



SUPPLEMENT

TO THE

NEW ZEALAND GAZETTE

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COMPANIES (WINDING-UP) RULES

AND

SUPREME COURT (COMPANIES) RULES.

*Companies (Winding-up) Rules.*

BLEDISLOE, Governor-General.

## ORDER IN COUNCIL.

At the Government House at Wellington, this 20th day of November, 1934.

Present :

HIS EXCELLENCY THE GOVERNOR-GENERAL IN COUNCIL.

IN pursuance and exercise of the power and authority conferred on him by section two hundred and eighty-five of the Companies Act, 1933, and of every other power and authority in this behalf enabling him, His Excellency the Governor-General of the Dominion of New Zealand, acting by and with the advice and consent of the Executive Council of the said Dominion, and with the concurrence of the Right Honourable the Chief Justice, and of five of the other members of the Rules Committee constituted under the Judicature Amendment Act, 1930 (three of such other members being Judges of the Supreme Court), doth hereby make the rules set out hereunder for carrying into effect the objects of the Companies Act, 1933, so far as relates to the winding-up of companies, and doth hereby revoke the rules for winding up companies made under the Companies Act, 1882, on the twenty-eighth day of November, one thousand eight hundred and eighty-seven, and added to the Code of Rules under the Supreme Court Act, 1882, by Order in Council dated the sixth day of December, one thousand eight hundred and eighty-seven, and doth hereby declare that this Order in Council shall come into force on the date of its publication in the *Gazette*.

## RULES.

## PRELIMINARY.

Short Title.  
Companies  
(Winding-up)  
Rules, 1934,  
r. 227 (Imperial)  
Interpretation.  
Imp. r. 2

1. These rules may be cited as the Companies (Winding-up) Rules, 1934.
2. In these rules, unless the context or subject-matter otherwise requires,—

“The Act” means the Companies Act, 1933 :

“The company” means a company which is being wound up, or against which proceedings to have it wound up have been commenced :

“Court” means the Supreme Court, and includes a Judge thereof :

“Judge” means a Judge of the Supreme Court :

“Proceedings” means the proceedings in the winding-up of a company under the Act.

“Registrar” means the Registrar of the Supreme Court at the place where any proceeding is had or taken under these rules, and includes a Deputy Registrar of such Court :

“Registry” means the registry of the Supreme Court in which any proceeding is had or taken under these rules :

“The rules” means these rules, and includes the prescribed forms.

Application of  
rules.  
Imp. r. 1

3. Subject to the limitation hereinafter mentioned, these rules shall apply to the proceedings in every winding-up under the Act of a company which shall commence on or after the date on which these rules come into operation, and they shall also, so far as practicable, and subject to any general or special order of the Court, apply to all proceedings which shall be taken or instituted after the said date, in the winding-up of a company which commenced before the said date. Rules which from their nature and subject-matter are, or which by the head lines above the group in which they are contained or by their terms are made applicable only to the proceedings in a winding-up by the Court, or only to such proceedings and proceedings in a creditors' voluntary winding-up shall not apply to the proceedings in a voluntary winding-up, or, as the case may be, in a members' voluntary winding-up, whether any such voluntary winding-up is or is not being continued under the supervision of the Court.

Use of forms in  
First Sched.  
Imp. r. 3 (1)

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

## COURT AND CHAMBERS.

5. (1) The following matters and applications shall be heard in open Court:—
- (a) Petitions:
- (b) Appeals to the Court from the Controller and Auditor-General, and from the Official Assignee when acting as Official Assignee and not as liquidator:
- (c) Applications for the release of liquidators under section 198 of the Act:
- (d) Applications for orders declaring the dissolution of companies to be void under section 281 of the Act:
- (e) Applications for the committal of any person to prison for contempt:
- (f) Such matters and applications as the Court may from time to time by any general or special orders direct to be heard in open Court.
- (2) Examinations of persons summoned before the Court under section 214 of the Act shall be held in Court or in Chambers as the Court may think fit.
- (3) Every other matter or application under the Act to which the rules apply may be heard and determined in Chambers.

Matters to be heard in Court and Chambers.  
Imp. r. 5

## PROCEEDINGS.

6. (1) Every proceeding in a winding-up matter shall be dated, and shall, with any necessary additions, be intitled in the matter of the Companies Act, 1933, and in the matter of the company to which it relates, and otherwise as in form No. 1 in the First Schedule hereto. 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 registry, and all proceedings in any matter subsequent to the first proceeding shall bear the same number as the first proceeding.
7. Every order, whether made in Court or in Chambers, in the winding-up of a company shall be drawn up as provided by the Code of Civil Procedure, unless in any proceeding, or classes of proceedings, the Judge or Registrar who makes the order shall direct that no order need be drawn up. Where a direction is given that no order need be drawn up, the note or memorandum of the order, signed or initialled by the Judge or the Registrar making the order, shall be sufficient evidence of the order having been made.
8. All petitions, affidavits, summonses, orders, proofs, notices, depositions, bills of costs, and other proceedings in the Court in a winding-up matter shall be kept and remain of record in the registry and, subject to the directions of the Court, shall be placed in one continuous file.
9. Every person who has been a director or officer of a company which is being wound up, and every duly authorized officer of the Department of Justice, the Audit Office, or the Stamp Duties Office, 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.
10. Where, in the exercise of his functions under the Act or rules, the Official Assignee 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 Official Assignee.

Title of proceedings.  
Imp. r. 11

Form 1

Orders.  
Imp. r. 15

File of proceedings in Court.  
Imp. r. 16

Inspection of file.  
Imp. r. 19; 1929  
Amdt. r. 1

Use of file by Official Assignee.  
Imp. r. 20

## SERVICE, AND EXECUTION OF PROCESS.

11. (1) 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 due course of post by the Post Office, and notwithstanding that the same may be returned by the Post Office. In cases to which any rule of the Code of Civil Procedure applies service may be effected either in accordance with that rule or in accordance with this rule.
- (2) 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.
12. (1) Payment by the Bailiff of a Magistrate's Court to the Clerk of the Court, pursuant to the Magistrates' Courts Rules for the time being in force, of any money seized or received by the Bailiff in part satisfaction of an execution against the goods of a company shall be a good discharge to him as against the liquidator under section 263 (1) of the Act, provided that the payment is made without notice that a provisional liquidator has been appointed or that an order has been made or a resolution passed for the winding-up of the company.

Service.  
Imp. r. 23

As to goods taken in execution by Bailiff in Magistrate's Court.  
Imp. r. 22A

(2) Where notice is given to the Bailiff of such an appointment, order, or resolution as is mentioned in paragraph (1) of this rule, he shall forthwith inform the Clerk, and the Clerk shall, after deducting the costs of the execution, on request pay over to the liquidator all moneys paid to him by the Bailiff in respect of the execution and not paid out by the Clerk before he has notice of the appointment, order, or resolution.

PETITION.

Form of  
petition.  
Imp. r. 25  
Forms 2 and 3  
Presentation of  
petition.  
Cf. Imp. r. 26

13. Every petition for the winding-up of a company by the Court, or subject to the supervision of the Court, shall be in forms Nos. 2 and 3 in the First Schedule hereto, with such variations as circumstances may require.

14. (1) A petition shall be presented at the registry of the Court in the Supreme Court district wherein the company's registered office, or if there shall be no such registered office, then its principal or last known principal place of business is or was situate :

Provided that if there shall be two or more registries of the Court in such district then the petition shall be presented at such one of them as is most convenient of access from the place where the registered office, or principal or last known principal place of business, as the case may be, of the company is or was situate.

(2) The Registrar shall appoint the time and place at which the petition is to be heard. Unless the Court otherwise orders, the place for the hearing of the petition shall be the Supreme Court House in the town in which the petition is filed or, if there will be no Judge available in that town at the time to be appointed for the hearing of the petition, then in such other town as the Registrar appoints.

(3) 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.

(4) It shall not be necessary to file or serve a motion paper for an order in terms of the petition.

Advertisement  
of petition.  
Imp. r. 27  
Forms 4 and 5

15. (1) Every petition shall be advertised seven clear days before the hearing as follows :—

(a) In the case of a company whose registered office, or if there shall be no such office, then whose principal or last known principal place of business is or was situate within a town in which there is a registry of the Court, once in the *Gazette*, and once at least in one daily newspaper published in such town, or in such other newspaper as the Registrar directs :

(b) In the case of any other company, once in the *Gazette*, and once at least in one local newspaper circulating in the locality where the registered office, or principal or last known principal place of business, as the case may be, of such company is or was situate, or in such other newspaper as shall be directed by the Registrar.

(2) The advertisement shall state the day on which the petition was presented, and the name of the petitioner, and of his solicitor (if any), and the petitioner's address for service, 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, or to his solicitor, within the time and in the manner prescribed by rule 20, 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 or his solicitor does not within the time hereby prescribed, or within such extended time as the Registrar may allow, duly advertise the petition in the manner prescribed by this rule the appointment of the time at which the petition is to be heard shall be cancelled by the Registrar and the petition shall be removed from the list unless the Court shall otherwise direct.

Service of  
petition.  
Imp. r. 28  
Forms 6 and 7

16. Every petition shall, unless presented by the company, be served upon the company at the registered office, if any, of the company, and if there is no registered office, then at the principal or last known principal place of business of the company, if any such can be found, by leaving a sealed copy with any member, officer, or servant of the company there, or in case no such member, officer, or servant can be found there, then by leaving a sealed 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.  
Imp. r. 29  
Forms 8 and 9

17. (1) Every petition for the winding-up of a company by the Court, or subject to the supervision of the Court, shall be verified by an affidavit in form No. 8 or form No. 9. Such affidavit 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 director, secretary, or other principal officer thereof, and shall be sworn after and filed within seven days after the petition is presented, and such affidavit shall be sufficient *prima facie* evidence of the statements in the petition.

(2) Rule 415 of the Code of Civil Procedure shall not apply to a petition for the winding-up of a company.

18. Every contributory or creditor of the company shall be entitled to be furnished by the solicitor of the petitioner with a copy of the petition, within twenty-four hours after requiring it, on paying at the rate of 6d. per folio of seventy-two words for such copy.

Copy of petition to be furnished to creditor or contributory.  
Imp. r. 30

#### PROVISIONAL LIQUIDATOR.

19. (1) After the presentation of a petition, 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.

Appointment of provisional liquidator.  
Imp. r. 31

(2) The order appointing the provisional liquidator shall bear the number of the petition, and shall state the nature and a short description of the property of which the provisional liquidator is ordered to take possession, and the duties to be performed by the provisional liquidator.

Form 10

(3) Subject to any order of the Court, if no order for the winding-up of the company is made upon the petition, or if an order for the winding-up of the company on the petition is rescinded, or if all proceedings on the petition are stayed, or if an order is made continuing the voluntary winding-up of the company subject to the supervision of the Court, the provisional liquidator shall be entitled to be paid, out of the property of the company, all the costs, charges, and expenses properly incurred by him as provisional liquidator, including such sum as is or would be payable under the scale of fees for the time being in force where the Official Assignee 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 Assignee has been appointed provisional liquidator and the Official Assignee 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 Assignee such sum, if any, as the Court directs.

#### HEARING OF PETITIONS AND ORDERS MADE THEREON.

20. Every person who intends to appear on the hearing of a petition shall serve on, or send by post to, the petitioner, or his solicitor, at the address for service stated in the advertisement of the petition, notice of his intention. The notice shall contain the address for service of such person, and shall be signed by him or by his solicitor, and shall be served, or, if sent by post, shall be posted in such time as in ordinary course of post to reach the address not later than four o'clock in the afternoon of the day previous to the day appointed for the hearing of the petition, or, if such day be a Monday, not later than eleven o'clock in the morning of the Saturday previous to such day. The notice shall be in form No. 11 with such variations as circumstances may require. A person who has failed to comply with this rule shall not, without the special leave of the Court, be allowed to appear on the hearing of the petition.

Notice by persons who intend to appear.  
Imp. r. 33

Form 11

21. The petitioner or his solicitor shall prepare a list of the names and addresses of the persons who have given notice of their intention to appear on the hearing of the petition, and of their respective solicitors, which shall be in form No. 12. On the day appointed for hearing the petition a fair copy of the list (or if no notice of intention to appear has been given a statement in writing to that effect) shall be filed in the registry at the place of hearing by the petitioner or his solicitor prior to the hearing of the petition.

List of names and addresses of persons who appear on the petition.  
Imp. r. 34  
Form 12

22. (1) Affidavits in opposition to a petition that a company may be wound up by or subject to the supervision of the Court shall be filed within seven days of the date on which the affidavit verifying the petition is filed.

Affidavits in opposition and reply.  
Imp. r. 35

(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 a copy of such affidavit is received by the petitioner or the solicitor of the petitioner.

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

Substitution of creditor or contributory for withdrawing petitioner.  
Imp. r. 36

## ORDER TO WIND UP A COMPANY.

Notice that winding-up order has been pronounced to be given to Official Assignee and Audit Office.  
Imp. r. 37  
Forms 13 and 14

24. 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, on the same day, send to the Official Assignee and to the Audit Office notices informing them that the order has been pronounced. The notices shall be in form No. 13 or in form No. 14, as the case may require, with such variations as circumstances may require.

Order and copies to be sealed.  
Cf. Imp. r. 38

25. It shall be the duty of the petitioner or his solicitor, at latest on the day following the day on which an order for the winding-up of a company is pronounced in Court, to leave the order and three copies thereof at the registry for sealing.

Contents of winding-up order.  
Imp. r. 40  
Forms 10 and 15

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

Transmission and advertisement of winding-up order.  
Imp. r. 41

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

(a) Three copies of the order sealed with the seal of the Court shall forthwith be sent by post or otherwise by the Registrar to the Official Assignee :

(b) The Official Assignee shall cause a sealed copy of the order to be served upon the company by prepaid letter addressed to it at its registered office (if any) or if there is no registered office at its principal or last known principal place of business or upon such other person or persons, or in such other manner as the Court may direct, and if the order is that the company be wound up by the Court, shall forward to the Registrar of Companies the copy of the order which by section 177 of the Act is directed to be so forwarded by the company or otherwise as may be prescribed :

Form 88 (1)

(c) The Official Assignee shall forthwith cause notice of the order to be gazetted :

Form 16

(d) The Official Assignee shall forthwith send notice of the order to such local newspaper as he may select.

Form 17

(2) An order for the winding-up of a company subject to the supervision of the Court shall, before the expiration of twelve days from the date thereof, be advertised by the petitioner once in the *Gazette*, and shall be served on such persons (if any) and in such manner as the Court shall direct.

Service on Sheriff of notice of winding-up.  
Imp. r. 41A

28. For the purposes of section 263 of the Act a notice that (a) a winding-up petition has been presented, or (b) a winding-up order has been made, or (c) a provisional liquidator has been appointed, or (d) a meeting has been called at which there is to be proposed a resolution for the voluntary winding-up of the company, or (e) a resolution has been passed for the voluntary winding-up of the company, shall be in writing and shall be addressed, where the execution is in respect of a judgment of the Supreme Court, to the Sheriff, and, in any other case, to the officer charged with the execution, and may be served by being delivered by hand or by registered post, in the case of a notice to a Sheriff, at the Supreme Court office, and, in any other case, at the office of the officer charged with the execution.

## SPECIAL MANAGER.

Appointment of special manager.  
Imp. r. 48

29. (1) An application by the Official Assignee for the appointment of a special manager shall be supported by a report of the Official Assignee, 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 Assignee, ought to be allowed to the special manager, or state that it is, in the opinion of the Official Assignee, desirable that the fixing of such remuneration should be deferred. No affidavit by the Official Assignee in support of the application shall be required.

(2) The remuneration of the special manager shall, unless the Court otherwise in any case 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.  
Imp. r. 49  
Form 18

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

## STATEMENT OF AFFAIRS.

31. (1) A person who under section 183 of the Act has been required by the Official Assignee to submit and verify a statement of affairs of a company shall be furnished by the Official Assignee with such forms and instructions as the Official Assignee 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 Assignee shall cause to be filed in the registry the verified statement of affairs.

Preparation of statement of affairs.  
Imp. r. 50  
Form 19

(2) The Official Assignee may from time to time hold personal interviews with any such person as is mentioned in paragraph (a), (b), (c), or (d) of subsection (2) of section 183 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 Assignee at such time and place as the Official Assignee may appoint and give the Official Assignee all information that he may require.

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

Extension of time for submitting statement of affairs.  
Imp. r. 51

33. After the statement of affairs of a company has been submitted to the Official Assignee 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 Assignee 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 Assignee in relation to the statement of affairs.

Information subsequent to statement of affairs.  
Imp. r. 52

34. Any default in complying with the requirements of section 183 of the Act may be reported by the Official Assignee to the Court.

Default.  
Imp. r. 53

35. 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 Assignee 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 Assignee.

Expenses of statement of affairs.  
Imp. r. 54

36. (1) Any application to dispense with the requirements of section 183 of the Act shall be supported by a report of the Official Assignee showing the special circumstances which in his opinion render such a course desirable.

Dispensing with statement of affairs.  
Imp. r. 55

(2) When the Court has made an order dispensing with the requirements of the said section, it may give such consequential directions as it may see fit and in particular it may give directions as to the sending of any notices which are by these rules required to be sent to any person mentioned in the statement of affairs.

## APPOINTMENT OF LIQUIDATOR IN A WINDING-UP BY THE COURT.

37. (1) As soon as possible after the first meetings of creditors and contributories have been held the Official Assignee, or the Chairman of the meeting, as the case may be, shall report the result of each meeting to the Court.

Appointment of liquidator on report of meetings of creditors and contributories.  
Imp. r. 56  
Form 20

(2) Upon the result of the meetings of creditors and contributories being reported to the Court, if there is a difference between the determinations of the meetings of the creditors and contributories, the Court, shall, on the application of the Official Assignee, fix a time and place for considering the resolutions and determinations (if any) of the meetings, deciding differences, and making such order as shall be necessary. In any other case the Court may upon the application of the Official Assignee 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 Assignee 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) Upon the consideration of the resolutions and determinations of the meetings the Court shall hear the Official Assignee and any creditor or contributory.

(5) If a liquidator is appointed the order shall state what security (if any) he is to give, and the Official Assignee shall, as soon as the liquidator has given security, or if no security is required, then forthwith, 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.

Forms 21 and 88 (7)

Form 22

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

Form 88 (8)

(7) If a liquidator in a winding-up by the Court shall die or resign, or be removed, another liquidator may be appointed in his place in the same manner as in the case of a first appointment, and the Official Assignee 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 198 of the Act, in which case the Official Assignee shall remain liquidator.

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

Standing security.  
Imp. r. 57

38. In the case of a special manager or a liquidator other than the Official Assignee, the following provisions as to security shall have effect, namely:—

- (a) The security shall be given to the Registrar or to such other officers or persons, and in such manner as the Court may from time to time direct.
- (b) It shall not be necessary that security shall be given in each separate winding-up; but security may be given either specially in a particular winding-up, or generally, to be available for any winding-up in which the person giving security may be appointed, either as liquidator or special manager.
- (c) The Court shall fix the amount and nature of such security, and may from time to time, as it thinks fit, either increase or diminish the amount of special or general security which any person has given.
- (d) The cost of furnishing the required security by a liquidator or special manager, including any premiums which he may pay to a guarantee society, shall be borne by him personally, and shall not be charged against the assets of the company as an expense incurred in the winding-up.

Failure to give or keep up security.  
Imp. r. 58

39. (1) If a liquidator or special manager fails to give the required security (if any) within the time stated for that purpose in the order appointing him, or any extension thereof, the Official Assignee shall report such failure to the Court, who may thereupon rescind the order appointing the liquidator or special manager.

(2) If a liquidator or special manager fails to keep up his security the Official Assignee shall report such failure to the Court, who may thereupon remove the liquidator or special manager, and make such order as to costs as the Court shall think fit.

(3) Where an order is made under this rule rescinding an order for the appointment of or removing a liquidator, the Court may direct that meetings shall be held for the purpose of determining whether an application shall be made to the Court for another liquidator to be appointed and thereupon the same meetings shall be summoned and the same proceedings may be taken as in the case of a first appointment of a liquidator.

PUBLIC EXAMINATION.

Consideration of report.  
Imp. r. 59

40. The consideration of a report made by the Official Assignee pursuant to subsection (2) of section 184 of the Act shall be before a Judge in Chambers, and the Official Assignee shall personally, or by counsel or solicitor, attend the consideration of the report, and give the Court any further information or explanation with reference to the matters stated in the report which the Court may require.

Procedure consequent on order for public examination.  
Imp. r. 60  
Form 23

41. Where the Court makes an order under section 215 of the Act, directing any person or persons to attend for public examination,—

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



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

Application for day for holding examination.  
Imp. r. 61

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

Appointment of time and place for public examination.  
Imp. r. 62  
Form 24

44. (1) The Official Assignee shall give notice of the time and place appointed for holding a public examination to the creditors and contributories by advertisement in such newspapers as the Official Assignee thinks fit, and shall also cause notice of the appointment to be gazetted.

Notice of public examination to creditors and contributories.

(2) Where an adjournment of the public examination has been directed, notice of the adjournment shall not, unless otherwise directed by the Court, be advertised in any newspaper, but it shall be sufficient to publish in the *Gazette* a notice of the time and place fixed for the adjourned examination.

