLUS ACCOUNT**

Statement of Affairs  
List "H"

*The period covered by this Account must commence on a date not less than 3 years before the date of the winding-up order (or the date directed by the Official Receiver) or, if the company has not been incorporated for the whole of that period, the date of formation of the company, unless the Official Receiver otherwise agrees.*

ITEMS CONTRIBUTING TO DEFICIENCY (OR REDUCING SURPLUS):

1. Excess (if any) of capital and liabilities over assets on the ....., 20.....as shown by balance sheet (copy annexed)
2. Net dividends and bonuses declared during the period from ....., 20..... to the date of the statement
3. Net trading losses (after charging items shown in note below) for the same period
4. Losses other than trading losses written off or for which provision has been made in the books during the same period (give particulars or annex schedule)
5. Estimated losses now written off or for which provision has been made for the purpose of preparing the statement (give particulars or annex schedule)
6. Other items contributing to deficiency or reducing surplus –  
.....

VT

ITEMS REDUCING DEFICIENCY (OR CONTRIBUTING TO SURPLUS):

7. Excess (if any) of assets over capital and liabilities on the ....., 20..... as shown on the balance sheet (copy annexed)
8. Net trading profits (after charging items shown in note below) for the period from the ....., 20..... to the date of the statement
9. Profits and income other than trading profits during the same period (give particulars or annex schedule)
10. Other items reducing deficiency or contributing to surplus

VT

VT

DEFICIENCY/SURPLUS as shown by statement

VT

NOTE AS TO NET TRADING PROFITS AND LOSSES –

Particulars are to be inserted here (so far as applicable) of the items mentioned below, which are to be taken into account in arriving at the amount of net trading profits or losses shown in this account –

Provisions for depreciation, renewals, or diminution in value of fixed assets

Interest on debentures and other fixed loans

Payments to directors made by the company and required by law to be disclosed in the accounts

Exceptional or non-recurring expenditure – .....

Less: Exceptional or non-recurring receipts – .....

Balance, being other trading profits or losses

Net trading profits or losses as shown in deficiency or surplus account above

VT

(Signature) .....

Dated ....., 20.....

**LIST "I"**

Statement of Affairs  
List "I"

*In substitution for such of the lists "A" to "H" as will have to be returned blank*

List	Particulars	Remarks Where no entries are made on anyone or more of the List "A" to "H" the word "Nil" should be inserted in this column opposite the List or Lists thus left blank.
A	Assets not specifically pledged	
B	Assets specifically pledged and creditors fully or partly secured (not including debenture holders secured by a floating charge)	
C	Preferential creditors for Rates, Taxes, Salaries, Wages and otherwise	
D	Debenture holders secured by a floating charge	
E	Unsecured creditors	
F	Preference shareholders	
G	Ordinary shareholders	
H	Deficiency or Surplus Account	

(Signature) .....

Dated ....., 20.....

**No. 20. (Rule 47)**

**REPORT OF RESULT OF MEETING OF CREDITORS OR CONTRIBUTORIES**

In the matter, etc.

I, A.B., the Official Receiver of the Court [or as the case may be] chairman of a meeting of the creditors [or contributories] of the above-named company, summoned by advertisement in the newspaper of the 20 and in the Gazette of the 20 and by notice dated 20 and held on the day of 20 at in the county of do hereby report to the Court the result of such meeting as follows –

The said meeting was attended, either personally or by proxy, by creditors whose proofs of debt against the said company were admitted for voting purposes, amounting in the whole to the value of VT [or by contributories, holding in the whole shares in the said company, and entitled respectively by the regulations of the company to votes].

The question submitted to the said meeting was, whether the creditors [or contributories] of the said company wished that an application should be made to the Court for appointing (1) a liquidator in the place of the Official Receiver and (2) a committee of inspection [or other the proposal submitted to the meeting.]

The said meeting was unanimously of opinion that the said proposal should [or should not] be adopted [or the result of the voting upon such question was as follows: **(a)**]

Dated this day of , 20 .

(Signed) H.T.  
Chairman

**(a)** Here set out the total number and value of the creditors or the total number and voting power of the contributories voting for and against each resolution.



**No. 23. (Rule 48)**

**CERTIFICATE THAT LIQUIDATOR OR SPECIAL  
MANAGER HAS GIVEN SECURITY**

*(Title.)*

This is to certify that *A.B.*, of \_\_\_\_\_ who was on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, appointed liquidator [or special manager] of the above- named company, has duly given security to the satisfaction of the Minister.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

By the Minister,  
(Signed) *J. S.*

**No. 24. (Rule 51)**

**ORDER DIRECTING A PUBLIC EXAMINATION**

*(Title.)*

Upon reading the reports of the Official Receiver in the above matter, dated respectively the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, and \_\_\_\_\_

It is ordered that the several persons whose names and addresses are set forth in the schedule hereto do attend before the Court on a day and at a place to be named for the purpose, and be publicly examined as to the promotion or formation of the company, as to the conduct of the business of the company and as to their conduct and dealings as directors or officers of the company.

**THE SCHEDULE REFERRED TO**

Name	Address	Connection with the company



**No. 25. (Rule 53)**

**NOTICE TO ATTEND PUBLIC EXAMINATION**

*(Title.)*

Whereas by an order of this Court, made on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ it was ordered that you, the under mentioned \_\_\_\_\_ should attend before the \_\_\_\_\_ Court on a day and at a place to be named for the purpose, and be publicly examined as to the promotion or formation of the company, and as to the conduct of the business of the company, and as to your conduct and dealings as **(a)**

And whereas the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ at \_\_\_\_\_ o'clock in the \_\_\_\_\_ noon, before the sitting at \_\_\_\_\_ has been appointed as the time and place for holding the said examination.

Notice is hereby given that you are required to attend at the said time and place, and at any adjournments of the examination which may be ordered, and to bring with you and produce all books, papers, and writings and other documents in your custody or power in any way relating to the above-named company.

And take notice that if you fail, without reasonable excuse, to attend at such time and place, and at the adjournments of the said public examination which may be ordered, you will be liable to be committed to prison without further notice.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

To

Official Receiver.

\_\_\_\_\_  
**(a)** Insert director or officer [or as the case may be].

**No. 26. (Rule 55)**

**WARRANT AGAINST PERSON WHO FAILS TO ATTEND EXAMINATION**

*(Title.)*

To X. Y., the officer of this Court and all peace officers within the jurisdiction of the said Court, and to the superintendent of the *[here insert the prison.]*

Whereas by Order of the Court dated \_\_\_\_\_, 20, **(a)** was ordered to attend before the Court on a day and at a place to be named for the purpose of being publicly examined.

And whereas by evidence taken upon oath, it has been made to appear to the satisfaction of the Court that the \_\_\_\_\_ day of \_\_\_\_\_, 20, at \_\_\_\_\_ o'clock in the \_\_\_\_\_ noon before **(b)** sitting at **(c)** was appointed as the time and place for holding the said examination, and that notice of the said order and of the said time and place so appointed was duly served upon said **(a)**.

[And whereas the said **(a)** did without good cause fail to attend on the said \_\_\_\_\_ day of \_\_\_\_\_, 20, for the purpose of being examined, according to the requirements of the said order of this Court made on the \_\_\_\_\_ day of \_\_\_\_\_, 20 directing him so to attend.]

*[or, and that the said **(a)** has absconded (or, and that there is reason to believe that the said **(a)** is about to abscond) with a view to avoiding examination under the Companies Act.]*

These are therefore to require you the said \_\_\_\_\_ *[or bailiffs, and others]*, to take the said **(a)** and to deliver him to the superintendent of the above-named prison, and you the said superintendent to receive the said **(a)** and him safely to keep in the said prison until such time as this Court may order.

Dated the \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_\_.

- (a)** Name of person required to attend.  
**(b)** Name or title of officer before whom examination is directed to be held.  
**(c)** Place of examination

**No. 27. (Rule 56)**

**NOTES OF PUBLIC EXAMINATION WHERE A SHORTHAND WRITER IS APPOINTED**

*(Title.)*

Public examination of **(a)**.

Before \_\_\_\_\_ at the Court \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_\_.

The above-named \_\_\_\_\_ being sworn and examined at the time and place above-mentioned, upon the several questions following being put and propounded to him, gave the several answers thereto, respectively, following each question, that is to say – **(b)**

These are the notes of the public examination referred to in the memorandum of public examination of \_\_\_\_\_ taken before me this \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_\_.

- (a)** Mr. \_\_\_\_\_, an officer *[or as the case may be]* of the above-named company  
**(b)** Here set out the questions and the answers made thereto

**No. 28. (Rule 56)**

**NOTES OF PUBLIC EXAMINATION WHERE A SHORTHAND WRITER IS NOT APPOINTED**

*(Title.)*

Public examination of **(a)**.

