

Unvalidated References:

Companies Act

Companies Act 1997

Companies Act

Companies Act 1997

Companies Act 1997

Companies Act 1997

Companies Act 1997

This reprint of this Statutory Instrument incorporates all amendments, if any, made before 25 November 2006 and in force at 1 July 2001.

.....
Legislative Counsel
Dated 25 November 2006

INDEPENDENT STATE OF PAPUA NEW GUINEA.

Chapter 146.

Companies Rules

ARRANGEMENT OF SECTIONS.

PART I – PRELIMINARY.

1. Interpretation.
 - “the Act”
 - “the Court”
 - “filed”
 - “lawyer”
 - “liquidator”
 - “the list of contributories”
 - “the Registrar”
 - “the Registry”
2. General Rules and practice of National Court to apply.
3. Title of proceedings.
4. Exclusive powers of Registrar.
5. References by Registrar to the Court.
6. Appeals from Registrar.
7. Proceedings attached to office of Registrar.
8. Filing of documents.
9. Preparation of petitions, etc.
10. Service of petition, etc.
11. Mode of service, gazettal, etc.
12. Inquiry and certificate as to meetings ordered by the Court.
13. Forms.

PART II – PETITIONS.

14. Applications required to be by petition.
15. Presentation of petition.
16. Verification of petition.
17. Endorsement of time and place of hearing.
18. Service of petition.
19. Copy of petition for member or creditor.
20. Notice of intention to appear.
21. List of persons intending to appear.
22. Affidavits opposing the petition, and in reply.
23. Substitution of another person as petitioner.

PART III – REDUCTION OF CAPITAL.

24. Application of Part III.
25. Application for directions.
26. Powers of Registrar.
27. Filing affidavits verifying lists of creditors.
28. Publication of list of creditors.
29. Notice of petition, order and list of creditors, etc.
30. Barring of late claims.
31. Affidavit verifying list.

32. Settlement of list of creditors.
33. Proof of debt.
34. Adjournment of hearing, etc.
35. Creditors' costs.
36. Creditors wrongly listed as consenting.
37. Registrar's certificate.
38. Date for hearing of petition.
39. Appearance by dissenting creditor.
40. Hearing.
41. Order confirming reduction.

**PART IV – WINDING-UP BY THE COURT AND APPLICATIONS
UNDER SECTION 186 OF THE ACT.**

42. Application of Part IV.
43. Advertisement of petition.
44. Nomination of official liquidator by Registrar.
45. Attendance on Registrar.
46. Notice of winding-up order.
47. Order appointing provisional liquidator.

PART V – MOTIONS.

48. Applications required to be by motion.
49. Notice of motion.

PART VI – SUMMONSES.

50. Applications required to be by summons.
51. Applications to be made to the Registrar.
52. Summonses to be supported by affidavit.
53. Summons for directions by liquidator.

PART VII – LIQUIDATORS' REPORTS.

54. Contents of liquidators' reports.
55. Reports to be made by liquidators.
56. Consideration of reports under Section 252(2) of the Act.

PART VIII – EXAMINATIONS.

57. Applications for examinations under Sections 267 and 269 of the Act.
58. Applications for examinations under Section 268 of the Act.
59. Applications for examinations under Section 297 of the Act.
60. Liquidator at examinations under Sections 267 and 269 of the Act.
61. Application for appointment.
62. Notice of appointment to creditors and contributories.
63. Examinations under Sections 267, 268 and 269 of the Act.
64. Notes of examinations and powers of Commissioner.
65. Notes of depositions.
66. Failure to attend or absconding.

PART IX – ORDERS.

67. Settling and issuing orders.
68. Documents required for settling order.

- 69. Delivery of office copy of order confirming issue of shares at discount to Registrar of Companies.

PART X – POWERS AND DUTIES OF LIQUIDATOR AND PROCEEDINGS IN WINDING-UP BY THE COURT.

- 70. Liquidators as officers of Court.
- 71. Attendance of listed contributories at proceedings.
- 72. Liquidator's attendance at proceedings.
- 73. Statement of affairs.
- 74. Costs of preparing statement of affairs.
- 75. Liquidator's bank account.
- 76. Moneys, etc., received to be deposited in trust account.
- 77. Payment into Court of trust account moneys.
- 78. Directions as to money.
- 79. Application for appointment of special manager.
- 80. Special manager's accounts.
- 81. Security by special manager.
- 82. Failure to give or keep up security.

PART XI – MAKING AND SETTLING LIST OF CONTRIBUTORIES IN A WINDING-UP BY THE COURT.

- 83. Settlement of provisional list of contributories.
- 84. Notice of appointment for settlement.
- 85. Objections to be heard and list settled.
- 86. Supplementary list.
- 87. Notice of supplementary list.
- 88. Objection to list of contributories.

PART XII – COLLECTION AND DISTRIBUTION OF ASSETS IN A WINDING-UP BY THE COURT.

- 89. Duties of liquidator.
- 90. Transfer of property.
- 91. Calls by liquidator.
- 92. Application to Court for leave to make a call.
- 93. Notice of call.
- 94. Enforcement of call.

PART XIII – FIXING TIME WITHIN WHICH DEBTS, CLAIMS AND LIABILITIES MUST BE PROVED.

- 95. Notice as to date by which debts to be proved.
- 96. Time for dealing with proofs by liquidator.
- 97. Proof admitted improperly.
- 98. Expunging of proof on application by creditor or contributory.
- 99. Administration of oaths, etc.
- 100. Monthly list of proofs.
- 101. Procedure where creditor appeals.
- 102. Costs of appeal.

PART XIV – RELEASE AND RESIGNATION OF LIQUIDATOR.

- 103. Notice of liquidator's intention to apply for release.

104. Meeting of creditors and contributories to consider resignation of liquidator.

PART XV – TRANSFERS OF ACTIONS AND PROCEEDINGS.

105. Orders for transfer of proceedings.

PART XVI – COSTS.

106. Submission of bill of costs by employees to liquidator for taxation.

107. Notice of appointment to tax.

108. Supply of copy of bill of costs to liquidator.

109. Issue of allowance or certificate of taxation.

110. Liquidator's certificate as to special terms of remuneration to employee.

111. Allowances for performance by other persons of liquidators' and special managers' duties.

112. Application for costs after proceedings concluded.

113. Dispensing with taxation of small bills.

SCHEDULE 1 – LIST OF FORMS.

SCHEDULE 2 – FORMS.

Companies Rules

MADE under the *Companies Act* (Chapter 146) and continued in force by Section 440(3) of the *Companies Act 1997*.

Dated 200 .

PART I. – PRELIMINARY.

1. INTERPRETATION.

(1) In these Rules, unless the contrary intention appears–

“**the Act**” means the *Companies Act 1997* and the regulations made under that Act;

“**the Court**” means the National Court;

“**filed**” means filed in the Registry;

“**lawyer**”, in relation to any party to proceedings under these Rules, includes any lawyer acting as agent for the lawyer in the proceedings;

“**liquidator**” includes a provisional liquidator;

“**the list of contributories**”, in relation to a company, means the list settled and certified under Section 85;

“**the Registrar**” means the Registrar or a Deputy Registrar of the National Court;

“**the Registry**” means the Registry of the National Court.

(2) Subject to Subsection (1), except where the contrary intention appears, words and expressions used in these Rules have the same respective meanings as in the Act.

2. GENERAL RULES AND PRACTICE OF NATIONAL COURT TO APPLY.

Subject to the *Companies Act 1997* and these Rules, the Rules of Court of the National Court and the general practice of that Court, including the course of procedure and practice in chambers, apply in relation to proceedings to which these Rules relate as far as is practicable.

3. TITLE OF PROCEEDINGS.

Every petition, notice of motion and summons and all notices, affidavits and other documents in any proceedings under the Act shall be entitled “In the National Court of Papua New Guinea, in the matter of the *Companies Act 1997*, and in the matter of ...” (*the company to which the proceeding relates*) with the addition of the words “in liquidation” where the company is in liquidation.

4. EXCLUSIVE POWERS OF REGISTRAR.

No matter that is authorized by or under these Rules to be heard and determined by the Registrar may be brought before the Court or a Judge except—

- (a) on a reference from the Registrar; or
- (b) on an appeal under Section 6; or
- (c) by special leave of the Court or Judge.

5. REFERENCES BY REGISTRAR TO THE COURT.

If any matter brought before the Registrar appears to him proper for the decision of a Judge, the Registrar may, and when required by any party shall, refer the matter to a Judge, and the Judge may dispose of the matter or refer it back to the Registrar with such directions as he thinks proper.

6. APPEALS FROM REGISTRAR.

(1) A person affected by an order or decision of the Registrar may appeal to a Judge in chambers.

(2) An appeal shall be by written notice to attend before the Judge, without fresh summons, within five days after the decision complained of or such further time as is allowed by a Judge or the Registrar.

(3) Unless otherwise ordered, there must be at least one clear day between service of the notice of appeal and the day of hearing.

(4) An appeal from the decision of the Registrar does not operate as a stay of proceedings unless so ordered by a Judge or the Registrar.

(5) The appeal shall be by a rehearing de novo of the application but each party, subject to any proper objections to admissibility, may rely on any affidavit used before the Registrar and on any evidence given orally before him, but if any other party desires the production of the deponent or witness for examination before the Judge the affidavit or oral evidence may not be relied on without production of the deponent or witness, except by leave of the Judge.

7. PROCEEDINGS ATTACHED TO OFFICE OF REGISTRAR.

All proceedings under the Act or these Rules shall be attached to the office of the Registrar.

8. FILING OF DOCUMENTS.

All petitions, notices of motion, summonses, affidavits, orders, certificates, proofs of debts, notices, depositions, bills of costs and other documents in proceedings under the Act or under these Rules shall be filed within the time fixed by these Rules, and where no time is expressly fixed they shall be filed before the hearing of the application to which they relate commences unless the Court, Judge or Registrar otherwise permits.

9. PREPARATION OF PETITIONS, ETC.

A petition, notice of motion and summons to which these Rules relate shall be prepared by the applicant or his lawyer.

10. SERVICE OF PETITION, ETC.

(1) Subject to any order to the contrary, a petition, notice of motion and summons shall be served on every person against whom any order or other relief is sought, but the Court or a Judge may at any time—

- (a) direct that service be effected or notice of proceedings given to any person who may be affected by the order or other relief sought; and
- (b) direct how the service is to be effected or the notice given,

and any person so served or notified is entitled to be heard.

(2) A document referred to as an exhibit in an affidavit must be made available for inspection by any person on whom service of the affidavit is required.

11. MODE OF SERVICE, GAZETTAL, ETC.

(1) Except as otherwise provided by the Act, these Rules or an order—

- (a) a notice, summons or other document (except where personal service is required) is sufficiently served if left at, or sent by pre-paid post to, the last-known address of the person to be served or the address (if any) at which that person has authorized service on him to be effected, and the notice, summons or document, if so sent by pre-paid post, shall be

deemed to have been served at the time that it ought to be delivered in the ordinary course of post and notwithstanding it is returned by the postal authorities; and

- (b) no service is invalid by reason of the fact that the name or any of the names other than the surname (if any) of the person to be served has been omitted from the document containing the person's name if the Court is satisfied that in other respects the service of the document has been sufficient; and
- (c) when the lawyer for a party to be served accepts service of a document on behalf of that party and endorses the original or a copy of it to that effect that service is sufficient.

(2) Unless otherwise expressly provided in these Rules or expressly ordered—

- (a) all matters that are required to be gazetted shall be published once in the National Gazette; and
- (b) all matters that are required to be advertised shall be published once in a newspaper published in and circulated throughout the country not less frequently than once a week; and
- (c) all matters that require to be gazetted subsequent to a winding-up order shall be gazetted by the liquidator; and
- (d) where—
 - (i) a winding-up order is amended; or
 - (ii) a matter that has been gazetted has been amended or altered; or
 - (iii) a matter has been wrongly or inaccurately gazetted or advertised,

the matter must be re-gazetted or re-advertised with the necessary amendments and alterations.

(3) Unless otherwise expressly provided in these Rules or expressly ordered, where any matter is gazetted or advertised for or in connection with any proceedings under the Act or these Rules—

- (a) a memorandum referring to and giving the date of the gazettal or advertisement, signed by the person responsible for the gazettal or advertisement or his lawyer, shall be filed—
 - (i) if the advertisement relates to proceedings for or in connection with a winding-up by the Court—by the liquidator; or
 - (ii) in any other case—by the party responsible for publishing the advertisement; and
- (b) in the case of an advertisement for or in connection with a winding-up by the Court, a copy of the National Gazette or newspaper in which the advertisement appeared shall be delivered to the liquidator by the party responsible for publishing the advertisement; and

- (c) a memorandum under Paragraph (a) is prima facie evidence that the advertisement to which it refers was published in the National Gazette or in the issue of the newspaper mentioned in it.

12. INQUIRY AND CERTIFICATE AS TO MEETINGS ORDERED BY THE COURT.

(1) Where an order is made for the convening of a meeting to consider a resolution, the party obtaining the order or his lawyer shall, after the meeting has been held, attend before the Registrar on a day to be appointed by the Registrar.

(2) The Registrar shall inquire whether—

- (a) the meeting was duly convened; and
- (b) the resolution was duly passed at the meeting in accordance with the terms of the order under which it was held.

(3) The Registrar shall certify to the Court or the Judge—

- (a) whether the meeting was duly convened and the resolution was duly passed; and
- (b) if in his opinion any irregularities occurred in the convening of the meeting or in the passing of the resolution, the nature and extent of the irregularities.

(4) No order based on any such resolution shall be made by the Court or a Judge until a certificate of the Registrar under Subsection (3) has been filed.

13. FORMS.

Subject to these Rules, where a provision of these Rules is specified in the first column of Schedule 1 the form in Schedule 2 that is specified in the third column of Schedule 1 in relation to the provision is the form to be used for the purposes of the provision in relation to the matter or thing described in the second column of Schedule 1 in reference to it.

PART II. – PETITIONS.**14. APPLICATIONS REQUIRED TO BE BY PETITION.**

Applications under the following provisions of the Act shall be made by petition, and shall be heard and determined in open court:–

- (a) Section 66 (application to confirm a reduction of capital); and
- (b) Section 186 (application by the Attorney-General for the winding-up of a company or a foreign company after a report has been presented by an inspector appointed under Division VII.4); and
- (c) Section 197 (application for relief against oppression); and
- (d) Section 239 (application for the winding-up of a company by the Court); and
- (e) Section 326 (application for the winding-up of an unregistered company).

15. PRESENTATION OF PETITION.

(1) Presentation of a petition shall be effected by filing the petition in the Registry.

(2) The date and time of the presentation shall be endorsed on the petition by the Registrar.

(3) Except in the case of a petition to confirm a reduction of capital, the Registrar, on the presentation of the petition, shall appoint a time and place for the hearing.

16. VERIFICATION OF PETITION.

(1) A petition shall–

- (a) set out in the prayer the nature of the relief sought; and
- (b) contain all the allegations necessary in support of it; and
- (c) be verified by affidavit.

(2) The affidavit verifying the petition shall be made–

- (a) by the petitioner or by one of the petitioners, if more than one; or
- (b) where the petition is presented by a corporation–by a director, secretary or other principal officer of the corporation,

and shall be filed with the petition, and the affidavit is *prima facie* evidence of the statements in the petition.

(3) When a petition is required to be served, a copy of the verifying affidavit shall be served with the petition.

17. ENDORSEMENT OF TIME AND PLACE OF HEARING.

When a time has been appointed for the hearing of the petition, notice of the time and place appointed for hearing the petition shall be written on the petition and on the copies of it by the officer of the Court authorized by these Rules to fix the time and place for the hearing, and that officer may at any time before the petition has been advertised alter the time appointed and fix another time.

18. SERVICE OF PETITION.

(1) A petition shall, unless presented by the company, be served on the company.

(2) If there is no registered office, the petition may be served on the company—

(a) at the principal or last-known principal place of business of the company—

(i) by leaving a copy with any member, officer or servant of the company there; or

(ii) if no such member, officer or servant can be found there—by leaving a copy at the principal or last-known principal place of business; or

(b) by serving it on such member, officer or servant of the company as the Court directs.

(3) Where a petition in relation to a company in the course of being wound up is presented by a person other than the liquidator of the company, the petition shall be served personally on the liquidator.