Imp. r. 63  
Form 88 (3)

45. 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 Assignee satisfies the Court that such person has absconded, or that there is reason for believing that he is about to abscond with the view of avoiding examination, it shall be lawful for the Court, upon it being proved to the satisfaction of the Court that notice of the order and of the time and place appointed for attendance at the public examination was duly served, without any further notice, to issue a warrant for the arrest of the person required to attend, or to make such other order as the Court shall think just.

Default in attending.  
Imp. r. 64  
Form 25

46. The notes of every public examination shall, after being signed as required by section 215 (6) of the Act, be filed in the registry.

Notes of examination to be filed.  
Imp. r. 65  
Forms 26 and 27

PROCEEDINGS BY OR AGAINST DIRECTORS, PROMOTERS, AND OFFICERS.

47. (1) An application made to the Court under any of the following provisions of the Act—

Application by or against delinquent directors, officers, and promoters.  
Imp. r. 66

- (a) Section 216 ;
- (b) Subsection (1), (2), or (4) of section 268 ;
- (c) Section 269 ;
- (d) Section 302 ;
- (e) Subsection (2) of section 381,—

shall be made by a summons returnable in the first instance in Chambers. The summons shall state the nature of the declaration or order for which application is made, and the grounds of the application, and, unless otherwise ordered, shall be served, in the manner in which an originating summons is required by the Code of Civil Procedure 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 of the summons.

(2) On the return of the summons the Court may give such directions as it shall think fit as to whether points of claim and defence are to be delivered, as to the taking of evidence wholly or in part by affidavit or orally and the cross-examination either on the hearing in Court or in Chambers of any deponents to affidavits in support of or in opposition to the application, and as to any report it may require the Official Assignee or liquidator to make, and generally as to the procedure on the summons and for the hearing thereof.

(3) Where any such order as is mentioned in paragraph (2) of this rule has directed that points of claim and defence shall be delivered, then if subsequently to such order and before the summons has been set down for trial or adjourned either party wishes to apply for any further direction as to any interlocutory matter or thing he shall make an appointment through the Registrar and shall give two clear days' notice in writing to the other party stating the grounds of the application. A copy of such notice shall be filed in the registry two clear days before the day for which the appointment is made.

48. (1) Where any application under section 216 of the Act is made or heard after a public examination under section 215 of the Act which has been held before a Registrar or a Stipendiary Magistrate then, unless the Court shall otherwise direct, such application shall be heard in the first instance by such Registrar or Stipendiary Magistrate, who shall report thereon to the Court, and may make such recommendations as he thinks fit.

Applications to restrain fraudulent persons from managing companies.  
Imp. r. 68

A Judge shall personally hear all other applications under the said section 216 and shall determine all applications under that section, and shall hear and determine all applications which may be made to the Court

under subsection (4) of section 268 of the Act: Provided that the Judge may direct that such applications or any of them shall be heard in the first instance and reported on by any Registrar of the Court.

(2) Where any order has been made under the said section or subsection any application for leave arising out of such order shall be made in the winding-up of the company in relation to which such order was made and the dissolution of the company or the stay of all proceedings in such winding-up shall not be a bar to such application or to the granting of leave.

Use of  
depositions  
taken at  
public  
examinations.  
Imp. r. 69

49. 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 215 of the Act, then in any proceedings subsequently instituted under any of the provisions of the Act mentioned in paragraph (1) of rule 47, 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 examination, be admissible in evidence against any of the persons against whom the application is made, who, under section 215 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.

Shorthand  
notes.  
Imp. r. 70  
Forms 28 and 29

50. If the Court or the person before whom any examination under the Act and rules is directed to be held shall in any case, and at any stage of the proceedings, be of opinion that it would be desirable that a person (other than the person before whom an examination is taken) should be appointed to take down the evidence of any person examined in shorthand or otherwise, it shall be competent for the Court or person aforesaid to make such appointment. The person at whose instance the examination is taken shall nominate a person for the purpose (being an authorized reporter under the Shorthand Reporters Act, 1908, if one is available), and the person so nominated shall be appointed, unless the Court or officer holding the examination shall otherwise order. Every person so appointed shall be paid a sum not exceeding £1 ls. a day, and a sum not exceeding 8d. per folio of ninety words for any transcript of the evidence that may be required, and such sums shall be paid by the party at whose instance the appointment was made, or out of the assets of the company, as may be directed by the Court. No such sum shall be retained by any officer of the Public Service for his own use, except with the express authority of the Public Service Commissioner or, in the case of an officer who is not subject to the control of the Commissioner, of the Minister to whose control he is subject.

Committal of  
contumacious  
witness.  
Imp. r. 71  
Form 30

51. (1) If a person examined before a Registrar or other person 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 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 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 person 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 reported immediately.

Depositions at  
private  
examinations.  
Imp. r. 72

52. (1) The Official Assignee may attend in person or by counsel or by solicitors employed for the purpose, any examination of a witness under section 214 of the Act, on whosoever application the same has been ordered, and may take notes of the examination for his own use, and put such questions to the persons examined as the Court may allow.

(2) The notes of the depositions of a person examined under section 214 of the Act, or under any order of the Court before the Court, or before any

officer of the Court, or person appointed to take such an examination (other than the notes of the depositions of a person examined at a public examination under section 215 of the Act) shall be forthwith lodged in the registry but shall not be filed, or be open to the inspection of any creditor, contributory, or other person, except the Official Assignee or liquidator, or any provisional liquidator other than the Official Assignee, while he is acting as provisional liquidator, unless and until the Court shall so direct, and the Court may from time to time give such general or special directions as it shall think expedient as to the custody and inspection of such notes and the furnishing of copies thereof or extracts therefrom.

#### DISCLAIMER.

53. (1) Any application for leave to disclaim any part of the property of a company pursuant to subsection (1) of section 261 of the Act shall be by *ex parte* motion. Such motion shall be supported by an affidavit showing who are the parties interested and what their interests are. On the hearing of the motion the Court shall give such directions as it sees fit and in particular directions as to the notices to be given to the parties interested or any of them and the Court may adjourn the application to enable any such party to attend. Disclaimer.  
Imp. r. 73

(2) Where a liquidator disclaims a leasehold interest he shall forthwith file the disclaimer in the registry. The disclaimer shall contain particulars of the interest disclaimed and a statement of the persons to whom notice of the disclaimer has been given. Until the disclaimer is filed by the liquidator the disclaimer shall be inoperative. A disclaimer shall be in form No. 31 and a notice of disclaimer in form No. 32 in the First Schedule hereto, with such variations as circumstances may require. Forms 31 and 32

(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.

54. (1) Any application under subsection (6) of section 261 of the Act for an order for the vesting of any disclaimed property in or the delivery of any such property to any persons shall be supported by the affidavit filed on the application for leave to disclaim such property. Vesting of  
disclaimed  
property.  
Imp. r. 74

(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 or under-lessee of such property the Court may direct that notice shall be given to such mortgagee or under-lessee that if he does not elect to accept and apply for such a vesting order as aforesaid upon the terms required by the above-mentioned subsection and imposed by the Court within a time to be fixed by the Court and stated in the notice he will be excluded from all interest in and security upon the property, and the Court may adjourn the application for such notice to be given and for such mortgagee or under-lessee to be added as a party to and served with the application and if he sees fit to make such election and application as is mentioned in the notice. If at the expiration of the time so fixed by the Court such mortgagee or under-lessee fails to make such election and application the Court may make an order vesting the property in the applicant and excluding such mortgagee or under-lessee from all interest in or security upon the property.

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

55. 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 Assignee as to the terms of the scheme, and as to the conduct of the directors and other officers of the company, and as to any other matters which, in the opinion of the Official Assignee, ought to be brought to the attention of the Court. The report shall not be placed upon the file, unless and until the Court shall direct it to be filed. Report by  
Official  
Assignee on  
arrangements  
and  
compromises.  
Imp. r. 75

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

56. (1) The duties imposed on the Court by section 203 (1) of the Act, in a winding-up by the Court with regard to the collection of the assets of the company and the application of the assets in discharge of the company's liabilities shall be discharged by the liquidator as an officer of the Court subject to the control of the Court. Collection and  
distribution of  
company's  
assets by  
liquidator.  
Imp. r. 76

(2) For the purpose of the discharge by the liquidator of the duties imposed by section 203 (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.

Power of liquidator to require delivery of property.  
Imp. r. 77  
Form 33

57. The powers conferred on the Court by section 204 of the Act shall be exercised by the liquidator. Any contributory for the time being on the list of contributories, trustee, receiver, banker, or agent or officer of a company which is being wound up under order of the Court shall, on notice from the liquidator and within such time as he shall by notice in writing require, pay, deliver, convey, surrender, or transfer to or into the hands of the liquidator any money, property, books, or papers which happen to be in his hands for the time being and to which the company is *prima facie* entitled.

#### LIST OF CONTRIBUTORIES IN A WINDING-UP BY THE COURT.

Liquidator to settle list of contributories.  
Imp. r. 78  
Form 34

58. Unless the Court shall dispense with the settlement of a list of contributories the liquidator shall, with all convenient speed after his appointment settle a list of contributories of the company, and shall appoint a time and place for that purpose. The list of contributories shall contain a statement of the address of, and the number of shares or extent of interest to be attributed to each contributory, and the amount called up and the amount paid up in respect of such shares or interest and shall distinguish the several classes of contributories. As regards representative contributories the liquidator shall, so far as practicable, observe the requirements of section 203 (2) of the Act.

Appointment of time and place for settlement of list.  
Imp. r. 79  
Forms 35 and 36

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

Settlement of list of contributories.  
Imp. r. 80  
Form 37

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

Notice to contributories.  
Imp. r. 81  
Forms 38 and 39

61. The liquidator shall forthwith give notice to every person whom he has finally placed on the list of contributories stating in what character and for what number of shares or interest he has been placed on the list and what amount has been called up and what amount paid up in respect of such shares or interest, and in the notice he shall inform such person that any application for the removal of his name from the list, or for a variation of the list, must be made to the Court by summons within twenty-one 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 the list.  
Imp. r. 82  
Form 40

62. (1) Subject to the power of the Court to extend the time or to allow an application to be made notwithstanding the expiration of the time limited for that purpose, no application to the Court by any person who objects to the list of contributories as finally settled by the liquidator shall be entertained after the expiration of twenty-one days from the date of the service on such person of notice of the settlement of the list.

(2) The Official Assignee 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.  
Imp. r. 83  
Form 41

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

#### CALLS.

Calls by liquidator.  
Imp. r. 84

64. The powers and duties of the Court in relation to making calls upon contributories conferred by section 206 of the Act, shall and may be exercised, in a winding-up by the Court, by the liquidator as an officer of the Court subject to the proviso to section 219 of the Act, and to the following regulations :—

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

- (b) The notice of the meeting shall be sent to each member of the committee of inspection in sufficient time to reach him not less than 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 once at least in a newspaper circulating in the locality in which the proceedings are pending. The advertisement shall state the time and place of the intended meeting of the committee of inspection, and that each contributory may either attend the said meeting and be heard, or make any communication in writing to the liquidator or members of the committee of inspection to be laid before the meeting, in reference to the said intended call. Form 42
- (c) At the meeting of the committee of inspection any statements or representations made either to the meeting personally or addressed in writing to the liquidator or members of the committee by any contributory shall be considered before the intended call is sanctioned.
- (d) The sanction of the committee shall be given by resolution, which shall be passed by a majority of the members present. Form 43
- (e) Where there is no committee of inspection, the liquidator shall not make a call without obtaining the leave of the Court. Form 44

65. In a winding-up by the Court an application to the Court for leave to make any call on the contributories of a company, or any of them, for any purpose 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, without a separate notice to each contributory. Application to the Court for leave to make a call.  
Imp. r. 85  
Forms 45 to 48

66. When the liquidator is authorized by resolution or order to make a call on the contributories he shall file in the registry a document in the form No. 49, with such variations as circumstances may require, making the call. Document making the call.  
Imp. r. 86  
Form 49

67. When a call has been made by the liquidator in a winding-up by the Court, a copy of the resolution of the committee of inspection or order of the Court (if any), as the case may be, shall forthwith after the call has been made be served upon each of the contributories included in such call, together with a notice from the liquidator specifying the amount or balance due from such contributory in respect of such call, but such resolution or order need not be advertised unless for any special reason the Court so directs. Service of notice of a call.  
Imp. r. 87  
Forms 44, 48, 50, and 51

68. The payment of the amount due from each contributory on a call may be enforced by order of the Court, to be made in Chambers on summons by the liquidator. Enforcement of call.  
Imp. r. 88  
Forms 52, 53, and 54

PROOFS.

69. In a winding-up by the Court every creditor shall, subject as herein-after provided, prove his debt, unless the Court in any particular winding-up shall give directions that any creditors or class of creditors shall be admitted without proof. Proof of debt.  
Imp. r. 89

70. A debt may be proved in any winding-up by delivering or sending through the post an affidavit verifying the debt. In a winding-up by the Court the affidavit shall be so sent to the Official Assignee or, if a liquidator has been appointed, to the liquidator; and in any other winding-up the affidavit may be so sent to the liquidator. Mode of proof.  
Imp. r. 90

71. An affidavit proving a debt may be made by the creditor himself or by some person authorized by or on behalf of the creditor. If made by a person so authorized, it shall state his authority and means of knowledge. Verification of proof.  
Imp. r. 91

72. An affidavit proving a debt shall contain or refer to a statement of account showing the particulars of the debt, and shall specify the vouchers, if any, by which the same can be substantiated. The Official Assignee or liquidator to whom the proof is sent may at any time call for the production of the vouchers. Contents of proof.  
Imp. r. 92  
Form 55

73. An affidavit proving a debt shall state whether the creditor is or is not a secured creditor. Statement of security.  
Imp. r. 93

74. An affidavit proving a debt may in a winding-up by the Court be sworn before a Justice of the Peace or an Official Assignee, or before any Clerk of an Official Assignee duly authorized in writing by the Minister of Justice in that behalf, or before any Court, Judge, solicitor, or person lawfully authorized to take and receive affidavits in causes or matters pending in the Court. Proof before whom sworn.  
Imp. r. 94

75. A creditor shall bear the cost of proving his debt unless the Court otherwise orders. Costs of proof.  
Imp. r. 95.

Discount.  
Imp. r. 96

76. A creditor proving his debt shall deduct therefrom (a) any discount which he may have agreed to allow for payment in cash in excess of 5 per centum on the net amount of his claim and (b) all trade discounts.

Periodical  
payments.  
Imp. r. 97

77. When any rent or other payment falls due at stated periods, and the order or resolution to wind up is made at any time other than one of those periods, the persons entitled to the rent or payment may prove for a proportionate part thereof up to the date of the winding-up order or resolution as if the rent or payment grew due from day to day: Provided that where the liquidator remains in occupation of premises demised to a company which is being wound up, nothing herein contained shall prejudice or affect the right of the landlord of such premises to claim payment by the company, or the liquidator, of rent during the period of the company's or the liquidator's occupation.

Interest.  
Imp. r. 98

78. 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 the rate for the time being in force in the case of judgment debts in the Supreme Court 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 a  
future time.  
Imp. r. 99

79. 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 mentioned in the last preceding rule 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.

Workmen's  
wages.  
Imp. r. 101  
Form 56.

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

Production of  
bills of  
exchange and  
promissory  
notes.  
Imp. r. 102

81. 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 Assignee, Chairman of a meeting, or liquidator as the case may be, and be marked by him before the proof can be admitted either for voting or for any purpose.

Transmission  
of proofs to  
liquidator.  
Imp. r. 103

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

#### ADMISSION AND REJECTION OF PROOFS AND PREFERENTIAL CLAIMS AND APPEAL TO THE COURT.

Notice to  
creditors to  
prove.  
Imp. r. 104

83. (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 claims, and to establish any title they may have to priority under section 258 of the Act, or to be excluded from the benefit of any distribution made before such debts are proved, or as the case may be from objecting to such distribution.

(2) The liquidator shall give notice in writing of the day so fixed by advertisement in such newspaper as he shall consider convenient, and in a winding-up by the Court to every person mentioned in the statement of affairs as a creditor, and 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.

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

Examination of proof.  
Imp. r. 105  
Form 57

85. 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.

Appeal by creditor.  
Imp. r. 106

86. 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 a instance of liquidator.  
Imp. r. 107

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

Expunging at instance of creditor.  
Imp. r. 108

88. 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.

Oaths.  
Imp. r. 109

89. In a winding-up by the Court the Official Assignee, 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.

Official Assignee's powers.  
Imp. r. 110

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

Filing proofs by Official Assignee.  
Imp. r. 111

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

Proofs to be filed.  
Imp. r. 112  
Form 58

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

Procedure where creditor appeals.  
Imp. r. 113

93. Subject to the power of the Court to extend the time in a winding-up by the Court, the Official Assignee 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 Official Assignee.  
Imp. r. 114

94. Subject to the power of the Court to extend the time, the liquidator in a winding-up by the Court, other than the Official Assignee, 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 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.

Time for dealing with proofs by liquidator.  
Imp. r. 115

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

Cost of appeals from decisions as to proofs.  
Imp. r. 116

#### DIVIDENDS IN A WINDING-UP BY THE COURT.

96. (1) Not more than two months before declaring a dividend the liquidator in a winding-up by the Court shall give notice of his intention to do so in the *Gazette*, and at the same time to such of the creditors mentioned in the statement of affairs as have not proved their debts.

Dividends to creditors.  
Imp. r. 117  
Forms 59, 60, and 88 (4)

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 shall 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.

Form 88 (5)

(3) Immediately after the expiration of the time fixed by this rule for appealing against the decision of the liquidator he shall proceed to declare a dividend, and shall give notice thereof in the *Gazette*, and shall pay the 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 in the *Gazette*; 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.

(5) Dividends may be transmitted by post.

Return of  
capital to  
contributories.  
Imp. r. 118  
Forms 61 and  
88 (6)

97. Every order by which the liquidator in a winding-up by the Court is authorized to make a return to contributories of the company shall, unless the Court shall otherwise direct, contain or have appended thereto a schedule or list (which the liquidator shall prepare) setting out in a tabular form the full names and addresses of the persons to whom the return is to be paid, and the amount of money payable to each person, and particulars of the transfers of shares (if any) which have been made or the variations in the list of contributories which have arisen since the date of the settlement of the list of contributories and such other information as may be requisite to enable the return to be made. The schedule or list shall be in the form No. 61 with such variations as circumstances shall require.

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

First meetings  
of creditors and  
contributories.  
Imp. r. 119

98. Unless the Court otherwise directs, the meetings of creditors and contributories under section 187 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 and they shall be summoned by the Official Assignee.

Notice of first  
meetings to be  
gazetted.  
Imp. r. 120  
Form 88 (2)

99. The Official Assignee shall forthwith give notice in the *Gazette* of the dates fixed by him for the first meetings of creditors and contributories.

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

Summoning of  
first meetings.  
Imp. r. 121

101. The notices of first meetings of creditors and contributories may be in forms Nos. 62 and 63, and the notices to creditors shall state a time within which the creditors must lodge their proofs in order to entitle them to vote at the first meeting.

Form of  
notices of  
first meetings.  
Imp. r. 122  
Forms 62 and 63

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

Notice of first  
meeting to  
officers of  
company.  
Imp. r. 123  
Form 64



103. (1) The Official Assignee 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 Assignee 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.

Summary of  
statement of  
affairs.  
Imp. r. 124

(2) Where prior to the winding-up order the company has commenced to be wound up voluntarily the Official Assignee 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 Assignee may think fit to make on such account or on the voluntary winding-up.

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

104. (1) In addition to the first meetings of creditors and contributories and in addition also to meetings of creditors and contributories directed to be held by the Court under section 278 of the Act (hereinafter referred to as Court meetings of creditors and contributories), the liquidator in any winding-up by the Court may himself from time to time, subject to the provisions of the Act and the control of the Court, summon, hold, and conduct meetings of the creditors or contributories (hereinafter referred to as liquidator's meetings of creditors and contributories) for the purpose of ascertaining their wishes in all matters relating to the winding-up.

Liquidator's  
meetings of  
creditors and  
contributories  
Imp. r. 125

(2) In any creditors' voluntary winding-up the liquidator may himself from time to time summon, hold, and conduct meetings of creditors for the purpose of ascertaining their wishes in all matters relating to the winding-up. Such meetings and all meetings of creditors which a liquidator or a company is by the Act required to convene in or immediately before such a voluntary winding-up and all meetings convened by a creditor in a voluntary winding-up under these rules are hereinafter called voluntary liquidation meetings.

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

Application of  
rules as to  
meetings.  
Imp. r. 126

106. (1) The Official Assignee 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 the *Gazette* and in a local 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 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.

Summoning of  
meetings.  
Imp. r. 127  
Form 65

(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 238 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 234 or section 241 of the Act.