Before \_\_\_\_\_ at the Court \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

The above-named \_\_\_\_\_ being sworn and examined at the time and place above-mentioned, upon his oath saith as follows – **(b)**

These are the notes of the public examination referred to in the memorandum of public examination of \_\_\_\_\_ taken before me this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

**(a)** Mr. \_\_\_\_\_, an officer [*or as the case may be*] of the above-named company

**(b)** Here set out the questions and the answers made thereto

**No. 29. (Rule 61)**

**APPLICATION FOR APPOINTMENT OF SHORTHAND WRITER TO TAKE  
DOWN NOTES OF PUBLIC EXAMINATION AND ORDER THEREON**

*(Title.)*

*Ex parte*

I, \_\_\_\_\_ of \_\_\_\_\_  
herein, do hereby, pursuant to Rule 61 of the Companies (Winding-up) Rules, apply to the Court for an order for the appointment of \_\_\_\_\_ of \_\_\_\_\_  
in the county of \_\_\_\_\_ to take down in shorthand the notes of examination of \_\_\_\_\_  
at their public examination, the costs of taking such notes, and of making a transcript thereof, to be paid in accordance with Rule 61.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

Signature

Before

Upon the application of \_\_\_\_\_ of \_\_\_\_\_  
the court hereby appoints \_\_\_\_\_ of \_\_\_\_\_  
to take down in shorthand the notes of examination of the persons mentioned in the above application at their public examination, or at any adjournment thereof, pursuant to Rule 61 of the Companies (Winding-up) Rules, the costs of taking such notes, and of making a transcript thereof, to be paid in accordance with Rule 61.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

**No. 30. (Rule 61)**

**DECLARATION BY SHORTHAND WRITER**

*(Title.)*

Before

I, \_\_\_\_\_, of \_\_\_\_\_, the  
shorthand writer appointed by this Court to take down the examination of \_\_\_\_\_,  
do solemnly and sincerely declare that I will truly and faithfully take down the questions and answers  
put to and given by the said \_\_\_\_\_ in this matter, and will deliver true and  
faithful transcripts thereof as the court may direct.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

[Declared before me at the time and place above-mentioned.]

**No. 31. (Rule 62)**

**REPORT TO THE COURT WHERE PERSON EXAMINED REFUSES TO  
ANSWER TO SATISFACTION OF REGISTRAR OR OFFICER**

*(Title.)*

At the [public] examination of **(a)** \_\_\_\_\_ held before me this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_,  
the following question was allowed by me to be put to the said \_\_\_\_\_ (hereinafter called  
"the Witness").

**Q. (b)**

The Witness refused to answer the said question. (or) The Witness answered the said question as follows –

**A. (c)**

I thereupon named the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_ at \_\_\_\_\_ as the time and place  
for such [refusal to] answer to be reported to the Hon. Mr. Justice \_\_\_\_\_.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

Registrar  
*[or as the case may be]*

- \_\_\_\_\_  
**(a)** e.g. A.B., a person ordered to attend for examination  
**(b)** Here state question  
**(c)** Here insert answers (if any)



**No. 34. (Rule 68)**

**NOTICE BY LIQUIDATOR REQUIRING PAYMENT OF MONEY  
OR DELIVERY OF BOOKS, ETC., TO LIQUIDATOR**

*(Title.)*

Take notice that I, the undersigned **(a)** , have been appointed liquidator of the above-named company, and that you, the under-mentioned **(b)** , are required within days after service hereof, to pay to me [or deliver, convey, surrender, or transfer to or into my hands] as liquidator of the said company at my office, situate at **(c)** , the sum of VT , being the amount of debt appearing to be due from you on your account with the said company [or any money, property, books or papers], [or *specifically describe the property*] now being in your hands, and to which the said company is entitled [or *otherwise as the case may be.*]

Dated this day of , 20 .

(Signed)

Liquidator.

To **(b)**  
*(Address)*

**(a)** Name of liquidator.

**(b)** Name of person to whom notice is addressed.

**(c)** Address of liquidator's office.

**No. 35. (Rule 69)**

**PROVISIONAL LIST OF CONTRIBUTORIES TO BE MADE OUT BY LIQUIDATOR**

*(Title.)*

The following is a list of members of the company liable to be placed on the list of contributories of the said company, made out by me from the books and papers of the said company, together with their respective addresses and the number of shares [or extent of interest] to be attributed to each and the amount called up and the amount paid up in respect of such shares [or interest] so far as I have been able to make out or ascertain the same.

In the first part of the list, the persons who are contributories in their own right are distinguished.

In the second part of the said list, the persons who are contributories as being representatives of or being liable for the debts of others, are distinguished.

**FIRST PART - CONTRIBUTORIES IN THEIR OWN RIGHT**

1. Serial No.	2. Name and Description	3. Address	4. Number of shares [or extent of interest]	5. Amount called up at date of commencement of winding-up	6. Amount paid up at date of commencement of winding-up

**SECOND PART - CONTRIBUTORIES AS BEING REPRESENTATIVES  
OF, OR LIABLE FOR THE DEBTS OF, OTHERS**

1. Serial No.	2. Name and Description	3. Address	4. In what character included	5. Number of Shares [or extent of interest]	6. Amount called up at date of commencement of winding-up	7. Amount paid up at date of commencement of winding-up

**No. 36. (Rule 70)**

**NOTICE TO CONTRIBUTORIES OF APPOINTMENT  
TO SETTLE LIST OF CONTRIBUTORIES**

*(Title.)*

Take notice that I, \_\_\_\_\_ the liquidator of the above-named company, have appointed the day of \_\_\_\_\_, 20\_\_\_\_, at \_\_\_\_\_ o'clock in the \_\_\_\_\_ noon, at **(a)** to settle the list of the contributories of the above-named company, made out by me, pursuant to the Companies Act, and the rules thereunder, and that you are included in such list. The character and the number of shares [or extent of interest] in and for which you are included and the amount called up and the amount paid up in respect of such shares [or interest] is stated below; if no sufficient cause is shown by you to the contrary at the time and place aforesaid, the list will be settled, including you therein.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

To Mr. A. B.  
[or to Mr. C. D, his solicitor].

Liquidator.

1. No. on List	2. Name and Description	3. Address	4. In what character included	5. Number of Shares [or extent of interest]	6. Amount called up at date of commencement of winding-up	7. Amount paid up at date of commencement of winding-up

Note - Contributories are under no obligation to attend the appointment referred to in the above Notice if they are satisfied that the particulars contained in the notice are correct.

A shareholder's name cannot be omitted from the List of Contributories on account of his inability to pay calls; this question will be dealt with when application is made for payment of the calls.

A change of address may be notified by giving notice by post BEFORE the date fixed for the appointment.

**(a)** Insert place of appointment.



**No. 37. (Rule 70)**

**AFFIDAVIT OF POSTAGE OF NOTICES OF APPOINTMENT  
TO SETTLE LIST OF CONTRIBUTORIES**

*(Title.)*

I, **a (a)** make oath and say as follows –

1. That I did on the        day of        , 20    , send to each contributory mentioned in the list of contributories made out by the [Official Receiver and] liquidator on the    day of        , 20    , and now on the file of proceedings of the above-named company, at the address appearing in such list, a notice of the time and place of the appointment to settle the list of contributories in the form hereunto annexed marked "A", except that in the tabular form at the foot of such copies, respectively, I inserted the number, name, address, description, in what character included, **(b)**        , the amount called up, and the amount paid up, in respect of the shares [or interest] of the person on whom such copy of the said notice was served.

2. That I sent the said notices by putting the same prepaid into the post office at before the hour of        o'clock in the        noon on the said day.

Sworn, etc.

- \_\_\_\_\_
- (a)** State the description of the deponent.  
**(b)** "Number of shares" or "extent of interest".

**No. 38. (Rule 71)**

**CERTIFICATE OF LIQUIDATOR OF FINAL SETTLEMENT  
OF THE LIST OF CONTRIBUTORIES**

*(Title.)*

Pursuant to the Companies Act, and to the rules made thereunder, I, the undersigned, being the liquidator of the above-named company, hereby certify that the result of the settlement of the list of contributories of the above-named company, so far as the said list has been settled, up to the date of this certificate, is as follows –

1. The several persons whose names are set forth in the second column of the First Schedule hereto have been included in the said list of contributories as contributories of the said company in respect of the **(a)** set opposite the names of such contributories respectively in the said schedule.

I have, in the first part of the said schedule, distinguished such of the said several persons included in the said list as are contributories in their own right.

I have, in the second part of the said schedule, distinguished such of the said several persons included in the said list as are contributories as being representatives of or being liable for the debts of others.

2. The several persons, whose names are set forth in the second column of the Second Schedule hereto, were included in the provisional list of contributories, and have been excluded from the said list of contributories.

3. I have, in the fifth column of the first part of the First Schedule and in the sixth column of the second part of the First Schedule and in the same column of the Second Schedule, set forth opposite the name of each of the several persons respectively the date when such person was included in or excluded from the said list of contributories.

4. I have, in the sixth and seventh columns of the first part of the First Schedule hereto and in the seventh and eighth columns of the second part of the said Schedule, set forth opposite the names of each of the said persons respectively the amount called up at the date of the commencement of the winding-up and the amount paid up at such date in respect of their shares [or interest].

5. Before settling the said list, I was satisfied by the affidavit of \_\_\_\_\_, clerk to \_\_\_\_\_, duly filed with the proceedings herein, that notice was duly sent by post to each of the persons mentioned in the said list, informing him that he was included in such list in the character and for the **(a)** stated therein, and of the amount called up and the amount paid up in respect of such shares [or interest] and of the day appointed for finally settling the said list.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_\_.

In the matter of \_\_\_\_\_ Limited.

**(a)** "Number of shares" or "extent of interest".

The FIRST SCHEDULE above referred to

FIRST PART – CONTRIBUTORIES IN THEIR OWN RIGHT

1. Serial No. in List	2. Name and Description	3. Address	4. Number of Shares [or extent of interest]	5. Date when included in the List	6. Amount called up at date of commencement of winding-up	7. Amount paid up at date of commencement of winding-up

In the matter of

Limited.

SECOND PART – CONTRIBUTORIES AS BEING REPRESENTATIVES OF,  
OR LIABLE FOR THE DEBTS OF, OTHERS

1. Serial No. in List	2. Name and Description	3. Address	4. In what character included	5. Number of Shares [or extent of interest]	6. Date when included in the List	7. Amount called up at date of commencement of winding-up	8. Amount paid up at date of commencement of winding-up

In the matter of

Limited.

