

CP 11

Copy B

NORMAN MANLEY LAW SCHOOL LIBRARY
U.W.I. MONA, KINGSTON, JAMAICA

AUSTRALIA

The Law Book Co. of Australasia Pty Ltd.
Sydney : Melbourne : Brisbane

CANADA AND U.S.A.

The Carswell Company Ltd.
Toronto

INDIA

N. M. Tripathi Private Ltd.
Bombay

NEW ZEALAND

Sweet & Maxwell (N.Z.) Ltd.
Wellington

PAKISTAN

Pakistan Law House
Karachi

Palmer's Company Precedents

Seventeenth Edition

EDITORS

R. A. K. WRIGHT
of Lincoln's Inn, Barrister-at-Law

AND

R. BUCHANAN-DUNLOP
of Middle Temple, Barrister-at-Law

PART 2

WINDING-UP FORMS AND PRACTICE

LONDON

STEVENS & SONS LIMITED

1960

FOR REFERENCE ONLY
&
NOT TO BE TAKEN AWAY

1929	1949	1929	1949	1929	1949
197	200	207	210	217	220
198	201	208	211	218	221
199	202	209	212	219	222
200	203	210	213	220	223
201	204	211	214	221	224
202	205	212	215	222	225
203	206	213	216	223	226
204	207	214	217	224	227
205	208	215	218	225	228
206	209	216	219	226	229
				227	230

THE COMPANIES (WINDING-UP) RULES, 1949 *

(S.I. 1949, No. 330 (L. 4))

Made - - - - - 23rd February, 1949
Laid before Parliament - 3rd March, 1949
Coming into Operation - 14th March, 1949

I, William Allen, Viscount Jowitt, Lord High Chancellor of Great Britain, with the concurrence of the President of the Board of Trade, in exercise of the powers conferred upon me by Section 365 (1) of the Companies Act, 1948,¹ and of all other powers enabling me in that behalf do hereby make the following Rules:—

PRELIMINARY

Interpretation of terms

1. In these Rules, unless the context or subject-matter otherwise requires:—

“The Act” means the Companies Act, 1948.

“The Company” means a company which is being wound-up, or against which proceedings to have it wound-up or proceedings under section 210 of the Act have been commenced.

“Judge” means in the High Court the Judge who for the time being exercises the jurisdiction of the High Court to wind-up Companies, and in any County Court the Judge thereof.

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

“Proceedings” means the proceedings in the winding-up of a Company under the Act, or proceedings under section 210 of the Act.

“Registrar” means in the High Court any of the registrars in Bankruptcy of the High Court, and any person who shall be appointed to fill the office of Registrar under these Rules, and where a winding-up of a Company is in the District Registry of Liverpool or Manchester means the District Registrar; and in a County Court, where there are joint Registrars means either of such Registrars, or a Deputy Registrar, and in any Court other than the High Court, means the officer of the Court whose duty it is to exercise in relation to a winding-up the functions which in the High Court are exercised by a Registrar or Master.

“The Rules” means these Rules, and includes the prescribed Forms.

“Sealed” means sealed with the seal of the Court.

* These rules are reproduced *verbatim* as in the King's Printer's copy.

¹ 11 & 12 Geo. 6, c. 38. As to Scotland, see s. 365 (1) and Act of Sederunt, Company's Winding Up (Forms) 1949, S.I. No. 1065 (S. 70).

“Taxing Officer” means the Officer of the Court whose duty it is to tax costs in the proceedings of the Court under its ordinary jurisdiction.

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

Application of rules

2.—(1) Subject to the limitations hereinafter mentioned, these Rules shall apply to the proceedings in every winding-up under the Act which shall commence on and after the date on which these Rules come into operation and to all proceedings under section 210 of the Act, 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 on or after the first day of January, 1891.

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

(3) Rules which from their nature and subject matter are, or which by the head lines above the group in which they are contained or by their terms are made applicable only to the proceedings in a winding-up, whether by the Court or voluntarily or subject to the supervision of the Court, shall not apply to proceedings under section 210 of the Act.

Use of forms in Appendix

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

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

COURT AND CHAMBERS

Office of Registrar in High Court

4.—(1) All proceedings in the High Court shall from time to time be attached to one or more of the Registrars, who shall, together with the necessary clerks and officers, and subject to the Act and Rules, act under the general or special directions of the Judge.

(2) Every other Registrar may act for and in place of such Registrar as above-mentioned in all proceedings under the Acts and Rules, including the holding of public examinations, and when so acting such other Registrar shall be deemed to be the Registrar for the purposes of the Act and Rules.

(3) In every cause or matter within the jurisdiction of the Judge, whether by virtue of the Act, or by transfer, or otherwise, the Registrar shall, in addition to his powers and duties under the Rules, have all the powers and duties of a [Master or Registrar of the Court].

The words in square brackets were substituted by the Companies (Winding-up) (Amendment) Rules, 1957, para. 1 (a) (S.I. 1957, No. 973 (L. 6)).

Matters in High Court to be heard in Court and Chambers

5.—(1) The following matters and applications in the High Court shall be heard in open Court:—

- (a) Petitions.
- (b) Appeals to the High Court from the Board of Trade and from the Official Receiver when acting as Official Receiver and not as Liquidator.
- (c) Applications under section 343 of the Act.
- (d) Applications under section 352 of the Act.
- (e) Applications for the committal of any person to prison for contempt.
- (f) Such matters and applications as the Judge may from time to time by any general or special order direct to be heard in open Court.

(2) Examinations of persons summoned before the High Court under section 268 of the Act shall be held in Court or in Chambers as the Court shall direct.

(3) Every other matter or application in the High Court under the Act to which the Rules apply may be heard and determined in Chambers.

Proceeding in Courts other than High Court

6.—(1) In Courts other than the High Court the following matters and applications to the Court shall be heard in open Court:—

- (a) Petitions.
- (b) Public Examinations.
- (c) Applications under sub-section (1) of section 334 of the Act.
- (d) Applications to rectify the Register.
- (e) Appeals from the Official Receiver and Board of Trade.
- (f) Appeals from any decision or act of the Liquidator.
- (g) Applications relating to the admission or rejection of proofs.
- (h) Proceedings under section 333 of the Act.
- (i) Applications under section 352 of the Act.
- (j) Applications under section 343 of the Act.
- (k) Applications under sub-section (1) and (2) of section 332 of the Act.
- (l) Applications under section 188 of the Act.
- (m) Applications under sub-section (2) of section 448 of the Act.
- (n) Applications for the committal of any person to prison for contempt.
- (o) Such matters and applications as the Judge may from time to time by any general or special order direct to be heard in open Court.

(2) Any other matter or application may be heard and determined in Chambers.

Applications in Chambers

7. Subject to the provisions of the Act and Rules, in every Court:—

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

Motions and Summons

Form 1

8.—(1) Every application in Court other than a petition shall be made by motion, notice of which shall be served on every person against whom an order

is sought not less than two clear days before the day named in the notice for hearing the motion, which day must be one of the days appointed for the sittings of the Court.

(2) Every application in Chambers shall be made by summons, which, unless otherwise ordered, shall be served on every person against whom an order is sought, and shall require the person or persons to whom the summons is addressed to attend at the time and place named in the summons.

Place of Sitting of County Court

9. Subject to the orders of the Lord Chancellor the place of sitting of each County Court having jurisdiction under the Act shall, for the purposes of such jurisdiction, be the town and place in which the Court holds its sittings for the general business of the Court.

Times for holding Courts other than the High Court

10. Subject to the provisions of the Act, the times of the sitting of each Court other than the High Court, in matters relating to the winding-up of Companies and applications under section 210 of the Act, shall be those which are appointed for the transaction of the general business of the Court, unless the Judge of any such Court shall otherwise order.

PROCEEDINGS**Title of proceedings**

Forms 2 and 3

11.—(1) Every proceeding shall be dated, and shall, with any necessary additions, be intitled in the matter of the Company to which it relates and in the matter of the Companies Act, 1948, and otherwise as in Forms 2 or 3 whichever is appropriate. Numbers and dates may be denoted by figures.

(2) The first proceeding shall have a distinctive number assigned to it in the office of the Registrar, and all proceedings subsequent to the first proceeding shall bear the same number as the first proceeding.

Written or printed proceedings

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

Process to be sealed

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

Issue of Summonses

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

Orders

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

File of proceedings in office of Registrar (High Court)

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

File of proceedings in Courts other than High Court

17. In Courts other than the High Court a file of proceedings shall be kept on which, subject to the directions of the Court, all petitions, affidavits, summonses, orders, proofs, notices, depositions and other proceedings in the matter shall be placed and remain of record as far as possible in continuous order.

Office copies

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

Inspection of file

19. Every person who has been a director or officer of a Company which is being wound up, and every duly authorised officer of the Board of Trade, shall be entitled, free of charge, and every contributory and every creditor whose claim or proof has been admitted, shall be entitled on payment of the prescribed fee, at all reasonable times, to inspect the file of proceedings and to take copies or extracts from any document therein, or be furnished with such copies or extracts on payment of the prescribed fee.

Use of file by Board of Trade and Official Receiver

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

Defacement of stamps

21. Every officer of a Court who shall receive any document to which an adhesive stamp shall be affixed, shall immediately upon receipt of the document deface the stamp thereon, in the High Court in such manner as the Commissioners of Inland Revenue may from time to time direct, and in any other Court by writing partly on the stamp and partly on the document the name of the matter, or in such other manner as the Commissioners of Inland Revenue may from time to time direct, and no such document shall be filed or delivered until the stamp thereon shall have been defaced in manner aforesaid; and it shall be the duty of the party presenting or receiving such document to see that the defacement hereby prescribed has been duly made.

SERVICE OF PROCESS AND ENFORCEMENT OF ORDERS**Service of Process in County Court**

22.—(1) It shall be the duty of the Registrar of a County Court to serve such orders, summonses, petitions and notices as the Court may require him to serve and to execute warrants and other process.