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

Proof of notice.  
Imp. r. 128  
Forms 66 and 67

Place of meetings.  
Imp. r. 129

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

Costs of calling meeting.  
Imp. r. 130

109. The costs of summoning a meeting of creditors or contributories at the instance of any person other than the Official Assignee or liquidator shall be paid by the person at whose instance it is summoned, who shall, before the meeting is summoned, deposit with the Official Assignee or liquidator (as the case may be) such sum as may be required by the Official Assignee or liquidator as security for the payment of such costs. The costs of summoning such meeting of creditors or contributories, including all disbursements for printing, stationery, postage, and the hire of room, shall be calculated at the following rate for each creditor or contributory to whom notice is required to be sent—namely, two shillings per creditor or contributory for the first twenty creditors or contributories, one shilling per creditor or contributory for the next thirty creditors or contributories, sixpence per creditor or contributory for any number of creditors or contributories after the first fifty. The said costs shall be repaid out of the assets of the company if the Court shall by order or if the creditors or contributories (as the case may be) shall by resolution so direct. This rule shall not apply to meetings under section 234 or section 238 of the Act.

Chairman of meeting.  
Imp. r. 131  
Form 68.

110. Where a meeting is summoned by the Official Assignee or the liquidator, he or someone nominated by him shall be Chairman of the meeting. At every other meeting of creditors or contributories the Chairman shall be such person as the meeting by resolution shall appoint. This rule shall not apply to meetings under section 234 of the Act.

Ordinary resolution of creditors and contributories.  
Imp. r. 132

111. 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.

Copy of resolution to be filed.  
Imp. r. 133

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

Non-reception of notice by a creditor.  
Imp. r. 134

113. 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.

Adjournments.  
Imp. r. 135  
Form 69

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

Quorum.  
Imp. r. 136

115. (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 at least three creditors entitled to vote or three contributories or all the creditors entitled to vote or all the contributories if the number of creditors entitled to vote or the 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 is not present or represented the meeting shall be adjourned to the same day in the following week at the same time and place or to such other day or time or place as the Chairman may appoint, but so that the day appointed shall be not less than seven or more than twenty-one days from the day from which the meeting was adjourned.

Creditors entitled to vote.  
Imp. r. 137

116. 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 Assignee 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 Assignee 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 and the next four following rules 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.

117. 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 who has not been adjudged bankrupt, 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.

Cases in which creditors may not vote.  
Imp. r. 138

118. 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.

Votes of secured creditors.  
Imp. r. 139

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

Creditor required to give up security.  
Imp. r. 140

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

Admission and rejection of proofs for purpose of voting.  
Imp. r. 141

121. 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.

Statement of security.  
Imp. r. 142

122. (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.

Minutes of meeting.  
Imp. r. 143

(2) A list of creditors and contributories present at every meeting shall be made and kept as in form No. 70.

Form 70

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

123. A creditor or a contributory may vote either in person or by proxy. Where a person is authorized in manner provided by section 124 of the Act to represent a corporation at any meeting of creditors or contributories such person shall produce to the Official Assignee or liquidator or other 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.

Proxies.  
Imp. r. 144

124. Every instrument of proxy shall be in accordance with form No. 71 or form No. 72, and every written part thereof shall be in the handwriting of the person giving the proxy or of any manager or clerk or other person in his regular employment or of a solicitor or a Justice of the Peace.

Form of proxies.  
Imp. r. 145  
Forms 71 and 72

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

Forms of proxy to be sent with notices.  
Imp. r. 146

- General proxies.  
Imp. r. 147
126. A creditor or a contributory may give a general proxy to any person.
- Special proxies.  
Imp. r. 148
127. A creditor or a contributory may give a special proxy to any person to vote at any specified meeting or adjournment thereof—
- (a) For or against the appointment or continuance in office of any specified person as liquidator or member of the committee of inspection; and
- (b) On all questions relating to any matter other than those above referred to and arising at the meeting or an adjournment thereof.
- Solicitation by liquidator to obtain proxies.  
Imp. r. 149
128. 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 Assignee or liquidator.  
Imp. r. 150
129. A creditor or a contributory in a winding-up by the Court may appoint the Official Assignee 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.  
Imp. r. 151
130. 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 or 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.  
Imp. r. 152  
Forms 71 and 72
131. (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 Assignee not later than the time mentioned for that purpose in the notice convening the meeting or the adjourned meeting, which time shall be not earlier than twelve o'clock at noon of the day but one before, nor later than twelve o'clock at noon of the day before the day appointed for such meeting, unless the Court otherwise directs.
- (2) In every other case a proxy shall be lodged with the Official Assignee or liquidator in a winding-up by the Court, with the company at its registered office for a meeting under section 234 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 four o'clock in the afternoon of the day before the meeting or adjourned meeting at which it is to be used.
- (3) No person shall be appointed a general or special proxy who is a minor.
- Use of proxies by deputy.  
Imp. r. 153  
Form 68
132. Where an Official Assignee who holds any proxies cannot attend the meeting for which they are given he may, in writing, depute some person in his employment or under his official control, or being an officer of the Public Service to use the proxies on his behalf and in such manner as he may direct.
- Filling in where creditor blind or incapable.  
Imp. r. 154
133. The proxy of a creditor blind or incapable of writing may be accepted, if such creditor has attached his signature or mark thereto in the presence of a witness, who shall add to his signature his description and address: Provided that all insertions in the proxy are in the handwriting of the witness, and such witness shall have certified at the foot of the proxy that all such insertions have been made by him at the request and in the presence of the creditor before he attached his signature or mark.

## ATTENDANCE AND APPEARANCE OF PARTIES.

- Attendance at proceedings.  
Imp. r. 155
134. (1) Every person for the time being on the list of contributories of the company and every person whose proof has been admitted shall be at liberty, at his own expense, to attend proceedings, and shall be entitled, upon payment of the costs occasioned thereby, to have notice of all such proceedings as he shall by written request desire to have notice of; but if the Court shall be of opinion that the attendance of any such person upon any proceedings has occasioned any additional costs which ought not to be borne by the funds of the company, it may direct such costs, or a gross sum in lieu thereof, to be paid by such person; and such person shall not be entitled to attend any further proceedings until he has paid the same.

(2) The Court may from time to time appoint any one or more of the creditors or contributories to represent before the Court, at the expense of the company, all or any class of the creditors or contributories, upon any question or in relation to any proceedings before the Court, and may remove the person so appointed. If more than one person is appointed under this rule to represent one class, the persons appointed shall employ the same solicitor to represent them.

(3) No creditor or contributory shall be entitled to attend any proceedings Form 73 in Chambers unless and until he has entered in a book, to be kept by the Registrar for that purpose, his name and address, and the name of his solicitor (if any), and an address for service not more than three miles from the registry, and upon any change of his address for service, or of his solicitor, his new address for service, and the name of his new solicitor.

135. Where the attendance of the liquidator's solicitor is required on Attendance of liquidator's solicitor. any proceeding in Court or Chambers, the liquidator need not attend in person, except in cases where his presence is necessary in addition to that Imp. r. 156 of his solicitor, or the Court directs him to attend.

#### LIQUIDATOR AND COMMITTEE OF INSPECTION.

136. (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 on the amount on which the fee payable to the Public Account would have been computed if the Official Assignee had been the liquidator. Remuneration of liquidator. Imp. r. 157

(2) If the Official Assignee is of opinion that the remuneration of a liquidator as fixed by the committee of inspection is unnecessarily large, the Official Assignee may apply to the Court, and thereupon the Court shall fix the amount of the remuneration of the liquidator.

(3) If there is no committee of inspection the remuneration of the liquidator shall, unless the Court shall otherwise order, be fixed by the scale of fees for the time being payable to the Public Account in respect of the services of the Official Assignee as liquidator.

(4) This rule shall only apply to a liquidator appointed in a winding-up by the Court.

137. Except as provided by the Act or the rules, a liquidator shall not under any circumstances whatever, make any arrangement for, or accept from any solicitor, auctioneer, or any other person connected with the company of which he is liquidator, or who is employed in or in connection with the winding-up of the company, any gift, remuneration, or pecuniary or other consideration or benefit whatever beyond the remuneration to which under the Act and the rules he is entitled as liquidator, nor shall he make any arrangement for giving up, or give up any part of such remuneration to any such solicitor, auctioneer, or other person. Limit of remuneration. Imp. r. 158

138. 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 Official Assignee 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. Dealings with assets. Imp. r. 159

139. 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 Restriction on purchase of goods by liquidator. Imp. r. 160 (if any) arising out of the transaction.

140. 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 Audit Office or in a voluntary winding-up if it appears to the committee of inspection or to any meeting of creditors or contributories Committee of inspection not to make profit. Imp. r. 161

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.  
Imp. r. 162

141. In any case in which the sanction of the Court is obtained under the last two preceding rules, 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  
payments to  
committee.  
Imp. r. 163

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

Discharge of  
costs before  
assets handed  
to liquidator.  
Imp. r. 164

143. (1) Where a liquidator is appointed by the Court, and has notified his appointment to the Registrar of Companies, and given security in accordance with the order of the Court (if any) in that behalf, the Official Assignee shall forthwith put the liquidator into possession of all property of the company of which the Official Assignee may have custody: Provided that such liquidator shall have, before the assets are handed over to him by the Official Assignee, discharged any balance due to the Official Assignee 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 5 per centum per annum; and the liquidator shall pay all fees, costs, and charges of the Official Assignee which may not have been discharged by the liquidator before being put into possession of the property of the company, and whether incurred before or after he has been put into such possession.

(2) The Official Assignee 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 Assignee, if so requested by the liquidator, to communicate to the liquidator all such information respecting the estate and affairs of the company as may be necessary or conducive to the due discharge of the duties of the liquidator.

(4) This and the next following rule shall only apply in a winding-up by the Court.

Resignation of  
liquidator.  
Imp. r. 165

144. 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 in the registry a memorandum of his resignation; and shall send notice thereof to the Official Assignee, 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 Assignee and thereupon the Court may, upon the application of the liquidator or the Official Assignee, 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 bankruptcy.  
Imp. r. 166

145. If a liquidator is adjudged bankrupt, he shall thereby vacate his office, and for the purposes of the application of the Act and rules shall be deemed to have been removed.

#### Books.

Record-book.  
Imp. r. 169

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

147. (1) In a winding-up by the Court the Official Assignee, 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 Audit Office 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.

Cash-book.  
Imp. r. 170

(2) In a winding-up by the Court a liquidator other than the Official Assignee shall submit the record-book and cash-book, together with any other requisite books and vouchers, to the committee of inspection (if any) when required, and not less than once every 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.

148. (1) In any winding-up all or any part of the cash balance standing to the credit of the company in any bank account kept by the liquidator, and not required for the time being to answer demands in respect of the company's estate, may, with the consent of the Audit Office, be invested in the purchase of specified Government securities, or placed on fixed deposit in a specified bank.

Investment of  
funds with  
consent of  
Audit Office.  
Cf. Imp. r. 171  
N.Z. rr. 46, 47

(2) The consent of the Audit Office under this rule shall be given only upon a certificate and request in form No. 74 signed by the liquidator and also by the committee of inspection (if any), and may be given upon and subject to such terms and conditions as the Audit Office thinks fit.

Form 74

(3) All dividends, interest, and other profits from investments under this rule shall from time to time as received be paid into a bank account kept by the liquidator to the credit of the company.

#### ACCOUNTS AND AUDIT IN A WINDING-UP BY THE COURT.

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

Audit of Cash-  
book.  
Imp. r. 172  
Form 75

150. (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.

Liquidator  
carrying on  
business.  
Imp. r. 174

(2) The trading cash account shall from time to time and not less than once in every month, be verified by affidavit, 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.

Forms 76 and 77

151. (1) The liquidator shall transmit to the Audit Office with his accounts a summary of such accounts in such form as the Audit Office may from time to time direct, and on the approval of such summary by the Audit Office, shall forthwith obtain, prepare, and transmit to the Audit Office so many copies thereof, duly stamped for transmission by post, and addressed to the creditors and contributories, as may be required for transmitting such summary to each creditor and contributory.

Summary of  
accounts.  
Imp. r. 176

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

152. Where a liquidator has not since the date of his appointment or since the last audit of 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 Audit Office, forward to the Audit Office an affidavit of no receipts or payments.

Affidavit of  
no receipts.  
Imp. r. 177

153. Upon a liquidator resigning or being released or removed from his office, he shall deliver over to the Official Assignee, 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 Assignee, or, as the case may be, to the new liquidator, all the books, papers, documents, and accounts which he is by this rule required to deliver on his release.

Proceedings on  
resignation, &c.,  
of liquidator.  
Imp. r. 178 (1)

Disposal of  
books.  
Imp. r. 178 (2)

154. The Registrar of Companies, with the consent of the Audit Office, may, at any time during the progress of the liquidation, on the application of the liquidator or the Official Assignee, 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.

#### TAXATION OF COSTS.

Taxation of  
costs payable  
by or to  
Official  
Assignee or  
liquidator or  
by company.  
Imp. r. 180

155. Every solicitor, manager, accountant, or other person employed by an Official Assignee or liquidator in a winding-up by the Court shall on request by the Official Assignee or liquidator (to be made a sufficient time before the declaration of a dividend) deliver his bill of costs or charges to the Official Assignee or liquidator for the purpose of taxation; and if he fails to do so within the time stated in the request, or such extended time as the Court may allow, the liquidator shall declare and distribute the dividend without regard to such person's claim, and, subject to any order of the Court, the claim shall be forfeited. The request by the Official Assignee or liquidator shall be in form No. 78.

Form 78

Lodgment of  
bill.  
Imp. r. 182

156. The bill or charges, if incurred in a winding-up by the Court prior to the appointment of a liquidator, shall be delivered to the Official Assignee, and, if incurred after the appointment of a liquidator, shall be delivered to the liquidator. Unless the bill or charges is or are to be paid without taxation pursuant to the proviso to rule 165 (2) of the rules, the Official Assignee or the liquidator, as the case may be, shall lodge the bill or charges with the Registrar.

Notice of  
appointment.  
Imp. r. 181

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

Copy of the  
bill to be  
furnished.  
Imp. r. 183

158. 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 Assignee or the liquidator, furnish a copy of his bill or charges so to be taxed. The Official Assignee 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.

Application  
for costs.  
Imp. r. 184

159. Where any party to, or person affected by, any proceeding desires to make an application for an order that he be allowed his costs, or any part of them, incident to such proceeding, and such application is not made at the time of the proceeding:—

- (a) Such party or person shall serve notice of his intended application on the Official Assignee or on the liquidator as the case may be:
- (b) The Official Assignee or liquidator may appear on such application and object thereto:
- (c) No costs of or incident 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.

Certificate of  
taxation.  
Imp. r. 185  
Form 79

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

Certificate of  
employment.  
Imp. r. 186

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



162. In any case in which pursuant to section 263 (1) of the Act a Sheriff is required to deliver goods or money to a liquidator such Sheriff shall without delay bring in his bill of costs for taxation and they shall be taxed by the Registrar and unless such bill of costs is brought in for taxation within one month from the date when the Sheriff makes such delivery the liquidator may decline to pay the same. Sheriff's costs. Imp. r. 187

163. If a liquidator shall in writing require any costs which a Sheriff has deducted under section 263 (2) of the Act to be taxed the Sheriff shall within seven days from the date of the request bring in such costs for taxation and they shall be taxed by the Registrar and any amount disallowed on such taxation shall forthwith be paid over by the Sheriff to the liquidator. Taxation of Sheriff's costs after deduction. Imp. r. 188

#### COSTS AND EXPENSES PAYABLE OUT OF THE ASSETS OF THE COMPANY.

164. (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. Liquidator's charges. Imp. r. 191

(2) Where a liquidator is a solicitor he may contract that the remuneration for his services as liquidator shall include all professional services.

165. (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:— Costs payable out of the assets. Imp. r. 192

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

*Next.*—The remuneration of the special manager (if any):

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

*Next.*—The taxed charges of any shorthand-writer appointed to take an examination: Provided that where the shorthand-writer is appointed at the instance of the Official Assignee the cost of the shorthand notes shall be deemed to be an expense incurred by the Official Assignee in getting in and realizing the assets of the company:

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

*Next.*—The costs of any person properly employed by any such liquidator:

*Next.*—The remuneration of any such liquidator:

*Next.*—The actual out-of-pocket expenses necessarily incurred by the committee of inspection, subject to the approval of the Audit Office.

(2) No payments in respect of bills or charges of solicitors, managers, accountants, or other persons, other than payments for costs and expenses incurred and sanctioned under rule 35, and payments of bills which have been taxed and allowed under orders made for the taxation thereof, shall be allowed out of the assets of the company without proof that the same have been considered and allowed by the Registrar; and the Registrar shall before passing the bills or charges of a solicitor satisfy himself that the appointment of a solicitor to assist the liquidator in the performance of his duties has been duly sanctioned: Provided that the Official Assignee when acting as liquidator may without taxation pay and allow the costs and charges of any person employed by him where such costs and charges are within the scale usually allowed by the Court and do not exceed the sum of £10: Provided always that the Audit Office may require such costs or charges to be taxed by the Registrar. Costs.

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

## STATEMENTS BY LIQUIDATOR TO THE REGISTRAR OF COMPANIES.

Conclusion of winding-up.  
Imp. r. 193

166. The winding-up of a company shall, for the purposes of section 276 of the Act, be deemed to be concluded—

- (a) In the case of a company wound up by order of the Court, at the date on which the order dissolving the company has been reported by the liquidator to the Registrar of Companies, or at the date of the order of the Court releasing the liquidator pursuant to section 198 of the Act :
- (b) In the case of a company wound up voluntarily, or under the supervision of the Court, 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 Public Account pursuant to the Unclaimed Moneys Act, 1908.

Times for sending liquidator's statements, and regulations applicable thereto.  
Imp. r. 194

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

- (a) The first statement commencing at the date when a liquidator was first appointed and brought down to the end of twelve months from the commencement of the winding-up, shall be sent within thirty days from the expiration of such twelve months, or within such extended period as the Audit Office 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.
- (b) Subject to the next succeeding rule, form No. 80, and, where applicable, forms Nos. 82, 83, and 84, with such variations as circumstances may require, shall be used, and the directions specified in the form shall (unless the Audit Office otherwise direct) be observed in reference to every statement.
- (c) Every statement shall be verified by an affidavit in the form No. 81, with such variations as circumstances may require.

Forms, 80, 82, 83, and 84

Form 81

Affidavit of no receipts or payments.  
Imp. r. 195

Forms 80 and 81

168. Where in a voluntary winding-up or a winding-up under the supervision of the Court a liquidator has not during any period for which a statement has to be sent received or paid any money on account of the company, he shall, at the period when he is required to transmit his statement, send to the Registrar of Companies the prescribed statement in the form No. 80, 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. 81.

## RELEASE OF LIQUIDATOR IN A WINDING-UP BY THE COURT.

Proceedings for release of liquidator.  
Imp. r. 202  
Forms 85 and 86

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

Form 88 (9)

(2) When the Court has granted to a liquidator his release, a notice of the order granting the release shall be gazetted. The liquidator shall provide the requisite fee for the *Gazette*, which he may charge against the company's assets.

Disposal of books and papers.  
Imp. r. 203

170. (1) The Registrar of Companies may direct 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 direction given by the Registrar under this rule.

(3) Subject to any order of the Court the Registrar of Companies may by a further direction vary or rescind any direction given by him under this rule.

(4) A resolution for the destruction of the books and papers of such a company within the said period of five years or any shorter period fixed by a direction 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 shall otherwise direct.

(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.

OFFICIAL ASSIGNEES.

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

Duties where no assets. Imp. r. 209

172. (1) Where a liquidator is appointed by the Court in a winding-up by the Court, the Official Assignee shall account to the liquidator.

Accounting by Official Assignee. Imp. r. 210

(2) If the liquidator is dissatisfied with the account or any part thereof, he may report the matter to the Audit Office, which shall take such action (if any) thereon as it may deem expedient.

(3) The provisions of these rules as to liquidators and their accounts shall not apply to the Official Assignee when he is liquidator, but he shall account in such manner as the Audit Office may from time to time direct.

173. 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 Court may, subject to the directions of the Court, be exercised by the Official Assignee.

Official Assignee to act for Court where no committee of inspection. Imp. r. 211

174. An appeal to the Court from an act or decision of the Official Assignee 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.

Appeals from Official Assignee. Imp. r. 212

175. (1) An application by the Minister of Justice to the Court to examine on oath the liquidator or any other person pursuant to section 197 of the Act, and an application by the Registrar of Companies to confer on the Registrar of Companies or any person designated by him for the purpose with respect to the company concerned the powers of investigating the affairs of the company mentioned in subsection (3) of section 270 of the Act, shall be made *ex parte*, and shall be supported by a report to the Court filed in the registry, stating the circumstances in which the application is made.

Applications under s. 197 and s. 270 (3) of the Act. Imp. r. 213

(2) The report may be signed by any person duly authorized to sign documents on behalf of the Minister of Justice or the Registrar of Companies as the case may be; and shall for the purposes of such application be *prima facie* evidence of the statements therein contained.

BOOKS TO BE KEPT, AND RETURNS MADE, BY OFFICERS OF COURT.

176. (1) In each registry of the Court the Registrar shall keep books according to the form No. 87 in the First Schedule hereto, and the particulars given under the different heads in such books shall be entered forthwith after each proceeding has been concluded.