19. COPY OF PETITION FOR MEMBER OR CREDITOR.

Each member or creditor of the company is entitled to be furnished by the petitioner or his lawyer with a copy of the petition within 48 hours after requiring it, on payment at the rate of 14t per folio of the copy.

20. NOTICE OF INTENTION TO APPEAR.

(1) A person who intends to appear on the hearing of a petition shall serve on the petitioner or his lawyer notice of his intention.

(2) The notice shall—

(a) be signed by the person or by his lawyer; and

(b) give the address of the person signing it; and

(c) be served, or (if sent by post) posted in such time as in the ordinary course of post to reach the address of the petitioner as shown in the petition—

- (i) not later than 4 p.m. of the day before the day appointed for the hearing of the petition; or
- (ii) if that day be a Monday, or a Tuesday following a public holiday, not later than 4 p.m. of the Friday before that day.

(3) A person who has failed to comply with this section shall not be allowed to appear on the hearing of the petition without the special leave of the Court.

21. LIST OF PERSONS INTENDING TO APPEAR.

(1) The petitioner or his lawyer 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 lawyers.

(2) On the day appointed for hearing the petition, a copy of the list referred to in Subsection (1), or if no notice of intention to appear has been given a statement to that effect, shall be filed by the petitioner or his lawyer, before the hearing of the petition.

22. AFFIDAVITS OPPOSING THE PETITION, AND IN REPLY.

(1) Affidavits in opposition to a petition shall be filed and a copy of them served on the petitioner or his lawyer at least seven clear days before the time appointed for the hearing of the petition.

(2) Any affidavit in reply to an affidavit filed in opposition to a petition (including a further affidavit in support of any of the facts alleged in the petition) shall be filed within three days after the date of service on the petitioner of the affidavit in opposition, and a copy of the affidavit in reply shall be served on the petitioner or his lawyer without delay.

23. SUBSTITUTION OF ANOTHER PERSON AS PETITIONER.

(1) Where a petitioner is not entitled to present a petition or, whether he is so entitled or not, where he—

- (a) fails to take all the steps prescribed by these Rules preliminary to the hearing of the petition; or
- (b) consents to withdraw his petition or to allow it to be dismissed or the hearing to be adjourned; or
- (c) fails to appear in support of his petition when it is called on in court on the day originally fixed for the hearing or any day to which the hearing has been adjourned, or appears and does not apply for an order in the terms of the prayer of his petition,

the Court, on such terms as it thinks just, may substitute as petitioner any person who, in the opinion of the Court, would have a right to present the petition and who wishes to proceed with the petition.

(2) Where a petitioner fails to advertise his petition within the time prescribed by or under these Rules or consents to withdraw his petition, an order to substitute a petitioner may be made by the Registrar at any time before the date fixed for the hearing.

PART III. – REDUCTION OF CAPITAL.**24. APPLICATION OF PART III.**

This Part applies only to a petition by a company to the Court for the confirmation of a resolution to reduce its share capital.

25. APPLICATION FOR DIRECTIONS.

After the petition has been presented, an application for directions as to the proceedings to be taken and the inquiry to be made shall be made without delay by summons returnable before the Registrar.

26. POWERS OF REGISTRAR.

On the hearing of the summons or on any adjourned hearing or hearings of the summons or any subsequent application, the Registrar may make such orders and such directions as he thinks proper as to all proceedings to be taken, and more particularly—

- (a) directing the petition to be heard by the Court on a date and place to be fixed by the Registrar; or
- (b) directing that, having regard to any special circumstances, all or any of the provisions of Section 66(2) of the Act shall not apply as regards any specified class of creditors; or
- (c) to the publication of notices; or
- (d) where the settlement of a list of creditors is ordered, fixing the date with reference to which the list of creditors is to be made out and generally fixing a time for and giving directions as to all other necessary or proper steps in the matter, whether expressly mentioned in the succeeding provisions of these Rules or not

27. FILING AFFIDAVITS VERIFYING LISTS OF CREDITORS.

(1) Within seven days after the date with reference to which the list of creditors is to be made out or within such other time as the Registrar orders, the company shall file an affidavit made by some officer or officers of the company competent to make it verifying a list containing, as far as possible, the names and addresses of the creditors of the company to whom the inquiry extends.

(2) The list shall also contain the amounts due to the creditors named in it in respect of any debts, claims or liabilities to which the inquiry extends, or in the case of any such debt payable on a contingency or not ascertained, or of any such claim or liability, the value as far as can be justly estimated of the debt, claim or liability.

(3) The list shall be filed with the affidavit.

(4) The person making the affidavit shall state in it his belief that the list verified by the affidavit is correct and that there was not at the date with reference to

which the list of creditors is to be made out any debt, claim or liability that, if that date were the commencement of the winding-up of the company, would be admissible in proof against the company except—

- (a) such debts, claims and liabilities as are set out in the list; and
- (b) any debts, claims or liabilities to which the inquiry does not extend.

28. PUBLICATION OF LIST OF CREDITORS.

Copies of the list containing the names and addresses of the creditors and the total amount due to them (including the value of any debts, claims or liabilities estimated in accordance with Section 27 but omitting the amounts due to them respectively), or if the Registrar so directs complete copies of the list, shall be kept at the registered office of the company and at the office of the lawyer to the company, and any person wishing to inspect the list may at any time during the ordinary hours of business inspect and take extracts from the list on payment of the sum of 20t.

29. NOTICE OF PETITION, ORDER AND LIST OF CREDITORS, ETC.

(1) Within seven days after the filing of the affidavit under Section 27, or at such other time and in such manner as the Registrar orders, the company shall gazette and advertise notice of the presentation of the petition.

(2) A notice shall state—

- (a) the amount of the proposed reduction of capital; and
- (b) the places where the list of creditors may be inspected; and
- (c) the time fixed by the Registrar within which creditors of the company, who are not in, but are entitled to be entered in, the list and wish to be entered in it, must send to the company or its lawyer—
 - (i) their names and addresses; and
 - (ii) the particulars of their debts or claims or the liabilities of the company to them; and
 - (iii) the names and addresses of their lawyers (if any).

(3) The company shall send to each creditor whose name is entered in the list a notice stating—

- (a) the amount of the proposed reduction of capital; and
- (b) the effect of the order directing the inquiry; and
- (c) the amount or estimated value of the debt or the contingent debt, or of the claim or liability, (or both) for which the creditor is entered in the list; and
- (d) the time fixed by the Registrar within which, if he claims to be entitled to be entered in the list as a creditor for a larger amount, he must send to the lawyer for the company—

- (i) his name and address; and
- (ii) the particulars of his debt or claim or the liability of the company to him; and
- (iii) the name and address of his lawyer (if any).

30. BARRING OF LATE CLAIMS.

(1) After the time fixed to send in particulars of his claim, no claim by any person to be a creditor, or to be a creditor for an amount larger than that for which he is entered on the list, shall be received without special leave by the Registrar and on such terms and conditions as to costs and otherwise as the Registrar thinks proper.

(2) On an application for special leave under Subsection (1), the summons shall be served on the company, and shall be supported by an affidavit setting out the facts on which the creditor relies.

31. AFFIDAVIT VERIFYING LIST.

(1) Within seven days after the expiration of the time fixed by the Registrar for creditors to send in particulars of their claims or within such other time as the Registrar directs, the company shall file with the Registrar an affidavit made by the company's lawyer stating the results of the notices gazetted, advertised or sent under Section 29 and verifying a list (to be filed with the affidavit) containing—

- (a) the names, in alphabetical order, and addresses of the persons who have sent in the particulars of their debts or claims or the liabilities of the company to them in pursuance of the respective notices; and
- (b) the amounts, or estimated amounts, of the debts, claims or liabilities.

(2) Some competent officer or officers of the company shall join in the affidavit and shall in the list distinguish which (if any) of the debts claims and liabilities—

- (a) are wholly or partly admitted by the company; and
- (b) are wholly or partly disputed by the company; and
- (c) are alleged by the company to be wholly or partly excluded from the inquiry.

(3) The company shall, at the same time, file with the Registrar the following lists of creditors made out in alphabetical order and showing the address of each creditor and the amount or estimated amount of the debt, claim or liability for which each is entered in the list kept under Section 28 or filed under Subsection (1):—

- (a) a list of all creditors who have been paid or who have consented to the proposed reduction of the company's capital, verified by an affidavit made by some competent officer or officers of the company exhibiting the receipts, and, where necessary, the invoices showing the payments made, and in the case of each consenting creditor a written consent signed—

- (i) by him; or
 - (ii) by a member of the firm, if the creditor is a firm; or
 - (iii) under the seal of the company, if the creditor is a company; and
- (b) a list of all creditors whose debts or claims the company does not admit at their full amounts but is willing to appropriate in such manner as the Registrar directs.

32. SETTLEMENT OF LIST OF CREDITORS.

(1) Where—

- (a) the company has filed a list of creditors consenting to the proposed reduction or of creditors whose debts or claims, or the liabilities of the company to whom, the company is willing to appropriate as the Registrar directs; or
- (b) any debt, claim or liability, the particulars of which have been sent in accordance with the preceding provisions of this Part, has not been admitted by the company at its full amount or estimated amount and the company is not willing to appropriate its full amount as the Registrar directs; or
- (c) any such debt, claim or liability is alleged by the company to be not wholly included in the inquiry,

the company shall without delay apply *ex parte* to the Registrar for directions.

(2) On the application the Registrar may—

- (a) order that the affidavit verifying the consent is sufficient proof of the consent, or may require any further proof; and
- (b) give such directions as he thinks proper for securing, in accordance with Section 66(2) of the Act, the payment of the debt or claim of, or the discharge of the liability of the company to, any creditor who does not consent to the proposed reduction,

and for that purpose may require such evidence and give such directions as are necessary and may give such further or other directions as appear to him desirable.

(3) Where—

- (a) the company contends that a person is not entitled to be entered in the list of creditors in respect of any debt, claim or liability, whether admitted or not; or
- (b) any debt, claim or liability the particulars of which have been sent in are not admitted by the company at its full amount or estimated amount,

then unless the company is willing to appropriate in such manner as the Registrar directs the full amount of the debt, claim or liability the company shall, if the Registrar so directs, serve on the creditor a notice that he is required—

- (c) to come in and establish his title to be entered on the list; or
- (d) to come in and prove the debt, claim or liability or such part of it as is not admitted by the company,

as the case may be, by a day and time specified in the notice, being a day not less than four clear days after the notice, and being the time appointed by the Registrar for adjudication on the titles, debts, claims and liabilities.

33. PROOF OF DEBT.

A creditor who has received notice that he is required to come in and prove his title shall file an affidavit verifying his debt or claim or the liability of the company to him, and shall on the day fixed appear before the Registrar and there produce all deeds and documents necessary to prove his debt or substantiate the claim or liability.

34. ADJOURNMENT OF HEARING, ETC.

The Registrar may adjourn the hearing of the proofs of debts, claims and liabilities as often as he thinks proper, and may on the hearing or any adjourned hearing—

- (a) direct such investigation of all or any of the claims; and
- (b) require such further particulars, information or evidence relating to the claims,

as he thinks proper, and may hear evidence and disallow any claim or any part of a claim or fix the amount at which any debt, claim or liability is to be allowed.

35. CREDITORS' COSTS.

(1) A creditor who has come in and established his debt or claim or the liability of the company to him is entitled to costs unless the Registrar is of opinion that in the circumstances costs ought not be allowed.

(2) The Registrar shall fix the costs unless he thinks fit to direct them to be taxed, and the amount of the costs so fixed or taxed shall be added to the debt, claim or liability so established.

36. CREDITORS WRONGLY LISTED AS CONSENTING.

On the application of a creditor appearing on any list as having consented to the proposed reduction of the company's capital, the Registrar may before, or the Court may on, the hearing of the petition—

- (a) if he or it is satisfied that the creditor has not consented or that the circumstances of his consent were such as to make it proper to do so, order that the creditor be at liberty to appear on the hearing of the petition and oppose the proposed reduction of capital; and

- (b) for that purpose, direct any investigation, and require such particulars or information or hear such evidence as he or it thinks fit to require.

37. REGISTRAR'S CERTIFICATE.

(1) The result of the settlement of the list of creditors shall be stated in a certificate to be settled and signed by the Registrar and filed without delay.

(2) The certificate shall state—

- (a) the debts, claims or liabilities admitted at their full amount by the company; and
- (b) the debts, claims or liabilities the full amount of which the company is willing to appropriate; and
- (c) the names of the creditors who have come in under Section 33 and sought to establish their title to be entered in the list of creditors, distinguishing—
 - (i) those whose debts or claims, or the liabilities of the company to whom, have been disallowed by the Registrar; and
 - (ii) those the amounts of whose debts or claims, or the liabilities of the company to whom, have been fixed by the Registrar,

and showing the amounts so fixed; and

- (d) the debts, claims or liabilities the full amount of which the company does not admit or is not willing to appropriate, or such as have been disallowed or the amounts of which have not been fixed by the Registrar; and
- (e) the names of the creditors appearing on the list filed by the company as consenting to the proposed reduction of capital and the total amount of the debts due to them; and
- (f) the total amount of the debts or claims the payment of which has been secured as provided by Section 66(2) of the Act and the persons to or by whom they are due or claimed.

(3) No reference need be made in the certificate to any debts, claims or liabilities to which the inquiry does not extend.

38. DATE FOR HEARING OF PETITION.

(1) Where a list of creditors has been settled the Registrar shall on settling and signing his certificate fix the time and place for the hearing of the petition, which time shall not be less than 14 days after the filing of his certificate.

(2) When a time is fixed under Subsection (1), the company shall, not less than five days before the day so fixed, gazette and advertise a notice, in the prescribed form, of the day fixed for the hearing.

39. APPEARANCE BY DISSENTING CREDITOR.

(1) A person appearing on the Registrar's certificate to be a creditor of the company who has not consented to the proposed reduction of capital and whose debt or claim, or the liability of the company to whom, has not been secured in full may appear on the hearing of the petition and oppose the application unless—

- (a) the company is willing to appropriate his debt or claim, or the liability of the company to him, in such manner as the Court directs; or
- (b) his debt or claim, or the liability of the company to him, has been discharged or determined.

(2) A dissenting creditor who appears at the hearing of an application under Section 66 of the Act is entitled to costs unless the Court is of the opinion that in the circumstances his costs are not to be allowed.

40. HEARING.

(1) The Court may adjourn the hearing of the petition from time to time as it thinks fit.

(2) On the hearing of the petition, the Court may give such directions as it thinks proper for securing, in accordance with Section 66(2) of the Act, the payment of the debts or claims of any creditors who do not consent to the proposed reduction, and for that or any other purpose may require such evidence and give such further directions as are necessary.

41. ORDER CONFIRMING REDUCTION.

An order confirming a reduction shall show the particulars required to be shown by Section 66(5) of the Act, and shall contain directions—

- (a) as to the time within which an office copy of the order shall be lodged with the Registrar of Companies; and
- (b) as to the manner and mode in which notice of the order is to be gazetted and advertised after the office copy of the order has been lodged with the Registrar of Companies.

PART IV. – WINDING-UP BY THE COURT AND APPLICATIONS UNDER SECTION 186 OF THE ACT.

42. APPLICATION OF PART IV.

This Part applies only to petitions for winding-up and petitions under Section 186 of the Act.

43. ADVERTISEMENT OF PETITION.

(1) A petition shall be gazetted and advertised not less than 14 days before the hearing.

(2) The advertisement shall state—

- (a) the day on which the petition was presented; and
- (b) the date and place appointed for the hearing of the petition; and
- (c) the name and address of the petitioner and of his lawyer and town agent (if any),

and shall contain a note at its foot stating that any person who intends to appear at the hearing of the petition, either to oppose or support, must send notice of his intention to the petitioner or to his lawyer within the time and in the manner specified in Section 20.

(3) An advertisement of a petition that does not contain a note required by Subsection (2) shall be deemed to be irregular.

44. NOMINATION OF OFFICIAL LIQUIDATOR BY REGISTRAR.

(1) On the application of the petitioner, the Registrar shall nominate in writing the official liquidator who is entitled to be appointed as liquidator if an order for the winding-up of the company is made by the Court.

(2) The Registrar may, as circumstances require, make further nominations.

(3) Before the hearing of the petition the petitioner or his lawyer shall obtain and file the written consent of the official liquidator nominated by the Registrar.