(2) Nothing in this Rule shall require any order, summons, petition, or notice, to be served by a bailiff or officer of the Court which is not specially

by the Act or Rules required to be so served, unless the Court in any particular proceeding by order specially so directs.

Service by post

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

Validity of service

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

Enforcement of Orders

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

(2) Every such order of a County Court and every process issued therein may be enforced, executed and dealt with not only by such Court but by any County Court, whether such County Court has jurisdiction to wind up a company or not, as if such order or process were made or issued for the enforcement of a judgment or order made by such last mentioned Court in the exercise of its ordinary jurisdiction.

PETITION

Forms 4, 5 and 5A

Form of petition

26. Every petition shall be in the Forms Nos. 4, 5 or 5A in the Appendix with such variations as circumstances may require.

Presentation of petition

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

Advertisement of petition

Forms 6 and 6A

28. Every petition shall be advertised seven clear days before the hearing as follows:—

- (1) 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 ten miles of the principal entrance of the Royal Courts of Justice, once in the *London Gazette*, and once at least in one London daily morning newspaper, or in such other newspaper as the Court directs.
- (2) In the case of any other Company, once in the *London Gazette*, and once at least in one local newspaper circulating in the district 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 Court.

- (3) The advertisement shall state the day on which the petition was presented, and the name and address of the petitioner, and of his solicitor and London agent (if any), 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 solicitors or London agent, within the time and manner prescribed by Rule 34, 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.

And 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 and place at which the petition is to be heard shall be cancelled by the Registrar and the petition shall be removed from the file unless the Judge or the Registrar shall otherwise direct.

An advertisement of a petition for an order under section 210 shall state that the petition is for an order under that section but need not contain any further particulars, but where an order for winding up is sought as an alternative to relief under the section the advertisement shall so state: Practice Direction [1957] 1 W.L.R. 915.

Service of petition

Forms 7 and 8

29. Every petition shall, unless presented by the Company, be served upon the Company at the registered office; if any, of the Company, and if there is no registered office, then at the principal or last known principal place of business of the Company, if any such can be found, by leaving a copy with any member, officer or servant of the Company there, or in case no such member, officer or servant can be found there, then by leaving a copy at such registered office or principal place of business, or by serving it on such member, officer or servant of the Company as the Court may direct; and where the Company is being wound up voluntarily, the petition shall also be served upon the Liquidator (if any), appointed for the purpose of winding-up the affairs of the Company.

Verification of petition

Forms 9 and 10

30. Every petition shall be verified by an affidavit referring thereto. 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 four days after the petition is presented, and such affidavit shall be sufficient *prima facie* evidence of the statements in the petition.

Copy of petition to be furnished to creditor or contributory

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

PROVISIONAL LIQUIDATOR

Appointment of Provisional Liquidator

Form 11

32.—(1) After the presentation of a petition for the winding-up of a Company by the Court, upon the application of a creditor, or of a contributory, or of the Company, and upon proof by affidavit of sufficient ground for the appointment of a Provisional Liquidator, the Court, if it thinks fit and upon such terms as in the opinion of the Court shall be just and necessary, may make the appointment.

(2) The order appointing the Provisional Liquidator, shall bear the number

of the petition, and shall state the nature and a short description of the property of which the Provisional Liquidator is ordered to take possession, and the duties to be performed by the Provisional Liquidator.

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

(4) Where any person other than the Official Receiver has been appointed Provisional Liquidator and the Official Receiver has taken any steps for the purpose of obtaining a statement of affairs or has performed any other duty prescribed by these Rules the Provisional Liquidator shall pay the Official Receiver such sum, if any, as the Court directs.

HEARING OF PETITIONS AND ORDERS MADE THEREON

Attendance before hearing to show compliance with rules

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

Notice by persons who intend to appear

Form 12

34. Every person who intends to appear on the hearing of a petition shall serve on, or send by post to, the petitioner, or his solicitor or London agent, at the address stated in the advertisement of the petition, notice of his intention. The notice shall contain the address of such person, and shall be signed by him or by his solicitor or London agent, and shall be served, or if sent by post shall be posted in such time as in ordinary course of post to reach the address, not later than six 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 one o'clock in the afternoon of the Saturday previous to such day. The notice shall be in Form 12 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.

List of names and addresses of persons who appear on the petition

Form 13

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

Affidavits opposition and reply

36.—(1) Affidavits in opposition to a petition shall be filed within seven days of the date on which the affidavit verifying the petition is filed, and notice of the filing of every affidavit in opposition to such a petition shall be given to the petitioner or his solicitor or London agent, on the day on which the affidavit is filed.

(2) An affidavit in reply to an affidavit filed in opposition to a petition shall be filed within three days of the date on which notice of such affidavit is received by the petitioner or his solicitor or London agent.

Substitution of creditor or contributory for withdrawing petitioner

37. When a petitioner for an order that a Company be wound up by the Court or subject to the supervision of the Court is not entitled to present a petition, or whether so entitled or not, where he (1) fails to advertise his petition within the time prescribed by these Rules or such extended time as the Registrar may allow or (2) consents to withdraw his petition, or to allow it to be dismissed, or the hearing adjourned, or fails to appear in support of his petition when it is called on in Court on the day originally fixed for the hearing thereof, or on any day to which the hearing has been adjourned, or (3) if appearing, does not apply for an order in the terms of the prayer of his petition, the Court may, upon such terms as it may think just, substitute as petitioner any creditor or contributory who in the opinion of the Court would have a right to present a petition, and who is desirous of prosecuting the petition. An order to substitute a petitioner may, where a petitioner fails to advertise his petition within the time prescribed by these rules or consents to withdraw his petition, be made in Chambers at any time.

ORDER TO WIND-UP A COMPANY AND ORDER UNDER SECTION 210 OF
THE ACT

Notice that winding-up order has been pronounced to be given to Official Receiver
Forms 14 and 15

38. 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 Receiver a notice informing him that the order has been pronounced.

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

Documents for drawing up order to be left with Registrar

39. It shall be the duty of the petitioner, or his solicitor or London agent, and of all other persons who have appeared on the hearing of the petition, at latest on the day following the day on which an order for the winding-up of a Company or an order under Section 210 of the Act is pronounced in Court to leave at the Registrar's office all the documents required for the purpose of enabling the Registrar to complete the order forthwith.

No appointment for settling order

40. Except in the case of an order made under section 210 of the Act it shall not be necessary for the Registrar to make an appointment to settle the order, unless in any particular case the special circumstances make an appointment necessary.

Contents of winding-up order*Forms 11 and 16*

41. An order to wind-up a Company or for the appointment of a Provisional Liquidator shall contain at the foot thereof a notice stating that it will be the duty of such of the persons who are liable to make out or concur

in making out the Company's statement of affairs as the Official Receiver may require, to attend on the Official Receiver at such time and place as he may appoint and to give him all information he may require.

Transmission and advertisement of winding-up order *Forms 17, 18 and 103 (1)*

42.—(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 Receiver.
- (b) The Official Receiver shall cause a sealed copy of the order to be served upon the Company by prepaid letter addressed to it at its registered office (if any) or if there is no registered office at its principal or last known principal place of business or upon such other person or persons, or in such other manner as the Court may direct, and if the order is that the Company be wound up by the Court, shall forward to the Registrar of Companies the copy of the order which by section 230 of the Act is directed to be so forwarded by the Company or otherwise as may be prescribed.
- (c) The Official Receiver shall forthwith give notice of the order to the Board of Trade, who shall forthwith cause the notice to be gazetted.
- (d) The Official Receiver shall forthwith send notice of the order to such local paper as the Board of Trade may from time to time direct, or, in default of such direction, as he may select.

(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 *London Gazette*, and shall be served on such persons (if any) and in such manner as the Court shall direct.

(3) Where an Order under section 210 of the Act has been made, an office copy of the order shall, unless the Court otherwise orders, be served by the petitioner on the Company and on the Registrar of Companies in like manner as, under paragraph 1 (b) of this Rule, the Official Receiver is required to serve a sealed copy of the order, and where such order involves a reduction of capital or alteration of the memorandum of association, the Act and Rules of the Supreme Court relative to such matters shall apply as the Court may direct.

Notice to the Sheriff or Officer charged with execution

43. For the purposes of section 326 of the Act a notice that (1) a winding-up petition has been presented, or (2) a winding-up order has been made, or (3) a provisional liquidator has been appointed, or (4) a meeting has been called at which there is to be proposed a resolution for the voluntary winding-up of the company, or (5) a resolution has been passed for the voluntary winding-up of the company, shall be in writing and shall be addressed, where the execution is in respect of a judgment of the High 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 office of the Under-Sheriff, and in any other case, at the office of the officer charged with the execution:

Provided that where a winding-up petition is presented or a winding-up order is made or a provisional liquidator is appointed in a County Court, the filing of the petition or the making of the order or the appointment of a provisional liquidator shall, for the purposes of section 326 of the Act, be sufficient notice to the Registrar of that Court, that the petition has been presented or the order made or the provisional liquidator appointed, as the case may be.

TRANSFERS OF ACTIONS AND PROCEEDINGS

Transfer of actions

44.—(1) Where an order has been made for the winding-up of a Company then if such order was made by the High Court or if the proceedings have been transferred to the High Court the Judge shall have power, without further consent, to order the transfer to him of any action, cause or matter pending in any other Court or Division brought or continued by or against the Company, and any action or proceeding by a mortgagee or debenture holder of the Company against the Company, for the purpose of realising his security, or by any other person for the purpose of enforcing a claim against the Company's assets or property, which is pending in the High Court or before any Judge thereof shall without further order be transferred to the Judge of the High Court. In the case of applications in Chambers in actions so transferred where the practice in winding-up is different from the practice in the Chancery Division the practice in winding-up shall prevail.

(2) Where any action brought by or against a Company against which a winding-up order has been made is transferred to the Judge of the High Court, the Registrar may, under the general or special directions of the Judge, hear, determine and deal with any application, matter, or proceeding which, if the action had not been transferred, would have been determined in Chambers. These provisions shall apply to the proceedings in any action in which by the Rules of the Supreme Court or otherwise the Chamber proceedings are directed to be dealt with by the Registrar.

