

BERMUDA STATUTORY INSTRUMENT

BR 50/1982

COMPANIES (WINDING-UP) RULES 1982

*[made under section 62 of the Supreme Court Act 1905 [title 8 item 1],
section 288 of the Companies Act 1981 [title 17 item 5] and section 34 of
the Interpretation Act 1951 [title 1 item 1] and brought into operation on 1
July 1983]*

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PRELIMINARY

Citation and commencement

- 1 These Rules may be cited as the Companies (Winding-Up) Rules 1982 [*commencement omitted*]

Interpretation

2 (1) In these Rules, unless the context otherwise requires—

"the Act" means the Companies Act 1981 [*title 17 item 5*];

"the company" means a company which is being wound up, or against which proceedings to have it wound up or proceedings under section 111 of the Act have been commenced;

"proceedings" means the proceedings in the winding-up of a company under the Act, or proceedings under section 111 of the Act;

"Registrar" means the Registrar of the Court;

"Rules" means these Rules and includes the prescribed forms;

"sealed" means sealed with the seal of the Court.

(2) [*omitted*]

(3) Wherever in these Rules the petitioner or any officer or person is mentioned such mention shall be deemed to mean such person or his attorney.

Use of forms in Appendix

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

Matters to be heard in court and chambers

4 (1) The following matters and applications shall be heard open court —

(a) petitions;

(b) appeals to the Court;

(c) public examinations;

(d) applications under sections 248, 249, 260 and 261 of the Act;

(e) applications for the committal of any person to prison; and

(f) any other matters or application as the Court may from time to time by any general or special order direct to be heard in open Court.

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Jurisdiction of Registrar

5 (1) The Registrar may subject to the general or special directions of the Court hear and determine any application or matter which may be heard and determined in chambers.

(2) Any matter in application before the Registrar may at any time be adjourned by him to be heard before a Judge either in chambers or in open Court.

Motions and summonses

6 (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 seven days before the day named in the notice for hearing the motion.

(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.

(3) Every application by the liquidator to the Court for directions in relation to any particular matter arising under the winding-up shall be made in chambers.

Title of proceedings

7 (1) Every proceeding in a winding-up matter shall be dated, and shall, with any necessary additions, be intituled as follows—

IN THE SUPREME COURT OF BERMUDA

COMPANIES (WINDING-UP)

No. [blank] of 19 [blank]

In the Matter of the Companies Act 1981.

and in the matter of the company to which it relates. Numbers and dates may be denoted by figures.

(2) The first proceeding in every winding-up matter shall have a distinctive number assigned to it in the office of the Registrar.

Process to be sealed

8 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,

Issue of summons

9 Every summons in proceedings in the Court shall be by the applicant and issued from the Registry. A summons when sealed shall be

deemed to be issued. The person obtaining the summons shall leave with the Registrar a duplicate.

Orders

10 Every order, whether made in Court or in chambers, shall be drawn up by the Registrar, unless in any proceedings, 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.

Office copies

11 All office copies of petitions, affidavits, depositions, papers and writings, or any parts thereof, required by the Registrar of Companies, the Official Receiver or any liquidator, contributory, creditor, officer of a company, or other person entitled thereto, shall be provided by the Registrar.

Inspection of file

12 Every person who has been an officer of a company which is being wound up and the Registrar of Companies 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.

Use of file by Registrar of Companies

13 Where, in the exercise of their functions the Registrar of Companies 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 Registrar of Companies or Official Receiver, as the case may be.

SERVICE OF PROCESS AND ENFORCEMENT OF ORDERS

Service by post

14 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.

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Validity of service

15 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.

Enforcement of orders

16 Every order of the Court 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.

PETITIONS

Form of petition

17 Every petition shall be in Forms 2 and 3 in the Appendix with such variations as circumstances may require.

Presentation of petition

18 A petition shall be presented at the Registry and the Registrar 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.

Advertisement of a petition

19 (1) Every petition shall be advertised not less than seven clear days before the hearing in an appointed newspaper.

(2) The advertisement [*Form 4*] shall state the day on which the petition was presented, and the name and address of the petitioner, and of his attorney and shall contain a note at the foot thereof, stating that any person who intends to appear on the hearing of the petition, either to oppose or support, must send notice of his intention to the petitioner within the time and manner prescribed by rule 25 and an advertisement of a petition for the winding-up of a company by the Court which does not contain such a note shall be deemed irregular.

(3) If the petitioner does not advertise the petition in the manner prescribed by this rule the appointment of the time and place at which the petition is to be heard shall be cancelled by the Registrar and the petition shall be removed from the file unless a Judge or the Registrar shall otherwise direct.

Service of petition

20 Every petition shall, unless presented by the company, be served [Forms 5 and 6] 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 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.

Verification of petition

21 Every petition shall be verified by an affidavit referring thereto. Such affidavit [Forms 7 and 8] shall be made by the petitioner, or by one of the petitioners, if more than one, or, in case the petition is presented by a corporation, by some person who has been concerned in the matter on behalf of the corporation, and shall be sworn after and filed within four days after the petition is presented, and such affidavit shall be sufficient prima facie evidence of the statements in the petition.

Copy of petition to be furnished to creditor or contributory

22 Every contributory, and 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 attorney of the petitioner with a copy of the petition within two days after requiring same, on paying the reasonable costs of the copy.

PROVISIONAL LIQUIDATOR

Appointment of provisional liquidator.

23 (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, may make the appointment.

(2) The order [Form 9] 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 is made upon the petition. or if an order for the winding-up of the company on the petition is rescinded, or if all

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proceedings on the petition are stayed, 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

Attendance before hearing to show compliance with rules

24 After a petition has been presented, the petitioner, 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 statement 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.

Notice by persons who intend to appear

25 (1) Every person who intends to appear on the hearing of a shall give to the petitioner notice of his intention [*Form 10*] in accordance with this rule.

(2) The notice shall contain the address of the person intending to appear and shall be signed by him.

(3) The notice shall be served on or sent by post to the petitioner at the address stated in the advertisement of the petition.

(4) The notice, if sent by post, shall be posted in such time as in ordinary course of post to reach the address not later than four p.m. on the day before the hearing.

(5) 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.

(6) For the purposes of this rule the day before the hearing means the day before the day appointed for the hearing of the petition and a Friday shall be regarded as the day before the following Monday.

Affidavits opposition and reply

26 (1) Affidavits in opposition to a petition shall be filed within seven 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 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 three days of the date on which notice of such affidavit is received by the petitioner.

Substitution of creditor or contributory for withdrawing petitioner

27 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 (1) fails to advertise his petition within the time prescribed by these Rules or such extended time as the Registrar may allow or (2) 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 in Court on the day originally fixed for the hearing thereof, or on any day to which the hearing has been adjourned, or (3) 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.

ORDER TO WIND-UP COMPANY AND ORDER UNDER SECTION 111 OF
THE ACT

**Notice that winding-up order has been pronounced to be given to
Official Receiver**

28 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 send to the Official Receiver a notice informing him that the order has been pronounced.

The notice shall be in Forms 11 or 12 with such variations as the circumstances may require.

Documents for drawing up order to be left with Registrar

29 It shall be the duty of the petitioner 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 111 of the Act is pronounced in Court to leave at

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the Registrar's Office all the documents required for the purpose of enabling the Registrar to complete the order [Form 13] forthwith.

Transmission and advertisement of winding-up order

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

- (a) three sealed copies of the order shall be sent by the Registrar to the Official Receiver;
- (b) the Official Receiver shall serve a sealed copy of the order 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 167 of the Act is directed to be so forwarded by the company or otherwise as may be prescribed;
- (c) the Official Receiver shall publish forthwith a copy of the order in an appointed newspaper [Form 14] and shall send notice of the order to such persons as the Court shall direct.

Notice to the Provost Marshal

31 For the purposes of section 242 of the Act a notice that (1) a winding-up petition has been presented, or (2) a winding-up order has been made, or (3) a provisional liquidator has been appointed, or (4) a meeting has been called at which there is to be proposed a resolution for the voluntary winding-up of the company, or (5) a resolution has been passed for the voluntary winding-up of the company, shall be in writing and shall be addressed to the Provost Marshal.

Appointment of special manager

32 (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.

Accounting by special manager

33 Every special manager shall account to the Official Receiver, and the special manager's accounts shall be verified by affidavit [*Form 15*], and, when approved by the official Receiver, the total of the receipts and payments shall be added by the Official Receiver to his accounts.

STATEMENT OF AFFAIRS

Preparation of statement of affairs

34 (1) A person who under section 168 of the Act has been required by the Official Receiver to submit and verify a statement of affairs [*Form 16*] 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 file with the Registrar the verified statement of affairs.

(2) The Official Receiver may from time to time interview any such person as is mentioned in section 168(2)(a), (b), (c) or (d) 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.

Extension of time for submitting statement of affairs

35 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.

Information subsequent to statement of affairs

36 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.

Default

37 Any default in complying with the requirements of section 168 of the Act may be reported by the Official Receiver to the Court.

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Expenses of statement of affairs

38 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.

Dispensing with statement of affairs

39 (1) Any application to dispense with the requirements of section 168 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 such 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 on report of meetings of creditors and contributories

40 (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 the meetings to the Court [*Form 17*].

(2) Upon the result of the meetings of creditors and contributories being reported to the Court, if there is a difference between the determination 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 of the meetings, deciding differences, and making such order [*Form 18*] 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 seven days before the time so fixed.

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

the appointment shall be paid by the liquidator, but may be charged by him on the assets of the company.

(5) Upon the consideration of the resolutions and determination of the meetings the Court shall hear the Official Receiver and any creditor or contributory.

(6) Every appointment of a liquidator or committee of inspection shall be advertised [*form 20*] 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.

(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 178 of the Act in which case the Official Receiver shall remain liquidator.

(8) The notice of the appointment of a liquidator required by section 228 of the Act shall be in Form 21 in the Appendix.

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

Standing security

41 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:—

(1) The security shall be given to such officers or persons and in such manner as the Minister may from time to time direct.

(2) 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.

(3) 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.

(4) The certificate [*Form 19*] of the Minister that a liquidator or special manager has given security to his satisfaction shall be filed with the Registrar.

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(5) The cost of furnishing the required security by a liquidator or special manager, including any insurance premiums which he may pay, 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.

Failure to give or keep up security

42 (1) If a liquidator or special manager fails to give within the required time or to keep up the required security, the Official Receiver shall report the matter to the Court who may thereupon rescind the order appointing the liquidator or special manager making such order as to costs as seems appropriate.

(2) Where an order is made under this rule rescinding an order for the appointment of or removing a liquidator or special manager, 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 or special manager 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 or special manager.

PUBLIC EXAMINATION

Procedure consequent on order for public examination

43 Where the Court makes an order [*Form 22*] under section 196 of the Act, directing any person or persons to attend for public examination:—

(a) the examination shall be held before a Judge:

Provided that such Judge 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 or before any of the persons mentioned in subsection (9) of such section;

(b) the Judge may, if he 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 or one of the persons mentioned in section 196(9) of the Act, 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, and refer the examination to a Judge.

Notice of public examination

44 (1) The day and place for holding a public examination under section 196 of the Act shall be notified by the Official Receiver [*Form 23*] to the person who is to be examined by sending it by registered post to him or to his attorney or by leaving it with him or his attorney.

(2) The Official Receiver shall give notice [*Form 24*] of the time and place appointed for holding a public examination to the creditors and contributories by advertisement in an appointed newspaper.

Default in attending public examination

45 (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 [*Forms 29 and 30*] 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 Registry of the Supreme Court pursuant to an order of the Court directing such issue.

PROCEEDINGS BY OR AGAINST DIRECTORS, PROMOTERS, AND
OFFICERS

Applications by or against delinquent directors, officers and promoters

46 (1) An application made to the Court under section 246 or 247 of the Act shall be made by summons 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 Court to be served, on every person against whom an order is sought, not less than eight days before the day named in the summons for hearing the application. No affidavit or report shall be filed before the return on 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 a Judge on the hearing in Court or in chambers of any deponents to affidavits in

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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.

Use of depositions taken at public examinations

47 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 196 of the Act, then in any proceedings subsequently instituted under any of the provisions of the Act mentioned in paragraph (1) of rule 46, 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 196 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 fifteen 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

Nomination, appointment and remuneration of shorthand writers

48 (1) The Court or any person before whom any examination under the Act or rules is directed to be held may at any time in any proceedings if it is considered desirable so to do, appoint [*Forms 25 and 26*] a person (in this rule called a "shorthand writer") to take down in shorthand or otherwise the evidence of any person examined.

(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.