The SECOND SCHEDULE above referred to

1. Serial No. in List	2. Name and Description	3. Address	4. In what character proposed to be included	5. Number of Shares [or extent of interest]	6. Date when excluded from the List

**No. 39. (Rule 72)**

**NOTICE TO CONTRIBUTORY OF FINAL SETTLEMENT OF LIST OF  
CONTRIBUTORIES AND THAT HIS NAME IS INCLUDED**

*(Title.)*

Take notice that I, \_\_\_\_\_, the liquidator of the above-named company, have, by certificate dated the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, under my hand, finally settled the list of contributories of the said company, and that you are included in such list. The character and the number of shares [or extent of interest] in and for which you are included and the amount called up and the amount paid up in respect of such shares [or interest] is stated below.

Any application by you to vary the said list of contributories, or that your name may be excluded therefrom, must be made by you to the Court within 21 days from the service on you of this notice, or the same will not be entertained.

The said list may be inspected by you at the chambers of the Registrar at **(a)** \_\_\_\_\_ on any day between the hours of \_\_\_\_\_ and \_\_\_\_\_.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

(Signed)

Liquidator.

To  
[or to his solicitor].

1. No. in List	2. Name and Description	3. Address	4. In what character included	5. Number of Shares [or extent of interest]	6. Amount called up at date of commencement of winding-up	7. Amount paid up at date of commencement of winding-up

\_\_\_\_\_  
**(a)** State address.

**No. 40. (Rule 72)**

**AFFIDAVIT OF SERVICE OF NOTICE TO CONTRIBUTORY**

(Title.)

I, \_\_\_\_\_ (a) \_\_\_\_\_ of \_\_\_\_\_ make oath and say  
as follows –

1. I did on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, in the manner hereinafter mentioned, serve a true copy of the notice now produced and shown to me and marked "A", upon each of the respective persons whose names, descriptions and addresses appear in the second and third columns of the First Schedule to the list of contributories of the said Company made out by the [Official Receiver and] liquidator of the Company on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, and now in the file of proceedings of the said Company. In the tabular form at the foot of such copies, respectively, I inserted the number on list, name, description, address, in which character included, and (b) \_\_\_\_\_ and the amount paid up and the amount called up in respect of the shares [or interest] of the person on whom such copy of the said notice was served, in the same words and figures as the same particulars are set forth in the said schedule.

2. I served the said respective copies of the said notice, by putting them, duly addressed to such persons respectively, according to the respective names and addresses appearing in the said schedule, prepaid in the Post Office at \_\_\_\_\_ before the hour of \_\_\_\_\_ o'clock in the \_\_\_\_\_ noon of the said \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

Sworn, etc.

- \_\_\_\_\_  
(a) State full description of the deponent.  
(b) "Number of shares" or "extent of interest".

**No. 41. (Rule 73)**

**ORDER ON APPLICATION TO VARY LIST OF CONTRIBUTORIES**

(Title.)

Upon the application of W.N., by summons dated the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, for an order that the list of contributories of the company and the liquidator's certificate finally settling the same be varied by excluding the name of the applicant therefrom [or, *as the case may be*], and upon hearing, etc., and upon reading, etc.,

It is ordered, that the list of contributories of the company and the liquidator's certificate finally settling the same be varied by excluding the name of the said W. N. from the said list of contributories or by including the name of the said W. N. as a contributory in the said list for \_\_\_\_\_ shares, [or, *as the case may be*] [or the Court does not think fit to make any order on the said application, except that the said W. N. do pay to the liquidator of the said company, his costs of this application, such costs to be taxed.]

**No. 42. (Rule 74)**

**SUPPLEMENTAL LIST OF CONTRIBUTORIES**

*(Title.)*

1. The following is a list of persons who, since making out the list of contributories herein, dated the day of \_\_\_\_\_, 20\_\_\_\_, I have ascertained are, or have been, holders of shares in [or members] of the above-named company, and to the best of my judgment are contributories of the said company.

2. The said supplemental list contains the names of such persons together with their respective addresses and the number of shares [or extent of interest] and the amount called up at the commencement of the winding-up and the amount paid up at such date in respect of the shares [or interest] to be attributed to each.

3. In the first part of the said list such of the said persons as are contributories in their own right are distinguished.

4. In the second part of the said list such of the said persons as are contributories as being representatives of, or being liable for the debts of others, are distinguished.

*[The supplemental list is to be made out in the same form as the original list.]*

**No. 43. (Rule 75(b))**

**NOTICE TO EACH MEMBER OF COMMITTEE OF INSPECTION  
OF MEETING FOR SANCTION TO PROPOSED CALL**

*(Title.)*

Take notice that a meeting of the committee of inspection of the above company will be held at  
on the **(a)** day of , 20 at o'clock in the noon,  
for the purpose of considering and obtaining the sanction of the committee to a call of VT per  
share proposed to be made by the liquidator on the contributories.

Annexed hereto is a statement showing the necessity for the proposed call and the amount required.

Dated this day of , 20 .

(Signed)

Liquidator.

**STATEMENT**

1. The amount due in respect of proofs admitted against the company, and the estimated amount of the costs, charges and expenses of the winding-up, form in the aggregate the sum of VT or thereabouts.
2. The assets of the company are estimated to realise the sum of VT . There are no other assets, except the amounts due from certain of the contributories to the company, and in my opinion it will not be possible to realise in respect of the said amounts more than VT .
3. The list of contributories has been duly settled, and persons have been settled on the list in respect of the total number of shares.
4. For the purpose of satisfying the several debts and liabilities of the company, and of paying the costs, charges and expenses of the winding-up, I estimate that a sum of VT will be required in addition to the amount of the company's assets hereinbefore mentioned.
5. In order to provide the said sum of VT it is necessary to make a call on the contributories, and having regard to the probability that some of them will partly or wholly fail to pay the amount of the call, I estimate that for the purpose of realising the amount required it is necessary that a call of VT per share should be made.

*(Annex tabular statement showing amounts of debts, costs, etc., and of assets.)*

---

**(a)** To be a date not less than 7 days from the date when the notice will in the course of post reach the person to whom it is addressed.

**No. 44. (Rule 75(b))**

**ADVERTISEMENT OF MEETING OF COMMITTEE OF  
INSPECTION TO SANCTION PROPOSED CALL**

*(Title.)*

Notice is hereby given that the undersigned liquidator of the above-named company proposes that a call should be made on all the contributories of the said company, or, as *the case may be*, of VT \_\_\_\_\_ per share, and that he has summoned a meeting of the committee of inspection of the company, to be held at \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_ at \_\_\_\_\_ o'clock in the \_\_\_\_\_ noon, to obtain their sanction to the proposed call.

Each contributory may attend the meeting and be heard or make any communication in writing to the liquidator or the members of the committee of inspection with reference to the intended call.

A statement showing the necessity of the proposed call and the purpose for which it is intended may be obtained on application to the liquidator at his office at **(a)**.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_ .

Liquidator.

\_\_\_\_\_  
**(a)** Insert address

**No. 45. (Rules 75(d) and 78)**

**RESOLUTION OF COMMITTEE OF INSPECTION SANCTIONING CALL**

*(Title.)*

Resolved, that a call of VT \_\_\_\_\_ per share be made by the liquidator on all the contributories of the company [*or, as the case may be*].

(Signed)

Members of the Committee of Inspection.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_ .



**No. 46. (Rule 76)**

**SUMMONS FOR LEAVE TO MAKE A CALL**

*(Title.)*

Let the several persons whose names and addresses are set forth in the second column of the schedule hereto, being contributories of the above-named company, as shown in the third column of the said schedule, attend at \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, at \_\_\_\_\_ o'clock in the \_\_\_\_\_ noon, on the hearing of an application on the part of the [Official Receiver and] liquidator of the company for an order that he may be at liberty to make a call to the amount of VT \_\_\_\_\_ per share on all the contributories [or, as *the case may be*] of the said company.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

This summons was taken out by \_\_\_\_\_ of  
Solicitors for the [Official Receiver and] liquidator.

To

*Note* - If you do not attend either in person or by your Solicitor at the time and place above-mentioned, such order will be made and proceedings taken as the Court may think just and expedient.

SCHEDULE

Number on List	Name and Address	In what character included

**No. 47. (Rule 76)**

**AFFIDAVIT OF LIQUIDATOR IN SUPPORT OF  
PROPOSAL FOR CALL**

(Title.)

I, \_\_\_\_\_ of \_\_\_\_\_ the liquidator of the above-named company, make oath and say as follows –

1. I have in the schedule now produced and shown to me, and marked with the letter A, set forth a statement showing the amount due in respect of the debts proved and admitted against the said company, and the estimated amount of the costs, charges and expenses of and incidental to winding-up the affairs thereof, which several amounts form in the aggregate the sum of VT \_\_\_\_\_ or thereabouts.

2. I have also in the said schedule set forth a statement of the assets in hand belonging to the said company, amounting to the sum of VT \_\_\_\_\_ and no more. There are no other assets belonging to the said company, except the amounts due from certain of the contributories of the said company, and, to the best of my information and belief, it will be impossible to realise in respect of the said amounts more than the sum of VT \_\_\_\_\_ or thereabouts.

3. \_\_\_\_\_ persons have been settled by me on the list of contributories of the said company in respect of the total number of \_\_\_\_\_ shares.

4. For the purpose of satisfying the several debts and liabilities of the said company and of paying the costs, charges and expenses of and incidental to the winding-up the affairs thereof, I believe the sum of VT \_\_\_\_\_ will be required in addition to the amount of the assets of the said company mentioned in the said Schedule "A", and the said sum of VT \_\_\_\_\_.

5. In order to provide the said sum of VT \_\_\_\_\_, it is necessary to make a call upon the several persons who have been settled on the list of contributories as before mentioned, and, having regard to the probability that some of such contributories will partly or wholly fail to pay the amount of such call, I believe that, for the purpose of realising the amount required as before mentioned, it is necessary that a call of VT \_\_\_\_\_ per share should be made.

Sworn, etc.