Books to be kept by Registrars. Imp. r. 214 Form 87

(2) Forthwith after any entry is made in any such book the Registrar shall transmit a copy of the entry to the Registrar of Companies, who shall record the entry in a similar book to be kept by him in the same form, and also in the records relating to the company concerned.

GAZETTING IN A WINDING-UP BY THE COURT.

177. (1) All notices subsequent to the making by the Court of a winding-up order in pursuance of the Act or the rules requiring publication in the *Gazette* shall be gazetted by the Official Assignee.

Gazetting notices. Imp. r. 215 Form 88

(2) Where any winding-up order is amended, and also in any case in which any matter which has been gazetted has been amended or altered, or in which a matter has been wrongly or inaccurately gazetted, the Official Assignee shall regazette such order or matter with the necessary amendments and alterations in the prescribed form, at the expense of the company's assets, or otherwise as the Minister of Justice may direct.

Filing memorandum of Gazette notices.  
Imp. r. 216  
Form 89

178. (1) Whenever the *Gazette* contains any advertisement relating to any winding-up proceedings the Official Assignee or liquidator, as the case may be, shall file with the proceedings a memorandum referring to and giving the date of the advertisement.

(2) In the case of an advertisement in a local newspaper, the Official Assignee or liquidator, as the case may be, shall keep a copy of the newspaper, and a memorandum referring to and giving the date of the advertisement shall be placed on the file.

(3) For this purpose one copy of each local newspaper in which any advertisement relating to any winding-up proceeding in the Court is inserted shall be left with the Official Assignee or liquidator, as the case may be, by the person who inserts the advertisement.

(4) A memorandum under this rule shall be *prima facie* evidence that the advertisement to which it refers was duly inserted in the issue of the *Gazette* or newspaper mentioned in it.

#### ARRESTS AND COMMITMENTS.

To whom warrants may be addressed.  
Imp. r. 217

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

Prison to which person arrested on warrant is to be taken.  
Imp. r. 218

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

Prison to which a person arrested is to be conveyed, and production and custody of persons arrested.  
Imp. r. 220

181. (1) Where a person is arrested under a warrant of commitment issued under any of the provisions of the Act and rules, other than sections 214 and 217 of the Act, and rule 45 of the rules, he shall be forthwith conveyed in custody of the officer apprehending him to the prison mentioned in the warrant of commitment, and kept therein for the time mentioned in the warrant of commitment, unless sooner discharged by the order of the Court which originally issued the warrant of commitment, or otherwise by law.

(2) Where a person is arrested under a warrant issued under section 214 or section 217 of the Act, or under rule 45 of the rules, he shall be forthwith conveyed in custody of the officer apprehending him to the prison mentioned in the warrant; and the Governor or keeper of such prison shall produce such person before the Court as it may from time to time direct, and shall safely keep him until such time as the Court shall otherwise order, or such person shall be otherwise discharged by law.

#### FEEES.

Fees of Court.  
Cf. Rule 72 of 1887,  
Bankruptcy Rule 6, and 1908, No. 12, s. 172 (N.Z.)

182. The Registrar shall receive and take in respect of all matters or proceedings in the Court in relation to the winding-up of companies the same fees as are for the time being payable to Registrars pursuant to Rule 581 of the Code of Civil Procedure in respect of like matters or proceedings under the Judicature Act, 1908:

Provided that the fee for filing a petition for the winding-up of a company by the Court, or subject to the supervision of the Court, shall be £3:

Provided further that no fee shall be received or taken for—

- (a) Sealing the three copies of a winding-up order referred to in rules 25 and 27 of the rules:
- (b) Filing a liquidator's final statement of accounts, or the report of the Audit Office thereon, or any affidavit therewith, or a notice of motion for release of a liquidator:
- (c) Sealing an order releasing a liquidator:
- (d) The examination of any person under section 214 or section 215 of the Act.

Fees payable to Public Account.  
Companies (Board of Trade) Fees Order, 1929, rr. 1, 2, 6 (Imperial)  
Cf. 1908, No. 28, s. 191 (N.Z.)

183. (1) Subject to the next succeeding subclause, the fees specified in the Second Schedule hereto shall be paid in respect of proceedings in the winding-up of companies.

(2) Where the head office of the company is situate outside New Zealand, and the liquidation takes place partly in New Zealand and partly elsewhere, or where the Court has sanctioned a reconstruction of the company or a scheme of arrangement of its affairs, or where for any other reason the Official Assignee satisfies the Minister of Justice that the fees in the said Schedule would be excessive, such reduction may be made in the said fees as may, on the recommendation of the Minister of Justice, be sanctioned by the Treasury.

(3) The said fees shall be paid into the Public Account and form part of the Consolidated Fund.

(4) Wherever practicable every fee shall be paid before the proceeding is had in respect of which the fee is payable.

REMUNERATION OF DEPUTY OFFICIAL ASSIGNEES.

184. There shall be paid out of the Public Account to Deputy Official Assignees who are not officers of the Public Service, as remuneration for their services, an amount equal to seventy per cent. of the fees paid into the Public Account under the last preceding rule in respect of their services:

Remuneration of Deputy Official Assignees not in Public Service.

Provided that the remuneration of a Deputy Official Assignee for acting as liquidator of a company (to include his services as provisional liquidator) or for collecting, calling, or realizing property for the debenture-holders or for realizing property for secured creditors other than debenture-holders shall in no case be less than £3 3s.

APPLICATIONS TO THE COURT IN A VOLUNTARY WINDING-UP.

185. Applications to the Court under section 248 of the Act shall be made by motion or summons.

Applications under section 248.

MISCELLANEOUS MATTERS.

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

Enlargement or abridgment of time. Imp. r. 222

187. (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.

Formal defect not to invalidate proceedings. Imp. r. 223

(2) No defect or irregularity in the appointment or election of an Official Assignee, liquidator, or member of a committee of inspection shall vitiate any act done by him in good faith.

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

Application of existing procedure. Imp. r. 224

SCHEDULES.

FIRST SCHEDULE.

FORMS.

No. 1. (Rule 6.)

GENERAL TITLE.

In the Supreme Court of New Zealand,  
 ..... District,  
 ..... Registry.

No.

In the matter of the Companies Act, 1933,

and

In the matter of (a) , Limited.

(a) Insert full name of company.

No. 2. (Rule 13.)

PETITION.

(Title.)

To the Supreme Court of New Zealand.

The day of , 19 .

THE humble petition of (a) sheweth as follows:—

(a) Insert full name, address, and description of petitioner.

1. The Company, Limited (hereinafter called the company), was in the month of incorporated under the Companies Act, 19 .

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

(b) State the full address of the registered office so as sufficiently to show the district in which it is situate.

3. The nominal capital of the company is £ , divided into shares of £ each. The amount of the capital paid up or credited as paid up is £ .

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

To and other objects set forth in the memorandum of association thereof.

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

Your petitioner therefore humbly prays as follows:—

(1) That the Company, Limited, may be wound up by the Court under the provisions of the Companies Act, 1933.

(c) [That the voluntary winding-up of the Company, Limited, may be continued but subject to the supervision of the Court.]

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

(2) Or that such other order may be made in the premises as shall be just.

This petition was filed by the petitioner in person [or by , solicitor for the petitioner]. The petitioner's address for service is at (d)

(d) State address for service within three miles of the registry.

No. 3. (Rule 13.)

PETITION BY UNPAID CREDITOR ON SIMPLE CONTRACT.

(Title.)

Paragraphs 1, 2, 3, and 4 as in No. 2.

5. The company is indebted to your petitioner in the sum of £ for (a)

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

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 No. 2].

## No. 4. (Rule 15.)

## 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 was, on the day of 19, presented to the said Court by (b). And that the said petition is directed to be heard before the Court sitting at on the day of 19, at o'clock in the noon; 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 in person or by 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 (c) [Solicitor for the] Petitioner.

Address for service: (d).

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, address, and description of the person, or, if a firm, the name, address, and description of the firm, and an address for service within three miles of the office of the Supreme Court at (e), and must be signed by the person or firm, or his or their solicitor (if any), and must be served, or, if posted, must be sent by post in sufficient time to reach the above-named petitioner's address for service not later than (f) o'clock in the of the of 19

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

(b) Insert name, address, and description of petitioner.

(c) To be signed by the solicitor to the petitioner or by the petitioner if he has no solicitor.

(d) Insert petitioner's address for service, as stated on the petition.

(e) Insert place where petition is filed.

(f) If the day appointed for the hearing of the petition is a Monday, then I, 11 a.m. on the Saturday previous to such Monday if the day appointed for the hearing is on any other day, then 4 p.m. on the day immediately preceding the day so appointed.

## No. 5. (Rule 15.)

## AFFIDAVIT OF ADVERTISEMENT OF PETITION.

(Title.)

I, , of , make oath and say:—  
1. The advertisement of the petition herein was duly advertised in the *New Zealand Gazette* on the day of 19, and in the newspaper, of the day of 19, such newspaper being a daily [or as the case may be] newspaper published at [If not published in the town in which the company's registered office or principal or last known principal place of business, as the case may be, is or was situate, add and circulating in the (Here state the town or locality in which the registered office or place of business is or was situate)].

2. Cuttings from the said *New Zealand Gazette* and the said newspaper containing the said advertisements are hereunto annexed and marked respectively with the letters A and B.

Sworn, &amp;c.

## No. 6. (Rule 16.)

## AFFIDAVIT OF SERVICE OF PETITION ON MEMBERS, OFFICERS, OR SERVANTS.

(Title.)

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

That I did on day, the day of 19, serve the above-named company with the petition herein (a copy whereof is hereunto annexed and marked with the letter A) by delivering to and leaving with [Name, address, and description] a member [or officer] [or servant] of the said company a copy of the said petition, duly sealed with the seal of the Court, at [Office or place of business as aforesaid], before the hour of in the noon.

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

That I did on day, the day of 19, 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, duly sealed with the seal of the Court, of the petition herein (a copy whereof is hereunto annexed and marked with the letter A) before the hour of in the 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, officer, or servant of the company to be served.]

That I did on day, the day of 19, serve [Name, address, and description] with a copy, duly sealed with the seal of the Court, of the petition herein (a copy whereof is hereunto annexed and marked with the letter A), by delivering the same together with a true copy of the order for substituted service herein (a copy whereof is hereunto annexed and marked with the letter B) personally to the said , at [Place] before the hour of in the noon.

Sworn, &amp;c.

## No. 7. (Rule 16.)

## AFFIDAVIT OF SERVICE OF PETITION ON LIQUIDATOR.

(Title.)

I, , of , make oath and say:—  
That I did, on day, the day of 19, serve [Name, address, and description], the liquidator of the above-named company, with a copy, duly sealed with the seal of the Court, of the petition herein (a copy whereof is hereunto annexed and marked with the letter A), by delivering the same personally to the said at [Place], before the hour of in the noon.

Sworn, &amp;c.

No. 8. (Rule 17.)

AFFIDAVIT VERIFYING PETITION.

(Title.)

I, A.B., of, &c., make oath and say that such of the statements in the petition herein (a) If the petition is by a firm, insert "the acts and deeds of my said firm."

(a copy whereof is hereunto annexed 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.

No. 9. (Rule 17.)

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 Company, Limited, the petitioner in the above matter, and am duly authorized by the said petitioner to make this affidavit on its behalf.

2. Such of the statements in the petition herein (a copy whereof is hereunto annexed and marked with the letter A) as relate to the acts and deeds of the said petitioner 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.

No. 10. (Rules 19 and 26.)

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

(Title.)

Before the Honourable Mr. Justice , the day of , 19 .

UPON the application, &c., and upon reading, &c., the Court doth hereby appoint the Official Assignee at [or as the case may be] to be provisional liquidator of the above-named company. And the Court doth hereby limit and restrict the powers of the said provisional liquidator to the following acts, that is to say [Describe the acts which the provisional liquidator is to be authorized to do and the property of which he is to take possession].

By the Court,

....., Registrar.

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

No. 11. (Rule 20.)

NOTICE OF INTENTION TO APPEAR ON PETITION.

(Title.)

TAKE notice that (a) a creditor for £ 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 day of , 19 , and to support [or oppose] such petition.

Dated at , this day of , 19 .

{(Signed) (c)}

Address for service: (d)

To

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

(b) State number and class of shares held.

(c) To be signed by the person or his solicitor (if any).

(d) Insert address for service within three miles of the registry in which the petition is filed.

No. 12. (Rule 21.)

LIST OF PARTIES ATTENDING THE HEARING OF A PETITION.

(Title.)

THE following are the names of those who have given notice of their intention to attend the hearing of the petition herein, on the day of , 19 :—

Name.	Address and Description.	Name of Solicitor (if any) of Party who has given Notice, and Address for Service.	Creditors. Amount of Debt.	Contributories. Number of Shares.	Opposing.	Supporting.

Dated at , this day of , 19 .

..... [Solicitor for the] Petitioner.

No. 13. (Rule 24.)

NOTIFICATION TO OFFICIAL ASSIGNEE [AUDIT OFFICE] OF WINDING-UP ORDER.

(Title.)

To the Official Assignee,

[Address.]

[To the Audit Office, Wellington.]

ORDER pronounced this day by the Honourable Mr. Justice [or, as the case may be] for winding up the undermentioned company under the Companies Act, 1933.

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

No. 14. (Rule 24.)

NOTIFICATION TO OFFICIAL ASSIGNEE [AUDIT OFFICE] OF ORDER PRONOUNCED FOR APPOINTMENT OF PROVISIONAL LIQUIDATOR PRIOR TO WINDING-UP ORDER BEING MADE.

(Title.)

To the Official Assignee,

[Address.]

[To the Audit Office, Wellington.]

ORDER pronounced this day by the Honourable Mr. Justice [or, as the case may be] for the appointment of (a) as provisional liquidator prior to any winding-up order being made.

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

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

No. 15. (Rule 26.)

ORDER FOR WINDING-UP BY THE COURT.

(Title.)

Before the Honourable Mr. Justice  
 , the day of , 19 .

UPON the petition of the above-named company [or A.B., of, &c., a creditor (or contributory) of the above-named company], on the day of , 19 , preferred unto the Court, and upon hearing for the petitioner, and for , 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 day of , 19 , the *New Zealand Gazette* of the day of , 19 , the newspaper of the day of , 19 [Enter any other papers], each containing an advertisement of the said petition [Enter any other evidence], this Court doth order that the said company be wound up by this Court under the provisions of the Companies Act, 1933, and that the Official Assignee at be constituted provisional liquidator of the affairs of the company.

And it is ordered that the costs of of the said petition be taxed and paid out of the assets of the said company.

By the Court,

....., Registrar.

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

No. 16. (Rule 27 (1) (d).)

NOTICE OF ORDER TO WIND UP (FOR NEWSPAPER).

The Companies Act, 1933.

In the matter of , Limited.

WINDING-UP order made , 19 .

Date and place of first meetings:—

Creditors , 19 , at

Contributories , 19 , at

....., Official Assignee and Provisional Liquidator.



## No. 17. (Rule 27 (2).)

## ORDER FOR WINDING-UP, SUBJECT TO SUPERVISION.

(Title.)

Before the Honourable Mr. Justice  
 , the day of , 19 .

UPON the petition, &c., this Court doth order that the voluntary winding-up of the said Company, Limited, be continued, but subject to the supervision of this Court; and any of the proceedings under the said voluntary winding-up may be adopted as the Court shall think fit; and it is ordered that the liquidator appointed in the voluntary winding-up of the said company, or other the liquidator for the time being, do on the day of next, and thenceforth every three months file in the registry of the Court a report in writing as to the position of, and the progress made with, the winding-up of the said company, and with the realization of the assets thereof, and as to any other matters connected with the winding-up as the Court may from time to time direct. And it is ordered that no bills of costs, charges, or expenses, or special remuneration of any solicitor employed by the liquidator of the said company, or any remuneration, charges, or expenses of such liquidator, or of any manager, accountant, auctioneer, broker, or other person, be paid out of the assets of the said company, unless such costs, charges, expenses, or remuneration, shall have been taxed or allowed by the Registrar. And it is ordered that all such costs, charges, expenses, and remuneration be taxed and ascertained accordingly. And it is ordered that the costs of the petitioner and of [*Here insert any directions as to allowance of costs of petitioners and of person appearing*]. And the creditors, contributories, and liquidator of the said company, and all other persons interested, are to be at liberty to apply generally as there may be occasion.

By the Court,

....., Registrar.

## No. 18. (Rule 30.)

## AFFIDAVIT BY SPECIAL MANAGER VERIFYING ACCOUNT.

(Title.)

I, of , make oath and say as follows:—

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

Sworn, &amp;c.

No. 19. (Rule 31.)  
STATEMENT OF AFFAIRS.  
(Title.)

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

I.—As regards Creditors.

Gross Liabilities.			Expected to rank.			Assets.			Estimated to produce.		
£	s.	d.	£	s.	d.	£	s.	d.	£	s.	d.
Debts and liabilities, viz :—						(a) Property as per List "H," viz :—					
(a) Unsecured creditors as per List "A" [State number]						(a) Cash at bankers .. .. .					
						(b) Cash in hand .. .. .					
						(c) Stock in trade .. .. .					
						(Estimated cost, £ )					
						(d) Machinery .. .. .					
						(e) Trade fixtures, fittings, utensils, &c. ..					
						(f) Investments in shares, &c. .. .. .					
						(g) Loans on mortgage .. .. .					
						(h) Other property, viz :—					
(b) ... Creditors fully secured (not including debenture-holders), as per List "B" .. .. .						(b) Book debts ( debtors), as per List "I,"					
Estimated value of securities .. .. .						viz :—					
						Good .. .. .					
Estimated surplus .. .. .											
Carried to List "C" .. .. .						Doubtful .. .. .					
Balance to contra (d) .. .. .						Bad .. .. .					
(c) ... Creditors partly secured, as per List "C" .. .. .											
Less estimated value of securities .. .. .						Estimated to produce .. .. .					
Estimated to rank for dividend .. .. .											
(d) Liabilities on bills discounted other than company's own acceptances for value as per List "D" .. .. .						(c) Bills of exchange, or other similar securities on hand, as per List "J" .. .. .					
Of which it is expected will rank for dividend .. .. .						Estimated to produce .. .. .					
(e) Other liabilities, as per List "E" .. .. .						(d) Surplus from securities in the hands of creditors fully secured (per contra) (b) .. .. .					
Of which it is expected will rank for dividend .. .. .											
						(e) Unpaid calls ( debtors), as per List "K" .. .. .					
						Estimated to produce .. .. .					
						Estimated total assets .. .. .					
(f) ... Preferential creditors for wages, &c., as per List "F" deducted contra .. .. .						Deduct preferential creditors as per contra (f)					
						Estimated amount available to meet claims of debenture-holders .. .. .					
(g) Loans on debenture bonds, as per List "G" deducted contra ( holders) .. .. .						Deduct loans on debenture bonds secured on the assets of the company as per contra (g) .. .. .					
						Estimated amount available to meet unsecured creditors, subject to cost of liquidation .. .. .					
Estimated surplus (if any) after meeting liabilities of company, subject to cost of liquidation .. .. .						Estimated deficiency of assets to meet liabilities of the company, subject to cost of liquidation .. .. .					

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



LIST "A."

UNSECURED CREDITORS.

The names to be arranged in alphabetical order and numbered consecutively, creditors for £10 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	..	..	..	..	..	..

£ s. d.

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 Description.	Amount of Debt.			Date when contracted.		Consideration.
						Month.	Year.	
			£	s.	d.			

Signature :

Dated

19 .

LIST "B."

CREDITORS FULLY SECURED (NOT INCLUDING DEBENTURE-HOLDERS).

No.	Name of Creditor.	Address and Description.	Amount of Debt.			Date when contracted.		Consideration.	Particulars of Security.	Date when given.	Estimated Value of Security.			Estimated Surplus from Security.		
						Month.	Year.				£	s.	d.	£	s.	d.
			£	s.	d.						£	s.	d.	£	s.	d.

Signature :

Dated

19 .

LIST "C."

CREDITORS PARTLY SECURED.

(State whether also contributories of the company.)

No.	Name of Creditor.	Address and Description.	Amount of Debt.			Date when contracted.		Consideration.	Particulars of Security.	Month and Year when given.	Estimated Value of Security.			Balance of Debt Unsecured.		
						Month.	Year.				£	s.	d.	£	s.	d.
			£	s.	d.						£	s.	d.	£	s.	d.

Signature :

Dated

19 .

LIST "D."

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

No.	Acceptor's Name, Address, and Description.	Whether liable as Drawer or Endorser.	Date when due.	Amount.			Holder's Name, Address, and Description (if known).	Amount expected to rank for Dividend.		
				£	s.	d.		£	s.	d.

Signature :

Dated

19

LIST "E." OTHER LIABILITIES.

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

No.	Name of Creditor or Claimant.	Address and Description.	Amount of Liability or Claim.			Date when Liability incurred.		Nature of Liability.	Consideration.	Amount expected to rank against Assets for Dividend.		
			£	s.	d.	Month.	Year.			£	s.	d.

Signature :

Dated

19 .

LIST "F."

PREFERENTIAL CREDITORS FOR SALARIES, WAGES, AND OTHERWISE.

No.	Name of Creditor.	Address and Description.	Nature of Claim.	Period during which Claim accrued due.	Date when due.	Amount of Claim.			Amount payable in full.			Difference ranking for Dividend.		
						£	s.	d.	£	s.	d.	£	s.	d.

