



*Further amended: No. 289 of 1870
No 22 of 1870 - 71
See No 312 of 1884, &c. &c.
No 375 of 1886
No. 408 of 1897, S. 2
- 435 of 1898, S. 2.
7arto even 11
articles & on the
ship & shares.*

ANNO VICESIMO SEPTIMO ET VICESIMO OCTAVO

VICTORIÆ REGINÆ.

A.D. 1864.

*1864 5-5-7d 92
1st ed*

No. 13.

*An Act for the Incorporation, Regulation, and Winding up of
Trading Companies and other Associations.*

[Assented to, 9th December, 1864.]

WHEREAS it is expedient that the laws relating to the Incorporation, Regulation, and Winding up of Trading Companies and other Associations should be consolidated and amended—Be it therefore Enacted, by the Governor-in-Chief of the Province of South Australia, with the advice and consent of the Legislative Council and House of Assembly of the said Province, in Parliament assembled, as follows: Preamble.

PRELIMINARY.

1. This Act may be cited for all purposes as “The Companies Act, 1864.” Short title of Act.

2. In this Act, the expression “A company limited by shares,” shall mean a company under this Act, the liability of the members of which is, by their memorandum of association, limited to the amount (if any) unpaid on the shares respectively held by them; the expression “A company limited by guarantee,” shall mean a company under this Act, the liability of the members of which is, by their memorandum of association, limited to such an amount as the members may, respectively, undertake by such memorandum to contribute to the assets of the company in the event of its being wound up; the expression “An unlimited company,” shall mean a company under this Act, formed on the principle of having no limit placed on the liability of its members. Interpretation clause.

3. For

Insurance Companies.

3. For the purposes of this Act, a company that carries on the business of insurance in common with any other business or businesses shall be deemed to be an insurance company.

Prohibition of partnerships exceeding a certain number.

4. No company, association, or partnership, consisting of more than ten persons shall be formed after the coming into operation of this Act for the purpose of carrying on the business of banking, unless it is formed in pursuance of some other Act, either of the Imperial Parliament, or of the Parliament of the said Province, or of Letters Patent; and no company, association, or partnership consisting of more than twenty persons shall be formed after the coming into operation of this Act for the purpose of carrying on any other business that has for its object the acquisition of gain by the company, association, or partnership, or by the individual members thereof, unless it is registered as a company under this Act, or is formed in pursuance of some other Act of such Parliament as aforesaid.

Division of Act.

5. This Act is divided into eight parts, relating to the following subject matters—

The First Part—To the constitution and incorporation of companies and associations under this Act:

The Second Part—To the distribution of the capital and liabilities of members of companies and associations under this Act:

The Third Part—To the management and administration of companies and associations under this Act:

The Fourth Part—To the winding up of companies and associations under this Act:

The Fifth Part—To the registration office:

The Sixth Part—To companies authorized to register under this Act:

The Seventh Part—To applications of this Act to unregistered companies:

The Eighth Part—To repeal of Acts.

PART I.

CONSTITUTION AND INCORPORATION OF COMPANIES AND ASSOCIATIONS UNDER THIS ACT.

MEMORANDUM OF ASSOCIATION.

Mode of forming company.

6. Any seven or more persons associated for any lawful purpose, except for the purpose of carrying on the business of banking, may, by subscribing their names to a memorandum of association, and otherwise complying with the requisitions of this Act in respect of registration, form an incorporated company with or without limited liability.

Mode of limiting liability of members.

7. The liability of the members of a company, formed under this Act,

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Act, may, according to the memorandum of association, be limited either to the amount, if any, unpaid on the shares respectively held by them, or to such amount as the members may respectively undertake by the memorandum of association to contribute to the assets of the company in the event of its being wound up.

8. Where a company limited by shares is formed, the memorandum of association shall contain the following things, that is to say—

Memorandum of association of company limited by shares.

- I. The name of the proposed company, with the addition of the word "limited" as the last word in such name:
- II. The objects for which the proposed company is to be established:
- III. A declaration that the liability of the members is limited:
- IV. The amount of capital with which the company proposes to be registered, divided into shares of a certain fixed amount:

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A. 2*

Subject to the following regulations—

- I. That no subscriber shall take less than one share:
- II. That each subscriber of the memorandum of association shall write opposite to his name the number of shares he takes.

9. Where a company, limited by guarantee, is formed, the memorandum of association shall contain the following things, that is to say—

Memorandum of association of company limited by guarantee.

- I. The name of the proposed company with the addition of the word "limited" as the last word in such name:
- II. The objects for which the company is to be established:
- III. A declaration that each member undertakes to contribute to the assets of the company in the event of the same being wound up, during the time that he is a member, or within one year afterwards for payment of the debts and liabilities of the company contracted before the time at which he ceases to be a member, and of the costs, charges, and expenses of winding up the company, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding a specified amount:

10. Where an unlimited company is formed, the memorandum of association shall contain the following things, that is to say—

Memorandum of association of an unlimited company.

- I. The name of the proposed company:
- II. The objects for which the proposed company is to be established.

11. The

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Signature and effect
of memorandum of
association.

11. The memorandum of association shall be signed by each subscriber, in the presence of, and be attested by, one witness at the least, and shall, when registered, bind the company and the members thereof, to the same extent as if each member had subscribed his name and affixed his seal thereto, and there were in such memorandum contained on the part of himself, his heirs, executors, and administrators a covenant to observe all the conditions of such memorandum subject to the provisions of this Act.

Power of certain com-
panies to alter memo-
randum of association.

12. Any company limited by shares, if authorized to do so by its regulations as originally framed or as altered by special resolution in manner hereinafter mentioned, may so far modify the conditions contained in its memorandum of association as to increase its capital by the issue of new shares of such amount as may be thought expedient, or to consolidate and divide its capital into shares of larger amount than its existing shares, or to convert its paid-up shares into stock, but save, as aforesaid, no alteration shall be made by any company, in the conditions contained in its memorandum of association.

ARTICLES OF ASSOCIATION.

Regulations to be pre-
scribed by articles
of association.

13. The memorandum of association may, in the case of a company limited by shares, and shall, in a case of a company limited by guarantee, or of an unlimited company be accompanied, when registered, by articles of association signed by the subscribers to the memorandum of association, and prescribing such regulations for the company, as the subscribers to the memorandum of association deem expedient; such articles shall be expressed in separate paragraphs numbered arithmetically, and may adopt all or any of the provisions contained in the table marked A in the First Schedule hereto; they shall, in the case of a company whether limited by guarantee, or unlimited, that has a capital divided into shares, state the amount of capital with which the company proposes to be registered, and in the case of a company whether limited by guarantee, or unlimited that has not a capital divided into shares, state, for the purpose of enabling the Registrar of Companies to determine the fees payable on registration, the number of members with which the company proposes to be registered; in a company limited by guarantee, or unlimited, and having a capital divided into shares, each subscriber shall take one share at the least, and shall write opposite to his name in the memorandum of association the number of shares he takes.

Application of Table
A.

14. In the case of a company limited by shares, if the memorandum of association is not accompanied by articles of association, or in so far as such articles do not exclude or modify the regulations contained in the table marked A in the First Schedule hereto, such last-mentioned regulations shall, so far as the same are applicable, be deemed to be the regulations of the company in the same manner and to the same extent as if they had been inserted in articles of association, and such articles had been registered.

15. The

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15. The articles of association shall be printed, and shall be signed by each subscriber in the presence of, and be attested by, one witness at the least, and when registered they shall bind the company and members thereof to the same extent as if each member had subscribed his name and affixed his seal thereto, and there were in such articles contained a covenant on the part of himself, his heirs, executors, and administrators, to conform to all the regulations contained in such articles subject to the provisions of this Act; and all moneys payable by any member to the company, in pursuance of the conditions and regulations of the company, or any of such conditions and regulations, shall be deemed to be a specialty debt due from such member to the company.

Signature and effect of articles of association.

GENERAL PROVISIONS.

16. The memorandum of association and articles of association if any, shall be delivered to the Registrar of Companies, who shall retain and register the same; there shall be paid to the Registrar of Companies by a company, having a capital divided into shares, in respect of the several matters mentioned in the Second Schedule hereto the several fees therein specified, and by a company not having a capital divided into shares, in respect to the several matters mentioned in the Third Schedule hereto, the several fees therein specified, or such smaller fees as the Governor, with the advice of the Executive Council may in either case from time to time direct.

Registration of memorandum of association and articles of association.

17. Upon the registration of the memorandum of association and of the articles of association, in cases where articles of association are by this Act, or by the desire of the parties required to be registered, the Registrar of Companies shall notify in the *Government Gazette* that the company is incorporated, and, in the case of a limited company, that the company is limited; and thereupon the subscribers of the memorandum of association, together with such other persons as may from time to time become members of the company, shall be a body corporate by the name contained in the memorandum of association, capable forthwith of exercising all the functions of an incorporated company, and having perpetual succession and a common seal, with power to hold lands, but with such liability on the part of the members to contribute to the assets of the company, in the event of the same being wound up, as is hereinafter mentioned; such notice shall be conclusive evidence that all the requisitions of this Act in respect of registration have been complied with.

Effect of registration.

18. Every person may inspect the documents kept by the Registrar of Companies relating to companies under this Act, and may require a certificate of the incorporation of any company, or a copy or extract of any other document, or any part of any other document, to be certified by the Registrar of Companies; and there shall be paid for each such inspection One Shilling, and for such certificate of incorporation Five Shillings, and for each folio of such copy or extract Sixpence, or such smaller fees as the Governor, with the advice of the Executive Council, may from time to time appoint.

Inspection of documents.

19. A

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Copies of memorandum and articles to be given to members.

19. A copy of the memorandum of association, having annexed thereto the articles of association if any, shall be forwarded to every member at his request, on payment of the sum of One Shilling, or such less sum as may be prescribed by the company, for each copy, including such annex as aforesaid; and if any company makes default in forwarding a copy of the memorandum of association, and articles of association if any, to a member in pursuance of this section, the company so making default shall for each offence incur a penalty not exceeding One Pound.

Prohibition against identity of names in companies.

20. No company shall be registered under a name identical with that by which a subsisting company is already registered, or so nearly resembling the same as in the opinion of the Registrar of Companies to be calculated to deceive, except where the subsisting company is in course of being dissolved, and testifies its consent in such manner as the Registrar of Companies requires; and if any company, through inadvertence or otherwise, is, without such consent as aforesaid, registered by a name identical with that by which a subsisting company is registered, or so nearly resembling the same as to be calculated to deceive, such first-mentioned company may, with the sanction of the Registrar of Companies, change its name; and upon such change being made, the Registrar of Companies shall enter the new name on the register in the place of the former name, and shall issue a certificate of incorporation altered to meet the circumstances of the case; but no such alteration of name shall affect any rights or obligations of the company, or render defective any legal proceedings instituted or to be instituted by or against the company, and any legal proceeding may be continued or commenced against the company by its new name that might have been continued or commenced against the company by its former name.

PART II.

DISTRIBUTION OF CAPITAL AND LIABILITY OF MEMBERS OF COMPANIES AND ASSOCIATIONS UNDER THIS ACT.

DISTRIBUTION OF CAPITAL.

Nature of interest in company.

21. The shares or other interest of any member in a company under this Act shall be personal estate, capable of being transferred in manner provided by the regulations of the company, and shall not be of the nature of real estate; and each share shall, in the case of a company having a capital divided into shares, be distinguished by its appropriate number.

Definition of "member."

22. The subscribers of the memorandum of association of any company under this Act shall be deemed to have agreed to become members of the company whose memorandum they have subscribed, and upon the registration of the company, shall be entered as members on the register of members hereinafter mentioned; and every other person who has agreed to become a member of a company under this Act, and whose name is entered on the register of members, shall be deemed to be a member of the company.

23. Any

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23. Any transfer of the share or other interest of a deceased member of a company under this Act, made by his personal representative, shall, notwithstanding such personal representative may not himself be a member, be of the same validity as if he had been a member at the time of the execution of the instrument of transfer.

Transfer by personal representative.

24. Every company under this Act shall cause to be kept in one or more books a register of its members, and there shall be entered therein the following particulars—

Register of members.

- i. The names and addresses, and the occupations if any, of the members of the company, with the addition, in the case of a company having a capital divided into shares, of a statement of the shares held by each member, distinguishing each share by its number, and of the amount paid or agreed to be considered as paid on the shares of each member :

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- ii. The date at which the name of any person was entered in the register as a member :

- iii. The date at which any person ceased to be a member :

Every company acting in contravention of this section shall incur a penalty not exceeding Five Pounds for every day during which its default in complying with the provisions of this section continues ; and every director or manager who knowingly and wilfully authorizes and permits such contravention shall incur the like penalty.

25. Every company under this Act having a capital divided into shares shall make, once at least in every six months, a list of all persons who, on the fourteenth day succeeding the day on which the ordinary general meeting, or if there is more than one ordinary meeting in each year, the first of such ordinary general meetings is held, are members of the company ; and such list shall state the names, addresses, and occupations of all the members therein mentioned, and the number of shares held by each of them, and shall contain a summary specifying the following particulars—

Half-yearly list of members.

*Revised by 375
of '86, S. 1. a
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it.*

- i. The amount of the capital of the company, and the number of shares into which it is divided :
- ii. The number of shares taken from the commencement of the company up to the date of the summary :
- iii. The amount of calls made on each share :
- iv. The total amount of calls received :
- v. The total amount of calls unpaid :
- vi. The total amount of shares forfeited :
- vii. The names, addresses, and occupations, of the persons who have ceased to be members since the last list was made, and the number of shares held by each of them :

The above list and summary shall be contained in a separate part of the

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the register, and shall be completed within seven days after such fourteenth day, as is mentioned in this section, and a copy shall forthwith be forwarded to the Registrar of Companies.

Penalty on company not keeping a proper register.

26. If any company under this Act, having a capital divided into shares, makes default in complying with the provisions of this Act, with respect to forwarding such list of members, or summary, as is hereinbefore mentioned, to the Registrar of Companies, such company shall incur a penalty not exceeding Five Pounds for every day during which such default continues; and every director and manager of the company who knowingly and wilfully authorizes or permits any such default shall incur a like penalty.

Company to give notice of consolidation or conversion of capital into stock.

27. Every company under this Act having a capital divided into shares that has consolidated and divided its capital into shares of larger amount than its existing shares, or converted any portion of its capital into stock, shall give notice to the Registrar of Companies of such consolidation, division, or conversion, specifying the shares so consolidated, divided, or converted.

Effect of conversion of shares into stock.

28. Where any company under this Act having a capital divided into shares has converted any portion of its capital into stock, and given notice of such conversion to the Registrar of Companies, all the provisions of this Act which are applicable to shares only shall cease as to so much of the capital as is converted into stock, and the register of members hereby required to be kept by the company, and the list of members to be forwarded to the Registrar of Companies shall show the amount of stock held by each member in the list, instead of the amount of shares and the particulars relating to shares hereinbefore required.

Entry of trusts on register.

29. No notice of any trust, expressed, implied, or constructive, shall be entered on the register, in the case of companies under this Act, or be receivable by the Registrar of Companies.

Certificate of shares.

30. A certificate under the common seal of the company specifying any share, or stock held by any member of a company, shall be *prima facie* evidence of the title of the member to the share or stock therein specified.

Inspection of register.

31. The register of members, commencing from the date of the registration of the company, shall be kept at the registered office of the company hereinafter mentioned, and except when closed as hereinafter mentioned shall, during business hours, but subject to such reasonable restrictions as the company in general meeting may impose, so that not less than two hours in each day be appointed for inspection, be open to the inspection of any member gratis, and to the inspection of any other person on the payment of One Shilling, or such less sum as the company may prescribe, for each inspection, and every such member, or other person may require a copy of such register, or of any part thereof, or of such list, or summary of members

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bers as is hereinbefore mentioned on payment of Sixpence for every hundred words required to be copied; if such inspection or copy is refused, the company shall incur for each refusal a penalty not exceeding Two Pounds, and a further penalty not exceeding Two Pounds for every day during which such refusal continues; and every director and manager of the company who, knowingly and wilfully authorizes or permits such refusal, shall incur the like penalty, and in addition to the above penalty, any Judge, sitting in chambers, may, by order, compel an immediate inspection of the register.

32. Any company under this Act may, upon giving notice by advertisement in any newspaper published in Adelaide, or nearest to the registered office of the company, close the register of members for any time or times not exceeding in the whole thirty days in each year.

Power to close register.

33. Notice of any increase beyond the registered capital in the capital of a company having a capital divided into shares, whether such shares have, or have not been converted into stock, or of any increase beyond the registered number in the number of members of a company not having a capital divided into shares, shall be given to the Registrar of Companies in the case of an increase of capital, within fifteen days from the date of the passing of the resolution by which such increase has been authorized, and in the case of an increase of members, within fifteen days from the time at which such increase of members has been resolved on, or has taken place; and the Registrar of Companies shall forthwith record the amount of such increase of capital, or members; [if such notice is not given within the period aforesaid, the company shall incur a penalty not exceeding Five Pounds for every day during which such neglect to give notice continues; and every director and manager of the company, who knowingly and wilfully authorizes or permits such default, shall incur the like penalty.

Notice of increase of capital and of members to be given to Registrar of Companies.

34. When the name of any person is without sufficient cause entered in, or omitted from the register of members of any company under this Act, or when default is made, or unnecessary delay takes place in entering on the register the fact of any person having ceased to be a member of the company, the person or member aggrieved, or any member of the company, or the company itself may, by motion in the Supreme Court, or by application to a Judge sitting in chambers, apply for an order that the register may be rectified, and the Court, or Judge may either refuse such application with or without costs to be paid by the applicant, or may if satisfied of the justice of the case, make an order for the rectification of the register, and may direct the company to pay all the costs of such motion or application, and any damages the party aggrieved may have sustained; the Court or Judge may, in any proceeding under this section, decide on any question relating to the title of any person who is a party to such proceeding to have his name entered in or omitted from the register, whether such question arises between two or more members,

Remedy for improper entry or omission of entry in register.

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bers, or alleged members, or between any members, or alleged members and the company, and generally may, in any such proceeding decide any question that it may be necessary or expedient to decide for the rectification of the register, and may direct an issue to be tried in which any question of law may be raised.

Notice to Registrar
of Companies of recti-
fication of register.

35. When any order has been made rectifying the register in the case of a company hereby required to send a list of its members to the Registrar of Companies, the Court shall, by its order, direct that due notice of such rectification be given to the Registrar of Companies.

Register to be evidence.

36. The register of members shall be *prima facie* evidence of all matters by this Act directed or authorized to be inserted therein.

LIABILITY OF MEMBERS.

Liability of members.

