

## TWELFTH SCHEDULE

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## TWELFTH SCHEDULE

(section 324)

## COMPANIES (WINDING UP) RULES

**Citation and application**

1. (1) These Rules may be cited as the Companies (Winding Up) Rules.

(2) Subject to the limitation hereinafter mentioned, these Rules shall apply to the proceedings in every winding up of a company under the Act. 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 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.

**Interpretation**

2. In these Rules —

“Act” means the Companies Act;

“bailiff” means the bailiff of the Court and includes an assistant bailiff;

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

“Court” means the Supreme Court for Brunei Darussalam and includes any Judge thereof;

“creditor” includes a corporation, and a firm of creditors in partnership;

“form” means a form in the Appendix to these Rules;

“gazetted” means published in the *Gazette*;

“liquidator” includes an Official Receiver when acting as liquidator;

“Official Receiver” includes any officer appointed by the Minister to discharge the duties of Official Receiver under the Act and includes a Deputy Official Receiver so appointed;

“proceedings” means the proceedings in the winding up of a company under the Act;

“Registrar” means the Chief Registrar of the Court and includes a deputy registrar;

TWELFTH SCHEDULE — *(continued)*

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

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

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

**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.

## COURTS AND CHAMBERS

**Office of Registrar in Court**

4. (1) All proceedings in the winding up of companies in the Court shall be attached to the Registrar, who shall, together with the necessary clerks and officers, and subject to the Act and Rules, under the general or special directions of a Judge.

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

**Matters in Court to be heard in Court and chambers**

5. (1) The following matters and applications in the Court shall be heard before a Judge in open Court —

(a) petitions;

(b) appeals to the Court from the Official Receiver when acting as Official Receiver and not as liquidator;

(c) applications under section 275;

(d) applications by the Official Receiver or liquidator under section 269(3), or an appeal thereunder;

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

TWELFTH SCHEDULE — *(continued)*

- (f) public examinations;
- (g) applications under section 262(1);
- (h) applications to rectify the Registrar; and
- (i) such matters and applications as a Judge may by any general or special orders direct to be heard before him in open Court.

(2) Examinations of persons summoned before the Court under section 206 shall be held in Court or in chambers as the Court shall direct.

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

**Applications in chambers**

6. Subject to the provisions of the Act and Rules —

(a) the Registrar may, under the general or special directions of a Judge, hear and determine any application or matter which under the Act and Rules may be heard and determined in chambers;

(b) any matter or application before the Registrar may at any time be adjourned by him to be heard before a Judge; and

(c) any matter or application may, if a Judge thinks fit, be adjourned from chambers to Court, or from Court to chambers.

**Motions and summonses**

7. (1) Every application in Court other than a petition, shall be made by motion, notice of which shall be served on every person against whom an order is sought, not less than 2 clear days before the day named in the notice for hearing the motion.

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

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

TWELFTH SCHEDULE — *(continued)*

## PROCEEDINGS

**Times for holding Court**

8. Subject to the provisions of the Act, the times of the sitting of the Court in matters of the winding up of companies shall be those which are appointed for the transaction of the general business of the Court, unless a Judge shall otherwise order.

**Title of proceedings**

9. (1) Every proceeding in a winding up matter shall be dated, and shall, with any necessary additions, be instituted as follows —

IN THE SUPREME COURT OF BRUNEI DARUSSALAM

COMPANIES (WINDING UP) RULES. No. OF 20

In the matter of the Companies Act, Chapter 39.

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

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

**Written or printed proceedings**

10. 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**

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

**Issue of summonses**

12. Every summons in a winding up matter in the Court shall be prepared by the applicant or his solicitor, and issued from the office of the Registrar. A summons, when sealed, shall be deemed to be issued.

TWELFTH SCHEDULE — *(continued)***Orders**

13. Every order, whether made in Court or in chambers, in the winding up of a company shall be drawn up by the applicant or his solicitor and signed 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**

14. All petitions, affidavits, summonses, orders, proofs, notices, depositions, bills of costs and other proceedings in the Court in a winding up matter shall be kept and remain of record in the office of the Registrar and, subject to the directions of the Court, shall be placed in one continuous file.

**Office copies**

15. 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 spoken.

**Inspection of file**

16. Every person who has been a director or officer of a company which is being wound up, 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 a fee of \$1 for each inspection per day, at all reasonable times, to inspect the file of proceedings and to take copies or extracts from any documents therein, or to be furnished with such copies or extracts upon payment of \$2 per page or part thereof.

**Use of file by Official Receiver**

17. Where, in the exercise of his functions under the Act or Rules, 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 Official Receiver, and the Registrar may, in his discretion, permit the Official Receiver to retain in his custody for such time as the Registrar may think fit any file or files of proceedings.

TWELFTH SCHEDULE — *(continued)***Defacement of stamps**

18. Every officer of the 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 and no such document shall be filed or delivered until the stamp thereon shall have been so defaced.

SERVICE AND EXECUTION OF PROCEEDS AND  
ENFORCEMENT OF ORDERS**Duties of bailiff**

19. (1) It shall be the duty of the bailiff to serve such orders, summonses, petitions and notices as the Court may require him to serve; to execute warrants and other process; to attend any sittings of the Court if so required by the Court (but not sittings in chambers); and to do and perform all such things as may be required of him by the Court.

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

**Service**

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

(2) No service shall be deemed invalid by person 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**

21. Every order of the Court made in the exercise of the powers conferred by the Act and Rules, may be enforced by the Court as if it was a judgment or order of the Court made in the exercise of its ordinary jurisdiction.

## TWELFTH SCHEDULE — (continued)

## PETITION

**Form of petition**

22. Every petition for the winding up of a company by the Court, or subject to the supervision of the Court, shall be in Forms 2 and 3.

**Presentation of petition**

23. A petition shall be presented at the office 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**

24. Every petition shall be advertised 7 clear days or such longer time as the Court may direct before the hearing, as follows —

(a) in the case of a company whose registered office or if there shall be no such office, then whose principal or last known principal place of business is or was situate within Brunei Darussalam once in the *Gazette*, and once at least in such newspaper or newspapers as the Court directs;

(b) in the case of any other company, once in the *Gazette*, and twice at least in a local newspaper or the 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; and

(c) 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 shall contain a note at the foot thereof, stating that any person who intends to appear on the hearing of the petition, either to oppose or support, must send notice of his intention to the petitioner, or to his solicitor within the time and in the manner prescribed by rule 30, 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 a Judge or the Registrar shall otherwise direct.

## TWELFTH SCHEDULE — (continued)

**Service of petition**

25. 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**

26. Every petition of the winding up of a company by the Court, or subject to the supervision of the Court, shall be verified by an affidavit referring thereto. Such affidavit shall be made by the petitioner, or by one of the petitioner, 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 4 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**

27. Every creditor or contributory or of the company shall be entitled to be furnished immediately by the petitioner or his solicitor with a copy of the petition, upon payment of \$2 per page or part thereof.

## PROVISIONAL LIQUIDATOR

**Appointment of provisional liquidator**

28. (1) After the presentation of a petition, upon the application of a creditor, or of a contributory, or of the company, and upon proof by affidavit of sufficient grounds 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.

## TWELFTH SCHEDULE — (continued)

(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 containing 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 in force for the time being where the Official Receiver is appointed provisional liquidator, and may retain out of such property the amounts of such costs, charges, expenses and fees.

(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**

**29.** 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 for winding up companies have been duly complied with by the petitioner. No order for the winding up of a company 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**

**30.** Every person who intends to appear on the hearing of a petition shall serve on, or send by post to, the petitioner or his solicitor, at the address 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 his solicitor, and shall be served, or if sent by post shall be posted in such time as in ordinary course of post to reach the address not later than 6 o'clock in the afternoon of the day previous to the day appointed for the hearing of the petition, or if such day be a Monday, not later than one o'clock in the afternoon of the Saturday previous to such day. The notice shall be in Form 10 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.

## TWELFTH SCHEDULE — (continued)

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

31. The petitioner or his solicitor, shall prepare a list of the names and addresses of the persons who have given notice of their intention to appear on the hearing of the petition, and of their respective solicitors, which shall be in Form 11. 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, to the Court prior to the hearing of the petition.

**Affidavits in opposition and reply**

32. (1) Affidavits in opposition to a petition that a company may be wound up by or subject to the supervision of the Court shall be filed within 7 days, or such longer time as the Court may direct, 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 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 3 days of the date on which notice of such affidavit is received by the petitioner or his solicitor.

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

33. When a petitioner is not entitled to present a petition or whether so entitled or not, where he —

(a) fails to advertise his petition within the time by these Rules prescribed or such extended time as the Registrar may allow;

(b) consents to withdraw his petition, or to allow it to be dismissed, or the hearing adjourned, or fails to appear in support of his petition when it is called on in Court on the day originally fixed for the hearing thereof, or on any day to which the hearing has been adjourned; or

(c) if appearing, does not apply for an order in the terms of the prayer of his petition,

the Court may, upon such terms as it may think just, substitute as petitioner any creditor or contributory who in the opinion of the Court would have a right to present a petition, and who is desirous of prosecuting the petition. An order to substitute a petitioner may, where a petitioner fails to advertise his petition within the time prescribed by these Rules or consents to withdraw his petition, be made in chambers at any time.

TWELFTH SCHEDULE — *(continued)*

## ORDER TO WIND UP COMPANY

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

**34.** 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 pronounced in Court, the Registrar shall, on the same day, send to the Official Receiver a notice informing him that the order has been pronounced.

The notice may be in Forms 12 and 13 respectively, with such variations as circumstances may require.

**Drawing up and contents of winding up order**

**35.** (1) It shall be the duty of the petitioner, or his solicitor, 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 is pronounced in Court, to leave with the Registrar a draft of the order and all other documents required for the purpose of enabling the Registrar to complete the order forthwith. 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.

(2) 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 the person who is at the time secretary or chief officer of the company, and of such of the persons who are liable to make out or concur in making out of 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**

**36.** (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 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 the registered office of the company (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, and 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 170 is directed to be so forwarded by the company, or otherwise as may be prescribed;

TWELFTH SCHEDULE — *(continued)*

(c) the Official Receiver shall forthwith cause notice of the order to be gazetted; and

(d) the Official Receiver shall forthwith send notice of the order to such local paper as the Court may 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 12 days from the date thereof be advertised by the petitioner, once in the *Gazette*, and shall be served on such persons (if any) and in such manner as the Court shall direct.

SPECIAL MANAGER

**Appointment of special manager**

37. 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. No affidavit by the Official Receiver in support of the application shall be required.

**Accounting by special manager**

38. 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**

39. (1) Every person who under section 175 has been required by the Official Receiver to submit and verify a statement as to the affairs of a company, shall be furnished by the Official Receiver with forms and instructions for the preparation of the statement. 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.

TWELFTH SCHEDULE — *(continued)*

(2) The Official Receiver may from time to time hold personal interviews with every such person 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**

40. 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 in the winding up and shall render an application to the Court unnecessary.

**Information subsequent to statement of affairs**

41. 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.**

42. Any default in complying with the requirements of section 175 may be reported by the Official Receiver to the Court.

**Expenses of statement of affairs**

43. 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**

44. (1) Any application to dispense with the requirements of section 175 shall be supported by a report of the Official Receiver showing the special circumstances which in his opinion render such a course desirable.

## TWELFTH SCHEDULE — (continued)

(2) When the Court has made an order dispensing with the requirements of section 175, 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 WINDING UP BY COURT

**Appointment of liquidator of report of meetings of creditors and contributories**

45. (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, the Court may, if the meeting of creditors and the meeting of contributories have each passed the same resolutions, or if the resolutions passed at the two meetings are identical in effect, upon the application of the Official Receiver, forthwith make the appointments necessary for giving effect to such resolutions. In any other case 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 (if any), and making such order as shall be necessary.

(3) When a time and place have been fixed for the consideration of the resolutions and determinations of the meetings, such time and place shall be advertised by the Official Receiver in such manner as the Court shall direct, but so that the first or only advertisement shall be published not less than 7 days before the time so fixed.

(4) Upon the consideration of the resolutions and determinations of the meetings, the Court shall hear the Official Receiver and any creditor or contributory.

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

(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.

TWELFTH SCHEDULE — *(continued)*

(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 190 in which case the Official Receiver shall remain liquidator.

## NOTICE OF APPOINTMENT OF LIQUIDATOR

**Notice of appointment of liquidator**

46. The notice of the appointment of a liquidator required by section 238 shall be in Form 28.

SECURITY BY LIQUIDATOR OR SPECIAL MANAGER IN  
WINDING UP BY COURT**Security to satisfaction of Official Receiver**

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

(a) the security shall be given to such officers or persons, and in such manner, as the Official Receiver may direct;

(b) it shall not be necessary that security shall be given in each separate winding up; but security may be given either specially in a particular winding up, or generally, to be available for any winding up in which the person giving security may be appointed, either as liquidator or special manager;

(c) the Official Receiver shall fix the amount and nature of such security, and may, as he thinks fit, either increase or diminish the amount of special or general security which any person has given;

(d) the certificate of the Official Receiver that a liquidator or special manager has given security to his satisfaction shall be filed with the Registrar; and

TWELFTH SCHEDULE — *(continued)*

(e) the cost of furnishing the required security by a liquidator or special manager, including any premiums which he may pay to a guarantee society, shall be borne by him personally, and shall not be charged against the assets of the company as an expense incurred in the winding up.

**Failure to give or keep up security**

48. (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 another liquidator is 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

**Report of Official Receiver to be filed**

49. A report made by the Official Receiver pursuant to section 176(2) shall state, in a narrative form, the facts and matters which the Official Receiver desires to bring to the notice of the Court, and his opinion as required by that section.

**Appointment of time for consideration of report**

50. The Official Receiver may apply to the Court to fix a day for the consideration of the report, and on such application the Court shall appoint a day on which the report shall be considered.

**Consideration of report**

51. The consideration of the report shall be before a Judge 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 matter stated in the report which the Court may require.

TWELFTH SCHEDULE — *(continued)***Order for public examination**

52. An order under section 207 directing any person or persons to attend for public examination shall be in Form 29.

**Application for day for holding examination**

53. Upon an order directing a person to attend for public examination being made, the Official Receiver shall apply for the appointment of a day on which the public examination is to be held.

**Appointment of time and place for public examination**

54. 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**

55. (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 Court may direct, or in default of any such direction as the Official Receiver thinks fit, and shall also cause notice of the appointment 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.

**Default in attending and warrant of arrest**

56. 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 its 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.

TWELFTH SCHEDULE — *(continued)***Notes of examination to be filed**

57. The notes of every public examination shall, after being signed as required by section 207(7), be filed with the Registrar.