**No. 48. (Rule 76)**

**ADVERTISEMENT OF APPLICATION FOR LEAVE TO MAKE A CALL**

In the matter of

Notice is hereby given that the (a) \_\_\_\_\_ Court has appointed the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, at \_\_\_\_\_ o'clock in the \_\_\_\_\_ noon, at (b) \_\_\_\_\_, to hear an application for leave to make a call on all the contributories of the said company [or, as the case may be] and that the liquidator of the said company proposes that such call shall be for VT \_\_\_\_\_ per share. All persons interested are entitled to attend at such day, hour and place, to offer objections to such call.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

Liquidator.

\_\_\_\_\_  
(a) Name of Court.

(b) State place of appointment.





**No. 53. (Rule 79)**

**AFFIDAVIT IN SUPPORT OF APPLICATION FOR  
ORDER FOR PAYMENT OF CALL**

*(Title.)*

I, \_\_\_\_\_ of \_\_\_\_\_ the liquidator of the above-named company,  
make oath and say as follows –

1. The contributories of the said company, whose names are set forth in the schedule hereto annexed, marked "A", have not paid or caused to be paid the sums set opposite their respective names in the said schedule, which sums are the amounts now due from them respectively under the call of VT per share, duly made under the Companies Act, dated the \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_.
2. The respective amounts or sums set opposite the names of such contributories respectively in such schedule are the true amounts due and owing by such contributories respectively in respect of the said call.

A.

THE SCHEDULE ABOVE REFERRED TO

No. on List	Name and Description	Address	In what character included	Amount due
				VT

Sworn, etc.

*Note - In addition to the above affidavit, an affidavit of the service of the application for the call will be required in cases in which the committee of inspection or the Court has authorised a call to be made.*



**No. 55. (Rule 79)**

**AFFIDAVIT OF SERVICE OF ORDER FOR PAYMENT OF CALL**

*(Title.)*

I, **(a)** of make oath and say as follows –

1. I did on the day of , 20 , personally serve *G.F.*, of with an order made in this matter by this court, dated the day of , 20 , whereby it was ordered [set out the order] by delivering to and leaving with, the said *G. F.*, at , a true copy of the said order, and at the same time producing and showing unto him, the said *G.F.*, the said original order.

2. There was endorsed on the said copy when so served the following words, that is to say, “If you, the under mentioned *G.F.*, neglect to obey this order by the time mentioned therein, you will be liable to process of execution for the purpose of compelling you to obey the same.”

Sworn, etc.

**(a)** Fill in full name, address and occupation of deponent.

**No. 56. (Rule 83)**

**PROOF OF DEBT GENERAL FORM**

(Title.)

I, **(a)** of make oath and say –

**(b)** That I am in the employ of the under-mentioned creditor, and that I am duly authorised by to make this affidavit, and that it is within my own knowledge that the debt hereinafter deposed to was incurred and for the consideration stated, and that such debt, to the best of my knowledge and belief, still remains unpaid and unsatisfied.

**(c)** That I am duly authorised, under the seal of the company hereinafter named, to make the proof of debt on its behalf.

1. That the above-named company was, at the date of the (\*) order for winding-up the same, viz., the day of , 20 and still is justly and truly indebted to **(d)** in the sum of VT for **(e)** as shown by the account endorsed hereon, or by the following account, viz. – for which sum or any part thereof I say that I have not nor hath **(f)** or any person by **(g)** order to my knowledge or belief for **(g)** use had or received any manner of satisfaction or security whatsoever, save and except the following **(h)** –

Admitted to vote for  
VT the day of  
, 20 .

Admitted to rank for dividend for  
VT this day of  
, 20 .

Official Receiver or Liquidator

Date	Drawer	Acceptor	Amount	Due Date

Sworn at  
this day of , 20 .  
Before me

Deponent's signature.

*Note* - The proof cannot be admitted for voting at the first meeting unless it is properly completed and lodged with the Official Receiver before the time named in the notice convening the meeting.

**(a)** Fill in full name, address, and occupation of deponent.

If proof made by creditor, strike out clauses **(b)** and **(c)**. If made by clerk of creditor, strike out **(c)**. If by clerk or agent of the company, strike out **(b)**.

**(d)** Insert "me and to C.D. and E.F. my co-partners in trade (if any)," or, if by clerk or agent, insert name, address, and description of principal.

**(e)** State consideration [as goods sold and delivered by me (and my said partner) to the company between the dates of [or moneys advanced by me in respect of the under-mentioned bill of exchange] or, as the case may be.

**(f)** "My said partners or any of them" or "the above-named creditor" [as the case may be].

**(g)** "my", or "our" or "their" or "his" (as the case may be).

**(h)** Here state the particulars of all securities held, and, where the securities are on the property of the company, assess the value of the same, and if any bills or other negotiable securities be held specify them in the schedule. N. B.-Bills of Exchange or other negotiable securities must be produced before the proof can be admitted.

(\*) Where before the presentation of the petition for the winding-up of a company by the Court, a resolution has been passed by the company for voluntary winding-up, the date of the commencement of the winding-up must be substituted for the date of the winding-up order (see section 231 of the Companies Act.).



Particulars of Account referred to on the other side  
(Credit should be given for Contra Accounts)

Date	Consideration	Amount VT	Remarks The vouchers (if any) by which the account can be substantiated should be set out here

Deponent's Signature

**No. 57. (Rule 83)**

**PROOF OF DEBT (UNSWORN) GENERAL FORM**

(Title.)

Date of Winding-up Order

Name of Creditor	
Address of Creditor	
Total Amount of Claim as at Date of Winding-up Order	VT
Particulars of how Debt(s) arose and Date(s) incurred (use space overleaf if necessary)	
Particulars of any Security held	
Value of Security	VT

Please attach any documentary evidence of claim.

*N.B.-* Bills or other negotiable securities must be produced before the proof can be admitted.

Signature of Creditor or person signing on his behalf

Name in block letters

Position with or Relationship to creditor

.....

.....

.....

Admitted to vote for VT  
the      day of                      , 20      .  
Official Receiver

Admitted to rank for dividend for VT  
the      day of                      , 20      .  
Liquidator

**No. 58. (Rule 92)**

**PROOF OF DEBT OF WORKMEN**

(Title)

I, **(a)** of **(b)**  
make oath and say –

1. That the above-named company was on the day of , 20 , and still is justly and truly indebted to the several persons whose names, addresses and descriptions appear in the schedule endorsed hereon in sums severally set against their names in the seventh column of such schedule for wages due to them respectively as workmen or others in the employ of the company in respect of services rendered by them respectively to the company during such periods as are set out against their respective names in the fifth column of such schedule and for accrued holiday remuneration so due to them in respect of such periods as are set out in the sixth column of such schedule, for which said sum or any part thereof, I say that they have not, nor hath any of them had or received any manner of satisfaction or security whatsoever.

Sworn at  
this day of , 20 . } Deponent's signature.  
Before me

**(a)** Fill in full name address, and occupation of deponent.

**(b)** On behalf of the workmen and others employed by the above-named company.

SCHEDULE referred to on the other side

1. No.	2. Full Name of Workman	3. Address	4. Description	5. Period over which Wages due	6. Period over which accrued holiday remuneration due	7. Amount due
						VT

Deponent's Signature

**No. 59. (Rule 96)**

**NOTICE OF REJECTION OF PROOF OF DEBT**

*(Title.)*

Take notice that, as [Official Receiver and] liquidator of the above-named company, I have this day rejected your claim against the company **(a)** to the extent of VT \_\_\_\_\_ on the following grounds –

And further take notice that, subject to the power of the Court to extend the undermentioned time, no application to reverse or vary my decision in rejecting your proof will be entertained after the expiration of \_\_\_\_\_ days from this date.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

Signature

Address

[Official Receiver and] liquidator.

To:

**(a)** If proof wholly rejected strike out words underlined.

**No. 60. (Rule 103)**

**LIST OF PROOFS TO BE FILED UNDER RULE 103**

*(Title.)*

I hereby certify that the following is a correct list of all proofs tendered to me in the above matter during the past month.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

Liquidator.

Name of Creditor	Proofs Tendered		
	Amount of Proof	Whether admitted, rejected or standing over for further consideration	If admitted Amount
	VT		VT



**No. 63. (Rule 108(3))**

**NOTICE OF DIVIDEND**

[Please bring this Dividend Notice with you.]

Dividend Payable Orders\* are cancelled at the expiration of 3 months from date of issue, but will be re-issued free of charge on application within 6 months from date of issue.

A fee of VT10 when the dividend does not exceed VT180 and VT25 when the dividend exceeds VT180 is chargeable on the RE-ISSUE of each Dividend Payable Order\* after 6 months from the date of issue, the fee being payable in Companies (Winding-up) Stamps.

\*In cases in which the payments are made by cheque substitute "cheques" or "cheque".

(Title.)

**Dividend of VT** .

[Address]

[Date]

Notice is hereby given that a . . . . . dividend of VT . . . . . has been declared in this matter, and that the same may be received at my office, as above, on the . . . . . day of . . . . ., 20 . . . . ., or on any subsequent . . . . . between the hours of . . . . . and . . . . .

Upon applying for payment this notice must be produced entire, together with any Bills of Exchange, Promissory Notes or other negotiable securities held by you. If you desire the dividend to be made payable to some other person you could sign and lodge with the liquidator an authority in the Form No. 66, prescribed in the Companies (Winding-up) Rules. Otherwise if you do not attend personally you must fill up and sign the subjoined Forms of Receipt and Authority delivery, when a Dividend Payable Order\* in your favour will be delivered in accordance with the authority.

To

(Signed)  
Liquidator.

*Note* - The receipt or authority should, in the case of a firm, be signed in the firm's name, or in the case of a limited company by an officer of the company so described.

RECEIPT

No. . . . ., 20 . . . . .

Received of . . . . . in this matter the sum of VT . . . . . being the amount payable to me/us in respect of the . . . . . dividend of VT . . . . . on my/our claim against this company.