Signature :

Dated

19 .

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 and Description.	Amount.			Description of Assets over which Security extends.
			£	s.	d.	

Signature :

Dated

19 .

LIST "H."

PROPERTY.

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

Full Statement and Nature of Property.	Estimated Cost.			Estimated to produce.		
	£	s.	d.	£	s.	d.
(a) Cash at bankers .. .. .						
(b) Cash in hand .. .. .						
(c) Stock in trade, at .. .. .						
(d) Machinery, at .. .. .						
(e) Trade fixtures, fittings, office furniture, utensils, &c.						
(f) Investments in stocks or shares, &c. ..						[State particulars.]
(g) Loans for which mortgage or other security held						[State particulars.]
(h) Other property, viz. :—						

Signature :  
Dated , 19 .

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 and the amount of the contra account should be shown on the third 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.	Address and Description.	Amount of Debt.									Folio of Ledger or other Book where Particulars to be found.	When contracted.		Estimated to Produce.	Particulars of any Securities held for Debt.	
			Good.			Doubtful.			Bad.				Month.	Year.			
			£	s.	d.	£	s.	d.	£	s.	d.						£

Signature: Dated

LIST "J."

BILLS OF EXCHANGE, PROMISSORY NOTES, ETC., ON HAND AVAILABLE AS ASSETS.

No.	Name of Acceptor of Bill or Note.	Address and Description.	Amount of Bill or Note.			Date when due.	Estimated to produce.			Particulars of any Property held as Security for Payment of Bill or Note.
			£	s.	d.		£	s.	d.	

Signature :

Dated

19 .

LIST "K."

UNPAID CALLS.

Consecutive No.	No. in Share Register.	Name of Shareholder.	Address and Description.	Number of Shares held.	Amount of Call per Share unpaid.			Total Amount due.			Estimated to realize.			
					£	s.	d.	£	s.	d.	£	s.	d.	

Signature :

Dated

19 .

LIST "L."

LIST OF FOUNDERS' SHARES.

Consecutive No.	Register No.	Name of Shareholder.	Address and Description.	Nominal Amount of Share.	Number of Shares held.	Amount per Share called up.			Total Amount called up.			
						£	s.	d.	£	s.	d.	

Signature :

Dated

19 .

LIST "M."

LIST OF ORDINARY SHARES.

Consecutive No.	Register No.	Name of Shareholder.	Address and Description.	Nominal Amount of Share.	Number of Shares held.	Amount per Share called up.			Total Amount called up.			
						£	s.	d.	£	s.	d.	

Signature :

Dated

19 .

## LIST "N."

## LIST OF PREFERENCE SHARES.

Consecutive No.	Register No.	Name of Shareholder.	Address and Description.	Nominal Amount of Share.	Number of Shares held.	Amount per Share called up.			Total Amount called up.		
						£	s.	d.	£	s.	d.

Signature :

Dated

19 .

## LIST "O" (i).

## DEFICIENCY ACCOUNT.

(i) Deficiency Account where Winding-up Order (1) made within Three Years of Formation of Company.

	£ s. d.				£ s. d.		
	£	s.	d.		£	s.	d.
I. Gross profit (if any) arising from carrying on business from date of formation of company to date of winding-up order(1) (as per Trading Account annexed)				I. Expenditure in carrying on business from date of formation of company to date of winding-up order (1), viz. :—			
II. Receipts, if any, during same period from under-mentioned sources :—							
Interest on loans .. .. .							
Interest on deposits .. .. .							
Transfer fees .. .. .							
Amount paid on shares issued and subsequently forfeited (as per list annexed) .. .. .							
III. Other receipts, if any, during same period not included under any of the above headings, viz. .. .. .				II. General expenditure—			
IV. Deficiency as per Statement of Affairs—Part II .. .. .				Salaries .. .. .			
				Wages not charged in Trading Account .. .. .			
				Rent .. .. .			
				Rates and taxes .. .. .			
				Law-costs .. .. .			
				Commission .. .. .			
				Interest on loans .. .. .			
				Interest on debentures .. .. .			
				Miscellaneous expenditure (as per details annexed) .. .. .			
				III. Directors' fees from date of formation of company to date of winding-up order(1) .. .. .			
				IV. Dividends declared during same period .. .. .			
				V. Losses and depreciation written off in company's books(2) :—			
				Bad debts .. .. .			
				Losses on investments .. .. .			
				Depreciation of property .. .. .			
				Preliminary expenses .. .. .			
				VI. Losses and depreciation not written off in company's books, now written off by the directors(2) :—			
				Bad debts .. .. .			
				Losses on investments .. .. .			
				Depreciation of property .. .. .			
				Preliminary expenses .. .. .			
				VII. Other losses and expenses .. .. .			
Total amount to be accounted for .. (3) £				Total amount accounted for .. .. (3) £			

NOTES.—(1) Where the Official Assignee has so directed substitute any other date.

(2) Where particulars are numerous they should be inserted in a separate Schedule.

(3) These figures should agree.

Signature :

Dated

19 .



LIST "O" (ii).

DEFICIENCY ACCOUNT.

(ii) Deficiency Account where Winding-up Order(1) made more than Three Years after Formation of Company.

£ s. d.			£ s. d.																																																																																																																																																																																			
<p>I. Excess of assets over capital and liabilities on the (2) day of , 19 (if any), as per company's balance-sheet. (This and any previous balance-sheets to be annexed or handed to O.A.) ..</p> <p>II. Gross profit (if any) arising from carrying on business from the (2) day of , 19 , to date of winding-up order(1) as per Trading Account annexed .. .. .</p> <p>III. Receipts (if any) during same period from under-mentioned sources :—                      Interest on loans .. .. .                      Interest on deposits .. .. .                      Transfer fees .. .. .                      Amounts paid on shares issued and subsequently forfeited (as per list annexed)</p> <p>IV. Other receipts (if any) during same period not included under any of the above headings .. ..</p> <p>V. Deficiency as per Statement of Affairs (Part II) ..</p>	<p>I. Excess of capital and liabilities over assets on the (2) day of , 19 (if any), as per company's balance-sheet. (This and any previous balance-sheets to be annexed or handed to O.A.) .. ..</p> <p>II. Expenses of carrying on business from the(2) day of , 19 , to date of winding-up order (1), viz. :—</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2"></th> <th colspan="3">Amount discharged.</th> <th colspan="3">Due at Date of Winding-up Order. 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- NOTES.—(1) Where the Official Assignee has so directed substitute any other date.  
 (2) Three years before date of winding-up order or such other date as the Official Assignee has directed.  
 (3) Where particulars are numerous they should be inserted in a separate Schedule.  
 (4) These figures should agree.

Signature :

Dated

## LIST "P."

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

LIST.	PARTICULARS, AS PER FRONT SHEET.	REMARKS.
		<i>[Where no particulars are entered on any one or more of the Lists named "A" to "O" the word "Nil" should be inserted in this column opposite the particular list or lists left blank.]</i>
A	Unsecured creditors .. .. .	
B	Creditors fully secured (not including debenture-holders) ..	
C	Creditors partly secured .. .. .	
D	Liabilities on bills discounted other than the company's own acceptances for value .. .. .	
E	Other liabilities .. .. .	
F	Preferential creditors for wages, &c. .. .. .	
G	Loans on debenture bonds .. .. .	
H	Property .. .. .	
I	Book debts .. .. .	
J	Bills of exchange or other similar securities on hand .. .. .	
K	Unpaid calls .. .. .	
L	Founders' shares .. .. .	
M	Ordinary shares .. .. .	
N	Preference shares .. .. .	
O	Deficiency Account .. .. .	

Signature :

Dated

19 .

No. 20. (Rule 37.)

REPORT OF RESULT OF MEETING OF CREDITORS OR CONTRIBUTORIES.

(Title.)

I, A.B., the Official Assignee at [or, as the case may be], chairman of a meeting of the creditors [or contributories] of the above-named company, summoned by advertisement in the newspaper of the , 19 , and in the Gazette of the , 19 , and by notice dated , 19 , and held on the day of , 19 , at

do hereby report to the Court the result of such meeting as follows:— 1. The said meeting was attended, either personally or by proxy, by creditors whose proofs of debt against the said company were admitted for voting purposes, amounting in the whole to the value of £ [or by contributories, holding in the whole shares in the said company, and entitled respectively by the regulations of the company to votes].

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

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

Dated this day of , 19 .

(Signed) A.B., Chairman.

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

No. 21. (Rule 37 (5).)

ORDER APPOINTING LIQUIDATOR.

(Title.)

Before the Honourable Mr. Justice , the day of , 19 .

UPON the application of the Official Assignee and provisional liquidator of the above-named company, by summons dated , 19 , and upon hearing the applicant in person and upon reading the order to wind up the said company dated , 19 , and the reports of the Official Assignee of the results of the meetings of creditors and contributories made to the Court and respectively dated the , 19 , and the affidavit of as to the fitness of the liquidator hereinafter named filed

It is ordered that of be appointed liquidator of the above-named company.

(a) And it is ordered that the following persons be appointed a committee of inspection to act with the said liquidator, namely:—

(b) And it is ordered that the said liquidator do within seven days from the date of this order give security (c)

And notice of this order is to be gazetted and advertised in the

By the Court,

....., Registrar.

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

(b) To be struck out if not required by Court.

(c) Insert security required by Court.

No. 22. (Rule 37 (6).)

ADVERTISEMENT OF APPOINTMENT OF LIQUIDATOR.

In the matter of , Limited. By order of the Supreme Court at , dated the day of , 19 , Mr. , of , has been appointed liquidator of the above-named company with [or without] a committee of inspection.

Dated this day of , 19 .

No. 23. (Rule 41.)

ORDER DIRECTING A PUBLIC EXAMINATION.

(Title.)

Before the Honourable Mr. Justice , the day of , 19 .

UPON reading the reports of the Official Assignee in the above matter, dated respectively the day of , 19 , the day of , 19 , and

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

By the Court,

....., Registrar.

The Schedule referred to.

Name.	Address.	Connection with the Company.

No. 24. (Rule 43.)

NOTICE TO ATTEND PUBLIC EXAMINATION.

(Title.)

WHEREAS by an order of this Court, made on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, it was ordered that you, the undermentioned \_\_\_\_\_, should attend before the Court on a day and at a place to be named for the purpose, and be publicly examined as to the promotion or formation of the company, and as to the conduct of the business of the company, and as to your conduct and dealings as (a)

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

And whereas the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, at \_\_\_\_\_ o'clock in the noon, before the \_\_\_\_\_ sitting at \_\_\_\_\_, has been appointed as the time and place for holding the said examination.

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

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

Dated the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

To

Official Assignee.

No. 25. (Rule 45.)

WARRANT AGAINST PERSON WHO FAILS TO ATTEND EXAMINATION.

(Title.)

To \_\_\_\_\_ and to the Governor or keeper of the [Here insert the prison].

(a) Name of person required to attend.

WHEREAS by order of the Court dated \_\_\_\_\_, 19\_\_\_\_, (a) \_\_\_\_\_ was ordered to attend before the Court on a day and at a place to be named for the purpose of being publicly examined.

(b) Name or title of person before whom examination is directed to be held.

And whereas, by evidence taken upon oath, it has been made to appear to the satisfaction of the Court that the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, at \_\_\_\_\_ o'clock in the \_\_\_\_\_ noon before (b) \_\_\_\_\_, sitting at (c) \_\_\_\_\_, was appointed as the time and place for holding the said examination, and that notice of the said order and of the said time and place so appointed was duly served upon the said (a).

(c) Place of examination.

[And whereas the said (a) \_\_\_\_\_ did without good cause fail to attend on the said \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, for the purpose of being examined, according to the requirements of the said order of this Court made on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, directing him so to attend.] [or, and that the said (a) \_\_\_\_\_ has absconded (or, and that there is reason to believe that the said (a) \_\_\_\_\_ is about to abscond) with a view to avoiding examination under the Companies Act, 1933].

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

Dated at \_\_\_\_\_, this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

By the Court,

....., Registrar.

No. 26. (Rule 46.)

NOTES OF PUBLIC EXAMINATION WHERE A SHORTHAND-WRITER IS APPOINTED.

(Title.)

Public Examination of (a).

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

Before \_\_\_\_\_ at the Court, \_\_\_\_\_, this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_. THE above-named \_\_\_\_\_, being sworn and examined at the time and place above mentioned, upon the several questions following being put and propounded to him, gave the several answers thereto respectively following each question, that is to say:—

A.

These are the notes of the public examination referred to in the memorandum of public examination of \_\_\_\_\_, taken before me this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

No. 27. (Rule 46.)

NOTES OF PUBLIC EXAMINATION WHERE A SHORTHAND-WRITER IS NOT APPOINTED.

(Title.)

Public Examination of (a).

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

Before \_\_\_\_\_ at the Court, \_\_\_\_\_, this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_. THE above-named \_\_\_\_\_, being sworn and examined at the time and place above mentioned, upon his oath saith as follows:—

A.

These are the notes of the public examination referred to in the memorandum of public examination of \_\_\_\_\_, taken before me this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

No. 28. (Rule 50.)

APPLICATION FOR APPOINTMENT OF SHORTHAND-WRITER TO TAKE DOWN NOTES OF PUBLIC EXAMINATION, AND ORDER THEREON.

(Title.)

Ex parte the Official Assignee.

I, , the Official Assignee herein, do hereby, pursuant to Rule 50 of the Companies (Winding-up) Rules, 1934, apply to the Court for an order for the appointment of , of , to take down in shorthand the notes of examination of

at their public examination, the costs of taking such notes, and of making a transcript thereof, to be paid in accordance with Rule 50.

Dated this day of , 19 . , Official Assignee.

Before

UPON the application of the Official Assignee, the Court hereby appoints , of , to take down in shorthand the notes of examination of the persons mentioned in the above application at their public examination, or at any adjournment thereof, pursuant to Rule 50 of the Companies (Winding-up) Rules, 1934, the costs of taking such notes, and of making a transcript thereof, to be paid in accordance with Rule 50.

Dated this day of , 19 .

No. 29. (Rule 50.)

DECLARATION BY SHORTHAND-WRITER.

(Title.)

Before

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

Dated at , this day of , 19 [Declared before me at the time and place above-mentioned.]

No. 30. (Rule 51.)

REPORT TO THE COURT WHERE PERSON EXAMINED REFUSES TO ANSWER TO SATISFACTION OF REGISTRAR OR STIPENDIARY MAGISTRATE.

(Title.)

At the [public] examination of (a) , held before me this day of 19 , the following question was allowed by me to be put to the said [ ]:— (a) e.g., A.B., a person ordered to attend for examination.

Q. (b)

The (c) refused to answer the said question.

(or) The (c) answered the said question as follows:— (b) Here state question.

A. (d)

I thereupon named the day of , 19 , at as the time and place for such [refusal to] answer to be reported to the Honourable Mr. Justice (c) Witness.

Dated at , this day of , 19 . (d) Here insert answers (if any).

....., Registrar [or Stipendiary Magistrate.]

No. 31. (Rule 53.)

DISCLAIMER.

(Title.)

PURSUANT to an order of the Court dated the day of , 19 , I, , the liquidator of the above-named company, hereby disclaim all interest in the lease dated the day of , 19 , whereby the premises (a) were demised to at a rent of £ per annum for a term of . (a) Insert description of the property disclaimed.

Notice of this disclaimer has been given to

Dated this day of , 19 . , Liquidator.

No. 32. (Rule 53.)

NOTICE OF DISCLAIMER OF LEASE.

(Title.)

TAKE notice that, pursuant to an order of the Court, dated the day of , 19 , I, , the liquidator of the above-named company, by writing under my hand bearing date the day of , 19 , disclaimed all interest in the lease dated the day of , 19 , whereby the premises (a) were demised to at a rent of £ per annum for a term of . (a) Insert description of the property disclaimed.

The above-mentioned disclaimer has been filed at the office of the Supreme Court at (b)

Dated this day of , 19 . , Liquidator. (b) State address.

To [Address]

No. 33. (Rule 57.)

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

(Title.)

- (a) Name of liquidator.
- (b) Name of person to whom notice is addressed.
- (c) Address of liquidator's office.

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

Dated this day of , 19 .

[Signed]

....., Liquidator.

To (b) [Address]

No. 34. (Rule 58.)

PROVISIONAL LIST OF CONTRIBUTORIES TO BE MADE OUT BY LIQUIDATOR.

(Title.)

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

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

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

First Part.—Contributories in their own Right.

Serial No.	Name.	Address.	Description.	Number of Shares [or Extent of Interest].	Amount called up at Date of Commencement of Winding-up.	Amount paid up at Date of Commencement of Winding-up.

Second Part.—Contributories as being Representatives of, or liable for the Debts of, Others.

Serial No.	Name.	Address.	Description.	In what Character included.	Number of Shares [or Extent of Interest].	Amount called up at Date of Commencement of Winding-up.	Amount paid up at Date of Commencement of Winding-up.

No. 35. (Rule 59.)

NOTICE TO CONTRIBUTORIES OF APPOINTMENT TO SETTLE LIST OF CONTRIBUTORIES.

(Title.)

- (a) Insert place of appointment.

TAKE notice that I, , the liquidator of the above-named company, have appointed the day of , 19 , at of the clock in the noon, at (a) , to settle the list of the contributories of the above-named company, made out by me, pursuant to the Companies Act, 1933, 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] are stated below; if no sufficient cause is shown by you to the contrary at the time and place aforesaid, the list will be settled, including you therein.

Dated this day of , 19 .

....., Liquidator.

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

No. on List.	Name.	Address.	Description.	In what Character included.	Number of Shares [or Extent of Interest].	Amount called up at Date of Commencement of Winding-up.	Amount paid up at Date of Commencement of Winding-up.

*Note.*—Contributors are under no obligation to attend the appointment referred to in the above notice if they are satisfied that the particulars contained in the notice are correct. A shareholder's name cannot be omitted from the list of contributors on account of his inability to pay calls; this question will be dealt with when application is made for payment of the calls. A change of address may be notified by giving notice by post before the date fixed for the appointment.

No. 36. (Rule 59.)

AFFIDAVIT OF POSTING OF NOTICES OF APPOINTMENT TO SETTLE LIST OF CONTRIBUTORS.

(Title.)

I, (a) \_\_\_\_\_, make oath and say as follows:—  
 1. That I did on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, send to each contributory mentioned in the list of contributors made out by the [Official Assignee and] liquidator on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, 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 contributors in the form hereunto annexed, marked "A," except that in the tabular form at the foot of such copies respectively I inserted the number, name, address, description, in what character included, (b) \_\_\_\_\_, the amount called up, and the amount paid up, in respect of the shares [or interest] of the person on whom such copy of the said notice was served.  
 2. That I sent the said notices by putting the same prepaid into the post-office at \_\_\_\_\_ before the hour of \_\_\_\_\_ o'clock in the \_\_\_\_\_ noon on the said day.  
 Sworn, &c.

(a) State the full name, address, and description of the deponent.

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

No. 37. (Rule 60.)

CERTIFICATE OF LIQUIDATOR OF FINAL SETTLEMENT OF THE LIST OF CONTRIBUTORS.

(Title.)

PURSUANT to the Companies Act, 1933, 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 contributors of the above-named company, so far as the said list has been settled, up to the date of this certificate, is as follows:—

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

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

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

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

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 contributors.

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 up at such date in respect of their shares [or interest].

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

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.





No. 39. (Rule 61.)

AFFIDAVIT OF SERVICE OF NOTICE TO CONTRIBUTORY.

(Title.)

I, (a) , make oath and say as follows:—

1. I did on the day of , 19 , in the manner hereinafter mentioned, serve a true copy of the notice hereunto annexed, 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 Assignee and] Liquidator of the company on the day of , 19 , 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, description, in what character included, and (b) and the amount paid up and the amount called up in respect of the shares [or interest] of the person on whom such copy of the said notice was served, in the same words and figures as the same particulars are set forth in the said schedule.

(a) State full name, address, and description of the deponent.

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

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 before the hour of o'clock in the noon of the said day of , 19 .

Sworn, &c.

No. 40. (Rule 62.)

ORDER ON APPLICATION TO VARY LIST OF CONTRIBUTORIES.

(Title.)

Before the Honourable Mr. Justice , the day of , 19 .

UPON the application of W.N., by summons dated the day of , 19 , 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 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 A.B., the liquidator of the said company, his costs of this application, amounting to £ .]

By the Court,

....., Registrar.

No. 41. (Rule 63.)

SUPPLEMENTAL LIST OF CONTRIBUTORIES.

(Title.)

1. The following is a list of persons who, since making out the list of contributories herein, dated the day of , 19 , I have ascertained are, or have been, holders of shares in [or members of] the above-named company, and to the best of my judgment are contributories of the said company.

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

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

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

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

No. 42. (Rule 64 (b).)

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

(Title.)

TAKE notice that a meeting of the committee of inspection of the above company will be held at on the (a) day of , 19 , at o'clock in the noon, for the purpose of considering and obtaining the sanction of the committee to a call of £ per share proposed to be made by the liquidator on the contributories.

(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.