37. Where any company, formed under this Act, is wound up, every present and past member of such company shall be liable to contribute to the assets of the company to an amount sufficient for payment of the debts of the company, and the costs, charges, and expenses of winding up, and for the payment of such sums as may be required for the adjustment of the rights of the contributories amongst themselves, with the qualifications following, that is to say—

- I. No past member shall be liable to contribute to the assets of the company if he has ceased to be a member for a period of one year or upwards prior to the commencement of the winding up :
- II. No past member shall be liable to contribute in respect of any debt or liability of the company contracted after the time at which he ceased to be a member :
- III. No past member shall be liable to contribute to the assets of the company, unless it appears to the Court that existing members are unable to satisfy the contributions required to be made by them in pursuance of this Act :
- IV. If the company be limited by shares, no contribution shall be required from any member exceeding the amount, if any, unpaid on the shares in respect of which he is liable as a present or past member :
- V. If the company be limited by guarantee, no contribution shall be required from any member exceeding the amount of the undertaking entered into on his behalf by the memorandum of association :
- VI. Nothing in this Act contained shall invalidate any provision contained in any policy of insurance, or other contract, whereby the liability of individual members upon any such policy or contract is restricted, or whereby the funds of the company are alone made liable in respect of such policy or contract :

VII. No

*See sec 9
of Co. Act
1870-71*

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- VII. No sum due to any member of a company in his character of a member, by way of dividends, profits, or otherwise, shall be deemed to be a debt of the company payable to such member in a case of competition between himself and any other creditor not being a member of the company, but any such sum may be taken into account for the purposes of the final adjustment of the rights of the contributors among themselves.

PART III.

MANAGEMENT AND ADMINISTRATION OF COMPANIES AND ASSOCIATIONS UNDER THIS ACT.

PROVISIONS FOR PROTECTION OF CREDITORS.

38. Every company under this Act shall have a registered office to which all communications and notices may be addressed. If any company under this Act carries on business without having such an office it shall incur a penalty not exceeding Five Pounds for every day during which business is so carried on. Notice of the situation of such registered office, and of any change therein, shall be inserted in the *Government Gazette*, and in one newspaper published in the said Province nearest to the registered office of the company, and shall be given to the Registrar of Companies, and recorded by him. Until such notice is given, the company shall not be deemed to have complied with the provisions of this Act, with respect to having a registered office.
- Registered office of company.
Notice of situation of registered office.
39. Every limited company under this Act, whether limited by shares or by guarantee, shall paint or affix, and shall keep painted or affixed, its name on the outside of every office or place in which the business of the company is carried on, in a conspicuous position, in letters easily legible, and shall have its name engraven in legible characters on its seal, and shall have its name mentioned in legible characters in all notices, advertisements, and other official publications of such company, and in all bills of exchange, promissory notes, endorsements, cheques, and orders for money or goods purporting to be signed by or on behalf of such company, and in all bills of parcels, invoices, receipts, and letters of credit of the company.
- Publication of name by a limited company.
40. If any limited company under this Act does not paint or affix, and keep painted or affixed, its name in manner directed by this Act, it shall be liable to a penalty not exceeding Five Pounds, for not so painting or affixing its name, and for every day during which such name is not so kept painted or affixed; and every director and manager of the company who knowingly and wilfully authorizes or permits such default, shall be liable to the like penalty; and if any director, manager, or officer of such company, or any person on its behalf, uses or authorizes the use of any seal purporting to be a seal of the company, whereon its name is not so engraven as aforesaid, or issues or authorizes the issue of any notice or advertisement,
- Penalties on non-publication of name.

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vertisement, or other official publication of such company, or signs or authorizes to be signed on behalf of such company, any bill of exchange, promissory note or endorsement, cheque, order for money or goods, or issues or authorizes to be issued any bill of parcels, invoice, receipt, or letter of credit of the company wherein its name is not mentioned in manner aforesaid, he shall be liable to a penalty of Fifty Pounds, and shall further be personally liable to the holder of any such bill of exchange, promissory note, cheque, or order for money or goods for the amount thereof, unless the same is duly paid by the company.

Register of mortgages.

41. Every limited company under this Act shall keep a register of all mortgages and charges specifically affecting property of the company, and shall enter in such register in respect of each mortgage or charge, a short description of the property mortgaged or charged, the amount of charge created, and the names of the mortgagees or persons entitled to such charge. If any property of the company is mortgaged or charged without such entry as aforesaid being made, every director, manager, or other officer of the company, who knowingly and wilfully authorizes or permits the omission of such entry, shall incur a penalty not exceeding Fifty Pounds. The register of mortgages required by this section, shall be open to inspection by any member or creditor of the company, at all reasonable times, and if such inspection is refused, any officer of the company refusing the same, and every director and manager of the company authorizing or knowingly and wilfully permitting such refusal, shall incur a penalty not exceeding Five Pounds, and a further penalty not exceeding Two Pounds for every day during which such refusal continues, and in addition to the above penalty, any Judge sitting in chambers may, by order, compel an immediate inspection of the register.

Limited and insurance
companies to publish
statement entered in
schedule.

42. The manager or other authorized officer of every insurance company, and deposit provident or benefit society under this Act, shall, before such company or society commences business, and also on the first Monday in February, and the first Monday in August, in every year during which it carries on business, make, before some Justice, a declaration in the form contained in the Fourth Schedule hereto, or as near thereto as circumstances will admit, and a copy of such declaration shall be put in a conspicuous place in the registered office of the company, and in every branch office or place where the business of the company is carried on, and shall be given to any member or creditor of the company who applies for the same, upon payment of a sum not exceeding Sixpence. If default is made in compliance with the provisions of this section, the company shall be liable to a penalty not exceeding Five Pounds for every day while such default continues, and every director and manager of the company, who knowingly and wilfully authorizes or permits such default, shall incur the like penalty.

43. Every

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43. Every company under this Act, and not having a capital divided into shares, shall keep at its registered office, a register containing the names and addresses, and the occupations of its directors or managers, and shall send to the Registrar of Companies, a copy of such register, and shall from time to time notify to him any change that takes place in such directors or managers.

List of directors to be sent to Registrar of Companies.

44. If any company under this Act, and not having a capital divided into shares, makes default in keeping a register of its directors or managers, or in sending a copy of such register to the Registrar of Companies, in compliance with the foregoing rules, or in notifying to the Registrar of Companies any change that takes place in such directors or managers, such delinquent company shall incur a penalty not exceeding Five Pounds for every day during which such default continues, and every director and manager of such company, who knowingly and wilfully authorizes or permits such default, shall incur the like penalty.

Penalty on company not keeping register of directors.

45. Contracts on behalf of any company under this Act may be made, varied, or discharged as follows, that is to say—

Contracts how made.

- I. Any contract which, if made between private persons, would be by law required to be in writing under seal, may be made, varied, or discharged, in the name and on behalf of the company in writing, under the common seal of the company:
- II. Any contract which, if made between private persons, would be by law required to be in writing, and signed by the parties to be charged therewith, may be made, varied, or discharged, in the name and on behalf of the company in writing, signed by any person acting under the express or implied authority of the company:
- III. Any contract which, if made between private persons, would by law be valid, although made by parol only, and not reduced into writing, may be made, varied, or discharged by parol, in the name and on behalf of the company, by any person acting under the express or implied authority of the company:

And all contracts made according to the provisions herein contained shall be effectual in law, and shall be binding upon the company and their successors, and all other parties thereto, their heirs, executors, or administrators, as the case may be.

46. A promissory note or bill of exchange shall be deemed to have been made, accepted, or endorsed on behalf of any company under this Act, if made, accepted, or endorsed in the name of the company by any person acting under the authority of the company, or if made, accepted, or endorsed by or on behalf or on account of the company by any person acting under the authority of the company.

Promissory notes and bills of exchange.

47. If

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Prohibition against carrying on business with less than five members.

47. If any company under this Act carries on business when the number of its members is less than seven, for a period of six calendar months after the number has been so reduced, every person who is a member of such company during the time that it so carries on business after such period of six calendar months, and is cognizant of the fact that it is so carrying on business with fewer than seven members, shall be severally liable for the payment of the whole debts of the company contracted during such time, and may be sued for the same without the joinder in the action or suit of any other member.

PROVISIONS FOR PROTECTION OF MEMBERS.

General meeting of company.

48. A general meeting of every company under this Act shall be held once at least in every six calendar months.

Power to alter regulations by special resolution.

49. Subject to the provisions of this Act, and to the conditions contained in the memorandum of association, any company formed under this Act may, in general meeting, from time to time, by passing a special resolution in manner hereinafter mentioned, alter all or any of the regulations of the company as contained in the articles of association, or in the table marked A in the First Schedule, where such table is applicable to the company, or make new regulations to the exclusion of or in addition to all or any of the regulations of the company, and any regulations so made by special resolution shall be deemed to be regulations of the company of the same validity as if they had been originally contained in the articles of association, and shall be subject in like manner to be altered or modified by any subsequent special resolution.

Definition of special resolution.

50. A resolution passed by a company under this Act shall be deemed to be special, whenever a resolution has been passed by a majority of not less than three-fourths of such members of the company for the time being entitled according to the regulations of the company to vote, as may be present in person, or by proxy (in cases where by the regulations of the company proxies are allowed) at any general meeting of which notice specifying the intention to propose such resolution has been duly given, and such resolution has been confirmed by a majority of such members for the time being entitled according to the regulations of the company to vote as may be present in person, or by proxy at a subsequent general meeting, of which notice has been duly given, and held at an interval of not less than fourteen days, nor more than one calendar month from the date of the meeting at which such resolution was first passed; at any such meeting, unless a poll is demanded by at least five members, a declaration of the chairman that the resolution has been carried, shall be deemed conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favor of or against the same; notice of any meeting shall, for the purposes of this section, be deemed to be duly given and the meeting to be duly held, whenever such notice is given and meeting held in manner prescribed by the regulations of the company; in computing the

majority

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majority under this section when a poll is demanded, reference shall be had to the number of votes to which each member is entitled by the regulations of the company.

51. In default of any regulation as to voting, every member shall have one vote, and in default of any regulations as to summoning general meetings, a meeting shall be held to be duly summoned of which seven days' notice in writing has been served on every member, in manner in which notices are required to be served by the table marked A, in the First Schedule hereto; and in default of any regulations as to the persons to summon meetings, five members may summon the same; and in default of any regulations as to who is to be chairman of such meeting, any person elected by the members present may preside.

Provision where no regulations as to meetings.

52. When any special resolution is passed by any company under this Act, a copy thereof shall be printed and forwarded to the Registrar of Companies, and be recorded by him; if such copy is not so forwarded within fifteen days from the date of the confirmation of the resolution, the company shall incur a penalty not exceeding Two Pounds for every day after the expiration of such fifteen days, during which such copy is omitted to be forwarded; and every director and manager of the company, who knowingly and wilfully authorizes or permits such default, shall be liable to a like penalty.

Registry of special resolutions.

53. Where articles of association have been registered, a copy of every special resolution for the time being in force, shall be annexed to or embodied in every copy of the articles of association that may be issued after the passing of such resolution; where no articles of association have been registered, a copy of any special resolution shall be forwarded in print, to any member requesting the same, on payment of One Shilling, or such less sum as the company may direct; and if any company makes default in complying with the provisions of this section, it shall incur a penalty not exceeding One Pound for each copy in respect of which such default is made; and every director and manager of the company, who knowingly and wilfully authorizes or permits such default, shall incur the like penalty.

Copies of special resolutions.

*See sec. 82 d/
No 22/1070-71*

54. Any company under this Act may, by instrument in writing, under its common seal, empower any person, either generally, or in respect of any specified matters, as its attorney, to execute deeds on its behalf in any place not situate in the said Province; and every deed signed by such attorney, on behalf of the company, and under his seal, shall be binding on the company, and have the same effect as if it were under the common seal of the company.

Execution of deeds abroad.

55. The Governor with the advice of the Executive Council may appoint one or more competent inspectors, to examine into the affairs of any company under this Act, and to report thereon in such manner

Examination of affairs of company by inspectors.

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manner as the Governor, with the advice of the Executive Council may direct, upon the application following, that is to say—

- i. In the case of any company that has a capital divided into shares, upon the application of members holding not less than one-fifth part of the whole shares of the company for the time being issued :
- ii. In the case of any company not having a capital divided into shares, upon the application of members being in number not less than one-fifth of the whole number of persons for the time being entered on the register of the company as members.

Application for inspection to be supported by evidence.

56. The Governor in Council, before appointing any inspector, may require the applicants to satisfy him that they have good reason for requiring such investigation to be made, and that they are not actuated by malicious motives in instituting the same, and to give security for payment of the costs of the inquiry.

Inspection of books.

57. It shall be the duty of all officers and agents of the company to produce, for the examination of the inspectors, all books and documents in their custody or power. Every inspector may examine upon oath the officers and agents of the company in relation to its business, and may administer such oath accordingly. If any officer or agent refuses to produce any book or document hereby directed to be produced, or to answer any question relating to the affairs of the company, he shall incur a penalty not exceeding Five Pounds in respect of each offence.

Result of examination how dealt with.

58. Upon the conclusion of the examination, the inspectors shall report to the Governor in Council, in writing or in print according to his direction, their opinion, and a copy thereof shall be sent to the registered office of the company, and a further copy shall, at the request of the members upon whose application the inspection was made, be delivered to them or any one or more of them. All expenses of and incidental to any such examination as aforesaid shall be defrayed by the members upon whose application the inspectors were appointed, unless the Governor, with the advice of the Executive Council shall direct the same to be paid out of the assets of the company, which he is hereby authorized to do.

Power of company to appoint inspectors.

59. Any company under this Act may, by special resolution, appoint inspectors for the purpose of examining into the affairs of the company. The inspectors so appointed shall have the same powers and perform the same duties as inspectors appointed by the Governor with the advice of the Executive Council, with this exception, that, instead of making their report to the Governor in Council, they shall make the same in such manner and to such persons as the company in general meeting directs, and the officers and agents of the company shall incur the same penalties in case of any refusal to produce any book or document hereby required to be produced

to

to such inspectors or to answer any question, as they would have incurred if such inspectors had been appointed by the Governor, with the advice of the Executive Council.

60. A copy of the report of any inspectors appointed under this Act shall be admissible in any legal proceeding as evidence of the opinion of the inspectors in relation to any matter contained in such report.

Report of inspectors to be evidence.

NOTICES AND LEGAL PROCEEDINGS.

61. Any summons, notice, order, or other document, requiring to be served upon the company may be served by leaving the same, or sending it through the post in a prepaid letter addressed to the company at their registered office.

Service of notices on company.

62. Any document to be served by post on the company shall be posted in such time as to admit of its being delivered in the due course of delivery within the period (if any) prescribed for the service thereof; and in proving service of such document it shall be sufficient to prove that such document was properly directed, and that it was put as a prepaid letter into the post office.

Rules as to notices by letter.

63. Any summons, notice, order, or proceeding requiring authentication by the company may be signed by any director, secretary, or other authorized officer of the company, and need not be under the common seal of the company, and the same may be in writing or in print or partly in writing and partly in print.

Authentication of notices of company.

64. All offences against this Act, or against any regulation made under this Act, in respect of which said offences any fine or penalty is by this Act imposed (where no other provision for the recovery thereof is in that behalf made), shall be heard and determined, and such fines and penalties be awarded, and imposed in a summary way, by and before any two or more Justices of the Peace for the said Province, upon complaint in that behalf made.

Proceedings for penalties.

65. The Justices imposing any penalty under this Act may direct the whole or any part thereof to be applied in or towards payment of the costs of the proceedings, or in or towards the rewarding the person upon whose information or at whose suit such penalty has been recovered; and, subject to such direction, all penalties shall be paid to the Treasurer, for the public uses of the Province.

Application of penalties.

66. Every company under this Act shall cause minutes of all resolutions and proceedings of general meetings of the company, and of the directors or managers of the company, in cases where there are directors or managers, to be duly entered in books to be from time to time provided for the purpose; and any such minute as aforesaid, if signed by any person purporting to be the chairman of the meeting at which such resolutions were passed or proceeding had, or by the chairman of the next succeeding meeting, shall be received as evidence in all legal proceedings, and until the contrary is proved every

Evidence of proceedings at meetings.

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every general meeting or meeting of directors or managers in respect of the proceedings of which minutes have been so made, shall be deemed to have been duly held and convened, and all resolutions passed thereat, and proceedings had to have been duly passed and had, and all appointments of directors, managers, or liquidators, shall be deemed to be valid, and all acts done by such directors, managers, and liquidators, shall be valid notwithstanding any defect that may afterwards be discovered in their appointments or qualifications.

Provision as to costs in actions brought by certain limited companies.

67. Where a limited company is plaintiff in any action, suit, or other legal proceeding, any Judge having jurisdiction in the matter may, if he have reason to believe that if the defendant be successful in his defence, the assets of the company will be insufficient to pay his costs, require sufficient security to be given for such costs, and may stay all proceedings until such security is given.

Declaration in action against members.

68. In any action or suit brought by the company against any member to recover any call or other moneys due from such member in his character of member, it shall not be necessary to set forth the special matter, but it shall be sufficient to allege that the defendant is a member of the company and is indebted to the company in respect of a call made, or other moneys due whereby an action or suit hath accrued to the company.

ALTERATION OF FORMS.

Governor in Council may alter forms in Schedule.

69. The forms set forth in the Fifth Schedule hereto, or forms as near thereto as circumstances admit, shall be used in all matters to which such forms refer. The Governor, with the advice of the Executive Council, may from time to time make such alterations in the tables and forms contained in the First, Second, Third, and Fourth Schedules hereto, so that the amount of fees payable to the Registrar of Companies in the Second and Third Schedules mentioned be not thereby increased, and in the forms in the Fifth Schedule, or make such additions to the last-mentioned forms as he deems requisite. Any such table or form when altered shall be published in the *Government Gazette*, and shall thereupon have the same force as if it were included in the Schedule to this Act, but no alteration made by the Governor in the table marked A contained in the First Schedule shall affect any company registered prior to the date of such alteration or repeal, as respects such company any portion of such table.

PART IV.

WINDING UP OF COMPANIES AND ASSOCIATIONS UNDER THIS ACT.

PRELIMINARY.

Definition of contributory.

70. The term "contributory" shall mean every person liable to contribute to the assets of a company under this Act in the event of the same being wound up, and shall also, in all proceedings for determining the persons who are to be deemed contributories, and in all proceedings prior to the final determination of such persons include any person alleged to be a contributory.

71. Th

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71. The liability of any person to contribute to the assets of a company under this Act in the event of the same being wound up shall be deemed to create a specialty debt accruing due from such person at the time when his liability commenced, but payable at the time or respective times when calls are made, as hereinafter mentioned for enforcing such liability; and it shall be lawful, in case of the insolvency of any contributory, to prove against his estate the estimated value of his liabilities to future calls as well as calls already made.

Nature of liability of contributory.

72. Where any contributory dies, either before or after he has been placed on the list of contributories hereinafter mentioned, his personal representatives, heirs, and devisees, shall be liable in a due course of administration, to contribute to the assets of the company in discharge of the liability of such deceased contributory, and such personal representatives, heirs, and devisees, shall be deemed to be contributories accordingly.

Contributories in case of death.

73. Where any contributory becomes insolvent, either before or after he has been placed on the list of contributories, his assignees shall be deemed to represent such insolvent for all the purposes of the winding up, and shall be deemed to be contributories accordingly, and may be called upon to admit to proof against the estate of such insolvent, or otherwise to allow to be paid out of his assets in due course of law any moneys due from such insolvent in respect of his liability to contribute to the assets of the company being wound up.