PROCEEDINGS BY OR AGAINST DIRECTORS, PROMOTERS  
AND OFFICERS**Application by or against delinquent directors, officers and promoters**

58. (1) An application under any of the following provisions —

- (a) section 261;
- (b) section 260(1), (2) or (4);
- (c) section 208;
- (d) section 302(2),

shall be made by a summons returnable in the first instance in chambers, in which summons shall be stated the nature of the declaration or order for which application is made, and the grounds of the application, and which summons, unless otherwise ordered by the Court, shall be served in accordance with the provisions of orders 9, 10 and 11 of the Rules of the Supreme Court (R 1 of Chapter 5) on every person against whom an order is sought, not less than 8 days before the day named in the summons for hearing the application. Where the application is made by the Official Receiver or liquidator, he may make a report to the Court stating any facts and information on which he proceeds which are verified by affidavit, or derived from sworn evidence in the proceedings. Where the application is made by any other person, it shall be supported by affidavit to be filed by him.

A copy of every report and affidavit intended to be used in support of the summons shall be served on every person against whom an order is sought not less than 4 days before the hearing of the summons.

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

TWELFTH SCHEDULE — *(continued)***Use of depositions taken at public examinations**

**59.** 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 207, then in any proceedings subsequently instituted under any of the provisions of the Act mentioned in rule 58(1), the verified notes of the examination of each person who was examined under the order shall, subject as hereinafter mentioned, and to any order or directions of the Court as to the manner and extent in and to which the notes shall be used, and subject to all just exceptions to the admissibility in evidence against any particular person or persons of any of the statements contained in the notes of the examinations, be admissible in evidence against any of the persons against whom the application is made, who, under section 207 and the order for the public examination, was or had the opportunity of being present at and taking part in the examination:

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

## WITNESSES AND DEPOSITIONS

**Shorthand notes**

**60.** (1) If the Court or the officer of the Court before whom any examination under the Act and Rules is directed to be held shall in any case, and at any stage of the proceedings, be of opinion that it would be desirable that a person (other than the person before whom an examination is taken) should be appointed to take down the evidence of any person examined in shorthand or otherwise, it shall be competent for the Court or officer to make such appointment, and every person so appointed, if not in the service of the Government, shall be paid a sum not exceeding \$75 a day, and also a sum not exceeding \$2 per part thereof for any transcript of the evidence that may be required and such sums shall be paid by the party at whose instance the appointment was made, or out of the assets of the company, as may be directed by the Court.

TWELFTH SCHEDULE — *(continued)*

(2) The shorthand writer (if any) attached to the Official Receiver's office shall be deemed to be duly appointed under this rule, and it shall not be necessary to make any application to make such appointment, and a general declaration by such shorthand writer adapted from Form 33 shall be deemed to apply to all cases in which notes are taken by him as aforesaid, but this rule shall not be construed as precluding the appointment of any other person.

(3) A transcript of any such notes, purporting to be such transcript, and purporting to be signed by a shorthand writer duly appointed under this rule or by the shorthand writer attached to the Official Receiver's office, shall until the contrary is proved be sufficient evidence that the questions and answers set forth therein were so put and answered respectively.

**Committal of contumacious witness**

**61.** (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 a Judge, and upon 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 a Judge, and upon receiving the report a Judge may take such action thereon as he shall think fit. If a Judge is sitting at the time when the default in answering is made, such default may be reported immediately.

**Depositions at private examinations**

**62.** (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 206 on whosoever application the same has been ordered, and may take notes of the examination for his own use, and put such question to the persons examined as the Court may allow.

## TWELFTH SCHEDULE — (continued)

(2) The notes of the depositions of a person examined under section 206 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 207) shall not be filed, or be open to the inspection of any creditor, contributory, or other person, except the Official Receiver or liquidator, or any provisional liquidator other than the Official Receiver, while he is acting as provisional liquidator, unless and until the Court shall so direct, and the Court may 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**

**63.** (1) Any application for leave to disclaim any part of the property of a company pursuant to section 53(1) 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 and, when the property is situate in Brunei Darussalam, register a notice thereof in the Land Office. 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 and, when the property is situate in Brunei Darussalam, a notice thereof is registered in the Land Office the disclaimer shall be inoperative. A disclaimer shall be in Form 39 and a notice of disclaimer in Form 40.

(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**

**64.** (1) Any application under section 53(6) 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.

TWELFTH SCHEDULE — *(continued)*

(2) Where such an application relates to disclaimed property of a leasehold nature and it appears that there is any mortgage by assignment or demise or under-lessee of such property, the Court may direct that notice shall be given to such mortgagee or under-lessee that, if he does not elect to accept and apply for such a vesting order as aforesaid upon the terms required by the sub-rule (1) 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 WINDING UP BY COURT**Report by Official Receiver on arrangements and compromises**

**65.** In a winding up by the Court, if application is made to the Court to sanction any compromises 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, 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 to be filed.

COLLECTION AND DISTRIBUTION OF ASSETS IN  
WINDING UP BY COURT**Collection and distribution of company's assets by liquidator**

**66.** (1) The duties imposed on the Court by section 195(1), 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 purposes of the discharge by the liquidator of the duties imposed by section 195(1) and by sub-rule (1), the liquidator in a winding up by the Court shall for the purpose of acquiring or retaining possession of the property of the company, be in the same position as if he were a receiver of the property appointed by the Court, and the Court may, on his application, enforce such acquisition or retention accordingly.

## TWELFTH SCHEDULE — (continued)

**Power of liquidator to require delivery of property**

67. The powers conferred on the Court by section 196 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 sum of money or balance, books, papers, estate or effects which happen to be in his hands for the time being and to which the company is *prima facie* entitled.

## LIST OF CONTRIBUTORIES IN WINDING UP BY COURT

**Liquidator to settle list of contributories**

68. Unless the Court shall dispense with the settlement of a list of contributories, the liquidator shall with all convenient speed after his appointment settle a list of contributories of the company, and shall appoint a time and place for that purpose. The list of contributories shall contain a statement of the address of, and the number of shares or extent of interest to be attributed to each contributory and the amount called up and the amount paid-up in respect of such shares or interest, and shall distinguish the several classes of contributories. As regards representative contributories, the liquidator shall, so far as practicable, observe the requirements of section 195(2).

**Appointment of time and place for settlement of list**

69. 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**

70. 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.

TWELFTH SCHEDULE — *(continued)***Notice to contributories**

71. 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 Court to vary list**

72. (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**

73. The liquidator may 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**

74. The powers and duties of the Court in relation to making calls upon contributories conferred by section 199 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 11 and to the following regulations —

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

TWELFTH SCHEDULE — *(continued)*

(b) the notice of the meeting shall be sent to each member of the committee of inspection in sufficient time to reach him not less than 7 days before the day appointed for holding the meeting, or such longer time as the Court may appoint, 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 Brunei Darussalam newspaper. The advertisement shall state the time and place of the intended meeting of the committee of inspection, and that each contributory may either attend the 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 intended call;

(c) at the meeting of the committee of inspection, any statements or representations made either to the meeting personally or addressed in writing to the liquidator or members of the committee by any contributory shall be considered before the intended call is sanctioned;

(d) the sanction of the committee shall be given by resolution, which shall be passed by a majority of the members present; and

(e) where there is no committee of inspection, the liquidator shall not make a call without obtaining the leave of the Court.

**Application to Court for leave to make call**

75. 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 Act, shall be made by summons stating the proposed amount of such call, which summons shall be served 4 clear days at the least before the day appointed for making the call on every contributory proposed to be included in such call or such longer time as the Court may appoint; 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 call**

76. When the liquidator is authorised by resolution or order to make a call on the contributories he shall file with the Registrar a document in Form 58 making the call.

TWELFTH SCHEDULE — *(continued)***Service of notice of call**

77. 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**

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

## PROOFS

**Proof of debt**

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

**Mode of proof**

80. 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**

81. 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**

82. 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 debt 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.

## TWELFTH SCHEDULE — (continued)

**Statement of security**

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

**Proof before whom sworn**

**84.** An affidavit proving a debt may in a winding up by the Court be sworn before the Official Receiver, or an Assistant Official Receiver or a Deputy Official Receiver, or before any commissioner of oaths.

**Costs of proof**

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

**Discount**

**86.** A creditor proving his debt shall deduct therefrom —

(a) all trade discounts; and

(b) any discount, which he may have agreed to allow for payment in cash, in excess of 5 *per cent* on the net amount of his claim.

**Periodical payments**

**87.** 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 therein 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.

## TWELFTH SCHEDULE — (continued)

**Interest**

88. On any debtor 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 6 *per cent per annum* to that date from the time when the debt or sum was payable, if the debt or sum is payable by virtue of a written instrument at a certain time, and if payable otherwise, then from the time when a demand in writing has been made, giving notice that interest will be claimed from the date of the demand until the time of payment.

**Proof for debt payable at future time**

89. 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 6 *per cent per annum* computed from the declaration of a dividend to the time when the debt would have become payable according to the terms on which it was contracted.

**Workmen's wages**

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

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

91. 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**

92. 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.

TWELFTH SCHEDULE — *(continued)*ADMISSION AND REJECTION OF PROOFS AND  
PREFERENTIAL CLAIMS, AND APPEAL TO COURT**Notice to creditors to prove**

**93.** (1) Subject to the provisions of the Act, and unless otherwise ordered by the Court, the liquidator in any winding up may fix a certain day, which shall be not less than 14 days from the date of the notice, on or before which the creditors of the company are to prove their debts or claims, and to establish any title they may have to priority under section 250 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, and the liquidator shall give notice in writing of the day so fixed by advertisement in such newspaper as he shall consider convenient, and in a winding up by the Court to every person mentioned in the statement of affairs as a creditor, and who has not proved his debt, and to every person mentioned in the statement of affairs as a preferential creditor whose claim to be a preferential creditor has not been established and is not admitted, and in any other winding up to the last known address or place of abode of each person who, to the knowledge of the liquidator, claims to be a creditor or preferential creditor of the company and whose claim has not been admitted.

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

**Examination of proof**

**94.** The liquidator shall examine every proof of debt lodged with him, and the rounds 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**

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

TWELFTH SCHEDULE — *(continued)***Expunging at instance of liquidator**

96. 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**

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

**Oaths**

98. For the purposes 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**

99. 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 same appeal.

**Filing proofs by Official Receiver**

100. 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**

101. Every liquidator in a winding up by the Court other than the Official Receiver shall on the first day of every month, forward to the Registrar for filing 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**

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

TWELFTH SCHEDULE — *(continued)***Time for dealing with proofs by Official Receiver**

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

**Time for dealing with proofs by liquidator**

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

Provided that where the liquidator has given notice of his intention to declare a dividend, he shall within 14 days after the date mentioned in the notice as the latest date up to which proofs must be lodged, examine, and in writing admit or reject, or require further evidence in support of, every proof which has not been already dealt with, and shall give notice of his decision, rejecting a proof wholly or in part, to the creditors affected thereby. Where a creditor's proof has been admitted, the notice of dividend shall be a sufficient notification of the admission.

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

**105.** 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.

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

**First meetings of creditors and contributories**

**106.** Unless the Court otherwise directs, the meetings of creditors and contributories under section 179 (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 6 weeks after the date of the winding up order. The dates of such meetings shall be fixed and they shall be summoned by the Official Receiver.

## TWELFTH SCHEDULE — (continued)

**Notice of first meetings**

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

**Summoning of first meetings**

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

**Form of notices of first meetings**

**109.** The notices of first meetings of creditors and contributories may be in Forms 18 and 19, 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 meetings to officers of company**

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

**Summary of statement of affairs**

**111.** (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 to do so, send to the persons mentioned in sub-rule (1) 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.

TWELFTH SCHEDULE — *(continued)*GENERAL MEETINGS OF CREDITORS AND CONTRIBUTORIES  
IN RELATION TO WINDING UP BY COURT AND OF CREDITORS  
IN RELATION TO CREDITORS VOLUNTARY WINDING UP**Liquidator's meeting of creditors and contributories**

**112.** (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 272 (hereinafter referred to as Court meetings of creditors and contributories), the liquidator in any winding up by the Court may himself 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 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**

**113.** 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 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**

**114.** (1) The Official Receiver or liquidator shall summon all meetings of creditors and contributories by giving not less than 7 days notice of the time and place thereof in the *Gazette* and in one or more local papers; and shall not less than 7 days before the day appointed for the meeting, send by post to every person appearing by the company's books to be a creditor of the company, notice of the meeting of creditors, and to every person appearing by the company's books or otherwise to be a contributory of the company, notice of the meeting of contributories.

TWELFTH SCHEDULE — *(continued)*

(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 230, the continuing liquidator or if there is no continuing liquidator, any creditor, may summon the meeting.

(4) This rule does not apply to meetings under section 226 or 233.

**Proof of notice**

**115.** 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**

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

**Costs of calling meeting**

**117.** 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, \$1 per creditor or contributory for the first twenty creditors or contributories, and 50 cents per creditor or contributory for the next thirty creditors or contributories, and 25 cents per creditor or contributory for any number of creditors or contributories after the first fifty.

TWELFTH SCHEDULE — *(continued)*

The 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 does not apply to meetings under sections 226 and 230.

**Chairman of meeting**

**118.** 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 does not apply to meetings under section 226.

**Ordinary resolution of creditors and contributories**

**119.** 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**

**120.** 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 creditor**

**121.** 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.

**Adjournment**

**122.** 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 place of meeting unless in the resolution for adjournment another place is specified or unless the Court otherwise orders.

## TWELFTH SCHEDULE — (continued)

**Quorum**

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

(2) If within half an hour from the time appointed for the meeting a *quorum* of creditors or contributories is not present or represented, the meeting shall be adjourned to the same day in the following week at the same time and place or to such other day as the chairman may appoint not being less than 7 or more than 21 days, from the day from which the meeting was adjourned.

**Creditors entitled to vote**

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

Provided that this rule and rules 125, 126, 127 and 128 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 any direction given under these Rules are not required to prove their debts or to any voluntary liquidation meeting.

**Cases in which creditors may not vote**

**125.** 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.

## TWELFTH SCHEDULE — (continued)

**Votes of secured creditors**

**126.** For the purposes 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**

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

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

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

**128.** 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 should 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**

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

**Minutes of meeting**

**130.** (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 or in the file of proceedings and the minutes shall be signed by him or by the chairman of the next ensuing meeting.

## TWELFTH SCHEDULE — (continued)

(2) A list of creditors and contributories present at every meeting shall be made and kept as in Form 22.