Committal of contumacious witness

49 (1) If a person examined before the Registrar or any other person holding an examination under the Act or these Rules who has no power to commit for contempt of Court, refuses to answer to the satisfaction of the Registrar or other person any question which he may allow to be put, the Registrar or other person shall report such a refusal to a 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 [*Form 27*] 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.

Depositions at private examinations

50 (1) The Official Receiver may attend any examination under section 195 of the Act, and may put such questions to the persons examined as the Court may allow.

(2) The notes of the depositions of a person examined under section 195 of the Act, or under any order of the Court before the Court, or before any person appointed to take such an examination, other than the notes of the depositions of a person examined at a public examination under section 196 of the Act shall not 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 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

Disclaimer

51 (1) Any application for leave to disclaim any part of the property of a company pursuant to of section 240(1) of the Act shall be by ex parte summons. Such summons shall be supported by an affidavit showing who are the parties interested and what their interests are. On the hearing of the summons the Court shall give such directions as it sees fit and in particular directions as to the notices to be given to the

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parties interested or any of them and the Court may adjourn the application to enable any such party to attend.

(2) Where a liquidator disclaims a leasehold interest he shall forthwith file the disclaimer at the office of the Registrar. The disclaimer [Forms 31 and 32] 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.

(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

Vesting of disclaimed property

52 (1) Any application under section 240(4) of the Act for an order for the vesting of any disclaimed property in or the delivery of any such property to any person 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 underlessee of such property, the Court may direct that notice shall be given to such a mortgagee or underlessee 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 underlessee 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 underlessee fails to make such election and application, the Court may make an order vesting the property in the applicant and excluding such mortgagee or underlessee from all interest in or security upon the property.

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

Report by Official Receiver on arrangements and compromises

53 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, as to any other matters which, in the opinion of the Official Receiver, ought to be brought to the attention of the Court.

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

Liquidator to have power and duty of Court

54 (1) The powers and duties conferred on the Court by sections 185, 186, 187 and 188 of the Act shall be exercised by the liquidators on behalf of the Court and subject to the control of the Court unless it otherwise orders.

(2) 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 [*Form 34*] 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 up and the amount paid up in respect of such shares or interest and shall distinguish the several classes of contributories. As regards representation contributories the liquidator shall, so far as practicable, observe the requirements of section 185(2) of the Act.

(3) 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 [*Form 33*] 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.

(4) For the purpose of the discharge by the liquidator of the duties imposed by section 185(1) of the Act, and paragraph (1) of this rule, 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.

Appointment of time and place for settlement of list

55 The liquidator shall give notice [*Forms 35 and 36*] 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.

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Settlement of list of contributories

56 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 [*Form 37*] the list, which when so settled shall be the list of contributories of the company.

Notice to contributories

57 The liquidator shall forthwith give notice [*Forms 38 and 40*] 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 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.

Application to the Court to vary list

58 (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 for that purpose, no application to the Court by any person who objects [*Form 41*] 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.

Variation of or addition to list of contributories

59 The liquidator may from time to time vary or add to the list of contributories [*Form 39*], but any such variation or addition shall be made in the same manner in all respects as the settlement of the original list.

Calls by liquidator

60 The powers and duties of the Court in relation to making calls upon contributories conferred by section 188 of the Act, shall be exercised, in a winding-up by the Court, by the liquidator as an officer of the Court subject to the proviso to section 199 of the Act, and to the following provisions:—

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

- (b) the notice of the meeting [*Form 42*] shall be sent to each member of the committee of inspection in sufficient time to reach him not less than seven 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 [*Form 43*] once at least in an appointed 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 write to the liquidator or the committee of inspection;
- (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 the committee by any contributory shall be considered before the intended call is sanctioned;
- (d) the sanction of the committee shall be given by resolution [*Form 44*], 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.

Application to the Court for leave to make a call

61 In a winding-up by the Court an application [*Forms 46, 47, 48 and 49*] to the Court for leave to make any call on the contributories of a company, or any of them, for any purpose authorized by the Act, shall be made by summons stating the proposed amount of such call, which summons shall be served four 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 in an appointed newspaper, without a separate notice to each contributory.

Service of notice of a call

62 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, 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 [*Forms 45 and 50*] from the liquidator specifying the amount or balance due from such contributory in respect of such call.

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Enforcement of a call

63 The payment of the amount due from each contributory on a call may be enforced [*Forms 51 and 53*] in the same manner as a judgment debt.

PROOF OF DEBT

Manner of proof

64 (1) In a winding-up any creditor shall prove his debt unless in any particular winding-up the Court shall give directions that any creditors or class of creditors shall be admitted without proof.

(2) A debt may be proved by delivering it or sending it through the post to the Official Receiver or to the liquidator, if a liquidator has been appointed, accompanied by an affidavit [*Form 54*] verifying the debt unless the Official Receiver or liquidator, as the case may be, dispenses with the requirement of an affidavit.

(3) The Official Receiver or the liquidator, as the case may be, may require any person proving a debt to substantiate his claim by the production of vouchers or other evidence of the claim .

Costs of proof

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

Discount

66 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 five per centum on the net amount of his claim and (b) all trade discounts.

Periodical payments

67 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, for rent during the period of the company's or liquidator's occupation.

Interest

68 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 four per centum 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.

Proof for debt payable at future time

69 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 thereout a rebate of interest at the rate of five per centum 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.

Proof under section 236

70 Unless the Official Receiver or liquidator shall in any special case otherwise direct formal proof of the debts mentioned in section 236(1)(e) of the Act shall not be required.

Workmen's wages

71 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 [*Form 55*] 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 proof had been made by each of the said workmen and others.

Production of bills of exchange and promissory notes

72 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

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liquidator, as the case may be and be marked by him before the proof can be admitted either for voting or for any purpose.

Notice to creditors to prove

73 (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 fourteen days from the date of the notice, on or before which the creditors of the company are to prove their debts or claim, and to establish any title they may have to priority under section 236 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 an appointed newspaper 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.

Examination of proof

74 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 [*Form 56*] to the creditor the grounds of the rejection.

Appeal by creditor

75 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 twenty-one days from the date of the service of the notice of rejection.

Expunging at instance of liquidator

76 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.

Expunging at instance of creditor

77 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.

Oaths

78 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.

Official Receiver's powers

79 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.

Procedure where creditor appeals

80 The liquidator in a winding-up by the Court, including the Official Receiver when he is liquidator, shall, within fourteen 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.

Time for dealing with proofs by Official Receiver

81 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 fourteen 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.

Time for dealing with proofs by liquidator

82 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 twenty-eight 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 fourteen 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

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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.

Cost of appeals from decision as to proofs

83 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

Dividends to creditors

84 (1) Not more than two months before declaring a dividend the liquidator in a winding-up by the Court, shall give notice [*Forms 57 and 58*] of his intention to do so 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 fourteen 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 seven 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.

(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 also send a notice [*Form 59*] 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 two months, the liquidator shall give a fresh notice of his intention to declare a dividend: 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.

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

First meetings of creditors and contributories

85 (1) Unless the Court otherwise directs, the meetings of creditors and contributories under section 171 of the Act (hereinafter referred to as the first meetings of creditors and contributories) shall be held within one month or if a special manager has been appointed then within six weeks after the date of the winding-up order. The dates of such meetings shall be fixed by the Official Receiver who shall give notice [Forms 64 and 65] of the time, date and place of the meeting to the creditors and contributories.

(2) 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, seven days' [Form 66] 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.

Summary of statement of affairs

86 (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.

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

Liquidator's meetings of creditors and contributories

87 (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 (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 creditor's 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).

Application of rules as to meetings

88 Except where and so far as the Court orders otherwise, 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.

Summoning of meetings

89 (1) The Official Receiver or liquidator shall summon all meetings of creditors and contributories by giving not less than seven days' notice of the time and place thereof in an appointed newspaper; and shall not less than seven 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 [Form 60] 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 220 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 216 or 223 of the Act.

Proof of meetings

90 A certificate by the Official Receiver or liquidator 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 it was addressed.

Chairman of meeting

91 Where a meeting is summoned by the Official Receiver or the liquidator, he or someone nominated [*Form 61*] 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 216 of the Act.

Ordinary resolution of creditors and contributories

92 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.

Non-reception of notice by a creditor

93 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.

Quorum

94 (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

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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 [*Form 67*], the meeting shall be adjourned to such other day, time and place as the chairman may appoint, but so that the day appointed shall be not less than seven or more than twenty-one days from the day from which the meeting was adjourned.

Creditors entitled to vote

95 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 96, 97, 98 and 99 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 the rules or any directions given thereunder are not required to prove their debts or to any voluntary liquidation meeting.

Cases in which creditors may not vote

96 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.

Votes of secured creditors

97 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.

Creditor required to give up security

98 The Official Receiver or liquidator may, within twenty-eight 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 twenty 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 twenty per cent shall not be made if the security is required to be given up.

Admission and rejection of proofs for purpose of voting

99 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 reject to the vote being declared invalid in the event of the objection being sustained.

Statement of security

100 For the purpose of voting at any voluntary liquidation meetings, a secured creditor shall, unless he surrenders 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.

Minutes of meeting

101 (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.

(2) A list [*Form 68*] of creditors and contributories present at every meeting shall be made.

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

Proxies

102 A creditor or a contributory may vote either in person or by proxy. Where a person is authorized to represent a corporation at any meeting of creditors or contributories such person shall produce to the Official Receiver or liquidator or the chairman of the meeting a copy of the resolution so authorizing 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.

Forms of proxy to be sent with notices

103 General and special forms of proxy [*Forms 62 and 63*] 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,

General proxies

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

Special proxies

105 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 special 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.

Solicitation by liquidator to obtain proxies

106 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.

Proxies to Official Receiver or liquidator

107 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.

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

108 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.

Proxies

109 (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.

(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 216 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 the day before the meeting or adjourned meeting at which it is to be used.

Use of proxies by deputy

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

Attendance at proceedings

111 (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 on his written request. 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

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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 attorney to represent them.

LIQUIDATOR AND COMMITTEE OF INSPECTION

Remuneration of liquidator

112 (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 realized, 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 Registrar of Companies is of opinion that the remuneration of a liquidator as fixed by the committee of inspection is unnecessarily large, he may apply to the Court which shall fix the amount of the remuneration.

(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 realizations 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.

Limit of remuneration

113 Except as provided by the Act or the rules, a liquidator shall not make any arrangement for, or accept from any attorney, 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 attorney, auctioneer, or other person.

Dealings with assets

114 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 Registrar of Companies 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.

Restriction on purchase of goods by liquidator

115 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.

Committee of inspection not to make profit

116 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 Registrar of Companies 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.

Costs of obtaining sanction of court

117 In any case in which the sanction of the Court is obtained under rules 115 and 116, 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.

Sanction of payment to committee

118 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 service, 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.

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Discharge of costs before assets handed to liquidator

119 (1) When a liquidator appointed by the Court has notified his appointment to the Registrar of Companies and has given security, 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 four per centum 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 an 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 rule and rule 120 shall only apply in a winding-up by the Court.

Resignation of liquidator

120 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.

Office of liquidator vacated by his insolvency

121 If a receiving order in bankruptcy is made against a liquidator, he shall thereupon 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

Special bank account

122 (1) Where the liquidator in a winding-up by the Court is authorized to have a special bank account [*Forms 69 and 70*], 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 Registrar of Companies to authorize the liquidator in a winding-up by the Court to make his payment into and out of a special bank account, the Registrar of Companies may grant such authorization for such time and on such terms as he may think fit, and may at any time order the account to be closed if he is of opinion that the account is no longer required for the purposes mentioned in the application.

BOOKS

Record Book

123 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 an attorney 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 Registrar of Companies.

Cash Book

124 (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 Registrar of Companies 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

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inspection (if any) when required, and not less than once every three 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.

INVESTMENT OF FUNDS

Investment of assets in securities and realization of securities

125 (1) Where in a winding-up by the Court or in a creditors voluntary winding-up the committee of inspection are of opinion that any part of the cash balance standing to the credit, of the account of the company should be invested, they shall sign a certificate and request [Form 71], and the liquidator shall transmit such certificate and request to the Registrar of Companies.

(2) Where the committee of inspection in any such winding-up are of opinion that it is advisable to sell any of the securities in which the moneys of the company's assets are invested they shall sign a certificate and request [Form 72] to that effect, and the liquidator shall transmit such certificate and request to the Registrar of Companies.