Contributories in case of insolvency.

74. Where any female contributory marries, either before or after she has been placed on the list of contributories, her husband shall, during the continuance of the marriage, be liable to contribute to the assets of the company the same sum as she would have been liable to contribute if she had not married, and he shall be deemed to be a contributory accordingly.

Contributories in case of marriage.

WINDING UP BY COURT.

75. A company under this Act may be wound up by the Court under the following circumstances, that is to say—

Circumstances under which company may be wound up by Court.

- i. When the company has passed a special resolution requiring the company to be wound up by the court:
- ii. When the company does not commence its business within a year from its incorporation, or suspends its business for the space of a whole year:
- iii. When the members are reduced in number to less than seven:
- iv. When the company is unable to pay its debts:
- v. When the Court is of opinion that it is just and equitable that the company should be wound up.

*See sec 40
of No 220
1870-71*

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Company when
deemed unable to
pay its debts.

76. A company under this Act shall be unable to pay its debts—

- I. When a creditor by assignment or otherwise, to whom the company is indebted, at law or in equity, in a sum exceeding Fifty Pounds, then due, has served on the company, by leaving the same at their registered office, a demand under his hand, requiring the company to pay the sum so due, and the company has, for the space of three weeks succeeding the service of such demand, neglected to pay such sum, or to secure or compound for the same to the reasonable satisfaction of the creditor:
- II. When execution or other process issued on a judgment, decree, or order, obtained in any Court in favor of any creditor at law or in equity in any proceeding instituted by such creditor against the company is returned unsatisfied in whole or in part:
- III. When it is proved to the satisfaction of the Court that the company is unable to pay its debts.

Application for wind-
ing up to be made by
petition.

77. Any application to the Court for the winding up of a company under this Act shall be by petition presented either by the company or by one or more creditor or creditors contributory or contributories of the company, or by all or any of the above parties together or separately; and every order which may be made upon any such petition shall operate in favor of all the creditors and all the contributors of the company in the same manner as if it had been made upon the joint petition of a creditor and a contributory; and any Judge of the Supreme Court may do in chambers any act which the Court is by this Act authorized to do, and may refer to the Master of the Court any matter arising under this Act.

Commencement of
winding up by Court.

78. A winding up of a company by the Court shall be deemed to commence at the time of the presentation of the petition for the winding up.

Court may grant in-
junction.

79. The Court may, at any time after the presentation of a petition for winding up a company under this Act, and before making an order for winding up the company upon the application of the company, or of any creditor or contributory of the company, restrain further proceeding in any action, suit, or proceeding against the company upon such terms as the Court thinks fit, and may, also, at any time after the presentation of such petition, and before the first nomination of liquidators nominate provisionally an official liquidator of the estate and effects of the company.

Course to be pursued
by Court on hearing
petition.

80. Upon hearing the petition, the Court may dismiss the same with or without costs, may adjourn the hearing conditionally or unconditionally, and may make any interim order, or any other order that it deems just.

81. When

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81. When an order has been made for winding up a company under this Act, no suit, action, or other proceeding shall be continued or commenced against the company except with the leave of the Court, and subject to such terms as the Court may impose.

Actions and suits to be stayed after order for winding up.

82. When an order has been made for winding up a company under this Act, a copy of such order shall forthwith be forwarded by the company to the registrar of companies, who shall make a minute thereof in his books relating to the company.

Copy of order to be forwarded to Registrar of Companies.

83. The Court may, at any time after an order has been made for winding up a company upon the application by motion of any creditor or contributory of the company, and upon proof to the satisfaction of the Court that all proceedings in relation to such winding up ought to be stayed, make an order staying the same either altogether or for a limited time, on such terms and subject to such conditions as it deems fit.

Power of Court to stay proceedings.

84. When an order has been made for winding up a company limited by guarantee and having a capital divided into shares, any share capital that may not have been called up shall be deemed to be assets of the company, and to be a specialty debt due to the company from each member to the extent of any sum that may be unpaid on any shares held by him, and payable at such time as may be appointed by the Court.

Effect of order on share capital of company limited by guarantee.

85. The Court may, as to all matters relating to the winding up, have regard to the wishes of the creditors or contributories, as proved to it by any sufficient evidence, and may, if it thinks it expedient, direct meetings of the creditors or contributories to be summoned, held, and conducted in such manner as the Court directs for the purpose of ascertaining their wishes, and may appoint a person to act as chairman of any such meeting, and to report the result of such meeting to the Court; in the case of creditors, regard shall be had to the value of the debts due to each creditor, and in the case of contributories to the number of votes conferred on each contributory, by the regulations of the company.

Court may have regard to wishes of creditors or contributories.

See Rules 41-3

86. Where the Court makes an order for winding up a company under this Act, it may, if it thinks fit, direct all or any subsequent proceedings for winding up the same to be had before any commissioner of insolvent estates, and upon such order being made, the commissioner therein named shall have the same jurisdiction and exercise the same powers with respect to winding up such company as the Court by which such order is made.

Power of Court to transmit winding up to Court of Insolvency.

OFFICIAL LIQUIDATORS.

87. For the purpose of conducting the proceedings in winding up a company and assisting the Court therein, the Governor, with the advice of the Executive Council, may from time to time appoint such and

Appointment of official liquidators.

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and so many persons as he thinks fit to be official liquidators, and may require of such persons such security as he thinks fit, and may remove the same, and in such case, or in the case of the death or resignation of any liquidator, the Governor, with the advice of the Executive Council, may appoint another in his stead, and the Court may nominate in due course of rotation one or more of such persons, either provisionally or otherwise, to be the official liquidator of the estate and effects of any company, and may assign to him such salary or remuneration, by percentage or otherwise, as it thinks fit; if more persons than one are nominated, the Court shall declare whether any act hereby required or authorized to be done by the official liquidator is to be done by all or any one or more of such persons, and may distribute the remuneration amongst them in such proportion as it sees fit; if no official liquidator be nominated, or during any vacancy therein, all the property of the company shall be deemed to be in the custody of the Court.

Style and duties of
official liquidator.

88. The official liquidator shall be described by the style of the official liquidator of the particular company in respect of which he is appointed, and not by his individual name; he shall take into his custody, or under his control, all the property, effects, and choses in action to which the company is or appears to be entitled, and shall perform such duties in reference to the winding up of the company as may be imposed by the Court.

Powers of official li-
quidator.

89. The official liquidator shall have power, with the sanction of of the Court, to do the following things—

To bring or defend any action, suit, or prosecution, or other legal proceedings, civil or criminal, in the name and on behalf of the company:

To carry on the business of the company, so far as may be necessary for the beneficial winding up of the same:

To sell the real and personal property, effects, and choses in action, of the company, by public auction or private contract, with power to transfer the whole thereof to any person or company, or to sell the same in parcels:

To do all acts, and execute, in the name and on behalf of the company, all deeds, receipts, and other documents, and for that purpose to use, when necessary, the company's seal:

To prove, rank, claim, and draw a dividend, in the matter of the insolvency or sequestration of any contributory, for any balance against the estate of such contributory, and to take and receive dividends in respect of such balance, in the matter of insolvency or sequestration, as a separate debt due from such insolvent, and rateably with the other separate creditors:

To draw, accept, make, and endorse, any bill of exchange or promissory note in the name and on behalf of the company;

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pany; also to raise, upon the security of the assets of the company, from time to time any requisite sum or sums of money, and the drawing, accepting, making, or endorsing of every such bill of exchange or promissory note as aforesaid on behalf of the company, shall have the same effect with respect to the liability of such company as if such bill or note had been drawn, accepted, made, or endorsed by or on behalf of such company, in the course of carrying on the business thereof:

To take out, if necessary, in his official name, letters of administration to any deceased contributory, and to do in his official name, any other act that may be necessary for obtaining payment of any moneys due from a contributory or from his estate, and which act cannot be conveniently done in the name of the company, and in all cases where he takes out letters of administration, or otherwise uses his official name for obtaining payment of any moneys due from a contributory, such moneys shall, for the purpose of enabling him to take out such letters or recover such moneys, be deemed to be due to the official liquidator himself:

To do and execute all such other things as may be necessary for winding up the affairs of the company, and distributing its assets.

90. The Court may provide by any order that the official liquidator may exercise any of the above powers without the sanction or intervention of the Court, and, where an official liquidator is provisionally appointed, may limit and restrict his powers by the order appointing him.

Discretion of official liquidator.

91. The official liquidator may, with the sanction of the Court, appoint a solicitor to assist him in the performance of his duties.

Appointment of solicitor to official liquidator.

ORDINARY POWERS OF COURT.

92. As soon as may be after making an order for winding up the company, the Court shall settle a list of contributories with power to rectify the register of members in all cases where such rectification is required in pursuance of this Act, and shall cause the assets of the company to be collected and applied in discharge of its liabilities.

Collection and application of assets.

93. In settling the list of contributories, the Court shall distinguish between persons who are contributories in their own right and persons who are contributories as being representatives of, or being liable to, the debts of others; it shall not be necessary, where the personal representative of any deceased contributory is placed on the list, to add the heirs or devisees of such contributory, nevertheless such heirs or devisees may be added as and when the Court thinks fit.

Provision as to representative contributories.

94. The Court may, at any time after making an order for winding up a company, require any contributory for the time being settled

Power of Court to require delivery of property.

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settled on the list of contributories, trustee, receiver, banker, or agent, or officer of the company, to pay, deliver, convey, surrender, or transfer forthwith, or within such time as the Court directs, to or into the hands of the official liquidator, any sum or balance, books, papers, estate, or effects, which happen to be in his hands for the time being, and to which the company is *prima facie* entitled.

Power of Court to
order payment of
debts by contributory.

95. The Court may, at any time after making an order for winding up the company, make an order on any contributory for the time being settled on the list of contributories, directing payments to be made in manner in the said order mentioned, of any moneys due from him or from the estate of the person whom he represents to the company, exclusive of any moneys which he or the estate of the person whom he represents may be liable to contribute by virtue of any call made or to be made by the Court in pursuance of this part of this Act; and it may, in making such order, when the company is not limited, allow to such contributory by way of set-off any moneys due to him or the estate which he represents from the company on any independent dealing or contract with the company, but not any moneys due to him as a member of the company in respect of any dividend or profit: Provided that where all the creditors of any company, whether limited or unlimited, are paid in full, any moneys due on any account whatever to any contributory from the company may be allowed to him by way of set-off against any subsequent call.

Power of Court to
make calls.

96. The Court may, at any time after making an order for winding up a company, and either before or after it has ascertained the sufficiency of the assets of the company, make calls on and order payment thereof by all or any of the contributories for the time being settled on the list of contributories, to the extent of their liability for payment, of all or any sums it deems necessary to satisfy the debts and liabilities of the company, and the costs, charges, and expenses of winding it up, and for the adjustment of the rights of the contributories amongst themselves; and it may, in making a call, take into consideration the probability that some of the contributories upon whom the same is made may partly or wholly fail to pay their respective portions of the same.

Power of Court to
order payment into
bank.

97. The Court may order any contributory, purchaser, or other person from whom money is due to the company to pay the same into some bank named in such order and appointed by the Governor, with the advice of the Executive Council, to be a bank for receiving such deposits to the account of the official liquidator instead of to the official liquidator, and such order may be enforced in the same manner as if it had directed payment to the official liquidator.

Regulation of account
with Court.

98. All moneys, bills, notes, and other securities paid and delivered into any bank in the event of a company being wound up by the Court, shall be subject to such order and regulation for the keeping of the account of such money and other effects, and for the payment and delivery in, or investment, and payment, and delivery out of the same as the Court directs.

99. If

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99. If any person, made a contributory as personal representative of a deceased contributory, makes default in paying any sum ordered to be paid by him, proceedings may be taken for administering the personal and real estates of such deceased contributory, or either of such estates, and of compelling payment thereof of the moneys due.

Provision in case of representative contributory not paying moneys ordered.

100. Any order made by the Court, in pursuance of this Act, upon any contributory shall, subject to the provisions herein contained for appealing against such order, be conclusive evidence that the moneys, if any, thereby appearing to be due, or ordered to be paid, or due, and that all other pertinent matters stated in such order are to be taken to be truly stated against all persons and in all proceedings whatsoever, with the exception of proceedings taken against the real estate of any deceased contributory, in which case such order shall only be *prima facie* evidence for the purpose of charging his real estate, unless his heirs or devisees were on the list of contributories at the time of the order being made.

Order conclusive evidence.

101. The Court may fix a certain day or certain days on or within which creditors of the company are to prove their debts or claims, or to be excluded from the benefit of any distribution made before such debts are proved.

Court may exclude creditors not proving within certain time.

102. The Court shall adjust the rights of the contributories amongst themselves, and distribute any surplus that may remain amongst the parties entitled thereto.

Court to adjust rights of contributories.

103. The Court may, in the event of the assets being insufficient to satisfy the liabilities, make such order as to the priority and payment out of the estate of the company of the costs, charges, and expenses incurred in winding up any company as it thinks just.

Court to order costs.

104. When the affairs of the company have been completely wound up, the Court shall make an order that the company be dissolved from the date of such order, and the company shall be dissolved accordingly.

Dissolution of company.

105. Any order so made shall be reported by the official liquidator to the Registrar of Companies, who shall make a minute accordingly in his books of the dissolution of such company.

Registrar of companies to make minute of dissolution of company.

106. If the official liquidator makes default in reporting to the Registrar of Companies, in the case of a company being wound up by the Court, the order that the company be dissolved, he shall be liable to a penalty not exceeding Five Pounds for every day during which he is so in default.

Penalty on not reporting dissolution of company.

107. Any petition for winding up a company by the Court under this Act shall constitute a *lis pendens* within the meaning of any Act now or hereafter in force relating to the effect of a *lis pendens* upon purchasers or mortgagees.

Petition to be *lis pendens*.

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EXTRAORDINARY POWERS OF COURT.

Power of Court to summon persons before it suspected of having property of company.

108. The Court may, after it has made an order for winding up the company, summon before it any officer of the company or person known or suspected to have in his possession any of the estate or effects of the company, or supposed to be indebted to the company, or any person whom the Court may deem capable of giving information concerning the trade, dealings, estate, or effects of the company, and the Court may require any such officer or person to produce any books, papers, deeds, writings, or other documents in his custody or power relating to the company; and if any person so summoned, after being tendered a reasonable sum for his expenses, refuses to come before the Court at the time appointed, having no lawful impediment, made known to the Court at the time of sitting and allowed by it, the Court may cause such person to be apprehended and brought before the Court for examination, nevertheless, in cases where any person claims any lien on papers, deeds, or writings, or documents produced by him, such production shall be without prejudice to such lien, and the Court shall have jurisdiction in the winding up to determine all questions relating to such lien.

Examination of parties by Court.

109. The Court may examine upon oath, either by word of mouth or upon written interrogatories, any person, appearing or brought before them in manner aforesaid, concerning the affairs, dealings, estate, or effects of the company, and may reduce into writing the answers of every such person and require him to subscribe the same.

Power to arrest contributory about to abscond, or to remove, or conceal any of his property.

110. The Court may, at any time before or after it has made an order for winding up a company, upon proof being given that there is probable cause for believing that any contributory to such company is about to quit the said Province, or otherwise abscond or to remove or conceal any of his goods or chattels for the purpose of evading payment of calls, or for avoiding examination in respect of the affairs of the company, cause such contributory to be arrested, and his books, papers, moneys, securities for moneys, goods, and chattels to be seized, and him and them to be safely kept until such time as the Court may order.

Powers of Court cumulative.

111. Any powers by this Act conferred on the Court shall be deemed to be in addition to, and not in restriction of, any other powers subsisting, either at law or in equity, of instituting proceedings against any contributory, or the estate of any contributory, or against any debtor of the company for the recovery of any call or other sums due from such contributory, or debtor, or his estate, and such proceedings may be instituted accordingly.

Special Commissioners for receiving evidence.

112. The Commissioner of Insolvency and the Judges of the Supreme Court shall be Commissioners for the purpose of taking evidence under this Act, and every such Commissioner shall, in addition to any power of summoning and examining witnesses, and requiring the production or delivery of documents, and certifying or

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or punishing defaults by witnesses which he might lawfully exercise as Commissioner of Insolvency or Judge of the Supreme Court, have in the matter so referred to him all the same powers of summoning and examining witnesses, and requiring the production or delivery of documents, and punishing defaults by witnesses, and allowing costs, and charges, and expenses to witnesses as the Court which made the order for winding up the company has, and the examination so taken shall be returned or reported to such last-mentioned Court in such manner as it directs.

VOLUNTARY WINDING UP OF COMPANY.

113. A company under this Act may be wound up voluntarily—

Circumstances under which company may be wound up voluntarily.

- i. When the period, if any, fixed for the duration of the company by the articles of association expires, or when the event, if any, occurs, upon the occurrence of which it is provided by the articles of association that the company is to be dissolved, and the company in general meeting has passed a resolution requiring the company to be wound up voluntarily:
- ii. When the company has passed a special resolution requiring the company to be wound up voluntarily:
- iii. When the company has passed an extraordinary resolution to the effect that it has been proved to its satisfaction that the company cannot, by reason of its liabilities continue its business and that it is advisable to wind up the same.

114. For the purposes of this Act, any resolution shall be deemed to be extraordinary which is passed in such a manner as would, if it had been confirmed by a subsequent meeting have constituted a special resolution as hereinbefore defined.

Meaning of extraordinary resolution.

S. 50

115. A voluntary winding up shall be deemed to commence at the time of the passing of the resolution authorizing such winding-up.

Commencement of voluntary winding up.

116. When a company is wound up voluntarily, the company shall, from the date of the commencement of such winding up, cease to carry on its business, except in so far as may be required for the beneficial winding up thereof, and all transfer of shares, except transfers made to or with the sanction of the liquidators, or alteration in the *status* of the members of the company taking place after the commencement of such winding up shall be void, but its corporate state and all its corporate powers shall, notwithstanding that it is otherwise provided by its regulations, continue until the affairs of the company are wound up.

Effect of voluntary winding up on *status* of company.

117. Notice of any special resolution or extraordinary resolution passed for winding up a company voluntarily shall be given by advertisement in the *Government Gazette*.

Notice of resolution to wind up voluntarily.

118. The

Consequences of a
voluntary winding
up.