PROXIES IN RELATION TO WINDING UP BY COURT,  
AND TO MEETINGS OF CREDITORS IN CREDITORS  
VOLUNTARY WINDING UP**Proxies**

**131.** A creditor or a contributory may vote either in person or by proxy. Where a person is authorised in manner provided by section 115 to represent a corporation at any meeting of creditors or contributories, such person shall produce to the Official Receiver or liquidator or other 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.

**Form of proxies**

**132.** Every instrument of proxy shall be in accordance with the form in the Appendix and every written part thereof shall be in the handwriting of the person giving the proxy or of any manager or clerk or other person in his regular employment or of the solicitor employed by him in connection with the matter or of a commissioner to administer oaths in the Supreme Court.

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

**133.** 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**

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

**Special proxies**

**135.** 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

## TWELFTH SCHEDULE — (continued)

(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**

**136.** 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 may, if it thinks fit, 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**

**137.** 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**

**138.** 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 assets of the company otherwise than as 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 proxies and vote accordingly.

**Lodgment of proxies**

**139.** (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 not be earlier than 12 o'clock at noon of the day but one before, nor later than 12 o'clock at noon of the day before the day appointed for such meeting, unless the Court otherwise directs.

(2) In every other case, a proxy shall be lodged with the Official Receiver or liquidator in a winding up by the Court, with the company at its registered office for a meeting under section 226 and with the liquidator, or if there is no liquidator, with the person named in the notice convening the meeting to receive the same in a voluntary winding up, not later than 4 o'clock in the afternoon of the day before the meeting or adjourned meeting at which it is to be used.

TWELFTH SCHEDULE — *(continued)*

- (3) No person shall be appointed a general or special proxy who is a minor.

**Use of proxies by deputy**

**140.** 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**

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

## DIVIDENDS IN WINDING UP BY COURT

**Dividends to creditors**

**142.** (1) Not more than 2 months before declaring a dividend, the liquidator in a winding up by the Court shall give notice of his intention to do so to the Official Receiver in order that the same may be gazetted, and at the same time to such of the creditors mentioned in the statement of affairs as have not proved their debts. Such notice shall specify the latest date up to which proofs must be lodged, which shall not be less than 14 days from the date of such notice.

(2) Where any creditor, after the date mentioned in the notice of intention to declare a dividend as the latest date up to which proofs may be lodged, appeals against the decision of the liquidator rejecting a proof, notice of appeal shall, subject to the power of the Court to extend the time in special cases, be given within 7 days from the date of the notice of the decision against which the appeal is made, and the liquidator may in such case make provision for the dividend upon such proof, and the probable costs 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 Official Receiver (in order that the same may be gazetted), and shall also send a notice of dividend to each creditor whose proof has been admitted.

TWELFTH SCHEDULE — *(continued)*

(4) If it becomes necessary, in the opinion of the liquidator and the committee of inspection to postpone the declaration of the dividend beyond the limit of 2 months, the liquidator shall give a fresh notice of his intention to declare a dividend to the Official Receiver 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 Official Receiver a list of the proofs filed with the Registrar under rule 101, which list shall be in Form 68 or 69, as the case may be, and the liquidator shall, if so required by the Official Receiver, transmit to him, 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 Form 72 which shall be a sufficient authority for payment of the dividend to the person therein named.

(8) The Official Receiver, when he is liquidator, shall cause to be gazetted notice of his intention to declare a dividend and notice of his declaration thereof, and shall also at the same time give to creditors notice of such intention or of such declaration in like manner as notice thereof is required to be given by a liquidator other than the Official Receiver.

**Return of capital to contributories**

**143.** Every order by which the liquidator in a winding up by the Court is authorised to make a return to contributories of the company shall, unless the Court shall otherwise direct, contain or have appended thereto a schedule or list (which the liquidator shall prepare) setting out in a tabular form the full names and addresses of the persons to whom the return is to be paid, and the amount of money payable to each person, and particulars of the transfers of shares (if any) which have been made or the variations in the list of contributories which have arisen since the date of the settlement of the list of contributories and such other information as may be requisite to enable the return to be made. The schedule or list shall be in Form 74, and the liquidator shall send a notice of return to each contributory.

## TWELFTH SCHEDULE — (continued)

## ATTENDANCE AND APPEARANCE OF PARTIES

**Attendance at proceedings**

**144.** (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:

Provided that if the Court shall be of opinion that the attendance of any such person upon any proceedings has occasioned any additional costs which ought not to be borne by the funds of the company, it may direct such costs, or a gross sum *in lieu* thereof, to be paid by such person; and such person shall not be entitled to attend any further proceedings until he has paid the same.

(2) The Court may 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. Such person or persons may appoint a solicitor to represent them.

(3) No creditor or contributor 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**

**145.** Where the liquidator's solicitor attends on any proceedings 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**

**146.** (1) The remuneration of a liquidator, unless the Court shall otherwise order, 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.

TWELFTH SCHEDULE — *(continued)*

(2) 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.

(3) This rule does only apply to a liquidator appointed in a winding up by the Court.

**Limit of remuneration**

**147.** Except as provided by the Act or 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, and gift, remuneration, or pecuniary or other consideration or benefit whatever beyond the remuneration to which under the Act and 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**

**148.** Neither the liquidator nor any member of the committee of inspection of a company shall, while acting as liquidator or member of such committee, except by leave of the Court, either directly or indirectly, by himself or any employer, partner, clerk, agent, or servant, become purchaser of any part of the company's assets. Any such purchase made contrary to the provisions of this rule may be set aside by the Court on the application of the Official Receiver 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**

**149.** 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 the liquidator is of such a nature as would result in the liquidator obtaining any portion of the profit (if any) arising out of the transaction.

## TWELFTH SCHEDULE — (continued)

**Committee of inspection not to make profit**

**150.** 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 Official Receiver, 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**

**151.** In any case in which the sanction of the Court is obtained under rules 149 and 150, 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**

**152.** 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**

**153.** (1) Where a liquidator is appointed by the Court, and has notified his appointment to the Registrar of Companies, and given security to the satisfaction of the Official Receiver, 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 shall have, before the assets are handed over to him by the Official Receiver, 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 *6 per cent per annum*; and the liquidator shall pay all fees, costs, and charges of the Official Receiver which may not have been discharged by the liquidator before being put into possession of the property of the company, and whether incurred before or after he has been put into such possession.

## TWELFTH SCHEDULE — (continued)

(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 rule and rule 154 apply only in a winding up by the Court.

**Resignation of liquidator**

**154.** 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**

**155.** If a Receiving Order in bankruptcy is made against the 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 BANK

**Payments out of bank**

**156.** All payments out of the companies liquidation account shall be made in such manner as the Permanent Secretary may direct.

## TWELFTH SCHEDULE — (continued)

**Special bank account**

157. (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 Official Receiver to authorise the liquidator in a winding up by the Court to make his payments into and out of a special bank account, the Official Receiver may grant such authorisation for such time and on such terms as he may think fit, and may at any time order the account to be closed if he is of opinion that the account is no longer required for the purposes mentioned in the application.

## BOOKS

**Record of proceedings**

158. 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 record 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 any document of a confidential nature (such as the opinion of counsel on any matter affecting the interest of the creditors or contributories), nor need he exhibit such document to any person other than a member of the committee of inspection, or the Official Receiver.

**Cash Book**

159. (1) In a winding up by the Court, the Official Receiver, until a liquidator is appointed by the Court, and thereafter the liquidator, shall keep a book to be called the "Cash Book" (which shall be in such form as the Official Receiver may 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 and Cash Book, together with any other requisite books and vouchers, to the committee of inspection (if any) when required, and not less than once every 3 months.

TWELFTH SCHEDULE — *(continued)*

(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**

**160.** (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 Official Receiver.

(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 Official Receiver.

(3) Where there is no committee of inspection in any such winding up as is mentioned in sub-rules (1) and (2) and in every members voluntary winding up, whether subject to the supervision of the Court or not, if a case has in the opinion of the liquidator arisen under section 280 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 Official Receiver a certificate of the facts on which his opinion is founded, and a request to the Official Receiver to make the investment or sale mentioned in the certificate, and the Official Receiver may thereupon, if he thinks fit, invest or sell the whole or any part of the funds or securities, as provided in section 280, and the certificate and request shall be a sufficient authority to the Official Receiver for the investment or sale.

## ACCOUNTS AND AUDIT IN WINDING UP BY COURT

**Audit of Cash Book**

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

**Official Receiver's audit of liquidator's accounts**

**162.** (1) The liquidator shall, at the expiration of 6 months from the date of the winding up order, and at the expiration of every succeeding 6 months thereafter until his release, transmit to the Official Receiver 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 in red ink the amounts realised, and explaining the cause of the non-realisation of such assets as may be unrealised. The liquidator shall also at the end of every 6 months forward to the Official Receiver, with his accounts, a report upon the position of the liquidation of the company in such form as the Official Receiver 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 Official Receiver, although the 6 months may not have expired.

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

**Liquidator carrying on business**

**163.** (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**

**164.** When the liquidator's account has been audited, the Official Receiver shall certify the fact upon the account, and thereupon the duplicate copy, bearing a like certificate, shall be filed with the Registrar.

TWELFTH SCHEDULE — *(continued)***Summary of accounts**

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

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

**Affidavit of no receipts**

**166.** 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 Official Receiver, forward to the Official Receiver an affidavit of no receipts or payments.

**Proceedings on resignation &c. of liquidator and disposal of books**

**167.** (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, papers, documents and accounts which he is by this rule required to deliver on his release.

(2) The Court 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**

**168.** 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.

## TWELFTH SCHEDULE — (continued)

## TAXATION OF COSTS

**Taxation of costs payable by or to Official Receiver or liquidator or by company**

**169.** 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 to 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 90.

**Notice of appointment**

**170.** 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).

**Lodgment of bill**

**171.** 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 taxing officer.

**Copy of bill to be furnished**

**172.** 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 at the rate of 35 cents per folio, 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.

**Application for costs**

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

TWELFTH SCHEDULE — *(continued)*

(a) such party or person shall serve notice of his intended application on the Official Receiver or on the liquidator, as the case may be;

(b) the Official Receiver or liquidator may appear on such application and object thereto; and

(c) no costs of or incident to such application shall be allowed to the applicant, unless the Court is satisfied that the application could not have been made at the time of the proceedings.

**Certificate of taxation**

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

**Certificate of employment**

**175.** 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 employment of a solicitor to assist the liquidator in the performance of his duties, and the instructions given to such solicitor by the liquidator.

**Costs and taxation**

**176.** All costs properly incurred in a winding up by the Court shall be allowed and shall be taxed by the Registrar.

**Review of taxation and appeals thereon**

**177.** The procedure and practice of the Supreme Court shall be observed in all reviews of taxation.

## TWELFTH SCHEDULE — (continued)

## COSTS AND EXPENSES PAYABLE OUT OF ASSETS OF COMPANY

**Liquidator's charges**

**178.** (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 the Act 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 assets**

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

*First.* — The taxed costs of the petitions, 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 Official Receiver.

TWELFTH SCHEDULE — *(continued)*

(2) No payments in respect of bills or charges of solicitors, managers, accountants, auctioneers, brokers, or other persons, other than payments for costs and expenses incurred and sanctioned under rule 43, and payments of bills which have been taxed and allowed under orders made for the taxation thereof, shall be allowed out of the assets of the company without proof that the same have been considered and allowed by the Registrar. The taxing officer shall satisfy himself before passing such bills or charges that the employment of the solicitor or other person in respect of the matters mentioned in the bills or charges has been duly sanctioned:

Provided that the Official Receiver when acting as liquidator may without taxation pay and allow the costs and charges of any person other than a solicitor employed by him where such costs and charges are within the scale usually allowed by the Court and do not exceed the sum of \$100.

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

## STATEMENTS BY LIQUIDATOR TO REGISTRAR OF COMPANIES

**Conclusion of winding up**

**180.** The winding up of a company shall, for the purposes of section 269, be deemed to be concluded —

(a) in the case of a company wound up by order of the Court, at the date on which the order dissolving the company has been reported by the liquidator to the Registrar of Companies or at the date of the order of the Court releasing the liquidator pursuant to section 190;

(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.

## TWELFTH SCHEDULE — (continued)

**Times of sending liquidator's statements, and regulations applicable thereto**

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

(a) the first statement commencing at the date when a liquidator was first appointed and brought down to the end of 12 months from the commencement of the winding up, shall be sent within 30 days from the expiration of such 12 months, or within such extended period as the Court 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;

(b) subject to the next succeeding rule, Form 92, and where applicable Forms 94, 95 and 96, shall be used, and the directions specified in the form shall (unless the Court otherwise directs) be observed in reference to every statement;

(c) every statement shall be sent in duplicate, and shall be verified by an affidavit in Form 93.

**Affidavit of no receipts or payments**

**182.** 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 Form 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 Form 93.

TWELFTH SCHEDULE — *(continued)*UNCLAIMED FUNDS AND UNDISTRIBUTED ASSETS IN  
HANDS OF LIQUIDATOR**Payment of undistributed and unclaimed money into companies liquidation account**

**183.** (1) All money in the hands or under the control of a liquidator of a company representing unclaimed dividends, which for 6 months from the date when the dividend became payable have remained in the hands or under the control of the liquidator, shall forthwith, on the expiration of the 6 months, be paid into the companies liquidation account.

(2) In a voluntary winding up 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, which under section 270(1), the liquidator is to pay into the companies liquidation account, shall be ascertained as on the date to which the statement of receipts and payments sent in to the Registrar of Companies is brought down, and the amount to be paid to the companies liquidation account shall be the minimum balance of such money which the liquidator has had in his hands or under his control during the 6 months immediately preceding the date to which the statement is brought down, less such part (if any) thereof as the Official Receiver may authorise him to retain for the immediate purposes of the liquidation. Such amount shall be paid into the companies liquidation account within 14 days from the date to which the statement of account is brought down.

(3) Notwithstanding anything in this rule, any moneys representing unclaimed or undistributed assets or dividends in the hands of the liquidator at the date of the dissolution 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 money representing unclaimed or undistributed assets of the company shall pay in the same through the Official Receiver and shall be entitled to a certificate of receipt for the money so paid in Form 105.

## TWELFTH SCHEDULE — (continued)

(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 sub-rule (2), 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, or such securities as the Court may direct, such securities, may, with the permission of the Court, be transferred to the control of the Official Receiver instead of being forthwith realised and the proceeds thereof paid into the companies liquidation account. In the latter case, if and when the money represented by the securities is required wholly or in part for the purposes of the liquidation, the Official Receiver 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 monies paid into the account may be dealt with.