(3) Where there is no committee of inspection in any such winding-up as is mentioned in paragraphs (1) and (2) of this rule and in every member's voluntary winding-up, if a case has in the opinion of the liquidator arisen under section 264 of the Act for an investment of funds of the company or a sale of securities in which the company's funds have been invested, the liquidator shall sign and transmit to the Registrar of Companies a certificate of the facts on which his opinion is founded, and a request to him to make the investment or sale mentioned in the certificate, and if he thinks fit, invest or sell the whole or any part of the said funds and securities, as provided in the said section, and the said certificate and request shall be a sufficient authority to the Registrar of Companies for the said investment or sale.

ACCOUNTS AND AUDIT IN A WINDING-UP BY THE COURT

Audit of cash book

126 The committee of inspection shall not less than once every three months audit the liquidator's cash book and certify [Form 73] therein under their hands the day on which the said book was audited.

Registrar of Companies audit of liquidator's accounts

127 (1) The liquidator shall, at the expiration of six months from the date of the winding-up order, and at the expiration of every succeeding six months thereafter until his release, transmit to the Registrar of Companies 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 realized, and explaining the cause of the non-realization of such assets as may be unrealized. The liquidator shall also at the end of every six months forward to the Registrar of Companies, with his accounts, a report upon the position of the liquidation of the company in such form as the Registrar of Companies may direct.

(2) When the assets of the company have been fully realized and distributed, the liquidator shall forthwith send in his accounts to the Registrar of Companies, although the six months may not have expired.

(3) The accounts sent in by the liquidator shall be verified by him by affidavit [*Form 74*].

Liquidator carrying on business

128 (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 [*Form 75*], and the liquidator shall thereupon 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.

Copy of accounts to be filed

129 When the liquidator's accounts have been audited, the Registrar of Companies 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 180 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 12.

Summary of accounts

130 (1) The liquidator shall prepare a summary of such accounts and shall, subject to any dispensation granted by the Registrar of Companies send a printed copy of that summary by post to every creditor and contributory.

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(2) The cost of printing and posting such copy shall be a charge upon the assets of the company.

Affidavits of no receipts or payments

131 Where a liquidator has not since the date of his appointment or since he last 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 Registrar of Companies, forward to him an affidavit of no receipts or payments.

Proceedings on resignation, etc., of liquidator. Disposal of books

132 (1) 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.

(2) The Registrar of Companies 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 of the liquidator as are no longer required for the purpose of the liquidation may be sold, destroyed or otherwise disposed of.

Expenses of sales

133 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 Registrar. 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 IN VOLUNTARY WINDING-UP

Time for and form of liquidator's account

134 The account required by sections 213 and 223 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 such form as the Chief Justice shall direct.

Taxation of costs payable by or to Official Receiver or liquidator or by Company

135 Every attorney, manager, accountant, auctioneer, broker or other person employed by the Official Receiver or liquidator in a winding-up by the Court shall on request [*Form 77*] 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 of the Official Receiver or liquidator shall be in Form 77.

Lodgement of bill

136 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 Registrar.

Copy of the bill to be furnished

137 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.

Applications for costs

138 Where any party to, or person affected by, any proceeding other than a proceeding under section 111 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 proceeding:—

(1) Such party or person shall serve notice of his intended application on the Official Receiver or on the liquidator, as the case may be.

(2) The Official Receiver or liquidator may appear on such application and object thereto.

(3) 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.

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COSTS AND EXPENSES PAYABLE OUT OF THE ASSETS OF THE COMPANY

Liquidators charges

139 (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 an attorney he may contract that the remuneration for his services as liquidator shall include all professional services.

Costs payable out of the assets

140 (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, realizing 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:—

- (1) The taxed costs of the petition, including the taxed costs of any person appearing on the petition whose costs are allowed by the Court.
- (2) The remuneration of the special manager, if any.
- (3) The costs and expenses of any person who makes or concurs in making, the company's statement of affairs.
- (4) 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 realizing the assets of the company.

- (5) The necessary disbursements of any liquidator appointed in the winding-up by the Court, other than expenses properly incurred in preserving, realizing or getting in the assets heretofore provided for.
- (6) The costs of any person properly employed by any such liquidator.
- (7) The remuneration of any such liquidator.

(8) The actual out-of-pocket expenses necessarily incurred by the committee of inspection, subject to the approval of the Registrar of Companies.

(2) No payments in respect of bill of costs, charges or expenses of attorneys, managers, accountants, auctioneers, brokers or other persons, other than payments for costs, charges or expenses fixed or allowed by the Court under the Act or the rules, or sanctioned by the Official Receiver under rule 38, shall be allowed out of the assets of the company unless they have been duly taxed and allowed by the Registrar. The Registrar shall, before passing the bill of costs, charges or expenses of an attorney satisfy himself that the appointment of an attorney 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 two hundred dollars, be paid and allowed by the Official Receiver or liquidator, as the case may be, without taxation.

(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 to be paid by the company or the liquidator, or the rights of the person to whom such costs are payable.

Conclusion of winding-up

141 The winding-up of a company shall, for the purposes of section 256 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 the Court releases the liquidator under section 178 of the Act; and
- (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 Consolidated Fund under section 257 of the Act.

Times for sending liquidator's statements and regulations applicable thereto

142 (1) 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

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commencement shall be sent to the Registrar of Companies in duplicate verified by an affidavit.

(2) The first statement, commencing at the date when a liquidator was first appointed and brought down to the end of twelve months from the commencement of the winding-up, shall be sent within 30 days from the expiration of such twelve months, or within such extended period as the Registrar of Companies 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 realized and distributed before the expiration of a half-yearly interval a final statement shall be sent forthwith.

(3) Subject to rule 143, Form 78, and where applicable Forms 80, 81 and 82 with such variations as circumstances may require, shall be used, and the directions specified in the Form shall (unless the Court otherwise directs) be observed in reference to every statement.

Affidavit of no receipts or payments

143 Where in a voluntary winding-up a liquidator has not during any period for which a statement has to be sent under rule 142, received or paid any money on account of the company he shall, at the period he is required to transmit his statement, send to the Registrar of Companies the prescribed statement in the Form 78, 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 the Form No. 79.

UNCLAIMED FUNDS AND UNDISTRIBUTED ASSETS IN THE HANDS OF A LIQUIDATOR

Payment of undistributed and unclaimed money into companies liquidation account

144 (1) All money in the hands or under the control of a liquidator of a company representing unclaimed dividends, which for six 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 six months be paid into the Consolidated Fund.

(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 subsection (1) of section 257 of the Act, the liquidator is to pay into the Consolidated Fund, shall be ascertained as on the date on 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 Consolidated Fund shall be the minimum balance of such money which the liquidator has had in his hands or under his control during the six months immediately preceding the date which the statement is brought

down, less such part, if any, thereof as the Registrar of Companies may authorize him to retain for the immediate purposes of the liquidation. Such amount shall be paid into the Consolidated Fund within fourteen 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 Consolidated Fund.

(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 Consolidated Fund pursuant to paragraph (2), the liquidator shall realize the investment or withdraw the deposit, and shall pay the proceeds into the Consolidated Fund:

Provided that such securities may with the permission of the Minister be transferred to the control of the Minister instead of being forthwith realized and the proceeds paid into the Consolidated Fund. If and when money represented by the securities is required wholly or in part for the purposes of the liquidation, the Minister may realize the securities wholly or in part and pay the proceeds of realization into the Consolidated Fund and deal with the same in the same way as other moneys paid into the said Fund may be dealt with.

Liquidator to furnish information to Minister

145 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 Consolidated Fund. The Minister may require such particulars to be verified by affidavit.

Minister may call for verified accounts

146 (1) In a voluntary winding-up, the Minister may at any time order any such person as is mentioned in rule 145 to submit to him 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 257 of the Act, and the Rules, the Court has and may exercise all the powers conferred by the

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Bankruptcy Act 1870, with respect to the discovery and realization of the property of a debtor, and the provisions of that Act with respect thereto shall, with any necessary modification, apply to proceedings under section 257 of the Act.

Application to the Court for enforcing account, and getting in money

147 An application by the Minister for the purpose of ascertaining and getting in money payable into the Consolidated Fund pursuant to section 257 of the Act shall be made by motion and, where the winding-up is by the Court, shall be made to and dealt with by a Judge.

Application for payment out by person entitled

148 An application by a person claiming to be entitled to any money paid into the Consolidated Fund in pursuance of section 257 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.

Application by liquidator for payment out

149 A liquidator who requires to make payments out of money paid into the Consolidated Fund in pursuance of section 257 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

Proceedings for release of liquidator

150 (1) A liquidator in a winding-up by the Court, before making application to the Minister for his release, shall give notice [*Forms 84, 85, and 86*] 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 the receipts and payments in the winding-up.

(2) When a liquidator has been granted a release, a notice of the order granting the release shall be published by the liquidator in an appointed newspaper. The cost of the notice shall be charged against the company's costs.

Disposal of books and papers

151 (1) The Registrar of Companies may order that the books and papers of a company which has been wound up shall not be destroyed for such period (not exceeding five years from the dissolution of the company) as he thinks proper.

(2) Any creditor or contributory may make representations to the Registrar of Companies with regard to the destruction of such books and papers and may appeal to the Court from any order made by the Registrar of Companies under this rule.

(3) Subject to any order of the Court, the Registrar of Companies may by a further order vary or rescind any order made by it under this rule.

(4) A resolution for the destruction of the books and papers of such a company within the said period of five years, or any shorter period fixed by an order of the Registrar of Companies in force at the date of such resolution, shall not take effect until the expiration of such period of five years or of such shorter period unless the Registrar of Companies otherwise directs.

(5) At least one week's notice shall be given to the Registrar of Companies 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 five years or shorter period.

Duties where no assets

152 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 direction of the Registrar of Companies.

Accounting by Official Receiver

153 (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 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 liquidator 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.

Official Receiver to act for Registrar of Companies where no committee of inspection

154 Where there is no committee of inspection in a winding-up by the Court any functions of the committee of inspection which devolve on the Registrar of Companies may, subject to the direction of the Registrar, be exercised by the Official Receiver.

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Appeals from Minister and Official Receiver

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

Application to examine person on oath

156 Any application to the Court to examine any person on oath shall be made ex parte and shall be supported by a report to the Court filed with the Registrar, stating the circumstances under which the application is made.

Enlargement or abridgement of time

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

Formal defect not to invalidate proceedings

158 (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 the Official Receiver, liquidator or member of a committee of inspection shall vitiate any act done by him in good faith.

Application of existing procedure

159 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, in the Court be in accordance with its rules and practice.

APPENDIX

FORM 1. (rule 6.)

FORM OF SUMMONS (General)

(Title)

Let^(a) [blank] attend at [blank] on [blank] the [blank] day of 19 [blank], at [blank] o'clock in the [blank] noon on the hearing of an application of^(b) for an order that ^(c) [blank]

DATED the [blank] day of [blank], 19 [blank].

This summons was taken out by [blank] of [blank] Attorneys for [blank]
To [blank]

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

FORM 2. (rule 17.)

PETITION

(Title)

To the Supreme Court of Bermuda.

The humble petition of ^(a) showeth as follows —

1 The [blank] Company, Limited (hereinafter called the Company), was in the month of [blank] incorporated under the (state Act of incorporation)

2 The registered office of the company is at ^(b)

3 The authorized capital of the company is [blank]. The amount of the capital paid up or credited as paid up is \$ [blank]

4 The objects for which the company was established are as follows—

^(a) Name of respondent.

^(b) Name and description of applicant.

^(c) State object of application.

^(a) Insert full name, title, etc., of petitioner.

^(b) State the full address of the registered office so as sufficiently to show where it is situate.

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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 [blank] Company, Limited may be wound up by the court under the provisions of the Companies Act 1981.

(c) (That the voluntary winding-up of the Company, 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: (d) It is intended to serve this petition on [blank]

FORM 3. (rule 17.)

PETITION BY UNPAID CREDITOR ON SIMPLE CONTRACT

(Title)

Paragraphs 1, 2, 3, and 4 as in Form 2.

5 The company is indebted to your petitioner in the sum of \$ [blank] for (a) [blank]

6 Your petitioner has made application to the company for payment of his debt, but the company has failed and neglected to pay the same or any part thereof.

7 The company is (insolvent and) unable to pay its debts.

8 In the circumstances it is just and equitable that the company should be wound up.

Your petitioner, therefore, &c. (as in Form 2) .

(c) Add words in brackets if supervision order is asked for.

(d) This note will be unnecessary if the Company is petitioner.

(a) State consideration for the debt, with particulars as to establish that the debt claimed is due.

FORM 4. (rule 19.)