Transfer of proceedings by Judge of High Court

45. The Judge of the High Court may at any time, for good cause shown, order the proceedings in any Court other than the High Court to be transferred to the High Court, or any proceedings in the High Court to be transferred from the High Court to any other Court.

Form 19

Transfer of proceedings by Judge of Court other than High Court or Palatine Court

46. The Judge of any Court, other than the High Court or a Palatine Court, may at any time, for good cause shown, order any proceedings which have been commenced or are pending in his Court to be transferred to any Court which has jurisdiction to order the winding-up of a Company, not being the High Court or a Palatine Court.

Form 19

Notice of application to Official Receiver

47. In a winding-up by the Court, notice of an application for a transfer of proceedings shall before the hearing thereof, be served by the applicant on the Official Receiver of the Court in which the proceedings are pending and on the Official Receiver of the Court to which the proceedings are sought to be transferred.

Procedure where proceedings transferred

Form 20

48. When an order for the transfer of proceedings has been made:—
- (1) The person on whose application the transfer has been made shall lodge with the Registrar of the Court to which the proceedings are transferred a sealed copy of the order of transfer.
 - (2) In a winding-up by the Court the Official Receiver of the Court to which the proceedings are transferred shall (unless the Court which orders the transfer or the Court to which the proceedings are transferred shall direct that some other Official Receiver shall become Official Receiver in the proceedings) become the Official Receiver in the proceedings.
 - (3) The records of the proceedings shall be transmitted to the Registrar

of the Court to which the proceedings are transferred, and in a winding-up by the Court such Registrar, as soon as he has received the records, shall give notice of the transfer to the Official Receiver of his Court, or other the person who has become Official Receiver in the proceedings and such Official Receiver shall give notice of the transfer to the Board of Trade.

- (4) The proceedings shall receive a new distinctive number.

Transfer of jurisdiction of County Court

49. Whenever the Lord Chancellor by order shall exclude any County Court from having jurisdiction under the Act, or shall attach the district or any part of the district of a County Court to any other County Court, any proceedings pending in the Court or district to which the order relates shall become transferred to such Court as shall be mentioned for the purpose in the order and thereupon the Rules as to transfer of proceedings shall apply to the transfer of such pending proceedings in all respects as if the proceedings had been transferred by order of a Court having power to transfer proceedings.

SPECIAL MANAGER

Appointment of Special Manager

50.—(1) An application by the Official Receiver for the appointment of a special manager shall be supported by a report of the Official Receiver, which shall be placed on the file of proceedings, and such report shall either state the amount of remuneration which, in the opinion of the Official Receiver, ought to be allowed to the special manager, or that it is, in the opinion of the Official Receiver, desirable that the fixing of such remuneration should be deferred. No affidavit by the Official Receiver in support of the application shall be required.

(2) The remuneration of the special manager shall, unless the Court in any case otherwise directs, be stated in the order appointing him, but the Court may at any subsequent time for good cause shown make an order for payment to the special manager of further remuneration.

(3) A copy of the order appointing a special manager shall be transmitted to the Board of Trade by the Official Receiver.

Accounting by Special Manager

Form 21

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

STATEMENT OF AFFAIRS

Preparation of statement of affairs

Form 22

52.—(1) A person who under section 235 of the Act has been required by the Official Receiver to submit and verify a statement of affairs of a Company, shall be furnished by the Official Receiver with such forms and instructions as the Official Receiver in his discretion shall consider necessary. The statement shall be made out in duplicate, one copy of which shall be verified by affidavit. The Official Receiver shall cause to be filed with the Registrar the verified statement of affairs.

(2) The Official Receiver may from time to time hold personal interviews with any such person as is mentioned in paragraphs (a) (b) (c) or (d) of subsection (2) of section 235 of the Act for the purpose of investigating the Company's affairs, and it shall be the duty of every such person to attend on the Official Receiver at such time and place as the Official Receiver may appoint and give the Official Receiver all information that he may require.

Extension of time for submitting statement of affairs

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

Information subsequent to statement of affairs

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

Default

55. Any default in complying with the requirements of section 235 of the Act may be reported by the Official Receiver to the Court.

Expenses of statement of affairs

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

Dispensing with statement of affairs

57.—(1) Any application to dispense with the requirements of section 235 of the Act shall be supported by a report of the Official Receiver showing the special circumstances which in his opinion render such a course desirable.

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

APPOINTMENT OF LIQUIDATOR IN A WINDING-UP BY THE COURT**Appointment of Liquidator on report of meetings of creditors and contributories**

Forms 23, 24, 25, 103 (7) and 103 (8)

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

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

(3) When a time and place have been fixed for the consideration of the resolutions and determinations of the meetings, such time and place shall be advertised by the Official Receiver in such manner as the Court shall direct,

but so that the first or only advertisement shall be published not less than 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 Receiver and any creditor or contributory.

(5) If a Liquidator is appointed a copy of the order appointing him shall be transmitted to the Board of Trade by the Official Receiver, and the Board of Trade shall, as soon as the Liquidator has given security, cause notice of the appointment to be gazetted. The expense of gazetting the notice of the appointment shall be paid by the Liquidator, but may be charged by him on the assets of the Company.

(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.

(7) If a Liquidator in a winding-up by the Court shall die, or resign, or be removed, another Liquidator may be appointed in his place in the same manner as in the case of a first appointment, and the Official Receiver shall, on the request of not less than one-tenth in value of the creditors or contributories summon meetings for the purpose of determining whether or not the vacancy shall be filled; but none of the provisions of this Rule shall apply where the Liquidator is released under section 251 of the Act in which case the Official Receiver shall remain Liquidator.

SECURITY BY LIQUIDATOR OR SPECIAL MANAGER IN A WINDING-UP BY THE COURT**Standing security to Board of Trade**

Form 26

59. In the case of a Special Manager or a Liquidator other than the Official Receiver, the following provisions as to security shall have effect, namely:—

- (1) The security shall be given to such officers or persons and in such manner as the Board of Trade may from time to time direct.
- (2) It shall not be necessary that security shall be given in each separate winding-up; but security may be given either specially in a particular winding-up, or generally, to be available for any winding-up in which the person giving security may be appointed, either as Liquidator or Special Manager.
- (3) The Board of Trade shall fix the amount and nature of such security, and may from time to time, as they think fit, either increase or diminish the amount of special or general security which any person has given.
- (4) The certificate of the Board of Trade that a Liquidator or Special Manager has given security to their satisfaction shall be filed with the Registrar.
- (5) 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

60.—(1) If a Liquidator or Special Manager fails to give the required security within the time stated for that purpose in the order appointing him, or any extension thereof, the Official Receiver shall report such failure to the Court, who may thereupon rescind the order appointing the Liquidator or Special Manager.

(2) If a Liquidator or Special Manager fails to keep up his security the

Official Receiver shall report such failure to the Court, who may thereupon remove the Liquidator or Special Manager, and make such order as to costs as the Court shall think fit.

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

PUBLIC EXAMINATION

Consideration of report

61. The consideration of a report made by the Official Receiver pursuant to subsection (2) of section 236 of the Act shall be before the Judge of the Court personally in Chambers, and the Official Receiver shall personally, or by counsel or solicitor, attend the consideration of the report and give the Court any further information or explanation with reference to the matters stated in the report which the Court may require.

Procedure consequent on order for public examination

Form 27

62. Where the Judge makes an order under section 270 of the Act, directing any person or persons to attend for public examination:—

- (a) The examination shall be held before the Judge: Provided that in the High Court the Judge may direct that the whole or any part of the examination of any such person or persons, including any application as to costs, be held and heard and determined before the Registrar or before any of the persons mentioned in subsection (9) of the said section.
- (b) The Judge may, if he thinks fit, either in the order for examination or by any subsequent order, give directions as to the special matters on which any such person is to be examined.
- (c) Where on an examination held before the Registrar, or one of the persons mentioned in subsection (9) of the said section, he is of opinion that such examination is being unduly or unnecessarily protracted, or for any other sufficient cause, he may adjourn the examination of any person, or any part of the examination, to be held before the Judge.

Application for day for holding examination

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

Appointment of time and place for public examination

Form 28

64. 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 Receiver to the person who is to be examined by sending such notice in a registered letter addressed to his usual or last known address.

Notice of public examination to creditors and contributories

Form 103 (3)

65.—(1) The Official Receiver shall give notice of the time and place appointed for holding a public examination to the creditors and contributories by advertisement in such newspapers as the Board of Trade from time to time direct, or in default of any such direction as the Official Receiver thinks fit, and shall also forward notice of the appointment to the Board of Trade to be gazetted.

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

Default in attending

Form 29

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

Warrants of arrest

(2) A warrant of arrest issued by the High Court under this Rule shall be issued in the Central Office of the Supreme Court pursuant to an order of the Court directing such issue.

Notes of examination to be filed

Forms 30 and 31

67. The notes of every public examination shall, after being signed as required by subsection (7) of section 270 of the Act, be filed with the Registrar.

PROCEEDINGS BY OR AGAINST DIRECTORS, PROMOTERS, AND OFFICERS

Applications by or against delinquent directors, officers and promoters

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

- (a) Section 333.
- (b) Subsections (1) or (2) of section 332.
- (c) Section 188.
- (d) Subsection (2) of section 448.

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

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

(3) Where any such order as is mentioned in 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 to the Judge either party wishes to apply for any further direction as to any interlocutory matter or thing he shall restore the summons to the Registrar's list and shall give two clear days' notice in writing to the other party stating the grounds of the application. A copy of such notice shall be filed with the Registrar two clear days before the day for which the summons is restored.

Notice of application

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

Hearing of application

70.—(1) Where any application under section 188 of the Act is made or heard after a public examination under section 270 of the Act which has been held before the Registrar or any of the persons mentioned in subsection (9) of the said section 270 then unless the Judge shall otherwise direct such application shall be heard and determined by such Registrar or other person.