**Liquidator to furnish information to Official Receiver**

**184.** In a voluntary winding up or in 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 Official Receiver particulars of any money in his hands or under his control representing unclaimed or undistributed assets of the company and such other particulars as the Official Receiver may require for the purpose of ascertaining or getting in any money payable into the companies liquidation account at the bank. The Official Receiver may require such particulars to be verified by affidavit.

**Official Receiver may call for verified accounts**

**185.** (1) In a voluntary winding up or in a winding up under the supervision of the Court, the Official Receiver may at any time order any such person to submit 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 270 and the Rules, the Court shall have and, at the instance of the Official Receiver, may exercise all the powers conferred by the Bankruptcy Act (Chapter 67) with respect to the discovery and realisation of the property of a debtor, and the provisions of that Act with respect thereto shall, with any necessary modification, apply to proceedings under section 270.

**Application to Court for enforcing account and getting in money**

**186.** An application by the Official Receiver for the purpose of ascertaining and getting in money payable into the bank pursuant to section 270 shall be made by motion.

## TWELFTH SCHEDULE — (continued)

**Application for payment out by person entitled**

**187.** An application by a person claiming to be entitled to any money paid into the bank in pursuance of section 270 shall be made in such form and manner as the Official Receiver may direct, and shall, unless the Official Receiver otherwise directs, be accompanied by the certificate of the liquidator that the person claiming is entitled and such further evidence as the Official Receiver may direct.

**Application by liquidator for payment out**

**188.** A liquidator who requires to make payments out of money paid into the bank in pursuance of section 270 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 Official Receiver may direct, and the Official Receiver 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 or transmission to the persons to whom the payments are to be made.

## RELEASE OF LIQUIDATOR IN WINDING UP BY COURT

**Proceedings for release of liquidator**

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

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

**Disposal of books and papers**

**190.** (1) The Court may order that the books and papers of a company which has been wound up shall not be destroyed for such period (not exceeding 5 years from the dissolution of the company) as the Court thinks proper.

(2) Any creditor or contributory may make representations to the Court with regard to the destruction of such books and papers.

(3) A resolution for the destruction of the books and papers of such a company within the period of 5 years or any shorter period fixed by an order of the Court in force at the date of such resolution shall not take effect until the expiration of such period of 5 years or of such shorter period unless the Court shall otherwise direct.

## TWELFTH SCHEDULE — (continued)

(4) At least one week's notice shall be given to the Official Receiver of any application to the Court for an order for destruction of the books and papers of a company before the expiration of such period of 5 years or shorter period.

## OFFICIAL RECEIVERS

**Appointment**

**191.** (1) Judicial notice shall be taken of the appointment of the Official Receiver appointed by His Majesty the Sultan and Yang Di-Pertuan.

(2) When His Majesty the Sultan and Yang Di-Pertuan appoints any officer to act as deputy for or in the place of an Official Receiver, notice thereof shall be given in the *Gazette*.

(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**

**192.** Where an Official Receiver is removed from his office by His Majesty the Sultan and Yang Di-Pertuan, notice of the order removing him shall be published in the *Gazette*.

**Personal performance of duties**

**193.** The Court 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**

**194.** An Assistant Official Receiver appointed by His Majesty the Sultan and Yang Di-Pertuan 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 Court, 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.

TWELFTH SCHEDULE — *(continued)***Powers of certain officers and Official Receivers' clerks in certain cases to act for Official Receivers**

**195.** In the absence of the Official Receiver, any officer duly authorised for the purpose by His Majesty the Sultan and Yang Di-Pertuan 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**

**196.** 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 Court.

**Accounting by Official Receiver**

**197.** (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 Court, which shall take such action (if any) thereon as it may deem expedient.

(3) The provisions of these Rules as to liquidators and their accounts shall not apply to the Official Receiver when he is liquidator, but he shall account in such manner as the Court may direct.

**Official Receiver to act as committee of inspection where no committee of inspection appointed**

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

**Appeals from Official Receiver**

**199.** 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 21 days from the time when the decision or act appealed against is done, pronounced, or made.

## TWELFTH SCHEDULE — (continued)

## BOOKS TO BE KEPT AND RETURNS MADE BY OFFICERS OF COURT

**Applications under sections 189 and 262(3)**

**200.** (1) An application by the Official Receiver to the Court to examine on oath the liquidator or any other person pursuant to section 189 or to confer on the Official Receiver or on any person designated by him for the purpose with respect to the company concerned the powers of investigating the affairs of the company, mentioned in section 262(3) 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 shall be signed by the Official Receiver and shall for the purposes of such application be *prima facie* evidence of the statement therein contained.

**Books to be kept by officers of Court**

**201.** (1) The Registrar of the Court shall keep books according to the forms 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 books shall at all times be open to inspection by the Official Receiver, and the officers of the Court whose duty it is to keep the books prescribed by these Rules shall furnish the Official Receiver with such information and returns as the Official Receiver may require.

## GAZETTING IN WINDING UP BY COURT

**Gazetting notices**

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

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

TWELFTH SCHEDULE — *(continued)***Filing memorandum of *Gazette* notices**

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

(2) In the case of an advertisement in a local paper, the Official Receiver or liquidator, as the case may be, shall keep a copy thereof 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, until the contrary is proved, be 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**

**204.** A warrant of arrest, or any other warrant issued under the provisions of the Act and Rules, may be addressed to such bailiff or officer of the Court or police officers as the Court may in each case direct.

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

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

## TWELFTH SCHEDULE — (continued)

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

**206.** Where a person is arrested under a warrant of commitment issued under any of the provisions of the Act and Rules, other than sections 206 and 209, and rule 56, he shall be forthwith conveyed in custody of the bailiff or officer apprehending him to the prison used by the Court in cases of commitment made in the exercise by the Court of its ordinary jurisdiction and kept therein for the time mentioned in the warrant of commitment, unless sooner discharged by the order of the Court or otherwise by law. Where a person is arrested under a warrant, issued under section 206 or 209, or under rule 56, he shall be forthwith conveyed in custody of the bailiff or officer apprehending him to such prison as aforesaid; and the Director of Prisons shall produce such person before the Court as it may direct, and shall safely keep him until such time as the Court shall otherwise order, or such person shall be otherwise discharged by law.

[GN 68/1985]

## MISCELLANEOUS MATTERS

**Disposal of monies received after execution**

**207.** (1) Where any money is seized or received by the bailiff in part satisfaction of an execution against the goods of a company, the same shall be paid into Court to the credit of a ledger account in the name of the bailiff with a sub-title in the matter of the action and if, before the completion of the execution by the receipt or recovery of the full amount of the levy, notice is served on the bailiff that a provisional liquidator has been appointed or that a winding up order has been made or that a resolution for voluntary winding up has been passed, the bailiff shall forthwith inform the Registrar of the service of such notice and the Registrar shall, on being so required, deliver any money so seized or received in part satisfaction of the execution to the liquidator after deducting therefrom the costs of the execution.

(2) Where under an execution in respect of a judgment for a sum exceeding \$200 the goods of a company are sold or money is paid in order to avoid a sale, the proceeds of sale or money paid in order to avoid a sale shall be paid into Court to the credit of a ledger account in the name of the bailiff with a sub-title in the matter of the action and shall be retained for 14 days from the date of such sale or payment in order to avoid sale, and if within such 14 days notice is served on the bailiff of a petition for the winding up of the company having been presented or of a meeting having been called at which there is to be proposed a resolution for the voluntary winding up of the company, the bailiff shall forthwith notify the Registrar of the service of such notice and if an order is made or a resolution is passed, as the case may be, for the winding up of the company, the Registrar shall deduct the costs of the execution and shall pay the balance to the liquidator.

TWELFTH SCHEDULE — *(continued)*

(3) Payment by the bailiff in to Court in pursuance of this rule shall be a good discharge to him as against the liquidator.

**Enlargement or abridgement of time**

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

**Formal defect not to invalidate proceedings**

**209.** (1) No proceedings under the Act or Rules shall be invalidated by any formal defect or by any irregularity, unless the Court is of opinion that substantial injustice has been caused by the defect or irregularity, and that the injustice cannot be remedied by any order of the Court.

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

**Application of existing procedure**

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

## APPENDIX

## FORMS

## FORM 1

(rule 7)

## SUMMONS (GENERAL)

*(Title)*

Let *(a)* attend at on the day of 20 ,  
at o'clock in the noon on the hearing of an application of *(b)*  
for an order that *(c)*

Dated the day of 20 .

This summons was taken out by of Solicitors  
for

To

---

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

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

## FORM 2

(rule 22)

## PETITION

*(Title)*

To the Supreme Court of Brunei Darussalam

The humble petition of (a) showeth as follows —

1. The Company Berhad (hereinafter called the company), was in the month of , incorporated under the Companies Act.
2. The registered office of the company is at (b) .
3. The nominal capital of the company is \$ , divided into shares of \$ each. The amount of the capital paid-up or credited as paid-up is \$ .
4. The objects for which the company was established are as follows —

To

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

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

Your petitioner therefore humbly prays as follows —

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

---

*NOTE — (d) It is intended to serve this petition on*

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

## FORM 3

(rule 22)

## PETITION BY UNPAID CREDITOR ON SIMPLE CONTRACT

*(Title)*

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

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

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

7. The company is [insolvent and] unable to pay its debts.

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

Your petitioner, therefore, etc. [as in Form 2].

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

## FORM 4

(rule 24)

## ADVERTISEMENT OF PETITION

*(Title)*

Notice is hereby given that a petition for the winding up of the above named company by (a) the Supreme Court of Brunei Darussalam was, on the day of 20 , presented to the said Court by the said company [or, as the case may be]. And that said petition is directed to be heard before the Court at .m. on the day of 20 ; and any creditor or contributory of the said company desirous to support or oppose the making of an order on the said petition may appear at the time of hearing by himself or his counsel for that purpose; and a copy of the petition will be furnished to any creditor or contributory of the said company requiring the same by the undersigned on payment of the regulated charge for the same.

Signed (b) [Name]

[Address]

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*NOTE* — Any person who intends to appear on the hearing of the said petition must serve on or send by post to the above named, notice in writing of his intention so to do. The notice must state the name and address of the person, or, if a firm, the name and address of the firm, and must be signed by the person or firm, or his or their solicitor (if any), and must be served, or if posted, must be sent by post in sufficient time to reach the above named not later than 6 o'clock in the afternoon of the of 20 .

- (a) *If the winding up is to be subject to supervision, insert instead of “by” the words “subject to the supervision of”.*
- (b) *To be signed by the solicitor to the petitioner or by the petitioner if he has no solicitor.*

## FORM 5

(rule 25)

AFFIDAVIT OF SERVICE OF PETITION ON MEMBERS, OFFICERS OR  
SERVANTS, & c.*(Title)*

In the matter of a petition dated

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

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

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

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

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

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

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

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

Sworn at, & c.

## FORM 6

(rule 25)

## AFFIDAVIT OF SERVICE OF PETITION ON LIQUIDATOR

*(Title)*

In the matter of a petition, dated \_\_\_\_\_, for winding up the above company [by] or [under the supervision of] the Court [as the case may be].

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

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

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

Sworn at, &c.

## FORM 7

(rule 26)

## AFFIDAVIT VERIFYING PETITION

*(Title)*

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

Sworn, &c.

(a) *If the petition is by a firm, insert “the acts and deeds of my said firm”.*

## FORM 8

(rule 26)

## AFFIDAVIT VERIFYING PETITION OF LIMITED COMPANY

*(Title)*

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

1. I am (a director) (the secretary) of \_\_\_\_\_ Company Berhad, the petitioner in the above matter, and am duly authorised by the said petitioner to make this affidavit on its behalf.

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

Sworn, &c.

## FORM 9

(rule 28)

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

the        day of                20

*(Title)*

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

*NOTE* — It will be the duty of the person who is at the time secretary of chief officer of the company and of such of the persons who are liable to make out or concur in making out the company’s statement of affairs as the Official Receiver may require, to attend on the Official Receiver at such time and place as he may appoint and to give him all information he may require.

FORM 10

(rule 30)

NOTICE OF INTENTION TO APPEAR ON PETITION

*(Title)*

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

(Signed) *(c)*

[*Address*]

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

*(b) State numbers and class of shares held.*

*(c) To be signed by the person or his solicitor or agent.*

FORM 11

(rule 31)

LIST OF PARTIES ATTENDING HEARING OF PETITION

*(Title)*

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

Name	Address	Name and address of solicitor of party who has given notice	Creditors Amount of debt	Contributories. Number of shares	Opposing	Supporting

## FORM 12

(rule 34)

## NOTIFICATION TO OFFICIAL RECEIVER OF WINDING UP ORDER

*(Title)*

To the Official Receiver

*(Address)*

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

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

## FORM 13

(rule 34)

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

*(Title)*

To the Official Receiver

*(Address)*

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

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

FORM 14

(rule 35)

## ORDER FOR WINDING UP BY COURT

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

*(Title)*

Upon the petition of the above named company (or *A.B.*, of & c., a creditor (or contributory of the above named company, on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_, preferred unto the Court and upon hearing for the petitioner, and \_\_\_\_\_ for \_\_\_\_\_ and upon reading the said petition, an affidavit of (the said petitioner), failed, etc. verifying the said petition, an affidavit of L.M., filed the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_, the *Gazette* of the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_, the newspaper of the \_\_\_\_\_ day of \_\_\_\_\_ (enter any other papers), each containing an advertisement of the said petition (enter any other evidence), this Court do order that the said \_\_\_\_\_ company be wound up by this Court under the provisions of the Companies Act, and that the Official Receiver, or as the case may be, be constituted provisional liquidator of the affairs of the company.

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

---

*NOTE* — It will be the duty of the secretary or chief officer of the company and of such of the persons who are liable to make out or concur in making out the company's statement of affairs, as the Official Receiver may require, to attend on the Official Receiver at such time and place as he may appoint and to give him all information he may require.

FORM 15

(rule 36(2))

## ORDER FOR WINDING UP SUBJECT TO SUPERVISION

day of , 20

*(Title)*

Upon the petition, & c., this Court do order that the voluntary winding up of the said Company Berhad, be continued, but subject to the supervision of this Court; and any of the proceedings under the said voluntary winding up may be adopted as the Court shall think fit; and it is ordered that the liquidator appointed in the voluntary winding up of the said company, or other the liquidator for the time being, do on the day of next, and thenceforth every 3 months file with the Registrar a report in writing as to the position of, and the progress made with, the winding up of the said company, and with the realisation of the assets thereof, and as to any other matters connected with the winding up as the Court may from time to time direct. And it is ordered that no bills of costs, charges or expenses, or special remuneration of any solicitor employed by the liquidator of the said company, or any remuneration, charges or expenses of such liquidator, or of any manager, accountant, auctioneer, broker, or other person, be paid out of the assets of the said company, unless such costs, charges, expenses, or remuneration, shall have been taxed or allowed by the Registrar. And it is ordered that all such costs, charges, expenses and remuneration, be taxed and ascertained accordingly. And it is ordered that the costs of the petitioner and of [*here insert any directions as to allowance of costs of petitioner and of persons appearing*]. And the creditors, contributories, and liquidator of the said company, and all other persons interested, are to be at liberty to apply generally as there may be occasion.