ADVERTISEMENT OF PETITION

(Title)

Notice is hereby given that a petition for the winding-up of the above-named company by ^(a) the Supreme Court of Bermuda was, on the [blank] day of [blank], 19 [blank], presented to the said court by the said company (or, as the case may be). And that said petition is directed to be heard before the court at [blank] m. on the [blank] day of [blank], 19 [blank]; and any creditor or contributory of the said company desirous to support or oppose the making of an order on the said petition may appear at the time of hearing by himself or his counsel for that purpose; and a copy of the petition will be furnished to any creditor or contributory of the said company requiring the same by the undersigned on payment of the regulated charge for the same.

Signed ^(b) (Name)
(Address)

NOTE: Any person who intends to appear on the hearing of the said petition must serve on or send by post to the above-named, notice in writing of his intention so to do. The notice must state the name and address of the person, or, if a firm, the name and address of the firm, and must be signed by the person or firm, or his or their attorney (if any), and must be served, or if posted, must be sent by post in sufficient time to reach the above-named not later than six o'clock in the afternoon of the [blank] of 19 [blank]

FORM 5. (rule 20.)

AFFIDAVIT OF SERVICE OF PETITION ON MEMBERS, OFFICERS OR SERVANTS, & C.

(Title)

In the matter of a petition dated [blank]

I, [blank], of [blank], 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 place of business of the company).

^(a) If the winding-up is to be subject to supervision insert instead of "by" the words "subject to the supervision of".

^(b) To be signed by the attorney to the petitioner or by the petitioner if he has no attorney.

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That I did on [blank] day, the [blank] day of [blank], 19 [blank], 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 hours of [blank] in the [blank] noon.

2 (*In the case of no member, officers, or servant of the company being found at the registered office or place of business*).

That I did on [blank] day, the [blank] day of [blank], 19 [blank], 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 [blank] in the [blank] noon (add with whom such sealed copy was left, or where 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, or members, officer, or servant of the company to be served*).

That I did on [blank] day, the [blank] day of [blank], 19 [blank], 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 personally to the said [blank], at (*place*) before the hour of [blank] in the [blank] noon.

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

FORM 6 (rule 20.)

AFFIDAVIT OF SERVICE OF PETITION ON LIQUIDATOR

(Title)

In the matter of a petition, dated for winding-up the above company (by) or (under the supervision of) the Court (*as the case may be*).

I, [blank], of [blank], make oath and say—

That I did on the [blank] day of [blank] 19 [blank], 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 [blank] at (*place*), before the hour of [blank] in the [blank] noon.

The said petition is now produced and shown to me, marked "A".
Sworn at, &c.

FORM 7. (rule 21.)

AFFIDAVIT VERIFYING PETITION

(Title)

I, A.B. of &c., make oath and say, that such of the statements in the petition now produced and shown to me, and marked with the letter "A", as relate to^(a) my own acts and deeds are true, and such of the said statements as relate to the acts and deeds of any other person or persons I believe to be true.

Sworn, &c.

FORM 8. (rule 21.)

AFFIDAVIT VERIFYING PETITION OF A LIMITED COMPANY

(Title)

I, A.B., of &c., make oath and say as follows—

1 I am (a director) (the secretary) of [blank] Company, Limited, the petitioner in the above matter, and am duly authorized by the said petitioner to make this affidavit on its behalf.

2 That such of the statements in the petition now produced and shown to me marked with the letter "A", as relate to the acts and deeds of the said petitioner or to my own acts and deeds, are true, and such of the statements in the said petition as relate to the acts and deeds of any other corporation, person or persons, I believe to be true.

Sworn &c.

FORM 9. (rule 23.)

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

the [blank] day of [blank], 19 [blank].

(Title)

Upon the application, &c., and upon reading, &c., the Court doth hereby appoint the Official Receiver (or as may be) to be provisional liquidator of the above-named company. And the Court doth hereby limit

^(a) If the petition is by a firm, insert "the acts and deeds of my said firm".

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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 authorized to do and the property of which he is to take possession*).

NOTE: It will be the duty of the person who is at the time secretary or chief officer of the company and 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.

FORM 10. (rule 25.)

NOTICE OF INTENTION TO APPEAR ON PETITION

(Title)

Take notice that A.B., of^(a) a creditor for \$ [blank] of (or contributory holding^(b) shares in) the above company intends to appear on the hearing of the petition advertised to be heard on the [blank] day of [blank], 19 [blank], and to support (or oppose) such petition.

(Signed)^(c)

(Address)

FORM 11. (rule 28.)

NOTIFICATION TO OFFICIAL RECEIVER OF WINDING-UP ORDER

(Title)

To the Official Receiver

(Address)

Order pronounced this day by [blank] (*or, as the case may be*) for winding-up the under-mentioned company under the Companies Act 1981.

Name of company
Registered office of company
Petitioner's attorney
Date of presentation of petition

^(a) State full name, or if a firm the name of the firm and address.

^(b) State number and class of shares held.

^(c) To be signed by the person or his attorney or agent.

FORM 12. (rule 28.)

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

(Title)

To the Official Receiver

(Address)

Order pronounced this day by [blank] (or as the case may be) for the appointment of the Official Receiver or as the case may be, the name, address and description of the person appointed) as provisional liquidator prior to any winding-up order being made.

Name of company
Registered office of company
Petitioner's attorney
Date of presentation of petition

FORM 13. (rule 29.)

ORDER FOR WINDING-UP BY THE COURT

[blank] day of [blank], 19 [blank].

(Title)

Upon the petition of the above-named company (or A.B., of &c., a creditor (or contributory) of the above-named company), on the [blank] day of [blank], 19 [blank], preferred unto the Court, and upon hearing [blank] for the petitioner, and [blank] for [blank] and upon reading the said petition, an affidavit of (the said petitioner), filed &c., verifying the said petition, an affidavit of L.M., filed the [blank] day of [blank], 19 [blank], the *Gazette* of the [blank] day of [blank], 19 [blank], the [blank] newspaper of the [blank] day of [blank] 19 [blank], (enter any other papers), each containing an advertisement of the said petition (enter any other evidence), this court doth order that the said [blank] company be wound up by this Court under the provisions of the Companies Act 1981, and that the Official Receiver, or as the case may be, be constituted provisional liquidator of the affairs of the company.

And it is ordered that the costs of [blank] of the said provision be taxed and paid out of the assets of the said company.

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NOTE: It will be the duty of the secretary or chief officer of the company and 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.

FORM 14. (rule 30(1)(c).)

NOTICE OF ORDER TO WIND-UP (FOR NEWSPAPER)

THE COMPANIES ACT 1981

(Title)

In the matter of [blank], Limited.

Winding-up order made [blank], 19 [blank].

Date and place of first meetings —

Creditors [blank], 19 [blank], at [blank]

Contributories [blank], 19 [blank], at [blank]

Official Receiver and
Provisional Liquidator.

FORM 15. (rule 33.)

AFFIDAVIT BY SPECIAL MANAGER VERIFYING ACCOUNT

(Title)

I, [blank], of [blank] 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, &c.

FORM 16. (rule 34.)

STATEMENT OF AFFAIRS

(Title)

STATEMENT OF AFFAIRS on the [blank] day of [blank] 19 [blank], the date of the winding-up order (or such other date as the Official Receiver has for special reasons directed).

I. — As regards Creditors

[Form temporarily omitted]

The nominal amount of unpaid capital liable to be called up is \$ [blank] which is available to meet above deficiency) or (charged to debenture holders), or as the case may be.

STATEMENT OF AFFAIRS

II. — As regards Contributories

[Form temporarily omitted]

I, [blank] of [blank] make oath and say that the foregoing statement and the several lists hereunto annexed marked [blank] are, to the best of my knowledge and belief, a full, true, and complete statement of the affairs of the above-named company, on the [blank] day of [blank] 19 [blank], the date of the winding-up order ^(a).

Sworn at [blank] Bermuda this [blank] day of [blank] 19 [blank].

Before me.

A Commissioner, &c.

Signature.

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NOTE: 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 all crossings-out or other alterations on 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 resworn.

(a) Where the Official Receiver has directed any date other than the date of the winding-up order substitute such other date.

LIST "A"

UNSECURED CREDITORS

The names to be arranged in alphabetical order and numbered consecutively, creditors for \$100 and upwards being placed first.

NOTES:

1 When there is a contra account against the creditor, less than the amount of 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. —

	\$	¢
Total amount of claim	
Less: Contra account	

No such set-off should be included in List "I".

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.

3 The names of any creditors who are also contributories, or alleged to be contributories, of the company must be shown separately, and described as such at the end of the List.

No.
Name
Address and occupation
Amount of debt (\$ and ¢)
Date when contracted (Month/Year)
Consideration

Signature

Dated [blank] 19 [blank].

LIST "B"

**CREDITORS FULLY SECURED (NOT INCLUDING
DEBENTURE HOLDERS)**

No.
Name of creditor
Address and occupation
Amount of debt (\$ and ¢)
Date when contracted (Month/Year)
Consideration
Particulars of security
Date when given
Estimated value of security (\$ and ¢)
Estimated surplus from security (\$ and ¢)
Signature

Dated [blank] 19 [blank].

LIST "C"

CREDITORS PARTLY SECURED

(State whether also contributories of the company)

No.
Name of creditor
Address and occupation
Amount of debt (\$ and ¢)
Date when contracted (Month/Year)
Consideration
Particulars of security
Month and year when given
Estimated value of security (\$ and ¢)
Balance of debt unsecured (\$ and ¢)

Signature

Dated [blank] 19 [blank].

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LIST "D"

**LIABILITIES OF COMPANY ON BILLS DISCOUNTED OTHER THAN
THEIR OWN ACCEPTANCES FOR VALUE**

No.
Acceptor's name, address, and occupation
Whether liable as drawer or endorser
Date when due
Amount (\$ and ¢)
Holder's name, address, and occupation (if known)
Amount expected to rank for dividend (\$ and ¢)

Signature

Dated [blank] 19 [blank].

LIST "E" — OTHER LIABILITIES

**FULL PARTICULARS OF ALL LIABILITIES NOT OTHERWISE
SCHEDULED TO BE GIVEN HERE**

No.
Name of creditor or Claimant
Address and occupation
Amount of liability or claim (\$ and ¢)
Date when liability incurred (Month/Year)
Nature of liability
Consideration
Amount expected to rank against assets for dividend (\$ and ¢)

LIST "F"

**PREFERENTIAL CREDITORS FOR RATES, TAXES, SALARIES AND
WAGES**

No.
Name of creditor
Address and occupation
Nature of claim
Period during which claim accrued due
Date when due
Amount of claim (\$ and ¢)
Amount payable in full (\$ and ¢)
Difference ranking for dividend (\$ and ¢)

Signature

Dated [blank] 19 [blank].

LIST "G"

LIST OF DEBENTURE HOLDERS

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 (\$ and ¢)

Description of assets over which security extends

Signature

Dated [blank] 19 [blank].

LIST "H"

PROPERTY

Full particulars of every description of property not included in any other lists are to be set forth in this list

[Form temporarily omitted]

Signature

Dated [blank] 19 [blank].

LIST "I"

DEBTS DUE TO THE COMPANY

The names to be arranged in alphabetical order, and numbered consecutively.

NOTE: If any debtor to the company is also a creditor, but for a less amount than his indebtedness, the gross amount due to the company

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and the amount of the contra account should be shown on the 3rd column, and the balance only be inserted under the heading "Amount of Debt", thus —

	\$	¢
Due to company	
Less: Contra account	

No such claim should be included in sheet "A".

No.
Name
Residence and occupation
Amount of debt:
 Good (\$ and ¢)
 Doubtful (\$ and ¢)
 Bad (\$ and ¢)
Folio of ledger or other book where particulars are to be found
When contracted (Month/Year)
Estimated to produce (\$ and ¢)
Particulars of any securities held for debt

Signature

Dated [blank] 19 [blank].

LIST "J"

**BILLS OF EXCHANGE, PROMISSORY NOTES, &c., ON HAND
AVAILABLE AS ASSETS**

No.
Name of acceptor of bill or note
Address, etc.
Amount of bill or note (\$ and ¢)
Date when due
Estimated to produce (\$ and ¢)
Particulars of any property held as security for payment of bill or note

Signature

Dated [blank] 19 [blank].

LIST "K"

UNPAID CALLS

Consecutive No.
No. of Share Register
Name of shareholder
Address and occupation
No. of shares held
Amount of call per share unpaid (\$ and ¢)
Total amount due (\$ and ¢)
Estimated to realize (\$ and ¢)

Signature

Dated [blank] 19 [blank].

LIST "L"

LIST OF FOUNDERS' SHARES

Consecutive No.
Register No.
Name of shareholder
Address
Nominal amount of share
No. of shares held
Amount per share called up (\$ and ¢)
Total amount called up (\$ and ¢)

Signature

Dated [blank] 19 [blank].