The Judge shall personally hear all other applications under the said section 188: Provided that in the High Court the Judge may direct that such applications or any of them shall be heard and determined by the Registrar.

(2) Where any order has been made under the said section, 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

71. 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 270 of the Act, then in any proceedings subsequently instituted under any of the provisions of the Act mentioned in paragraph (1) of Rule 68, the verified notes of the examination of each person who was examined under the order shall, subject as hereinafter mentioned, and to any order or directions of the Court as to the manner and extent in and to which the notes shall be used, and subject to all just exceptions to the admissibility in evidence against any particular person or persons of any of the statements contained in the notes of the examinations, be admissible in evidence against any of the persons against whom the application is made, who, under section 270 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.

Nomination, appointment and remuneration of shorthand writers *Forms 32, 33*

72.—(1) The court or the officer of the court before whom any examination under the Act and Rules is directed to be held may at any time in any proceedings, if it is considered desirable so to do, appoint a person (in this Rule called a "shorthand writer") to take down in shorthand or otherwise the evidence of any person examined.

(2) The Judge of a court may in writing nominate one or more persons to be shorthand writers officially attached to the court.

(3) Where no shorthand writer officially attached to the court is available to act in the proceedings, the court may appoint such other person as it thinks fit.

(4) The shorthand writer shall be paid a sum not exceeding two guineas a day for attending the examination, and a sum not exceeding 1s. per folio of 72 words for any transcript of the shorthand note of the evidence which may be required.

(5) The fees of a shorthand writer shall be paid by the party at whose instance the examination was taken, or out of the assets of the company, as the court may direct.

(6) The sums payable to a shorthand writer under paragraph (4) of this Rule shall be increased by 25 per cent. for attendances and transcripts made after the 15th day of December, 1953.

This rule was substituted for the original rule by the Companies (Winding-up) (Amendment) Rules, 1954 (S.I. 1954, No. 162.(L.2)).

Committal of contumacious witness

Form 34

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

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

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

Depositions at private examinations

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

(2) The notes of the depositions of a person examined under section 268 of the Act, or under any order of the Court before the Court, or before any officer of the Court, or person appointed to take such an examination (other

than the notes of the depositions of a person examined at a public examination under section 270 of the Act) shall be forthwith lodged in the Chambers of the Registrar but shall not be filed, or be opened to the inspection of any creditor, contributory, or other person, except the Official Receiver or Liquidator, or any Provisional Liquidator other than the Official Receiver, while he is acting as Provisional Liquidator, unless and until the Court shall so direct, and the Court may from time to time give such general or special directions as it shall think expedient as to the custody and inspection of such notes and the furnishing of copies of or extracts therefrom.

DISCLAIMER

Disclaimer

Forms 35 and 36

75.—(1) Any application for leave to disclaim any part of the property of a Company pursuant to subsection (1) of section 323 of the Act shall be by *ex parte* summons. Such summons shall be supported by an affidavit showing who are the parties interested and what their interests are. On the hearing of the summons the Court shall give such directions as it sees fit and in particular directions as to the notices to be given to the parties interested or any of them and the Court may adjourn the application to enable any such party to attend.

(2) Where a Liquidator disclaims a leasehold interest he shall forthwith file the disclaimer at the office of the Registrar. The disclaimer 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 the Form No. 35 and a notice of disclaimer in the Form No. 36 in the Appendix with such variations as circumstances may require.

(3) Where any person claims to be interested in any part of the property of a Company which the liquidator wishes to disclaim he shall at the request of the liquidator furnish a statement of the interest so claimed by him.

VESTING OF DISCLAIMED PROPERTY

Vesting of Disclaimed Property

76.—(1) Any application under subsection (6) of section 323 of the Act for an order for the vesting of any disclaimed property in or the delivery of any such property to any persons shall be supported by the affidavit filed on the application for leave to disclaim such property.

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

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

Report by Official Receiver on arrangements and compromises

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

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

Collection and distribution of Company's assets by Liquidator

78.—(1) The duties imposed on the Court by subsection (1) of section 257 of the Act in a winding-up by the Court with regard to the collection of the assets of the Company and the application of the assets in discharge of the Company's liabilities shall be discharged by the Liquidator as an officer of the Court subject to the control of the Court.

(2) For the purpose of the discharge by the Liquidator of the duties imposed by subsection (1) of section 257 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 High Court, and the Court may on his application enforce such acquisition or retention accordingly.

Power of Liquidator to require delivery of property

Form 37

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

LIST OF CONTRIBUTORIES IN A WINDING-UP BY THE COURT

Liquidator to settle list of contributories

Form 38

80. 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 subsection (2) of section 257 of the Act.

Appointment of time and place for settlement of list

Forms 39 and 40

81. 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

Form 41

82. 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

Forms 42 and 43

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

Application to the Court to vary the list

Form 44

84.—(1) Subject to the power of the Court to extend the time or to allow an application to be made notwithstanding the expiration of the time limited for that purpose, no application to the Court by any person who objects to the list of contributories as finally settled by the Liquidator shall be entertained after the expiration of 21 days from the date of the service on such person of notice of the settlement of the list.

(2) The Official Receiver shall not in any case be personally liable to pay any costs of or in relation to an application to set aside or vary his act or decision settling the name of a person on the list of contributories of a Company.

Variation of or addition to list of contributories

Form 45

85. 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

Forms 46, 47 and 48

86. The powers and duties of the Court in relation to making calls upon contributories conferred by section 260 of the Act, shall and may be exercised, in a winding-up by the Court, by the Liquidator as an officer of the Court subject to the proviso to section 273 of the Act, and to the following regulations:—

- (1) Where the Liquidator desires to make any call on the contributories, or any of them for any purpose authorised by the Act, if there is a Committee of Inspection he may summon a meeting of such Committee for the purpose of obtaining their sanction to the intended call.
- (2) 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 London newspaper, or, where the winding-up is not in the High Court, in a newspaper circulating in the district

of the Court 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.

- (3) 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.
- (4) The sanction of the Committee shall be given by resolution, which shall be passed by a majority of the members present.
- (5) Where there is no Committee of Inspection, the Liquidator shall not make a call without obtaining the leave of the Court.

Application to the Court for leave to make a call

Forms 49 to 52

87. In a winding-up by the Court an application to the Court for leave to make any call on the contributories of a Company, or any of them, for any purpose authorised by the Acts, shall be made by summons stating the proposed amount of such call, which summons shall be served 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.

Document making the call

Form 53

88. When the Liquidator is authorised by resolution or order to make a call on the contributories he shall file with the Registrar a document making the call in the Form 53 in the Appendix with such variations as circumstances may require.

Service of notice of a call

Forms 48, 52, 54 and 55

89. 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.

Enforcement of call

Forms 56, 57 and 58

90. 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.

Proof of debt

PROOFS

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

Mode of proof

92. 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 Receiver 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.

Verification of proof

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

Contents of proof

Form 59

94. 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 Receiver or Liquidator to whom the proof is sent may at any time call for the production of the vouchers.

Statement of security

95. An affidavit proving a debt shall state whether the creditor is or is not a secured creditor.

Proof before whom sworn

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

Costs of proof

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

Discount

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

Periodical payments

99. 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

100. On any debt or sum certain, payable at a certain time or otherwise, whereon interest is not reserved or agreed for, and which is overdue at the date of the commencement of the winding-up, the creditor may prove for interest at a rate not exceeding four per centum per annum to that date from the time when the debt or sum was payable, if the debt or sum is payable by virtue of a written instrument at a certain time, and if payable otherwise, then from the time when a demand in writing has been made, giving notice that interest will be claimed from the date of the demand until the time of payment.

Proof for debt payable at a future time

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

Proof under section 319

102. Unless the Official Receiver or Liquidator shall in any special case otherwise direct formal proof of the debts mentioned in paragraph (e) of subsection (1) of section 319 of the Act shall not be required.

Workmen's wages

Form 60

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

Production of bills of exchange and promissory notes

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

Transmission of proofs to Liquidator

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

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

Notice to Creditors to prove

106.—(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 319 of the Act, or to be excluded from the benefit of any distribution made before such debts are proved, or as the case may be from objecting to such distribution.

(2) The Liquidator shall give notice in writing of the day so fixed by advertisement in such newspaper as he shall consider convenient, and in a winding-up by the Court to every person mentioned in the Statement of Affairs as a creditor, who has not proved his debt, and to every person mentioned in the Statement of Affairs as a preferential creditor whose claim to be a preferential creditor has not been established and is not admitted, and in any other winding-up to the last known address or place of abode of each person

who, to the knowledge of the Liquidator, claims to be a creditor or preferential creditor of the Company and whose claim has not been admitted.

(3) All the Rules hereinafter set out as to admission and rejection of proofs shall apply with the necessary variations to any such claim to priority as aforesaid.

Examination of proof

Form 61

107. 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.

Appeal by creditor

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

Expunging at instance of Liquidator

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

Expunging at instance of creditor

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

Oaths

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

Official Receiver's powers

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

Filing proofs by Official Receiver

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

Proofs to be filed

Form 62

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

Procedure where creditor appeals

115. The Liquidator in a winding-up by the Court, including the Official Receiver 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 with the Registrar, with a memorandum thereon of his disallowance thereof.

Time for dealing with proofs by Official Receiver

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

Time for dealing with proofs by Liquidator

117. Subject to the power of the Court to extend the time, the Liquidator in a winding-up by the Court, other than the Official Receiver, within twenty-eight days after receiving a proof, which has not previously been dealt with shall in writing either admit or reject it wholly or in part, or require further evidence in support of it: Provided that where the Liquidator has given notice of his intention to declare a dividend, he shall within fourteen days after the date mentioned in the notice as the latest date up to which proofs must be lodged, examine, and in writing admit or reject, or require further evidence in support of, every proof which has not been already dealt with, and shall give notice of his decision, rejecting a proof wholly or in part, to the creditors affected thereby. Where a creditor's proof has been admitted the notice of dividend shall be a sufficient notification of the admission.