45. ATTENDANCE ON REGISTRAR.

(1) After a petition has been presented, the petitioner or his lawyer shall, on a day appointed by the Registrar, attend before the Registrar and satisfy him that—

- (a) the petition has been duly gazetted and advertised; and
- (b) the prescribed affidavit verifying the statements in the petition and the affidavit of service (if any) have been duly filed; and
- (c) the written consent of the liquidator nominated by the Registrar has been obtained and filed; and

- (d) the provisions of these Rules as to petitions have been duly complied with by the petitioner,

and a certificate under the hand of the Registrar is evidence that the provisions of this section have been complied with.

(2) No order other than an order for the dismissal or adjournment of the petition shall be made on the petition of a petitioner who has not, before the hearing of the petition, attended before the Registrar at the time appointed and satisfied him as required by this section.

46. NOTICE OF WINDING-UP ORDER.

(1) Where an order is made for the winding-up of a company, the petitioner shall inform the liquidator without delay, and shall, within 14 days of the pronouncement of the order—

- (a) gazette and advertise a notice of the making of the order; and
(b) serve on the liquidator a copy of the order.

(2) The copy of the winding-up order required by Section 247(2) of the Act to be served on the secretary or manager of the company may be served either personally or by pre-paid post addressed to the secretary or manager at the registered office of the company (if any), or if there is no such registered office at its principal or last-known place of business.

(3) Unless the Court otherwise directs, an order for the winding-up of a company by the Court shall contain at its foot a note stating that it is the duty of such of the persons who are liable to make out, or concur in making out, the company's statement of affairs as the liquidator requires to attend on the liquidator at such time and place as he appoints and give him all the information that he may require.

47. ORDER APPOINTING PROVISIONAL LIQUIDATOR.

(1) At any time after the presentation of a petition, on application by a creditor or contributory or by the company and on proof by affidavit of sufficient grounds for the appointment of a provisional liquidator, the Court may make the appointment on such terms as the Court thinks just or necessary.

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

(3) On the pronouncement of the order the party obtaining the order shall without delay file a notice of the making of the order with the Registrar of Companies, and cause the notice to be gazetted and advertised.

(4) Unless the Court otherwise orders, the expense of complying with Subsection (3) is a charge on the assets of the company.

(5) Within seven days after the order is issued the party obtaining the order shall file with the Registrar of Companies an office copy of the order and serve a copy of it on the company and on any other person on whom the Court directs service to be made.

(6) On the completion of his term of office, a provisional liquidator is, on accounting to the liquidator (if any), entitled to be paid out of the property of the company all costs, charges and expenses properly incurred by him and such remuneration as is authorized by the order appointing him or any subsequent order, and may retain out of the property the amount of such costs, charges, expenses and remuneration.

PART V. – MOTIONS.**48. APPLICATIONS REQUIRED TO BE BY MOTION.**

Applications under the following provisions of the Act shall be made by motion, and shall be heard and determined in open court:–

- (a) Section 12(10) (appeal from decision of the Companies Auditors Board); and
- (b) Section 29(5) (application to cancel alteration in objects of company); and
- (c) Section 61 (application to confirm the issue of shares at a discount); and
- (d) Section 64 (application to validate the issue or allotment of shares invalidly issued or created or to confirm the terms of issue or allotment of such shares); and
- (e) Section 67 (application to set aside a proposed variation or abrogation of rights attached to shares); and
- (f) Section 91(5) (application by trustee or representative to confirm, set aside or vary a direction of the interest holders); and
- (g) Section 97(4) (application to confirm resolution to wind up scheme relating to interests other than shares or debentures); and
- (h) Section 125 (application by an undischarged bankrupt for leave to act in the management of a corporation); and
- (i) Section 142 (application by certain convicted persons for leave to engage in the management of a company); and
- (j) Section 181(5) (application for Court to inquire into case of offending officer or agent); and
- (k) Section 184(10) (application for Court to inquire into case of offending officer or agent); and
- (l) Section 190(2) (application as to removal of restrictions on shares); and
- (m) Section 249(1) (application to remove liquidator appointed by the Court); and
- (n) Section 261 (application to stay proceedings in a winding-up); and
- (o) Section 383(3) (application for the repayment of moneys to a company); and
- (p) Section 284 (application for leave to wind up voluntarily when a petition for winding-up by the Court has been presented); and
- (q) Section 286(2) (application to remove a liquidator and appoint another in his place); and

- (r) Section 397(2) (application for relief in respect of any default or breach of trust); and
- (s) Section 401 (application for assessment of damages against delinquent officers).

49. NOTICE OF MOTION.

(1) A notice of motion shall state the nature and the grounds of the application.

(2) Where a notice of motion is required by these Rules to be served, the notice shall be served not less than two clear days before the day named in the notice for hearing the motion.

(3) Every motion shall be supported by an affidavit, and a copy of any affidavit in support of the motion shall be served on the respondent.

PART VI. – SUMMONSES.**50. APPLICATIONS REQUIRED TO BE BY SUMMONS.**

(1) Applications under the following provisions of the Act shall be made by summons, and shall be heard and determined by a Judge in chambers:—

- (a) Section 13(2) (application for order that Registrar assign bond); and
- (b) Section 17 (application in relation to proprietary companies); and
- (c) Section 71 (application for approval of payment of interest out of capital); and
- (d) Section 75(5) (application for substitution of corporate trustee); and
- (e) Section 80(1) (application for direction that security for certain debentures be enforceable); and
- (f) Section 81(3) or (4) (application for order for directions as to protection of interests of debenture holders); and
- (g) Section 82(1) (application by trustee for debenture holders for directions or to determine questions); and
- (h) Section 104(4) (applications for order for delivery up of documents to company); and
- (i) Section 115 (application to extend time for filing charges and to rectify register of charges); and
- (j) Section 147(1) (application for order that a meeting be called other than in accordance with the articles or the Act); and
- (k) Section 151(6) (application to dispense with circulation of statement); and
- (l) Section 162 (application for order on default in relation to production of register of members); and
- (m) Section 163 (application to rectify register of members); and
- (n) Section 169(5) (application for order that company records be available for inspection); and
- (o) Section 192 (application for order for meetings in relation to a compromise or arrangement); and
- (p) Section 192(3), (4) and (10) (application to sanction compromise or arrangement with creditors or members or to restrain proceedings against the company); and
- (q) Section 194 (application for order facilitating compromise or arrangement); and
- (r) Section 196 (application for order as to acquisition of shares of dissenting share-holders); and

- (s) Section 197(4) (application for leave to make alteration to memorandum or articles inconsistent with a court order); and
- (t) Section 213(5) or 220 (application to determine appointment as official manager); and
- (u) Section 218 (application to proceed or stay proceedings when company under official management); and
- (v) Section 222(6) (application for appointment of liquidator nominated by company); and
- (w) Section 224(4) (application for leave to dispose of company's assets); and
- (x) Section 225 (application for directions in an official management); and
- (y) Section 227 (application to determine all proceedings relating to official management); and
- (z) Section 228(1) (application to Court for variation or cancellation of resolution appointing official manager); and
- (za) Section 230(10) (application for release of official manager); and
- (zb) Section 233 (application to invalidate meeting); and
- (zc) Section 241 (application for order that proceedings be deemed not validly taken); and
- (zd) Section 245(1) (application to validate disposition of property after commencement of Court winding-up); and
- (ze) Section 250(2) (application to vest company property in liquidator); and
- (zf) Sections 256 and 257 (applications with respect to release or resignation of liquidator); and
- (zg) Section 263(1) (application for direction that property be delivered to liquidator); and
- (zh) Section 263(2) (application to direct payment of money due from a contributory); and
- (zi) Section 263(3) and (4) (application for order for calls and payment of calls); and
- (zj) Section 265(3) (application for order as to priorities in payment of costs, charges and expenses in a winding-up); and
- (zk) Section 267 (application for order summoning persons for examination); and
- (zl) Section 268 (application for order summoning persons for public examination); and
- (zm) Section 270 (application for order for arrest of absconding contributory); and
- (zn) Section 271 (application for leave to rectify register or make call); and

- (zo) Section 282 (application for direction that company property be delivered to liquidator); and
- (zp) Section 290(4) (application to sanction resolution transferring company's business or property where company later wound up by Court); and
- (zq) Section 290(5) (application for directions as to arbitration); and
- (zr) Section 290(7) (application for approval of exercise of certain powers by liquidator in creditors' voluntary winding-up); and
- (zs) Section 293(3) (application for settlement of dispute as to value in an arrangement with creditors); and
- (zt) Section 293(4) (application to amend, vary or confirm an arrangement); and
- (zu) Section 294 (application for determination of a question or for exercise by Court of powers in a voluntary winding-up); and
- (zv) Section 297 (application relating to the control and conduct of a liquidator in a winding-up); and
- (zw) Section 299 (application for order in respect of decision of the liquidator); and
- (zx) Section 310(9) (application for order as to distribution of assets where there have been indemnifying creditors); and
- (zy) Section 315(2) (application to set aside rights of liquidator in favour of an executing or attaching creditor); and
- (zz) Section 316(4) (application to set aside rights of liquidator where Sheriff executing judgement on behalf of a creditor); and
- (zza) Section 317(1) (application for reference to the Attorney-General of question of prosecution of delinquent officer or member); and
- (zzb) Section 317(4) (application for order conferring power to investigate the affairs of the company); and
- (zzc) Section 317(5) (application to approve liquidator proceeding against delinquent officer or member); and
- (zzd) Section 317(6) (application to direct liquidator to report delinquent officer or member); and
- (zze) Section 317(9) (application to direct that persons concerned in company's affairs assist prosecution); and
- (zzf) Section 318(1) (application to declare dissolution void); and
- (zzg) Section 319(6) (application for order that name of a company be restored to the register); and
- (zzh) Section 364(6) (application for direction as to disposal of net assets in the country of a foreign company); and

- (zzi) Section 398(4) (application with respect to enlargement or abridgement of time); and
- (zzj) Section 400 (application to examine defaulting officers); and
- (zzk) Section 402 (application for authority to inspect or to require production of books of a company); and
- (zzl) Section 406 (application for order that document be made available for inspection).

(2) An application under Subsection (1)(zk), (zl), (zm), (zq), (zv), (zzc), (zzg), or (zzl) may be made *ex parte*, and an application under Subsection (1)(zz) shall be made on notice to the Sheriff, who is entitled to be heard on the application.

(3) An application under Subsection (1)(o) shall be supported by an affidavit exhibiting a copy of the proposed compromise or arrangement, which shall be filed.

(4) After the holding of a meeting ordered under Section 192(2) of the Act, the lawyer for the applicant shall attend before the Registrar on a day to be appointed by the Registrar, and the Registrar shall inquire whether—

- (a) the meeting was duly summoned and held in the manner directed by the Court or Judge; and
- (b) a compromise or arrangement was agreed to by the necessary majority of creditors or members,

as the case may be.

(5) The Registrar shall certify to the Court or Judge—

- (a) whether—
 - (i) the meeting was duly summoned and held; and
 - (ii) the compromise or arrangement was agreed to by the necessary majority; and
- (b) if in his opinion any irregularities occurred in the summoning of the meeting or in the proceedings of the meeting, the nature and extent of the irregularities.

(6) Application for the approval of a compromise or arrangement shall not be made until a certificate of the Registrar in accordance with this section has been obtained and filed.

51. APPLICATIONS TO BE MADE TO THE REGISTRAR.

(1) All applications required or authorized by the Act or these Rules (other than those referred to in Sections 14, 48 and 50) shall be made on summons, and shall be heard and determined by the Registrar who may exercise in respect of every such application any of the powers conferred on the Court or a Judge in relation to such application.

(2) With the consent of all parties, an application under Section 50 may be heard by the Registrar, but the failure of any party to seek or give consent does not prejudice his right to costs on a summons before a Judge.

52. SUMMONSES TO BE SUPPORTED BY AFFIDAVIT.

(1) A summons, where necessary, shall be supported by affidavit, and—

- (a) where the summons is required to be served, a copy of the affidavit shall be served with the summons; and
- (b) an affidavit in support on an ex parte summons shall show the parties interested and their interests.

(2) On the hearing of the summons, the Judge or Registrar shall give such directions as he thinks proper, and in particular directions as to notices to be given to any of the parties interested, and may—

- (a) adjourn the application to enable such parties to attend; and
- (b) if he thinks it proper in the circumstances to do so, adjourn into court the hearing or the further hearing of the summons.

53. SUMMONS FOR DIRECTIONS BY LIQUIDATOR.

(1) Where—

- (a) a liquidator desires to obtain directions as to any matter in relation to a winding-up; or
- (b) an applicant in any proceedings under these Rules desires to obtain directions as to the proceedings to be taken in relation to the application,

he may take out a summons for directions and apply ex parte to the Registrar for directions in relation to the matter or proceedings.

(2) On an application for directions, the Registrar may adjourn the application and direct that notice by advertisement or otherwise of the application be given to such persons or classes of persons as he directs.

PART VII. – LIQUIDATORS’ REPORTS.

54. CONTENTS OF LIQUIDATORS’ REPORTS.

A report made by the liquidator under Section 252 of the Act shall state in narrative form the facts and matters that the liquidator is required or desires to bring to the notice of the Court and his opinion as required by that section.

55. REPORTS TO BE MADE BY LIQUIDATORS.

(1) The reports under the following provisions of the Act to be made by the liquidator shall be made by being filed in the Registry:—

- (a) Section 252(1) (preliminary report in a winding-up by the Court); and
- (b) Section 252(2) (further reports in a winding-up by the Court); and
- (c) Section 261(2) (report in relation to application to stay winding-up proceedings).

(2) A further report made under Section 252(2) of the Act is not open to the inspection of a creditor, contributory or other person, except the liquidator or his lawyer, unless the Court so directs.

56. CONSIDERATION OF REPORTS UNDER SECTION 252(2) OF THE ACT.

(1) A further report under Section 252(2) of the Act shall be considered by the Judge in chambers on the application of the liquidator or the Registrar of Companies made by summons ex parte.

(2) The Judge may direct service of the summons on any other person concerned.

(3) The liquidator shall, personally or by his lawyer, attend on the consideration of the report and give to the Judge any further information or explanation with reference to the matters stated in the report that the Judge requires.

PART VIII. – EXAMINATIONS.

57. APPLICATIONS FOR EXAMINATIONS UNDER SECTIONS 267 AND 269 OF THE ACT.

(1) An application to the Court to summon persons for examination under Sections 267 and 269 of the Act shall be made ex parte, and may be made by the liquidator or a creditor or contributory.

(2) If the application is made by a creditor or contributory, it shall be made by summons served on the liquidator and supported by affidavit.

58. APPLICATIONS FOR EXAMINATIONS UNDER SECTION 268 OF THE ACT.

(1) An application for an order for a public examination under Section 268 of the Act may be made ex parte by the liquidator or by the Registrar of Companies.

(2) If an application is made by the Registrar of Companies notice of it shall be given to the liquidator.

59. APPLICATIONS FOR EXAMINATIONS UNDER SECTION 297 OF THE ACT.

An application for an order for the examination of the liquidator or other person under Section 297 of the Act may be made ex parte by the Registrar of Companies or a creditor or contributory to a Judge in chambers, and shall be supported by affidavit.

60. LIQUIDATOR AT EXAMINATIONS UNDER SECTIONS 267 AND 269 OF THE ACT.

The liquidator may attend in person or by a lawyer at any examination of a witness under Sections 267 and 269 of the Act, and he or his lawyer may take notes of the examination for his use, and put such questions to the persons examined as the Court allows.

61. APPLICATION FOR APPOINTMENT.

(1) On an order being made under Section 268 of the Act directing a person to attend for public examination, the liquidator shall apply ex parte to the Registrar for the appointment of a day on which the public examination is to be held.

(2) The liquidator or his lawyer shall cause a notice of the day and place appointed under Subsection (1) for holding the public examination to be served on the person to be examined.

62. NOTICE OF APPOINTMENT TO CREDITORS AND CONTRIBUTORIES.

(1) The liquidator shall give notice of the public examination to the creditors and contributories by the gazettal and advertising of a notice of the time and place appointed for holding the examination.

(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 or gazetted.