LIST "M"

LIST OF ORDINARY SHARES

Consecutive No.
Register No.

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Name of shareholder
Address
Nominal amount of share
No. of shares held
Amount per share called up (\$ and ¢)
Total amount called up (\$ and ¢)

Signature

Dated [blank] 19 [blank].

LIST "N"

LIST OF PREFERENCE SHARES

Consecutive No.
Register No.
Name of shareholder
Address
Nominal amount of share
No. of shares held
Amount per share called up (\$ and ¢)
Total amount called up (\$ and ¢)

Signature

Dated [blank] 19 [blank].

LIST "O" ⁽¹⁾

DEFICIENCY ACCOUNT

- ⁽¹⁾ Deficiency Account Where Winding-Up Order Made Within Three Years of Formation of Company

[Form temporarily omitted]

LIST "O" ⁽²⁾

DEFICIENCY ACCOUNT

- ⁽²⁾ Deficiency Account Where Winding-Up Order Made More Than Three Years of Formation of Company

[Form temporarily omitted]

LIST "P"

**IN SUBSTITUTION FOR SUCH OF THE LISTS NAMED "A" TO "O" AS
WILL HAVE TO BE RETURNED BLANK**

[Form temporarily omitted]

FORM 17. (rule 40.)

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

In the matter, &c.

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 (*or notice*) dated the [blank] day of [blank], 19 [blank], and held on the [blank] day of [blank], 19 [blank], at [blank], in the [blank], do hereby report to the court the result of such meeting as follows—

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The said meeting was attended, either personally or by proxy, by [blank] creditors whose proof of debt against the said company were admitted for voting purposes, amounting in the whole to the value of \$ [blank] (or by [blank] contributories, holding in the whole [blank] shares in the said company, and entitled respectively by the bye-laws of the company to the number of votes hereinafter mentioned.

The question submitted to the said meeting was, whether the creditors (or contributories) of the said company wished that (*here state 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)

[Form temporarily omitted]

FORM 18. (rule 40.)

ORDER APPOINTING LIQUIDATOR

(Title)

the [blank] day of [blank] 19 [blank].

Upon the application of the Official Receiver and provisional liquidator of the above-named company, by summons dated [blank] and upon hearing the applicant in person and upon reading the order to wind-up the said company dated [blank] 19 [blank], and the reports of the Official Receiver of the results of the meetings of creditors and contributories made to the court and respectively dated the [blank], and the affidavit of [blank] as to the fitness of the liquidator hereinafter named filed [blank]. It is ordered that [blank] of [blank] be appointed liquidator of the above-named company.

^(a) It is also ordered that the following persons be appointed a committee of inspection to act with the said liquidator, namely—

And it is ordered that the said liquidator do within seven days from the date of this order give security to the satisfaction of the Official Receiver as provided by the Companies (Winding-Up) Rules.

And notice of this order is to be gazetted and advertised in the^(b).

^(a) Here set out majorities by which the respective resolutions were carried.

^(a) To be struck out if no committee of inspection appointed. Rule 57.

^(b) State name of newspaper (if any).

FORM 19. (rule 41.)

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

(Title)

This is to certify that A.B., of [blank], who was on the [blank] day of [blank] 19 [blank], appointed liquidator (or special manager) of the above-named company, has duly given security to the satisfaction of the Minister.

Dated this [blank] day of [blank] 19 [blank].

(Signed) J.S.
Minister of Finance

FORM 20. (rule 40.)

ADVERTISEMENT OF APPOINTMENT OF LIQUIDATOR

In the matter of [blank], Limited.

By order of the [blank], dated the [blank] day of [blank] 19 [blank], Mr. [blank] of [blank] has been appointed liquidator of the above-named company with (or without) a committee of inspection.

Dated this [blank] day of [blank] 19 [blank]

FORM 21. (rule 40.)

NOTICE OF APPOINTMENT OF LIQUIDATOR

**MEMBERS OF CREDITORS VOLUNTARY WINDING-UP OR
WINDING-UP BY THE COURT**

Pursuant to section 228

Name of company or title of proceedings (as the case may be)

To The Registrar of Companies.

I, (or We) [blank] of [blank] hereby give you notice that I (or we) have been appointed liquidator(s) of [blank] Company, Limited by ^(a)

(Signature)^(b)

^(a) State whether appointed by resolution of the company or by the creditors or by order of the court and give date of resolution or order.

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Dated this [blank] day of [blank] 19 [blank]

Presented for filing by [blank]

FORM 22. (rule 43.)

ORDER DIRECTING A PUBLIC EXAMINATION

(Title)

Upon reading the reports of the Official Receiver in the above matter dated respectively the [blank] day of [blank] 19 [blank], the [blank] day of [blank] 19 [blank] and [blank]

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, and 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
Connexion with the company

FORM 23. (rule 44.)

ORDER APPOINTING A TIME FOR PUBLIC EXAMINATION

(Title)

Upon the application of the Official Receiver in the above matter, it is ordered that the public examination of [blank] who, by the order of the court dated the [blank] day of [blank] 19 [blank], was directed to attend before the court to be publicly examined, be held at the Supreme Court on the [blank] day of [blank] 19 [blank], at [blank] o'clock in the [blank] noon.

And it is ordered that the above-named do attend at the place and time above-mentioned.

Dated this [blank] day of [blank] 19 [blank]

^(b) To be signed by each liquidator if more than one.

NOTE: Notice is hereby given that if you, the above-named [blank] fail, without reasonable excuse, to attend at the time and place aforesaid, you will be liable to be committed to prison without further notice.

FORM 24. (rule 44.)

NOTICE TO ATTEND PUBLIC EXAMINATION

(Title)

Whereas by an order of this court, made on the [blank] day of [blank], 19 [blank], it was ordered that you, the undermentioned [blank] should attend before the court on the 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 [blank] day of [blank] 19 [blank], at [blank] o'clock, in the [blank] noon, before the [blank] sitting at [blank] 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 writing 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 [blank] day of [blank] 19 [blank]

Official Receiver

FORM 25. (rule 48.)

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

(Title)

Ex parte the Official Receiver.

^(a) Insert director officer (or as the case may be).

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I, [blank] the Official Receiver herein, do hereby, pursuant to rule 48 of the Companies (Winding-Up) Rules, apply to the court for an order for the appointment of [blank] of [blank] to take down in shorthand the notes of examination of [blank] at their public examination, the costs of taking such notes, and of making a transcript thereof, to be paid in accordance with rule 48.

Dated this [blank] day of [blank] 19 [blank]

Official Receiver

Before [blank]

Upon the application of the Official Receiver the court hereby appoints [blank] of [blank] to take down in shorthand the notes of examination of the person mentioned in the above application at their public examination, or at any adjournment thereof pursuant to rule 48 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 48.

Dated this [blank] day of [blank] 19 [blank]

FORM 26. (rule 48.)

DECLARATION BY SHORTHAND WRITER

(Title)

Before

I, [blank], of [blank] the shorthand writer appointed by this court to take down the examination of [blank], do solemnly and sincerely declare that I will truly and faithfully take down the question and answers put to and give by the said [blank] in this matter, and will deliver true and faithful transcripts thereof as the court may direct.

Dated this [blank] day of [blank] 19 [blank]

(Declared before me at the time and place above-mentioned).

FORM 27. (rule 49.)

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

(Title)

At the examination of^(a) [blank] held before me this [blank] day of [blank] 19 [blank], the following question was (allowed by me to be) put to the said ([blank]).

Q.^(b)

The ^(c) [blank] refused to answer the said question.

(or The ^(c) [blank] answered the said question as follows:—

A.^(d)

I thereupon named the [blank] day of [blank] 19 [blank], at [blank] as the time and place for such (refusal to) answer to be reported to the Hon. Mr. [blank] Justice [blank] (or His Honour Mr. Justice [blank]).

Dated this [blank] day of [blank] 19 [blank]

Registrar.
(or as the case may be)

FORM 28. (sec. 196.)

ORDER ON PERSONS TO ATTEND AT CHAMBERS TO BE EXAMINED

(Title)

A.B. of &c., and E.F. of &c., are hereby severally ordered to attend at^(a) on the [blank] day of [blank] 19 [blank], at [blank] of the clock in the [blank] noon, to be examined on the part of the Official Receiver (or the liquidator) for the purpose of proceedings directed by the court to be taken in the above matter. (And the said A.B. is hereby required to bring with him and produce, at the time and place aforesaid, the documents mentioned in the schedule hereto, and all other books, papers, deeds,

^(a) eg. A.B. a person ordered to attend for examination.

^(b) Here state question.

^(c) Witness.

^(d) Here insert answers (if any).

^(a) State place of examination.

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writings, and other documents in his custody or power in anywise relating to the above-named company).

Dated this [blank] day of [blank] 19 [blank]

This order was made on the application of Messrs. C. and D., of [blank]

Attorneys for [blank]

The schedule above referred to.

FORM 29. (rule 45.)

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

(Title)

To the Provost Marshal General of our said Court, and to each and all the police officers of the Colony [sic] and to the Commissioner of Prisons.

WHEREAS by an order of this Court, made on the [blank] day of [blank] 19 [blank],^(a) [blank] 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 hath been made to appear to the satisfaction of the Court that the [blank] day of [blank] 19 [blank], at [blank] o'clock in the [blank] noon before the court sitting at the Supreme Court 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 up the said ^(a)

(AND WHEREAS the said ^(a) [blank] did without good cause fail to attend on the said [blank] day of [blank] 19 [blank], for the purpose of being examined, according to the requirements of the said order of this court made on the [blank] day of [blank] 19 [blank], directing him so to attend)

(or, and that the said ^(a) [blank] has absconded

(or, and that there is good reason to believe that the said ^(a) [blank] is about to abscond) with a view to avoiding examination under the Companies Act 1981.

THESE ARE THEREFORE to require you the said Provost Marshal General and police officers to take the said ^(a) [blank] and to deliver him to the Commissioner of Prisons, and you the said

^(a) Name of person required to attend.

Commissioner of Prisons to receive the said ^(a) [blank] and him safely keep in prison until such time as this Court may order.

Dated this [blank] day of [blank] 19 [blank]
Registrar.

FORM 30. (rule 45.)

**ORDER FOR WARRANT OF ARREST OF PERSON WHO HAS FAILED
TO ATTEND PUBLIC EXAMINATION**

(Title)

Upon the application of S.W. the Official Receiver and Liquidator of the above-named company by summons dated the [blank] day of [blank] 19 [blank], and upon hearing the applicant in person and upon reading the order to wind-up the said company dated [blank] the order dated [blank] and the affidavit of C.D. filed [blank] and the exhibits therein referred to and by which said affidavit it has been made to appear to the court that by the said order dated [blank] A.B. was directed to attend before the court on a day to be named for the purpose and be publicly examined as to the matters referred to in the said order that the [blank] day of [blank] at [blank] o'clock in the [blank] noon at the Supreme Court, were appointed as the day, time and place for holding the said examination and it has also been duly proved by the said affidavit of C.D. that the said order dated the [blank] and the notice to attend such examination on the [blank] at [blank] o'clock respectively had been duly served upon the said A.B. and it appearing that the said A.B. without good cause failed to attend the [blank] in pursuance of the said order of the (date). IT IS ORDERED that a warrant do issue for the arrest of the said A.B.

Dated this [blank] day of [blank] 19 [blank]
Registrar.

FORM 31. (rule 51.)

DISCLAIMER

(Title)

Pursuant to an order of the court dated the [blank] day of [blank] 19 [blank].

I, [blank] the liquidator of the above-named company, hereby disclaim all interest in the lease dated the [blank] day of [blank] 19

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[blank], whereby the premises^(a) [blank] were demised to [blank] at a rent of \$ [blank] *per annum* for a term of [blank].

Notice of this disclaimer has been given to [blank]

Dated this [blank] day of [blank] 19 [blank]

Liquidator.

FORM 32. (rule 51.)

NOTICE OF DISCLAIMER OF LEASE

(Title)

Take notice that, pursuant to an order of the court dated the [blank] day of [blank] 19 [blank], I, [blank] the liquidator of the above-named company, by writing under my hand bearing date the [blank] day of [blank] 19 [blank], disclaimed all interest in the lease dated the [blank] day of [blank] 19 [blank], whereby the premises^(a) [blank] were demised to at a rent of \$ [blank] *per annum* for a term of [blank]

The above-mentioned disclaimer has been filed at the Registry of the Supreme Court.

Dated this [blank] day of [blank] 19 [blank]

Liquidator.

FORM 33. (rule 54.)