Payee's Signature.

VT

AUTHORITY FOR DELIVERY (a)

SIR,

PLEASE deliver to me/us by post, at my/our risk or to the Bearer (b) the order\* for the dividend payable to me/us in this matter.

Payee's Signature

To the [Official Receiver and] liquidator.

Date \_\_\_\_\_, 20 \_\_\_\_ .

(a) Note – This is an authority only to deliver the Payable Order NOT to make it payable to another person.

(b) Strike out words inapplicable. If not to be sent by post strike out words in italics and insert the name of the person who is to receive the order.

\*To be signed by the Liquidator.

No. 64. (Rule 108(5))

**CERTIFIED LIST OF PROOFS UNDER RULE 108(5) OF THE COMPANIES  
(WINDING-UP) RULES, AND APPLICATION FOR ISSUE OF CHEQUES  
FOR DIVIDEND ON COMPANIES LIQUIDATION ACCOUNT**

Companies Liquidation Account.  
Ledger Folio

(Title.)

I hereby certify that the following list has been compared with the proofs filed, and that the names of the creditors and the amounts for which the proofs are admitted are correctly stated.

Liquidator.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_ .

I certify that by my books the sum of VT \_\_\_\_\_ stands to the credit of the above Company with the Companies Liquidation Account, and that the sum of VT \_\_\_\_\_ is required to meet the under-mentioned dividends on proofs which have been duly made and admitted to rank for dividend upon the Company, and I have to request that orders for payment may be issued to me.

The dividend is payable on the \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_ , and notice of declaration thereof was forwarded to the Minister for insertion in the Gazette, on the \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_ .

Liquidator.

Date \_\_\_\_\_, 20 \_\_\_\_ .

Address to which Cheques and Payable Orders should be sent

To the Minister.

No.	Surname	First Names	Amount of Proof VT	Amount of Dividend VT



**No. 66. (Rule 108(7))**

**AUTHORITY TO LIQUIDATOR TO PAY DIVIDENDS TO ANOTHER PERSON**

*(Title.)*

To the [Official Receiver and] liquidator.

SIR,

I/We hereby authorise and request you to pay to \_\_\_\_\_ of  
(specimen of whose signature is given below), all dividends as they are declared in the above-named  
matter, and which may become due and payable to me/us in respect of the proof of debt for the sum of  
VT \_\_\_\_\_, against the above-named company, made [by Mr. \_\_\_\_\_] on my/our  
behalf.

And I/we further request that the cheque or cheques drawn in respect of such dividends, may be made  
payable to the order of the said \_\_\_\_\_ whose receipt shall be sufficient authority to  
you for the issue of such cheque or cheques in his name.

It is understood that this authority is to remain in force until revoked by me/us in writing.

Signatures

Witness to the Signature  
of

Witness to the Signature  
of

Date

Specimen of Signature of person appointed as above.

Witness to the Signature  
of

(Witness to the specimen Signature of person appointed as above.)



**No. 67. (Rule 109)**

**NOTICE OF RETURN TO CONTRIBUTORIES**

[Please bring this Notice with you.]

Payable Orders\* are cancelled at the expiration of 3 months from date of issue, but will be re-issued free of charge on application within 6 months from month of issue.

A fee of VT10 when the return does not exceed VT180 and VT25 when the return exceeds VT180, is chargeable on the RE-ISSUE of each Payable Order\* after 6 months from the date of issue, the fee being payable in Companies (Winding-up) Stamps.

\*In cases in which the payments are by cheque substitute "cheques" or "cheque".

(Title.)

**Return of VT per share.**

[Address]

[Date]

Notice is hereby given that a return of VT per share has been declared in this matter, and that the same may be received at my office, as above, on the day of 20 , or on any subsequent between the hours of and .

Upon applying for payment this notice must be produced entire, together with the share certificate. If you do not attend personally you must forward the share certificate and fill up and sign the subjoined Forms of Receipt and Authority for delivery, when a Payable Order\* in your favour will be delivered in accordance with the Authority.

(Signed)

Liquidator.

*Note*-The receipt should be signed by the contributory personally, or in the case of joint contributories by each of them, and in the case of a limited company by an officer of the company so described.

**RECEIPT**

No. , 20 .

Received of the in this matter the sum of VT being the amount payable to in respect of the return of VT per share held by in this company.

Contributory's Signature.

**VT**

**AUTHORITY FOR DELIVERY (a)**

SIR,

PLEASE deliver to me/us by post, at my/our risk or to the Bearer **(b)** the order\* for the return payable to me/us in this matter.

Contributory's Signature

To the [Official Receiver and] liquidator.

Date \_\_\_\_\_, 20 \_\_\_\_ .

**(a)** Note – This is an authority only to deliver the Payable Order NOT to make it payable to another person.

**(b)** Strike out words inapplicable. If not to be sent by post strike out words in italics and insert the name of the person who is to receive the order.

\*To be signed by the Liquidator.

**No. 68. (Rule 109)**

**SCHEDULE OR LIST OF CONTRIBUTORIES HOLDING PAID-UP  
SHARES TO WHOM A RETURN IS TO BE PAID (a)**

In matter of \_\_\_\_\_ No. \_\_\_\_\_ of \_\_\_\_\_, 20 \_\_\_\_ .

Number in settled List	Name of Contributory as in settled List	Address	Number of Shares held as per settled List	Total amount called up	Total amount paid up	Arrears of Calls at date of Return	Previous returns of capital appropriated by Liquidator for Arrears of Calls	Amount of Return payable at per share	Net return payable	Date and particulars of transfer of interest or other variation in List

**(a)** Where the Articles provide that the amount divisible among members or any class of the members shall be divisible in proportion to the amount paid up or which ought to have been paid up at the date of winding-up, or contain any other provision which will necessitate further information before a return can be made, columns should be added showing the amount called up and the amount paid up at such date in respect of shares then held by such members or class of members or such other facts as may be requisite.

**No. 69. (Rule 113)**

**NOTICE TO CREDITORS OF FIRST MEETING**

*(Title.)*

(Under the order for winding-up the above-named Company, dated the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_ .)

Notice is hereby given that the first meeting of creditors in the above matter will be held at \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_, at \_\_\_\_\_ o'clock in the \_\_\_\_\_ noon.

To entitle you to vote thereat your proof must be lodged with me not later than \_\_\_\_\_ o'clock on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_ .

Forms of proof and of general and special proxies are enclosed herewith. Proxies to be used at the meeting must be lodged with me at \_\_\_\_\_ not later than \_\_\_\_\_ o'clock on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_ .

Official Receiver.  
Address.

(The statement of the Company's affairs **(a)** \_\_\_\_\_ .)

**NOTE**

At the first meetings of the creditors and contributories they may amongst other things –

1. By resolution determine whether or not an application is to be made to the Court to appoint a liquidator in place of the Official Receiver.
2. By resolution determine whether or not an application shall be made to the Court for the appointment of a committee of inspection to act with the liquidator, and who are to be the members of the committee if appointed.

*Note* - If a liquidator is not appointed by the Court the Official Receiver will be the liquidator.

**(a)** Here insert “has not been lodged”, or “has been lodged, and summary is enclosed.”

**No. 70. (Rule 113)**

**NOTICE TO CONTRIBUTORIES OF FIRST MEETING**

*(Title.)*

Notice is hereby given that the first meeting of the contributories in the above matter will be held at \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, at \_\_\_\_\_ o'clock in the \_\_\_\_\_ noon.

Forms of general and special proxies are enclosed herewith. Proxies to be used at the meeting must be lodged with me at \_\_\_\_\_ not later than \_\_\_\_\_ o'clock on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

Official Receiver.

(The Company's statement of affairs **(a)** \_\_\_\_\_.)

**NOTE**

At the first meetings of creditors and contributories they may amongst other things –

1. By resolution determine whether or not an application shall be made to the court to appoint a liquidator in place of the Official Receiver.
2. By resolution determine whether or not an application shall be made to the court for the appointment of a committee of inspection to act with the liquidator, and who are to be the members of the committee if appointed.

*Note* - If a liquidator is not appointed by the Court the Official Receiver will be the liquidator.

**(a)** Here insert “has not been lodged”, or “has been lodged, and summary is enclosed.”

**No. 71. (Rule 114)**

**NOTICE TO OFFICERS OF COMPANY TO ATTEND FIRST MEETING OF CREDITORS OR CONTRIBUTORIES**

*(Title.)*

Take notice that the first meeting of creditors [or contributories] will be held on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, at \_\_\_\_\_ o'clock in \_\_\_\_\_ noon at **(a)** and that you are required to attend thereat, and give such information as the meeting may require.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

To **(b)**

Official Receiver.

**(a)** Here insert a place where meeting will be held.

**(b)** Insert name of person required to attend.

Notice of first meeting to officers of company.

Rule 112 – The Official Receiver shall also give to each of the Officers of the company, who in his opinion ought to attend the first meetings of creditors and contributories 7 days' notice of the time and place appointed for each meeting. The notice may either be delivered personally or sent by prepaid post letter, as may be convenient. It shall be the duty of every officer who receives notice of such meeting to attend if so required by the Official Receiver, and if any such officer fails to attend the Official Receiver shall report such failure to the Court.

**No. 72. (Rule 134(2))**

**LIST OF CREDITORS (a) TO BE USED AT EVERY MEETING**

*(Title.)*

Meeting held at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

Consecutive Number	Names of creditors <b>(a)</b> present or represented	Amount of Proof <b>(b)</b>	
		In person	Proxies
1		VT	VT
2			
3			
4			
5			
6			
7			
	Total number of creditors <b>(a)</b> present or represented.		

**(a)** Or "contributories".

**(b)** In case of contributories insert "number of shares" and "number of votes according to the regulations of the Company".