Cost of appeals from decisions as to proofs

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

DIVIDENDS IN A WINDING-UP BY THE COURT

Dividends to creditors

Forms 63, 64, 65, 66, 67, 68, 103 (4) and 103 (5)

119.—(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 to the Board of Trade in order that the same may be gazetted, and shall at the same time give notice to such of the creditors mentioned in the statement of affairs as have not proved their debts. Such notice shall specify the latest date up to which proofs must be lodged, which shall not be less than fourteen days from the date of such notice.

(2) Where any creditor, after the date mentioned in the notice of intention to declare a dividend as the latest date up to which proofs may be lodged, appeals against the decision of the Liquidator rejecting a proof, notice of appeal shall, subject to the power of the Court to extend the time in special cases, be given within seven days from the date of the notice of the decision against which the appeal is made, and the Liquidator may in such case make provision for the dividend upon such proof, and the probable cost of such appeal in the event of the proof being admitted. Where no notice of appeal has been given within the time specified in this Rule, the Liquidator shall exclude all proofs which have been rejected from participation in the dividend.

(3) Immediately after the expiration of the time fixed by this Rule for appealing against the decision of the Liquidator he shall proceed to declare a dividend, and shall give notice to the Board of Trade (in order that the same may be gazetted), and shall also send a notice of dividend to each creditor whose proof has been admitted.

(4) If it becomes necessary, in the opinion of the Liquidator and the Committee of Inspection, to postpone the declaration of the dividend beyond the limit of two months, the Liquidator shall give a fresh notice of his intention to declare a dividend to the Board of Trade in order that the same may be gazetted: but it shall not be necessary for the Liquidator to give a fresh notice to such of the creditors mentioned in the statement of affairs as have not proved their debts. In all other respects the same procedure shall follow the fresh notice as would have followed the original notice.

(5) Upon the declaration of a dividend the Liquidator shall forthwith transmit to the Board of Trade a list of the proofs filed with the Registrar under Rule 114, which list shall be in the Form 66 or 67 in the Appendix as the case may be. If the winding-up is in a Court other than the High Court the list shall, on payment of the prescribed fee, be examined by the Registrar, with the proofs tendered for filing and if found correct shall be certified by the Registrar. If the winding-up is in the High Court the Liquidator shall, if so required by the Board of Trade, transmit to the Board of Trade, office copies of all lists of proofs filed by him up to the date of the declaration of the dividend.

(6) Dividends may at the request and risk of the person to whom they are payable be transmitted to him by post.

(7) If a person to whom dividends are payable desires that they shall be paid to some other person he may lodge with the Liquidator a document in the Form 68 in the Appendix which shall be a sufficient authority for payment of the dividend to the person therein named.

Return of capital to contributories

Forms 69, 70 and 103 (6)

120. Every order by which the Liquidator in a winding-up by the Court is authorised to make a return to contributories of the Company shall, unless the Court shall otherwise direct, contain or have appended thereto a Schedule or List (which the Liquidator shall prepare) setting out in a tabular form the full names and addresses of the persons to whom the return is to be paid, and the amount of money payable to each person, and particulars of the transfers of shares (if any) which have been made or the variations in the list of contributories which have arisen since the date of the settlement of the list of contributories and such other information as may be requisite to enable the return to be made. The Schedule or list shall be in the Form 70 in the Appendix with such variations as circumstances shall require, and the Liquidator shall send a notice of return to each contributory.

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

First meetings of creditors and contributories

121. Unless the Court otherwise directs, the meetings of creditors and contributories under section 239 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 Receiver.

Notice of first meetings to Board of Trade

Form 103 (2)

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

Summoning of first meetings

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

Form of notices of first meetings

Forms 71 and 72

124. The notices of first meetings of creditors and contributories may be in Forms 71 and 72 in the Appendix, 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.

Notice of first meeting to officers of company

Form 73

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

Summary of statement of affairs

126.—(1) The Official Receiver shall also, as soon as practicable, send to each creditor mentioned in the Company's Statement of Affairs, and to each person appearing from the Company's books or otherwise to be a contributory of the Company a summary of the Company's Statement of Affairs, including the causes of its failure, and any observations thereon which the Official Receiver may think fit to make. The proceedings at a meeting shall not be invalidated by reason of any summary or notice required by these Rules not having been sent or received before the meeting.

(2) Where prior to the winding-up order the company has commenced to be wound up voluntarily the Official Receiver may, if in his absolute discretion he sees fit so to do, send to the persons aforesaid or any of them an account of such voluntary winding-up showing how such winding-up has been conducted and how the property of the Company has been disposed of and any observations which the Official Receiver may think fit to make on such account or on the voluntary winding-up.

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

Liquidator's meetings of creditors and contributories

127.—(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 346 of the Act (hereinafter referred to as Court meetings of creditors and contributories), the Liquidator in any winding-up by the Court may himself from time to time subject to the provisions of the Act and the control of the Court summon, hold and conduct meetings of the creditors or contributories (hereinafter referred to as Liquidator's meetings of creditors and contributories) for the purpose of ascertaining their wishes in all matters relating to the winding-up.

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

Application of rules as to meetings

128. 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.

Summoning of meetings

Form 75

129.—(1) The Official Receiver or Liquidator shall summon all meetings of creditors and contributories by giving not less than seven days' notice of the time and place thereof in the London Gazette and in a local paper; 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.

(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 297 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 293 or section 300 of the Act.

Proof of notice

Forms 76 and 77

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

Place of meetings

131. 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 meetings

132. The costs of summoning a meeting of creditors or contributories at the instance of any person other than the Official Receiver or Liquidator shall be paid by the person at whose instance it is summoned who shall before the meeting is summoned deposit with the Official Receiver or Liquidator (as the case may be) such sum as may be required by the Official Receiver or Liquidator as security for the payment of such costs. The costs of summoning such meeting of creditors or contributories, including all disbursements for printing, stationery, postage and the hire of room, shall be calculated at 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 20 creditors or contributories, one shilling per creditor or contributory for the next 30 creditors or contributories, sixpence per creditor or contributory for any

number of creditors or contributories after the first 50. The said costs shall be repaid out of the assets of the Company if the Court shall by order or if the creditors or contributories (as the case may be) shall by resolution so direct. This Rule shall not apply to meetings under sections 293 or 297 of the Act.

Chairman of meeting

Form 78

133. Where a meeting is summoned by the Official Receiver or the Liquidator, he or someone nominated by him shall be Chairman of the meeting. At every other meeting of creditors or contributories the Chairman shall be such person as the meeting by resolution shall appoint. This Rule shall not apply to meetings under section 293 of the Act.

Ordinary resolution of creditors and contributories

134. 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

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

Non-reception of notice by a creditor

136. 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

Form 79

137. 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

138.—(1) A meeting may not act for any purpose except the election of a chairman, the proving of debts and the adjournment of the meeting unless there are present or represented thereat in the case of a creditors' meeting at least three creditors entitled to vote or in the case of a meeting of contributories at least three contributories or all the creditors entitled to vote or all the contributories if the number of creditors entitled to vote or the number of contributories as the case may be shall not exceed three.

(2) If within half an hour from the time appointed for the meeting a quorum of creditors or contributories, as the case may be, is not present or represented, the meeting shall be adjourned to the same day in the following week at the same time and place or to such other day or time or place as the chairman may appoint, but so that the day appointed shall be not less than seven nor more than twenty-one days from the day from which the meeting was adjourned.

Creditors entitled to vote

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

Cases in which creditors may not vote

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

Votes of secured creditors

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

Creditor required to give up security

142. The Official Receiver or Liquidator may, within twenty-eight days after a proof or in a voluntary liquidation a statement estimating the value of a security as aforesaid has been used in voting at a meeting, require the creditor to give up the security for the benefit of the creditors generally on payment of the value so estimated with an addition thereto of twenty per cent.: Provided that where a creditor has valued his security he may at any time before being required to give it up correct the valuation by a new proof and deduct the new value from his debt, but in that case the said addition of twenty per cent. shall not be made if the security is required to be given up.

Admission and rejection of proofs for purpose of voting

143. 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.

Statement of Security

144. 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.

Form 74

Minutes of meeting

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

(2) A list of creditors and contributories present at every meeting shall be made and kept as in Form 74 in the Appendix.

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

146. A creditor or a contributory may vote either in person or by proxy. Where a person is authorised in manner provided by section 139 of the Act to represent a corporation at any meeting of creditors or contributories such person shall produce to the Official Receiver or Liquidator or other the Chairman of the meeting a copy of the resolution so authorising him. Such copy must either be under the seal of the corporation or must be certified to be a true copy by the secretary or a director of the corporation. The succeeding Rules as to proxies shall not (unless otherwise directed by the Court) apply to a Court meeting of creditors or contributories prior to the first meeting.

Forms 80 and 81

Form of proxies

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

Forms of proxy to be sent with notices

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

General proxies

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

Special proxies

150. 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

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

Proxies to Official Receiver or Liquidator

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

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

153. No person acting either under a general or a special proxy shall vote in favour of any resolution which would directly or indirectly place himself, his partner or employer in a position to receive any remuneration out of the estate of the Company otherwise than as a creditor rateably with the other creditors of the Company: Provided that where any person holds special proxies to vote for an application to the Court in favour of the appointment of himself as Liquidator he may use the said proxies and vote accordingly.

Proxies*Forms 80 and 81*

154.—(1) A proxy intended to be used at the first meeting of creditors or contributories, or an adjournment thereof, shall be lodged with the Official Receiver not later than the time mentioned for that purpose in the notice convening the meeting or the adjourned meeting, which time shall be not earlier than 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 Receiver or Liquidator in a winding-up by the Court, with the Company at its Registered Office for a meeting under section 293 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*Form 78*

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

Filling in where creditor blind or incapable

156. The proxy of a creditor blind or incapable of writing may be accepted if such creditor has attached his signature or mark thereto in the presence of a witness, who shall add to his signature his description and residence: Provided that such witness shall have certified at the foot of the proxy that all such insertions have been made at the request and in the presence of the creditor before he attached his signature or mark.