FORM 16

(rule 36(1))

## NOTICE OF ORDER TO WIND UP (FOR NEWSPAPER)

## COMPANIES ACT, CHAPTER 39

In the matter of \_\_\_\_\_, Berhad.

winding up order made, 20\_\_\_\_\_

Date and place of first meetings —

Creditors \_\_\_\_\_, 20\_\_\_\_\_, at

Contributories \_\_\_\_\_, 20\_\_\_\_\_, at

Official Receiver and

Provisional Liquidator

FORM 17

(rule 38)

## AFFIDAVIT BY SPECIAL MANAGER VERIFYING ACCOUNT

*(Title)*

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

1. The account hereunto annexed, marked with the letter “A”, produced and shown to me at the time of swearing this my affidavit, and purporting to be my account as special manager of the estate or business of the above named company, contains a true account of all and every sums and sum of money received by me or by any other person or persons by my order or to my knowledge or belief for my use on account or in respect of the said estate or business.

2. The several sums of money mentioned in the said account hereby verified to have been paid or allowed have been actually and truly so paid and allowed for the several purposes in the said account mentioned.

3. The said account is just and true in all and every item and particulars therein contained, according to the best of my knowledge and belief.

Sworn, &amp;c.

FORM 18

(rule 109)

## NOTICE TO CREDITORS OF FIRST MEETING

*(Title)*

(Under the order for winding up the above named company, dated the      day of      , 20      .)

Notice is hereby given that the first meeting of creditors in the above matter will be held at      on the      day      20      , at      o'clock in the      noon.

To entitle you to vote thereat your proof must be lodged with me not later than o'clock on the      day of      20      .

Forms of proof and of general and special proxies are enclosed herewith. Proxies to be used at the meeting must be lodged with me not later than      o'clock on the      day of      20      .

*Official Receiver**Address*

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

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

*Note*

*At the first meetings of the creditors and contributories they may amongst other things —*

*1. By resolution determine whether or not an application is to be made to the Court to appoint a liquidator in place of the Official Receiver.*

*2. By resolution determine whether or not an application shall be made to the Court for the appointment of a committee of inspection to act with the liquidator, and who are to be the members of the committee if appointed.*

*NOTE — If a liquidator is not appointed by the Court the Official Receiver will be the liquidator.*

FORM 19

(rule 109)

## NOTICE TO CONTRIBUTORIES OF FIRST MEETING

*(Title)*

Notice is hereby given that the first meeting of the contributories in the above matter will be held at \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_, at \_\_\_\_\_ o'clock in the \_\_\_\_\_ noon.

Forms of general and special proxies are enclosed herewith. Proxies to be used at the meeting must be lodged with me not later than \_\_\_\_\_ o'clock on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_.

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

*Official Receiver*

*Address*

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

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

*Note*

*At the first meetings of creditors and contributories they may amongst other things —*

*1. By resolution determine whether or not an application shall be made to the Court to appoint a liquidator in place of the Official Receiver.*

*2. By resolution determine whether or not an application shall be made to the Court for the appointment of a committee of inspection to act with the liquidator, and who are to be the members of the committee if appointed.*

*NOTE — If a liquidator is not appointed by the Court the Official Receiver will be the liquidator.*

FORM 20

(rule 110)

NOTICE TO DIRECTORS AND OFFICERS OF COMPANY TO ATTEND FIRST  
MEETING OF CREDITORS OR CONTRIBUTORIES*(Title)*

Take notice that the first meeting of creditors [*or* contributories] will be held on the     day of     , 20     , at     o'clock at (*a*)     and that you are required to attend thereat, and give such information as the meeting may require.

Dated this     day of     , 20     .

To (*b*)     *Official Receiver*

---

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

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

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

FORM 21

(rule 123(2))

## MEMORANDUM OF PROCEEDINGS AT ADJOURNED FIRST MEETING

(No *quorum*)*(Title)*

Before            at            on the        day of            , 20    , at        o'clock.

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

*Chairman*

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

## FORM 22

(rule 130)

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

*(Title)*

Meeting held at                    this            day of                    , 20

Number	Names of creditors (a) present or represented	Amount of proof (b)	
		\$	¢
1			
2			
3			
4			
5			
6			
7			
7	Total number of creditors (a) present or represented		

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

FORM 23

(rule 39)

STATEMENT OF AFFAIRS

(Title)

STATEMENT OF AFFAIRS on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_, the date of the winding up order (or such other date as the Official Receiver has for special reasons directed).

I. — As regards Creditors

Gross liabilities		Liabilities	Expected to rank	Assets		Estimated to produce	
\$.	¢			\$	¢	\$	¢
		Debts and liabilities, viz —			(a) Property as per list "H", viz —		
		(a) ..... Unsecured creditors as per List "A" (state number).			(a) Cash at bankers .....		
			\$	¢	(b) Cash in hand .....		
		(b) ..... creditors fully secured (not including debenture, holders), as per List "B"			(c) Stock in trade .....		
		Estimated value of securities .....			(Estimated cost, \$ .....)		
		Estimated surplus \$ .....			(d) Machinery .....		
		Carried to List "C" .....			(e) Trade fixture, fittings, utensils & c. ....		
		Balance to contra (d) ..... \$ .....			(f) Investments in shares & c .....		
		(c) ..... creditors partly secured, as per List "C" .....			(g) Loans on mortgage.		
		Less estimated value of securities .....			(h) Other property, viz —		
		Estimated to rank for dividend .....	\$	¢	(b) Book debts (debtors), as per List "I", viz —		
		(d) Liabilities on bills discounted other than the company's own acceptances for value, as per List "D" .....			Good .....		
		Of which it is expected will rank for dividend .....			Doubtful ..... \$		
					Bad ..... ¢		
					Estimated to produce .....	\$	¢
					(c) Bills of exchange, or other similar securities on hand, as per List "J" .....		
					Estimated to produce .....		
					(d) Surplus from securities in the hands of creditors fully secured (per contra)		
					(b) .....	\$	¢

I. — As regards creditors — (continued)

<p>(e) Other liabilities as per List "E" ..... Of which it is expected will rank for dividend .....</p>								<p>(e) Unpaid calls (debtors), as per List "K" ..... Estimated to produce .....</p>		
								Estimated total assets .....		
								Deduct preferential creditors as per contra (f) .....		
<p>(f) ..... preferential creditor for rates, taxes, wages &amp; c. as per List "F" deducted contra ..... \$</p>								Estimated amount available to meet claims of debenture holders .....		
<p>(g) Loan on debenture bonds, as per List "G" deducted contra (holders) ..... \$</p>								Deduct loans on debenture bonds secured on the assets of the company as per contra (g) .....		

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

<p>Estimated surplus (if any) after meeting liabilities of company, subject to cost of liquidation ...</p>								<p>Estimated amount available to meet unsecured creditors, subject to cost of liquidation .....</p>		
								<p>Estimated deficiency of assets to meet liabilities of the company, subject to cost of liquidation .....</p>		

II. — As regards contributories

(a) Where capital is issued as partly paid-up the form should be altered accordingly.

(b) Add particulars of any other capital.

<p>Capital issued and allotted, viz — Founder' Shares of \$ _____ per share, ( _____ Shareholders.) (a) Issued as fully paid. Amount called up at \$ _____ per share, as per List "L" .....</p>								<p>Estimated surplus as above (if any) subject to cost of liquidation .....</p>		
<p>Ordinary Shares of \$ _____ per share ( _____ Shareholders.) (a) Issued as fully paid. Amount called up at \$ _____ as per List "M" .....</p>										
<p>Preference Shares of \$ _____ per share ( _____ Shareholders.) (a) Issued as fully paid. Amount called up at \$ _____ per share, as per List .....</p>										



LIST “A” — (continued)

NOTES. — 1. When there is a contra account against the creditor, less than the amount of his claim against the company, the amount of the creditor’s claim and the amount of the contra account should be shown in the third column, and the balance only be inserted under the heading “Amount of Debt”, thus —

\$    ¢

Total amount of claim .....

Less: Contra account .....

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

2. The particulars of any bills of exchange and promissory notes held by creditor should be inserted immediately below the name and address of such creditor.

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

No.	Name	Address and occupation	Amount debt		Date when contracted		Consideration
					Month	Year	

Signature

Dated

20

## LIST "B"

## CREDITORS FULLY SECURED (NOT INCLUDING DEBENTURE HOLDERS)

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

Signature

Dated

20

## LIST "C"

## CREDITORS PARTLY SECURED

(State whether also contributories of the company)

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

Signature

Dated

20

## LIST "D"

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

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

Signature

Dated

20

## LIST "E" — OTHER LIABILITIES

FULL PARTICULARS OF ALL LIABILITIES NOT OTHERWISE  
TO BE GIVEN HERE

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

Signature

Dated

20

LIST "F"

PREFERENTIAL CREDITORS FOR RATES, TAXES, SALARIES AND WAGES

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

Signature

Dated

20

LIST "G"

LIST OF DEBENTURE HOLDERS

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

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

No	Name of holder	Address	Amount		Description of assets over which security extends
			\$	¢	

Signature

Dated

20

LIST "H"

PROPERTY

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

Full statement and nature of property	Estimated cost		Estimated producer	
	\$	¢	\$	¢
(a) Cash at Bankers .....				
(b) Cash in hand .....				
(c) Stock in trade, at .....				
(d) Machinery, at .....				
(e) Trade fixtures, fittings, office furniture, utensils &c. ....				
(f) Investments in stocks or shares, &c. ....				
(g) Loans for which mortgage or other security held .....				[state particulars]
(h) Other property, viz —				

Signature

Dated

20

LIST "I"

DEBTS DUE TO THE COMPANY

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

NOTE — If any debtor to the company is also a creditor, but for a less amount than his indebtedness, the gross amount due to the company and the amount of the contra account should be shown on the 3rd column, and the balance only be inserted under the heading "Amount of Debt", thus —

	\$	¢
Due to company .....		
Less: Contra account .....		

LIST "I" — (continued)

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

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

Signature

Dated

20

LIST "J"

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

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

Signature

Dated

20

## LIST "K"

## UNPAID CALLS

Consecutive No.	No. in share register	Name of shareholder	Address and occupation	No. of shares held	Amount of call per share unpaid		Total amount due		Estimated to realise	
					\$	¢.	\$	¢	\$	¢

Signature

Dated

20

## LIST "L"

## LIST OF FOUNDERS' SHARES

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

Signature

Dated

20

## LIST "M"

## LIST OF ORDINARY' SHARES

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

Signature

Dated

20

## LIST "N"

## LIST OF PREFERENCE SHARES

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

Signature

Dated

20

LIST "O" (1)

Deficiency Account

(1) DEFICIENCY ACCOUNT WHERE WINDING UP ORDER MADE WITHIN 3 YEARS OF FORMATION OF COMPANY

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

NOTES. — (1) Where particulars are numerous they should be inserted in a separate schedule.  
 (2) These figures should agree.

Signature

Dated

20



## LIST "P"

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

List	Particulars, as per front sheet	Remarks <i>Where no particulars are entered on any one or more of the Lists named "A" to "O" the word "Nil" should be inserted in this column opposite the particular List or Lists left blank</i>
A	Unsecured creditors .....	
B	Creditors fully secured (not including debenture holders) ...	
C	Creditors partly secured .....	
D	Liabilities on bills discounted other than the company's own acceptances for value .....	
E	Other liabilities .....	
F	Preferential creditors for rates, taxes, wages &c .....	
G	Loans on debenture bonds .....	
H	Property .....	
I	Book debts .....	
J	Bills of Exchange or other similar securities on hand .....	
K	Unpaid calls .....	
L	Founder's shares .....	
M	Ordinary shares .....	
N	Preference shares .....	
O	Deficiency Account .....	

Signature

Dated

20

## FORM 24

(rule 45)

## REPORT OF RESULT OF MEETING OF CREDITORS OR CONTRIBUTORIES

In the matter etc.

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

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

The question submitted to the said meeting was, whether the creditors [*or contributories*] of the said company wished that [*here state proposal submitted to the meeting*];

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

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

FORM 24 — (continued)

RESOLUTIONS AT MEETINGS	Voting on resolutions					
	For			Against		
	No.	Amount		No.	Amount	
(State the substance of any resolutions passed and give names of committee of inspection (if any), and amount of their proofs if creditors or shares if contributories).  CREDITORS —						
	No.	Shares	Votes	No.	Shares	Votes
CONTRIBUTORIES —						

Dated this      day of                      20

(Signed)

*H.T.*

Chairman

FORM 25

(rule 45)

## ORDER APPOINTING LIQUIDATOR

*(Title)*

the day of 20

Upon the application of the Official Receiver and provisional liquidator of the above named company, by summons dated \_\_\_\_\_ and upon hearing the applicant in person and upon reading the order to wind up the said company dated \_\_\_\_\_ 20\_\_\_\_, and the reports of the Official Receiver of the results of the meetings of creditors and contributories made to the Court and respectively dated the \_\_\_\_\_, and the affidavit of \_\_\_\_\_ as to the fitness of the liquidator hereinafter named filed \_\_\_\_\_. It is ordered that \_\_\_\_\_ of \_\_\_\_\_ be appointed liquidator of the above named company.

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

And it is ordered that the said liquidator do within 7 days from the date of this order give security to the satisfaction of the Official Receiver as provided by the Companies (Winding Up) Rules.

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

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

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

## FORM 26

(rule 47)

CERTIFICATE THAT LIQUIDATOR OR  
SPECIAL MANAGER HAS GIVEN SECURITY*(Title)*

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

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

(Signed)

*J.S.*

Official Receiver

## FORM 27

(rule 45)

## ADVERTISEMENT OF APPOINTMENT OF LIQUIDATOR

In the matter of \_\_\_\_\_, Berhad.

By order of the \_\_\_\_\_, dated the \_\_\_\_\_ of \_\_\_\_\_ 20\_\_\_\_

Mr. \_\_\_\_\_ of \_\_\_\_\_ has been appointed liquidator of the above named company with [or without] a committee of inspection.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

FORM 28

(rule 46)

Fee \$3.00

*NOTICE OF APPOINTMENT OF LIQUIDATOR*

MEMBERS OR CREDITORS VOLUNTARY WINDING UP OR  
WINDING UP BY THE COURT

PURSUANT TO SECTION 238

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

To The Registrar of Companies.