NOTICE BY LIQUIDATOR REQUIRING PAYMENT OF MONEY OR DELIVERY OF BOOKS, &c., TO LIQUIDATOR

(Title)

Take notice that I, the undersigned^(a) have been appointed liquidator of the above-named company, and that you, the undermentioned^(b) [blank], are required within [blank] days after service hereof, to pay to me (or deliver, convey, surrender, or transfer to or into my hands) [blank] as liquidator of the said company at my office, situate at^(c) [blank] &c., the sum of \$ [blank], being the amount of debt appearing to be due from you on your account with the said company (or any sum

^(a) Insert description of the property disclaimed.

^(a) Insert description of the property disclaimed.

^(a) Name of liquidator.

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

^(c) Address of liquidator's office.

or balance, books, papers, estate or effects), (*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 [blank] day of [blank] 19 [blank]

(Signed)

Liquidator.

To ^(b)

(Address)

FORM 34. (rule 54.)

**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 to the debts of others, are distinguished.

FIRST PART — CONTRIBUTORIES IN THEIR OWN RIGHT

Serial No.

Name

Address

Description

Number of shares (*or extent of interest*)

Amount called up \$^(a)

Amount paid up \$^(a)

^(a) At date of commencement of winding-up.

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**SECOND PART — CONTRIBUTORIES AS BEING
REPRESENTATIVES OF, OR LIABLE TO
THE DEBTS OF, OTHERS**

Serial No.
Name
Address
Description
In what character included
Number of shares (or extent of interest)
Amount called up \$^(a)
Amount paid up \$^(a)

FORM 35. (rule 55.)

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

(Title)

Take notice that I, [blank] the liquidator of the above-named company, have appointed the [blank] day of [blank] 19 [blank], at [blank] of the clock in the [blank] noon at ^(a) [blank] to settle the list of the contributories of the above-named company, made out by me, pursuant to the Companies Act 1981, 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; and 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 [blank] day of [blank] 19 [blank]

Liquidator.

To Mr. A.B. (and to Mr. C.D., his attorney)

No. on List
Name
Address
Description
In what character included
Number of shares (or extent of interest)

^(a) At date of commencement of winding-up.

^(a) Insert place of appointment.

Amount called up \$ ^(b)

Amount paid up \$ ^(b)

FORM 36. (rule 55.)

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

(Title)

I, [blank] a ^(a) [blank] make oath and say as follows:—

1. That I did on the [blank] day of [blank] 19 [blank], send to each contributory mentioned in the list of contributories made out by the (Official Receiver and) liquidator on the [blank] day of [blank] 19 [blank], 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 and ^(b) [blank] 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 [blank] before the hour of [blank] o'clock in the [blank] noon on the said day [blank].

Sworn, &c.

FORM 37. (rule 56.)

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

(Title)

Pursuant to the Companies Act 1981, 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 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

^(b) At date of commencement of winding-up.

^(a) State the description of the deponent.

^(b) "Number of shares" or "extent of interest".

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contributories as contributories of the said company in respect of the^(a) [blank] 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 to the debts of others.

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

3 I have, in the sixth column of the first part of the First Schedule and in the seventh 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 seventh and eighth columns of the first part of the First Schedule hereto and in the eighth and ninth 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 at such date in respect of their shares (or interest).

5 Before settling the said list, I was satisfied by the affidavit of [blank], clerk to [blank], 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) [blank] 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 [blank] day of [blank] 19 [blank]

In the matter of [blank]

FIRST PART — CONTRIBUTORIES IN THEIR OWN RIGHT

Serial No. in List

Name

Address

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

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

Description
Number of shares (or extent of interest)
Date when included in the List
Amount called up \$
Amount paid up \$

In the matter of [blank] Limited.

**SECOND PART — CONTRIBUTORIES AS BEING
REPRESENTATIVES OF OR LIABLE TO
THE DEBTS OF OTHERS**

Serial No. in List
Name
Address
Description
In what character included
Number of shares (or extent of interest)
Date when included in the List
Amount called up \$
Amount paid up \$

In the matter of [blank] Limited

The SECOND SCHEDULE above referred to

Serial No. in List
Name
Address
Description
In what character proposed to be included
Number of shares (or extent of interest)
Date when excluded from the List

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FORM 38. (rule 57.)

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

(Title)

Take notice that I, [blank], the liquidator of the above-named company have, by certificate, dated the [blank] day of [blank] 19 [blank], 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 be excluded therefrom, must be made by you to the court by summons within twenty-one 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 Registry of the Supreme Court on any day between the hours of [blank] and [blank]

Dated this [blank] day of [blank] 19 [blank]

(Signed)

Liquidator.

To Mr. [blank]
(or to Mr. [blank] his attorney).

No. in List
Name
Address
Description
In what character included
Number of shares (or extent of interest)
Amount called up ^(a)
Amount paid up ^(a)

^(a) At date of commencement of winding-up.

FORM 39. (rule 59.)

SUPPLEMENTAL LIST OF CONTRIBUTORIES

(Title)

1 The following is a list of persons who, since making out the list of contributories herein, dated the [blank] day of [blank] 19 [blank], 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 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 to the debts of others, are distinguished.

(The supplemental list is to be made out in the same form as the original list)

FORM 40. (rule 57.)

AFFIDAVIT OF SERVICE OF NOTICE TO CONTRIBUTORY

(Title)

I, [blank] ^(a) of [blank], make oath and say as follows:—

1 I did on the [blank] day of [blank] 19 [blank], 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, addresses, and descriptions appear in the second, third, and fourth 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 [blank] day of [blank] 19 [blank], and now on 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, address,

^(a) State full description of the deponent.

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description, in what character included, and ^(b) [blank] and the amount paid up and the amount called up at the date of the commencement of the winding-up 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 such copies respectively, duly addressed to such persons respectively, according to their respective names and addresses appearing in the said schedule, and by placing the same prepaid in the Post Office at [blank] before the hours of [blank] o'clock in the [blank] noon of the said [blank] day of [blank], 19 [blank].

Sworn, &c.

FORM 41. (rule 58.)

ORDER ON APPLICATION TO VARY LIST OF CONTRIBUTORIES

(Title)

Upon the application of W.N., by summons dated the [blank] day of [blank], 19 [blank], 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 &c., and upon reading &c., 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 [blank] 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, to be taxed in case the parties differ).

FORM 42. (rule 60(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 [blank] on the ^(a) [blank] day of [blank], 19

^(b) "Number of shares" or "extent of interest".

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

[blank], at [blank] o'clock in the [blank] noon, for the purpose of considering and obtaining the sanction of the committee to a call of \$ [blank] 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 [blank] day of [blank] 19 [blank]

(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 \$ [blank] or thereabouts.

2 The assets of the company are estimated to realize the sum of \$ [blank]. There are no other assets, except the amount due from certain of the contributories to the company, and in my opinion it will not be possible to realize in respect of the said amounts more than \$ [blank].

3 The list of contributories has been duly settled, and persons have been settled on the list in respect of the total number of [blank] 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 \$ [blank] will be required in addition to the amount of the company's assets hereinbefore mentioned.

5 In order to provide the said sum of \$ [blank] 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 realizing the amount required it is necessary that a call of \$ [blank] per share should be made.

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(Annexed tabular statement showing amounts of debts, costs, &c., and of assets)

FORM 43. (rule 60(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*, [blank] of \$ [blank] per share, and that he has summoned a meeting of the committee of inspection of the company, to be held at [blank] on the [blank] day of [blank] 19 [blank], at [blank] o'clock in the [blank] 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 in 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 [blank] day of [blank] 19 [blank]

Liquidator

FORM 44. (rule 60(d).)

RESOLUTION OF COMMITTEE OF INSPECTION SANCTIONING CALL

(Title)

Resolved, that a call of \$ [blank] 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 [blank] day of [blank] 19 [blank]

^(a) Insert address.

FORM 45. (rule 62).

**NOTICE OF CALL SANCTIONED BY COMMITTEE OF INSPECTION TO
BE SENT TO CONTRIBUTORY**

(Title)

Take notice that the committee of inspection in the winding-up of this company have sanctioned a call of \$ [blank] per share on all the contributories of the company.

The amount due from you in respect of the call is the sum of \$ [blank]. This sum should be paid by you direct to me on or before the [blank] day of [blank] 19 [blank].

Dated this [blank] day of [blank] 19 [blank]

To Mr. [blank]

Liquidator.

NOTE: If you do not pay the sum due from you by the date mentioned interest will be claimed on such sum at the rate of 8 per cent per annum from the said date until payment.

FORM 46. (rule 61.)

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 [blank] on the [blank] day of [blank] 19 [blank], at [blank] o'clock in the [blank] 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 \$ [blank] per share on all the contributories (*or as the case may be*) of the said company.

Dated this [blank] day of [blank] 19 [blank]

This summons was taken out by [blank] of [blank] Attorneys for the (Official Receiver and) liquidator.

To

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NOTE: If you do not attend either in person or by your attorney, 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

FORM 47. (rule 61.)

AFFIDAVIT OF LIQUIDATOR IN SUPPORT OF PROPOSAL FOR CALL

(Title)

I, [blank] of, &c., 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 the winding-up the affairs thereof, and which several amounts form in the aggregate the sum of \$ [blank] 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 \$ [blank] 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 realize in respect of the said amounts more than the sum of \$ [blank] or thereabouts.

3 [blank] persons have been settled by me on the list of contributories of the said company in respect of the total number of [blank] 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 \$ [blank] 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 \$ [blank].

5 In order to provide the said sum of \$ [blank], 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 realizing the

amount required as before-mentioned, it is necessary that a call of \$ [blank] per share should be made.

Sworn, &c.

FORM 48. (rule 61.)

ADVERTISEMENT OF APPLICATION FOR LEAVE TO MAKE A CALL

(Title)

In the matter of [blank]

Notice is hereby given that the Supreme Court has appointed the [blank] day of [blank] 19 [blank], at [blank] o'clock in the [blank] noon, at the Supreme Court 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 \$ [blank] per share. All persons interested are entitled to attend at such day, hour, and place, to offer objection to such call.

Dated this [blank] day of [blank] 19 [blank]

Liquidator.

FORM 49. (rule 61.)

The [blank] day of [blank] 19 [blank].

ORDER GIVING LEAVE TO MAKE A CALL

The [blank] day of [blank] 19 [blank].

(Title)

Upon the application of the (Official Receiver and) liquidator of the above-named company, the order to wind-up the above-named company, the list of contributories of the said company and the liquidator's certificate of the final settlement of the same, and the affidavit of the said (Official Receiver and) liquidator, filed the [blank] day of [blank] 19 [blank], and the exhibit marked "A" therein referred to, and an affidavit of [blank] filed the [blank] day of [blank] 19 [blank].

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It is ordered that leave be given to the (Official Receiver and) liquidator to make a call of \$ [blank] per share on all the contributories of the said company ^(a).

And it is ordered that each such contributory do on or before the [blank] day of [blank] 19 [blank], pay to the (Official Receiver and) liquidator of the [blank] company, the amount which will be due from him or her in respect of such call.

FORM 50. (rule 62.)

NOTICE TO BE SERVED WITH THE ORDER SANCTIONING A CALL

(Title)

The amount due from you, A.B., in respect of the call made pursuant to leave given by the above (or within) order is the sum of \$ [blank] which sum is to be paid by you to me as the liquidator of the said company at my office, ^(a) [blank].

In default of payment interest at the rate of [blank] per cent per annum will be charged upon the amount unpaid from the day of [blank] until payment.

Dated this [blank] day of [blank] 19 [blank]

To Mr. A.B.

Liquidator

FORM 51. (rule 63.)

AFFIDAVIT IN SUPPORT OF APPLICATION FOR ORDER FOR PAYMENT OF CALL

(Title)

I, [blank] of, &c., the liquidator of the above-named company, make oath and say as follows:—

1 None of the contributories of the said company, whose names are set forth in the schedule hereto annexed, marked "A", have 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 \$ [blank] per share, duly made under the Companies Act 1981 dated the [blank] day of [blank] 19 [blank].

^(a) Or as the case may be.

^(a) Insert address.

2 The respective amount 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	Address	Description	In what character included	Amount due \$ ¢
--------------------	-------------	----------------	--------------------	-----------------------------------	------------------------

Sworn, &c.

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 of the court has authorized a call to be made.

FORM 52. (rule 63.)

ORDER FOR PAYMENT OF CALL DUE FROM A CONTRIBUTORY

The [blank] day of [blank] 19 [blank].