ATTENDANCE AND APPEARANCE OF PARTIES**Attendance at proceedings**

157.—(1) Every person for the time being on the list of contributories of the Company, and every person whose proof has been admitted shall be at liberty, at his own expense, to attend proceedings, and shall be entitled, upon payment of the costs occasioned thereby, to have notice of all such proceedings as he shall by written request desire to have notice of. If the Court shall be of opinion that the attendance of any such person upon any proceedings has occasioned any additional costs which ought not to be borne by the funds of the Company, it may direct such costs, or a gross sum in lieu thereof, to be

paid by such person who shall not be entitled to attend any further proceedings until he has paid the same.

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

(3) No creditor or contributory shall be entitled to attend any proceedings in Chambers unless and until he has entered in a book, to be kept by the Registrar for that purpose, his name and address, and the name and address of his solicitor (if any) and upon any change of his address, or of his solicitor, his new address, and the name and address of his new solicitor.

Attendance of Liquidator's Solicitor

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

LIQUIDATOR AND COMMITTEE OF INSPECTION**Remuneration of Liquidator**

159.—(1) The remuneration of a Liquidator, unless the Court shall otherwise order, shall be fixed by the Committee of Inspection, and shall be in the nature of a commission or percentage of which one part shall be payable on the amount realised, after deducting the sums (if any) paid to secured creditors (other than debenture holders) out of the proceeds of their securities, and the other part on the amount distributed in dividend.

(2) If the Board of Trade are of opinion that the remuneration of a Liquidator as fixed by the Committee of Inspection is unnecessarily large, the Board of Trade may apply to the Court, and thereupon the Court shall fix the amount of the remuneration of the Liquidator.

(3) If there is no Committee of Inspection, the remuneration of the Liquidator shall, unless the Court shall otherwise order, be fixed by the scale of fees and percentages for the time being payable on realisations and distributions by the Official Receiver as Liquidator.

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

Limit of remuneration

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

Dealings with assets

161. 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 Board of Trade in a winding-up by the Court or of any creditor or contributory in any winding-up, and the Court may make such order as to costs as the Court shall think fit.

Restriction on purchase of goods by Liquidator

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

Committee of Inspection not to make profit

163. 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 Board of Trade or in a voluntary winding-up if it appears to the Committee of Inspection or to any meeting of creditors or contributories that any profit or payment has been made contrary to the provisions of this Rule, they may disallow such payment or recover such profit, as the case may be, on the audit of the Liquidator's accounts or otherwise.

Costs of obtaining sanction of Court

164. In any case in which the sanction of the Court is obtained under the two last 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

165. 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

166.—(1) When a Liquidator appointed by the Court has notified his appointment to the Registrar of Companies and has given security to the Board of Trade, the Official Receiver shall forthwith put the Liquidator into possession of all property of the Company of which the Official Receiver may have custody: Provided that such Liquidator, before the assets are handed over to him by the Official Receiver, shall have discharged any balance due to the Official Receiver on account of fees, costs, and charges properly incurred by him, and on account of any advances properly made by him in respect of the Company, together with interest on such advances at the rate of four pounds per centum per annum, and the Liquidator shall pay all fees, costs, and charges of the Official Receiver which may not have been discharged by the Liquidator before being put into possession of the property of the Company, whether incurred before or after he has been put into such possession.

(2) The Official Receiver shall be deemed to have a lien upon the Company's assets until such balance shall have been paid and the other liabilities shall have been discharged.

(3) It shall be the duty of the Official Receiver, if so requested by the Liquidator, to communicate to the Liquidator 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

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

Office of Liquidator vacated by his insolvency

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

PAYMENTS INTO AND OUT OF A BANK

Payments out of Bank of England

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

Special Bank account

Forms 82 and 83

170.—(1) Where the Liquidator in a winding-up by the Court is authorised to have a special bank account, he shall forthwith pay all moneys received by him into that account to the credit of the Liquidator of the Company. All payments out shall be made by cheque payable to order, and every cheque shall have marked or written on the face of it the name of the Company, and shall be signed by the Liquidator, and shall be countersigned by at least one member of the Committee of Inspection, and by such other person, if any, as the Committee of Inspection may appoint.

(2) Where application is made to the Board of Trade to authorise the Liquidator in a winding-up by the Court to make his payments into and out of a special bank account, the Board of Trade may grant such authorisation for such time and on such terms as they may think fit, and may at any time order the account to be closed if they are of opinion that the account is no longer required for the purposes mentioned in the application.

BOOKS

Record Book

171. In a winding-up by the Court the Official Receiver, until a Liquidator is appointed by the Court, and thereafter the Liquidator, shall keep a book to be called the "Record Book" in which he shall record all minutes, all proceedings had and resolutions passed at any meeting of creditors or contributories, or of the Committee of Inspection, and all such matters as may be

necessary to give a correct view of his administration of the Company's affairs; but he shall not be bound to insert in the "Record Book" any document of a confidential nature (such as the opinion of counsel on any matter affecting the interest of the creditors or contributories), nor need he exhibit such document to any person other than a member of the Committee of Inspection, the Official Receiver, or the Board of Trade.

Cash Book

172. In a winding-up by the Court the Official Receiver, until a Liquidator is appointed by the Court, and thereafter the Liquidator, shall keep a book to be called the "Cash Book" (which shall be in such form as the Board of Trade may from time to time direct) in which he shall (subject to the provisions of the Rules as to trading accounts) enter from day to day the receipts and payments made by him.

(2) In a winding-up by the Court a Liquidator other than the Official Receiver shall submit the Record Book and Cash Book, together with any other requisite books and vouchers, to the Committee of Inspection (if any) when required, and not less than once every three months.

(3) In a creditors' voluntary winding-up the Liquidator shall keep such books as the Committee of Inspection or if there is no such Committee as the creditors direct and all books kept by the Liquidator shall be submitted to the Committee of Inspection or if there is no such Committee to the creditors with any other books documents papers and accounts in his possession relating to his office as Liquidator or to the company as and when the Committee of Inspection or if there is no such Committee the creditors direct.

INVESTMENT OF FUNDS

Investment of assets in securities and realisation of securities *Forms 84 and 85*

173.—(1) Where in a winding-up by the Court or in a creditors voluntary winding-up the Committee of Inspection are of opinion that any part of the cash balance standing to the credit of the account of the Company should be invested, they shall sign a certificate and request, and the Liquidator shall transmit such certificate and request to the Board of Trade.

(2) Where the Committee of Inspection in any such winding-up are of opinion that it is advisable to sell any of the securities in which the moneys of the Company's assets are invested they shall sign a certificate and request to that effect, and the Liquidator shall transmit such certificate and request to the Board of Trade.

(3) Where there is no Committee of Inspection in any such winding-up as is mentioned in paragraphs (1) and (2) of this Rule and in every members' voluntary winding-up whether under the supervision of the Court or not, if a case has in the opinion of the Liquidator arisen under section 362 of the Act for an investment of funds of the Company or a sale of securities in which the Company's funds have been invested, the Liquidator shall sign and transmit to the Board of Trade a certificate of the facts on which his opinion is founded, and a request to the Board of Trade to make the investment or sale mentioned in the certificate, and the Board of Trade may thereupon, if they think fit, invest or sell the whole or any part of the said funds and securities, as provided in the said section, and the said certificate and request shall be a sufficient authority to the Board of Trade for the said investment or sale.

ACCOUNTS AND AUDIT IN A WINDING-UP BY THE COURT

Audit of Cash Book

Form 86

174. 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.

Board of Trade audit of Liquidator's accounts

Form 87

175.—(1) The Liquidator shall, at the expiration of six months from the date of the winding-up order, and at the expiration of every succeeding six months thereafter until his release, transmit to the Board of Trade a copy of the Cash Book for such period in duplicate, together with the necessary vouchers and copies of the certificates of audit by the Committee of Inspection. He shall also forward with the first accounts, a summary of the Company's statement of affairs, showing thereon the amounts realised, and explaining the cause of the non-realisation of such assets as may be unrealised. The Liquidator shall also at the end of every six months forward to the Board of Trade, with his Accounts, a report upon the position of the liquidation of the Company in such form as the Board of Trade may direct.

(2) When the assets of the Company have been fully realised and distributed, the Liquidator shall forthwith send in his accounts to the Board of Trade, although the six months may not have expired.

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

Liquidator carrying on business

Forms 88 and 89

176.—(1) Where the Liquidator carries on the business of the Company, he shall keep a distinct account of the trading, and shall incorporate in the Cash Book the total weekly amounts of the receipts and payments on such trading account.

(2) The trading account shall from time to time, and not less than once in every month, be verified by affidavit, and the Liquidator shall thereupon submit such account to the Committee of Inspection (if any), or such member thereof as may be appointed by the Committee for that purpose, who shall examine and certify the same.

Copy of accounts to be filed

177. When the Liquidator's accounts have been audited, the Board of Trade shall certify the fact upon the account, and thereupon the duplicate copy, bearing a like certificate, shall be filed with the Registrar, and that copy, together with a copy of the said account delivered to the Court for filing in accordance with section 249 of the Act, shall be open to the inspection of any person on payment of the same fee as is payable with respect to the inspection of the file of proceedings under Rule 19.

Summary of accounts

178.—(1) The Liquidator shall prepare a summary of such accounts and shall, subject to any dispensation granted by the Board of Trade under subsection (5) of section 249 of the Act, send a printed copy of that summary by post to every creditor and contributory.

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

Affidavit of no receipts or payments

179. 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 Board of Trade, forward to the Board of Trade an affidavit of no receipts or payments.