63. EXAMINATIONS UNDER SECTIONS 267, 268 AND 269 OF THE ACT.

Where an order has been made for a private examination under Sections 267 and 269, or for a public examination under Section 268, of the Act—

- (a) the examination shall be held either in chambers or before a Magistrate Grade IV, as the Judge in chambers directs, and in the case of an examination under Sections 267 and 269 of the Act the Judge may order that the examination be not held in open court and be not open to the public; and
- (b) in the order for examination or in a subsequent order the Judge may give directions as to the matters on which any person is to be examined; and
- (c) if a person examined before a Magistrate fails or refuses to answer to the satisfaction of the Magistrate any question that he allows to be put, the Magistrate may exercise, in respect of the failure or refusal, any powers that the Court might have exercised had the failure or refusal been made in an examination before the Court; and
- (d) where on an examination held before a Magistrate he thinks that the examination is unnecessarily protracted, or for any other sufficient cause, he may adjourn the examination of any person so that it may be held before the Court.

64. NOTES OF EXAMINATIONS AND POWERS OF COMMISSIONER.

(1) If the Court or person before whom any examination under the Act or these Rules is directed to be held thinks that a person, other than the person before whom an examination is taken, should be appointed to take down in shorthand or otherwise record the evidence of any person examined, the Court or person before whom the examination is taken may make the appointment.

(2) The person at whose instance the examination is taken shall nominate a person for the purpose of Subsection (1), and the person so nominated shall be appointed unless the Court or person holding the examination otherwise orders.

(3) A person appointed under Subsection (2) shall be paid either by the person at whose instance the appointment was made or out of the assets of the company, whichever is directed by the Court.

65. NOTES OF DEPOSITIONS.

(1) The notes of the depositions of a person examined under Sections 267 and 269 of the Act or under an order of the Court, whether before the Court or before a person appointed to take the examination (other than the notes of the depositions of a person examined at a public examination under Section 268 of the Act), shall be filed but shall not be open to the inspection of any creditor, contributory or other person, except the liquidator or his lawyer, unless the Court so directs, and the Court may give such general or special directions as it thinks expedient as to the custody and inspection of the notes and the furnishing of copies of or extracts from them.

(2) After being signed as required by Section 268(7) of the Act, the notes of the depositions of a person examined under that section shall be filed, and shall be open to the inspection of the liquidator and of any creditor or contributory.

66. FAILURE TO ATTEND OR ABSCONDING.

If—

- (a) a person who has been directed by the Court to attend for public examination fails to attend at the time and place appointed and no good cause is shown by him for the failure; or
- (b) before the day appointed for the examination the liquidator satisfies the Court that any such person has absconded, or that there is reason for believing that he is about to abscond, with a view to avoiding examination,

the Court, on proof to its satisfaction that notice of the order and of the time and place appointed for attendance at the public examination was duly served, may without any further notice issue a warrant for the arrest of the person, or make such other order as the Court thinks just.

PART IX. – ORDERS.

67. SETTling AND ISSUING ORDERS.

(1) Every order made by the Court on petition or motion shall be settled by the Registrar and issued from the office of the Registrar, unless the Judge making the order directs that no order need be drawn up.

(2) 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 making the order is sufficient evidence of the order having been made.

68. DOCUMENTS REQUIRED FOR SETTling ORDER.

(1) Subject to any direction to the contrary, every order shall be passed and entered without delay, and the petitioner or his lawyer, the applicant or his lawyer and all other persons who have appeared on the hearing of a petition or motion shall, not later than the day after the order is pronounced in Court, leave at the office of the Registrar all the documents required for the purpose of enabling the Registrar to settle the order without delay.

(2) It is not necessary for the Registrar to make an appointment to settle the order unless in any particular case the special circumstances make an appointment necessary.

69. DELIVERY OF OFFICE COPY OF ORDER CONFIRMING ISSUE OF SHARES AT DISCOUNT TO REGISTRAR OF COMPANIES.

Unless the Court otherwise directs, an order confirming the issue of shares at a discount shall contain a direction that an office copy of the order be delivered to the Registrar of Companies for registration within seven days from the date of the order, or within such time as the Court allows, and that the order not take effect until after the office copy has been so delivered.

**PART X. – POWERS AND DUTIES OF LIQUIDATOR AND PROCEEDINGS
IN WINDING-UP BY THE COURT.**

70. LIQUIDATORS AS OFFICERS OF COURT.

(1) All official liquidators are officers of the Court.

(2) Judicial notice shall be taken of the appointment of any person as an official liquidator.

71. ATTENDANCE OF LISTED CONTRIBUTORIES AT PROCEEDINGS.

(1) Every person for the time being on the list of contributories of the company, and every person whose proof has been admitted, may at his own expense attend proceedings in relation to the winding-up of a company by the Court, and is entitled on payment of the costs of the notice to have notice of such of those proceedings as he requests in writing.

(2) If the Court is of the opinion that the attendance of any person referred to in Subsection (1) on any proceedings has occasioned additional costs that ought not be borne by the funds of the company, it may direct the costs or a gross sum in place of them to be paid by him, and he is not entitled to attend any further such proceedings until he has paid the costs

(3) 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 on any question or in relation to any proceedings before the Court, and may remove the person so appointed.

(4) If more than one person is appointed under Subsection (3) to represent one class of creditors or contributories, the persons appointed shall employ the same lawyer to represent them.

72. LIQUIDATOR'S ATTENDANCE AT PROCEEDINGS.

Where the attendance of the liquidator's lawyer is required on any proceedings in court or chambers, the liquidator need not attend in person except where his presence is necessary or the Court directs him to attend.

73. STATEMENT OF AFFAIRS.

(1) A person who has been required under Section 251 of the Act by the liquidator to submit and verify a statement as to the affairs of the company shall be furnished by the liquidator with forms and instructions for the preparation of the statement.

(2) The liquidator may from time to time hold personal interviews with any person referred to in Section 251(2) of the Act for the purpose of investigating the company's affairs, and every such person shall attend at such time and place as the liquidator appoints and shall give to the liquidator all information that he requires.

(3) When any person requires an extension of time for submitting the statement of affairs, he shall apply to the liquidator who may, for special reasons, give a written certificate extending the time, which shall be filed with the proceedings in the winding-up and makes an application to the Court unnecessary.

(4) After the statement of affairs of a company has been submitted to the liquidator, each person who has made or concurred in making the statement shall attend (if required) and answer all questions put to him by the liquidator, and shall give all further information required of him in relation to the statement of affairs.

(5) Any default in complying with the requirements of Section 251 of the Act shall be reported by the liquidator to the Court.

74. COSTS OF PREPARING STATEMENT OF AFFAIRS.

Before incurring any costs or expenses in and about the preparation and making of the statement, a person who is required to make or concur in making any statement of affairs of a company shall apply to the liquidator for his sanction and submit a statement of the estimated costs and expenses that 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 such costs or expenses that have not been sanctioned by the liquidator before being incurred.

75. LIQUIDATOR'S BANK ACCOUNT.

(1) Unless otherwise directed by the Court, a liquidator of a company that is being wound up by the Court shall—

- (a) open in a bank to be named in the winding-up order a trust account to be known as the liquidator's General Account, in the name of the company being wound up together with the words "in liquidation"; and
- (b) pay all moneys received by him into that account immediately after receipt.

(2) Subject to any order to the contrary, all payments out of an account referred to in Subsection (1) shall be made by cheque payable to order, and there must be marked or written on the face of every such cheque the name of the company, and the cheque shall be countersigned—

- (a) where there is a committee of inspection—by at least one member of the committee or by such other person (if any) as the committee of inspection appoints; and
- (b) where there is no committee of inspection—by such person or persons (if any) as the Court directs.

76. MONEYS, ETC., RECEIVED TO BE DEPOSITED IN TRUST ACCOUNT.

(1) As soon as a bill of exchange, promissory note or other security payable to the company or to the liquidator comes into the hands of the liquidator it shall be

deposited by him in the bank named in the winding-up order, for the purpose of being presented by the bank for acceptance and payment or for payment only, as the case requires.

(2) As they come into his hands, all marketable securities shall be deposited by the liquidator, for the purpose of safe custody, with the bank named in the winding-up order.

(3) A bill, note or marketable or other security deposited with the bank named in the winding-up order shall be delivered out only on a request signed—

- (a) by the liquidator and, if there is a committee of inspection, by at least one member of the committee or by such other person (if any) as the committee appoints; or
- (b) if there is no committee of inspection, by the liquidator and such person or persons (if any) as the Court directs.

77. PAYMENT INTO COURT OF TRUST ACCOUNT MONEYS.

All or any part of the money for the time being standing to the credit of the account of the liquidator at the bank named in the winding-up order and not immediately required for the purposes of the winding-up may be paid into Court to the credit of an account intitled in the matter of the company in liquidation.

78. DIRECTIONS AS TO MONEY.

(1) The Registrar may give special directions with respect to the payment, deposit or custody of moneys or securities payable to or coming into the possession of a liquidator.

(2) Where application is made to the Registrar to authorize the liquidator in a winding-up by the Court to make his payments into and out of a special bank account, the Registrar may—

- (a) grant the authorization for such time and on such terms as he thinks proper; and
- (b) at any time order the account to be closed if he is of opinion that the account is no longer required.

(3) An office copy of every order of the Registrar giving special directions with respect to the payment, deposit or custody of moneys or securities shall be served on the bank concerned

79. APPLICATION FOR APPOINTMENT OF SPECIAL MANAGER.

(1) An application by the liquidator for the appointment of a special manager shall be supported by a report of the liquidator, which shall be placed on the file of proceedings, and the report shall state the powers that, in the liquidator's opinion, should be entrusted to the special manager and—

- (a) the amount of remuneration that in the opinion of the liquidator ought to be allowed to the special manager; or
- (b) that in the opinion of the liquidator it is desirable that the fixing of the remuneration should be deferred.

(2) Unless the Registrar otherwise directs, the remuneration of a special manager shall be stated in the order appointing him, but the Registrar may, for good cause shown, make an order increasing, reducing or otherwise altering the remuneration of the special manager.

80. SPECIAL MANAGER'S ACCOUNTS.

A special manager shall account to the liquidator and his accounts shall be verified by statutory declaration, and when approved by the liquidator the totals of the receipts and payments shown in the accounts shall be added by the liquidator to his accounts.

81. SECURITY BY SPECIAL MANAGER.

In the case of a special manager—

- (a) security shall be given to the satisfaction of the Registrar, or in such other manner as the Court from time to time directs; and
- (b) it is not necessary that security be given in each separate winding-up, but security may be given specially for a particular winding-up, or generally, to be available for any winding-up in which the person giving security is appointed special manager; and
- (c) the Registrar shall fix the amount and nature of the security, and may, as he thinks fit, either increase or diminish the amount of special or general security that any person has given, in which case the special manager shall give additional security accordingly within such time as the Registrar prescribes or may reduce the amount of his security, as the case may be; and
- (d) the certificate of the Registrar that a special manager has given security to his satisfaction shall be lodged with the Registrar of Companies; and
- (e) the cost of furnishing the required security by a special manager (including any premiums that he may pay for the security) 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.

82. FAILURE TO GIVE OR KEEP UP SECURITY.

(1) If a special manager fails to give the required security or additional security within the required time, the liquidator shall report the failure to the Registrar and the Registrar may thereupon rescind the order appointing the special manager.

(2) If a special manager fails to keep up his security, the liquidator shall report the failure to the Registrar and the Registrar may thereupon remove the special manager and make such order as to costs as he thinks proper.

(3) On application made ex parte and on being satisfied that the condition of any bond given as security has been broken, the Registrar may order the bond to be assigned to some person to be named in the order, and the person, his executors or administrators—

- (a) are entitled to sue on the bond in his or their own name or names as if the bond had been originally given to him; and
- (b) are entitled to recover on the bond, as trustee or trustees for all persons interested, the full amount recoverable in respect of any breach of the condition of the bond.

PART XI. – MAKING AND SETTLING LIST OF CONTRIBUTORIES IN A WINDING-UP BY THE COURT.

83. SETTLEMENT OF PROVISIONAL LIST OF CONTRIBUTORIES.

(1) Unless the Registrar dispenses with the settlement of a list of contributories, the liquidator shall, with all convenient speed after his appointment, make out a provisional list of contributories.

(2) The list shall–

- (a) 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 the shares or interest; and
- (b) set out the several classes of contributories, distinguishing between persons who are contributories in their own right and persons who are contributories as being representatives of or liable for the debts of others.

84. NOTICE OF APPOINTMENT FOR SETTLEMENT.

The liquidator shall–

- (a) appoint a time and place for settling the provisional list of contributories; and
- (b) give not less than 14 days' written notice of the time and place appointed to each person whom he proposes to include in the list as settled; and
- (c) state in the notice to each person–
 - (i) in what character, and for what number of shares or for what interest, he proposes to include the person in the list; and
 - (ii) what amount has been called up and what amount paid up in respect of the shares or interest.

85. OBJECTIONS TO BE HEARD AND LIST SETTLED.

On the day appointed for settlement of the provisional list of contributories, the liquidator shall hear any person included in the list who objects, and after the hearing shall settle and certify the list, which, when so settled and certified, is the list of contributories of the company.

86. SUPPLEMENTARY LIST.

The liquidator may from time to time make out and settle a supplementary list varying or adding to the list of contributories, but in doing so he shall, as far as

circumstances permit, give the same notices and follow the same procedure as in making out and settling the original list.

87. NOTICE OF SUPPLEMENTARY LIST.

Within 14 days after the settlement of a list of contributories of the company or any supplementary list, the liquidator shall give written notice to every person whom he has placed on the list or supplementary list—

- (a) stating—
 - (i) in what character, and for what number of shares or for what interest, that person has been placed on the list or supplementary list; and
 - (ii) what amount has been called up and what amount paid up in respect of the shares or interest; and
- (b) informing the person to whom the notice is given that any application for the removal of his name from the list or supplementary list, or for the variation of the list or supplementary list, must be made to the Court by summons within 21 days after the date of the service of the notice on him.

88. OBJECTION TO LIST OF CONTRIBUTORIES.

(1) Subject to the powers 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 or to any supplementary list shall be entertained after the expiration of 21 days after the date of the service on the person of the notice required by Section 87.

(2) Unless the Court otherwise orders, the liquidator is not 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.

**PART XII. – COLLECTION AND DISTRIBUTION OF ASSETS IN A
WINDING-UP BY THE COURT.**

89. DUTIES OF LIQUIDATOR.

(1) The duties imposed on the Court by Section 262 of the Act with regard to the collection of the assets of a company and the application of the assets in discharge of the company's liabilities shall be discharged by the liquidator.

(2) In the discharge of the duties referred to in Subsection (1), the liquidator is in the same position, for the purpose of acquiring or retaining possession of the property of the company, as if he were a receiver of the property appointed by the Court, and the Registrar may on his application enforce the acquisition or retention accordingly.

90. TRANSFER OF PROPERTY.

(1) The powers conferred on the Court by Section 263(1) of the Act shall be exercised by the liquidator.

(2) On notice from the liquidator and within such time as he, by written notice, requires, any contributory on the list of contributories and any trustee, receiver, banker, agent or officer of a company that is being wound up shall pay, deliver, convey, surrender or transfer to or into the hands of the liquidator any money, property, books or papers that are in his hands and to which the company is prima facie entitled, and the Court may, on the application of the liquidator, order payment, delivery, conveyance, surrender or transfer accordingly.

91. CALLS BY LIQUIDATOR.

The powers and duties of the Court conferred and imposed by Section 263(3) of the Act in relation to making calls on contributories shall be exercised by the liquidator as an officer of the Court subject to the following provisions:—

- (a) where there is a committee of inspection and the liquidator desires to make a call for a purpose authorized by the Act—
 - (i) the liquidator shall summon a meeting of the committee for the purpose of obtaining its sanction to the intended call; and
 - (ii) the notice of the meeting shall—
 - (A) be sent to each member of the committee in sufficient time to reach him not less than seven days before the day appointed for holding the meeting; and
 - (B) contain a statement of the proposed amount of the call and the purpose for which it is intended; and
 - (iii) notice of the intended call and of the intended meeting of the committee shall be gazetted and advertised, stating the time and

place of the intended meeting of the committee and that each contributory may—

- (A) attend the meeting and be heard; or
 - (B) make any written communication to the liquidator or members of the committee in reference to the intended call; and
- (iv) at the meeting of the committee, any such statements or representations—
- (A) made to the meeting personally; or
 - (B) addressed in writing to the liquidator or members of the committee,
- shall be considered before the intended call is sanctioned; and
- (v) the sanction of the committee shall be given by resolution passed by a majority of the members present; and
- (b) where there is no committee of inspection—the liquidator shall not make a call without obtaining the leave of the Court.