**No. 73. (Rule 118)**

**NOTICE OF MEETING (GENERAL FORM)**

*(Title.)*

Take notice that a meeting of creditors [*or contributories*] in the above matter will be held at  
in the                      noon.                      on the                      day of                      , 20                      , at                      o'clock

Agenda

**(a)**

Dated this                      day of                      , 20                      .

(Signed) **(b)**

Forms of general and special proxies are enclosed herewith. Proxies to be used at the meeting must  
be lodged with                      at                      , not later than                      o'clock  
on the                      day of                      , 20                      .

**(a)** Here insert purpose for which meeting called.

**(b)** "Liquidator" or "Official Receiver", or as the case may be. See Rule 118.

**No. 74. (Rule 119)**

**AFFIDAVIT OF POSTAGE OF NOTICES OF MEETING**

*(Title.)*

I,                      a **(a)**                      , make oath and say as follows –

1. That I did on the                      day of                      , 20                      , send to each creditor mentioned in  
the company's statement of affairs [*or to each contributory mentioned in the register of members of the  
company*] a notice of the time and place of the **(b)**                      in the form hereunto  
annexed marked "A".

2. That the notices for creditors were addressed to the said creditors respectively according to their  
respective names and addresses appearing in the statement of affairs of the company or the last  
known addresses of such creditors.

3. That the notices for contributories were addressed to the contributories respectively according to  
their respective names and registered or last known addresses appearing in the register of the  
company.

4. That I sent the said notices by putting the same prepaid into the post office at                      before  
the hour of                      o'clock in the                      noon on the said day.

Sworn, etc.

**(a)** State the description of deponent.

**(b)** Insert here "general" or "adjourned general" or "first" meeting of creditors [*or contributories as the  
case may be*].

**No. 75. (Rule 119)**

**CERTIFICATES OF POSTAGE OF NOTICES (GENERAL)**

*(Title.)*

I, \_\_\_\_\_, a clerk in the office of the Official Receiver, hereby certify –

1. That I did on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, send to **(a)** \_\_\_\_\_, a notice of the time and place of the first meeting, **(b)** \_\_\_\_\_ in the form hereunto annexed marked "A".

(Paragraphs 2, 3, and 4 as in last preceding form.)

Signature

Dated

**(a)** Each creditor mentioned in the statement of affairs, or each contributor mentioned in the Register of Members of the Company, or as the case may be.

**(b)** "A general meeting" or "adjourned general meeting", or *as the case may be*.

**No. 76. (Rules 122 and 144)**

**AUTHORITY TO DEPUTY TO ACT AS CHAIRMAN OF MEETING AND USE PROXIES**

*(Title.)*

I, \_\_\_\_\_, the Official Receiver of \_\_\_\_\_ do hereby nominate \_\_\_\_\_ of \_\_\_\_\_ to be chairman of the meeting of creditors [or contributories] in the above matter, appointed to be held at \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, and I depute him **(a)**

to attend such meeting and use, on my behalf, any proxies held by me in this matter.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

Official Receiver.

**(a)** Here insert "being a person in my employment or under my official control" or "being an officer of the Ministry responsible for commerce".





**No. 79. (Rules 136 and 143)**

**SPECIAL PROXY**

*(Title.)*

I/We, \_\_\_\_\_ of \_\_\_\_\_, a creditor [or contributory],  
hereby appoint (1) \_\_\_\_\_ as my/our proxy at the meeting of creditors  
[or contributories] to be held on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, or at any adjournment  
thereof, to vote **(a)** \_\_\_\_\_ the resolution No. \_\_\_\_\_ in the notice convening.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

[Signed] (2)

**NOTES**

(1) The person appointed proxy may in a winding-up by the Court be the Official Receiver, the Liquidator, or such other person as the creditor [or contributory] may approve, and in a voluntary winding-up the Liquidator or if there is no Liquidator the chairman of a meeting but not the Official Receiver. The proxy form should be altered accordingly.

A creditor [or contributory] may give a special proxy to any person to vote at any specified meeting or adjournment thereof on all or any of the following matters –

- (a) For or against the appointment or continuance in office of any specified person as liquidator or as member of the committee of inspection;
- (b) On all questions relating to any matter, other than those above referred to, arising at a specified meeting or adjournment thereof.

(2) If a firm, sign the firm's trading title, and add "by A.B., a partner in the said firm". If the appointor is a corporation, then the form of Proxy must be under its common seal or under the hand of some officer duly authorised in that behalf, and the fact that he is so authorised must be so stated.

(3) The proxy form when signed must be lodged by the time and at the address named for that purpose in the notice convening the meeting at which it is to be used.

**(a)** Here insert the word "for" or "against" as the case may require, and specify the particular resolution.

**No. 80. (Rule 159)**

**APPLICATION TO MINISTER TO AUTHORISE A SPECIAL BANK ACCOUNT**

*(Title.)*

We, the committee of inspection, being of opinion that Mr \_\_\_\_\_ of \_\_\_\_\_, the liquidator in the above matter, should have a special bank account for the purpose of **(a)** \_\_\_\_\_, hereby apply to the Minister to authorise him to make us payments into and out of the bank.

All cheques should be countersigned by \_\_\_\_\_, a member of the committee of inspection, and by \_\_\_\_\_.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_\_.

.....  
..... Committee of Inspection.  
.....

**(a)** Here insert grounds for application.

**No. 81. (Rule 159)**

**ORDER OF MINISTER FOR SPECIAL BANK ACCOUNT**

*(Title.)*

You are hereby authorised to make your payments in the above matter into, and out of, the \_\_\_\_\_ bank.

*[Here insert any special term.]*

All cheques must be countersigned by \_\_\_\_\_, a member of the committee of inspection, and by \_\_\_\_\_.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20 \_\_\_\_\_.

By Order of the Minister.

To \_\_\_\_\_  
Liquidator.





**No. 86. (Rule 171)**

**REQUEST TO DELIVER BILL FOR TAXATION**

*(Title.)*

I hereby request that you will, within        days of this date, or such further time as the Court may allow, deliver to me for taxation by the proper officer your bill of costs [*or charges*] as **(a)**

failing which, I shall, in pursuance of the Companies Act, and Rules proceed to declare and distribute a dividend without regard to any claim which you have against the assets of the company, and your claim against the assets of the company will be liable to be forfeited.

Dated this                    day of                    , 20        .

\_\_\_\_\_  
**(a)** Here state nature of employment.

**No. 87. (Rule 176)**

**CERTIFICATE OF TAXATION**

*(Title.)*

I hereby certify that I have taxed the bill of costs [*or charges*] [*or expenses*] of Mr. *C.D.* [*here state capacity in which employed or engaged*] [*where necessary add* "pursuant to an order of the Court dated the        day of                    , 20        ", and have allowed the same at the sum of VT        [*where necessary add* "which sum is to be paid to the said *C.D.* by as directed by the said order"].

Dated this                    day of                    , 20        .

Taxing Master [or Registrar].

-----  
VT  
=====

**No. 88. (Rules 183, 184, and 187)**

(No registration  
fee payable.) This is the Exhibit marked B referred to  
in the affidavit of ;  
sworn before me this day of  
20 .  
No. of .....  
Company [A Commissioner for Oaths.]

**STATEMENT OF RECEIPTS AND PAYMENTS AND  
GENERAL DIRECTIONS AS TO STATEMENTS**

*(Name of Company)*

**Size of sheets**

(1) Every statement must be on sheets 13 inches by 16 inches.

**Form and contents of statements**

(2) Every statement must contain a detailed account of all the liquidator's realizations and distributions in respect of the company. The statement of realization should contain a record of all receipts derived from assets existing at the date the winding-up resolution and subsequently realized, including balance in bank, book debts and calls collected, property sold, etc., and the account of disbursements should contain all payments for costs and charges, or to creditors or contributories. Where property has been realized, the gross proceeds of sale must be entered under realizations and the necessary payments incidental to sales must be entered as disbursements. These accounts should not contain payments into the companies Liquidation Account (except unclaimed dividends-see par. 5) or payments into or out of bank, or temporary investments by the liquidator, or the proceeds of such investments when realized, which should be shown separately –

- (a) by means of the bank pass book;
- (b) by a separate detailed statement of moneys invested by the liquidator, and investments realized.

Interest allowed or charged by the bank, bank commission, etc., and profit or loss upon the realization of temporary investments, should, however, be insert in the accounts of realizations or disbursements, as the case may be. Each receipt and payment must be entered in the account in such a manner as sufficiently to explain its nature. The receipts and payments must severally be added up at the foot of each sheet, and the totals carried forward from one account to another without any intermediate balance, so that the gross totals shall represent the total amounts received and paid by the liquidator respectively.

**Trading Account**

(3) When the liquidator carries on a business, a trading account must be forwarded as distinct account, and the totals of receipts and payments on the trading account must alone be set out in the statement.

**Dividends, etc.**

(4) When dividends or instalments of compositions are paid to creditors, or a return of surplus assets is made to contributories, the total amount of each dividend, or instalment of composition, or return to contributories, actually paid, must be entered in the statement of disbursements as one sum; and the liquidator must forward separate accounts showing in lists the amount of the claim of each creditor, and the amount of dividend or composition payable to each creditor, and or surplus assets payable to each contributory, distinguishing in each list the dividends or instalments, of composition and shares of surplus assets actually paid and those remaining unclaimed. Each list must be on sheets 13 inches by 8 inches.

(5) When unclaimed dividends, instalments of composition or returns of surplus assets are paid into the Companies Liquidation Account, the total amount so paid in should be entered in the statement of disbursements as one sum.

(6) Credit should not be taken in the statement of disbursements for any amount in respect of liquidator's remuneration unless it has been duly allowed by resolution of the Committee of Inspection or of the creditors or of the company in general meeting, or by order of court as the case may require.