(Title)

Upon the application of the liquidator of the above-named company, and upon reading an affidavit of [blank] filed the [blank] day of [blank] 19 [blank], and an affidavit of the liquidator filed the [blank] day of [blank] 19 [blank], it is ordered that C.D., of &c., (or E.F., of &c., the legal estate representative of L.M., late of, &c., deceased), one of the contributories of the said company (or, if against several contributories, the several persons named in the second column of the schedule to this order, being respectively contributories of the said company), do, on or before the [blank] day of [blank] 19 [blank], or within four days after service of this order, pay to A.B., the liquidator of the said company at his office, ^(a) [blank], the sum of \$ [blank] (if against a legal estate representative add, out of the assets of the said L.M. deceased, in his hands as such legal estate representative as aforesaid to be administered in due course of administration, if the said E.F. has in his hands so much to be administered, or, if against several contributories, the several sums of money set opposite to the respective names in the sixth column of the said schedule hereto), such sum (or sums) being the amount (or

^(a) Insert address.

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amounts) due from the said C.D. (L.M.), (or the said several persons respectively), in respect of the call of \$ [blank] per share duly made, dated the [blank] day of [blank] 19 [blank].

And it is ordered that the said several persons do within the like period and at the place aforesaid pay to the said A.B., as such liquidator as aforesaid, interest at the rate of [blank] per cent per annum on the amounts specified in the sixth column of the said schedule from the [blank] day of [blank] 19 [blank], to the date of payment.

And it is ordered that the said several persons do within the like period and at the place aforesaid pay to the said A.B., as such liquidator as aforesaid, the several sums set opposite their respective names in the seventh column of the said schedule, such sums being the proportion of the applicant's costs of the said application payable by such several persons respectively.

(Add appropriate paragraphs as to amounts payable by married women and legal estate representatives, if any).

THE SCHEDULE REFERRED TO IN THE FOREGOING ORDER

No. on List
Name
Address
Description
In what character included
Amount due \$ ¢

NOTE: The copy for service of the above order must be endorsed as follows—

"If you, the under-mentioned A.B., 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".

FORM 53. (rule 63.)

AFFIDAVIT OF SERVICE OF ORDER FOR PAYMENT OF CALL

(Title)

I, F.B., of &c., make oath and say as follows—

1 I did on the [blank] day of [blank] 19 [blank], personally serve G.F., of [blank], &c., with an order made in this matter by this court, dated the [blank] day of [blank] 19 [blank], whereby it was ordered (*set out the order*) by delivering to and leaving with, the said G.F., at [blank], 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, &c.

FORM 54. (rule 64.)

PROOF OF DEBT. GENERAL FORM

(Title)

You should attend carefully to the directions in the footnotes.

I ^(a) [blank] of [blank], make oath and say:

(b) That I am in the employ of the under-mentioned creditor, and that I am duly authorized by [blank] 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 authorized, 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 [blank] day of [blank] 19 [blank], and still is justly and truly indebted to ^(d) in the sum of dollars [blank] for ^(e) [blank] 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) [blank] or any person by ^(g) [blank] order to my knowledge or

^(a) Fill in full name, address and occupation of deponent. If proof made by creditor strike out **(b)** and **(c)**. If made by clerk of creditor strike out **(e)**. If by clerk or agent of the company strike out **(b)**.

^(d) Insert "me and to C.D. and E.F., by 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 "their", or "his" (as the case may be).

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belief for ^(g) [blank] use had or received any manner of satisfaction or security whatsoever, save and except the following ^(h)—

Date
Drawer
Acceptor
Amount \$ ¢
Due Date

Admitted to vote for \$ [blank] the [blank] day of [blank] 19 [blank].

Official Receiver or liquidator.

Admitted to rank for dividend for \$ [blank] this [blank] day of [blank] 19 [blank].

Official Receiver or liquidator.

Sworn at [blank] this
[blank] day of [blank] 19 [blank]. [Deponent's Signature]

Before me

NOTES: 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.

Bills of Exchange or other negotiable securities must be produced before the proof can be admitted.

FORM 55. (rule 71.)

PROOF OF DEBT OF WORKMEN

(Title)

I^(a) [blank] of [blank]^(b) make an oath and say:

1. That the above-named company was on the [blank] day of [blank], 19 [blank], 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

^(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).

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

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

the sixth 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, for which said sums, 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 [blank] this
[blank] day of [blank] 19 [blank]. [Deponent's Signature]

Before me

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 Amount due \$ ¢**

Signature of Deponent

FORM 56. (rule 74.)

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 \$ [blank]*) on the following grounds—

And further take notice that subject to the power of the court to extend the time, no application to reverse or vary my decision in rejecting your proof will be entertained after the expiration of ^(b) [blank] days from this date.

Dated this [blank] day of [blank] 19 [blank]

Signature

Address

^(a) If proof wholly rejected strike out words in italic.

^(b) 21 days or 7 days as the case may be.

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(Official Receiver and
Liquidator.

FORM 57. (rule 84(1).)

NOTICE TO CREDITORS OF INTENTION TO DECLARE DIVIDEND

(Title)

A ^(a) dividend is intended to be declared in the above matter. You are mentioned in the statement of affairs, but you have not yet proved your debt.

If you do not prove your debt by the [blank] day of [blank] 19 [blank], you will be excluded from this dividend.

Dated this [blank] day of [blank] 19 [blank]
Liquidator.

To [blank] (Address)

FORM 58. (rule 84(1).)

**NOTICE TO PERSONS CLAIMING TO BE CREDITORS OF INTENTION
TO DECLARE FINAL DIVIDEND**

(Title)

Take notice that a final dividend is intended to be declared in the above matter, and that if you do not establish your claim to the satisfaction of the court on or before the [blank] day of [blank] 19 [blank], or such later day as the court may fix, your claim will be expunged, and I shall proceed to make a final dividend without regard to such claim.

Dated this [blank] day of [blank] 19 [blank]
Liquidator

To X.Y. (Address)

^(a) Insert here "first" or "second", or "final", or as the case may be.

FORM 59. (rule 84(3).)

NOTICE OF DIVIDEND

Dividend cheques are cancelled at the expiration of six months from date of issue and money orders at the expiration of twelve months from date of issue.

(Please bring this Dividend Notice with you)

(Title)

Dividend of [blank] per cent

(Address)

(Date)

Notice is hereby given that a [blank] dividend of [blank] per cent has been declared in this matter, and that the same may be received at my office, as above, on the [blank] day of [blank] 19 [blank], or on any subsequent [blank] between, the hours of [blank] and [blank].

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 paid to some other person you can sign and lodge with the liquidator an authority in the prescribed Form [blank]. Otherwise if you do not attend personally you must fill up and sign the subjoined forms of RECEIPT and AUTHORITY TO DELIVER, when a cheque or money order payable to your order will be delivered in accordance with the AUTHORITY.

To [blank]

(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

[blank] 19 [blank].

Received of [blank] in this matter the sum of dollars [blank] and cents being the amount payable to me/us in respect of the dividend of [blank] per cent on my/our claim against this company.

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Payee's Signature

\$ _____

AUTHORITY FOR DELIVERY (a)

Sir,

Please deliver *to me/us by post, at my/our risk or* to the bearer (b), [blank], a specimen of whose signature is appended hereunder, the cheque or money order for the dividend payable to me/us in this matter.

Specimen signature of Bearer Payee's signature

To the (Official Receiver and) Liquidator.

Date [blank] 19 [blank].

-
- NOTES: (a) This is an authority only to deliver the cheque or money 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 cheque or money order.

FORM 60. (rule 89.)

NOTICE OF MEETING (General Form)

(Title)

Take notice that a meeting of creditors (*or contributories*) in the above matter will be held at [blank] on the [blank] day of [blank] 19 [blank], at [blank] o'clock in the [blank] noon.

Agenda

(a)

Dated this [blank] day of [blank] 19 [blank]

(Signed)^(b)

Forms of general and special proxies are enclosed herewith. Proxies to be used at the meeting must be lodged not later than [blank] o'clock on the [blank] day of [blank] 19 [blank].

FORM 61. (rule 91.)

**AUTHORITY TO DEPUTY TO ACT AS CHAIRMAN OF MEETING AND
USE PROXIES**

(Title)

I, [blank] the Official Receiver (or the liquidator) do hereby nominate Mr. [blank] of [blank] to be chairman of the meeting of creditors (or contributories) in the above matter, appointed to be held at [blank] on the [blank] day of [blank] 19 [blank], (and I depute him ^(a) [blank] to attend such meeting and use, on my behalf, any proxy or proxies held by me in this matter).^(b)

Dated this [blank] day of [blank] 19 [blank]

Official Receiver,
or Liquidator

FORM 62. (rule 103.)

GENERAL PROXY

(Title)

I/We, [blank] of [blank], a creditor (or contributory) hereby appoint (1) to be my/our general proxy to vote at the meeting of creditors (or contributories) to be held in the above matter on the [blank] day of [blank] 19 [blank], or at any adjournment thereof.

^(a) (Here insert purpose for which meeting called).

^(b) "Liquidator" or "Official Receiver".

^(a) Where authority given by the Official Receiver.

^(b) Here insert "being a person under my official control".

COMPANIES (WINDING-UP) RULES 1982

Dated this [blank] day of [blank] 19 [blank]

(Signed) (2)

NOTES:(1) The person appointed general proxy may be the Official Receiver, the liquidator, or such other person as the creditor (or contributory) may approve, and 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.

(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 authorized in that behalf, and the fact that the officer is so authorized must be stated thus:—

For the [blank] Company.

J.S. (duly authorized under the seal of the company).

Certificate to be signed by person other than creditor (or contributory) filling up the above proxy.

I, [blank], being a ^(a) hereby certify that all insertions in the above proxy are in my own handwriting, and have been made by me at the request of the above-named [blank] and in his presence, before he attached his signature (or mark) thereto.

Dated this [blank] day of [blank] 19 [blank]

(Signature)

In a voluntary winding-up the liquidator or if there is no liquidator the chairman of a meeting may but the Official Receiver may not be appointed proxy. The proxy form will be altered accordingly.

FORM 63. (rule 103.)

SPECIAL PROXY

(Title)

I/We, [blank] of [blank], hereby appoint (1) [blank] as my/our proxy at the meeting of creditors (or contributories) to be held on the

^(a) Here state whether clerk or manager in the regular employment of the creditor or contributory or the attorney employed by him in connexion with the matter or a commissioner to administer oaths in the Supreme Court.

[blank] day of [blank] 19 [blank], or at any adjournment thereof, to vote ^(a) [blank] the resolution numbered [blank] in the [blank].

Dated this [blank] day of [blank] 19 [blank]

(Signed)(2)

NOTES:(1) The person appointed proxy may be the Official Receiver, the liquidator, or such other person as the creditor (or contributory) may approve, and 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 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, 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 authorized in that behalf, and the fact that he is so authorized must be stated.

Certificate to be signed by person other than creditor or contributory filling up the above proxy.

I, [blank] of [blank], being a ^(b) hereby certify that all insertions in the above proxy are in my own handwriting, and have been made by me at the request of the above-named [blank] and in his presence, before he attached his signature (or mark) thereto.

Dated this [blank] day of [blank] 19 [blank]

(Signature)

In a voluntary winding-up the liquidator or if there is no liquidator the chairman of a meeting may but the Official Receiver may not be appointed proxy. The proxy form will be altered accordingly.

^(a) Here insert the word "for" or the word "against" as the case may require, and specify the particular resolution.

^(b) Here state whether clerk or manager in the regular employment of the creditor or contributory or the attorney employed by him in connexion with the matter or a commissioner to administer oaths in the Supreme Court.

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FORM 64. (rule 85.)

NOTICE TO CREDITORS OF FIRST MEETING

(Title)

(Under the order for winding-up the above-named [blank] company, dated the [blank] day of [blank] 19 [blank].)

Notice is hereby given that the first meeting of creditors in the above matter will be held at [blank] on the [blank] day of [blank] 19 [blank], at [blank] o'clock in the [blank] noon.

To entitle you to vote thereat your proof must be lodged with me not later than [blank] o'clock on the [blank] day of [blank] 19 [blank].

Forms of proof and of general and special proxies are enclosed herewith. Proxies to be used at the meeting must be lodged with me not later than [blank] o'clock on the day.

Official Receiver

Address

(The statement of the company's affairs ^(a) [blank])

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".

FORM 65. (rule 85.)

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 [blank] on the [blank] day of [blank] 19 [blank], at [blank] o'clock [blank] in the [blank] noon.

Forms of general and special proxies are enclosed herewith. Proxies to be used at the meeting must be lodged with me not later than [blank] o'clock on the [blank] day of [blank] 19 [blank].

Dated this [blank] day of [blank] 19 [blank]

Official Receiver.

Address.