92. APPLICATION TO COURT FOR LEAVE TO MAKE A CALL.

(1) An application to the Court for leave to make a call for a purpose authorized by the Act shall be made by summons stating the proposed amount of the call, which summons shall be served, at least four clear days before the day appointed for making the call, on every contributory proposed to be included in the call, or if the Court so directs notice of the intended call may be given by advertisement without a separate notice to each contributory.

(2) The copy of the summons served on each contributory shall contain a statement of the amount claimed as due from the contributory served, and if notice is given by advertisement under a direction under Subsection (1) the notice shall contain a statement of the amount due from every contributory proposed to be included in the call.

(3) On the hearing of the summons, the Court may authorize the making of the call, and may order the payment by the contributories of the amounts due in respect of the call within a time to be named in the order.

93. NOTICE OF CALL.

(1) Where the liquidator is authorized by resolution or order to make a call on the contributories, he shall file with the Registrar a document in Form 51 with such variation as circumstances require.

(2) Where a call has been made by the liquidator, he shall, without delay, serve on each of the contributories included in the call a copy of the resolution of the

committee of inspection or order of the Court authorizing the call, together with a notice specifying the amount or the balance due from the contributory in respect of the call.

94. ENFORCEMENT OF CALL.

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

PART XIII. – FIXING TIME WITHIN WHICH DEBTS, CLAIMS AND LIABILITIES MUST BE PROVED.

95. NOTICE AS TO DATE BY WHICH DEBTS TO BE PROVED.

(1) The liquidator may fix a certain day, not less than 14 days after the date of the notices referred to in Subsection (2), on or before which the creditors of the company shall–

- (a) prove their debts or claims or the liabilities of the company to them; and
- (b) establish any title that they have to priority under Section 310 of the Act,

or be excluded from the benefit of any distribution made before the debts, claims or liabilities are proved, or, as the case may be, from objecting to the distribution.

(2) The liquidator shall give notice of the day fixed under Subsection (1) by advertisement, and shall also give written notice of the day to–

- (a) every person mentioned in the statement of affairs as a creditor and who has not proved his debt or claim, or the liability of the company to him; and
- (b) 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.

(3) The succeeding provisions of this Part as to admissions and rejections of proofs apply, with the necessary variations, to any such claim to priority.

96. TIME FOR DEALING WITH PROOFS BY LIQUIDATOR.

(1) Subject to Subsection (2), the liquidator shall, within 21 days after receiving a proof that has not previously been dealt with, in writing admit it or reject it, wholly or in part, or require further evidence in support of it.

(2) 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 that has not already been dealt with, and shall give notice in writing of his decision rejecting a proof wholly or in part to the creditor affected by it.

(3) If the liquidator rejects a proof wholly or in part, he shall state in writing to the creditor the ground of his rejection.

(4) Where a creditor's proof has been admitted, the notice of dividend is sufficient notification of the admission.

97. PROOF ADMITTED IMPROPERLY.

If the liquidator is of opinion that a proof has been improperly admitted, the Registrar may, on application by the liquidator after notice to the creditor, expunge the proof or reduce its amount.

98. EXPUNGING OF PROOF ON APPLICATION BY CREDITOR OR CONTRIBUTORY.

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

99. ADMINISTRATION OF OATHS, ETC.

For the purpose of his duties in relation to proofs, the liquidator may administer oaths and affirmations and take affidavits

100. MONTHLY LIST OF PROOFS.

(1) A liquidator in a winding-up by the Court shall, on the first day of every month, file with the Registrar a certified list of all proofs received by him during the preceding month distinguishing in the list the proofs admitted, those rejected, and those that stand over for further consideration

(2) In the case of proofs admitted or rejected, the liquidator shall cause the proofs to be filed with the Registrar.

101. PROCEDURE WHERE CREDITOR APPEALS.

The liquidator shall, within three days after receiving notice from a creditor of his intention to appeal against a decision rejecting a proof, file the proof with the Registrar with a memorandum setting out the grounds of his rejection.

102. COSTS OF APPEAL.

Unless the Court or the Registrar otherwise orders, a liquidator is not personally liable for costs in relation to an appeal from his decision rejecting any proof wholly or in part.

PART XIV. – RELEASE AND RESIGNATION OF LIQUIDATOR.

103. NOTICE OF LIQUIDATOR’S INTENTION TO APPLY FOR RELEASE.

Before making application for his release, a liquidator shall–

- (a) give notice of his intention to do so to all the creditors who have proved their debts and to all the contributories; and
- (b) send with the notice a summary of all receipts and payments in the winding-up.

104. MEETING OF CREDITORS AND CONTRIBUTORIES TO CONSIDER RESIGNATION OF LIQUIDATOR.

(1) 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.

(2) If the creditors and contributories agree, by ordinary resolutions, to accept the resignation of the liquidator, the liquidator shall file with the Registrar, and lodge with the Registrar of Companies, a memorandum of his resignation, and thereupon the resignation takes effect.

(3) In any other case, the liquidator shall report to the Court the result of the meetings and thereupon the Court may, on the application of the liquidator–

- (a) determine whether or not his resignation is accepted; and
- (b) give such directions and make such orders as in its opinion are necessary.

(4) Where the Court determines that a resignation is accepted, the liquidator shall immediately lodge notice of the acceptance with the Registrar of Companies.

(5) The Court or a Judge may dispense with all or any of the requirements of this section and Section 103.

PART XV. – TRANSFERS OF ACTIONS AND PROCEEDINGS.

105. ORDERS FOR TRANSFER OF PROCEEDINGS.

(1) Where an order has been made for the winding-up of a company, the Judge making the order may, without further consent, order the transfer to him of any action, cause or matter pending brought or continued by or against the company.

(2) Where an action brought by or against a company against which a winding-up order has been made is transferred under Subsection (1), the Court may determine and deal with any application, matter or proceeding that, if the action had not been transferred, would have been determined in chambers.

PART XVI. – COSTS.**106. SUBMISSION OF BILL OF COSTS BY EMPLOYEES TO LIQUIDATOR FOR TAXATION.**

(1) On request by the liquidator made a sufficient time before the declaration of a dividend, a lawyer, manager, accountant, auctioneer, broker or other person employed by a liquidator in a winding-up by the Court shall deliver his bill of costs, charges or expenses to the liquidator for the purpose of taxation, and if he fails to do so within the time stated in the request, or within such extended time as the Registrar allows, the liquidator shall declare and distribute the dividend without regard to his claim, and subject to any order of the Registrar the claim is forfeited.

(2) The bill of costs, charges or expenses shall be lodged with the liquidator.

(3) The liquidator shall lodge the bill of costs, charges or expenses with the taxing officer of the Court.

107. NOTICE OF APPOINTMENT TO TAX.

Where a bill of costs, charges or expenses in a winding-up has been lodged with the taxing officer of the Court, he shall give notice of an appointment to tax to the liquidator and to the person to or by whom the bill is to be paid.

108. SUPPLY OF COPY OF BILL OF COSTS TO LIQUIDATOR.

(1) On application by the liquidator, a person whose bill of costs, charges or expenses in a winding-up by the Court is or are to be taxed shall furnish to the liquidator a copy of his bill to be taxed on payment at the rate of 14t per folio, which payment shall be charged on the assets of the company.

(2) The liquidator may attend or be represented on the taxation.

109. ISSUE OF ALLOWANCE OR CERTIFICATE OF TAXATION.

(1) On the completion of the taxation of a bill of costs, charges or expenses, the taxing officer shall issue to the person presenting the bill for taxation his allowance or certificate of taxation.

(2) The taxing officer shall keep a Register of Taxations.

110. LIQUIDATOR'S CERTIFICATE AS TO SPECIAL TERMS OF REMUNERATION TO EMPLOYEE.

Where the bill of costs, charges or expenses of a lawyer, manager, accountant, auctioneer, broker or other person employed by a liquidator is payable out of the assets of the company, a written certificate, signed by the liquidator and setting out any special terms as to remuneration that have been agreed to, shall be produced to the taxing officer on the taxation.

111. ALLOWANCES FOR PERFORMANCE BY OTHER PERSONS OF LIQUIDATORS' AND SPECIAL MANAGERS' DUTIES.

(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 in his accounts in respect of the performance by any other person of the ordinary duties that are required by the Act or these Rules to be performed by the liquidator or special manager.

(2) Where a liquidator is a lawyer, he may contract with the company that the remuneration for his services as liquidator include all professional services.

112. APPLICATION FOR COSTS AFTER PROCEEDINGS CONCLUDED.

Where a party to, or a person affected by, any proceedings wishes to make application for an order that he be allowed his costs incident to the proceedings, or any part of those costs, and the application is not made at the time of the proceedings—

- (a) he shall serve notice of his intended application on the company, or if the company is in liquidation on the liquidator; and
- (b) the company or the liquidator, as the case requires, may appear on the application and object to it; and
- (c) no costs of or incident to the 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.

113. DISPENSING WITH TAXATION OF SMALL BILLS.

In the case of any bill of costs, charges or expenses that does not exceed K100.00 the liquidator may, if he thinks fit, dispense with the requirements of these Rules in relation to taxation.

SCHEDULE 1 – LIST OF FORMS.

Rules, Sec. 13.

Provisi on of Rules.	Description of Form.	Number of Form.
3	Title of proceedings	1
14	Petition	2
16	Affidavit verifying petition	3
18	Affidavit of service of petition on company	4
20	Notice of intention to appear on petition	5
21	List of persons attending the hearing of a petition	6
25	Order on summons for directions in relation to a petition to confirm a reduction of capital	7
27	Affidavit verifying list of creditors	8
29	Advertisement of petition and list of creditors	9
29	Notice to creditors	10
31	Affidavit as to claims	11
32	Notice to creditors to come in and prove	12
38	Advertisement of hearing of petition	13
43	Advertisement of petition	14
46	Order for winding-up by the Court	15
46	Notice of winding-up order	16
47	Order appointing provisional liquidator after presentation of petition and before winding-up order	17
47	Notification to provisional liquidator of order appointing him provisional liquidator before winding-up order	18
47	Notice of appointment of provisional liquidator	19
50	Form of summons (general)	20
61	Order directing a public examination	21
61	Order appointing a time for public examination	22
61	Notice to attend public examination	23
61	Order to attend at chambers to be examined	24

64	Application for appointment of shorthand writer to take down notes of public examination, etc.	25
64	Declaration by shorthand writer	26
65	Notes of public examination taken in shorthand or recorded by mechanical means	27
65	Notes of public examination not taken in shorthand or recorded by mechanical means	28
66	Warrant against person who fails to attend examination	29
80	Statutory declaration by special manager verifying account	30
81	Certificate that special manager has given security	31
83	Provisional list of contributories to be made out by liquidator	32
84	Notice to contributories of appointment to settle list of contributories	33
84	Affidavit of postage of notices of appointment to settle list of contributories	34
85	Certificate of liquidator of settlement of list of contributories	35
87	Notice to contributory of final settlement of list of contributories and of inclusion of his name	36
87	Certificate of liquidator of settlement of supplemental list of contributories	37
87	Provisional supplemental list of contributories	38
87	Notice to contributory of variation or addition to list of contributories	39
87	Affidavit of service of notice to contributory	40
87	Order on application to vary list of contributories	41
90	Notice by liquidator requiring payment of money or delivery of books, etc., to liquidator	42
91	Notice to members of committee of inspection of meeting for sanction to proposed call	43
91	Advertisement of meeting of committee of inspection to sanction proposed call	44

91	Resolution of committee of inspection sanctioning call	45
92	Summons for leave to make a call	46
92	Affidavit of liquidator in support of proposal for call	47
92	Advertisement of intended call	48
92	Order giving leave to make a call	49
93	Document making call	50
93	Notice of call sanctioned by committee of inspection to be sent to contributory	51
93	Notice to be served with the order sanctioning a call	52
94	Affidavit in support of application for order for payment of call	53
94	Affidavit for service of order for payment of call	54
94	Order for payment of call due from contributory	55
100	List of proofs to be filed under Section 100	56
103	Notice to creditors and contributories of intention to apply for release	57
103	Application by liquidator to Court for release	58
103	Statement to accompany notice of application for release	59
106	Request to deliver bill for taxation	60
109	Certificate of taxation	61
109	Register to be kept by taxing officer	62

SCHEDULE 2 – FORMS.

Sch. 2

Companies 9999

PAPUA NEW GUINEA.

Companies Act 1997.

Form 1 – Title of proceedings.

Rules, Sec. 3.

Form 1.

In the National Court of Papua New Guinea.

20... No.

In the matter of the *Companies Act*,

and

in the matter of

(insert full name of Company)

Sch. 2

Companies 9999

PAPUA NEW GUINEA.

Companies Act 1997.

Form 2 – Petition.

Rules, Sec. 14. Form 2.

The humble petition of (*insert full name, title, etc., and postal address of petitioner*) showeth as follows:—

1. The . . . Company Limited (in this petition called "the company") was on . . . 20... incorporated under the *Companies Act*.
2. The registered office of the company is at . . . (*state the full address of the registered office*)
3. The nominal capital of the company is K . . . , divided into . . . shares of K . . . each. The amount of the capital paid up or credited as paid up is K
4. The objects for which the company was established are as follows:—
To . . . and other objects set out in the memorandum of association of the company.
(*Here set out in paragraphs the facts on which the petitioner relies to support his petition and conclude as follows*):—

Your petitioner therefore humbly prays—

- (1) That the . . . may be wound up by the Court under the provisions of the *Companies Act* (*or as the case may be*).
- (2) Or that such other order may be made in the premises as shall be just.

*NOTE.—It is intended to serve this petition on

*This note is unnecessary if the company is the petitioner.

PAPUA NEW GUINEA.

Companies Act 1997.

Form 3 – Affidavit verifying petition.

Rules, Sec. 16. Form 3.

If the Petition is by an Individual or Firm.

(Title).

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

Sworn, etc.

If the Petition is by a Limited Company.

(Title).

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

(1) I am (a Director or the Secretary) of . . . the Petitioner in the above matter, a company duly incorporated under the *Companies Act*, and am duly authorized by the Petitioner to make this affidavit on its behalf.

(2) 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 Petitioner are true, and such of the statements as relate to the acts and deeds of any other person or persons I believe to be true.

Sworn, etc.

PAPUA NEW GUINEA.

Companies Act 1997.

Form 4 – Affidavit of service of petition on company.

Rules, Sec. 18.

Form 4.

(Title).

In the matter of a petition dated

I, . . . , of . . . , . . . , make oath and say:—

1. *In the case of service under the provisions of Section 394 of the Companies Act.*

That I did on . . . 20... serve the abovenamed company with the abovenamed petition by leaving it at (or sending it by post to *as the case may be*) the registered office of the company.

2. *In the case of service of petition on a member, officer or servant, if no registered office at the principal or last known principal place of business of the company.*

That I did on . . . 20... serve the company with the petition by delivering to and leaving with (*name and description*) a member (or officer or servant) of the company a copy of the petition, duly sealed with the seal of the Court at (*place of business*), before . . . a.m./p.m.

3. *In the case of no member, officer or servant of the company being found at the place of business.*

That I did on . . . 20... , having failed to find any member, officer or servant of the company at (*state place of business*), leave there a copy of the petition, duly sealed with the seal of the Court, before . . . a.m./p.m. (*add with whom such sealed copy was left or where, e.g., "affixed to door of office", or "placed in letterbox", or otherwise*).

4. *In the case of directions by the Court as to the member or members of the company to be served.*

That I did on . . . 20... serve (*name or names and description*) with a copy of the petition, duly sealed with the seal of the Court, by delivering it personally to the said . . . , at (*place*), before . . . a.m./p.m.

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

Sworn, etc.

PAPUA NEW GUINEA.

Companies Act 1997.

Form 5 – Notice of intention to appear on petition.

Rules, Sec. 20.

Form 5.

(Title).

Notice is given that (*state full name, or if a firm, the name of the firm*) a creditor for K . . . (*or a contributory*) of the abovenamed company intends to appear on the hearing of the petition advertised to be heard on . . . 20... and to object to the petition.

(*Signature of person or his lawyer.*)

of (*address*).

PAPUA NEW GUINEA.

Companies Act 1997.

Form 6 – List of persons attending the hearing of a petition.