118. The following consequences shall ensue upon the voluntary winding up of a company—

- i. The property of the company shall be applied in satisfaction of its liabilities, *pari passu*, and, subject thereto, shall, unless it be otherwise provided by the regulations of the company, be distributed amongst the members according to their rights and interests in the company:
- ii. Liquidators shall be appointed for the purpose of winding up the affairs of the company and distributing the property:
- iii. The company, in general meeting, shall appoint such persons as it thinks fit to be liquidators, and may fix the remuneration to be paid to them:
- iv. If one person only is appointed, all the provisions herein contained in reference to several liquidators shall apply to him:
- v. Upon the appointment of liquidators, all the powers of the directors shall cease, except in so far as the company in general meeting, or the liquidators may sanction the continuance of such powers:
- vi. When several liquidators are appointed, every power hereby given may be exercised by such one or more of them as may be determined at the time of their appointment, or in default of such determination by any number not less than two:
- vii. The liquidators may, without the sanction of the Court, exercise all powers by this Act given to the official liquidator:
- viii. The liquidators may exercise the powers hereinbefore given to the Court of settling the list of contributories of the company, and any list so settled shall be *prima facie* evidence of the liability of the persons named therein to be contributories:
- ix. The liquidators may, at any time after the passing of the resolution for winding up the company, and before they have ascertained the sufficiency of the assets of the company, call on all or any of the contributories for the time being settled on the list of contributories to the extent of their liability, to pay all or any sums they deem necessary to satisfy the debts and liabilities of the company, and the costs, charges, and expenses of winding it up, and, for the adjustment of the rights of the contributories amongst themselves and the liquidators, may, in making a call, take into consideration the probability that some of the contributories, upon whom the same is made, may partly or wholly fail to pay their respective portions of the same:
- x. The liquidators shall pay the debts of the company, and
adjust

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adjust the rights of the contributories amongst themselves.

119. Where a company limited by guarantee, and having a capital divided into shares, is being wound up voluntarily, any share capital that may not have been called up shall be deemed to be assets of the company, and to be a specialty debt due from each member to the company, to the extent of any sums that may be unpaid on any shares held by him, and payable at such time as may be appointed by the liquidators.

Effect of winding up on share capital of company limited by guarantee.

120. A company about to be wound up voluntarily, or in the course of being wound up voluntarily, may, by an extraordinary resolution, delegate to its creditors, or to any committee of its creditors, the power of appointing liquidators, or any of them, and supplying any vacancies in the appointment of liquidators; or may, by a like resolution, enter into any arrangement with respect to the powers to be exercised by the liquidators, and the manner in which they are to be exercised; and any act done by the creditors, in pursuance of such delegated power, shall have the same effect as if it had been done by the company.

Power of company to delegate authority to appoint liquidators.

121. Any arrangement entered into between a company about to be wound up voluntarily, or in the course of being wound up voluntarily, and its creditors, shall be binding on the company, if sanctioned by an extraordinary resolution, and on the creditors, if acceded to by three-fourths in number and value of the creditors, subject to such right of appeal as is hereinafter mentioned.

Arrangement when binding on creditors.

122. Any creditor or contributory of a company that has, in manner aforesaid, entered into any arrangement with its creditors, may, within three weeks from the date of the completion of such arrangement, appeal to the Court against such arrangement, and the Court may thereupon, as it thinks just, amend, vary, or confirm the same.

Power of creditor or contributory to appeal.

123. Where a company is being wound up voluntarily, the liquidators, or any contributory of the company, may apply to the Court to determine any question arising in the matter of such winding up, or to exercise, as respects the enforcing of calls, or in respect of any other matter, all or any of the powers which the Court might exercise, if the company were being wound up by the Court; and the Court, if satisfied that the determination of such question, or the required exercise of power will be just and beneficial, may accede wholly or partially to such application, on such terms, and subject to such conditions as the Court thinks fit, or it may make such other order or decree on such application, as justice may require.

Power for liquidators or contributories in voluntary winding up, to apply to Court.

124. Where a company is being wound up voluntarily, the liquidators may from time to time during the continuance of such winding

Power of liquidators to call general meeting.

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winding up, summon general meetings of the company, for the purpose of obtaining the sanction of the company, by special resolution, or extraordinary resolution, or for any other purposes they think fit; and in the event of the winding up continuing for more than one year, the liquidators shall summon a general meeting of the company at the end of the first year, and of each succeeding year from the commencement of the winding up, or as soon thereafter as may be convenient, and shall lay before such meeting an account showing their acts and dealings, and the manner in which the winding up has been conducted during the preceding year.

Power to fill up vacancy in liquidators.

125. Where any vacancy occurs in the office of liquidators appointed by the company, by death, resignation, or otherwise, the company in general meeting may, subject to any arrangement they may have entered into with their creditors, fill up such vacancy, and a general meeting for the purpose of filling up such vacancy, may be convened by the continuing liquidators, if any, or by any contributory of the company; and shall be deemed to have been duly held, if held in manner prescribed by the regulations of the company; or in such manner as may, on application by the continuing liquidator, if any, or by any contributory of the company, be determined by the Court.

Power of Court to appoint a liquidator or liquidators.

126. Where, from any cause whatever, there is no liquidator acting in the case of a voluntary winding up, the Court may, on the application of a contributory, appoint a liquidator or liquidators; the Court may also, on due cause shown, remove any liquidator, and appoint another liquidator to act in the matter of a voluntary winding up.

Liquidators on conclusion of winding up to make up an account.

127. As soon as the affairs of the company are fully wound up, the liquidators shall make up an account showing the manner in which such winding up has been conducted, and the property of the company disposed of, and thereupon they shall call a general meeting of the company, for the purpose of having the account laid before them, and hearing any explanation that may be given by the liquidators; the meeting shall be called by advertisement, specifying the time, place, and object of such meeting, and such advertisement shall be published in the *Government Gazette*, one calendar month at least previously to the meeting.

Liquidators to report meeting to Registrar of Companies.

128. The liquidators shall make a return to the Registrar of Companies, of such meeting having been held, and of the date at which the same was held, and on the expiration of three months from the date of the registration of such return, the company shall be deemed to be dissolved; if the liquidators make default in making such a return to the Registrar of Companies, they shall incur a penalty not exceeding Five Pounds for every day during which such default continues.

Costs of voluntary liquidation.

129. All costs, charges, and expenses properly incurred in the voluntary

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voluntary winding up of a company, including the remuneration of the liquidators, shall be payable out of the assets of the company, in priority to all other claims.

130. The voluntary winding up of a company shall not be a bar to the right of any creditor of such company, to have the same wound up by the Court, if the Court is of opinion that the rights of such creditor will be prejudiced by a voluntary winding up.

Saving of rights of creditors.

131. Where a company is in course of being wound up voluntarily, and proceedings are taken for the purpose of having the same wound up by the Court, the Court may, if it thinks fit, notwithstanding that it makes an order directing the company to be wound up by the Court, provide in such order, or in any other order, for the adoption of all or any of the proceedings taken in the course of the voluntary winding up.

Power of Court to adopt proceedings of voluntary winding up.

WINDING UP SUBJECT TO THE SUPERVISION OF THE COURT.

132. When a resolution has been passed by a company to wind up voluntarily, the Court may make an order directing that the voluntary winding up should continue, but subject to such supervision of the Court, and with such liberty for creditors, contributories, or others, to apply to the Court, and generally upon such terms and subject to such conditions as the Court thinks just.

Power of Court on application to direct winding up subject to supervision.

133. A petition praying wholly or in part, that a voluntary winding up should continue, but subject to the supervision of the Court, and which winding up is hereinafter referred to, as a winding up subject to the supervision of the Court, shall, for the purpose of giving jurisdiction to the Court over suits and actions, be deemed to be a petition for winding up the company by the Court.

Petition for winding up subject to supervision.

134. The Court may, in determining whether a company is to be wound up altogether by the Court or subject to the supervision of the Court in all matters relating to the winding up subject to supervision, have regard to the wishes of the creditors and contributories as proved to it by any sufficient evidence, and may direct meetings of the creditors or contributories, to be summoned, held, and regulated in such manner as the Court directs for the purpose of ascertaining their wishes, and may appoint a person to act as chairman of any such meeting, and to report the result of such meeting to the Court: In the case of creditors, regard shall be had to the value of the debts due to each creditor, and in the case of contributories, to the number of votes conferred on each contributory by the regulations of the company.

Court may have regard to wishes of creditors.

135. Where any order is made by the Court for a winding up subject to the supervision of the Court, the Court may, in such order or in any subsequent order, appoint an official liquidator in the manner hereinbefore directed to be an additional liquidator; and

Power to Court to appoint additional liquidators in winding up subject to supervision.

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and all liquidators so appointed by the Court shall have the same powers, be subject to the same obligation, and in all respects stand in the same position as if they had been appointed by the company: The Court may, from time to time, remove any liquidators so appointed by the Court, and fill up in like manner any vacancy occasioned by such removal, or by death or resignation.

Effects of order of
Court for winding up
subject to supervision.

136. Where an order is made for winding up, subject to the supervision of the Court, the liquidators appointed to conduct such winding up may, subject to any restrictions imposed by the Court, exercise all their powers without the sanction or intervention of the Court in the same manner as if the company were being wound up altogether voluntarily, but save, as aforesaid, any order made by the Court for winding up subject to the supervision of the Court shall, for all purposes including the staying of actions, suits, and other legal proceedings, be deemed to be an order of the Court for winding up the company by the Court, and shall confer full authority on the Court to make calls or to enforce calls made by the liquidators, and to exercise all other powers which it might have exercised if an order had been made for winding up the company altogether by the Court; and, in the construction of the provisions whereby the Court is empowered to direct any act or thing to be done to or in favor of the official liquidators, the official liquidators shall be deemed to mean the liquidators conducting the winding up subject to the supervision of the Court.

SUPPLEMENTAL PROVISIONS.

Dispositions after the
commencement of the
winding up avoided.

137. Where any company is being wound up by the Court, or subject to the supervision of the Court, all dispositions of the property, effects, and choses in action of the company, and every transfer of shares, or alteration in the *status* of the members of the company, made between the commencement of winding up and the order for winding up, shall, unless the Court otherwise orders, be void.

The books of the
company to be evi-
dence.

138. When any company is being wound up, all books, accounts, and documents of the company and of the liquidators shall, as between the contributories of the company, be *prima facie* evidence of the truth of all matters purporting to be therein recorded.

As to disposal of books,
accounts, and docu-
ments of company.

139. Where any company has been wound up under this Act, and is about to be dissolved, the books, accounts, and documents of the company and of the liquidators may be disposed of in the following way, that is to say, where the company has been wound up by or subject to the supervision of the Court in such way as the Court directs, and where the company has been wound up voluntarily in such a way as the company, by an extraordinary resolution, directs; but, after the lapse of five years from the date of such dissolution, no responsibility shall rest on the company or the liquidators, or any one to whom the custody of such books, accounts, and documents, has been committed, by reason that the same or
any

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any of them cannot be made forthcoming to any party or parties claiming to be interested therein.

140. When an order has been made for winding up a company by the Court or subject to the supervision of the Court, the Court may make such order for the inspection by the creditors and contributors of the company of its books and papers as the Court thinks just, and any books and papers in the possession of the company may be inspected by creditors or contributories in conformity with the order of the Court, but not further or otherwise.

Inspection of books.

141. Any person to whom any chose in action belonging to the company is assigned in pursuance of this Act, may bring or defend any action or suit relating to such chose in action in his own name.

Power of assignee to sue.

142. In the event of any company being wound up under this Act all debts payable on a contingency, and all claims against the company present and future, certain or contingent, ascertained, or sounding only in damages, shall be admissible to proof against the company, a just estimate being made, so far as possible, of the value of all such debts or claims as may be subject to any contingency, or sound only in damages, or for some other reason, do not bear a certain value.

Debts of all descriptions to be proved.

Rule 21

143. The liquidators may, with the sanction of the Court where the company is being wound up by the Court or subject to the supervision of the Court, and with the sanction of an extraordinary resolution of the company where the company is being wound up altogether voluntarily, pay any classes of creditors in full, or make such compromise or other arrangements as the liquidators may deem expedient with creditors or persons claiming to be creditors, or persons having or alleging themselves to have any claim present or future, certain or contingent, ascertained or sounding only in damages against the company whereby the company may be rendered liable.

General scheme of liquidation may be sanctioned.

144. The liquidators may, with the sanction of the Court where the Company is being wound up by the Court or subject to the supervision of the Court, and with the sanction of an extraordinary resolution of the company where the company is being wound up altogether voluntarily, compromise all calls, and liabilities to calls, debts and liabilities capable of resulting in debts, and all claims whether present or future, certain or contingent, ascertained or sounding only in damages, subsisting or supposed to subsist between the company and any contributory or alleged contributory, or other debtor or person apprehending liability to the company; and all questions in any way relating to or affecting the assets of the company, or the winding up of the company upon the receipt of such sums payable at such times and generally upon such terms as may be agreed upon with power for the liquidators to take any security for the discharge of such debts or liabilities, and to give complete discharges in respect of all or any such calls, debts, or liabilities.

Power to compromise.

145. Where

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Power for liquidators
to accept shares, &c.,
as a consideration for
sale of property of
company.

145. Where any company is proposed to be or is in the course of being wound up altogether voluntarily, and the whole or a portion of its business or property is proposed to be transferred or sold to another company, the liquidators of the first-mentioned company, may, with the sanction of a special resolution of the company by whom they were appointed, conferring either a general authority on the liquidators, or an authority in respect of any particular arrangement, receive in compensation, or part compensation for such transfer or sale, shares, policies, or like interests in such other company, for the purpose of distribution amongst the members of the company being wound up; or may enter into any other arrangement whereby the members of the company being wound up, may, in lieu of receiving cash, shares, policies, or other like interests, or in addition thereto, participate in the profits of, or receive any other benefit from the purchasing company; and any sale made, or arrangement entered into by the liquidators, in pursuance of this section, shall be binding on the members of the company being wound up.

Protection of dissen-
tient members.

146. Where, in the case mentioned in the next preceding section, any member of the company being wound up has not voted in favor of the special resolution passed by the company of which he is a member, at either of the meetings held for passing the same, if he expresses his dissent from any such special resolution, in writing, addressed to the liquidators, or any of them, and left at the registered office of the company, not later than seven days after the date of the meeting at which such special resolution was passed, such dissentient member may require the liquidators to do one of the following things, as the liquidators may prefer, that is to say—either to abstain from carrying such resolution into effect, or to purchase the interest held by such dissentient member, at a price to be determined in manner hereinafter mentioned, such purchase money to be paid before the company is dissolved, and to be raised by the liquidators in such manner as may be determined by special resolution.

Special resolutions
not invalidated by
winding up of com-
pany.

147. No special resolution shall be deemed invalid, for the purposes of the two next preceding sections, by reason that it is passed antecedently to, or concurrently with any resolution for winding up the company, or for appointing liquidators; but if an order be made within a year for winding up the company, subject to the supervision of the Court, such resolution shall not be of any validity, unless it is sanctioned by the Court.

Mode of determining
price.

148. The price to be paid for the purchase of the interest of any dissentient member, may be determined by agreement, but, if the parties dispute about the same, such dispute shall be settled by arbitration; and such arbitration shall be conducted as near as may be according to the provisions hereinafter contained, that is to say—

Appointment of ar-
bitrator.

1. When any such dispute shall have arisen, then, unless both parties shall concur in the appointment of a single arbitrator, each party, on the request of the other party, shall, by writing under his hand, nominate and appoint an

an

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an arbitrator, to whom such dispute shall be referred, and after any such appointment shall have been made, neither party shall have power to revoke the same without the consent of the other, nor shall the death of either party operate as such revocation, and if for the space of fourteen days after any such dispute shall have arisen, and after a request in writing shall have been served by the one party on the other party to appoint an arbitrator, such last mentioned party fail to appoint such arbitrator, then upon such failure, the party making the request, and having himself appointed an arbitrator, may appoint such arbitrator to act on behalf of both parties, and such arbitrator may proceed to hear and determine the matters which shall be in dispute, and in such case the award or determination of such single arbitrator shall be final.

11. If before the matters so referred shall be determined, any arbitrator appointed by either party die, or become incapable, or refuse, or for seven days neglect to act as arbitrator, the party by whom such arbitrator was appointed may nominate and appoint, in writing, some other person to act in his place, and if for the space of seven days, after notice in writing from the other party for that purpose, he fail to do so, the remaining or other arbitrator may proceed *ex parte*, and every arbitrator so to be substituted as aforesaid shall have the same powers and authorities as were vested in the former arbitrator at the time of such his death, refusal, or disability as aforesaid.

Vacancy of arbitrators to be supplied.
- III. Where more than one arbitrator shall have been appointed, such arbitrators shall, before they enter upon the matters referred to them, nominate and appoint, by writing under their hands, an umpire, to decide on any such matters on which they shall differ; and if such umpire shall die, or refuse, or for seven days neglect to act, they shall forthwith after such death, refusal, or neglect, appoint another umpire in his place, and the decision of every such umpire on the matters referred to him shall be final.

Appointment of umpire.
- IV. If in either of the cases aforesaid the said arbitrators shall refuse, or shall for seven days after request of either party to such arbitration neglect to appoint an umpire, it shall be lawful for the Governor if he think fit, in any case in which a Railway Company shall be one party to the arbitration, on the application of either party to such arbitration, to appoint an umpire, and the decision of such umpire on the matters on which the arbitrators shall differ shall be final.

Governor to appoint umpire on neglect of arbitrators in case of railway companies.
- v. The said arbitrators or their umpire may call for the production of any documents in the possession or power of either party, which they or he may think necessary for determining the question in dispute, and may examine the parties

Power of arbitrators to call for books, &c

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parties or their witnesses on oath, and administer the oaths necessary for that purpose :

Costs to be in discretion of arbitrators.

VI. Except where by this Act, or any Act incorporated herewith, it shall be otherwise provided, the costs of and attending every such arbitration to be determined by the arbitrators, shall be in the discretion of the arbitrators or their umpires as the case may be:

Submission may be made a rule of Court.

VII. The submission to any such arbitration may be made a rule of any of the superior Courts, on the application of either of the parties.

Certain attachments, sequestrations, and executions, to be void.

149. Where any company is being wound up by the Court, or subject to the supervision of the Court, any attachment, sequestration, distress, or execution, put in force against the estate or effects of the company after the commencement of the winding up, shall be void to all intents.

Fraudulent preference.

150. Any such conveyance, mortgage, delivery of goods, payment, execution, or other act relating to property, as would if made or done by or against any individual person, be deemed in the event of his insolvency, to have been made or done by way of undue or fraudulent preference of the creditors of such person, shall, if made or done by or against any company, be deemed in the event of such company being wound up under this Act, to have been made or done by way of undue or fraudulent preference of the creditors of such company, and shall be invalid accordingly ; and for the purposes of this section, the presentation of a petition for winding up a company, shall, in case of a company being wound up by the Court, or subject to the supervision of the Court ; and a resolution for winding up the company, shall, in the case of a voluntary winding up, be deemed to correspond with the act of insolvency in the case of an individual ; and any conveyance or assignment made by any company formed under this Act, of all its estate and effects to trustees, for the benefit of all its creditors, shall be void to all intents.

Power of Court to assess damages against delinquent directors and officers.

151. Where, in the course of the winding up of any company under this Act, it appears that any past or present director, manager, official, or other liquidator, or any officer of such company, has misapplied or retained in his own hands, or become liable or accountable for any moneys of the company, or has been guilty of any misfeasance, or breach of trust in relation to the company, the Court may, on the application of any liquidator, or of any creditor or contributory of the company, and notwithstanding that the offence is one for which the offender is criminally responsible, examine into the conduct of such director, manager, or other officer, and compel him to repay any moneys so misapplied or retained, or for which he has become liable or accountable, together with interest, after such rate as the Court thinks just, or to contribute such sums of money to the assets of the company, by way of compensation, in respect of such misapplication, retainer, misfeasance, or breach of trust, as the Court thinks just.