Proceedings on resignation, &c., of Liquidator

180.—(1) Upon a Liquidator resigning or being released or removed from his office, he shall deliver over to the Official Receiver or, as the case may be, to the new Liquidator, all books kept by him, and all other books, documents,

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

Disposal of books

(2) The Board of Trade may, at any time during the progress of the liquidation, on the application of the Liquidator or the Official Receiver, direct that such of the books, papers and documents of the Company or of the Liquidator as are no longer required for the purpose of the liquidation may be sold, destroyed or otherwise disposed of.

Expenses of sales

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

FINAL ACCOUNT IN VOLUNTARY WINDING-UP

Form 110

182. The account required by sections 290 and 300 of the Act to be made up by the Liquidator as soon as the affairs of the Company are fully wound up shall be in Form No. 110 in the Appendix.

TAXATION OF COSTS

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

Form 90

183. Every solicitor, manager, accountant, auctioneer, broker or other person employed by an Official Receiver or Liquidator in a winding-up by the Court shall on request by the Official Receiver or Liquidator (to be made a sufficient time before the declaration of a dividend) deliver his bill of costs or charges to the Official Receiver or Liquidator for the purpose of taxation and, if he fails to do so within the time stated in the request, or such extended time as the Court may allow, the Liquidator shall declare and distribute the dividend without regard to such person's claim, and subject to any order of the Court the claim shall be forfeited. The request by the Official Receiver or Liquidator shall be in Form No. 90 in the Appendix.

Notice of appointment

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

Lodgement of Bill

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

Copy of the Bill to be furnished

186. Every person whose bill or charges in a winding-up by the Court is or are to be taxed shall, on application either of the Official Receiver or the Liquidator, furnish a copy of his bill or charges so to be taxed, on payment of the prescribed charge, which payment shall be charged on the assets of the Company. The Official Receiver shall call the attention of the Liquidator to any items which, in his opinion, ought to be disallowed or reduced, and may attend or be represented on the taxation.

Applications for costs

187. Where any party to, or person affected by, any proceeding, other than a proceeding under section 210 of the Act, desires to make an application for an order that he be allowed his costs, or any part of them, incidental to such proceeding, and such application is not made at the time of the proceeding:—

- (1) Such party or person shall serve notice of his intended application on the Official Receiver or on the Liquidator as the case may be.
- (2) The Official Receiver or Liquidator may appear on such application and object thereto.
- (3) No costs of or incidental to such application shall be allowed to the applicant, unless the Court is satisfied that the application could not have been made at the time of the proceeding.

Taxation

Form 91

188.—(1) Except as otherwise provided in the Act or in the Rules every bill of costs, charges or expenses shall be taxed as if it were a bill of costs arising out of proceedings in or before the Court under its ordinary jurisdiction.

(2) Upon taxation being completed—

- (a) in the High Court, a Taxing Master;
- (b) in any other Court, the Taxing Officer;

shall issue to the person presenting the bill for taxation a certificate of taxation.

(3) The bill of costs, charges or expenses, together with the certificate, shall be filed with the Registrar.

This rule was substituted by the Companies (Winding-up) (Amendment) Rules, 1957 (S.I. 1957, No. 973 (L. 6)).

Certificate of employment

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

Sheriff's costs

190. In any case in which, pursuant to subsection (1) of section 326 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 Taxing Officer 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.

Taxation of sheriff's costs after deduction

191. If a Liquidator shall in writing require any costs which a sheriff has deducted under subsection (2) of section 326 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 Taxing Officer and any amount disallowed on such taxation shall forthwith be paid over by the sheriff to the Liquidator.

Scale of costs in a County Court, and taxation

192. In a County Court all costs properly incurred in a winding-up by the Court shall be allowed on the Lower Scale in Appendix N to the Rules of the Supreme Court, as increased by Order LXV, Rule 10 and Rule 10A of the said Rules, and costs shall be taxed by the Registrar in person.

Review of taxation at instance of Board of Trade

193.—(1) Where any bill of costs, charges, fees or disbursements which are payable out of the assets of the Company to any solicitor, manager, accountant, auctioneer, broker or other person has been taxed by a Registrar of a Court other than the High Court, the Board of Trade may require the taxation to be reviewed by a Taxing Master of the Supreme Court.

(2) In any case in which the Board of Trade require such a review of taxation as is above mentioned they shall give notice to the person whose bill has been taxed, and shall apply to a Taxing Master of the Supreme Court to appoint a time for the review of such taxation and thereupon such Taxing Officer shall appoint a time for the review of, and shall review, such taxation and certify the result thereof. The Board of Trade shall give to the person whose bill of costs is to be reviewed notice of the time appointed for the review.

(3) Where any such review of taxation as is above mentioned is required to be made by a Taxing Master of the Supreme Court, the Registrar whose taxation is to be reviewed shall forward to the said Taxing Officer the bill which is required to be reviewed.

(4) The Board of Trade may appear upon the review of the taxation and if, upon the review of the taxation, the bill is allowed at a lower sum than the sum allowed on the original taxation, the amount disallowed shall (if the bill has been paid) be repaid to the Official Receiver or the Liquidator, or other person entitled thereto. The certificate of the Taxing Officer shall, in every case of a review by him under this Rule, be a sufficient authority to entitle the person to whom the amount disallowed ought to be repaid to demand such amount from the person liable to repay the same.

(5) The costs of and incidental to the review shall be paid out of the assets of the Company or otherwise as the Taxing Officer or the Court may direct: Provided that the cost of the attendance of a principal shall not be allowed if in the opinion of the Taxing Officer he could have been sufficiently represented by his London agent.

Paragraphs (1), (2) and (3) of this Rule were amended by the Companies (Winding-up) (Amendment) Rules, 1957 (S.I. 1957, No. 973 (L.6)) to insert references to "a Taxing Master of the Supreme Court" for the former references to "the Taxing Officer of the High Court."

COSTS AND EXPENSES PAYABLE OUT OF THE ASSETS OF THE COMPANY**Liquidator's charges**

194.—(1) Where a Liquidator or Special Manager in a winding-up by the Court receives remuneration for his services as such, no payment shall be allowed on his accounts in respect of the performance by any other person

of the ordinary duties which are required by statute or Rules to be performed by himself.

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

Costs payable out of the assets

195.—(1) The assets of a Company in a winding-up by the Court remaining after payment of the fees and expenses properly incurred in preserving, realising or getting in the assets, including where the Company has previously commenced to be wound up voluntarily such remuneration, costs and expenses as the Court may allow to a Liquidator appointed in such voluntary winding-up shall, subject to any order of the Court, and, as regards a winding-up to which the provisions of the Stannaries Act, 1887,² apply, subject to that Act as modified by the Act, be liable to the following payments, which shall be made in the following order of priority, namely:—

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

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

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

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

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

Next.—The costs of any person properly employed by any such Liquidator.

Next.—The remuneration of any such Liquidator.

Next.—The actual out-of-pocket expenses necessarily incurred by the Committee of Inspection, subject to the approval of the Board of Trade.

Costs

(2) No payments in respect of bills of costs, charges or expenses of solicitors, managers, accountants, auctioneers, brokers or other persons, other than payments for costs, charges or expenses fixed or allowed by the Court under the Act or the Rules, or sanctioned by the Official Receiver under Rule 56, shall be allowed out of the assets of the company unless they have been duly taxed and allowed by the Taxing Officer. The Taxing Officer shall, before passing the bill of costs, charges or expenses of a solicitor satisfy himself that the appointment of a solicitor to assist the Liquidator in the performance of his duties has been duly sanctioned: Provided that the Official Receiver when acting as Liquidator may, without taxation, allow and pay the costs, charges and expenses of any person employed by him where such costs, charges and expenses are within the scale usually allowed by the Court and do not exceed the sum of 5 guineas so, however, that the Board of Trade may require such costs, charges and expenses to be taxed by the Taxing Officer.

This paragraph was substituted for the original by the Companies (Winding-up) (Amendment) Rules, 1957 (S.I. 1957, No. 973 (L.6)).

(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

² 50 & 51 Vict. c. 43.

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

196. The winding-up of a Company shall, for the purposes of section 342 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 Board of Trade releasing the Liquidator pursuant to section 251 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 Companies Liquidation Account at the Bank of England.

Times for sending Liquidator's statements, and regulations applicable thereto

Forms 92, 93, 94, 95 and 96

197. 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 the liquidation of a Company the winding-up of which is not concluded within a year after its commencement shall be sent to the Registrar of Companies twice in every year as follows:—

- (1) The first statement, commencing at the date when a Liquidator was first appointed and brought down to the end of twelve months from the commencement of the winding-up, shall be sent within 30 days from the expiration of such twelve months, or within such extended period as the Board of Trade may sanction, and the subsequent statements shall be sent at intervals of half a year, each statement being brought down to the end of the half year for which it is sent. In cases in which the assets of the Company have been fully realised and distributed before the expiration of a half-yearly interval a final statement shall be sent forthwith.
- (2) Subject to the next succeeding Rule, Form No. 92, and where applicable Forms 94, 95 and 96, with such variations as circumstances may require, shall be used, and the directions specified in the Form (unless the Board of Trade otherwise direct) be observed in reference to every statement.
- (3) Every statement shall be sent in duplicate, and shall be verified by an affidavit in the Form No. 93, with such variations as circumstances may require.

Affidavit of no receipts or payments

Forms 92 and 93

198. 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. 92, in duplicate, containing the particulars therein required with respect to the proceedings in and position of the Liquidation, and with such statement shall also send an affidavit of no receipts or payments in the Form No. 93.

UNCLAIMED FUNDS AND UNDISTRIBUTED ASSETS IN THE HANDS OF A LIQUIDATOR

Payment of undistributed and unclaimed money into Companies Liquidation Account

199.—(1) All money in the hands or under the control of a Liquidator of a Company representing unclaimed dividends, which for six months from the date when the dividend became payable have remained in the hands or under the control of the Liquidator, shall forthwith on the expiration of the six months be paid into the Companies Liquidation Account.