Rules, Sec. 21.

Form 6.

(Title).

The following are the names of those who have given notice of intention to attend the hearing of the petition in this matter on . . . 20....

Name.	Address.	Name and Address of Lawyer and Town Agent.	Creditors— Amount of Debt.	Contributors— Number of Shares.	Opposing.	Supporting.
-------	----------	--	----------------------------	---------------------------------	-----------	-------------

Dated . . . 20....

Lawyer for the Petitioner.

PAPUA NEW GUINEA.

Companies Act 1997.

***Form 7 – Order on summons for directions in relation to a petition to
confirm a reduction of capital.***

Rules, Sec. 25. Form 7.

(Title).

On the application of the petitioner and on hearing the lawyer for the petitioner, and on reading the petition presented to the National Court, the affidavit of *(in support of the petition)* the affidavit of *(service of notices convening meetings)*, and the exhibits respectively referred to in those affidavits; and it appearing that the special resolution for the reduction of the capital of the company referred to in the petition has been duly passed:

It is ordered that Section 66(2) of the *Companies Act* does not apply to *(set out class of creditors to whom Section 66(2) is not to apply)* and it is ordered that an inquiry be made as to what are the debts, claims and liabilities of or affecting the company on 20 . . . (other than debts, claims or liabilities in respect of *(set out any debts, claims or liabilities that have been excluded from the provisions of Section 66(2) by the earlier part of the order)* and that *(set out any other orders or directions that are made or given)*).

Dated . . . 20...

Registrar.

PAPUA NEW GUINEA.

Companies Act 1997.

Form 8 – Affidavit verifying list of creditors.

Rules, Sec. 27.

Form 8.

(Title).

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

1. I am the (secretary *or as the case may be*) of the petitioner.
2. The writing now produced and shown to me, and marked with the letter "A", contains a list of the creditors of and persons having claims on the Company (*or a list of the creditors of and persons having claims on the Company*) *except* those of the following class or classes (*set out class or classes*) on ... 20 ... (*the date fixed by the Court*), together with their respective addresses, and the nature and amount of their respective debts or claims, and the list is, to the best of my knowledge, information and belief, a true and accurate list of the creditors and persons having claims on that day, and of the nature and amount or estimated value of their debts or claims.
3. To the best of my knowledge and belief there was not, at that date, any such debt or claim that, if the date were the commencement of the winding-up of the Company, would be admissible in proof against the Company *except* the debts and claims set out in the list. I am enabled to make this statement from facts within my knowledge as the ... of the Company, and from information derived on investigation of the affairs and the books, documents and papers of the Company.

Sworn, etc.

A

This list of creditors marked "A" was produced and shown to ... and is the same list of creditors as is referred to in his affidavit sworn before me on ... 20...

A Justice of the Peace
(*or as the case may be*).

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

PAPUA NEW GUINEA.

Companies Act 1997.

Form 9 – Advertisement of petition and list of creditors.

Rules, Sec. 29.

Form 9.

(Title).

Notice is given that a petition has been presented to the National Court for confirming a resolution of the abovesaid Company for reducing its capital from K... to K... . A list of the persons admitted to have been creditors of the Company on ... 20... may be inspected at the offices of the Company at ... or at the office of ... at any time during usual business hours, on the payment of the charge of 20t.

Any person who claims to have been on the last-mentioned day and still to be a creditor of the Company, except such as belong to the following class or classes (*set out class or classes*), and who is not entered on the list and claims to be so entered, must on or before ... 20... send in his name and address, and the particulars of his claim and the name and address of his lawyer (if any), to me at ... , or in default he will be precluded from objecting to the proposed reduction of capital.

Every creditor who does not consent to the reduction of capital is entitled to object.

Any creditor who has not received notice that his name is entered in the list of creditors must send to me particulars of his name and address.

Dated ... 20...

Lawyer for the Company.

Sch. 2

Companies 9999

PAPUA NEW GUINEA.

Companies Act 1997.

Form 10 – Notice to creditors.

Rules, Sec. 29. Form 10.

(Title).

To

You are requested to take notice that a petition has been presented to the National Court, to confirm a special resolution of the abovenamed Company for reducing its capital from K. . . . to K. . . . and that in the list of persons admitted by the Company to have been on . . . 20 . . . creditors of the Company (*insert when necessary other than, etc., as may have been directed*) your name is entered as a creditor (*state the nature and amount or estimated value of the debt or claim*).

If you claim to have been on the last-mentioned day a creditor to a larger amount than is stated above, you must on or before . . . 20 . . . send the particulars of your claim, your name and address and the name and address of your lawyer (if any) to me at In default of your so doing, entry in the list of creditors will be treated as correct in all the proceedings under the above application to reduce the capital of the Company.

Dated . . . 20...

Lawyer for the Company.

PAPUA NEW GUINEA.

Companies Act 1997.

Form 11 – Affidavit as to claims.

Rules, Sec. 31. Form 11.

(Title).

We, C.D., of ... (the secretary of the Company), E.F., of ... (the lawyer for the Company), and A.B., of ... (the managing director of the Company), do severally make oath and say as follows:—

I, C.D., say as follows:—

1. I did, on ... 20 ... , in the manner below-mentioned, serve a true copy of the notice now produced and shown to me and marked "B" on each of the persons whose names, addresses and descriptions appear in the first column of the list of creditors, marked "A", referred to in the affidavit of ... filed on 20...

2. I served the copies of the notice by putting them, duly addressed to those persons according to their respective names and addresses appearing in the list (being the last known addresses or places of abode of such persons), and with the proper postage stamps affixed as prepaid letters, into the post office at ... , at ... a.m./p.m. on ... 20...

AND I, E.F., for myself say as follows:—

3. A true copy of the notice now produced and shown to me and marked "C" has appeared in the ... of ... 20 ... , the ... of ... 20 ... , etc.

4. I have, in the writing now produced and shown to me and marked "D", set out a list of all claims, the particulars of which have been sent in to me in accordance with notice "B", now produced and shown to me, by persons claiming to be creditors of the Company for larger amounts than are stated in the list of creditors marked "A", referred to in the affidavit of ... filed on ... 20 ... (or no person has sent in to me, in accordance with notice "B", a claim to be entered in the list for a larger sum than that in respect of which he is entered in the list "A").

5. I have, in the writing now produced and shown to me, marked "E", set out a list of all claims, the particulars of which have been sent in to me, in accordance with the notice referred to in Paragraph 3 of this affidavit, by persons claiming to be creditors of the Company on ... 20 ... not appearing on the list of creditors marked "A", and who claimed to be entered on it (or no claims have been sent in to me, in accordance with the notice referred to in Paragraph 3 of this affidavit, by persons not entered on the list "A" and claiming to be entered on it).

And we, C.D., and A.B., for ourselves say as follows:—

6. We have, in the first part of the writing marked "D" (now produced and shown to us), and also in the first part of the writing marked "E" (also produced and shown to us), respectively set out such of the debts and claims as are admitted by the Company to be due wholly or in part, and how much is admitted to be due in respect of such of the debts and claims respectively as are not wholly admitted, and such of the debts and claims as the Company contends are wholly or as to any (and if so what) part of the debts and claims not included in the inquiry in this matter.

7. We have, in the second part of each of the writings marked "D" and "E", set out such of the debts and claims as are wholly disputed by the Company and such of the debts and claims as the Company contends would, even if admitted, be (*wholly or as to what part of them*) not be included in the inquiry in this matter.

And I, C.D. further say—

8. All rents, rates, taxes, salaries and wages and other incidental expenses current on the said . . . 20 . . . and since become due have been paid and discharged by the Company.
Sworn, etc.

D.
(Title).

LIST OF DEBTS AND CLAIMS of which the Particulars have been sent in to . . . by persons claiming to be creditors of the Company for larger amounts than are stated in the list of creditors made out by the Company.

This writing, marked "D", was produced and shown to C.D., E.F. and A.B., respectively, and is the same as is referred to in their affidavit sworn before me on . . . 20...

A Justice of the Peace
(or as the case may be).

FIRST PART.

Debts and Claims wholly or partly admitted by the Company.

Names and Addresses and Descriptions of Creditors	Particulars of Debt or Claims.	Amount Claimed.	Amount admitted by the Company to be owing to Creditor.	Amounts admitted by the Company to be owing but which it is contended are not within Inquiry.
---	--------------------------------	-----------------	---	---

SECOND PART.

Debts and Claims wholly disputed by the Company.

Names and Addresses and Descriptions of Creditors.	Particulars of Debt or Claims.	Amount Claimed.	Amounts which, even if admitted, it is contended would not be within Inquiry.
--	--------------------------------	-----------------	---

E.
(Title).

LIST OF DEBTS AND CLAIMS of which the particulars have been sent in to . . . by persons claiming to be creditors of the Company and to be entered on the list of the creditors made out by the Company.

This writing, marked "E", was produced and shown to C.D., E.F. and A.B., respectively and is the same as is referred to in their affidavit sworn before me on . . .

20...

A Justice of the Peace
(or as the case may be).

FIRST PART.

(Some as in "D".)

SECOND PART.

(Some as in "D".)

NOTE.—The names are to be inserted alphabetically.

PAPUA NEW GUINEA.

Companies Act 1997.

Form 12 – Notice to creditors to come in and prove.

Rules, Sec. 32.

Form 12.

(Title).

To

You are required to come in and prove the debt claimed by you against the abovenamed Company, by filing your affidavit and giving notice of its filing to . . . the lawyer for the Company, on or before . . . 20 . . . , and you are to attend personally or by your lawyer at the office of the Registrar of the National Court at . . . on . . . 20 . . . , at . . . a.m./p.m., being the time appointed for hearing and adjudicating on the claim, and produce any securities or documents relating to your claim.

In default of your complying with these directions, you will be precluded from objecting to the proposed reduction of the capital of the Company (or in all proceedings relative to the proposed reduction of the capital of the Company be treated as a creditor for such amount only as is set against your name in the list of creditors).

Dated . . . 20...

Lawyer for the Company.

PAPUA NEW GUINEA.

Companies Act 1997.

Form 13 – Advertisement of hearing of petition.

Rules, Sec. 38.

Form 13.

(Title).

Notice is given that a petition presented to the National Court on . . . 20 . . . for confirming a resolution reducing the capital of the above Company from K . . . to K . . . , is directed to be heard before the Honourable Mr. Justice . . . at . . . a.m./p.m. on . . . 20 . . .

Any creditor appearing to be such on the Registrar's certificate filed in the Registry of the National Court, unless his debt or claim is shown as one the full amount of which the Company is willing to appropriate, may on giving two clear days' notice to the lawyer for the Company of his intention to do so appear at the hearing of the petition and oppose the application, provided that his debt or claim has not then been discharged or determined and he has not consented to the proposed reduction of capital.

Dated . . . 20 . . .

Lawyer for the Company.

PAPUA NEW GUINEA.

Companies Act 1997.

Form 14 – Advertisement of petition.

Rules, Sec. 43.

Form 14.

(Title).

Notice is given that a petition for the winding-up of the above-named Company by the National Court was, on . . . 20 . . . , presented by the Company (*or as the case may be*); and that the petition is directed to be heard before the Court sitting at . . . at . . . a.m./p.m. on . . . 20 . . . ; and any creditor or contributory of the Company desiring to support or oppose the making of an order on the petition may appear at the time of hearing by himself or his lawyer for that purpose; and a copy of the petition will be furnished by me to any creditor or contributory of the Company requiring it on payment of the prescribed charge.

The Petitioner's address is

The Petitioner's lawyer is . . . , of . . . , whose town agent is . . . , of

Signed (*to be signed by the lawyer to the Petitioner, or by the Petitioner if he has no lawyer*).

NOTE.—Any person who intends to appear on the hearing of the petition must serve on or send by post to the abovenamed (*lawyer or petitioner* as the case may be) notice in writing of his intention to do so. 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 its lawyer (if any), and must be served, or, if posted, must be sent by post in sufficient time to reach the abovenamed, not later than 4 p.m. on . . . 20 . . . (the day before the day appointed for the hearing of the Petition or the Friday preceding the day appointed for the hearing of the Petition if that day is a Monday or a Tuesday following a public holiday).

PAPUA NEW GUINEA.

Companies Act 1997.

Form 15 – Order for winding-up by the Court.

Rules, Sec. 46.

Form 15.

(Title).

Before the Honourable Mt. Justice

. . . 20...

On the petition of the abovenamed Company (or A.B. of . . . , etc. (a creditor or contributory) of the abovenamed Company) on . . . 20 . . . , to the Court, and on hearing . . . for the petitioner, and . . . for . . . , and on reading the petition, an affidavit of . . . filed, etc., verifying the petition, an affidavit of L.M., filed on . . . 20 . . . , the National Gazette No. . . . of . . . 20 . . . , the . . . newspaper of . . . 20 . . . (*enter any other papers*), each containing an advertisement of the petition, (*enter any other evidence*), this Court orders—

- (1) That the Company be wound up by the Court under the *Companies Act*.
- (2) That A.B. be appointed Liquidator for the purposes of the winding-up.
- (3) That the Bank in which the Liquidator is to open a Trust Account is

Dated . . . 20...

Judge.

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

PAPUA NEW GUINEA.

Companies Act 1997.

Form 16 – Notice of winding-up order.

Rules, Sec. 46.

Form 16.

(Title).

In the matter of . . . Limited.
Winding-up Order made . . . 20...
Name and address of Liquidator:

Petitioner or his Lawyer.

PAPUA NEW GUINEA.

Companies Act 1997.

***Form 17 – Order appointing provisional liquidator after presentation
of petition and before winding-up order.***

Rules, Sec. 47. Form 17.

(Title).

On the application, etc., and on reading, etc., the Court appoints A.B. an official liquidator to be Provisional Liquidator of the abovenamed Company until the making of a winding-up order or until further order. The duties to be performed by the Provisional Liquidator are as follows:—

The nature and description of the property of which the Provisional Liquidator is to take possession is as follows:—

Dated . . . 20...

Judge.

PAPUA NEW GUINEA.

Companies Act 1997.

***Form 18 – Notification to provisional liquidator of order appointing
him provisional liquidator before winding-up order.***

Rules, Sec. 47. Form 18.

(Title).

To the Provisional Liquidator

(address)

Order pronounced this day by the Honourable Mr. Justice . . . for the appointment of an Official Liquidator as Provisional Liquidator before the making of any Winding-up Order.

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

Dated . . . 20...

Judge.

PAPUA NEW GUINEA.

Companies Act 1997.

Form 19 – Notice of appointment of provisional liquidator.

Rules, Sec. 47.

Form 19.

(Title).

In the matter of . . . Limited.

Order for appointment of an Official Liquidator as Provisional Liquidator made on . . .
. 20...

Name and address of Provisional Liquidator:

Petitioner or his Lawyer.

PAPUA NEW GUINEA.

Companies Act 1997.

Form 20 – Form of summons (general).

Rules, Sec. 50.

Form 20.

(Title).

To

Let (*name of respondent*) attend at . . . on . . . 20 . . . , at . . . a.m./p.m., on the hearing of an application of (*name and description of applicant*) for an order that (*state object of application*).

Dated . . . 20...

This summons was taken out by

of

Lawyer for

By the Court,

Registrar.

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

PAPUA NEW GUINEA.

Companies Act 1997.

Form 21 – Order directing a public examination.

Rules, Sec. 61.

Form 21.

(Title).

On reading the reports of the Liquidator in this matter, dated respectively . . . 20 . . . , . . . 20 . . . and . . . 20 . . . :

It is ordered that the persons whose names and addresses are set out in the Schedule 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.

SCHEDULE.

Name.	Address.	Connection with the Company.
-------	----------	------------------------------

Dated . . . 20...

Judge.

PAPUA NEW GUINEA.

Companies Act 1997.

Form 22 – Order appointing a time for public examination.

Rules, Sec. 61.

Form 22.

(Title).

On the application of the Liquidator in this matter, it is ordered that the public examination of . . . who, by the order of the Court dated . . . 20 . . . , was directed to attend before . . . to be publicly examined be held at . . . (*insert the place for the examination*) on . . . 20 . . . , at . . . a.m./p.m.

And it is ordered that the abovementioned . . . attend at that place and time.

Dated . . . 20...

Registrar.

PAPUA NEW GUINEA.

Companies Act 1997.

Form 23 – Notice to attend public examination.

Rules, Sec. 61.

Form 23.

(Title).