I, (or We) of hereby give you notice that I (or We) have  
been appointed liquidator(s) of Company, Berhad by (a)

(Signature)

(b)

Dated this day of 20

Presented for filing by

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

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

## FORM 29

(rules 52)

## ORDER DIRECTING PUBLIC EXAMINATION

*(Title)*

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

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

## THE SCHEDULE REFERRED TO

Name	Address	Connection with the company

## FORM 30

(rule 45)

## ORDER FOR APPOINTING TIME FOR PUBLIC EXAMINATION

*(Title)*

Upon the application of the Official Receiver in the above matter, it is ordered that the public examination of who, by the order of the Court dated the day of 20 , was directed to attend before the Court to be publicly examined, be held at the High Court on the day of 20 , at o'clock in the noon.

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

Dated this day of 20

*NOTES.* — Notice is hereby given that if you, the above named fail, without reasonable excuse, to attend at the time and place aforesaid, you will be liable to committed to prison without further notice.

## FORM 31

(rule 54)

## NOTICE TO ATTEND PUBLIC EXAMINATION

*(Title)*

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

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

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

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

Dated this      day of      20

To

Official Receiver

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

## FORM 32

(rule 60)

APPLICATION FOR APPOINTMENT OF SHORTHAND WRITER TO TAKE  
DOWN NOTES OF PUBLIC EXAMINATION AND ORDER THEREON*(Title)**Ex parte* the Official Receiver.

I, \_\_\_\_\_ the Official Receiver herein, do hereby, pursuant to rule 60 of the Companies (Winding Up) Rules, apply to the Court for an order for the appointment of \_\_\_\_\_ of \_\_\_\_\_ to take down in shorthand the notes of examination of \_\_\_\_\_ at their public examination, the costs of taking such notes, and of making a transcript thereof, to be paid in accordance with rule 60.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20

Official Receiver

Before

Upon the application of the Official Receiver the Court hereby appoints \_\_\_\_\_ of \_\_\_\_\_ to take down in shorthand the notes of examination, or at any adjournment thereof pursuant to rule 60 of the Companies (Winding up) Rules the costs of taking such notes, and of making a transcript thereof, to be paid in accordance with rule 60.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20

FORM 33

(rule 60)

DECLARATION BY SHORTHAND WRITER

*(Title)*

Before

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

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20

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

FORM 34

(rule 57)

NOTES OF PUBLIC EXAMINATION WHERE  
SHORTHAND WRITER IS NOT APPOINTED*(Title)**PUBLIC EXAMINATION OF (a)*

Before                      at the Court              this              day of              20

The above named                      , being sworn and examined at the time and place above mentioned, upon the several questions following being put and propounded to him, gave the several answers thereto respectively following each question, that is say —

A

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

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

FORM 35

(rule 57)

NOTES OF PUBLIC EXAMINATION WHERE  
SHORTHAND WRITER IS NOT APPOINTED

*(Title)*

*PUBLIC EXAMINATION OF (a)*

Before \_\_\_\_\_ at the Court

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

The above named \_\_\_\_\_, being sworn and examined at the time and place above mentioned, upon his oath saith as follows —

A

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

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

## FORM 36

(rule 61)

REPORT TO COURT WHERE PERSON EXAMINED REFUSES TO  
ANSWER TO SATISFACTION OF REGISTRAR OR OFFICER*(Title)*

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

Q. (b)

The (c) \_\_\_\_\_ refused to answer the said question.

(or) The (c) \_\_\_\_\_ answered the said question as follows —

A. (d)

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

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_\_

Registrar

[or as the case may be]

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

FORM 37

(section 207)

## ORDER ON PERSONS TO ATTEND AT CHAMBERS TO BE EXAMINED

*(Title)*

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

Dated this        day of        20

This order was made on the application of *Messrs. C. and D.*, of  
Solicitors for

The schedule above referred to

(a) *State place of examination.*

FORM 38

(rule 56)

## WARRANT AGAINST PERSON WHO FAILS TO ATTEND EXAMINATION

*(Title)*

To the bailiff of our said Court, and to each and all the police officers and to the Director of Prisons.

WHEREAS by an order of this Court, made on the        day of        20    ,  
(a)        was ordered to attend before the Court on a day and at a place to be named for the purpose of being publicly examined.

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

(AND WHEREAS the said (a)        did without good cause fail to attend on the said        day of        , 20    , for the purpose of being examined, according to the requirements of the said order of this Court made on the        day of        , 20    , directing him so to attend).

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

THESE ARE THEREFORE to require you the said bailiff and police officers to take the said (a)        and to deliver him to the Director of Prisons, and you the said Director of Prisons to receive the said (a)        and him safely keep in prison until such time as the Court may order.

Dated the        day of        , 20   

Judge

(a) *Name of person required to attend.*

[GN 68/1985]



FORM 40

(rule 63)

## NOTICE OF DISCLAIMER OF LEASE

*(Title)*

Take notice that, pursuant to an order of the Court dated the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, I, \_\_\_\_\_, the liquidator of the above named company, by writing under my hand bearing date the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, disclaimed all interest in the lease dated the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, whereby the premises (a) \_\_\_\_\_ were demised to \_\_\_\_\_ at a rent of \$ \_\_\_\_\_ per annum for a term of \_\_\_\_\_.

The above mentioned disclaimer has been filed at the office of the Registrar at \_\_\_\_\_ and notice thereof filed in the Land Office.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

Liquidator

To

(address)

*(a) Insert description of property disclaimed.*

## FORM 41

(rule 67)

NOTICE BY LIQUIDATOR REQUIRING PAYMENT OF MONEY  
OR DELIVERY OF BOOKS, &c., TO LIQUIDATOR*(Title)*

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

Dated this day of 20

(Signed)

To *(b)*

Liquidator

*(Address)*

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

## FORM 42

(rule 68)

PROVISIONAL LIST OF CONTRIBUTORIES TO BE  
MADE OUT BY LIQUIDATOR*(Title)*

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

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

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

## FIRST PART — CONTRIBUTORIES IN THEIR OWN RIGHT

Serial No.	Name	Address	Description	In what character included	Number of shares [ <i>or</i> extent or interest]	Amount called up ( <i>a</i> )	Amount paid up ( <i>a</i> )
						\$	\$

## FORM 42 — (continued)

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

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

(a) At date of commencement of winding up.

## FORM 43

(rule 69)

NOTICE TO CONTRIBUTORIES OF APPOINTMENT  
TO SETTLE LIST OF CONTRIBUTORIES*(Title)*

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

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

Liquidator

*(a) Insert place of appointment.*

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

No. on List	Name	Address	Description	In what character included	Number of shares [ <i>or</i> extent or interest]	Amount called up <i>(a)</i>	Amount paid up <i>(a)</i>
						\$	\$

*(a) At date of commencement of winding up.*

## FORM 44

(rule 69)

AFFIDAVIT OF POSTAGE OF NOTICES OF APPOINTMENT  
TO SETTLE LIST OF CONTRIBUTORIES*(Title)*

I, \_\_\_\_\_ a *(a)* \_\_\_\_\_ make oath and say as follows —

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

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

Sworn, &c.

*(a) State the description of the deponent.*

*(b) “Number of shares” or “extent of interest”.*

## FORM 45

(rule 70)

CERTIFICATE OF LIQUIDATOR OF FINAL STATEMENT  
OF LIST OF CONTRIBUTORIES*(Title)*

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

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

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

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

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

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

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

## FORM 45 — (continued)

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

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_

In the matter of \_\_\_\_\_ Berhad.

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

The FIRST SCHEDULE above referred to

## FIRST PART — CONTRIBUTORIES IN THEIR OWN RIGHT

Serial No. in List	Name	Address	Description	Number of shares [or extent or interest]	Date when included in the List	Amount called up	Amount paid up
						\$	\$

In the matter of \_\_\_\_\_ Berhad.

## FORM 45 — (continued)

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

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

In the matter of

Berhad.

The SECOND SCHEDULE above referred to

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

FORM 46

(rule 71)

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

(Title)

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

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

The said list may be inspected by you at the chambers of the Registrar at the Courts of Justice on any day between the hours of \_\_\_\_\_ and \_\_\_\_\_.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

(Signed)

Liquidator

To Mr \_\_\_\_\_ }  
[or to Mr \_\_\_\_\_ }  
his solicitor \_\_\_\_\_ }

No. in List	Name	Address	Description	In what character included	Number of shares [ <i>or</i> extent or interest]	Amount called up (a)	Amount paid-up (a)
						\$	\$

(a) *At date of commencement of winding up.*

(FORM 47

(rule 73)

## SUPPLEMENTAL LIST OF CONTRIBUTORIES

*(Title)*

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

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

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

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

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

FORM 48

(rule 71)

## AFFIDAVIT OF SERVICE OF NOTICE TO CONTRIBUTORY

*(Title)*

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

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

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

Sworn &c.

*(a) State full description of the deponent.*

*(b) “Number of shares” or “extent of interest”.*

## FORM 49

(rule 72)

## ORDER ON APPLICATION TO VARY LIST OF CONTRIBUTORIES

*(Title)*

Upon the application of *W.N.*, by summons dated the       day of 20       , for an order that the list of contributories of the company and the liquidator's certificate finally settling the same be varied by excluding the name of the applicant therefrom [*or, as the case may be*], and upon hearing &c., and upon reading &c. It is ordered, that the list of contributories of the company and the liquidator's certificate finally settling the same be varied by excluding the name of the said *W.N.* from the said list of contributories, or by including the name of the said *W.N.* as a contributory in the said list for shares, [*or, as the case may be*] [*or the Court does not think fit to make any order on the said application, except that the said *W.N.* do pay to the liquidator of the said company his costs of this application, to be taxed in case the parties differ*].

FORM 50

(rule 74(1))

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

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

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

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20

(Signed)

Liquidator

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

**Statement**

1. The amount due in respect of proofs admitted against the company, and the estimated amount of the costs, charges, and expenses of the winding up, form in the aggregate the sum of \$ \_\_\_\_\_ or thereabouts.

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

3. The list of contributories has been duly settled, and persons have been settled on the list in respect of the total number of shares.

4. For the purpose of satisfying the several debts and liabilities of the company, and of paying the costs, charges, and expenses, of the winding up, I estimate that a sum of \$ \_\_\_\_\_ will be required in addition to the amount of the company's assets hereinbefore mentioned.

FORM 50 — *(continued)*

5. In order to provide the said sum of \$ \_\_\_\_\_ it is necessary to make a call on the contributories, and having regard to the probability that some of them will partly or wholly fail to pay the amount of the call, I estimate that for the purpose of realising the amount required it is necessary that a call of \$ \_\_\_\_\_ per share should be made.

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

## FORM 51

(rule 74(2))

ADVERTISEMENT OF MEETING OF COMMITTEE OF INSPECTION  
TO SANCTION PROPOSED CALL

*(Title)*

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

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

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

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

Liquidator

*(a) Insert address.*

FORM 52

(rule 74(4))

## RESOLUTION OF COMMITTEE OF INSPECTION SANCTIONING CALL

*(Title)*

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

(Signed)

Members of the Committee of Inspection

Dated this        day of        20

FORM 53

(rule 77)

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

Take notice that the committee of inspection in the winding up of this company have sanctioned a call of            per share on all the contributories of the company.

The amount due from you in respect of the call is the sum of \$            . This sum should be paid by you direct to me at my office (a)            on or before the day of            20 .

Dated this            day of            20

To Mr

Liquidator

---

*NOTE* — If you do not pay the sum due from you by the date mentioned interest will be claimed on such sum at the rate of 6 *per cent per annum* from the said date until payment.

*(a) Insert address.*

## FORM 54

(rule 75)

## SUMMONS FOR LEAVE TO MAKE CALL

*(Title)*

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

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

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

To \_\_\_\_\_

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

## SCHEDULE

Number on List	Name and address	In what character included

## FORM 55

(rule 75)

## AFFIDAVIT OF LIQUIDATOR IN SUPPORT OF PROPOSAL FOR CALL

*(Title)*

I, \_\_\_\_\_ of, &c., the liquidator of the above named company, make oath and say as follows —

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

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

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

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

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

Sworn, &c.

## FORM 56

(rule 75)

## ADVERTISEMENT OF APPLICATION FOR LEAVE TO MAKE CALL

*(Title)*

In the matter of

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

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_

Liquidator

## FORM 57

(rule 75)

## ORDER GIVING LEAVE TO MAKE CALL

*(Title)*

Upon the application of the [Official Receiver and] liquidator of the above named company, the order to wind up the above named company, the list of contributories of the said company and the liquidator's certificate of the final settlement of the same, and the affidavit of the said [Official Receiver and] liquidator, filed the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_, and the exhibit marked "A" therein referred to, and an affidavit of \_\_\_\_\_ filed the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_.

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

And it is ordered that each such contributory do on or before the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_, pay to the [Official Receiver and] liquidator of the company, the amount which will be due from him or her in respect of such call.

*(a) or as the case may be.*

FORM 58

(rule 76)

## DOCUMENT MAKING CALL

*(Title)*

I, \_\_\_\_\_ the [Official Receiver and] liquidator of the above named company, in pursuance of (a) \_\_\_\_\_ made (*or passed*) this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_, hereby make a call of \_\_\_\_\_ per share on all the contributories of the company, which sum is to be paid at any office (b) on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

(a) *An order of Court, or resolution of the committee of inspection.*

(b) *Insert address.*

FORM 59

(rule 77)

## NOTICE TO BE SERVED WITH ORDER SANCTIONING CALL

*(Title)*

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

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

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_

To Mr *A.B.*

Liquidator

*(a) Insert address.*

FORM 60

(rule 78)

AFFIDAVIT IN SUPPORT OF APPLICATION  
FOR ORDER FOR PAYMENT OF CALL

(Title)

I, \_\_\_\_\_ of &c., the liquidator of the above named company, make oath and say as follows —

1. None of the contributories of the said company, whose names are set forth in the schedule hereto annexed, marked “A”, have paid or caused to be paid the sums set opposite their respective names in the said schedule, which sums are the amounts now due from them respectively under the call of \_\_\_\_\_ per share, duly made under the Companies Act, dated the \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_\_.

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

A

THE SCHEDULE ABOVE REFERRED TO

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

Sworn &c.