**LIQUIDATOR'S STATEMENT OF ACCOUNT**

*Pursuant to Section 329 of the Companies Act.*

Name of Company

Nature of proceedings (*whether a members' or creditors' voluntary winding-up*).

Date of commencement of winding-up

Date to which statement is brought down

Name and address of liquidator

[This statement is required in duplicate.]

REALIZATIONS				DISBURSEMENTS			
Date	Of whom received	Nature of Assets Realized	Amount	Date	To whom paid	Nature of Disbursements	Amount
		Brought forward ...	VT			Brought forward ...	VT
		Carried forward ...				Carried forward ...	

Note - No balance should be shown on this Account, but only the total Realizations and Disbursements, which should be carried forward to the next Account.

**ANALYSIS OF BALANCE**

	VT
Total Realizations .....	
Total Disbursements .....	_____
Balance .....	_____

The Balance is made up as follows –

1.	Cash in hands of liquidator .....	VT
2.	Total payments into Bank, including balance at date of commencement of winding-up (as per Bank Book) .....	
	Total withdrawals from Bank .....	_____
	Balance at Bank .....	_____
3.	Amount in Companies Liquidation Account ...	VT
*4.	Amounts invested by liquidator .....	
	Less amounts realised from same .....	_____
	Balance .....	_____
	Total Balance as shown above .....	VT =====

[Note - Full details of stocks purchased for investment and realization thereof should be given in a separate statement.]

\*The investment or deposit of money by the liquidator does not withdraw it from the operation of section 330 of the Companies Act, and any such investment representing money held for 6 months or upwards must be realized and paid into the Companies Liquidation Account.

Note - The liquidator should also state -

(1)	The amount of the estimated assets and liabilities at the date of the commencement of the winding-up.	Assets (after deducting amounts charged to secured creditors and debenture holders) .....VT
		Liabilities { Secured creditors .....VT Debenture holders .....VT Unsecured creditors .....VT

(2)	The amount of the capital paid up at the date of the commencement of the winding-up.	Paid up in cash ..... VT Issued as paid up otherwise than for cash ..... VT
-----	--	--

(3) The general description and estimated value of outstanding assets (if any).

(4) The causes which delay the termination of the winding-up.

(5) The period within which the winding-up may probably be completed.



**No. 89. (Rules 183, 184 and 187)**

No. of company

**AFFIDAVIT VERIFYING STATEMENT OF LIQUIDATOR'S  
ACCOUNT UNDER SECTION 329**

(No registration  
fee charged.)

(Name of Company.)

I, \_\_\_\_\_, of \_\_\_\_\_,  
the liquidator of the above-named company, make oath and say –

That *\*the account hereunto annexed marked "B", contains a full and true account of my receipts and payments in the winding-up of the above-named company, from the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, to the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, inclusive, \*and that I have not, nor has any other person by my order or for my use during such period, received or paid any moneys on account of the said company, \*other than any except the items mentioned and specified in the said account.*

I further say that the particulars given in the annexed Form 88 marked "B", with respect to the proceedings in and position of the liquidation, are true to the best of my knowledge and belief.

Sworn at

*\*Note - If no receipts or payments, strike out the words in italics.*

The affidavit is not required in duplicate, but it must in every case be accompanied by a statement on Form 88 in duplicate.



**No. 92. (Rules 183 and 187)**

No. of company

**LIST OF AMOUNTS PAID OR PAYABLE TO CONTRIBUTORIES**

*(Name of Company.)*

I hereby certify that a return of surplus assets was declared payable to contributories on and after the day of , 20 , at the rate of per share, and that the contributories whose names are set forth below are entitled to the amounts set opposite their respective names, and have been paid such amounts except in the cases specified as unclaimed.

Dated this day of , 20 .

Liquidator.

To the Minister.

Surname	First Names	No. of Shares	Amount returned on Shares	
			Paid	Unclaimed
			VT	VT
		Total VT		

[This list is required in duplicate.]

**No. 93. (Rule 186)**

**AFFIDAVIT VERIFYING ACCOUNT OF UNCLAIMED  
AND UNDISTRIBUTED FUNDS**

*(Title.)*

I, of make oath and say that the particulars entered in the statement hereunto annexed, marked A, are correct, and truly set forth all money in my hands or under my control, representing unclaimed or undistributed assets of the above company, or held by the company in trust in respect of dividends or other sums due to any person as a member of the company, and that the amount due by me to the Companies Liquidation Account in respect of unclaimed dividends and undistributed funds is VT .

Sworn, etc.

Signature.





**No. 97. (Rule 202)**

**REGISTER OF WINDING-UP ORDERS TO BE KEPT IN THE COURT**

Number of Winding-up Order	Number of Petition	Date of Petition	Date of Winding-up Order	Dates of Public Examinations (if any)	Liquidator

**No. 98. (Rule 202)**

**REGISTER OF WINDING-UP PETITIONS TO BE KEPT IN THE COURT**

No. of Petition	Name of Company	Address of Registered Office	Description of Company	Date of Petition	Petitioner	Date of Winding-up Order

**No. 99. (Rule 203)**

**NOTICES FOR VANUATU GAZETTE**

*(1) Notice of Winding-up Order*

(Rule 37(1)(c))

Name of Company	Address of Registered Office
Court	Number of Matter
Date of Order	Date of Presentation of Petition*

[\*Where it is known that a voluntary winding-up preceded the presentation of the Petition, the date of the resolution for voluntary winding-up should also be given.]

*(2) Notice of First Meetings*

(Rule 111)

Name of Company	Address of Registered Office
Nature of Business	
Court	Number of Matter
Creditors, Date	Hour Place
Contributories, Date	Hour Place

*(3) Notice of Day Appointed for Public Examination*

(Rule 54)

Name of Company	Address of Registered Office
Nature of Business	
Court	Number of Matter
Date Fixed for Examination	Names of Persons to be Examined
Hour Place	

*(4) Notice of Intended Dividend*

(Rule 108(1))

Name of Company	Address of Registered Office
Nature of Business	
Court	Number of Matter
Last Day for Receiving Proofs	
Name of Liquidator	Address

*(5) Notice of Dividend*

(Rule 108(3))

Name of Company	Address of Registered Office
Nature of Business	
Court	Number of Matter
Amount VT	First and Final or otherwise
When payable	Where payable

*(6) Notice of Return to Contributors*

(Rule 109)

Name of Company	Address of Registered Office
Nature of Business	
Court	Number of Matter
Amount per share	First and Final or otherwise
When payable	Where payable

*(7) Notice of Appointment of Liquidator*

(Rule 47(5))

Name of Company	Address of Registered Office
Nature of Business	
Court	Number of Matter
Liquidator's Name	Address
Date of Appointment	

*(8) Notice of Death, Resignation or Removal of Liquidator*

(Rule 47(7))

Name of Company	Address of Registered Office
Nature of Business	
Court	Number of Matter
Liquidator's Name	Address
Date of Death, Resignation or Removal	

*(9) Notice of Release of Liquidator*

(Rule 190(2))

Name of Company	Address of Registered Office
Nature of Business	
Court	Number of Matter
Liquidator's Name	Address
Date of Release	

**No. 100. (Rule 204)**

**MEMORANDUM OF ADVERTISEMENT OR GAZETTING**

*(Title.)*

Name of Paper	Date of Issue	Date of Filing	Nature of Order, etc.

(Signed)





**No. 102.**

No. of Company

THE COMPANIES ACT



*A VT10 Companies  
Registration Fee  
Stamp must be  
impressed here.*

**MEMBERS' VOLUNTARY WINDING-UP**

**DECLARATION OF SOLVENCY, EMBODYING A  
STATEMENT OF ASSETS AND LIABILITIES**

(Pursuant to Section 279)

Name of Company ..... Limited

Presented by .....

DECLARATION OF SOLVENCY

We ..... of ..... and..... of .....

being all the/the majority of the *[delete as necessary]* directors of ..... do solemnly and sincerely declare that we have made a full enquiry into the affairs of this company, and that, having so done, we have formed the opinion that this company will be able to pay its debts in full within a period of .....\* months, from the commencement of the winding-up, and we append a statement of the company's assets and liabilities as at ....., 20..... being the latest practicable date before the making of this declaration. And we make this solemn declaration, conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act.

Declared at ..... the ..... day  
of ....., two thousand and .....  
before me .....  
A Commissioner for Oaths or Notary Public. *[delete as necessary]*

\* Insert a period of months not exceeding 12.

Statement as at ....., 20..... showing Assets at estimated realisable values and Liabilities expected to rank

Assets and Liabilities	Estimated to realise or to rank for payment
<p>ASSETS –</p> <p>Balance at Bank</p> <p>Cash in Hand</p> <p>Marketable Securities</p> <p>Bills Receivable</p> <p>Trade Debtors</p> <p>Loans and Advances</p> <p>Unpaid Calls</p> <p>Stock in Trade</p> <p>Work in Progress</p> <p>.....</p> <p>.....</p> <p>.....</p> <p>Freehold Property</p> <p>Leasehold Property</p> <p>Plant and Machinery</p> <p>Furniture, Fittings, Utensils, etc.</p> <p>Patents, Trade Marks, etc.</p> <p>Investments other than marketable securities</p> <p>Other property, viz.-</p> <p>.....</p> <p>.....</p> <p>Estimated realisable value of Assets ..... VT</p>	<p>VT</p>
<p>LIABILITIES –</p> <p>Secured on specific assets, viz.-</p> <p>.....</p> <p>Estimated Cost of Liquidation and other expenses including interest accruing until payment of debts in full</p> <p>Unsecured Creditors (amounts estimated to rank for payment) – VT</p> <p>Trade Accounts</p> <p>Bills Payable</p> <p>Accrued Expenses</p> <p>Other Liabilities-</p> <p>.....</p> <p>.....</p>	
<p>Estimated surplus after paying debts in full ..... VT</p>	

Remarks:

**No. 103.**

**THE COMPANIES ACT**

**FORM OF STATEMENT OF ASSETS AND LIABILITIES**

To be submitted to a meeting of creditors pursuant to Section 284 of the Companies Act, by the liquidator in a members' voluntary winding-up if he is of the opinion that the company is unable to pay its debts in full **within the period stated in the Declaration of Solvency**, VIZ ..... \* months from the commencement of the Winding-up.