To

Whereas by an order of this Court, made on . . . 20 . . . , it was ordered that you, . . . , should attend before the Court on a day and at a place to be named for the purpose, and be publicly examined as to the promotion or formation of the Company and as to the conduct of the business of the Company, and as to your conduct and dealings as (director or officer, as the case may be):

And whereas . . . 20 . . . , at . . . a.m./p.m., before the sitting at . . . has been appointed as the time and place for holding the examination:

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

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

Dated . . . 20...

Liquidator.

PAPUA NEW GUINEA.

Companies Act 1997.

Form 24 – Order to attend at chambers to be examined.

Rules, Sec. 61.

Form 24.

(Title).

... of ... and ... of ... are each ordered to attend at (*state place of examination*) on ...
... 20 ... , at ... a.m./p.m., to be examined on the part of the Liquidator for the
purpose of proceedings directed by the Court to be taken in the above matter (and ...
is required to bring with him and produce, at that time and place, the documents
mentioned in the Schedule, and all other books, papers, deeds, writings and other
documents in his custody or power in any way relating to the abovesaid Company).

Dated ... 20...

This order was made on the application of
Lawyer for ...

SCHEDULE.

Dated ... 20...

Registrar.

PAPUA NEW GUINEA.

Companies Act 1997.

***Form 25 – Application for appointment of shorthand writer to take
down notes of public examination, etc.***

Rules, Sec. 64. Form 25.

(Title).

I, . . . , the Liquidator in this matter, apply to the Court for an order for the appointment of . . . to take down in shorthand or record by mechanical means the notes of examination of . . . at their public examination.

Dated . . . 20...

Liquidator.

On the application of the Liquidator the Court appoints . . . of . . . to take down in shorthand or record by mechanical means the notes of examination of the persons mentioned in the above application at their public examination or at any adjournment.

Dated . . . 20...

Judge.

PAPUA NEW GUINEA.

Companies Act 1997.

Form 26 – Declaration by shorthand writer.

Rules, Sec. 64.

Form 26.

(Title).

I, . . . of . . . , the person appointed by this Court to take down in shorthand (or to record by mechanical means) the examination of . . . , do solemnly and sincerely declare that I will truly and faithfully take down (or record) the questions and answers put to and given by . . . in this matter, and will deliver true and faithful transcripts of them as this Court directs.

Dated . . . 20...

Declared before me on . . . 20...

PAPUA NEW GUINEA.

Companies Act 1997.

***Form 27 – Notes of public examination taken in shorthand or recorded
by mechanical means.***

Rules, Sec. 65. Form 27.

(Title).

Public examination of . . . , an officer: (or as the case may be) of the abovenamed Company, before . . . at the National Court on . . . 20...

. . . , being sworn and examined at the time and place abovementioned, on the following questions being put to him gave the following answers:—

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

PAPUA NEW GUINEA.

Companies Act 1997.

***Form 28 – Notes of public examination not taken in shorthand or
recorded by mechanical means.***

Rules, Sec. 65. Form 28.

(Title).

Public examination of . . . , an officer (or as the case may be) of the abovenamed Company, before . . . at the National Court on . . . 20...

. . . , being sworn and examined at the time and place above mentioned, on his oath says as follows:—

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

PAPUA NEW GUINEA.

Companies Act 1997.

Form 29 – Warrant against person who fails to attend examination.

Rules, Sec. 66. Form 29.

(Title).

To . . . , the officer of this Court, and all members of the Police Force and to the officer in charge of the . . . Corrective Institution:

Whereas by evidence taken by oath it has been made to appear to the satisfaction of the Court that by order of the Court, dated . . . 20 . . . , directed to (*name of person required to attend*) he was directed to attend personally at the (*place of examination*), and to be examined before (*name or title of person before whom examination was directed to be held*) which order was afterwards, as has been proved on oath, duly served on (*name of person required to attend*) (or that there is probable reason to suspect and believe that (*name of person required to attend*) has absconded and gone abroad or quitted his place of residence or is about to go abroad or quit his place of residence with a view to avoiding examination under the *Companies Act*).

And whereas (*name of person required to attend*) failed without good cause to attend on . . . 20 . . . for the purpose of being examined, according to the requirements of the order of this Court made on . . . 20 . . . directing him to attend.

You are therefore required to attest (*name of person required to attend*) and deliver him to the officer in charge of the abovesaid Corrective Institution and you the officer in charge of the Corrective Institution to receive (*name of person required to attend*) and to keep him safely in the Corrective Institution until this Court orders.

Dated . . . 20...

(Signature.)

PAPUA NEW GUINEA.

Companies Act 1997.

Form 30 – Statutory declaration by special manager verifying account.

Rules, Sec. 80. Form 30.

(Title).

I, . . . , of . . . , do solemnly and sincerely declare:—

1. The account annexed marked with the letter "A", produced and shown to me at the time of the making of this declaration, and purporting to be my account as special manager of the estate or business of the abovesaid Company, contains a true account of all sums 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 that estate or business.

2. The sums of money mentioned in the account verified by this declaration as having been paid or allowed have been actually and truly paid and allowed for the purposes mentioned in the account.

3. The account is just and true in all the items and particulars in it, according to the best of my knowledge and belief.

And I make this solemn declaration, etc.

Declared at, etc.

PAPUA NEW GUINEA.

Companies Act 1997.

Form 31 – Certificate that special manager has given security.

Rules, Sec. 81. Form 31.

(Title).

This is to certify that . . . , of . . . , who was on . . . 20 . . . appointed Special
Manager of the abovenamed Company, has duly given security to my satisfaction.

Dated . . . 20..

Registrar.

PAPUA NEW GUINEA.

Companies Act 1997.

Form 32 – Provisional list of contributories to be made out by liquidator.

Rules, Sec. 83.

Form 32.

(Title).

The following is a list of members of the Company liable to be placed on the list of contributories of the Company, made out by me from the books and papers of the 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 those shares (or that interest) so far as I have been able to make out or ascertain them. In the first part of the list, the persons who are contributories in their own right are distinguished. In the second part of the 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 Number.	Name.	Address.	Description.	Number of Shares (or Extent of Interest).	Amount called up at Date of Commencement of Winding-up.	Amount paid up at Date of Commencement of Winding-up.
----------------	-------	----------	--------------	---	---	---

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

Serial Number.	Name.	Address.	Description.	In what Character included.	Number of Shares (or Extent of Interest).	Amount called up at Date of Commencement of Winding-up.	Amount paid up at Date of Commencement of Winding-up.
----------------	-------	----------	--------------	-----------------------------	---	---	---

Dated . . . 20...

(Signature.)

PAPUA NEW GUINEA.

Companies Act 1997.

Form 33 – Notice to contributories of appointment to settle list of contributories.

Rules, Sec. 84. Form 33.

(Title).

To ... (and ..., his lawyer).

Notice is given that I, ..., the Liquidator of the abovenamed Company, have appointed ... 20..., at ... a.m./p.m., at (*insert place of appointment*), to settle the list of contributories of the Company made out by me under the *Companies Act* and the *Companies Rules*, and that you are included in that list in the character and for the number of shares (*or extent of interest*) stated below; and if no sufficient cause is shown by you to the contrary at the above time and place, the list will be settled, including you in it.

Dated ... 20...

Liquidator.

No. on List.	Name.	Address.	Description.	In what Character included.	Number of Shares (or Extent of Interest).	Amount called upon Shares (or Interest).	Amount paid up on Shares (or Interest).
--------------	-------	----------	--------------	-----------------------------	---	--	---

PAPUA NEW GUINEA.

Companies Act 1997.

Form 34 – Affidavit of postage of notices of appointment to settle list of contributories.

Rules, Sec. 84. Form 34.

(Title).

I, . . . , (*state full description of the deponent*), make oath and say as follows:—

1. That I did on . . . 20 . . . send to each contributory mentioned in the list of contributories made out by the Liquidator on . . . 20 . . . , and now on the file of proceedings of the abovesaid Company, at the address appearing in the list, a notice of the time and place of the appointment to settle the list of contributories in the form annexed to this affidavit and marked "A" except that in the tabular form at the foot of each copy of the notice I inserted the respective number, name, address, description and the number of shares (*or extent of interest*) of the persons on whom the copy of the notice was served and the character in which each was included.

2. That I sent the notices by putting them prepaid into the post office at . . . before the hour of . . . a.m./p.m. on that day.

Sworn, etc.

PAPUA NEW GUINEA.

Companies Act 1997.

***Form 35 – Certificate of liquidator of settlement of list of
contributories.***

Rules, Sec. 85.

Form 35.

(Title).

Under the *Companies Act* and the *Companies Rules* 1, . . . , the Liquidator of the abovenamed Company, certify that the result of the settlement of the list of contributories of the Company is as follows:—

1. The persons whose names are set out in the second column of Schedule 1 have been included in the list of contributories as contributories of the Company, in respect of the (number of shares or extent of interest) set out opposite their respective names in that Schedule.

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

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

2. The persons whose names are set out in the second column of Schedule 2, and who were included in the provisional list of contributories, have been excluded from the list of contributories.

3. I have, in the sixth column of the first part of Schedule 1, and in the seventh column of the second part of Schedule 1, and in the seventh column of Schedule 2, set out opposite the name of each of the persons the date on which he was included in or excluded from the list of contributories.

4. I have, in the seventh column of the first part of Schedule 1, and in the eighth column of the second part of Schedule 1, and in the eighth column of Schedule 2, set out opposite the name of each of the persons the amount called up on his shares or interest.

5. I have, in the eighth column of the first part of Schedule 1, and in the ninth column of the second part of Schedule 1, and in the ninth column of Schedule 2, set out opposite the name of each of the persons the amount paid up on his shares or interest.

6. Before settling the list, I was satisfied by the affidavit of . . . , duly filed with the proceedings in this matter, that notice was duly sent by post to each of the persons mentioned in the list, informing him that he was included in the list in the character and for the number of shares (or extent of interest) stated in it, and of the day appointed for finally settling the list.

Dated . . . 20...

Liquidator.

SCHEDULE 1.

FIRST PART.—CONTRIBUTORIES IN THEIR OWN RIGHT.

Serial No. in List.	Name.	Address.	Description.	No. of Shares (or Extent of Interest).	Date when included in List.	Amount called up on Shares (or Interest).	Amount paid up on Shares (or Interest).
---------------------	-------	----------	--------------	--	-----------------------------	---	---

**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.	No. of Shares (or Extent of Interest).	Date when included in List.	Amount called up on Shares (or Interest).	Amount paid up on Shares (or Interest).
--------------------------	-------	----------	--------------	-----------------------------------	---	--------------------------------------	---	--

SCHEDULE 2.

Serial No. in List.	Name.	Address.	Description.	In what Character Proposed to be Included.	No. of Shares (or Extent of Interest).	Date when excluded from List.	Amount called up on Shares (or Interest).	Amount paid up on Shares (or Interest).
---------------------------	-------	----------	--------------	--	---	-------------------------------------	---	--

PAPUA NEW GUINEA.

Companies Act 1997.

***Form 36 – Notice to contributory of final settlement of list of
contributories and of inclusion of his name.***

Rules, Sec. 87. Form 36.

(Title).

To ... (and ..., his lawyer).

Notice is given that L, ..., the Liquidator of the abovenamed Company, have, by certificate under my hand dated ... 20..., finally settled the lists of contributories of the Company, and that you are included in the 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 those shares (or the interest), are stated below.

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

The list may be inspected by you at the office of the Liquidator at (state address) on any day between the hours of ... and ...

Dated ... 20...

Liquidator.

No. in List	Name.	Address.	Description.	In what Character included.	No. of Shares (or Extent of Interest).	Amount called up on Shares (or Interest).	Amount paid up on Shares (or Interest).
<hr/>							
<hr/>							

PAPUA NEW GUINEA.

Companies Act 1997.

***Form 37 – Certificate of liquidator of settlement of supplementary list
of contributories.***

Rules, Sec. 87. Form 37.

(Title).

Under the *Companies Act* and the *Companies Rules*, I, . . . , the Liquidator of the above-mentioned Company, certify that the result of the settlement of the provisional supplementary list of contributories of the abovenamed Company made out by me on . . . 20 . . . is as follows:—

(Continue the Certificate and Schedule as in Form 35.)

PAPUA NEW GUINEA.

Companies Act 1997.

Form 38 – Provisional supplementary list of contributories.

Rules, Sec. 87.

Form 38.

(Title).

1. The following is a list of persons who, since making out the list of contributories in this matter dated . . . 20 . . . , I have ascertained are, or have been, holders of shares in (or members of) the abovenamed Company, and to the best of my judgement are contributories of the Company.

2. The supplementary list contains the names of the persons, together with their addresses and the number of shares (or extent of interest) and the amount called up and the amount paid up in respect of those shares (or interests) to be attributed to each.

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

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

Dated . . . 20...

(Signature.)

(The supplementary list is to be made out in the same form as the original list—Form 32).

PAPUA NEW GUINEA.

Companies Act 1997.

Form 39 – Notice to contributory of variation or addition to list of contributories.

Rules, Sec. 87. Form 39.

(Title).

To ... (and ..., his lawyer).

Notice is given that L, ..., the Liquidator of the abovenamed Company, have made the following variations or additions to the list of contributories as finally settled by me by certificate dated ... 20...

Any application by you to vary the list of contributories as so varied or added to, or that your name may be excluded from it, because of any variation or addition made by the Liquidator, must be made by you to the Court within 21 days after the service on you of this notice, or it will not be entertained.

The list may be inspected by you at the office of the Liquidator at (*state address*) on any day between the hours of ... and ...

Dated ... 20...

Liquidator.

No. in List	Name.	Address.	Description.	In what Character included.	No. of Shares (or Extent of Interest).	Amount called up on Shares (or Interest).	Amount paid up on Shares (or Interest).
-------------	-------	----------	--------------	-----------------------------	--	---	---

PAPUA NEW GUINEA.

Companies Act 1997.

Form 40 – Affidavit of service of notice to contributory.

Rules, Sec. 87.

Form 40.

(Title).

I, (state full description of the deponent), of . . . , make oath and say as follows:—

1. I did on . . . 20 . . . , in the manner mentioned below, serve a true copy of the notice now produced and shown to me and marked "A", on each of the persons whose names, addresses and descriptions appear in the second, third and fourth columns of Schedule 1 to the list of contributories of the Company made out by the Liquidator of the Company on . . . 20 . . . , and now on the file of proceedings of the Company. In the table at the foot of the copies I inserted the number on list, name, address, description and number of shares (or extent of interest) and the amount called up and amount paid up in respect of the shares (or interest) of the person on whom the copy of the notice was served, and the character in which he was included, in the same words and figures as those in which the same particulars are set out in that Schedule.

2. I served the copies of the notice by putting the copies respectively in an envelope, duly addressed to those persons, according to their respective names and addresses appearing in that Schedule, and by placing them prepaid in the post office at . . . before . . . a.m./p.m. on . . . 20 . . .

Sworn, etc.

PAPUA NEW GUINEA.

Companies Act 1997.

Form 41 – Order on application to vary list of contributories.

Rules, Sec. 87. Form 41.

(Title).

On the application of W.M., by summons dated . . . 20 . . . , for an order that the list of contributories of the abovementioned Company and the Liquidator's certificate finally settling the list (or the list of contributories of the Company as added to or varied by the Liquidator in his certificate dated . . . 20 . . . , as the case may be) be varied by excluding the name of the applicant from it (or as the case may be), and on hearing, etc., and on reading, etc., it is ordered that the list of contributories of the Company and the Liquidator's certificate finally settling the list be varied by excluding the name of W.M. from the list of contributories (or by including the name of W.M. as a contributory in the list for . . . shares, or as the case may be, or the Court does not think fit to make any order on the application except that W.M. pay to the Liquidator of the Company his costs of this application, to be taxed in case the parties differ).

Dated . . . 20...

(Signature.)

PAPUA NEW GUINEA.

Companies Act 1997.

***Form 42 – Notice by liquidator requiring payment of money or delivery
of books, etc., to liquidator.***

Rules, Sec. 90. Form 42.

(Title).