152. If

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152. If any director, officer, or contributory of any company wound up under this Act, destroy, mutilate, alter, or falsify any books, papers, writings, or securities, or make, or be privy to the making of false or fraudulent entry in any register, book of account, or other document belonging to the company, with intent to defraud or deceive any person, every person so offending shall be deemed to be guilty of a misdemeanor, and upon being convicted, shall be liable to imprisonment for any term not exceeding two years, with or without hard labor.

Penalty on falsification of books.

153. Where any order is made for winding up a Company by the Court, or subject to the supervision of the Court, if it appear in the course of such winding up, that any past or present director, manager, officer, or member of such company, has been guilty of any offence in relation to the company, for which he is criminally responsible, the Court may, on the application of any person interested in such winding up, or of its own motion, direct the official liquidators, or the liquidators (as the case may be), to institute and conduct a prosecution or prosecutions for such offence, and may order the costs and expenses to be paid out of the assets of the company.

Prosecution of delinquent directors, in case of winding up by Court.

154. Where a company is being wound up altogether voluntarily, if it appear to the liquidators conducting such winding up, that any past or present director, manager, officer, or member of such company, has been guilty of any offence in relation to the company, for which he is criminally responsible, the liquidators may, with the previous sanction of the Court, prosecute such offender, and all expenses properly incurred by them in such prosecution, shall be payable out of the assets of the company, in priority to all other liabilities.

Prosecution of delinquent directors, &c., in case of voluntary winding up.

155. If any person, upon examination upon oath or affirmation authorized under this Act, or in any affidavit, deposition, or solemn affirmation in or about the winding up of any company under this Act, or otherwise, in or about any matter arising under this Act, wilfully and corruptly gives false evidence, he shall, upon conviction, be liable to the penalties of wilful perjury.

Penalty on perjury

POWER OF COURTS TO MAKE RULES.

156. The proceedings for winding up a company by the Court or subject to the supervision of such Court, shall be conducted in the manner and subject to the rules contained in the Seventh Schedule hereto, or as near thereto as circumstances admit, and the Judges of the Supreme Court may, as often as circumstances require, annul, modify, or add to the said rules, and may make new rules in lieu thereof, or in addition thereto, and may also make rules specifying the amount of fees to be paid in respect of proceedings taken under this Act for winding up a company by the Court.

Rules of proceeding in Court

157. All orders made by the Court under this Act may be enforced in like manner in which any order of the Supreme Court in its equitable jurisdiction, made in any suit pending therein, may be enforced;

Power to enforce orders and rules.

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enforced; and all rules made in pursuance of the next preceding section shall have the same effect and be subject to the same conditions as if they were rules of the Supreme Court, made under any Act now or hereafter in force, enabling the Supreme Court or the Judges thereof to make rules.

PART V.

AS TO THE REGISTRATION OFFICE.

158. The registration of companies under this Act shall be conducted as follows, that is to say:

Appointment of Registrar of Companies.

- I. The Governor in Council may from time to time appoint a Registrar for the registration of companies under this Act, and remove him at pleasure; and until such appointment shall be made, the Master of the Supreme Court shall be such Registrar:

Registrar's seal.

- II. The Governor in Council may from time to time direct a seal or seals to be prepared for the authentication of any documents required for or connected with the registration of companies; and until such seal be prepared, the seal of the Supreme Court shall be made use of for such purpose.

Inspection of documents and certified copies.

- III. Every person may inspect the documents kept by the Registrar of Companies under this Act, and may require a certificate of the incorporation of any company, or a copy or extract of any other document, or any part of any other document, to be certified by the Registrar of Companies; and there shall be paid for each such inspection the fee of One Shilling, and for such certificate of incorporation the fee of Five Shillings, and for each folio of such copy or extract the fee of Sixpence, or such smaller fees as the Governor in Council may from time to time appoint.

PART VI.

COMPANIES AUTHORIZED TO REGISTER UNDER THIS ACT.

Regulations as to registration of existing companies.

159. The following regulation shall be observed with respect to the registration of companies under this part of this Act, that is to say—

- I. No company, having the liability of its members limited by Act of Parliament or letters patent and not being a joint stock company as hereinafter defined, shall register under this Act in pursuance of this part thereof:
- II. No company, having the liability of its members limited by Act of Parliament or by letters patent, shall register under this Act, in pursuance of this part thereof, as an unlimited company or as a company limited by guarantee:
- III. No company that is not a joint-stock company, as hereinafter defined, shall, in pursuance of this part of this Act, register under this Act as a company limited by shares:

IV. No

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- iv. No company shall register under this Act in pursuance of this part thereof unless an assent to its so registering is given by a majority of such of its members as may be present personally, or by proxy in cases where proxies are allowed by the regulations of the company, at some general meeting summoned for the purpose:
- v. Where a company, not having the liability of its members limited by Act of Parliament or letters patent, is about to register as a limited company, the majority required to assent, as aforesaid, shall consist of not less than three-fourths of the members present personally or by proxy at such last-mentioned general meeting:
- vi. When a company is about to register as a company limited by guarantee, the assent to its being so registered shall be accompanied by a resolution declaring that each member undertakes to contribute to the assets of the company in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the company contracted before the time at which he ceased to be a member, and of the costs, charges, and expenses of winding up the company, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding a specified amount:

In computing any majority under this section when a poll is demanded, regard shall be had to the number of votes to which each member is entitled according to the regulations of the company of which he is a member.

160. With the above exceptions, and subject to the foregoing regulations, every company existing at the time of the coming into operation of this Act, and consisting of seven or more members, and any company hereafter formed in pursuance of any Act of Parliament other than this Act, or of letters patent, or otherwise duly constituted by law, and consisting of seven or more members, may, at any time hereafter, register itself under this Act as an unlimited company, or a company limited by shares, or a company limited by guarantee, and no such registration shall be invalid by reason that it has taken place with a view to the company being wound up.

Permissive registration of companies.

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161. For the purposes of this part of this Act, so far as the same relates to the description of companies empowered to register as companies limited by shares, a joint-stock company shall be deemed to be a company having a permanent paid up or nominal capital of fixed amount divided into shares, also of fixed amount or held and transferable as stock, or divided and held partly in one way and partly in the other, and formed on the principle of having for its members the holders of shares in such capital or the holders of such stock, and no other persons; and such company, when registered with limited liability under this Act, shall be deemed to be a company limited by shares.

Definition of joint-stock company.

162. Previously

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Requisition for registration by companies.

162. Previously to the registration in pursuance of this part of this Act of any joint-stock company, there shall be delivered to the Registrar of Companies the following documents, that is to say—

- i. A list showing the names, addresses, and occupations of all persons who, on a day named in such list and not being more than six clear days before the day of registration, were members of such company with the addition of the shares held by such persons respectively, distinguishing, in cases where such shares are numbered, each share by its number:
- ii. A copy of any Act of Parliament, royal charter, letters patent, deed of settlement, contract of copartnery, or other instrument constituting or regulating the company:
- iii. If any such joint-stock company is intended to be registered as a limited company, the above list and copy shall be accompanied by a statement specifying the following particulars, that is to say—

The nominal capital of the company and the number of shares into which it is divided:

The number of shares taken and the amount paid on each share:

The name of the company, with the addition of the word "limited," as the last word thereof, with the addition in the case of a company intended to be registered as a company limited by guarantee, of the resolution declaring the amount of the guarantee.

Requisitions for registration by existing company, not being a joint-stock company.

163. Previously to the registration in pursuance of this part of this Act of any company not being a joint-stock company, there shall be delivered to the Registrar of Companies a list showing the names, addresses, and occupations of the directors or other managers, if any, of the company, also a copy of any Act of Parliament, letters patent, deed of settlement, contract of copartnery, or other instrument constituting or regulating the company, with the addition, in the case of a company intended to be registered as a company limited by guarantee, of the resolution declaring the amount of the guarantee.

Power for existing company to register amount of stock instead of shares.

164. Where a joint-stock company authorized to register under this Act, has had the whole, or any portion of its capital converted into stock, such company shall, as to the capital so converted, instead of delivering to the Registrar of Companies a statement of shares, deliver to the Registrar of Companies a statement of the amount of stock belonging to the company, and the names of the persons who are holders of such stock, on some day to be named in the statement, not more than six clear days before the day of registration.

Authentication of statements of existing companies.

165. The lists of members and directors, and any other particulars relating to the company hereby required to be delivered to the Registrar of Companies, shall be verified by a declaration of the directors

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directors of the company delivering the same, or any two of them, or of any two other principal officers of the company, and every such declaration shall be made before some Justice, in pursuance of any Act now or hereafter in force, rendering persons making a false declaration punishable for wilful and corrupt perjury.

166. The Registrar of Companies may require such evidence as he thinks necessary for the purpose of satisfying himself whether an existing company is or is not a joint-stock company, as hereinbefore defined.

Registrar of Companies may require evidence as to nature of company.

167. No fees shall be charged in respect of the registration in pursuance of this part of this Act, of any company in cases where such company is not registered as a limited company, or where, previously to its being registered as a limited company, the liability of the shareholders was limited by some other Act of the Parliament of the said Province, or by letters patent.

Exemption of certain companies from payment of fees.

168. Every company authorized by this part of this Act to register with limited liability shall, for the purpose of obtaining registration with limited liability, change its name by adding thereto the word "limited."

Power to company to change name.

169. Upon compliance with the requisitions in this part of this Act contained with respect to registration, and on payment of such fees as are payable under the Second and Third Schedules hereto, the Registrar of Companies shall notify in the *Government Gazette* that the company so applying for registration is incorporated as a company under this Act, and in the case of a limited company that it is limited; and thereupon such company shall be incorporated, and shall have perpetual succession and a common seal.

Registration of existing companies to be notified in *Government Gazette*.

170. Such notice in the *Government Gazette* shall be conclusive evidence that all the requisitions herein contained in respect of registration under this Act has been complied with, and that the company is authorized to be registered under this Act as a limited or unlimited company, as the case may be, and the date of incorporation mentioned in such notice, shall be deemed to be the date at which the company is incorporated under this Act.

Notice in *Government Gazette* to be evidence of compliance with Act.

171. All such property, real and personal, including all interests and rights in, to, and out of property real and personal, and including obligations and choses in action as may belong to or be vested in the company at the date of its registration under this Act, shall, on registration, pass to and vest in the company as incorporated under this Act, for all the estate and interest of the company therein.

Transfer of trust property to company.

172. The registration in pursuance of this part of this Act of any company shall not affect or prejudice the liability of such company to have enforced against it, or its right to enforce, any debt or obligation incurred, or any contract entered into by, to, with, or on behalf of such company previously to such registration.

Registration under this Act not to affect obligations incurred previously to registration.

173. All

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Continuation of existing actions and suits.

173. All such actions, suits, or other legal proceedings as may at the time of the registration of any company registered in pursuance of this Part of this Act have been commenced by or against such company, or the public officer or any member thereof, may be continued in the same manner as if such registration had not taken place; nevertheless execution shall not issue against the effects of any individual member of such company upon any judgment, decree, or order obtained in any action, suit, or proceeding so commenced as aforesaid; but in the event of the property and effects of the company being insufficient to satisfy such judgment, decree, or order, an order may be obtained for winding up the company.

Effect of registration under Act.

174. When a company is registered under this Act in pursuance of this part thereof, all provisions contained in any Act of Parliament, deed of settlement, letters patent, or other instrument constituting or regulating the company, including, in the case of a company registered as a company limited by guarantee, the resolution declaring the amount of the guarantee, shall be deemed to be conditions and regulations of the company, in the same manner and with the same incidents as if they were contained in a registered memorandum of association and articles of association; and all the provisions of this Act shall apply to such company, and the members, contributories, and creditors thereof, in the same manner in all respects as if it had been formed under this Act, subject to the provisions following, that is to say—

- i. That Table A, in the First Schedule of this Act, shall not, unless adopted by special resolution, apply to any company registered under this Act, in pursuance of this Part thereof:
- ii. That the provisions of this Act relating to the numbering of shares shall not apply to any joint-stock company whose shares are not numbered:
- iii. That no company shall have power to alter any provision contained in any Act of Parliament relating to the company:
- iv. That no company shall have power without the sanction of the Governor in Council to alter any provision contained in any letters patent relating to the company:
- v. That, in the event of the company being wound up, every person shall be a contributory in respect of the debts and liabilities of the company contracted prior to registration, who is liable at law or in equity to pay or contribute to the payment of any debt or liability of the company contracted prior to registration, or to pay or contribute to the payment of any sum for the adjustment of the rights of the members amongst themselves in respect of any such debt or liability, or to pay or contribute to the payment of the costs, charges, and expenses of winding up the company, so far as relates to such debts or liabilities as aforesaid; and every such contributory shall be liable to contribute to the assets

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assets of the company in the course of the winding up all sums due from him in respect of any such liability as aforesaid ; and in the event of the death or insolvency of any such contributory as last aforesaid, or marriage of any such contributory, being a female, the provisions hereinbefore contained with respect to the representatives, heirs, and devisees of deceased contributories, and with reference to the assignees of insolvent contributories, and to the husbands of married contributories shall apply :

- vi. That nothing herein contained shall authorize any company to alter any such provisions contained in any deed of settlement, contract of copartnery, letters patent, or other instrument constituting or regulating the company, as would, if such company had originally been formed under this Act, have been contained in the memorandum of association, and are not authorized to be altered by this Act:

But nothing herein contained shall derogate from any power of altering its constitution or regulations which may be vested in any company registering under this Act, in pursuance of this part thereof, by virtue of any Act of Parliament, deed of settlement, contract of copartnery, letters patent, or other instrument constituting or regulating the company.

175. The Court may at any time after the presentation of a petition for winding up a company registered in pursuance of this part of this Act, and before making an order for winding up the company, upon the application by motion of any creditor of the company, restrain further proceedings in any action, suit, or legal proceeding against any contributory of the company, as well as against the company, as hereinbefore provided, upon such terms as the Court thinks fit.

Power of Court to restrain proceedings.

176. When an order has been made for winding up a company registered in pursuance of this part of this Act, in addition to the provisions hereinbefore contained, it is hereby further provided that no suit, action, or other legal proceeding shall be commenced or proceeded with against any contributory of the company in respect of any debt of the company, except with the leave of the Court, and subject to such terms as the Court may impose.

Effect of order for winding up company.

PART VII.

APPLICATION OF ACT TO UNREGISTERED COMPANIES.

177. Subject as hereinafter mentioned any partnership, association, or company consisting of more than five members, and not registered under this Act, and hereinafter included under the term "unregistered company," may be wound up under this Act, and all the provisions of this Act with respect to winding up shall apply to such company with the following exceptions and additions :—

Winding up of unregistered companies.

1. Where proceedings for winding up an unregistered company are

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are instituted, the principal place of business of such company shall for all the purposes of this Act be deemed to be the registered office of the company:

II. No unregistered company shall be wound up under this Act voluntarily, or subject to the supervision of the Court:

III. The circumstances under which an unregistered company may be wound up by the Court are as follows, that is to say—

(a.) When the company is dissolved or has ceased to carry on business, or is carrying on business only for the purpose of winding up its affairs:

(b.) When the company is unable to pay its debts:

(c.) When the Court is of opinion that it is just and equitable that the company should be wound up.

IV. An unregistered company shall, for the purposes of this Act, be deemed unable to pay its debts—

(a.) When a creditor to whom the company is indebted at law or in equity, by assignment or otherwise, in a sum exceeding Fifty Pounds then due, has served on the company by leaving the same at the principal place of business of the company, or by delivering to the secretary or some director or principal officer of the company, or by otherwise serving the same in such manner as the Court may approve or direct, a demand, under his hand, requiring the company to pay the sum so due, and the company, has for the space of three weeks succeeding the service of such demand, ~~neglected~~ neglected to pay such sum or to secure or compound for the same to the satisfaction of the creditor:

(b.) When any action, suit, or other legal proceeding has been instituted against any member of the company for any debt or demand due or claimed to be due from the company or from him in his character of member of the company, and notice in writing of the institution of such action, suit, or other legal proceeding having been served upon the company, by leaving the same at the principal place of business of the company, or by delivering it to the secretary or some director or principal officer of the company, or by otherwise serving the same in such manner as the Court may approve or direct, the company has not within ten days after service of such notice paid, secured, or compounded for such debt or demand, or procured such action, suit, or other legal proceeding to be stayed, or indemnified the defendant to his reasonable satisfaction against all costs, damages, and expenses to be incurred by him by reason of the same.

(c.) When

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- (c.) When execution or other process issued on a judgment, decree, or order obtained in any Court in favor of any creditor, in any proceeding at law or in equity instituted by such creditor against the company, or against any member thereof as such, or against any person authorized to be sued as nominal defendant on behalf of the company, is returned unsatisfied :
- (d.) When it is otherwise proved to the satisfaction of the Court, that the company is unable to pay its debts.

178. In the event of an unregistered company being wound up, every person shall be deemed to be a contributory who is liable, at law or in equity, to pay or contribute to the payment of any debt or liability of the company, or to pay or contribute to the payment of any sum for the adjustment of the rights of the members amongst themselves, or to pay or to contribute to the payment of the costs, charges, and expenses of winding up the company ; and every such contributory shall be liable to contribute to the assets of the company, in the course of the winding up, all sums due from him in respect of any such liability as aforesaid ; but, in the event of the death or the insolvency of any contributory, or the marriage of any female contributory, the provisions hereinbefore contained with respect to the personal representatives, heirs, and devisees of a deceased contributory, and to the assignees of an insolvent contributory, and to the husband of married contributories, shall apply.

Who to be deemed a contributory in the event of company being wound up.

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179. The Court may, at any time after the presentation of a petition for winding up an unregistered company, and before making an order for winding up the company, upon the application of any creditor of the company, restrain further proceedings in any action, suit, or legal proceeding against any contributory of the company, as well as against the company, as hereinbefore provided, upon such terms as the Court thinks fit.

Power of Court to restrain further proceedings.

180. When an order has been made for winding up an unregistered company, in addition to the provisions hereinbefore contained in the case of companies formed under this Act, it is hereby further provided that no suit, action, or other legal proceeding shall be commenced, or proceeded with, against any contributory of the company in respect of any debt of the company, except with the leave of the Court, and subject to such terms as the Court may impose.

Effect of order for winding up company.

181. If any unregistered company has no power to sue and be sued in a common name, or if for any reason it appears expedient, the Court may, by the order made for winding up such company, or by any subsequent order, direct that all such property, real and personal, including all interest, claims, and rights, into and out of property, real and personal, and including choses in action as may belong to or be vested in the company, or to or in any person or persons in trust for or on behalf of the company, or any part of such property,

Provision in case of unregistered company.