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

Dated this day of , 19

[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 £ or thereabouts.
2. The assets of the company are estimated to realize the sum of £ . There are no other assets, except the amounts due from certain of the contributories to the company, and in my opinion it will not be possible to realize in respect of the said amounts more than £ .
3. The list of contributories has been duly settled, and persons have been settled on the list in respect of the total number of shares.
4. For the purpose of satisfying the several debts and liabilities of the company, and of paying the costs, charges, and expenses of the winding-up, I estimate that a sum of £ will be required in addition to the amount of the company's assets hereinbefore mentioned.
5. In order to provide the said sum of £ 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 £ per share should be made.

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

No. 43. (Rule 64 (b).)

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

(Title.)

NOTICE is hereby given that the undersigned liquidator of the above-named company proposes that a call should be made "on all the contributories of the said company," [or, as the case may be], of £ per share, and that he has summoned a meeting of the committee of inspection of the company, to be held at on the day of , 19 , at o'clock in the noon, to obtain its 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) .

(a) Insert address.

Dated this day of , 19 .  
 ..... Liquidator.

No. 44. (Rules 64 (d) and 67.)

RESOLUTION OF COMMITTEE OF INSPECTION SANCTIONING CALL.

RESOLVED, That a call of £ per share be made by the liquidator on all the contributories of the company [or, as the case may be].

Dated this day of , 19 .  
 [Signed]  
 Members of the Committee  
 of Inspection.

No. 45. (Rule 65.)

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 before the Honourable Mr. Justice at his Chambers, Supreme Court House, , on the day of , 19 , at o'clock in the noon, on the hearing of an application on the part of the [Official] Liquidator of the company for an order that he may be at liberty to make a call to the amount of per share on all the contributories [or, as the case may be] of the said company.

Dated at this day of , 19 .  
 ..... Registrar.

This summons was taken out by , of , solicitor for the [Official] Liquidator, whose address for service is at .

To

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

SCHEDULE.

Number on List.	Name and Address.	In what Character Included.

No. 46. (Rule 65.)

AFFIDAVIT OF LIQUIDATOR IN SUPPORT OF PROPOSAL FOR CALL.

(Title.)

I, , 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 winding up the affairs thereof, and which several amounts form in the aggregate the sum of £ 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 £ 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 £ or thereabouts.

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

4. For the purpose of satisfying the several debts and liabilities of the said company and of paying the costs, charges, and expenses of and incidental to winding up the affairs thereof, I believe the sum of £ 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 £

5. In order to provide the said sum of £ 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 £ per share should be made.

Sworn, &c.

No. 47. (Rule 65.)

ADVERTISEMENT OF APPLICATION FOR LEAVE TO MAKE A CALL.

(Title.)

NOTICE is hereby given that the Supreme Court has appointed , the day of , 19 , at o'clock in the noon, at (a) , to hear (a) State place an application for leave to make a call on all the contributories of the said company of appointment. [or as the case may be] and that the liquidator of the said company proposes that such call shall be for £ per share. All persons interested are entitled to attend at such day, hour, and place, to offer objections to such call.

Dated this day of , 19 .

....., Liquidator.

No. 48. (Rule 65.)

ORDER GIVING LEAVE TO MAKE A CALL.

(Title.)

Before the Honourable Mr. Justice , the day of , 19 .

UPON the application by summons dated , of the [Official] Liquidator of the above-named company, and upon reading 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 filed 19 , the affidavit of the said [Official] Liquidator, filed the day of , 19 , and the exhibit marked "A" therein referred to, and an affidavit of filed the day of , 19 ,—

It is ordered that leave be given to the [Official] Liquidator to make a call of £ per share on all the contributories of the said company (a).

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

By the Court,

....., Registrar.

No. 49. (Rule 66.)

DOCUMENT MAKING A CALL.

(Title.)

I, , the [Official] Liquidator of the above-named company, in pursuance of (a) made [or passed] this day of , 19 , hereby make a call of (a) An order per share on all the contributories of the company, which sum is to be paid at my office (b) , on the day of , 19 . of Court, or resolution of the committee of inspection.

Dated this day of , 19 .

....., [Official] Liquidator.

(b) Insert address.

No. 50. (Rule 67.)

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 has sanctioned a call of per share on all the contributories of the company.

The amount due from you in respect of the call is the sum of £ . This sum should be paid by you direct to me at my office (a) on or before the day of , 19 . (a) State address.

Dated this day of , 19 .

To Mr. ...., 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 6 per cent. per annum from the said date until payment.

No. 51. (Rule 67.)

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 £ , which sum is to be paid by you to me as the liquidator of the said company at my office (a)

a) State address.

In default of payment interest at the rate of 6 per cent. per annum will be charged upon the amount unpaid from the day of , 19 , until payment.

Dated this day of , 19 .

To Mr. A.B.

....., Liquidator.

No. 52. (Rule 68.)

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

(Title.)

I, , 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 per share, duly made under the Companies Act, 1933, dated the day of , 19 .

2. The respective amounts or sums set opposite the names of such contributories respectively in such schedule are the true amounts due and owing by such contributories respectively in respect of the said call.

A

THE SCHEDULE ABOVE REFERRED TO.

No. on List.	Name.	Address.	Description.	In what Character included.	Amount due.		
					£	s.	d.

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 or the Court has authorized a call to be made.

No. 53. (Rule 68.)

ORDER FOR PAYMENT OF CALL DUE FROM A CONTRIBUTORY.

(Title.)

Before the Honourable Mr. Justice , the day of , 19 .

UPON the application of the liquidator of the above-named company and upon reading an affidavit of filed the day of , 19 , and an affidavit of the liquidator, filed the day of , 19 , it is ordered that C.D., of, &c. [or E.F., of, &c., the legal personal 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 day of , 19 , or subsequently within four days after service of this order, pay to A.B., the liquidator of the said company at his office, the sum of £ , [if against a legal personal representative add out of the assets of the said L.M., deceased, in his hands as such legal personal 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 amounts] due from the said C.D. [or L.M.], [or the said several persons respectively], in respect of the call of £ per share duly made, dated the day of , 19 .

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 six per centum per annum on the amounts specified in the sixth column of the said schedule from the 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 sum being the proportion of the applicants' costs of the said application payable by such several persons respectively.

[Add appropriate paragraphs as to amounts payable by married women and legal personal representatives (if any).]

By the Court,

....., Registrar.

THE SCHEDULE REFERRED TO IN THE FOREGOING ORDER.

No. on List.	Name.	Address.	Description.	In what Character included.	Amount due.	Proportion of Costs.	Total Amount payable, exclusive of interest.
					£ s. d.		£ s. d.

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

“If you, the undermentioned 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.”

No. 54. (Rule 68.)

AFFIDAVIT OF SERVICE OF ORDER FOR PAYMENT OF CALL.

(Title.)

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

1. I did on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, personally serve G.F., of \_\_\_\_\_, &c., with an order made in this matter by this Court, dated the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, whereby it was ordered [Set out the order] by delivering to and leaving with the said G.F., at \_\_\_\_\_, a true copy of the said order, and at the same time producing and showing unto him, the said G.F., a copy of the said order duly sealed with the seal of the Court.

2. There was endorsed on the said copy when so served the following words—that is to say, “If you, the undermentioned 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.

No. 55. (Rules 69-74.)

PROOF OF DEBT. GENERAL FORM.

(Title.)

(a) Fill in full name, address, and description of deponent. If proof made by creditor, strike out clauses (b) and (c). If made by clerk of creditor, strike out (c). If by clerk or agent of the company, strike out (b). (d) Insert “me and to C.D. and E.F., my co-partners in trade” (if any), or, if by clerk or agent insert name, address, and description of principal.

You should attend carefully to these directions.

I, (a) \_\_\_\_\_, of \_\_\_\_\_, make oath and say :—  
 (b) That I am in the employ of the undermentioned creditor, and that I am duly authorized by \_\_\_\_\_ to make this affidavit, and that it is within my own knowledge that the debt hereinafter deposed to was incurred and for the consideration stated, and that such debt, to the best of my knowledge and belief, still remains unpaid and unsatisfied.  
 (c) That I am duly 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 \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, and still is justly and truly indebted to (d) \_\_\_\_\_ in the sum of \_\_\_\_\_ pounds \_\_\_\_\_ shillings and \_\_\_\_\_ pence for (e) \_\_\_\_\_ as shown by the account endorsed hereon [or by the following account—viz., \_\_\_\_\_], for which sum or any part thereof I say that I have not nor hath (f) \_\_\_\_\_ or any person by (g) \_\_\_\_\_ order to my knowledge or belief for (g) \_\_\_\_\_ use had or received any manner of satisfaction or security whatsoever, save and except the following (h) :—

NOTE THIS.  
 (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 undermentioned bill of exchange] or, as the case may be].  
 (f) “My said partners or any of them,” or “the above-named creditor” [as the case may be].  
 (g) “My,” or “our,” or “their,” or “his” [as the case may be].  
 (h) [Here state the particulars of all securities held, and where the securities are on the property of the company assess the value of the same, and if any bills or other negotiable securities be held, specify them in the schedule.]  
 N.B.—Bills of exchange or other negotiable securities must be produced before the proof can be admitted.

Admitted to vote for \_\_\_\_\_ £ : : \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_  
 Official Assignee [or Liquidator].  
 Admitted to rank for dividend for \_\_\_\_\_ £ : : \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_  
 Official Assignee [or Liquidator].  
 Sworn at \_\_\_\_\_, this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_

Date.	Drawer.	Acceptor.	Amount.	Due Date.
			£ s. d.	

Before me—  
 \_\_\_\_\_ } [Deponent's Signature.]  
 \_\_\_\_\_

A Solicitor of the Supreme Court of New Zealand.  
 or [A duly authorized Clerk of] Official Assignee at  
 or Liquidator of the above-named company.

NOTE.—The proof cannot be admitted for voting at the first meeting unless it is properly completed and lodged with the Official Assignee before the time named in the notice convening the meeting.

(\*) Where before the presentation of the petition for the winding-up of a company by the Court a resolution has been passed by the company for voluntary winding-up, the date of the commencement of the winding-up must be substituted for the date of the winding-up order (see section 176 of the Companies Act, 1933.)



No. 59. (Rule 96.)

NOTICE TO CREDITORS OF INTENTION TO DECLARE DIVIDEND.

(Title.)

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

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

Dated this day of , 19 .

To X.Y.

....., Liquidator,  
[Address.]

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

No. 60. (Rule 96 (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 day of , 19 , 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 day of , 19 .

To X.Y.

....., Liquidator,  
[Address.]

No. 61. (Rule 97.)

SCHEDULE OR LIST OF CONTRIBUTORIES HOLDING PAID-UP SHARES TO WHOM A RETURN IS TO BE PAID. (a.)

In the matter of		No.		of 19 .										
Number in Settled List.	Name of Contributory as in Settled List.	Address.	Number of Shares held as per Settled List.	Total Amount called up.		Total Amount paid up.		Arrears of Calls at Date of Return.		Previous Returns of Capital appropriated by Liquidator for Arrears of Calls.	Amount of Return payable per Share.		Net Return payable.	Date and Particulars of Transfer of Interest or other Variation in List.
				£	s. d.	£	s. d.	£	s. d.		£	s. d.		

(a) Where the articles provide that the amount divisible among members or any class of the members shall be divisible in proportion to the amount paid up or which ought to have been paid up at the date of winding-up, or contain any other provision which will necessitate further information before a return can be made, columns should be added showing the amount called up and the amount paid up at such date in respect of shares then held by such members or class of members or such other facts as may be requisite.

No. 62. (Rule 101.)

NOTICE TO CREDITORS OF FIRST MEETING.

(Title.)

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

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

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

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

Dated this day of , 19 .

....., Official Assignee.  
[Address.]

(The statement of the company's affairs (a) )

NOTE.—At the first meetings of the creditors and contributories they may, amongst other things.—

(1) By resolution determine whether or not an application is to be made to the Court to appoint a liquidator in place of the Official Assignee :

(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 Assignee will be the liquidator.

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

No. 63. (Rule 101.)

NOTICE TO CONTRIBUTORIES OF FIRST MEETING.

(Title.)

NOTICE is hereby given that the first meeting of the contributories in the above matter will be held at \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, at \_\_\_\_\_ o'clock in the noon.

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

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_. \_\_\_\_\_, Official Assignee.

(The company's statement of affairs (a) \_\_\_\_\_.)

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

NOTE.—At the first meetings of creditors and contributories they may, amongst other things,—

- (1) By resolution determine whether or not an application shall be made to the Court to appoint a liquidator in place of the Official Assignee;
- (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 Assignee will be the liquidator.

No. 64. (Rule 102.)

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 \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, at \_\_\_\_\_ o'clock at (a) \_\_\_\_\_, and that you are required to attend thereat, and give such information as the meeting may require.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

To (b) \_\_\_\_\_, Official Assignee.

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

(b) Insert name of person required to attend.

Notice of first meeting to officers of company. Form 64

Rule 102.—The Official Assignee shall also give to each of the directors and other officers of the company who in his opinion ought to attend the first meetings of creditors and contributories seven days' notice of the time and place appointed for each meeting. The notice may either be delivered personally or sent by prepaid post letter, as may be convenient. It shall be the duty of every director or officer who receives notice of such meeting to attend if so required by the Official Assignee, and if any such director or officer fails to attend the Official Assignee shall report such failure to the Court.

No. 65. (Rule 106.)

NOTICE OF MEETING [GENERAL FORM].

(Title.)

TAKE notice that a meeting of creditors [or contributories] in the above matter will be held at \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, at \_\_\_\_\_ o'clock in the noon.

Agenda.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

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

[Signed] (b)

(a) [Here insert purpose for which meeting called.]

(b) "Liquidator" or "Official Assignee," or as the case may be (see rule 106).

No. 66. (Rule 107.)

AFFIDAVIT OF POSTING OF NOTICES OF MEETING.

(Title.)

(a) State the description of the deponent.

(b) Insert here "general" or "adjourned general" or "first" meeting of creditors [or contributories as the case may be].

I, \_\_\_\_\_, of \_\_\_\_\_, a (a) \_\_\_\_\_, make oath and say as follows:—  
 1. That I did on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, send to each creditor mentioned in the company's statement of affairs [or to each contributory mentioned in the register of members of the company] a notice of the time and place of the (b) \_\_\_\_\_ in the form hereunto annexed marked "A."  
 2. That the notices for creditors were addressed to the said creditors respectively according to their respective names and addresses appearing in the statement of affairs of the company or the last known addresses of such creditors.  
 3. That the notices for contributories were addressed to the contributories respectively according to their respective names and registered or last known addresses appearing in the register of the company.  
 4. That I sent the said notices by putting the same prepaid into the post-office at \_\_\_\_\_ before the hour of \_\_\_\_\_ o'clock in the \_\_\_\_\_ noon on the said day.  
 Sworn, &c.



No. 67. (Rule 107.)

CERTIFICATES OF POSTING OF NOTICES (GENERAL).

(Title.)

I, \_\_\_\_\_, of \_\_\_\_\_, a clerk in the office of the Official Assignee, hereby certify:—  
 1. That I did on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, send to (a) \_\_\_\_\_, a notice of the time and the place of the first meeting, or (b) \_\_\_\_\_ in the form hereunto annexed marked "A."  
 Paragraphs 2, 3, and 4 as in last preceding form.

Dated \_\_\_\_\_, 19\_\_\_\_.

[Signature.]

(a) Each creditor mentioned in the statement of affairs, or each contributory mentioned in the register of members of the company, or as the case may be.

No. 68. (Rules 110 and 132.)

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

(Title.)

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

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

\_\_\_\_\_, Official Assignee.

(b) "A general meeting" or "adjourned general meeting" or as the case may be.

(a) Here insert "Being a person in my employment or under my official control" or "being an officer of the Public Service"

No. 69. (Rule 114.)

MEMORANDUM OF ADJOURNMENT OF MEETING.

(Title.)

Before \_\_\_\_\_ at \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, at \_\_\_\_\_ o'clock.  
 MEMORANDUM.—The (a) \_\_\_\_\_ meeting of (b) \_\_\_\_\_ in the above matter was held at the time and place above mentioned; but it appearing that (c) \_\_\_\_\_, the meeting was adjourned until the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, at \_\_\_\_\_ o'clock in the noon, then to be held at the same place.

\_\_\_\_\_, Chairman.

(a) "First," or as the case may be.

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

(c) Here state reason for adjournment.

No. 70. (Rule 122 (2).)

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

(Title.)

Meeting held at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

Consecutive Number.	Names of Creditors (a) present or represented.	Amount of Proof.(b)					
		In Person.			Proxies.		
		£	s.	d.	£	s.	d.
1							
2							
3							
4							
5							
6							
7							
7	Total number of creditors (a) present or represented.						

(a) "Or contributories."

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

No. 71. (Rule 124.)

GENERAL PROXY.

(Title.)

I [We], \_\_\_\_\_, of \_\_\_\_\_, 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 \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, or at any adjournment thereof.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

[Signed] (2)

NOTES.

(1) The person appointed general proxy may be the Official Assignee, 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 \_\_\_\_\_ Company.

J.S. (duly authorized under the seal of the company [or by a general authority in writing]).

Certificate to be signed by Person other than Creditor [or Contributory] filling up the above Proxy.

(a) Here state whether clerk or manager in the regular employment of the creditor or contributory or a solicitor or a Justice of the Peace (see rule 124). I, of , 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 and in his presence, before he attached his signature [or mark] thereto. Dated this day of , 19 . [Signature.] In a voluntary winding-up the liquidator or, if there is no liquidator, the Chairman of a meeting may, but the Official Assignee may not, be appointed proxy. The proxy form will be altered accordingly.

No. 72. (Rule 124.)

SPECIAL PROXY.

(Title.)

I [We], of , a creditor [or contributory], hereby appoint (1) as my [our] proxy at the meeting of creditors [or contributories] to be held on the day of , 19 , or at any adjournment thereof, to vote (a) the resolution numbered in the notice convening. Dated this day of , 19 . [Signed] (2).

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

NOTES.

(1) The person appointed proxy may be the Official Assignee, 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, and add "by A.B., 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 so stated.

Certificate to be signed by person other than Creditor [or Contributory] filling up the above Proxy.

(b) Here state whether clerk or manager in the regular employment of the creditor or contributory or a solicitor or a Justice of the Peace (see rule 124). I, of , 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 and in his presence before he attached his signature [or mark] thereto. Dated this day of , 19 . [Signature.] In a voluntary winding-up the liquidator or, if there is no liquidator, the Chairman of a meeting may, but the Official Assignee may not, be appointed proxy. The proxy form will be altered accordingly.

No. 73. (Rule 134 (3).)

ENTRY OF AN APPEARANCE.

(Title.)

(a) State full name, address, and description. (a) , a creditor for £ of [or contributory holding (b) shares in] the above company appears in person [or by , his solicitor]. His address for service is at (c) Entered this day of , 19 .

(b) State number and class of shares held. (c) Insert address within three miles of the registry

No. 74. (Rule 148.)

(Title, omitting reference to Court in a voluntary winding-up.)

CERTIFICATE AND REQUEST AS TO INVESTMENT OF FUNDS.

I, THE liquidator, [and we, the committee of inspection], in the above matter, hereby certify that in our opinion the cash balance of £ (a) standing to the credit of the above-named company in the account of (b) at the (c) is in excess of the amount which is required for the time being to answer demands in respect of the company's estate, and request the consent of the Audit Office to the investment of £ in or in such other Government securities as may be approved [or to the placing of £ on fixed deposit in the (c) for months or in such other bank or for such shorter period as may be approved]. Dated at this day of , 19 .

(a) Total amount of balance. (b) Name of account. (c) Name of bank.

....., Liquidator. } Committee of Inspection. }  
..... }  
..... }

No. 75. (Rule 149.)

CERTIFICATE BY COMMITTEE OF INSPECTION AS TO AUDIT OF LIQUIDATOR'S ACCOUNTS.

(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 account with the vouchers, and that to the best of our knowledge and belief the said account contains a full, true, and complete account of the liquidator's receipts and payments. Dated this day of , 19 .

..... } Committee of Inspection. }  
..... }  
..... }

No. 76. (Rule 150.)

LIQUIDATOR'S TRADING CASH ACCOUNT UNDER SECTION 196.

(Title.)

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

RECEIPTS.				PAYMENTS.			
Dr.				Cr.			
Date.	£	s.	d.	Date.	£	s.	d.

....., 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            day of           , 19   .

.....  
Committee of Inspection  
[or Member of the Committee of Inspection].

No. 77. (Rule 150.)

AFFIDAVIT VERIFYING LIQUIDATOR'S TRADING CASH ACCOUNT UNDER SECTION 196.

(Title.)

I,            of           , 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.

No. 78. (Rule 155.)

REQUEST TO DELIVER BILL FOR TAXATION.

(Title.)

I HEREBY request that you will, within            days of this date, or such further time as the Court may allow, deliver to me for taxation by the Registrar your bill of costs [or charges] as (a)            failing which, I shall, in pursuance of the Companies Act, 1933, 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. (a) Here state nature of employment.

Dated this            day of           , 19   .

No. 79. (Rule 160.)

CERTIFICATE OF TAXATION.

(Title.)