To *(name of person to whom notice is addressed)* . . . of *(address)*

Notice is given that I, *(name of Liquidator)*, have been appointed Liquidator of the abovenamed Company, and that you, *(name of person to whom notice is addressed)*, are required, within . . . days after service of this notice, to pay to me (or deliver, convey, surrender or transfer to or into my hand) as Liquidator of the Company at my office, situated at *(address of Liquidator's office)*, the sum of K . . . , being the amount of the debt appearing to be due from you on your account with the Company (or any sum or balance, books, papers, estate or effects, or *specifically describe the property*) now in your hands, and to which the Company is entitled (or *otherwise as the case may be*).

Dated . . . 20...

Liquidator.

PAPUA NEW GUINEA.

Companies Act 1997.

***Form 43 – Notice to each member of committee of inspection of meeting
for sanction to proposed call.***

Rules, Sec. 91. Form 43.

(Title).

To (name of person to whom notice is addressed)
of (address).

Notice is given that a meeting of the Committee of Inspection of the above-named Company will be held at ... on ... 20... (to be a date not less than seven days from the date when the notice will in the ordinary course of post reach the person to whom it is addressed), at ... a.m./p.m., for the purpose of considering and obtaining the sanction of the Committee to a call of K... per share proposed to be made by the Liquidator on the contributories.

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

Dated ... 20...

Liquidator.

STATEMENT.

1. The amount due in respect of proofs admitted against the Company, and the estimated amount of the costs, charges and expenses of the winding-up, form in the aggregate the sum of K... of the above.

2. The assets of the Company are estimated to realize the sum of K... There are no other assets, except the amounts due from certain of the contributories to the Company, and in my opinion it will not be possible to realize in respect of those amounts more than K... .

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 debts and liabilities of the Company, and of paying the costs charges and expenses of the winding-up, I estimate that a sum of K... will be required in addition to the amount of the Company's assets mentioned above.

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

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

PAPUA NEW GUINEA.

Companies Act 1997.

***Form 44 – Advertisement of meeting of committee of inspection to
sanction proposed call.***

Rules, Sec. 91. Form 44.

(Title).

Notice is given that I, . . . , the Liquidator of the abovenamed Company, propose that a call be made on all the contributories of the Company (or as the case may be) of K . . . pet state and that I have summoned a meeting of the Committee of Inspection of the Company, to be held at . . . on . . . 20 . . . at . . . a.m./p.m., to obtain its sanction to the proposed call.

Each contributory may attend the meeting and be heard or make any communication in writing to me 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 me at my office at (insert address).

Dated . . . 20...

Liquidator.

PAPUA NEW GUINEA.

Companies Act 1997.

Form 45 – Resolution of committee of inspection sanctioning call.

Rules, Sec. 91. Form 45.

(Title).

RESOLVED, that a call of K . . . per share be made by the Liquidator on all the contributories of the Company (*or as the case may be*).

Dated . . . 20..

Members of the Committee of Inspection.

PAPUA NEW GUINEA.

Companies Act 1997.

Form 46 – Summons for leave to make a call.

Rules, Sec. 92.

Form 46.

(Title).

Let the persons whose names and addresses are set out in the second column of the Schedule, being contributories of the abovenamed Company, as shown in the third column of the Schedule, attend at ... on ... 20..., at ... a.m./p.m., on the hearing of an application on the part of the Liquidator of the Company for an order that he may be at liberty to make a call to the amount of K... per share on all the contributories (or as the case may be) of the Company.

SCHEDULE.

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

Dated ... 20...

By the Court,
Registrar.

This summons was taken out by ... of ..., lawyer for the Liquidator.

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

PAPUA NEW GUINEA.

Companies Act 1997.

Form 47 – Affidavit of liquidator in support of proposal for call.

Rules, Sec. 92. Form 47.

(Title).

I, . . . , of . . . , the Liquidator of the abovenamed Company, make oath and say as follows:—

1. In the Schedule now produced and shown to me, and marked with the letter "A", I have set out a statement showing the amount due in respect of the debts proved and admitted against the Company, and the estimated amount of the costs, charges and expenses of and incidental to winding-up the affairs of the Company, which amounts form in the aggregate the sum of K . . . of theabouts.
2. I have also set out in that Schedule a statement of the assets in hand belonging to the Company, amounting to the sum of K . . . and no more. There are no other assets belonging to the Company, except the amounts due from certain of the contributories of the Company, and to the best of my information and belief it will be impossible to realize in respect of those amounts more than the sum of K . . . of theabouts.
3. . . . persons have been settled by me in the list of contributories of the Company 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 and incidental to winding up the affairs of the Company, I believe the sum of K . . . will be required in addition to the amount of the assets of the Company mentioned in that Schedule and the sum of K . . .
5. In order to provide the sum of K . . . , it is necessary to make a call on the persons who have been settled on the list of contributories, and, having regard to the probability that some of the contributories will partly or wholly fail to pay the amount of the call, I believe that, for the purpose of realizing the amount required as mentioned above, it is necessary that a call of K . . . per share should be made.

Sworn, etc.

Sch. 2

Companies 9999

PAPUA NEW GUINEA.

Companies Act 1997.

Form 48 – Advertisement of intended call.

Rules, Sec. 92.

Form 48.

(Title).

Notice is given that the National Court has appointed . . . 20 . . . at . . . a.m./p.m. at
(state place of appointment) to sanction a call on all the contributories of the
Company (or as the case may be) and that the Liquidator of the Company proposes
that such call be for K . . . per share. All persons interested are entitled to attend at
that day, hour and place, to offer objections to the call.

Dated . . . 20...

Liquidator.

PAPUA NEW GUINEA.

Companies Act 1997.

Form 49 – Order giving leave to make a call.

Rules, Sec. 92.

Form 49.

(Title).

20...

On the application of the Liquidator of the abovenamed Company and on reading the affidavit of the Liquidator filed . . . 20 . . . and the exhibit marked "A" referred to in that affidavit, and an affidavit of . . . filed . . . 20...

It is ordered that leave be given to the Liquidator to make a call of K . . . per share on all the contributories of the Company (*or as the case may be*).

And it is ordered that on or before the . . . 20 . . . , each such contributory pay to the Liquidator of the Company the amount that will be due from him or her in respect of the call.

PAPUA NEW GUINEA.

Companies Act 1997.

Form 50 – Document making a call.

Rules, Sec. 93. Form 50.

(Title).

I, . . . , the Liquidator of the abovesaid Company, in pursuance of an order of the Court (or a resolution of the Committee of Inspection) made (or passed) . . . 20... , make a call of K . . . per share on all the contributories of the Company, which sum is to be paid at my office (*state address*) on . . . 20...

Dated . . . 20...

Liquidator.

PAPUA NEW GUINEA.

Companies Act 1997.

Form 51 – Notice of call sanctioned by Committee of Inspection to be sent to contributory.

Rules, Sec. 93. Form 51.

(Title).

To A.B.

Notice is given that the Committee of Inspection in the winding-up of the above-named Company has passed a resolution as follows:—

(Set out resolution.)

The amount due from you in respect of the call is the sum of K. . . . This sum should be paid by you direct to me at my office (*state address*) on or before . . . 20...

Dated . . . 20...

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 4% per annum from that date until payment.

PAPUA NEW GUINEA.

Companies Act 1997.

Form 52 – Notice to be served with the order sanctioning a call.

Rules, Sec. 93. Form 52.

(Title).

To A.B.

The amount due from you, A.B., in respect of the call made in pursuance of leave given by the above (or within) order is the sum of K. . . . , which sum is to be paid by you to me as the Liquidator of the Company at my office (*state address*).

Dated . . . 20...

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 4% per annum from the said date until payment.

PAPUA NEW GUINEA.

Companies Act 1997.

***Form 53 – Affidavit in support of application for order for payment of
call.***

Rules, Sec. 94. Form 53.

(Title).

I, . . . , of . . . , the Liquidator of the abovenamed Company, make oath and say as follows:—

1. The contributories of the Company whose names are set out in the Schedule annexed marked "A" have not paid or caused to be paid the sums set opposite their names in that Schedule, which sums are the amounts now due from them respectively under the call of K . . . per share, duly made under the *Companies Act*, dated . . . 20...
2. The respective amounts of sums set opposite the names of the contributories in that Schedule are the true amounts due and owing by the contributories respectively in respect of the call.

A.

SCHEDULE.

No. on List.	Name.	Address.	Description.	In what Character included.	Amount due.
--------------	-------	----------	--------------	-----------------------------	-------------

Sworn, etc.

NOTE.—In addition to the above affidavit, an affidavit of the service of the application for the call will be required in cases in which the Committee of Inspection or the Court has authorized a call to be made.

PAPUA NEW GUINEA.

Companies Act 1997.

Form 54 – Affidavit of service of order for payment of call.

Rules, Sec. 94.

Form 54.

(Title).

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

1. I did on ... 20 ... personally serve ... of ... , with an order made in this matter by this Court, dated ... 20 ... , by which it was ordered (*set out the order*) by delivering to and leaving with ... , at ... , a true copy of the order, and at the same time producing and showing to him the original order.

2. There was endorsed on the copy when so served the following words:—

"If you, ... , neglect to obey this order by the time mentioned in it, you will be liable to process of execution for the purpose of compelling you to obey it."

Sworn, etc.

PAPUA NEW GUINEA.

Companies Act 1997.

Form 55 – Order for payment of call due from contributory.

Rules, Sec. 94.

Form 55.

(Title).

20...

On the application of the Liquidator of the abovenamed Company, and on reading an affidavit of ... filed on ... 20... , and an affidavit of the Liquidator filed on ... 20... , it is ordered that ... of ... , (or ... of ... , etc., the legal personal representative of ... late of etc., deceased), one of the contributories of the Company (or if against more than one contributory, the persons named in the second column of the Schedule to this Order, who are contributories of the Company), do, on or before ... 20... , or within four days after service of this Order, pay to the Liquidator of the Company at his office (state address) the sum of K ... (if against a legal personal representative *only*, out of the assets of ... the deceased, in his hands as the legal personal representative of ... to be administered, in due course of administration, if ... has in his hands so much to be administered, or if against several contributories, the sums of money set opposite to their names in the sixth column of the Schedule), such sum (or sums) being the amount (or amounts) due from ... (or ... or those persons respectively) in respect of the call of K ... per share duly made, dated ... 20...

And it is ordered that those persons do within that period and at that place pay to the Liquidator interest at the rate of 4% per annum on the amounts specified in the sixth column of the Schedule from ... 20... to the date of payment.

And it is ordered that those persons do within that period and at that place pay to the Liquidator the sums set opposite their names in the seventh column of the Schedule, the respective sums being the shares of the applicant's costs of the application payable by those persons respectively.

(Add appropriate paragraphs as to amounts payable by legal personal representatives (if any)).

SCHEDULE.

No. on List.	Name.	Address.	Description.	In what Character included.	Amount due.	Share of Costs.	Total amount payable exclusive of Interest.
--------------	-------	----------	--------------	-----------------------------	-------------	-----------------	---

NOTE.—The copy for service of the above Order shall be endorsed as follows:—

"If you, ... , neglect to obey this Order by the time mentioned in it you will be liable to process of execution, for the purpose of compelling you to obey it."

By the Court,
Registrar.

PAPUA NEW GUINEA.

Companies Act 1997.

Form 56 – List of proofs to be filed under Section 100.

Rules, Sec. 100. Form 56.

(Title).

I certify that the following is a correct list of all proofs tendered to me in the above matter during the past month.

Dated . . . 20...

Liquidator.

Name of Creditor.	Amount of Proof.	Proofs Tendered. Whether admitted, rejected or standing over for further consideration.	If admitted, Amount.
-------------------	------------------	--	----------------------

PAPUA NEW GUINEA.

Companies Act 1997.

***Form 57 – Notice to creditors and contributories of intention to apply
for release.***

Rules, Sec. 103. Form 57.

(Title).

To

Notice is given that I, . . . , the Liquidator of the abovenamed Company, intend to apply to the Judge in chambers at the National Court at . . . at . . . a.m./p.m. on . . . 20 . . . for my release, and further take notice that any objection you may have to the granting of my release should be notified to the Registrar of the National Court and to me within 21 days after the date of this notice.

A summary of my receipts and payments as Liquidator is annexed.

Dated this . . . 20...

Liquidator.

NOTE.—Section 257(4) of the *Companies Act* provides that:—

"An order of the Court releasing the liquidator discharges 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 a material fact."

PAPUA NEW GUINEA.

Companies Act 1997.

Form 58 – Application by liquidator to Court for release.

Rules, Sec. 103. Form 58.

(Title).

I, . . . , the Liquidator of the abovenamed Company, report to the Court—

1. That the whole of the property of the Company has been realized for the benefit of the creditors and contributories (and a dividend to the amount of . . . toea in the kina has been paid, as shown by the statement 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, annexed in writing under our hands, be realized, without needlessly protracting the liquidation, as shown by the statement annexed, has been realized, and a dividend to the amount of K . . . has been paid as shown with a return of K . . . per share to the contributories of the Company).

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

2. I have given or caused to be given to all creditors and contributories the notice required to be given by Section 103 of the *Companies Rules*.

3. I therefore request the Court to cause a report on my accounts to be prepared, and to grant me a certificate of release.

Dated . . . 20...

Liquidator.

PAPUA NEW GUINEA.

Companies Act 1997.

Form 59 – Statement to accompany notice of application for release.

Rules, Sec. 103. Form 59.

(Title).

Statement showing position of the Company at date of application for release.

Dt.	Estimated Receipts—to produce per Company's Statement K
To total receipts from date of winding-up order— (State particulars under the headings specified in the Statement of Affairs.)	
Receipts per trading account	
Other receipts	
Total	K
Less:	
Payments to creditors securities	
Costs of execution	
Payments per trading account	
Net realizations	K
Amounts received from calls on contributories made by the Liquidator	K
Dt.	Payments K
By fees (including stationery, printing and postage in respect of contributories and creditors, and for debts, and fee for audit)	
Law costs of petition	
Law costs of lawyer to Liquidator	
Other law costs	
Liquidator's remuneration, per cent on K	
Assets realized per cent on K	
Assets distributed in dividend	
Shorthand writer's charges	
Special manager's charges	
Person appointed to assist in preparation of Statement of Affairs	
Auctioneer's charges as taxed	
Other taxed costs	
Costs of possession and maintenance of estate	
Cost of notices in National Gazette and other papers	
Incidental outlay	
Total cost and charges	K
Creditors, viz:—	
(a) Preferential	
(b) Unsecured:	
Dividend of . . . in the K . . . on K . . .	
The estimate of the amount expected to rank for dividend was K . . .	
Amount retained to contributories	
Balance	K

Assets not yet realized, including calls, estimated to produce K

(Add any special remarks the Liquidator thinks desirable).

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

Dated . . . 20...

(Signature of Liquidator or his lawyer).

(Address).

PAPUA NEW GUINEA.

Companies Act 1997.

Form 60 – Request to deliver bill for taxation.

Rules, Sec. 106. Form 60.

(Title).

I request that you will, within . . . days of this date, or such further time as the National Court allows, deliver to me for taxation by the proper officer your bill of costs (or charges or expenses) as a (state nature of employment) failing which, I shall, in pursuance of the *Companies Act* and the *Companies Rules*, proceed to declare and distribute a dividend without regard to any claim which you may have against the assets of the Company, and your claim against the assets of the Company will be liable to be forfeited.

Dated . . . 20..

Liquidator.

Sch. 2

Companies 9999

PAPUA NEW GUINEA.

Companies Act 1997.

Form 61 – Certificate of taxation.

Rules, Sec. 109. Form 61.

(Title).

I certify that I have taxed the bill of costs (or charges or expenses) of ... (state capacity in which employed or engaged; where necessary add in pursuance of an order of the National Court dated ... 20 ...), and have allowed it at the sum of K... (where necessary add which sum is to be paid to ... by ... as directed by the order).

Dated ... 20...

Taxing Officer.

K

PAPUA NEW GUINEA.

Companies Act 1997.

Form 62 – Register to be kept by taxing officer.

Rules, Sec. 109. Form 62.

Companies Rules.

Name of Company.	Lawyer's Bills			Auctioneers' Bills			Baillifs' Bills			Accountants' Bills			Brokers' or other Persons' Bills		
	Gross amt. of Bill	Am. taxed off	Net amt. allowed.	Gross amt. of Bill	Am. taxed off	Net amt. allowed.	Gross amt. of Bill	Am. taxed off.	Net amt. allowed.	Gross amt. of Bill.	Am. taxed off.	Net amt. allowed.	Gross amt. of Bill	Am. taxed off.	Net amt. allowed.

Companies Rules