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property, is to vest in the official liquidator by his official name, and thereupon the same, or such part thereof as may be specified in the order shall vest accordingly; and the official liquidator may, in his official name, or in such name, and after giving such indemnity as the Court directs, bring or defend any actions, suits, or other legal proceeding relating to any property vested in him or them, or any actions, suits, or other legal proceedings necessary to be brought or defended, for the purposes of effectually winding up the company and recovering the property thereof.

Provisions in this part
of Act cumulative.

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182. The provisions made by this part of this Act with respect to unregistered companies, shall be deemed to be made in addition to, and not in restriction of, any provisions hereinbefore contained with respect to winding up companies by the Court; and the Court or official liquidator may, in addition to anything contained in this part of the Act, exercise any powers, or do any act, in the case of unregistered companies, which might be exercised or done by it or him in winding up companies formed under this Act; but an unregistered company shall not, except in the event of its being wound up, be deemed to be a company under this Act, and then only to the extent provided by this part of this Act.

Power to assignees to
compromise.

183. Where the estate of any company or body heretofore has been adjudicated insolvent, the assignees of such estate may compromise all calls and contributions, and liabilities to calls and contributions, debts, and liabilities, capable of resulting in debts, and all claims, whether present or future, certain or contingent, ascertained or sounding only, in damages subsisting or supposed to subsist between the company, or body, or the creditors thereof, and any shareholder or member of the company or body, or other debtor or person apprehending liabilities to the company or body, or the creditors thereof; and all questions in any way relating to or affecting the assets of the company or body, or the winding up thereof, upon the receipt of such sums, payable at such times and generally upon such terms as may be agreed upon, with power for the assignees to take any security for the discharge of such debts, contributions, or liabilities, and to give complete discharges in respect of all or any such calls, contributions, debts, or liabilities; and every such discharge shall thenceforth operate, to all intents and purposes, as an absolute release to the shareholders or members to whom the same shall relate, and may be by them pleaded and used in law, and in discharge of any action, execution, or other proceeding of any creditor whose debt or claim is by them provable under such adjudication of insolvency, and every such shareholder and member be entitled, as between himself and the other shareholders or members of the company or body, to credit, in respect of any such sum or sums, as shall by such release or discharge be declared to have been paid by him: Provided that no compromise shall be effected, unless with the sanction of the creditors of the company or body, at a meeting convened in accordance with the provisions of the Insolvent Act, 1860.

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PART VIII.

REPEAL OF ACTS.

184. From and after the coming into operation of this Act, there shall be repealed the several Acts hereinafter mentioned, namely—
 An Act, No. 5 of 1854, intituled “An Act to facilitate the dissolution and provide for winding up the affairs of Joint-Stock Companies;”
 and also an Act, No. 25 of 1855-6, intituled “An Act to provide for the registration of Joint-stock Companies and for limiting the liability of Members thereof;” and also an Act, No. 5 of 1856, intituled “An Act to amend an Act intituled an Act to provide for the registration of Joint-stock Companies and for limiting the liability of Members thereof;” and also “The Associations Incorporation Act,” No. 21 of 1858; and also “The Companies Clauses Consolidation Act, 1847:” Provided that no Act or Ordinance, in whole or in part repealed by any of the said Acts, shall be hereby revived: No repeal hereby enacted shall affect—

Repeal of Acts.

*Revived by
12 of 1866*

- i. Any thing duly done under any Acts hereby repealed:
- ii. The incorporation of any company under any Act hereby repealed:
- iii. Any right or privilege acquired or liability incurred under any Act hereby repealed:
- iv. Any penalty, forfeiture, or other punishment incurred in respect of any offence against any Act hereby repealed:
- v. Any Act with which either of the said Acts, or any clause or clauses thereof may be incorporated.

185. Any proceedings commenced under the repealed Acts, or either of them, may be continued and concluded in the same manner as though this Act had not been made.

Proceedings under repealed Acts may be concluded.

In the name and on behalf of the Queen I hereby assent to this Act.

D. DALY, Governor.

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FIRST SCHEDULE.

TABLE A.

REGULATIONS for MANAGEMENT of a Company Limited by Shares.

Shares.

1. If several persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividend payable in respect of such share.
2. Every member shall, on payment of One Shilling or such less sum as the company in general meeting may prescribe, be entitled to a certificate under the common seal of the company specifying the share or shares held by him and the amount paid up thereon.
3. If such certificate is worn out or lost, it may be renewed on payment of One Shilling or such less sum as the company in general meeting may prescribe.

Calls on Shares.

4. The directors may, from time to time, make such calls upon the members in respect of all moneys unpaid on their shares as they think fit; provided that twenty-one days' notice, at least, be given of each call, and each member shall be liable to pay the amount of calls so made to the persons and at the times and places appointed by the directors.
5. A call shall be deemed to have been made at the time when the resolution of the directors authorizing such call was passed.
6. If the call payable in respect of any share is not paid before or on the day appointed for payment thereof, the holder for the time being of such share shall be liable to pay interest for the same at the rate of Eight Pounds per centum per annum from the day appointed for the payment thereof to the time of the actual payment.
7. The directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the moneys so paid in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the company may pay interest at such rate as the member paying such sum in advance and the directors agree upon.

Transfers of Shares.

8. The instrument of transfer of any share in the company shall be executed both by the transferor and the transferee, and the transferor shall be deemed to remain a holder of such share until the name of the transferee is entered in the register book in respect thereof.
9. Shares in the company shall be transferred in the following form:—
 I, A. B., of _____, in consideration of the sum of _____ Pounds paid to me by C. D., of _____, do hereby transfer to the said C. D. the share [or shares], numbered _____, standing in my name in the books of the _____ company, to hold unto the said C. D., his executors, administrators, and assigns, subject to the several conditions on which I held the same at the time of the execution hereof; and I the said C. D. do hereby agree to take the said share [or shares] subject to the same conditions. As witness our hands the _____ day of _____.
10. The company may decline to register any transfer of shares made by a member who is indebted to them.
11. The transfer books shall be closed during the fourteen days immediately preceding the ordinary general meeting in each year.

Transmission of Shares.

12. The executors or administrators of a deceased member shall be the only persons recognized by the company as having any title to his share.

13. Any

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13. Any person becoming entitled to a share in consequence of the death, bankruptcy, or insolvency of any member, or in consequence of the marriage of any female member, may be registered as a member upon such evidence being produced as may from time to time be required by the company.
14. Any person who has become entitled to a share in consequence of the death, bankruptcy, or insolvency of any member, or in consequence of the marriage of any female member, may, instead of being himself registered, elect to have some person to be named by him registered as a transferee of such share.
15. The person so becoming entitled shall testify such election by executing to his nominee an instrument of transfer of such share.
16. The instrument of transfer shall be presented to the company, accompanied with such evidence as the directors may require to prove the title of the transferor, and thereupon the company shall register the transferee as a member.

Forfeiture of Shares.

17. If any member fails to pay any call on the day appointed for payment thereof, the directors may at any time thereafter during such time as the call remains unpaid, serve a notice on him requiring him to pay such call, together with any interest and expenses that may have accrued by reason of such non-payment.
18. The notice shall name a further day on or before which such call, and all interest and expenses that have accrued by reason of such non-payment, are to be paid, it shall also name the place where payment is to be made (the place so named being either the registered office of the company or some other place at which calls of the company are usually made payable). The notice shall also state that, in the event of non-payment at or before the time and at the place appointed, the shares, in respect of which such call was made, will be liable to be forfeited.
19. If the requisitions of any such notice as aforesaid are not complied with, any share, in respect of which such notice has been given, may at any time thereafter before payment of all calls, interest, and expenses due in respect thereof has been made, be forfeited by a resolution of the directors to that effect.
20. Any share so forfeited shall be deemed to be the property of the company, and may be disposed of in such manner as the company in general meeting thinks fit.
21. Any member whose shares have been forfeited shall, notwithstanding, be liable to pay to the company all calls owing upon such shares at the time of the forfeiture.
22. A statutory declaration in writing that the call in respect of a share was made, and notice thereof given, and that default in payment of the call was made, and that the forfeiture of the share was made by a resolution of the directors to that effect, shall be sufficient evidence of the facts therein stated as against all persons entitled to such share; and such declaration, and the receipt of the company for the price of such share, shall constitute a good title to such share, and a certificate of proprietorship shall be delivered to a purchaser, and thereupon he shall be deemed the holder of such share, discharged from all calls due prior to such purchase, and he shall not be bound to see to the application of the purchase-money, nor shall his title to such share be affected by any irregularity in the proceedings in reference to such sale.

Conversion of Shares into Stock.

23. The directors may, with the sanction of the company previously given in general meeting, convert any paid-up shares into stock.
24. When any shares have been converted into stock, the several holders of such stock may thenceforth transfer their respective interests therein, or any part of such interests, in the same manner and subject to the same regulations as and subject to which any shares in the capital of the company may be transferred, or as near thereto as circumstances admit.
25. The several holders of stock shall be entitled to participate in the dividends and profits of the company according to the amount of their respective interests in such stock, and such interests shall, in proportion to the amount thereof, confer on the holders thereof respectively, the same privileges and advantages for the purpose of voting at meetings of the company, and for other purposes, as would have been conferred by shares of equal amount in the capital of the company, but so that none of such privileges or advantages, except the participation in the dividends and profits of the company shall be conferred by
any

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any such aliquot part of consolidated stock as would not if existing in shares have conferred such privileges or advantages.

Increase in Capital.

26. The directors may, with the sanction of a special resolution of the company previously given in general meeting, increase its capital by the issue of new shares, such aggregate increase to be of such amount, and to be divided into shares of such respective amounts as the company in general meeting directs, or if no direction be given, as the directors think expedient.
27. Subject to any direction to the contrary that may be given by the meeting that sanctions the increase of capital, all new shares shall be offered to the members in proportion to the existing shares held by them, and such offer shall be made by notice, specifying the number of shares to which the member is entitled, and limiting a time within which the offer if not accepted will be deemed to be declined, and after the expiration of such time, or on the receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the directors may dispose of the same in such manner as they think most beneficial to the company.
28. Any capital raised by the creation of new shares shall be considered as part of the original capital, and shall be subject to the same provisions with reference to the payment of calls, and the forfeiture of shares on nonpayment of calls or otherwise, as if it had been part of the original capital.

General Meetings.

29. The first general meeting shall be held at such time, not being more than six calendar months after the registration of the company, and at such place as the directors may determine.
30. Subsequent general meetings shall be held at such time and place as may be prescribed by the company in general meeting, and if no other time or place is prescribed, a general meeting shall be held on the first Monday in February and August respectively in every year, at such place as may be determined by the directors.
31. The above-mentioned general meetings shall be called ordinary meetings, all other meetings shall be called extraordinary.
32. The directors may, whenever they may think fit, and they shall, upon a requisition made in writing by not less than one-fifth in number of the members of the company, convene an extraordinary general meeting.
33. Every requisition made by the members shall express the object of the meeting proposed to be called, and shall be left at the registered office of the company.
34. Upon the receipt of such requisition the directors shall forthwith proceed to convene an extraordinary general meeting. If they do not proceed to convene the same within twenty-one days from the date of the requisition, the requisitionists, or any other members amounting to the required number, may themselves convene an extraordinary general meeting.

Proceedings at General Meetings.

35. Seven days' notice at the least, specifying the place, the day, and the hour of meeting, and in case of special business the general nature of such business, shall be given to the members in manner hereinafter mentioned, or in such other manner if any, as may be prescribed by the company in general meeting, but the non-receipt of such notice by any member shall not invalidate the proceedings at any general meeting.
36. All business shall be deemed special that is transacted at an extraordinary meeting, and all that is transacted at an ordinary meeting, with the exception of sanctioning a dividend, and the consideration of the accounts, balance sheets, and the ordinary report of the directors.
37. No business shall be transacted at any general meeting except the declaration of a dividend, unless a quorum of members is present at the time when the meeting proceeds to business, and such quorum shall be ascertained as follows: that is to say, if the members belonging to the company at the time of the meeting do not exceed ten in number the quorum shall be five; if they exceed ten there shall be added to the above quorum one for every five additional members up to fifty, and one for every ten additional members after fifty; but no quorum shall in any case exceed twenty.
38. If within one hour from the time appointed for the meeting a quorum is not present,

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present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present, it shall be adjourned *sine die*.

39. The chairman (if any) of the board of directors shall preside as chairman at every general meeting of the company.
40. If there is no such chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose some one of their number to be chairman.
41. The chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
42. At any general meeting, unless a poll is demanded by at least five members, a declaration by the chairman that a resolution has been carried, and an entry to that effect in the book of proceedings of the company, shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favor of or against such resolution.
43. If a poll is demanded by five or more members, it shall be taken in such manner as the chairman directs, and the result of such poll shall be deemed to be the resolution of the company in general meeting. In the case of an equality of votes at any general meeting, the chairman shall be entitled to a second or casting vote.

Votes of Members.

44. Every member shall have one vote for every share up to ten. He shall have an additional vote for every five shares beyond the first ten shares up to one hundred, and an additional vote for every ten shares beyond the first hundred shares.
45. If any member is a lunatic or idiot he may vote by his committee.
46. If two or more persons are jointly entitled to a share or shares, the member whose name stands first in the register of members as one of the holders of such share or shares, and no other shall be entitled to vote in respect of the same.
47. No member shall be entitled to vote at any general meeting unless all calls due from him have been paid, and no member shall be entitled to vote in respect of any share that he has acquired by transfer at any meeting held after the expiration of three calendar months from the registration of the company, unless he has been possessed of the share, in respect of which he claims to vote, for at least three months previously to the time of holding the meeting at which he proposes to vote.
48. Votes may be given either personally or by proxy.
49. The instrument appointing a proxy shall be in writing under the hand of the appointor, or if such appointor is a corporation, under their common seal, and shall be attested by one witness at the least. No person shall be appointed a proxy who is not a member of the company.
50. The instrument appointing a proxy shall be deposited at the registered office of the company not less than seventy-two hours before the time for holding the meeting at which the person named in such instrument proposes to vote, but no instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
51. Any instrument appointing a proxy shall be in the following form:—

Company limited.

I of being a member of the
company limited, and entitled to vote or votes; hereby appoint
of as my proxy to vote for me and on my behalf at the
[ordinary or extraordinary, as the case may be] general meeting of the
company to be held on the day of , and at any
adjournment thereof [or at any meeting of the company that may be held
in the year].

As witness my hand this the day of .
Signed by the said in the presence of

Directors.

52. The number of the directors, and the names of the first directors, shall be determined by the subscribers of the memorandum of association.

53. Until

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53. Until directors are appointed, the subscribers of the memorandum of association shall be deemed to be directors.
54. The future remuneration of the directors, and their remuneration for services performed previously to the first general meeting, shall be determined by the company in general meeting.

Powers of Directors.

55. The business of the company shall be managed by the directors, who may pay all expenses incurred in getting up and registering the company, and may exercise all such powers of the company as are not by the foregoing Act or by these articles required to be exercised by the company in general meeting, subject, nevertheless, to any regulations of these articles to the provisions of the foregoing Act, and to such regulations being not inconsistent with the afore-said regulations or provisions as may be prescribed by the company in general meeting, but no regulations made by the company in general meeting shall invalidate any prior act of the directors which would have been valid if such regulations had not been made.
56. The continuing directors may act, notwithstanding any vacancy in their body.

Disqualification of Directors.

57. The office of director shall be vacated—
 If he holds any other office or place of profit under the company
 If he becomes insolvent, or bankrupt, or compounds with his creditors
 If he is concerned in, or participates in, the profits of any contract with the company.
 But the above rules shall be subject to the following exceptions:—That no director shall vacate his office by reason of his being a member of any company which has entered into contracts with, or done any work for the company of which he is director, nevertheless, he shall not vote in respect of such contract or work, and if he does so vote, his vote shall not be counted.

Rotation of Directors.

58. At the first ordinary meeting after the registration of the company, the whole of the directors shall retire from office, and, at the first ordinary meeting in every subsequent year, one-third of the directors for the time being, or if their number is not a multiple of three, then the number nearest to one-third shall retire from office.
59. The one-third or other nearest number to retire during the first and second years ensuing the first ordinary meeting of the company shall, unless the directors agree among themselves, be determined by ballot. In every subsequent year one-third, or other nearest number who have been longest in office, shall retire.
60. A retiring director shall be re-eligible.
61. The company, at a general meeting at which any directors retire in manner afore-said, shall fill up the vacated offices by electing a like number of persons.
62. If at any meeting at which an election of directors ought to take place, the places of the vacating directors are not filled up, the meeting shall stand adjourned till the same day in the next week at the same time and place; and, if at such adjourned meeting the places of the vacating directors are not filled up, the vacating directors, or such of them as have not had their places filled up, shall continue in office until the ordinary meeting in the next year, and so on from time to time until their places are filled up.
63. The company may from time to time in general meeting increase or reduce the number of directors, and may also determine in what rotation such increased or reduced number is to go out of office.
64. Any casual vacancy occurring in the board of directors may be filled up by the directors, but any person so chosen shall retain his office so long only as the vacating director would have retained the same if no vacancy had occurred.
65. The company in general meeting may, by a special resolution, remove any director before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead. The person so appointed shall hold office during such time only as the director in whose place he is appointed would have held the same if he had not been removed.

Proceedings of Directors.

66. The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary

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necessary for the transaction of business. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote. A director may at any time summon a meeting of the directors.

67. The directors may elect a chairman of their meetings, and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present at the time appointed for holding the same, the directors present shall choose some one of their number to be chairman of such meeting.
68. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on them by the directors.
69. A committee may elect a chairman of their meetings. If no such chairman is elected, or if he is not present at the time appointed for holding the same, the members present shall choose one of their number to be chairman of such meeting.
70. A committee may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes the chairman shall have a second or casting vote.
71. All acts done by any meeting of the directors, or of a committee of directors, or by any person acting as a director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

Dividends.

72. The directors may, with the sanction of the company in general meeting, declare a dividend to be paid to the members in proportion to their shares.
73. No dividend shall be payable except out of the profits arising from the business of the company.
74. The directors may, before recommending any dividend, set aside out of the profits of the company such sum as they think proper as a reserved fund to meet contingencies, or for equalizing dividends, or for repairing or maintaining the works connected with the business of the company, or any part thereof; and the directors may invest the sum so set apart as a reserved fund upon such securities as they may select.
75. The directors may deduct, from the dividends payable to any member, all such sums of money as may be due from him to the company on account of calls or otherwise.
76. Notice of any dividend that may have been declared shall be given to each member in manner hereinafter mentioned, and all dividends unclaimed for three years after having been declared, may be forfeited by the directors for the benefit of the company.
77. No dividend shall bear interest as against the company.

Accounts.