(2) In a voluntary winding-up or a winding-up under the supervision of the Court, all other money in the hands or under the control of a Liquidator of a Company, representing unclaimed or undistributed assets or held by the Company in trust which, under subsection (1) of section 343 of the Act, the Liquidator is to pay into the Companies Liquidation Account, shall be ascertained as on the date to which the statement of receipts and payments sent in to the Registrar of Companies is brought down, and the amount to be paid to the Companies Liquidation Account shall be the minimum balance of such money which the Liquidator has had in his hands or under his control during the six months immediately preceding the date to which the statement is brought down, less such part (if any) thereof as the Board of Trade may authorise him to retain for the immediate purposes of the liquidation. Such amount shall be paid into the Companies Liquidation Account within fourteen days from the date to which the statement of account is brought down.

(3) Notwithstanding anything in this Rule, any moneys in the hands of the Liquidator at the date of the dissolution of the Company representing unclaimed or undistributed assets or dividends or held by the Company in trust in respect of dividends or other sums due to any person as a member of the Company shall forthwith be paid by him into the Companies Liquidation Account.

(4) A Liquidator, whose duty it is to pay into the Companies Liquidation Account at the Bank of England money representing unclaimed or undistributed assets of the Company or held by the Company in trust in respect of dividends or other sums due to any person as a member of the Company, shall apply in such manner as the Board of Trade shall direct to the Board of Trade for a paying-in order, which paying-in order shall be an authority to the Bank of England to receive the payment.

(5) In a voluntary winding-up or a winding-up under the supervision of the Court, money invested or deposited at interest by a Liquidator shall be deemed to be money under his control, and when such money forms part of the minimum balance payable into the Companies Liquidation Account pursuant to paragraph (2) of this Rule, the Liquidator shall realise the investment or withdraw the deposit, and shall pay the proceeds into the Companies Liquidation Account: Provided that where the money is invested in Government securities, such securities may, with the permission of the Board of Trade, be transferred to the control of the Board of Trade instead of being forthwith realised and the proceeds thereof paid into the Companies Liquidation Account. If and when the money represented by the securities is required wholly or in part for the purposes of the Liquidation, the Board of Trade may realise the securities wholly or in part and pay the proceeds of realisation into the Companies Liquidation Account and deal with the same in the same way as other moneys paid into the said Account may be dealt with.

Liquidator to furnish information to Board of Trade

Form 97

200. In a voluntary winding-up or a winding-up under the supervision of the Court, every person who has acted as Liquidator of any Company, whether the liquidation has been concluded or not, shall furnish to the Board of Trade particulars of any money in his hands or under his control representing unclaimed or undistributed assets of the Company or held by the Company in

trust in respect of dividends or other sums due to any person as a member of the Company, and such other particulars as the Board of Trade may require for the purpose of ascertaining or getting in any money payable into the Companies Liquidation Account at the Bank of England. The Board of Trade may require such particulars to be verified by affidavit.

Board of Trade may call for verified accounts

Forms 92, 93 to 96

201.—(1) In a voluntary winding-up or a winding-up under the supervision of the Court, the Board of Trade may at any time order any such person as is mentioned in the preceding Rule to submit to them an account verified by affidavit of the sums received and paid by him as Liquidator of the Company, and may direct and enforce an audit of the account.

(2) For the purposes of section 343 of the Act, and the Rules, the Court has and may exercise all the powers conferred by the Bankruptcy Act, 1914,³ with respect to the discovery and realisation of the property of a debtor, and the provisions of Part I of that Act with respect thereto shall, with any necessary modification, apply to proceedings under section 343 of the Act.

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

202. An application by the Board of Trade for the purpose of ascertaining and getting in money payable into the Bank of England pursuant to section 343 of the Act shall be made by motion and, where the winding-up is by or under the supervision of the Court, shall be made to and dealt with by the Judge, and in a voluntary winding-up shall be made to and dealt with by the Judge of the High Court.

Application for payment out by person entitled

203. An application by a person claiming to be entitled to any money paid into the Bank of England in pursuance of section 343 of the Act, shall be made in such form and manner as the Board of Trade may from time to time direct, and shall, unless the Board of Trade otherwise directs, be accompanied by the certificate of the Liquidator that the person claiming is entitled and such further evidence as the Board of Trade may direct.

Application by Liquidator for payment out

204. A Liquidator who requires to make payments out of money paid into the Bank of England in pursuance of section 343 of the Act, either by way of distribution or in respect of the cost and expenses of the proceedings, shall apply in such form and manner as the Board of Trade may direct, and the Board of Trade may thereupon either make an order for payment to the Liquidator of the sum required by him for the purposes aforesaid, or may direct cheques to be issued to the Liquidator for transmission to the persons to whom the payments are to be made.

RELEASE OF LIQUIDATOR IN A WINDING-UP BY THE COURT

Proceedings for release of Liquidator

Forms 98, 99, 100 and Form 103 (9)

205.—(1) A Liquidator in a winding-up by the Court, before making application to the Board of Trade 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.

(2) When the Board of Trade have granted to a Liquidator his release, a notice of the order granting the release shall be gazetted. The Liquidator shall provide the requisite stamp fee for the *Gazette*, which he may charge against the Company's assets.

³ 4 & 5 Geo. 5, c. 59.

Disposal of books and papers

206.—(1) The Board of Trade may order that the books and papers of a Company which has been wound up shall not be destroyed for such period (not exceeding five years from the dissolution of the Company) as the Board thinks proper.

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

(3) Subject to any order of the Court, the Board of Trade may by a further order vary or rescind any order made by it under this Rule.

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

(5) At least one week's notice shall be given to the Board of Trade 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 RECEIVERS AND BOARD OF TRADE

Appointment

207.—(1) Judicial notice shall be taken of the appointment of the Official Receivers appointed by the Board of Trade.

(2) When the Board of Trade appoint any officer to act as deputy for or in the place of an Official Receiver, notice thereof shall be given by letter to the Court to which such Official Receiver is or was attached. The letter shall specify the duration of such acting appointment.

(3) Any person so appointed shall, during his tenure of office, have all the status, rights and powers, and be subject to all the liabilities of an Official Receiver.

Removal

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

Personal performance of duties

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

Assistant Official Receivers

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

Power of Officers of Board of Trade and Official Receivers clerks in certain cases to act for Official Receivers

211. In the absence of the Official Receiver, any Officer of the Board of Trade duly authorised for the purpose by the Board of Trade and any clerk

of the Official Receiver duly authorised by him in writing may, by leave of the Court, act on behalf of the Official Receiver, and take part for him in any public or other examination and in any unopposed application to the Court.

Duties where no assets

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

Accounting by Official Receiver

213.—(1) Where a Liquidator is appointed by the Court in a winding-up by the Court, the Official Receiver shall account to the Liquidator.

(2) If the Liquidator is dissatisfied with the account or any part thereof, he may report the matter to the Board of Trade, who shall take such action (if any) thereon as may be deemed expedient.

(3) The provisions of these Rules as to Liquidators and their accounts shall not apply to the Official Receiver when he is Liquidator, but he shall account in such manner as the Board of Trade may from time to time direct.

Official Receiver to act for Board of Trade where no committee of inspection

214. 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 Board of Trade may, subject to the directions of the Board, be exercised by the Official Receiver.

Appeals from Board of Trade and Official Receiver

215. An appeal in the High Court against a decision of the Board of Trade, or an appeal to the Court from an act or decision of the Official Receiver acting otherwise than as Liquidator of a Company, shall be brought within twenty-one days from the time when the decision or act appealed against is done, pronounced or made.

Applications under s. 250 and s. 334 (3) of the Act

216.—(1) An application by the Board of Trade to the Court to examine on oath the Liquidator or any other person, pursuant to section 250 of the Act, or to confer on the Board, or any person designated by the Board for the purpose with respect to the Company concerned, the powers of investigating the affairs of the Company mentioned in subsection (3) of section 334 of the Act, shall be made *ex parte*, and shall be supported by a report to the Court filed with the Registrar, stating the circumstances in which the application is made.

(2) The report may be signed by any person duly authorised to sign documents on behalf of the Board of Trade and shall for the purposes of such application be *prima facie* evidence of the statements therein contained.

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

Books to be kept by Officers of Courts

Forms 101 and 102

217.—(1) In the High Court the Registrar, and in the District Registries of the High Court at Liverpool and Manchester respectively, the District Registrars of the High Court, and in a Court other than the High Court the Registrar shall keep books according to the Forms 101 and 102 in the Appendix, and the particulars given under the different heads in such books shall be entered forthwith after each proceeding has been concluded.

(2) The Officers of the Courts whose duty it is to keep the books prescribed by these Rules shall make and transmit to the Board of Trade such extracts

from their books, and shall furnish the Board of Trade with such information and returns as the Board of Trade may from time to time require.

GAZETTING IN A WINDING-UP BY THE COURT

Gazetting Notices

Form 103

218.—(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 *London Gazette* shall be gazetted by the Board of Trade.

(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 Board of Trade shall re-gazette such order or matter with the necessary amendments and alterations at the expense of the Company's assets or otherwise as the Board of Trade may direct.

Filing Memorandum of Gazette Notices

Form 104

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

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

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

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

ARRESTS AND COMMITMENTS

To whom warrants may be addressed

220. A warrant of arrest or any other warrant issued under the provisions of the Act and Rules may be addressed to such Officer of the Court as the Court may in each case direct, or to the Registrar of any County Court, whether such County Court has jurisdiction to wind up a Company or not.

Prison to which person arrested on Warrant is to be taken

221. 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.

Execution of Warrant of Arrest outside ordinary jurisdiction of Court

Forms 105 and 106

222. Where a warrant for the arrest of a person has been issued by a Court other than the High Court under any of the provisions of the Act and Rules, the Registrar or other Officer of the Court to whom the warrant is addressed may send the warrant of arrest to the Registrar of any other Court (other than the High Court) within the ordinary jurisdiction or district of which such person shall then be or be believed to be, with a warrant in the Form 105 endorsed thereon or annexed thereto, under the seal of the Court from which the warrant originally issued, requiring execution of the warrant by the Court