..... Limited (in Liquidation)

Statement as at ....., 20....., showing assets at estimated realisable values and liabilities expected to rank.

(Date of commencement of winding-up ....., 20.....)

Liquidator's Remarks

In particular the liquidator should draw attention to any item where after taking his receipts and payments into account there is a substantial difference between his estimate and the directors' estimate in the statement annexed to the Declaration of Solvency.

..... LIMITED. (IN LIQUIDATION)

STATEMENT AS AT ....., 20..... SHOWING ASSETS AT ESTIMATED REALISABLE VALUES AND LIABILITIES EXPECTED TO RANK.

(DATE OF COMMENCEMENT OF WINDING-UP: ....., 20.....)

ASSETS NOT SPECIFICALLY PLEDGED (as per List "A")  Balance at bank Cash in hand Marketable securities Bills receivable Trade debtors Loans and advances Unpaid calls Stock in trade Work in progress ..... ..... Freehold property Leasehold property Plant and machinery Furniture, fittings, utensils, etc Patents, trade marks, etc. Investments other than marketable securities Other property, viz.- ..... .....					Estimated Realisable Values VT
ASSETS SPECIFICALLY PLEDGED (as per List "B")	(a) Estimated Realisable Values	(b) Due to Secured Creditors	(c) Deficiency ranking as Unsecured (see next page)	Surplus carried to last column	
Freehold Property ..... .....	VT	VT	VT	VT	
Estimated surplus from assets specifically pledged	VT	VT	VT	VT	
ESTIMATED TOTAL ASSETS AVAILABLE FOR PREFERENTIAL CREDITORS, DEBENTURE HOLDERS SECURED BY A FLOATING CHARGE, AND UNSECURED CREDITORS* (carried forward to next page)					Estimated Realisable Values VT
SUMMARY OF GROSS ASSETS Gross realisable value of assets specifically pledged Other assets				(d) VT	
GROSS ASSETS				VT	

ESTIMATED TOTAL ASSETS AVAILABLE FOR PREFERENTIAL CREDITORS, DEBENTURE HOLDERS SECURED BY A FLOATING CHARGE, AND UNSECURED CREDITORS* (brought forward from preceding page)		Estimated Realisable Values VT
(e) Gross Liabilities VT	<p><b>LIABILITIES</b>                      (to be deducted from surplus or added to deficiency as the case may be)</p> <p><b>SECURED CREDITORS</b> (as per list “B”) to extent to which claims are estimated to be covered by assets specifically pledged (item (a) or (b) on preceding page, whichever is the less) <i>(Insert in “Gross Liabilities” column only)</i></p> <p><b>PREFERENTIAL CREDITORS</b> (as per List “C”) Estimated balance of assets available for debenture holders secured by a floating charge, and unsecured creditors*</p> <p><b>DEBENTURE HOLDERS</b> secured by a floating charge (as per list “D”)</p> <p>Estimated <b>SURPLUS/DEFICIENCY</b> as regards debenture holders*</p> <p><b>UNSECURED CREDITORS</b> as per list “E” Estimated unsecured balance of claims of creditors partly secured on specific assets, brought from preceding page (c)</p> <p>Trade Accounts                      Bills Payable                      Outstanding Expenses                      .....                      .....                      Contingent Liabilities (state nature) –                      .....</p> <p><b>ESTIMATED SURPLUS/DEFICIENCY AS REGARDS CREDITORS*</b> being difference between:  <b>GROSS ASSETS</b> brought from preceding page (d)                      And <b>GROSS LIABILITIES</b> as per column (e)</p>	VT
<p><b>ISSUED AND CALLED-UP CAPITAL:</b>                      ..... preference shares of ..... each                      ..... called-up .....                      ..... preference shares of ..... each                      ..... called-up .....</p> <p><b>ESTIMATED SURPLUS/DEFICIENCY AS REGARDS MEMBERS*</b>                      (as per list “F”)</p>		VT
		Estimated Realisable Values VT

\*These figures must be read subject to the following notes –

- (1) (f) There is no unpaid capital liable to be called-up  
 or  
 (g) The nominal amount of unpaid capital liable to be called-up is VT..... estimated to produce VT..... which is/is not charged in favour of debenture holders.
- (2) The estimates are subject to costs of the winding-up and to any surplus or deficiency on trading pending realisation of the assets.

Strike out (f) or (g)

**No. 104. (Rule 170)**

No. of Company .....

**LIQUIDATOR'S STATEMENT OF ACCOUNT (MEMBERS'  
OR CREDITORS' VOLUNTARY WINDING-UP)**

(Pursuant to Section 286 and 296)

Statement showing how the winding-up has been conducted and the property of the company has been disposed of.

Name of Company ..... (in liquidation)

Presented by .....

**LIQUIDATOR'S STATEMENT OF ACCOUNT  
(MEMBERS'\* [CREDITORS'] VOLUNTARY WINDING-UP)**

\*Delete as necessary

*Statement showing how the winding-up has been conducted and the property of the company has been disposed of.*

From ....., 20..... (Commencement of Winding-up) to ....., 20.....Close of Winding-up)

	Statement of Assets and Liabilities	Receipts		Payments
Receipts -	VT	VT	Costs of solicitor to liquidator	VT
Cash at Bank			Other law costs	
Cash in Hand			Liquidator's remuneration -	
Marketable Securities			___ % on VT realised	VT
Sundry Debtors			___ % on VT distributed	
Stock in Trade			By whom fixed .....	
Work in Progress			Auctioneer's and valuer's charges	
Freehold Property			Costs of possession and maintenance of estate	
Leasehold Property			Costs of notices in Gazette and local papers	
Plant and machinery			Incidental outlay	VT
Furniture, fittings, utensils, etc.			Total costs and charges	VT
Patents, trade marks, etc.			(i) Debenture holders -	
Investments other than marketable securities			Payment of VT.....	
Surplus from securities			per VT..... debenture	
Unpaid calls at commencement of winding-up			Payment of VT.....	
Amounts received from calls on contributories made in the winding-up			per VT..... debenture	
Receipts per trading account			Payment of VT.....	
Other property, viz- ..... .....	VT		per VT..... debenture	VT
VT			(ii) Creditors -	
Less -			..... *Preferential	
Payments to redeem securities			..... *Unsecured -	
Costs of execution			Dividend(s) of VT	
Payments per trading account			VT	
Net realisations			(The estimate of amount expected to rank for dividend was VT           ).	VT
			(iii) Returns to contributories-	
			VT .....	
			† share .....	
			VT .....	
			† share .....	
			VT .....	
			† share .....	
			Balance	VT





**No. 105.**

No. of Company .....

THE COMPANIES ACT



*A VT10 Companies  
Registration Fee  
Stamp must be  
impressed here.*

**MEMBERS' VOLUNTARY WINDING-UP  
RETURN OF FINAL WINDING-UP MEETING**

*Pursuant to Section 286*

Name of Company ..... Limited

Presented by

.....  
.....  
.....

Members' Voluntary Winding-up

To the Registrar of Companies.

I (or We) ..... of ..... being the liquidator(s) of  
..... Limited, have to inform you that a general meeting of the  
company was duly **(a)** [held on]/[summoned for] the ..... day of ....., 20  
pursuant to Section 286 of the Companies Act, for the purpose of having an account (of which a copy  
is attached hereto) **(b)** laid before it showing how the winding-up of the company has been conducted,  
and the property of the company has been disposed of, and that **(a)** [the same was done  
accordingly]/[no quorum was present at the meeting].

(Signature) **(c)**

Dated this ..... day of ....., 20 .. .

**(a)** Strike out that which does not apply.

**(b)** The copy account accompanying this return must be authenticated by the written signature(s) of  
the liquidator(s).

**(c)** To be signed by each liquidator if more than one.

**No. 106.**

No. of Company .....

THE COMPANIES ACT



*A VT10 Companies  
Registration Fee  
Stamp must be  
impressed here.*

**CREDITORS' VOLUNTARY WINDING-UP**

**RETURN OF THE FINAL WINDING-UP MEETINGS OF  
MEMBERS AND CREDITORS**

Pursuant to Section 296

Name of Company ..... Limited

Presented by

.....  
.....  
.....

Creditors' Voluntary Winding-up

To the Registrar of Companies.

I (*or We*) ..... of ..... being the liquidator(s) of  
..... Limited, have to inform you

(1) that a general meeting of this company was duly **(a)** [held on]/[summoned for] the ..... day of  
....., 20 ..... pursuant to Section 296 of the Companies Act, for the purpose of having  
an account (of which a copy is attached hereto) **(b)** laid before it showing how the winding-up of the  
company has been conducted, and the property of the company has been disposed of, and that [the  
same was done accordingly]/[no quorum was present at the meeting].**(a)**

(2) that a meeting of the creditors of this company was duly **(a)** [held on]/[summoned for] the  
day of ..... , 20 ..... pursuant to Section 296 of the Companies Act, for the purpose of having  
the said account laid before it showing how the winding-up of the company has been conducted, and  
the property of the company has been disposed of, and that [the same was done accordingly]/[no  
quorum was present at the meeting].**(a)**

(Signature) **(c)**

Dated this ..... day of ..... , 20 .....

**(a)** Strike out that which does not apply.

**(b)** The copy account accompanying this return must be authenticated by the written signature(s) of  
the liquidator(s).

**(c)** To be signed by each liquidator if more than one.