78. The directors shall cause true accounts to be kept—
 Of the stock in trade of the company
 Of the sums of money received and expended by the company, and the matter in respect of which such receipt and expenditure takes place, and
 Of the credits and liabilities of the company.
 The books of accounts shall be kept at the registered office of the company, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the company in general meeting, shall be open to the inspection of members during the hours of business.
79. Once at the least in every six calendar months the directors shall lay before the company, in general meeting, a statement of the income and expenditure for the period succeeding that embraced by the then last statement made up to a date not more than three calendar months before such meeting.
80. The statement so made shall show, arranged under the most convenient heads, the amount of gross income, distinguishing the several sources from which it has been derived, and the amount of gross expenditure, distinguishing the expense of the establishment, salaries, and other like matters. Every item of expenditure fairly chargeable against the year's income shall be brought into
 account;

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account, so that a just balance of profit and loss may be laid before the meeting; and in cases where any item of expenditure, which may in fairness be distributed over several years, has been incurred in any one year, the whole amount of such item shall be stated with the addition of the reasons why only a portion of such expenditure is charged against the income of the year.

81. A balance-sheet shall be made out in every half-year and laid before the company, in general meeting, and such balance-sheet shall contain a summary of the property and liabilities of the company, arranged under the heads appearing in the form annexed to this table, or as near thereto as circumstances admit.
82. A printed copy of such balance-sheet shall, seven days previously to such meeting, be served on the Registrar of Companies and every member, in the manner in which notices are hereinafter directed to be served.

Audit.

83. Once at the least in every year the accounts of the company shall be examined, and the correctness of the balance-sheet ascertained by one or more auditor or auditors.
84. The first auditors shall be appointed by the directors. Subsequent auditors shall be appointed by the company in general meeting.
85. If one auditor only is appointed, all the provisions herein contained relating to auditors shall apply to him.
86. The auditors may be members of the company, but no person is eligible as an auditor who is interested otherwise than as a member in any transaction of the company, and no director or other officer of the company is eligible during his continuance in office.
87. The election of auditors shall be made by the company at their ordinary meeting in each year.
88. The remuneration of the first auditors shall be fixed by the directors; that of any subsequent auditors shall be fixed by the company in general meeting.
89. Any auditor shall be re-eligible on his quitting office.
90. If any casual vacancy occurs in the office of any auditor appointed by the company, the directors shall forthwith call an extraordinary general meeting for the purpose of supplying the same.
91. If no election of auditors is made in manner aforesaid, the Governor in Council may, on the application of not less than five members of the company, appoint an auditor for the current year, and fix the remuneration to be paid to him by the company for his services.
92. Every auditor shall be supplied with a copy of the balance-sheet, and it shall be his duty to examine the same with the accounts and vouchers relating thereto.
93. Every auditor shall have a list delivered to him of all books kept by the company, and shall at all reasonable times have access to the books and accounts of the company; he may, at the expense of the company, employ accountants or other persons to assist him in investigating such accounts; and he may, in relation to such accounts, examine the directors or any other officer of the company.
94. The auditors shall make a report to the members upon the balance-sheet and accounts; and in every such report they shall state whether, in their opinion, the balance-sheet is a full and fair balance-sheet containing the particulars required by these regulations, and properly drawn up so as to exhibit a true and correct view of the state of the company's affairs; and in case they have called for explanations or information from the directors, whether such explanations or information have been given by the directors, and whether they have been satisfactory; and such report shall be read, together with the report of the directors, at the ordinary meeting.

Notices.

95. A notice may be served by the company upon any member, either personally or by sending it through the post in a prepaid letter addressed to such member at his registered place of abode.
96. All notices directed to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the register of members; and notice so given shall be sufficient notice to all the holders of such share.
97. Any notice, if served by post, shall be deemed to have been served at the time when the letter containing the same would be delivered in the ordinary course of the post; and in proving such service it shall be sufficient to prove that the letter containing the notices was properly addressed and put into the Post-Office.

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BALANCE-SHEET of the Company, made up to 186 Cr.

Dr.	CAPITAL AND LIABILITIES.	PROPERTY AND ASSETS.					
					£	s.	d.
I.—Capital ...	<p>Showing—</p> <p>The number of shares</p> <p>The amount paid per share</p> <p>If any arrears of calls, the nature of the arrear and the names of the defaulters</p> <p>The particulars of any forfeited shares</p>	<p>Showing—</p> <p>Immoveable property, distinguishing (a.) Freehold lands</p> <p>(b.) Freehold buildings</p> <p>(c.) Leasehold buildings</p>	.. 7	III. — Property held by the company	£	s.	d.
II.—Debts and liabilities of the company	<p>Showing—</p> <p>The amount of loans on mortgages or debenture bonds</p> <p>The amount of debts owing by the company, distinguishing—</p> <p>(a.) Debts for which acceptances have been given</p> <p>(b.) Debts to tradesmen for supplies of stock-in trade or other articles</p> <p>(c.) Debts for law expenses</p> <p>(d.) Debts for interest on debentures or other loans</p> <p>(e.) Unclaimed dividends</p> <p>(f.) Debts not enumerated above</p>	<p>Moveable property, distinguishing—</p> <p>(d.) Stock-in-trade</p> <p>(e.) Plant</p> <p>The cost to be stated with deductions for deterioration in value, as charged to the reserve fund or profit and loss.</p>	8	IV.—Debts owing to the company	£	s.	d.
			.. 9				
			10				
			11				
VI.—Reserve fund	<p>Showing—</p> <p>The amount set aside from profits to meet contingencies</p>	<p>Showing—</p> <p>Debts considered good, for which the company hold bills or other securities</p> <p>Debts considered good, for which the company hold no security ..</p> <p>Debts considered doubtful and bad—</p> <p>Any debt due from a director or other officer of the company to be separately stated.</p>	.. 12	V.—Cash and investments	£	s.	d.
VII.—Profit and loss	<p>Showing—</p> <p>The disposable balance for payment of dividend, &c.</p>	<p>The nature of investment, and rate of interest</p>	13		£	s.	d.
Contingent liabilities	<p>Claims against the company not acknowledged as debts</p> <p>Moneys for which the company is contingently liable</p>	<p>The amount of cash, where lodged, and if bearing interest</p>					

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SECOND SCHEDULE.

Table of Fees to be paid to the Registrar of Companies by a Company having a Capital divided into Shares.

Sec 69

For registration of a company whose nominal capital does not exceed £2,000, a fee of.....	£	s.	d.
	2	0	0
For registration of a company whose nominal capital exceeds £2,000, the above fee of £2, with the following additional fees regulated according to the amount of nominal capital, that is to say—			
For every £1,000 of nominal capital or part of £1,000 after the first £2,000, up to £5,000	£	s.	d.
	1	0	0
For every £1,000 of nominal capital or part of £1,000 after the first £5,000 up to £100,000	0	5	0
For every £1,000 of nominal capital or part of £1,000 after the first £100,000	0	1	0
For registration of any increase of capital made after the first registration of the company the same fees per £1,000, or part of a £1,000 as would have been payable if such increased capital had formed part of the original capital at the time of registration.			
Provided that no company shall be liable to pay in respect of nominal capital on registration or afterwards, any greater amount of fees than £50, taking into account in the case of fees payable on an increase of capital after registration the fees paid on registration.			
For registration of any existing company, except such companies as are by this Act exempted from payment of fees in respect of registration under this Act, the same fee as is charged for registering a new company.			
For registering any document hereby required or authorized to be registered, other than the memorandum of association.....	0	5	0
For making a record of any fact hereby authorized or required to be recorded by the Registrar of Companies, a fee of.....	0	5	0

THIRD SCHEDULE.

Table of Fees to be paid to the Registrar of Companies by a Company not having a Capital divided into Shares.

Sec. 69

For registration of a company whose number of members, as stated in the articles of association, does not exceed twenty	£	s.	d.
	2	0	0
For registration of a company whose number of members, as stated in the articles of association, exceeds twenty but does not exceed one hundred.....	5	0	0
For registration of a company whose number of members, as stated in the articles of association, exceeds one hundred, but is not stated to be unlimited, the above fee of £5, with an additional 5s. for every fifty members, or less number than fifty members after the first one hundred.			
For registration of a company in which the number of members is stated in the articles of association to be unlimited, a fee of	20	0	0
For registration of any increase on the number of members made after the registration of the company in respect of every fifty members or less than fifty members of such increase	0	5	0
Provided that no one company shall be liable to pay on the whole a greater fee than £20, in respect of its number of members, taking into account the fee paid on the first registration of the company.			
For registration of any existing company, except such companies as are by this Act exempted from payment of fees in respect of registration under this Act the same fee as is charged for registering a new company.			
For registering any document hereby required or authorized to be registered other than the memorandum of association	0	5	0
For making a record of any fact hereby authorized or required to be recorded by the Registrar of Companies, a fee of	0	5	0

FOURTH

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FOURTH SCHEDULE.

Form of Statement referred to in Part III. of this Act.

I [manager or as the case may be] do solemnly and sincerely declare—
That the liability of the members is limited.

* That the capital of the company is _____ divided into _____ shares
of _____ each.

That the number of shares issued is _____

That calls to the amount of _____ pounds per share have been made under
which the sum of _____ pounds has been received.

That the liabilities of the company on the first day of January [or July] were—

Debts owing to sundry persons by the company :

On judgment £

On specialty £

On notes or bills £

On simple contracts £

On estimated liabilities £

That the assets of the company on that day were—

Government securities [stating them] £

Bills of exchange and promissory notes £

Cash at the bankers £

Other securities £

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of an Act made and passed in the 5th and 6th years of the reign of His late Majesty King William IV., intituled "An Act to repeal an Act of the present Session of Parliament, intituled 'An Act for the more effectual abolition of oaths and affirmations taken and made in various departments of the State, and to substitute declarations in lieu thereof, and for the more entire suppression of voluntary and extra judicial oaths and affidavits,' and to make other provisions for the abolition of unnecessary oaths."

FIFTH SCHEDULE.

FORM A.

MEMORANDUM of ASSOCIATION of a Company limited by Shares.

1st. The name of the company is, "The Australian Steam Packet Company, Limited."

2nd. The objects for which the company is established are, "The conveyance of passengers and goods in ships or boats between such places as the company may from time to time determine, and the doing all such other things as are incidental or conducive to the attainment of the above object."

3rd. The liability of the members is limited.

4th. The capital of the company is two hundred thousand pounds divided into one thousand shares of two hundred pounds each.

We the several persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this memorandum of association and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

Names, Addresses, and Descriptions of Subscribers.				Number of Shares taken by each Subscriber.
1. John Jones, of	, in the County of	, merchant	.....	200
2. John Smith, of	, in the County of	,	.....	25
3. Thomas Green, of	, in the County of	,	.....	30
4. John Thompson, of	, in the County of	,	.....	40
5. Caleb White, of	, in the County of	,	.....	15
6. Andrew Brown of	, in the County of	,	.....	5
7. Cæsar White, of	, in the County of	,	.....	10
Total shares taken				325

Dated the 22nd day of November, 1864.

Witness to the above signatures—A.B.

* If the company has no capital divided into shares the portion of the statement relating to capital and shares must be omitted.

FORM

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FORM B.

MEMORANDUM and ARTICLES of ASSOCIATION of a Company limited by Guarantee and not having a Capital divided into Shares.

Memorandum of Association.

- 1st. The name of the company is " Association, Limited."
 2nd. The objects for which the company is established are "The mutual insurance of ships belonging to members of the company, and the doing all such other things as are incidental or conducive to the attainment of the above object."
 3rd. Every member of the company undertakes to contribute to the assets of the company in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the company contracted before the time at which he ceases to be a member, and the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding Ten Pounds.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association.

Names, addresses, and descriptions of Subscribers.

1. John Jones, of , in the County of , merchant
2. John Smith, of , in the County of
3. Thomas Green, of , in the County of
4. John Thompson, of , in the County of
5. Caleb White, of , in the County of
6. Andrew Brown, of , in the County of
7. Caesar White, of , in the County of

Dated the twenty-second day of November, 1864.

Witness to the above signatures—A.B.

ARTICLES of ASSOCIATION to accompany preceding Memorandum of Association.

1. The company for the purpose of registration is declared to consist of five hundred members.
2. The directors hereinafter mentioned may, whenever the business of the association requires it, register an increase of members.

Definition of Members.

3. Every person shall be deemed to have agreed to become a member of the company who insures any ship or share in a ship in pursuance of the regulations hereinafter contained.

General Meetings.

4. The first general meeting shall be held at such time, not being more than three calendar months after the incorporation of the company, and at such place as the directors may determine.
5. Subsequent general meetings shall be held at such time and place as may be prescribed by the company in general meeting, and if no other time or place is prescribed, a general meeting shall be held on the first Monday in February in every year, at such place as may be determined by the directors.
6. The above-mentioned general meetings shall be called ordinary meetings, all other general meetings shall be called extraordinary.
7. The directors may, whenever they think fit, and they shall, upon a requisition made in writing by any five or more members, convene an extraordinary general meeting.
8. Any requisition made by the members shall express the object of the meeting proposed to be called, and shall be left at the registered office of the company.
9. Upon the receipt of such requisition, the directors shall forthwith proceed to convene a general meeting; if they do not proceed to convene the same within twenty-one days from the date of the requisition, the requisitionists, or any other five members, may themselves convene a meeting.

Proceedings at General Meetings.

10. Seven days' notice, at the least, specifying the place, the day, and the hour of meeting, and in case of special business, the general nature of such business shall be given to the members in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the company in general meeting; but the non-receipt of such notice by any member shall not invalidate the proceedings at any general meeting.

11. All

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11. All business shall be deemed special that is transacted at an extraordinary meeting, and all that is transacted at an ordinary meeting, with the exception of the consideration of the accounts, balance-sheets, and the ordinary report of the directors.
12. No business shall be transacted at any meeting, except the declaration of a dividend, unless a quorum of members is present at the commencement of such business, and such quorum shall be ascertained as follows, that is to say—If the members of the company at the time of the meeting do not exceed ten in number, the quorum shall be five; if they exceed ten, there shall be added to the above quorum one for every five additional members up to fifty, and one for every ten additional members after fifty, with this limitation, that no quorum shall in any case exceed thirty.
13. If, within one hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved, in any other case, it shall stand adjourned to the same day in the following week, at the same time and place; and if at such adjourned meeting a quorum of members is not present, it shall be adjourned *sine die*.
14. The chairman (if any) of the directors shall preside as chairman at every general meeting of the company.
15. If there is no such chairman, or if at any meeting he is not present at the time of holding the same, the members present shall choose some one of their number to be chairman of such meeting.
16. The chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place; but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
17. At any general meeting, unless a poll is demanded by at least five members, a declaration by the chairman that a resolution has been carried, and an entry to that effect in the book of proceedings of the company, shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favor of or against such resolution.
18. If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the chairman directs, and the result of such poll shall be deemed to be the resolution of the company in general meeting.

Votes of Members.

19. Every member shall have one vote and no more.
20. If any member is a lunatic or idiot, he may vote by his committee or other legal curator.
21. No member shall be entitled to vote at any meeting unless all moneys due from him to the company have been paid.
22. Votes may be given either personally or by proxies; a proxy shall be appointed in writing under the hand of the appointor, or if such appointor is a corporation, under its common seal.
23. No member shall be appointed a proxy who is not a member, and the instrument appointing him shall be deposited at the registered office of the company not less than forty-eight hours before the time of holding the meeting at which he proposes to vote.
24. Any instrument appointing a proxy shall be in the following form:—

Company, Limited.

I, _____, of _____, in the County of _____, being a member of the _____ company, limited, hereby appoint _____ of _____, as my proxy, to vote for me and on my behalf at the [ordinary or extraordinary, as the case may be] general meeting of the company, to be held on the _____ day of _____, and at any adjournment thereof, to be held on the _____ day of _____ next [or at any meeting of the company that may be held in the year _____].

As witness my hand this _____ day of _____

Signed by the said _____ in the presence of _____

Directors.

25. The number of the directors and the names of the first directors shall be determined by the subscribers of the memorandum of association.
26. Until directors are appointed, the subscribers of the memorandum of association shall, for all the purposes of this Act, be deemed to be directors.

*Companies Act.—1864.**Powers of Directors.*

27. The business of the company shall be managed by the directors, who may exercise all such powers of the company as are not hereby required to be exercised by the company in general meeting; but no regulation made by the company in general meeting shall invalidate any prior act of the directors which would have been valid if such regulation had not been made.

Election of Directors.

28. The directors shall be elected annually by the company in general meeting.

Business of Company.

[Here insert rules as to mode in which business of insurance is to be conducted.]

Accounts.

29. The accounts of the company shall be audited by a committee of five members, to be called the audit committee.
30. The first audit committee shall be nominated by the directors, out of the body of members.
31. Subsequent audit committees shall be nominated by the members, at the ordinary general meetings in each year.
32. The audit committee shall be supplied with a copy of the balance-sheet; and it shall be their duty to examine the same, with the accounts and vouchers relating thereto,
33. The audit committee shall have a list delivered to them of all books kept by the company, and they shall at all reasonable times have access to the books and accounts of the company; they may, at the expense of the company, employ accountants or other persons, to assist them in investigating such accounts; and they may, in relation to such accounts, examine the directors or any other officer of the company.
34. The audit committee shall make a report to the members upon the balance-sheet and accounts; and in every such report they shall state whether, in their opinion, the balance-sheet is a full and fair balance-sheet, containing the particulars required by these regulations of the company, and properly drawn up, so as to exhibit a true and correct view of the state of the company's affairs; and, in case they have called for explanation or information from the directors, whether such explanation or information have been given by the directors, and whether they have been satisfactory; and such report shall be read, together with the report of the directors, at the ordinary meeting.

Notices.

35. A notice may be served by the company upon any member, either personally, or by sending it through the post in a prepaid letter, addressed to such member at his registered place of abode.
36. Any notice, if served by post, shall be deemed to have been served at the time when the letter containing the same would be delivered in the ordinary course of post; and, in proving such service, it shall be sufficient to prove that the letter containing the notice was properly addressed, and put into the post office.

Winding up.

37. The company shall be wound up voluntarily whenever an extraordinary resolution, as defined by the Companies Act, 1864, is passed, requiring the company to be wound up voluntarily.

Names, Addresses, and Descriptions of Subscribers.

1. John Jones, of	in the County of	Merchant.
2. John Smith, of	in the County of	
3. Thomas Green, of	in the County of	
4. John Thompson, of	in the County of	
5. Caleb White, of	in the County of	
6. Andrew Brown, of	in the County of	
7. Cæsar White, of	in the County of	

Dated the 22nd day of November, 1864.

Witness to the above signatures—A.B.

FORM

Companies Act.—1864.

FORM C.

MEMORANDUM AND ARTICLES OF ASSOCIATION OF A COMPANY LIMITED BY
GUARANTEE, AND HAVING A CAPITAL DIVIDED INTO SHARES.*Memorandum of Association.*

- 1st. The name of the Company is, "The _____ Company, Limited."
 2d. The objects for which the company is established are _____
 3d. Every member of the company undertakes to contribute to the assets of the company, in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the company contracted before the time at which he ceases to be a member, and the costs, charges, and expense of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding Twenty Pounds.

We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association.

Names, Addresses, and Descriptions of Subscribers.