(The statement of the company's affairs ^(a) [blank])

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.

FORM 66. (rule 85.)

**NOTICE TO DIRECTORS AND 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 [blank] day of [blank] 19 [blank], at [blank] o'clock at^(a)

^(a) Here insert "has not been lodged" or "has been lodged, and summary is enclosed".

^(a) Here insert place where meeting will be held.

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[blank] and that you are required to attend thereat, and give such information as the meeting may require.

Dated this [blank] day of [blank] 19 [blank]

To (b)

Official Receiver.

NOTE: The failure of any director or officer to attend will be reported by the Official Receiver to the Court.

FORM 67. (rule 94(2).)

MEMORANDUM OF PROCEEDINGS AT ADJOURNED FIRST MEETING

(No quorum)

(Title)

Before [blank] at [blank] on the [blank] day of [blank] 19 [blank], at [blank] o'clock.

Memorandum — The adjourned meeting of ^(a) [blank] in the above matter was held at the time and place above-mentioned; but it appearing that there was not a quorum of ^(a) [blank] qualified to vote present or represented, no resolution was passed, and the meeting was not further adjourned.

Chairman

FORM 68. (rule 101(2).)

LIST OF CREDITORS^(a) PRESENT TO BE USED AT EVERY MEETING

(Title)

Meeting held at [blank] this [blank] day of [blank] 19 [blank].

Number
Names of creditors ^(a) present or represented
Amount of proof^(b) \$ ¢

^(b) Insert name of person required to attend.

^(a) Insert "creditors" or "contributories", as the case may be.

^(a) "or contributories".

^(b) In cases of contributories insert "number of shares" and "number of votes according to the regulations of the company".

1
2
3
4
5
6
7
7 Total number of creditors ^(a) present or represented.

FORM 69. (rule 122.)

**APPLICATION TO REGISTRAR OF COMPANIES TO AUTHORIZE A
SPECIAL BANK ACCOUNT**

(Title)

We, the committee of inspection, being of opinion that Mr. [blank] of [blank], the liquidator in the above matter, should have a special bank account for the purpose of^(a) [blank] hereby apply to the Official Receiver to authorize him to make his payments into and out of the [blank] bank.

All cheques to be countersigned by [blank], a member of the committee of inspection, and by [blank] of [blank].

Dated this [blank] day of [blank] 19 [blank]

Committee of Inspection

FORM 70. (rule 122.)

**ORDER OF REGISTRAR OF COMPANIES FOR SPECIAL BANK
ACCOUNT**

(Title)

You are hereby authorized to make your payments in the above matter into, and out of, the [blank] bank.

(Here insert any special terms)

All cheques to be countersigned by [blank], a member of the committee of inspection, and by [blank]

Dated this [blank] day of [blank] 19 [blank]

^(a) Here insert grounds of application.

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To [blank]

Liquidator

Registrar of Companies

FORM 71. (rule 125.)

**CERTIFICATE AND REQUEST BY COMMITTEE OF INSPECTION AS
TO INVESTMENT OF FUNDS**

(Title)

We, the committee of inspection in the above matter, hereby certify that in our opinion the cash balance standing to the credit of the above-named company is in excess of the amount which is required for the time being to answer demands in respect of such company's estate, and request that the Registrar of Companies will invest the sum of \$ [blank] by placing the same upon fixed deposit for the space of months with the [blank] for the benefit of the said company.

Dated this [blank] day of [blank] 19 [blank]

Committee of Inspection

FORM 72. (rule 125.)

**REQUEST BY COMMITTEE OF INSPECTION TO THE REGISTRAR OF
COMPANIES TO REALIZE INVESTMENT**

(Title)

We, the committee of inspection in the above matter, hereby certify that a sum of \$ [blank], forming part of the assets of the above-named company, has been invested by placing the same on fixed deposit with the [blank] (or as the case may be) and that the sum of \$ [blank] is now required to answer demands in respect of the said company. And we request that so much of the said investment as may be necessary for the purpose of answering such demands may be realized by the Registrar of Companies and placed to the credit of the said company.

Dated this [blank] day of [blank] 19 [blank]

Committee of Inspection

FORM 73. (rule 126.)

**CERTIFICATE BY COMMITTEE OF INSPECTION AS TO AUDIT OF
LIQUIDATOR'S CASH BOOK**

(Title)

We, the undersigned, members of the committee of inspection in the winding-up of the above-named company, hereby certify that we have examined the foregoing cash book with the vouchers, and that to the best of our knowledge and belief the said cash book contains a full, true, and complete account of the liquidator's receipts and payments.

Dated this [blank] day of [blank] 19 [blank]

Committee of Inspection

FORM 74. (rule 126.)

**AFFIDAVIT VERIFYING LIQUIDATOR'S ACCOUNT UNDER SECTION
180**

(Title)

I, G.H., of [blank], 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 [blank] day of [blank] 19 [blank], to the [blank] day of [blank] 19 [blank], inclusive and that I have not, nor has any other person by my order or for my use, during such period received any moneys on account of the said company other than and except the items mentioned and specified in the said account.*

And I make this solemn declaration conscientiously believing the same to be true.

Sworn at, &c.

*NOTE: If no receipts or payments strike out the whole words in italics.

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FORM 75. (rule 128.)

LIQUIDATOR'S TRADING ACCOUNT UNDER SECTION 180

(Title)

G.H. the liquidator of the above-named company in account with the estate.

RECEIPTS	Dr	Date
PAYMENTS	Cr	Date
		Liquidator
		(Date)

We have examined this account with the vouchers and find the same correct, and we are of opinion the expenditure has been proper.

Dated this [blank] day of [blank] 19 [blank]

Committee of Inspection
(or member of the Committee of Inspection)

FORM 76. (rule 128.)

STATUTORY DECLARATION VERIFYING LIQUIDATOR'S TRADING ACCOUNT UNDER SECTION 180

(Title)

I, [blank] the liquidator of the above-named company, make oath and say that the account hereto annexed is a full, true and complete account of all money received and paid by me or by any person on my behalf in respect of the carrying on of the trade or business of the company, and that the sums paid by me as set out in such account have, as I believe, been necessarily expended in carrying on such trade or business.

Sworn, &c.

Liquidator

FORM 77. (rule 135.)

REQUEST TO DELIVER BILL FOR TAXATION

(Title)

I hereby request that you will, within [blank] 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) [blank] failing which, I shall in pursuance of the Companies Act 1981 and rules proceed to declare and distribute a dividend without regard to any claim which you may have against the assets of the company, and your claim against the assets of the company will be liable to be forfeited.

Dated this [blank] day of [blank] 19 [blank]

FORM 78. (rules 142 and 143.)

[Re [blank] This is the Exhibit marked "B" referred to in the affidavit of [blank]; sworn before me this [blank] day of [blank] 19 [blank].

A Commissioner for Oaths]

STATEMENT OF RECEIPTS AND PAYMENTS AND GENERAL DIRECTION AS TO STATEMENTS

(Name of company)

- (1) Every statement must be on sheets 13 inches by 16 inches.
- (2) Every statement must contain a detailed account of all the liquidator's realizations and disbursements in respect of the company. The statement of realizations should contain a record of all receipts derived from assets existing at the date of the winding-up order or resolution and subsequently realized, including balance in bank, book debts and calls collected, property sold, &c.; 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

^(a) Here state nature of employment.

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payments incidental to sales must be entered as disbursements. These accounts should not contain payments into the companies liquidation account (except unclaimed dividends — see para. 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, &c., and profit or loss upon the realization of temporary investments, should, however, be inserted in the accounts of realization 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.*

(3) When the liquidator carries on a business, a trading account must be forwarded as a distinct account, and the totals of receipts and payments on the trading account must alone be set out in the statement.

(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 of 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 compositions 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 256 of the Companies Act 1981

Name of company

Nature of proceedings (whether wound up by the court, or under the supervision of the court, or voluntarily).

Date of commencement of winding-up.

Date to which statement is brought down.

Name and address of liquidator.

This statement is required in duplicate

**LIQUIDATOR'S STATEMENT OF ACCOUNT PURSUANT TO SECTION
256 OF THE COMPANIES ACT 1981**

REALIZATIONS

Date

Of Whom received

Nature of assets realized Brought forward

Amount \$ ¢

DISBURSEMENTS

Date

Of Whom paid

Nature of Disbursements Brought forward

Amount \$ ¢

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.

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ANALYSIS OF BALANCE

[temporarily omitted]

FORM 79. (rules 142 and 143.)

**AFFIDAVIT VERIFYING STATEMENT OF LIQUIDATOR'S ACCOUNT
UNDER SECTION 256**

(Name of company)

I, [blank], of [blank], 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 [blank] day of [blank] 19 [blank], to the [blank] day of [blank] 19 [blank], 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 and expect the items mentioned and specified in the said account.*

I further say that the particulars given in the annexed Form [blank] 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 [blank]

^{*}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 [blank] in duplicate.

FORM 80. (rules 142 and 146)

LIQUIDATOR'S TRADING ACCOUNT UNDER SECTION 256

(Name of company)

Insert here the name of the company.

Insert here the name of the liquidator.

[blank] the liquidator of the above-named company in account with the estate.

This account is required in duplicate in addition to Form 78.

RECEIPTS

Dr. Date

PAYMENTS

Cr. Date

Date Liquidator

FORM 81. (rules 142 and 146.)

LIST OF DIVIDENDS OR COMPOSITION

(Name of company)

I hereby certify that a dividend (or composition) of [blank] *per cent* was declared payable on and after the [blank] day of [blank] 19 [blank], and that the creditors 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.

Liquidator.

Dated this [blank] day of [blank] 19 [blank]

To the Minister of Finance

Surname

Christian name

Amount of proof \$ ¢

Amount of dividend (or composition)

Paid \$ ¢

Unclaimed \$ ¢

This List is required in duplicate

FORM 82. (rules 142 and 146.)

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 [blank] day of [blank] 19 [blank], at the rate of [blank] 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.

Liquidator.

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Dated this [blank] day of [blank] 19 [blank]

To the Minister of Finance

Surname
Christian name
No. of shares
Amount returned on shares
Paid \$ ¢
Unclaimed \$ ¢

This List is required in duplicate

FORM 83. (rule 145.)

**AFFIDAVIT VERIFYING ACCOUNT OF UNCLAIMED AND
UNDISTRIBUTED FUNDS**

(Title)

I, [blank] of [blank] 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, and that the amount due by me to the companies liquidation account in respect of unclaimed dividends and undistributed funds is \$ [blank].

Signature.

Sworn, &c.

FORM 84. (rule 150.)

**NOTICE TO CREDITORS AND CONTRIBUTORIES OF INTENTION TO
APPLY FOR RELEASE**

(Title)

Take notice that I, the undersigned liquidator of the above-named company, intend to apply to the court for my release, and further take notice that any objection you may have to the granting of my release must be notified to the court within twenty-one days of the date hereof.

A summary of my receipts and payments as liquidator is hereto annexed.

Dated this [blank] day of [blank] 19 [blank]

Liquidator.

FORM 85. (rule 150.)

APPLICATION BY LIQUIDATOR TO THE COURT FOR RELEASE

(Title)

I, [blank] the liquidator of the above-named company do hereby report to this Honourable Court as follows—

1 That the whole of the property of the company has been realized for the benefit of the creditors and contributories (and a dividend to the amount of \$ [blank] *per cent* has been paid as shown by the statement hereunto annexed, and a return of [blank] per share has been made to the contributories of the company);

(or That so much of the property of the company as can, according to the joint opinion of myself and the committee of inspection, hereunto annexed, in writing under our hands, be realized without needlessly protracting the liquidation, has been realized, as shown by the statement hereunto annexed, and a dividend to the amount of \$ [blank] *per cent* has been paid, together with a return of [blank] per share to the contributories of the company);^(a)

2 I hereby make application to this Honourable Court, (i) that it cause a report on my accounts to be prepared, and (ii) that on my complying with all the requirements of the court, it take into consideration the report and make an order granting my release.

Dated this [blank] day of [blank] 19 [blank]

Liquidator.

FORM 86. (rule 150.)

**STATEMENT TO ACCOMPANY NOTICE OF APPLICATION FOR
RELEASE**

(Title)

Statement showing position of company at date of application for release

[temporarily omitted]

Assets not yet realized, including calls, estimated to produce \$ [blank]

^(a) Add if necessary, "That the rights of the contributories between themselves have been adjusted".

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(Add here any special remarks the liquidator thinks desirable).

Creditors can obtain any further information by inquiry at the office of the liquidator.

Dated this [blank] day of [blank] 19 [blank]

(Signature of Liquidator)

(Address)