I HEREBY certify that I have taxed the bill of costs [or charges] [or expenses] of Mr. C.D. [Here state capacity in which employed or engaged], [Where necessary add "pursuant to an order of the Court dated the            day of           , 19   "], and have allowed the same at the sum of            pounds            shillings and            pence [Where necessary add "which sum is to be paid to the said C.D. by           , as directed by the said order"].

Dated at           , this            day of           , 19   .

....., Registrar.

£            :            :           

No. 80. (Rules 167 and 168.)

(No registration fee payable.)

Re           . This is the exhibit marked B referred to in the affidavit of           , sworn before me this            day of           , 19   .

.....  
Solicitor of the Supreme Court of New Zealand  
[or as the case may be].

No. of company :

The Companies Act, 1933.

STATEMENT OF RECEIPTS AND PAYMENTS AND GENERAL DIRECTIONS AS TO STATEMENTS.

[Name of Company.]

1. Every statement, account, list, or other document sent to the Registrar of Companies must be on half sheets of foolscap paper, with a binding margin of one-fourth of the width of the paper at the least. Size of sheets.

Form and contents of Statement.

2. Every statement must contain an account of all the liquidator's realizations and disbursements in respect of the company, in sufficient detail to distinguish the various classes of realizations and disbursements. The statement of realizations should contain a record of all receipts derived from assets existing at the date of the winding-up 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 payments incidental to sales must be entered as disbursements. These accounts should not contain payments into the Public 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 realizations or disbursements, as the case may be. Each receipt and payment must be entered in the account in such a manner as sufficiently to explain its nature. The receipts and payments must severally be added up at the foot of each sheet, and the totals carried forward from one account to another without any intermediate balance, so that the gross totals shall represent the total amounts received and paid by the liquidator respectively.

Trading Cash Account.

3. When the liquidator carries on a business, a trading cash 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. If a trading account is compiled by the liquidator a copy of it must also be forwarded.

Dividends, &c.

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.

5. When unclaimed dividends, instalments of composition, or returns of surplus assets are paid into the Public 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 276 of the Companies Act, 1933.

Name of company :

Nature of proceedings [whether a members' or creditors' voluntary winding-up or a winding-up under the supervision of the Court].

Date of commencement of winding-up :

Date to which statement is brought down :

Name and address of liquidator :

LIQUIDATOR'S STATEMENT OF ACCOUNT PURSUANT TO SECTION 276 OF THE COMPANIES ACT, 1933.

Realizations.				Disbursements.			
Date.	Of whom received.	Nature of Assets realized.	Amount.	Date.	To whom paid.	Nature of Disbursements.	Amount.
			£ s. d.				£ s. d.
		Brought forward				Brought forward	
		Carried forward				Carried forward	

NOTE.—No balance should be shown on this account, but only the total realizations and disbursements, which should be carried forward to the next account.

ANALYSIS OF BALANCE.

	£	s.	d.
Total Realizations .. .. .	..	..	..
Total Disbursements .. .. .	..	..	..
Balance .. .. .	..	..	..

The Balance is made up as follows:—		£	s.	d.
1. Cash in hands of liquidator	.. .. .	..	..	..
		£	s.	d.
2. Total payments into bank, including balance at date of commencement of winding-up (as per bank book)	.. .. .	..	..	..
Total withdrawals from bank	.. .. .	..	..	..
Balance at bank	.. .. .	..	..	..
3. Amount in Public Account	.. .. .	..	..	..
		£	s.	d.
*4. Amounts invested by liquidator	.. .. .	..	..	..
Less Amounts realized from same	.. .. .	..	..	..
Balance	.. .. .	..	..	..
Total balance as shown above	.. .. .	£	..	..

[NOTE.—Full details of stocks purchased for investment and realization thereof should be given in a separate statement.]

\* The investment or deposit of money by the liquidator does not withdraw it from the operation of the Unclaimed Moneys Act, 1908, and any such investments representing money unclaimed for six years or upwards must be realized and paid into the Public Account.

NOTE.—The liquidator should also state—

- (1) The amount of the estimated assets and liabilities at the date of the commencement of the winding-up.
 

}	Assets (after deducting amounts charged to secured creditors and debenture-holders)	.. £
}	Liabilities ..	{ Secured creditors .. £ Debenture holders .. £ Unsecured creditors .. £

---

- (2) The total amount of the capital paid up at the date of the commencement of the winding-up.
 

}	Paid up in cash .. £
}	Issued as paid up otherwise than for cash .. £

---

- (3) The general description and estimated value of outstanding assets (if any).

---

- (4) The causes which delay the termination of the winding-up.

---

- (5) The period within which the winding-up may probably be completed.

No. 81. (Rules 167 and 168.)

(No registration fee payable.)

No. of company :

*The Companies Act, 1933.*

AFFIDAVIT VERIFYING STATEMENT OF LIQUIDATOR'S ACCOUNT UNDER SECTION 276.

[Name of company.]

I, \_\_\_\_\_, of \_\_\_\_\_, the liquidator of the above-named company, make oath and say:—

1. That *\*the account hereunto annexed marked B, contains a full and true account of my receipts and payments in the winding-up of the above-named company, from the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, to the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, 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 except the items mentioned and specified in the said account.*

2. That the particulars given in the annexed Form No. 80, marked B, with respect to the proceedings in and position of the liquidation, are true to the best of my knowledge and belief.

Sworn, &c. :

\* NOTE.—If no receipts or payments, strike out the words in italics.





## No. 87. (Rule 176.)

## REGISTER OF PETITIONS TO BE KEPT IN THE COURT.

No of Petition.	Name of Company.	Address of Registered Office.	Description of Company.	Date of Petition.	Petitioner.	Date of Winding-up Order.	Liquidator.	Dates of Public Examinations (if any).

## No. 88.

## NOTICES FOR NEW ZEALAND GAZETTE. (Rule 177.)

(1) *Notice of Winding-up Order.*

(Rule 27 (1) (c).)

Name of company : . Address of registered office : . Registry of Supreme Court, . Number of matter : . Date of order : .  
Date of presentation of petition\* : .

[\* Where it is known that a voluntary winding-up preceded the presentation of the petition, the date of the resolution for voluntary winding-up should also be given.]

(2) *Notice of First Meetings.*

(Rule 99.)

Name of company : . Address of registered office : . Registry of Supreme Court, . Number of matter : . Creditors : Date, ;  
hour, ; place, . Contributories : Date, ; hour, ;  
place, .

(3) *Notice of Day appointed for Public Examination.*

(Rule 44.)

Name of company : . Address of Registered Office : . Registry of Supreme Court, . Number of matter : . Date fixed for examination : . Names of persons to be examined : . Hour : .  
Place : .

(4) *Notice of Intended Dividend.*

(Rule 96 (1).)

Name of company : . Address of registered office : . Registry of Supreme Court, . Number of matter : . Last day for receiving proofs : . Name of liquidator : . Address : .

(5) *Notice of Dividend.*

(Rule 96 (3).)

Name of company : . Address of registered office : . Registry of Supreme Court, . Number of matter : . Amount per £ .  
First and final or otherwise : . When payable : . Where payable : .

(6) *Notice of Return to Contributories.*

(Rule 97.)

Name of company : . Address of registered office : . Registry of Supreme Court, . Number of matter : . Amount per share : .  
First and final or otherwise : . When payable : . Where payable : .

(7) *Notice of Appointment of Liquidator.*

(Rule 37 (5).)

Name of company : . Address of registered office : . Registry of Supreme Court, . Number of matter : . Liquidator's name : .  
Address : . Date of appointment : .

(8) *Notice of Removal of Liquidator.*

(Rule 37 (7).)

Name of company : . Address of registered office : . Registry of Supreme Court, . Number of matter : . Liquidator's name : .  
Liquidator's Address : . Date of removal : .

(9) *Notice of Release of Liquidator.*

(Rule 169.)

Name of company : . Address of registered office : . Registry of Supreme Court, . Number of matter : . Liquidator's name : .  
Liquidator's address : . Date of release : .



No. 89. (Rule 178.)

MEMORANDUM OF ADVERTISEMENT OR GAZETTING.

(Title.)

Name of Paper.	Date of Issue.	Date of Filing.	Nature of Order, &c.

[Signed.]

## SECOND SCHEDULE.

## FEES PAYABLE TO THE PUBLIC ACCOUNT.

- Rule 183.  
Cf. Companies  
(Board of  
Trade) Fees  
Order, 1929,  
Table B  
(Imperial)
- I. For the audit of the Official Assignee's or liquidator's accounts by the Audit Office—
- (a) A fee according to the following scale on the gross value of the assets realized by the Official Assignee or liquidator, including the produce of calls on contributories, but after deducting—(1) Amounts on which fees are chargeable under subparagraph (b) of this paragraph, and (2) amounts expended by the Official Assignee or liquidator by way of auction charges and agents' commission and expenses in respect of assets realized by him: Provided that where the company's business is carried on by the Official Assignee or liquidator the gross receipts resulting therefrom shall be included in the amount on which the fee is computed—
- On the first £5,000 or fraction thereof: 1½ per cent., with a minimum of £3 3s.  
On the next £95,000 or fraction thereof: 1 per cent.  
On the next £400,000 or fraction thereof: ½ per cent.  
On the next £500,000 or fraction thereof: ¼ per cent.  
Above £1,000,000: ⅓ per cent.
- (b) Where the Official Assignee or liquidator collects, calls, or realizes property for debenture-holders or secured creditors—
- A fee (to be paid out of the proceeds of such property) according to the scale in subparagraph (a) of this paragraph on the gross value of such property, but after deducting amounts expended by the Official Assignee or liquidator by way of auction charges and agents' commission and expenses in respect of such property: Provided that where the company's business is carried on by the Official Assignee or liquidator for debenture-holders or secured creditors the gross receipts resulting therefrom shall be included in the amount on which the fee is computed.
- II. Where the Official Assignee acts as a provisional liquidator only—
- (a) Where no winding-up order is made upon the petition, or where a winding-up order is rescinded, or all further proceedings are stayed prior to the summoning of the statutory meetings of creditors and contributories—
- Such amount as the Court may consider reasonable, to be paid by the petitioner or by the company, as the Court may direct, in respect of the services of the Official Assignee as provisional liquidator.
- (b) Where a winding-up order is made but the Official Assignee is not continued as liquidator after the statutory meetings of creditors and contributories—
- Such amount as the Court, on the application of the Official Assignee, may consider reasonable.
- III. Where the Official Assignee acts as liquidator of the company and a special manager is appointed (to include the Official Assignee's services as provisional liquidator)—
- Such amount as the Court, on the application of the Official Assignee, may consider reasonable.
- IV. In all other cases where the Official Assignee acts as liquidator of the company (to include his services as provisional liquidator)—
- A fee according to the following scale on the amount on which fees are chargeable under paragraph I (a) of this Schedule:—
- On the first £250 or fraction thereof: 12½ per cent., with a minimum of £3 3s.:  
On the next £1,750 or fraction thereof: 6½ per cent:  
Above £2,000: 3½ per cent.
- V. Where the Official Assignee collects, calls, or realizes property for debenture-holders or secured creditors—
- A fee (to be paid out of the proceeds of such property) according to the scale in paragraph IV of this Schedule on the amount on which fees are chargeable under paragraph I (b) of this Schedule.
- VI. Where the Official Assignee performs any special duties not provided for in the foregoing paragraphs—
- Such amount as the Court, on the application of the Official Assignee, may consider reasonable.

F. D. THOMSON,  
Clerk of the Executive Council.

*Supreme Court (Companies) Rules.*

BLEDISLOE, Governor-General.

## ORDER IN COUNCIL.

At the Government House at Wellington, this 20th day of November, 1934.

Present:

HIS EXCELLENCY THE GOVERNOR-GENERAL IN COUNCIL.

IN pursuance and exercise of the powers conferred on him by section three of the Judicature Amendment Act, 1930, and of every other power and authority in this behalf enabling him, His Excellency the Governor-General of the Dominion of New Zealand, acting by and with the advice and consent of the Executive Council of the said Dominion, and with the concurrence of the Right Honourable the Chief Justice and of five of the other members of the Rules Committee constituted under the said Judicature Amendment Act, 1930 (three of such other members being Judges of the Supreme Court), doth hereby make the following rules relating to the practice and procedure of the Supreme Court in matters arising under the Companies Act, 1933, and doth hereby revoke the rules relating to procedure under the Companies Act, 1908, made by Orders in Council dated the tenth day of July, one thousand nine hundred and sixteen, and the first day of September, one thousand nine hundred and twenty-three, respectively, and doth hereby declare that this Order in Council shall come into force on the date of its publication in the *Gazette*.

## RULES.

1. These rules may be cited as the Supreme Court (Companies) Rules, 1934, and shall be read together with and deemed part of the Code of Civil Procedure under the Judicature Act, 1908.
2. In these rules, unless the context otherwise requires,—
- “The Act” means the Companies Act, 1933:
- “The company” means the company to which any application under these rules relates:
- “The Court” means the Supreme Court, and includes a Judge exercising the powers of the Court, or a Judge sitting in Chambers:
- “The petition,” “the motion,” and “the summons” mean respectively the petition, motion, or summons presented, made, or taken out pursuant to these rules:
- “The registry” means the registry of the Supreme Court in which any proceeding is had or taken under these rules:
- Expressions defined in the Act shall have the meanings so defined.
3. These rules shall apply to all proceedings in the Supreme Court under the Act other than proceedings for carrying into effect the objects of the Act so far as relates to the winding-up of companies, whether commenced before or after the day on which these rules come into operation, but every such proceeding taken before that day shall have the same validity as it would have had if these rules had not been made.
4. The rules contained in the Code of Civil Procedure and any other rules of the Court for the time being in force and the general practice of the Court, including the course of procedure and practice in Chambers, shall apply as regards all proceedings in relation to the applications to which these rules relate so far as may be practicable, except if and so far as the Act or these rules otherwise provide.
5. An application to which these rules relate shall be made in the registry of the Court in the district wherein the company’s registered office, or if there shall be no such registered office, then its principal or last known principal place of business is or was situate:
- Provided that if there shall be two or more registries of the Court in such district then the application shall be made in such one of them as is most convenient of access from the place where the registered office, or principal or last known principal place of business, as the case may be, of the company is or was situate.
6. (1) Every petition, notice of motion, and summons, and all notices, affidavits, and other proceedings under any petition, notice of motion, or summons shall, with any necessary additions, be intituled in the matter of the Companies Act, 1933, and in the matter of the company.
- (2) An application for leave under subsection (4) of section 268 of the Act shall, with any necessary additions, be intituled in the matter of the Companies Act, 1933, and in the matter of the company whose business was carried on with such intent or for such purpose, as is mentioned in subsection (1) of that section.

Short Title.  
Rules of the  
Supreme Court  
(Companies)  
1934, r. 4 (Imp.)

Interpretation.  
Order LIIIB,  
r. 1 (Imp.)

Application of  
these rules.  
B.S.C.  
(Companies)  
1929, r. 5 (Imp.)

Application of  
ordinary  
procedure.  
Order LIIIE,  
r. 3 (Imp.)

Place for making  
applications.  
Cf. Order LIIIB,  
r. 2 (Imp.)

Title of  
proceedings.  
Order LIIIE,  
r. 4 (Imp.)

7. (1) The following applications shall be made by **petition** :—

- (a) Applications to confirm an alteration of objects under section 17 of the Act :
- (b) Applications to confirm the reduction of any capital redemption reserve fund under section 57 (1) (c) of the Act :
- (c) Applications to sanction the issue of shares at a discount under section 58 of the Act :
- (d) Applications to confirm a reduction of capital under section 68 of the Act :
- (e) Applications to cancel, disallow, or confirm any variation or abrogation of the rights of holders of special classes of shares under section 73 of the Act :
- (f) Applications to sanction a compromise or arrangement under section 159 of the Act :
- (g) Applications to restore a company's name to the register under section 282 of the Act :
- (h) Applications to confirm an alteration in the form of the constitution of a company by substituting a memorandum and articles for a deed of settlement under section 322 of the Act :
- (i) Applications for relief by directors, managers, or officers of a company or by persons employed as auditors by a company under section 381 (2) of the Act.

Applications that must be made by petition.  
Order LIII, r. 5 (Imp.)

(2) The person filing any petition under this rule may move upon his petition for an order in terms of the prayer of his petition or for such other order as the Court may consider him entitled to. Such motion shall be made in manner and time provided in the Code of Civil Procedure as to motions generally, and a motion-paper shall be filed and if necessary served accordingly.

8. The following applications shall be made by **motion or summons** :—

- (a) Applications to extend the time for registering documents under section 17 (6) or section 322 of the Act or under rule 13 of these rules :
- (b) Applications to extend the time for the issue of shares at a discount under section 58 (1) (d) of the Act :
- (c) Applications to extend the time for registration of a charge or to rectify any omission or misstatement of any particular from or in any document registered under Part IV or from or in any memorandum of satisfaction under section 95 of the Act :
- (d) Applications to rectify the register of members under section 110 of the Act :
- (e) Applications for authority for the registration of a transfer of a share in a mining company under subsection (5) of section 356 of the Act.

Motion or summons.  
*Ibid.* r. 6

9. The following applications shall be made by **motion** :—

- (a) Applications for relief in case of default in delivering documents to the Registrar of Companies under section 53 of the Act :
- (b) Applications to inquire into the case of officers or agents of a company who have refused to produce any document or answer any question under section 142 (5) or section 144 (4) of the Act and for orders under the said subsections.

Motion.  
*Ibid.*, r. 7

10. The following applications shall be made by **summons** :—

- (a) Applications for enforcing the duty of a company or any other person to make good any default and for costs under section 11 or section 291 of the Act :
- (b) Applications for the consent of the Court under subsection (3) of section 30 of the Act :
- (c) Applications in regard to certificates of shares, debentures, or debenture stock certificates and for costs under section 79 of the Act :
- (d) Applications to inspect any register of holders of debentures of a company or for orders that copies of any such register or of any trust deed for securing any issue of debentures shall be sent to the persons requiring the same under section 84 (5) of the Act :
- (e) Applications to inspect copies of instruments creating a charge and to inspect the register of charges to be kept at the registered office of a company under section 99 (3) of the Act :
- (f) Applications to inspect the register of members or the index of the members of a company or the annual return or to obtain copies of such register or annual return under section 108 or section 119 (2) of the Act :
- (g) Applications for and in regard to meetings of a company under section 120 or section 123 of the Act :
- (h) Applications to inspect the minutes of proceedings at general meetings of a company or to be furnished with copies thereof under section 129 (4) of the Act :
- (i) Applications to inspect the register of directors under section 151 (5) of the Act :

Summons.  
*Ibid.*, r. 8

- (j) Applications for meetings under section 159 of the Act :
- (k) Applications for facilitating reconstructions or amalgamations of companies under section 160 of the Act where the matters to which such applications relate have not been dealt with, or fully dealt with, on the hearing of the petition to sanction the compromise or arrangement to which they relate :
- (l) Applications by a dissenting shareholder for the purpose of preventing the acquisition of his shares under section 161 of the Act :
- (m) Applications for leave under subsection (4) of section 268 of the Act.

Motion for directions.  
*Ibid.*, r. 10

11. (1) Where the petition has been presented pursuant to paragraph (a), (b), (d), (e), (h), or (i) of rule 7 of these rules, or where an order is sought under section 160 of the Act, an application shall, in every case, be made by motion in Chambers, to a Judge, for directions as to the proceedings to be taken.

(2) Upon the hearing of the motion, or upon any adjourned hearing or hearings thereof or any subsequent application, the Judge may make such order or orders and give such directions as he may think fit as to all the proceedings to be taken, and more particularly with respect to the following matters, that is to say :—

- (a) The publication of notices :
- (b) In cases where the Court orders an inquiry as to the debts, claims, or liabilities of or affecting a company or as to any of such debts, claims, or liabilities, the proceedings to be taken for settling the list of creditors entitled to object, including the dispensing with the observance of section 68 (2) of the Act as regards any class or classes of creditors, fixing the date with reference to which the list of such creditors is to be made out, and generally fixing a time for and giving directions as to all other necessary or proper steps in the matter, whether expressly mentioned in any of these rules or not. In such cases the first order upon the motion for directions may be in the form No. 1 in the Schedule hereto, with such variations as the circumstances of the case may require.

Form 1.

Inquiries as to debts, claims, or liabilities.  
*Ibid.*, r. 11  
Affidavit as to creditors.

12. In cases where the Court has ordered any such inquiry as aforesaid the following provisions shall apply :—

(a) The company shall, within seven days after such order or such further or other time as the Judge may allow, file in the registry an affidavit made by some officer or officers of the company competent to make it, verifying a list containing so far as possible the names, addresses, and descriptions of the creditors of the company to whom such inquiry extends. The said list shall also contain the amounts due to the creditors therein named respectively in respect of debts, claims, or liabilities to which the inquiry extends, or in the case of any such debt payable on a contingency or not ascertained or any such claim admissible to proof in a winding-up of the company the value, so far as can be justly estimated, of such debt or claim. Every such list shall be annexed to the affidavit verifying it.

Form of affidavit.