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



## FORM 61 — (continued)

## SCHEDULE REFERRED TO IN THE FOREGOING ORDER

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

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

“If you, the under mentioned *A.B.*, neglect to obey this order by the time mentioned therein you will be liable to process of execution, for the purpose of compelling you to obey the same.”

## FORM 62

(rule 78)

## AFFIDAVIT OF SERVICE OF ORDER FOR PAYMENT OF CALL

(Title)

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

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

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

Sworn, &c.



FORM 63 — (continued)

Sworn at \_\_\_\_\_ in Brunei Darussalam, } [Deponent's  
 this \_\_\_\_\_ day of \_\_\_\_\_ 20 } signature]  
 Before me

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

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

FORM 64

(rule 90)

PROOF OF DEBT OF WORKMEN

(Title)

I (a) \_\_\_\_\_ of (b) \_\_\_\_\_ make an oath and say:

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

Sworn at \_\_\_\_\_ }  
 in Brunei Darussalam. this \_\_\_\_\_ day of \_\_\_\_\_ 20 } Deponent's Signature  
 Before me

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

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

FORM 64 — (continued)

SCHEDULE referred to on the other side

1	2	3	4	5	6	
No.	Full name of workman	Address	Description	Period over which wages due	Amount due	
					\$	¢.

Signature of Deponent



## FORM 66 — (continued)

Name of creditor	Proofs tendered				
	Amount of proof		Whether admitted, rejected, or standing over for further consideration	If admitted, amount	
	\$	¢.		\$	¢.

## FORM 67

(rule 142(1))

## NOTICE TO CREDITORS OF INTENTION TO DECLARE DIVIDEND

*(Title)*

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

If you do not prove your debt by the      day of      20      , you will be excluded from this dividend.

Dated this      day of      20

Liquidator

To      [Address]

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



FORM 69

(rule 142(5))

CERTIFIED LIST OF PROOFS FILED UNDER RULE 142(5) COMPANIES  
(WINDING UP) RULES, SPECIAL BANK CASE

(Title)

I hereby certify that the following list has been compared with the proofs filed, and that the names of the creditors and the amounts for which the proofs are admitted are correctly stated.

(Signature)

Dated this                      day of                      20

I hereby certify that a dividend of                      percent has been declared, and that the creditors whose names are set forth below are entitled to the amounts set opposite their respective names.

Liquidator

Dated this                      day of                      20

To the Official Receiver

Full name	Amount of proof		Amount of dividend	
	\$	¢.	\$	¢.

FORM 70

(rule 142(1))

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

*(Title)*

Take notice that a final dividend is intended to be declared in the above matter, and that if you do not establish your claim to the satisfaction of the Court on or before the day of 20 , or such later day as the Court may fix, your claim will be expunged, and I shall proceed to make a final dividend without regard to such claim.

Dated this day of 20

Liquidator

To X.Y.

[Address]

FORM 71

(rule 142(3))

## NOTICE OF DIVIDEND

*(Title)*

Dividend cheques are cancelled at the expiration of 6 months from date of issue and money orders at the expiration of 12 months from date of issue.

[Please bring this Dividend Notice with you]

*(Title)*

Dividend of \_\_\_\_\_ *per cent*

[Address]

[Date]

Notice is hereby given that a \_\_\_\_\_ dividend of \_\_\_\_\_ *per cent* has been declared in this matter, and that the same may be received at my office, as above, on \_\_\_\_\_ the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_, or on any subsequent between, the hours of \_\_\_\_\_ and \_\_\_\_\_.

Upon applying for payment **this notice must be produced entire**, together with any bills of exchange, promissory notes or other negotiable securities held by you. If you desire the dividend to be paid to some other person you can sign and lodge with the liquidator an authority in the prescribed Form 72. Otherwise if you do not attend personally you must fill up and sign the subjoined forms of *receipt and authority to deliver*, when a cheque or money order payable to your order will be delivered in accordance with the *authority*.

To

(Signed)

Liquidator

---

*NOTE* — The receipt or authority should, in the case of a firm, be signed in the firm's name, or in the case of a limited company by an officer of the company, so described.

FORM 71 — (continued)

RECEIPT

20

Received of \_\_\_\_\_ in this matter the sum of dollars \_\_\_\_\_ and cents \_\_\_\_\_  
 being the amount payable to me/us in respect of the \_\_\_\_\_ dividend  
 of \_\_\_\_\_ per cent on my/our claim against this company. \_\_\_\_\_  
Payee's Signature

\_\_\_\_\_

\$ \_\_\_\_\_

\_\_\_\_\_

---

AUTHORITY FOR DELIVERY

SIR,

PLEASE deliver to

*(Insert the name of the person who is to receive the cheque or money order, or the words "me/(us by post)", at "my/(our risk", if you wish it sent to you in that way.)*

the cheque or money order for the dividend payable to me/us in this matter.

Payee's Signature

To the [Official Receiver and] Liquidator

Date

FORM 72

(rule 142(7))

## AUTHORITY TO LIQUIDATOR TO PAY DIVIDENDS TO ANOTHER PERSON

*(Title)*

To the [Official Receiver and] Liquidator

SIR,

I/We hereby authorise and request you to pay to M

of

(a specimen of whose signature is given below), all dividends as they are declared in the above named matter, and which may become due and payable to me/us in respect of the proof of debt for the sum of \$ \_\_\_\_\_ against the above named company, made [by Mr. \_\_\_\_\_] on my/our behalf.

And I/we further request that the cheque or cheques drawn in respect of such dividends may be made payable to the order of the said M \_\_\_\_\_ whose receipt shall be sufficient authority to you for the issue of such cheque or cheques in his name.

It is understood that this authority is to remain in force until revoked by me/us in writing.

## Signatures

Witness to the signature

of

Witness to the signature

of

## Date

Specimen of signature of person appointed as above

Witness to the signature

of

Witness to the signature of person appointed as above

FORM 73

(rule 143)

## NOTICE OF RETURN TO CONTRIBUTORIES

Cheques are cancelled at the expiration of 6 months from date of issue, and money orders at the expiration of 12 months from month of issue.

*[Please bring this notice with you]*

*(Title)*

Return of \$                      per share

[Address]

[Date]

Notice is hereby given that a                      return of                      per share has been declared in this matter, and that the same may be received at my office, as above, on                      the                      day of                      , 20                      , or on any subsequent day, except Saturday, between the hours of                      and                      .

Upon applying for payment **this notice must be produced entire**, together with the share certificate. If you do not attend personally you must forward the share certificate and fill up and sign the subjoined forms of *receipt* and *authority to deliver*, when a cheque or money order payable to your order will be delivered in accordance with the authority.

(Signed)

Liquidator

---

*NOTE* — The receipt should be signed by the contributory personally, or in the case of joint contributories by each, and in the case of a limited company by an officer of the company, so described.

FORM 73 — (continued)

RECEIPT

No.

20

Received of the \_\_\_\_\_ in this matter the sum of dollars \_\_\_\_\_ and  
cents \_\_\_\_\_ being the amount payable to \_\_\_\_\_ in respect of the  
return of \_\_\_\_\_ per share held by in this company.

Contributory's signature

\_\_\_\_\_  
\$  
\_\_\_\_\_

AUTHORITY FOR DELIVERY

SIR,

PLEASE deliver to

*(Insert the name of the person who is to receive the cheque or money order, or the words "me/us by post", at "my/our risk", if you wish it sent to you in that way.)*

the cheque or money order for the return payable to me/us in this matter.

Contributory's signature

To the [Official Receiver and] Liquidator

FORM 74

(rule 143)

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

In the matter of \_\_\_\_\_ No. \_\_\_\_\_ of 20 \_\_\_\_ .

Number in settled List	Name of contributory as in settled List	Address	Number of shares held as per settled List	Total called up value		Total paid-up value		Arrears of calls at date of return		Previous return of capital appropriated by liquidator for arrears of calls		Amount of return payable at per share		Net return payable		Date and particulars of transfer of interest or other variation in List
				\$	¢	\$	¢	\$	¢	\$	¢	\$	¢	\$	¢	

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

FORM 75

(rule 114)

## NOTICE OF MEETING [GENERAL FORM]

*(Title)*

Take notice that a meeting of creditors [or contributories] in the above matter will be held at \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_, at \_\_\_\_\_ o'clock in the \_\_\_\_\_ noon.

*Agenda**(a)*

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

(Signed) *(b)*

Forms of general and special proxies are enclosed herewith. Proxies to be used at the meeting must be lodged not later than \_\_\_\_\_ o'clock on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

*(a) [Here insert purpose for which meeting called].**(b) "Liquidator" or "Official Receiver".*

FORM 76

(rule 115)

## AFFIDAVIT OF POSTAGE OF NOTICES OF MEETING

*(Title)*

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

1. That I did on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, send to each creditor mentioned in the company's statement of affairs [*or* to each contributory mentioned in the register of members of the company] a notice of the time and place of the (b) in the form hereunto annexed marked "A".

2. That the notices for creditors were addressed to the said creditors respectively, according to their respective names and addresses appearing in the statement of affairs of the company or the last known addresses of such creditors.

3. That the notices for contributories were addressed to the contributories respectively according to their respective names and registered or last known addresses appearing in the register of the company.

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

Sworn &c.

(a) *State the description of the deponent.*

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

FORM 77

(rule 115)

## CERTIFICATE OF POSTAGE OF NOTICES (GENERAL)

*(Title)*

I, \_\_\_\_\_ a clerk in the office of the Official Receiver, hereby certify —

1. That I did on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, send to *(a)* \_\_\_\_\_ a notice of the time and place of the first meeting, or *(b)* \_\_\_\_\_ in the form hereunto annexed marked “A”.

Paragraphs 2, 3 and 4 as in Form 76.

Signature

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

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

*(b) “A general meeting”, or “adjourned general meeting”, or as the case may be.*

FORM 78

(rule 122)

## MEMORANDUM OF ADJOURNMENT OF MEETING

*(Title)*

Before \_\_\_\_\_ at \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, at \_\_\_\_\_ o'clock.

Memorandum — The *(a)* \_\_\_\_\_ meeting of *(b)* \_\_\_\_\_ in the above matter was held at the time and place above mentioned; but it appearing that *(c)* the meeting was adjourned until the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, at \_\_\_\_\_ o'clock in the \_\_\_\_\_ noon, then to be held at the same place.

Chairman

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

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

*(c) Here state reason for adjournment.*

FORM 79

(rule 118)

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

(Title)

I, \_\_\_\_\_ the Official Receiver [or the liquidator] do hereby nominate Mr. \_\_\_\_\_ of \_\_\_\_\_ to be chairman of the meeting of creditors [or contributories] in the above matter, appointed to be held at \_\_\_\_\_ on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, [and I depute him (a) \_\_\_\_\_ to attend such meeting and use, on my behalf, any proxy or proxies held by me in this matter].

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

Official Receiver,  
or Liquidator

(a) *Where authority given by the Official Receiver. Here insert "being a person under my official control".*

FORM 80

(rule 132)

## GENERAL PROXY

(Title)

I/We, \_\_\_\_\_ of \_\_\_\_\_, a creditor (or contributory) hereby appoint (1) \_\_\_\_\_ to be my/our general proxy to vote at the meeting of creditors (or contributories) to be held in the above matter on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, or at any adjournment thereof.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

(Signed) (2)



## FORM 81

(rule 132)

## SPECIAL PROXY

*(Title)*

I/We, \_\_\_\_\_ of \_\_\_\_\_, a creditor (or contributory), hereby appoint (1) \_\_\_\_\_ as my/our proxy at the meeting of creditors (or contributories) to be held on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, or at any adjournment thereof, to vote (a) \_\_\_\_\_ the resolution numbered \_\_\_\_\_ in the \_\_\_\_\_.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

(Signed) (2)

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

## NOTES. —

1. *The person appointed proxy may be the Official Receiver, the liquidator, or such other person as the creditor (or contributory) may approve, and the proxy form when signed must be lodged by the time and at the address named for that purpose in the notice convening the meeting at which it is to be used. A creditor (or contributory) may give a special proxy to any person to vote at any specified meeting or adjournment thereof on all or any of the following matters —*

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

2. *If a firm, sign the firm's trading title, and add "by A.B., a partner in the said firm". If the appointer is a corporation, then the form of proxy must be under its common seal or under the hand of some officer duly authorised in the behalf, and the fact that he is so authorised must be stated.*

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

FORM 81 — *(continued)*

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

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_

(Signature)

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

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

FORM 82

(rule 157)

APPLICATION TO OFFICIAL RECEIVER TO  
AUTHORISE SPECIAL BANK ACCOUNT*(Title)*

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

All cheques to be counter signed by \_\_\_\_\_, a member of the committee of inspection, and by \_\_\_\_\_ of \_\_\_\_\_.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_ } Committee of Inspection

(a) Here insert grounds of application.



FORM 84

(rule 160)

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

*(Title)*

We, the committee of inspection in the above matter, hereby certify that in our opinion the cash balance standing to the credit of the above named company is in excess of the amount which is required for the time being to answer demands in respect of such company's estate, and request that the Official Receiver will invest the sum of \$ \_\_\_\_\_ by placing the same upon fixed deposit for the space of \_\_\_\_\_ months with the \_\_\_\_\_ Bank of \_\_\_\_\_ (or as may be recommended) for the benefit of the said company.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_ } Committee of Inspection

FORM 85

(rule 160)

REQUEST BY COMMITTEE OF INSPECTION TO OFFICIAL RECEIVER  
TO REALISE INVESTMENT

*(Title)*

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

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_ } Committee of Inspection

FORM 86

(rule 161)

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

*(Title)*

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

Dated this      day of                      20

\_\_\_\_\_ }  
\_\_\_\_\_ } Committee of Inspection  
\_\_\_\_\_ }

FORM 87

(rule 162)

STATUTORY DECLARATION VERIFYING LIQUIDATOR'S ACCOUNT  
UNDER SECTION 196

*(Title)*

I, *G.H.*, of \_\_\_\_\_, the liquidator of the above named company, do solemnly and sincerely declare —

That *\*the account hereunto annexed marked B contains a full and true account of my receipts and payments in the winding up of the above named company from the day of \_\_\_\_\_, 20\_\_\_\_, to the \_\_\_\_\_ day of, \_\_\_\_\_ 20\_\_\_\_, inclusive \*and that I have not, nor has any other person by my order or for my use, during such period received any moneys on account of the said company \*other than and except the items mentioned and specified in the said account.*

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, Chapter 12.

Declare at &c. {

*Liquidator*

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

FORM 88

(rule 163)

LIQUIDATOR'S TRADING ACCOUNT UNDER SECTION 188

(Title)

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

RECEIPTS

PAYMENTS

<i>Dr.</i>					<i>Cr.</i>
<i>Date</i>				<i>Date</i>	

Liquidator  
(Date)

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

Dated this      day of                      20

Committee of Inspection  
[or member of the Committee of Inspection]

FORM 89

(rule 163)

STATUTORY DECLARATION VERIFYING LIQUIDATOR'S  
TRADING ACCOUNT UNDER SECTION 188*(Title)*

I, \_\_\_\_\_ the liquidator of the above named company, do solemnly and sincerely declare that the account hereto annexed is a full, true, and complete account of all money received and paid by me or by any person on my behalf in respect of the carrying on of the trade or business of the company, and that the sums paid by me as set out in such account have, as I believe, been necessarily expended in carrying on such trade or business.

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, Chapter 12.

Declared, &amp;c.

Liquidator

FORM 90

(rule 169)

## REQUEST TO DELIVER BILL FOR TAXATION

*(Title)*

I hereby request that you will, within \_\_\_\_\_ days of this date, or such further time as the Court may allow, deliver to me for taxation by the proper officer your bill of costs [or charges] as (a) \_\_\_\_\_ failing which, I shall, in pursuance of the Companies Act, and rules proceed to declare and distribute a dividend without regard to any claim which you may have against the assets of the company, and your claim against the assets of the company will be liable to be forfeited.

*(a) Here state nature of employment*

## FORM 91

(rule 174)

## CERTIFICATE OF TAXATION

*(Title)*

I hereby certifying that I have taxed the bill of costs [*or charges*] [*or expenses*] of Mr. *C.D.* [*here state capacity in which employed or engaged*] [*where necessary add*] “pursuant to an order of the Court dated the      day of      20      ”, and have allowed the same at the sum of dollars      [where necessary add “which sum is to be paid to the said *C.D.* by      as directed by the said order”].

Dated this      day of      20

*Registrar*

\_\_\_\_\_

\$

## FORM 92

(rules 181 and 182)

STATEMENT OF RECEIPTS AND PAYMENTS AND  
GENERAL DIRECTION AS TO STATEMENTS*[Re*

This is the Exhibit marked “B” referred to in the affidavit of      ;  
sworn before me this      day of  
20

Magistrate

*(Name of company)***Size of sheets.**

- (1) Every statement must be on sheets 13 inches by 16 inches.

FORM 92 — *(continued)***Form and contents of statement.**

(2) Every statement must contain a detailed account of all the liquidator's realisations and disbursements in respect of the company, the statement of realisations should contain a record of all receipts derived from assets existing at the date of the winding up order or resolution and subsequently realised, including balance in bank, book debts and calls collected, property sold, &c.; and the account of disbursements should contain all payments for costs and charges, or to creditors, or contributories. Where property has been realised, the gross proceeds of sale must be entered under realisations, and the necessary payments incidental to sales must be entered as disbursements. These accounts should not contain payments into the companies liquidation account (except unclaimed dividends — *see* para. 5) or payments into or out of bank, or temporary investments by the liquidator, or the proceeds of such investments when realised, which should be shown separately —

(a) by means of the bank pass book;

(b) by a separate detailed statement of moneys invested by the liquidator, and investments realised.

Interest allowed or charged by the bank, bank commission &c. and profit or loss upon the realisation of temporary investments, should however, be inserted in the accounts of realisations or disbursements, as the case may be. Each receipt and payment must be entered in the account in such a manner as sufficiently to explain its nature. The receipts and payments must severally be added up at the foot of each sheet, *and the totals carried forward from one account to another without any intermediate balance, so that the gross totals shall represent the total amounts received and paid by the liquidator respectively.*

**Trading account.**

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

**Dividends &c.**

(4) When dividends or instalments of compositions are paid to creditors, or return of surplus assets is made to contributories, the total amount of each dividend, or instalment of composition, or return to contributories, actually paid, must be entered in the statement of disbursements as one sum; and the liquidator must forward separate accounts showing in lists the amount of the claim of each creditor, and the amount of dividend or composition payable to each creditor, and of surplus assets payable to each contributory, distinguishing in each list the dividends or instalments of composition and shares or surplus assets actually paid and those remaining unclaimed. Each list must be on sheets 13 inches by 18 inches.

## FORM 92 — (continued)

(5) When unclaimed dividends, instalments of compositions or returns of surplus assets are paid into the companies liquidation account, the total amount so paid in should be entered in the statement of disbursements as one sum.

(6) Credit should not be taken in the statement of disbursements for any amount in respect of liquidator's remuneration unless it has been duly allowed by resolution of the committee of inspection or of the creditors or of the company in general meeting, or by order of Court as the case may require.

**Liquidator's Statement of Account**

*Pursuant to section 269 of the Companies Act*

Nature of proceedings

Nature of proceedings (whether wound up by the Court, or under the supervision of the Court, or voluntarily) }

Date of commencement of winding up

Date to which statement is brought down

Name and address of liquidator

This statement is required in duplicate

**Liquidator's Statement of Account pursuant to section 269 of the Companies Act**

REALISATIONS				DISBURSEMENTS					
Date	Of whom received	Nature of assets realised	Amount		Date	Of whom paid	Nature of disbursements	Amount	
		<i>Brought forward ...</i>	\$	¢.			<i>Brought forward ...</i>	\$	¢.
		<i>Carried forward ...</i>					<i>Carried forward ...</i>		

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

FORM 92 — (continued)

**Analysis of Balance**

	\$	¢
Total realisations .....		
Total disbursements .....		
Balance ...	\$	¢
	\$	¢
The Balance is made up as follows —		
1. Cash in hands of liquidator .....		
2. Total payments into Bank, including balance at date of commencement of winding up ( <i>as per Bank Book</i> ) .....		
Total withdrawals from Bank .....		
Balance at Bank .....		
3. Amount in companies liquidation account .....	\$	¢
4. Amount invested by liquidator		
Less amount realised from same .....		
Balance .....		
Total balance as shown above .....	\$	

*NOTE — Full details of investment should be given in a separate statement.*

*NOTE — The liquidator shall also state —*

(1) The amount of the estimated assets and liabilities at the date of the commencement of the winding up	}	Assets (after deducting amounts charged to secured creditors and debenture holders) .....\$						
	}	Liabilities <table style="margin-left: 20px; border-collapse: collapse;"> <tr> <td style="width: 5%; text-align: center;">}</td> <td style="width: 45%;">secured creditors .....\$</td> </tr> <tr> <td style="text-align: center;">}</td> <td>debenture holders .....\$</td> </tr> <tr> <td style="text-align: center;">}</td> <td>unsecured creditors .....\$</td> </tr> </table>	}	secured creditors .....\$	}	debenture holders .....\$	}	unsecured creditors .....\$
}	secured creditors .....\$							
}	debenture holders .....\$							
}	unsecured creditors .....\$							
(2) The total amount of the capital paid-up at the date of the commencement of the winding up	}	Paid-up in cash ..... \$ Issued as paid up otherwise than for cash ..... \$						
(3) The general description and estimated value of outstanding assets (if any)	}							
(4) The causes which delay the termination of the winding up	}							

## FORM 92 — (continued)

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

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## FORM 93

(rules 181 and 182)

AFFIDAVIT VERIFYING STATEMENT OF LIQUIDATOR'S ACCOUNT  
UNDER SECTION 269

(Title)

(Name of Company)

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

That *\*the account hereunto annexed marked "B", contains a full and true account of my receipts and payments in the winding up of the above named company, from the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_, inclusive, \*and that I have not, nor has any other person by my order or for my use during such period, received or paid any moneys on account of the said company, \*other than and except the items mentioned and specified in the said account.*

I further say that the particulars given in the annexed Form 92, marked "B", with respect to the proceedings in and position of the liquidation, are true to the best of my knowledge and belief.

Sworn at }  
}

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

The affidavit is not required in duplicate, but it must in every case be accompanied by a statement on Form 92 in duplicate.

FORM 94

(rules 181 and 185)

LIQUIDATOR'S TRADING ACCOUNT UNDER SECTION 269

*(Name of Company)*

*Insert here the name of the company. Insert here the name of the liquidator.*  
 the liquidator of the above named company in account with the estate.

This account is required in duplicate in addition to Form 92.

RECEIPTS					PAYMENTS			
<i>Dr.</i>					<i>Date</i>			<i>Cr.</i>
					Date			
						Liquidator		

## FORM 95

(rules 181 and 185)

## LIST OF DIVIDENDS OR COMPOSITION

*(Name of Company)*

I, \_\_\_\_\_ hereby certify that a dividend (or composition) of \_\_\_\_\_ *per cent* was declared payable on and after the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_, and the creditors whose names are set forth below are entitled to the amounts set opposite their respective names, and have been paid such amounts except in the cases specified as unclaimed.

Liquidator

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

To the Official Receiver

Full name	Amount of proof		Amount of dividend for composition			
			Paid		Unclaimed	
	\$	¢.	\$	¢.	\$	¢.

This List is required in duplicate

## FORM 96

(rules 181 and 185)

## LIST OF AMOUNTS PAID OR PAYABLE TO CONTRIBUTORIES

*(Name of Company)*

I, \_\_\_\_\_ hereby certify that a return of surplus assets was declared payable, to contributories on and after the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_, at the rate of \_\_\_\_\_ per share, and that the contributories whose names are set forth below are entitled to the amounts set opposite their respective names, and have been paid such amounts except in the cases specified as unclaimed.

Liquidator

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

To the Official Receiver

Full name	No. of shares	Amount returned on share			
		Paid		Unpaid	
		\$	¢.	\$	¢.

List is required in duplicate

FORM 97

(rule 184)

AFFIDAVIT VERIFYING ACCOUNT OF UNCLAIMED  
AND UNDISTRIBUTED FUNDS

*(Title)*

I, \_\_\_\_\_ of \_\_\_\_\_ make oath and say that the particulars entered in the statement hereunto annexed, marked "A", are correct, and truly set forth all money in my hands or under my control, representing unclaimed or undistributed assets of the above company, and that the amount due by me to the companies liquidation account respect of unclaimed dividends and undistributed funds is \$ \_\_\_\_\_ .

Signature

Sworn &c.

FORM 98

(rule 189)

NOTICE TO CREDITORS AND CONTRIBUTORIES  
OF INTENTION TO APPLY FOR RELEASE*(Title)*

Take notice that I, the undersigned liquidator of the above named company, intend to apply to the Court for my release, and further take notice that any objection you may have to the granting of my release must be notified to the Court within 21 days of the date hereof.

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

Dated this        day of        20

Liquidator

To

*NOTE — Section 190(3) of the Companies Act, Chapter 39, enacts that “An order of the Court releasing the liquidator shall discharge him from all liability in respect of any act done or default made by him in the administration of the affairs of the company, or otherwise in relation to his conduct as liquidator, but any such order may be revoked on proof that it was obtained by fraud or by suppression or concealment of any material fact”.*

FORM 99

(rule 189)

## APPLICATION BY LIQUIDATOR TO THE COURT FOR RELEASE

*(Title)*

I, \_\_\_\_\_ the liquidator of the above named company, do hereby report to this Honourable Court as follows —

1. That the whole of the property of the company has been realised for the benefit of the creditors and contributories [and a dividend to the amount of \$ \_\_\_\_\_ *per cent* has been paid as shown by the statement her unto annexed, and a return of \_\_\_\_\_ per share has been made to the contributories of the company];

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

2. I have caused a report on my accounts to be prepared, and I request this Honourable Court to grant me a certificate of release on being satisfied therewith.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

Liquidator

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



FORM 100 — *(continued)*

Assets not yet realised, including calls, estimated to produce \$

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

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

Dated this      day of                      20

*(Signature of Liquidator)*

*(Address)*

## FORM 101

(rule 201)

## REGISTER OF WINDING UP ORDERS TO BE KEPT IN COURT

Number of winding up order	Number of Petition	Date of Petition	Date of winding up order	Dates of Public Examinations (if any)	Liquidator

## FORM 102

(rule 201)

## REGISTER OF PETITIONS TO BE KEPT IN COURT

No. of Petition	Name of company	Address of registered office	Description of company	Date of Petition	Petitioner	Date of winding up order

## FORM 103

(rule 202)

NOTICES FOR *GAZETTE*

## (1) NOTICE OF WINDING UP ORDER

(rule 36(1)(c))

Name of company

Address of registered office

Number of matter

Date of order

Date of presentation of petition \*

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

FORM 103 — *(continued)*

## (2) NOTICE OF FIRST MEETING

(rule 107)

Name of company		Address of registered office
	Number of matter	Creditors, Date
Hour	Place	Contributories, Date
Hour	Place	

## (3) NOTICE OF DAY APPOINTED FOR PUBLIC EXAMINATION

(rule 55(1))

Name of company		Address of registered office
	Number of matter	Date fixed for examination
Name of persons to be examined		Hour
	Place	

## (4) NOTICE OF INTENDED DIVIDEND

(rule 142(1))

Name of company	Address of registered office
Number of matter	Last day for receiving proofs
Name of liquidator	Address

FORM 103 — *(continued)*

## (5) NOTICE OF DIVIDEND

(rule 142(3))

Name of company	Address of registered office
Number of matter	Amount <i>per cent</i>
First and final or otherwise	When payable
Where payable	

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## (6) NOTICE OF RETURN TO CONTRIBUTORIES

(rule 143)

Name of company	Address of registered office
Number of matter	Amount per share
First and final or otherwise	When payable
Where payable	

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## (7) NOTICE OF APPOINTMENT OF LIQUIDATOR

(rule 45(5))

Name of company	Address of registered office
Number of matter	Liquidator's name
Address	Date of appointment

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FORM 103 — *(continued)*

## (8) NOTICE OF REMOVAL OF LIQUIDATOR

(rule 45(7))

Name of company	Address of registered office
Number of matter	Liquidator's name
Liquidator's address	Date of removal

## (9) NOTICE OF RELEASE OF LIQUIDATOR

(rule 189(2))

Name of company	Address of registered office
Number of matter	Liquidator's name
Liquidator's address	Date of release

## FORM 104

(rule 203)

## MEMORANDUM OF ADVERTISEMENT OR GAZETTING

*(Title)*

Name of paper	Date of issue	Date of filing	Nature of order, &c.

(Signed)

FORM 105

(rule 183(4) and section 270(1))

CERTIFICATE OF RECEIPT FOR MONEY PAID  
INTO COMPANIES LIQUIDATION ACCOUNT

*(Title)*

This is to certify that Mr \_\_\_\_\_, liquidator of the above named company has this day paid into the companies liquidation account through me the sum of \$ \_\_\_\_\_ representing unclaimed or undistributed assets of the above named company.

Date this      day of                      20

Official Receiver