(b) The person making any such affidavit shall state therein his belief that the list verified by such affidavit is correct, and that there was not at the date so fixed as aforesaid any debt, claim, or liability which, if that date were the commencement of the winding-up of the company, would be admissible to proof against the company, except the debts, claims, and liabilities set forth in such list and any debts, claims, or liabilities to which the inquiry does not extend, and shall state his means of knowledge of the matters deposed to in such affidavit. Such affidavit may be in the form No. 2 in the Schedule hereto, with such variations as the circumstances of the case may require.

Form 2.

Inspection of list of creditors.

(c) Copies of such list containing the names, addresses, and descriptions of such creditors, and the total amount so due to them (including the value of any debts or claims estimated as aforesaid), but omitting the individual amounts so due to them respectively, or (as the Judge shall think fit) complete copies of such list, shall be kept at the registered office of the company, and at the office of the solicitors to the company, and at the address for service of the company, and any person desirous of inspecting such copies may at any time during the ordinary hours of business inspect and take extracts from such copies on payment of the sum of one shilling.

Notice to creditors.

(d) The company shall, within seven days after the filing of such affidavit or such further or other time as the Judge may allow, send to each creditor whose name is entered on the said list a notice stating the amount of the proposed reduction of capital, the effect of the order directing the inquiry, and the amount or estimated value of the debt or the contingent debt or

claim or both for which such creditor is entered on the said list, and the time (such time to be fixed by the Judge) within which, if he claims to be entitled to be entered on such list as a creditor for a larger amount, he must send in his name, address, and description, and the particulars of his debt or claim, and the name and address of his solicitor (if any) to the solicitor of the company; and such notice shall be sent through the post in a prepaid letter addressed to each such creditor at his last known address or place of abode, and may be in the form or to the effect of the form No. 3 in the Schedule **Form 3.** hereto, with such variations as the circumstances of the case may require.

(e) Notice of the presentation of the petition, of the effect of the order directing the inquiry, and of the list of creditors shall, after the filing of the affidavit mentioned in paragraph (a) of this rule, be published at such times and in such newspapers as the Judge shall direct. Every such notice shall state the amount of the proposed reduction of capital, and the places where the aforesaid list of creditors may be inspected, and the time within which creditors of the company who are not, but are entitled to be, entered on the said list, and are desirous of being entered thereon, must send in their names, addresses, and descriptions, and the particulars of their debts or claims, and the names and addresses of their solicitors (if any) to the solicitor of the company. Such notice may be in the form No. 4 in the Schedule **Form 4.** hereto, with such variations as the circumstances of the case may require.

(f) The company shall, within such time as the Judge shall direct, file in the registry an affidavit made by the person to whom the particulars of debts or claims are, by such notices as are mentioned in paragraphs (d) and (e) of this rule, required to be sent in, stating the result of such notices respectively and verifying a list containing the names, addresses, and descriptions of the persons (if any) who shall have sent in the particulars of their debts or claims in pursuance of such notices respectively, and the amounts of such debts or claims, and some competent officer or officers of the company shall join in such affidavit, and shall in such list distinguish which (if any) of such debts and claims are wholly, or as to any and what part thereof, admitted by the company and which (if any) of such debts and claims are wholly, or as to any and what part thereof, disputed by the company, and which (if any) of such debts and claims are alleged by the company to be wholly, or as to any and what part thereof, not included in the inquiry. Such affidavit shall also state which of the persons who are entered on the list as creditors and which of the persons who have sent in particulars of their debts or claims in pursuance of such notices as aforesaid have been paid or have consented to the proposed reduction. Such affidavit may be in the form No. 5 in the Schedule hereto, with such variations **Form 5.** as the circumstances of the case may require; and such list shall be annexed to such affidavit.

(g) If the company contends that a person is not entitled to be entered on the list of creditors in respect of any debt or claim, whether admitted or not, or if any debt or claim, the particulars of which are so sent in, shall not be admitted by the company at its full amount, then and in every such case, unless the company is willing to appropriate in such manner as the Judge shall direct the full amount of such debt or claim, the company shall, if the Judge thinks fit so to direct, send to the creditor a notice that he is required to come in and establish his title to be entered on the list or, as the case may be, to come in and prove such debt or claim, or such part thereof as is not admitted by the company, by a day to be therein named, being not less than four clear days after such notice, and being the time appointed by the Judge for adjudicating upon such titles, debts, and claims, and such notice shall be sent in the manner mentioned in paragraph (d) of this rule, and may be in the form No. 6 in the Schedule hereto, with **Form 6.** such variations as the circumstances of the case may require.

(h) Such creditors as come in to prove their titles, debts, or claims in pursuance of any such notice as is mentioned in paragraph (g) of this rule shall be allowed their costs of proof against the company and be answerable for costs, in the same manner as in the case of persons coming in to prove debts under an administration judgment. **Costs of proof.**

(i) The result of the settlement of the list of creditors shall be stated in a certificate by the Registrar of the Court, and such certificate shall state what debts or claims (if any) have been disallowed, and shall distinguish the debts or claims the full amount of which the company is willing to appropriate, and the debts or claims (if any) the amount of which has been fixed by inquiry and adjudication in manner provided by section 68 (2) of the Act and these rules, and the debts or claims (if any) the full amount of which the company does not admit or is not willing to appropriate, or the amount of which has not been fixed by inquiry and adjudication as aforesaid; and shall show which of the creditors have consented to **Certificate as to creditors.**

**Advertisement of petition and of list of creditors.**

**Affidavit as to result of paragraphs (d) and (e) of this rule.**

**Proceedings where claim not admitted.**

**Form 6.**

**Costs of proof.**

**Certificate as to creditors.**

the proposed reduction, and the total amount of the debts due to them, and the total amount of the debts or claims the payment of which has been secured in manner provided by section 68 (2) of the Act, and the persons to or by whom the same are due or claimed. The said certificate shall also state what creditors have under paragraph (g) of this rule come in and sought to establish their title to be entered on the list and whether such claims have been allowed or not, but it shall not be necessary to make in such certificate any further or other reference to any creditors who are not entitled to be entered on the list or to any debts or claims to which the inquiry does not extend or to show therein the several amounts of the debts or claims of any persons who have consented to the proposed reduction or the payment of whose debts or claims has been secured as aforesaid.

Evidence of consent of creditor.

(j) The consent of any creditor, whether in respect of a debt due or presently due, or a debt payable on a contingency or not ascertained, or a claim admissible to proof in a winding-up of the company, may be evidenced in any manner which the Judge shall think reasonably sufficient, having regard to the amount of his debt or claim and all the circumstances of the case.

Certificate before hearing of petition.

(k) The petition shall not be heard until the expiration of at least eight clear days from the filing of such certificate as is mentioned in paragraph (i) of this rule.

Advertisement of hearing.

(l) Before the hearing of the petition, notices stating the day on which it is appointed to be heard shall be published at such times and in such newspapers as the Judge shall direct. Such notices may be in the form No. 7 in the Schedule hereto, with such variations as the circumstances of the case may require.

Form 7.

Delivery of copy of order under section 58 of the Act to Registrar of Companies. *Ibid.*, r. 12

13. Unless in any particular case the Court shall otherwise direct, every order sanctioning the issue of shares at a discount shall contain a direction that an office copy of such order shall be delivered to the Registrar of Companies for registration within seven days from the date thereof or within such further or other time as the Court may allow, and that the order shall not take effect till such office copy has been so delivered.

Form of order under section 160 of the Act. *Ibid.*, r. 12  
Form 8.

14. Where an application is made under section 160 of the Act the order may be in the form No. 8 in the Schedule hereto, with such variations as the circumstances of the case may require.

SCHEDULE.  
FORMS.

No. 1.—ORDER UPON MOTION FOR DIRECTIONS. (Rule 11 (2) (b).)

In the Supreme Court of New Zealand, }  
.....District, } No.  
.....Registry. }

In the matter of the Companies Act, 1933,  
and  
In the matter of , Limited.  
Before the Honourable Mr. Justice .  
, the day of , 19 .

UPON the application of the petitioners by motion dated the day of , 19 , and upon hearing the solicitor for the petitioners, and on reading the petition presented to this Court, the affidavit of [*In support of petition*], the affidavit of [*Service of notices convening meetings*] and the exhibits therein respectively referred to: And it appearing that the special resolution for the reduction of the capital of the said company referred to in the said petition has been duly passed: [It is ordered that section 68 (2) of the Act shall not apply to (*Here set out class of creditors to whom section 68 (2) of the Act is not to apply*) and] it is ordered that an inquiry be made as to what are the debts, claims, and liabilities of or affecting the said company on the day of , 19 [other than debts, claims, or liabilities in respect of (*Here set out any debts, claims, or liabilities which have been excluded from the provisions of section 68 (2) of the Act by the earlier part of the order*)], and that notice of the presentation of the said petition and that a list of creditors to whom such inquiry extends is to be made out as of the said day of , 19 , be inserted in [*the newspapers*] on the day of and [*Other times of insertion*].

By the Court,  
....., Registrar.

No. 2.—AFFIDAVIT VERIFYING LIST OF CREDITORS. (Rule 12 (b).)

In the Supreme Court of New Zealand, }  
.....District, } No.  
.....Registry. }

In the matter of the Companies Act, 1933,  
and  
In the matter of , Limited.

I, A.B., of , make oath and say as follows:—  
1. The paper writing hereunto annexed and marked with the letter A contains a list of creditors of and persons having claims upon the above-named company on the day of , 19 [the date fixed by the order in this matter dated the day of , 19 ], together with their respective addresses and descriptions, and the nature and amount of their respective debts or claims, and such list is, to the best of my knowledge, information, and belief, a true and accurate list of such creditors and persons having claims on the day aforesaid.

2. To the best of my knowledge and belief there was not, at the date aforesaid, any debt, claim, or liability which, if such date were the commencement of the winding-up of the said company, would be admissible to proof against the said company other than and except the debts, claims, and liabilities set forth in the said list and debts, claims, and liabilities to which the inquiry directed by the order made herein and dated the day of , 19 , does not extend. I am enabled to make this statement from the facts within my knowledge as the of the said company, and from information derived upon investigation of the affairs and the books, documents, and papers of the said company.

Sworn, &c.

LIST OF CREDITORS REFERRED TO IN THE ABOVE AFFIDAVIT.

A.

In the matter of the Companies Act, 1933,

and

In the matter of , Limited.

List of Creditors.

Names, Addresses, and Descriptions of the Creditors.	Nature of Debt or Claim.	Amount or Estimated Value of Debt or Claim.

No. 3.—NOTICE TO CREDITORS. (Rule 12 (d).)

In the matter of the Companies Act, 1933,

and

In the matter of , Limited.

To Mr.

You are requested to take notice that a petition has been presented to the Supreme Court of New Zealand at , for confirming the reduction of the capital of the above company from £ to £ , and that by an order dated , 19 , an inquiry was directed as to the debts, claims, and liabilities of the said company as on the day of , 19 [other than the debts, claims, and liabilities in respect of (Here set out the nature of debts, claims, or liabilities to which the inquiry does not extend)]. In the list of persons admitted by the company to have been on the day of , 19 , creditors of the company for debts, claims, and liabilities to which such inquiry extends your name is entered as a creditor [Here state the amount of the debt or nature of the claim].

If you claim in respect of any such debt, claim, or liability to have been on the last-mentioned day a creditor to a larger amount than is stated above, you must on or before the day of , 19 , send your name, address, and description, the particulars of your claim, and the name and address of your solicitor (if any) to the undersigned at . In default of your so doing the above entry in the list of creditors will in all the proceedings under the above application to reduce the capital of the company be treated as correct.

Dated this day of , 19 .

A.B.,  
Solicitor for the said Company.

No. 4.—ADVERTISEMENT OF PETITION AND LIST OF CREDITORS. (Rule 12 (e).)

In the matter of the Companies Act, 1933,

and

In the matter of , Limited.

NOTICE is hereby given that a petition for confirming the reduction of the capital of the above company from £ to £ was on the day of , 19 , presented to the Supreme Court of New Zealand at , and is now pending: And that by an order dated the day of , 19 , an inquiry was directed as to the debts, claims, and liabilities of the said company as on the day of , 19 [other than debts, claims, and liabilities in respect of (Here set out the nature of the debts, claims, or liabilities to which the inquiry does not extend)]. A list of the persons admitted to have been creditors of the company for debts, claims, and liabilities to which the said inquiry extends on the said day of , 19 , may be inspected at the offices of the company, at , or at the office of , at any time during usual business hours, on payment of the charge of one shilling.

Any person who claims to have been on the said day of , 19 , and still to be, a creditor of the company in respect of any such debt, claim, or liability and who is not entered on the said list and claims to be so entered, must, on or before the day of , 19 , send in his name, address, and description, and the particulars of his claim, and the name and address of his solicitor (if any) to the undersigned at , or, in default thereof, he will be precluded from objecting to the proposed reduction of capital.

Dated this day of , 19 .

A.B.,  
Solicitor for the said Company.

No. 5.—AFFIDAVIT IN ANSWER TO INQUIRY. (Rule 12 (f).)

In the Supreme Court of New Zealand, }  
 .....District,  
 .....Registry.

No.

In the matter of the Companies Act, 1933,  
 and  
 In the matter of , Limited.

We, C.D., of , [the secretary of the above-named company], E.F., of [the solicitor of the said company], and A.B., of [the managing director of the said company], severally make oath and say as follows :—

I, the said C.D., for myself, say as follows :—

1. I did, on the day of , 19 , in the manner hereinafter mentioned, serve a true copy of the notice hereunto annexed and marked B upon each of the respective persons whose names, addresses, and descriptions appear in the first column of the list of creditors, marked A, referred to in the affidavit of filed herein on the day of , 19 .

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 list (being the last known addresses or places of abode of such persons respectively), and with the proper postage stamps affixed thereto as prepaid letters, into the post-office at , between the hours of and of the clock in the noon of the said day of .

And I, the said E.F., for myself, say as follows :—

3. A true copy of the notice hereunto annexed and marked C has appeared in the newspaper of the day of , 19 , the newspaper of the day of , 19 , &c.

4. I have, in the paper writing hereunto annexed, and marked D, set forth a list of all claims the particulars of which have been sent in to me pursuant to the said notice B hereunto annexed by persons claiming to be creditors of the said company for larger amounts than are stated in the list of creditors, marked A, referred to in the affidavit of , filed herein on the day of , 19 .

[Or No person has sent in to me pursuant to the said notice B a claim to be entered on the said list for a larger sum than that in respect of which he is entered on the said list A.]

5. I have in the paper writing hereunto annexed and marked E set forth a list of all claims the particulars of which have been sent in to me pursuant to the notice referred to in paragraph 3 of this affidavit by persons claiming to be creditors of the said company on the day of , 19 , not appearing on the said list of creditors, marked A, and who claimed to be entered thereon.

[Or No claims have been sent in to me pursuant to the notice referred to in paragraph 3 hereof by persons not entered on the said list A and claiming to be so entered.]

And we, C.D. and A.B., for ourselves, say as follows :—

6. We have, in the first part of the said paper writing marked D, and also in the first part of the said paper writing marked E, respectively set forth such of the said debts and claims as are admitted by the said company to be due wholly or in part, and how much is admitted to be due in respect of such of the same debts and claims respectively as are not wholly admitted, and such of the same debts and claims as the company contends are wholly or as to any and what part thereof not included in the inquiry in this matter.

7. We have, in the second part of each of the said paper writings marked D and E, set forth such of the said debts and claims as are wholly disputed by the said company, and such of the same debts and claims as the company contends would, even if admitted, be wholly or as to any and what part thereof not included in the inquiry in this matter.

8. In the said exhibits D and E are distinguished such of the debts the full amounts whereof are proposed to be appropriated in such manner as the Judge shall direct.

And I, the said C.D., further say :—

9. The exhibit now produced and shown to me marked F contains the [Invoices to the amount of the receipt should be attached when the receipt is for a larger sum than that stated in list A (and exhibits D and E) invoices and] receipts and the written consents of such of the persons named in the said list A (and in the said exhibits D and E) as have been paid by the said company or have consented to the proposed reduction of capital.

10. The said company is willing to set apart and appropriate the full amount of the debts, claims, and liabilities specified in the said list A [and in the said exhibits D and E] in respect of which consents have not been obtained or which the said company has not paid and discharged.

11. All rents, rates, taxes, salaries, wages, and other incidental expenses current on the said day of , 19 , and since become due have been paid and discharged by the said company.

Sworn, &c.

EXHIBIT D REFERRED TO IN THE ABOVE AFFIDAVIT.

D.

In the matter, &c.

List of Debts and Claims of which the particulars have been sent in to by persons claiming to be creditors of the said company for larger amounts than are stated in the list of creditors made out by the company.

First Part.—Debts or Claims wholly or partly admitted by the Company.

Names, Addresses, and Descriptions of Creditors.	Particulars of Debt or Claim.	Total Amount claimed.	Amount admitted by the Company to be within the Inquiry and to be owing to Creditor.	Debts proposed to be appropriated in Full although disputed.	Amount admitted by the Company to be owing to the Creditor but which it is contended is not within the Inquiry.



*Second Part.—Debts and Claims wholly disputed by the Company.*

Names, Addresses, and Descriptions of Claimants.	Particulars of Claim.	Total Amount claimed.	Debts proposed to be appropriated in Full although disputed.	Amount which, even if admitted, it is contended would not be within the Inquiry.

EXHIBIT E REFERRED TO IN THE ABOVE AFFIDAVIT.

E.

In the matter, &c.

List of Debts and Claims of which the particulars have been sent in to Mr. by persons claiming to be creditors of the company, and to be entered on the list of the creditors made out by the company.

*First Part.*

[Same as in Exhibit D.]

*Second Part.*

[Same as in Exhibit D.]

NOTE.—The names are to be inserted alphabetically.

No. 6.—NOTICE TO CREDITORS TO COME IN AND PROVE. (Rule 12 (g).)

In the matter of the Companies Act, 1933,  
and

In the matter of , Limited.

To Mr.

You are hereby required to come in and prove [or establish your title to be entered in the list of creditors in this matter in respect of] the debt claimed by you against the above company, by filing your affidavit in the registry of the Supreme Court at and serving a copy thereof at the offices of Mr. , the solicitor of the company, on or before the day of next; and you are to attend by your solicitor at the Chambers of the Honourable Mr. Justice , Supreme Court House, , on the day of , 19 , at o'clock in the noon, being the time appointed for hearing and adjudicating upon the claim, and produce any securities or documents relating to your claim.

In default of your complying with the above directions, you will [be precluded from objecting to the proposed reduction of the capital of the company], or [in all proceedings relative to the proposed reduction of the capital of the company be treated as a creditor for such amount only as is set against your name in the list of creditors].

Dated this day of , 19 .

A.B.,  
Solicitor for the said Company.

No. 7.—ADVERTISEMENT OF HEARING OF PETITION. (Rule 12 (l).)

In the matter of the Companies Act, 1933,  
and

In the matter of , Limited.

NOTICE is hereby given that a petition presented to the Supreme Court of New Zealand on the day of , 19 , for confirming the reduction of the capital of the above company from £ to £ , is directed to be heard at the Supreme Court House, , on the day of , 19 , at o'clock in the noon.

[Agents for E. and F., of ],  
Solicitors for the Company.

Dated the day of , 19 .

No. 8.—ORDER UNDER SECTION 160 OF THE COMPANIES ACT, 1933. (Rule 14.)

In the Supreme Court of New Zealand, }  
District, } No.  
Registry. }  
In the matter of the Companies Act, 1933,  
and  
In the matter of , Limited.

Before the Honourable Mr. Justice .  
, the day of , 19 .

UPON reading, &c., it is ordered that all the property, rights, and powers of the transferor company specified in the first, second, and third parts of the Schedule hereto and all other the property, rights, and powers of the transferor company be transferred without further act or deed to the transferee company, and accordingly the same shall pursuant to section 160 (2) of the Companies Act, 1933, be transferred to and vest in the transferee company for all the estate and interest of the transferor company therein, but subject nevertheless to all charges now affecting the same [other than (Here set out any charges which by virtue of the compromise or arrangement are to cease to have effect)], and it is ordered that all the liabilities and duties of the transferor company be

transferred without further act or deed to the transferee company, and accordingly the same shall pursuant to section 160 (2) of the Companies Act, 1933, be transferred to and become the liabilities and duties of the transferee company; and it is ordered that all proceedings now pending by or against the transferor company be continued by or against the transferee company; and it is ordered that the transferee company do without further application allot to such members of the transferor company as have not given such notice of dissent as is required by clause \_\_\_\_\_ of the scheme of compromise or arrangement herein the shares in the transferee company to which they are entitled under the said scheme; and it is ordered that the transferor company do within seven days after the date of this order cause an office copy of this order to be delivered to the Registrar of Companies for registration, and on such office copy being so delivered the transferor company shall be dissolved and the Registrar of Companies shall place all documents relating to the transferor company and registered with him on the file kept by him in relation to the transferee company and the files relating to the said two companies shall be consolidated accordingly. [*Liberty to apply.*]

By the Court,

....., Registrar.

THE SCHEDULE.

Part I.

[*Insert a short description of the freehold property of the transferor company.*]

Part II.

[*Insert a short description of the leasehold property of the transferor company.*]

Part III.

[*Insert a short description of all stocks, shares, debentures, and other choses in action of the transferor company.*]

F. D. THOMSON,  
Clerk of the Executive Council.