- | | | |
|----------------------|------------------|-----------|
| 1. John Jones, of | in the County of | Merchant. |
| 2. John Smith, of | in the County of | |
| 3. Thomas Green, of | in the County of | |
| 4. John Thompson, of | in the County of | |
| 5. Caleb White, of | in the County of | |
| 6. Andrew Brown, of | in the County of | |
| 7. Cæsar White, of | in the County of | |

Dated the 22nd day of November, 1864.

Witness to the above signatures—A.B.

Articles of Association to accompany Preceding Memorandum of Association.

1. The capital of the company shall consist of Five Hundred Thousand Pounds, divided into five thousand shares of One Hundred Pounds each.
 2. The directors may, with the sanction of the company, in general meeting, reduce the amount of shares.
 3. The directors may, with the sanction of the company, in general meeting, cancel any shares belonging to the company.
 4. All the articles of Table A shall be deemed to be incorporated with these articles, and to apply to the company.

We, the several persons whose names and addresses are subscribed, agree to take the number of shares in the capital of the company set opposite our respective names.

Names, Addresses, and Descriptions of Subscribers.			Number of Shares taken by each Subscriber.
1. John Jones, of	in the County of	.....	200
2. John Smith, of	in the County of	.....	25
3. Thomas Green, of	in the County of	.....	30
4. John Thompson, of	in the County of	.....	40
5. Caleb White, of	in the County of	.....	15
6. Andrew Brown, of	in the County of	.....	5
7. Cæsar White, of	in the County of	.....	10
Total Shares taken			325

Dated the 22nd day of November, 1864.

Witness to the above signatures—A.B.

FORM D.

MEMORANDUM AND ARTICLES OF ASSOCIATION OF AN UNLIMITED COMPANY,
HAVING A CAPITAL DIVIDED INTO SHARES.*Memorandum of Association.*

- 1st. The name of the company is "The Patent Stereotype Company."
 2nd. The objects for which the company is established are, the working of a patent method of founding and casting stereotype plates, of which method John Smith, of Adelaide, is the sole patentee.

We, the several persons whose names are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association.

Names

Companies Act.—1864.

Names, Addresses, and Descriptions of Subscribers.

1. John Jones, of	in the County of	Merchant.
2. John Smith, of	in the County of	
3. Thomas Green, of	in the County of	
4. John Thompson, of	in the County of	
5. Caleb White, of	in the County of	
6. Andrew Brown, of	in the County of	
7. Abel Brown, of	in the County of	

Dated 22nd day of November, 1864.

Witness to the above signatures—A.B.

Articles of Association to accompany the Preceding Memorandum of Association.

Capital of the Company.

The capital of the company is Two Thousand Pounds, divided into twenty shares of One Hundred Pounds each.

Application of Table A.

All the articles of Table A shall be deemed to be incorporate with these articles, and to apply to the company.

We, the several persons whose names and addresses are subscribed, agree to take the number of shares in the capital of the company set opposite to our respective names.

Names, Addresses, and Descriptions of Subscribers.				Number of Shares taken by Subscribers.
1. John Jones of	in the County of	Merchant		1
2. John Smith of	in the County of	..		5
3. Thomas Green of	in the County of	..		2
4. John Thompson of	in the County of	..		2
5. Caleb White of	in the County of	..		3
6. Andrew Brown of	in the County of	..		4
7. Able Brown of	in the County of	..		1
Total shares taken				18

Dated the 22nd day of November, 1864.

Witness to the above signatures—A.B.

FORM E. as required by the Second Part of the Act.

Summary of Capital and Shares of the *Company made up*
to the *day of*

Nominal capital £ divided into shares of £ each.

Number of shares taken up to the day of

There has been called up on each share, £

Total amount of calls received, £

Total amount of calls unpaid, £

List of persons holding shares in the company on the day of , and of persons who have held shares therein at any time during the year immediately preceding the said day of showing their names and addresses, and an account of the shares so held.

Folio in Register Ledger containing Particulars	NAMES, ADDRESSES, AND OCCUPATIONS.				ACCOUNT OF SHARES.				Remarks.	
	Surname.	Christian Name.	Address.	Occupation.	Shares held by existing Members on the day of	Additional Shares held by existing Members during preceding Year.		Shares held by Persons no longer Members.		
						Number.	Date of Transfer.	Number.		Date of Transfer.



Companies Act.—1864.

SIXTH SCHEDULE.

Sec 156

RULES FOR PROCEEDINGS FOR WINDING UP COMPANIES IN THE SUPREME COURT.

Petition.

1. Every petition for winding up a company by the Court, or subject to the supervision of the Court, shall be intituled in the matter of "The Companies Act, 1864," and of the company to which the petition relates, describing the company by its most usual style or firm.
2. Every such petition shall be advertised seven clear days before the hearing, as follows:—

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1. In the case of a Company whose registered office, or if there be no such office, then whose principal, or last-known principal place of business, is or was, situated within ten miles of the General Post Office in Adelaide, once at least in the *Government Gazette*, and once at least in two daily Adelaide newspapers.
2. In the case of any other company, once at least in the *Government Gazette*, and a daily Adelaide paper, and once at least in one local newspaper circulating in the district in which such office of place of business is or was situated.

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The advertisement shall state the day on which the petition was presented, and the name and address of the petitioner, and of his solicitor and Adelaide agent, if any.

3. Every such petition shall, unless presented by the company, be served at the registered office, if any, of the company, and if there be no registered office, then at the principal, or last-known principal place of business of the company, if any such can be found; upon any member, officer, or servant of the company there, or in case no such member, officer, or servant, can be found there, then by being left at such registered office, or principal place of business, or by being served on such member or members of the company as the Court may direct; and every petition for the winding up of a company subject to the supervision of the Court, shall also be served upon the liquidator, if any appointed for the purpose of winding up the affairs of the company.
4. Every petition for the winding up of any company by the Court, or subject to the supervision of the Court, shall be verified by an affidavit referring thereto, in the form, or to the effect set forth in the table of forms annexed hereto: Such affidavit shall be made by the petitioner or by one of the petitioners, if there be more than one; or in case the petition is presented by the company, by some director and secretary, or other principal officer thereof, and shall be sworn after, and filed within, four days after the petition is presented, and shall be sufficient *prima facie* evidence of the statements in the petition.
5. Every creditor or contributory shall be entitled to be furnished by the solicitor to the petitioner, with a copy of such petition, within twenty-four hours after requiring the same, on paying at the rate of one shilling per common law folio, for such copy.

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Order to wind up a Company.

6. Every order made for the winding up of a company by the Court, or subject to its supervision, shall, within twelve days after the date thereof, be advertised by the petitioner once in the *Government Gazette*, and shall be served upon such persons (if any) and in such manner as the Court may direct.
7. A copy of every order for winding up a company, certified to be a true copy thereof, as passed and entered, shall be left by the petitioner within twelve days after the date thereof at the office of the Commissioner of Insolvency, and in default thereof, any other person interested in the winding up may leave the same, and the Judge may, if he thinks fit, give the carriage and prosecution of the order to such person. Upon such copy being left, a Judge's summons shall be taken out to proceed with the winding up of the company, and be served upon all parties who may have appeared upon the hearing of the petition. Upon the return of such summons a time shall, if the Judge thinks fit, be fixed for the appointment of an official liquidator, and for the proof of debts, and for the list of contributories to be brought in, and directions may be given as to the advertisements to be issued for all or any of such purposes, and generally as to the proceedings and parties to attend thereon. The proceedings under the order shall be continued by adjournment, and when

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when necessary by further summons, and any such direction as aforesaid may be given, added to, or varied at any subsequent time, as may be found necessary.

Official Liquidators.

8. The official liquidator shall be nominated by order, and the order shall fix the times or periods at which the official liquidator is to leave his accounts of his receipts and payments at the Judge's chambers, and shall direct that all moneys to be received, shall be paid into some bank, approved for the purpose by the Governor in Council, immediately after the receipt thereof, to the account of the official liquidator of the company, and an account shall be opened there accordingly, and an office copy of the order shall be lodged at the bank.
9. The official liquidator shall, on each occasion of passing his account, and also, whenever the Judge may so require, satisfy the Judge that his sureties are living, and resident in South Australia, and have not been adjudged bankrupt, or become insolvent; and, in default thereof, may be required to enter into fresh security within such time as shall be directed.
10. Every nomination of an official liquidator, shall be advertised in such manner as the Judge shall direct, immediately after he has been nominated.
11. Where it is desired to appoint provisionally, an official liquidator, on application for that purpose, may, at any time after the presentation of the petition for winding up the company, be made by summons, without advertisement or notice to any party, unless the Judge otherwise directs.
12. In the case of the death, removal, or resignation of an official liquidator, another shall be nominated in his room, if the Court thinks fit, in the same manner as directed in the case of a first nomination; and the proceedings for that purpose may be taken by such party interested, as may be authorized by the Judge to take the same.
13. The official liquidator shall, with all convenient speed after he is nominated, proceed to make up, continue, complete, and rectify the books of account of the company, and shall provide and keep such books of account as may be necessary, or as the Judge may direct, for the purposes aforesaid, and for showing the debts and credits of the company, including a ledger, which shall contain the separate accounts of the contributories, and in which every contributory shall be debited from time to time, with the amount payable by him, in respect of any call to be made, as provided by the said Act and these rules.
14. The official liquidator shall be allowed in his accounts, or otherwise be paid, such salary or remuneration as the Judge may from time to time direct, including any necessary employment of assistant or clerks, by the official liquidator, to which regard shall be had, and such salary or remuneration may either be fixed at the time of the nomination of the official liquidator, or at any time thereafter, as the Judge may think fit; every allowance of such salary or remuneration, unless made at the time of the nomination of the official liquidator, or upon passing his accounts, shall be made upon application for that purpose, by the official liquidator, upon notice to such person (if any), and supported by such evidence as the Judge shall require; nevertheless, the Judge may, from time to time, allow any sum he may think fit to the official liquidator, on account of the salary or remuneration, to be thereafter allowed.
15. The accounts of the official liquidator shall be left at the Judge's chambers, at the times directed by the order nominating him, and at such other times as may, from time to time, be required by the Judge; and such accounts shall, upon notice to such parties (if any), as the Judge directs, be passed and verified in the same manner as receivers' accounts.

Proof of Debts.

16. For the purpose of ascertaining the debts and claims due from the company, and of requiring the creditors to come in and prove their debts or claims, an advertisement shall be issued at such time as the Judge directs, and such advertisement shall fix a time for the creditors to send their names and addresses, and the particulars of their debts or claims, and the names and addresses of their solicitors (if any), to the official liquidator, and shall appoint a day for adjudicating thereon.

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17. The creditors need not attend upon the adjudication, nor prove their debts or claims, unless they are required to do so by notice from the official liquidator, but upon such notice being given, they are to come in and prove their debts, within a time to be therein specified.
18. The official liquidator shall investigate the debts and claims sent to him, and ascertain, as far as he is able, which of such debts and claims are justly due from the company. He shall make out, and leave at the Judge's chambers, a list of all the debts and claims sent in to him, distinguishing which of the debts and claims, or part of debts and claims, so claimed are, in his opinion, justly due, and proper to be allowed without further evidence; and which of them, in his opinion, ought to be proved by the creditors. He shall make and file, prior to the time appointed for adjudication, an affidavit setting forth the debts and claims, which, in his opinion, are justly due, and proper to be allowed without further evidence, and stating his belief that such debts are justly due, and proper to be allowed, and the reasons for such belief.
19. At the time appointed for adjudicating upon the debts and claims, or at any adjournment thereof, the Judge may either allow the debts and claims upon the affidavit of the official liquidator, or may require the same, or any of them, to be proved by the claimants, and adjourn the adjudication thereon, to a time to be then fixed, and the official liquidator shall give notice to the creditors whose debts or claims have been so allowed, of such allowance.
20. The official liquidator shall give notice to the creditors, whose debts or claims have not been allowed on his affidavit, that they are required to come in and prove the same, by a day to be therein named, being not less than four days after such notice, and to attend at a time to be therein named, being the time appointed by the advertisement, or by adjournment (as the case may be), for adjudicating upon such debts and claims.
21. The value of such debts and claims as are made admissable to proof, by the one hundred and forty-first section of this Act, shall, so far as is possible, be estimated according to the value thereof, at the date of the order to wind up the company.
22. Interest on such debts and claims ~~is~~ shall be allowed, shall be computed, as to such of them as carry interest, after the rate they respectively carry; any creditor whose debt or claim so allowed does not carry interest, shall be entitled to interest after the rate of Eight Pounds per centum per annum, from the date of the order to wind up the company, out of any assets which may remain, after satisfying the costs of the winding up, the debts and claims established, and the interest of such debts and claims, as by law carry interest.
23. Such creditors as come in and prove their debts or claims, pursuant to notice from the official liquidator, shall be allowed their costs of proof, in the same manner as in the case of debts proved in a cause.
24. The result of the adjudication upon debts and claims, shall be stated in a certificate made by the associate, and certificates as to any of such debts and claims may be made from time to time. All such certificates shall state whether the debts or claims are allowed or disallowed, and whether allowed as against any particular assets, or in any other qualified or special manner.

List of Contributories.

25. The official liquidator shall, with all convenient speed, after his nomination, or at such other time as the Judge directs, make out, and leave at the chambers of the Judge, a list of the contributories of the company, and such list shall be verified by the affidavit of the official liquidator, and shall, so far as is practicable, state the respective addresses of, and the number of shares, or extent of interest to be attributed to each contributory, and distinguish the several classes of contributories, and such list may, from time to time, by leave of the Judge, be varied or added to by the official liquidator.
26. Upon the list of contributories being left at the chambers of the Judge, the official liquidator shall obtain an appointment for the Judge to settle the same, and shall give notice in writing to every person included in such list of such appointment, stating in what character, and for what number of shares or interest such person is included in the list, and where any variation or addition to such list is at any time made by the official liquidator, a similar notice shall be given to every person to whom such variation or addition applies. All such notices shall be served four clear days before the day appointed to settle such list, or such variation or addition.

27. The

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27. The result of the settlement of the list of contributories shall be stated in a certificate by the associate, and certificates may be made from time to time, for the purpose of stating the result of such settlement down to any particular time, or as to any particular person, or stating any variation of the list.

Sales of Property.

28. Any real or personal property belonging to the company may be sold, with the approbation of the Judge, in the same manner as in the case of a sale under a decree or order of the Court in a suit; or if the Judge shall so direct, by the official liquidator; and upon any such sale by the official liquidator, the conditions or contracts of sale shall be settled and approved ~~of by~~ the Judge, unless he shall otherwise direct; and the Judge may, if he thinks fit, direct such conditions, and contracts, and the abstract of the title to the property, to be submitted to some counsel; and may, upon any sale by public auction, fix a reserved bidding; and unless, on account of the small amount of the purchase-money, or other cause, it shall, having regard to the amount of security given by the official liquidator, be thought proper that the purchase-moneys shall be paid to him, all conditions and contracts of sale shall provide that the purchase-moneys shall be paid, by the respective purchaser, into some bank approved by the Governor in Council, and named therein, to the account of the official liquidator of the company.

Calls.

29. Every application to the Judge, to make any call on the contributories, or any of them, for any purpose authorized by this Act, shall be made by summons, stating the proposed amount of such call; and such summons shall be served four clear days at least before the day appointed for making the call, on every contributory proposed to be included in such call; or if the Judge shall so direct, notice of such intended call may be given by advertisement.
30. When any order for a call has been made, a copy thereof shall be forthwith served upon each of the contributories included in such call, together with a notice from the official liquidator, specifying the amount or balance due from such contributory (having regard to the provisions of this Act) in respect of such call; but such order need not be advertised, unless for any special reason the Judge shall so direct.
31. At the time of making an order for a call, the further proceedings relating thereto shall be adjourned to a time subsequent to the day appointed for the payment thereof, and afterwards from time to time, so long as may be necessary; and at the time appointed by any such adjournment, or upon a summons to enforce payment of the call, duly served, and upon proof of the service of the order and notice of the amount due, and non-payment, an order may be made for such of the contributories who have made default, or of such of them against whom it shall be thought proper to make such order to pay the sum, which by such former order and notice they were respectively required to pay, or any less sum which may appear to be due from them respectively.

Payment in of Moneys and Deposit of Securities.

32. If any official liquidator do not pay all moneys received by him into some bank approved by the Governor in Council, within seven days next after the receipt thereof, unless the Judge otherwise directs, such official liquidator shall be charged in his account with Twenty Shillings for any sum amounting to One Hundred Pounds, and a proportionate sum for any larger amount retained in his hands beyond such period, for every seven days during which the same have been so retained; and the Judge may, for any such retention, disallow his salary or remuneration, or any part thereof.
33. All bills, notes, and other securities, payable to the company, or to the official liquidator thereof, shall, as soon as they come to the hands of the official liquidator, unless the Judge otherwise directs, be deposited by him in some bank as aforesaid, for the purpose of being presented by the bank for acceptance and payment, or for payment only, as the case may be.
34. All orders for payment of debts, calls, purchase or other moneys, due from any contributory or other person, shall direct such debts, calls, or other moneys, to be paid into some bank, approved for such purpose by the Governor in Council, to the account of the official liquidator; unless on account of the smallness of the amount, or other cause, it shall, having regard to the amount of security given

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given by the official liquidator, be thought proper to direct payment thereof to the official liquidator. Provided, that where any such order has been made, directing payment of a specific sum into a bank, if it be thought proper, for the purpose of enabling the official liquidator to issue execution, or take other proceedings to enforce the payment thereof, or for any other reason, an order may, either before service of such former order, or after the time thereby fixed for payment, be made without notice for payment of the same sum to the official liquidator.

35. At the time of the service of any order for payment into a bank, a notice to the purport or effect set forth in the table of forms annexed to these rules, shall be given by the official liquidator to the party served, for the purpose of informing him how the payment is to be made; and before the time fixed for such payment the official liquidator shall furnish the cashier of the bank with a certificate, to the purport or effect set forth in the table of forms hereto, to be signed by such cashier, and delivered to the party paying in the money therein mentioned.
36. For the purpose of enforcing any order for payment of money into a bank, an affidavit of the official liquidator, to the purport or effect set forth in the table of forms annexed to these rules, shall be sufficient evidence of the non-payment thereof.
37. All moneys, bills, notes, and other securities, paid and delivered into a bank, shall be placed to the credit of the account of the official liquidator; and orders for any such payment or delivery shall direct the same accordingly.

Investment and Payment out of Moneys.

38. All bills, notes, and other securities, paid and delivered into a bank, shall be delivered out upon a request, signed by the official liquidator, and countersigned by the associate of the Judge; and moneys placed to the account of the official liquidator, shall be paid out upon cheques or orders, signed by the official liquidator, and countersigned by the associate of the Judge.
39. All or any part of the money, for the time being standing to the credit of the account of the official liquidator, at any bank, and not immediately required for the purposes of the winding up, may be invested in the purchase of Government securities in the name of the official liquidator. All such investments shall be made by a bank, upon a request signed by the official liquidator and countersigned by the associate of the Judge; and such request shall be a sufficient authority for debiting the account with the purchase money; and such securities shall not afterwards be sold, or transferred, or otherwise dealt with, except upon a direction for that purpose, signed by the official liquidator, and countersigned by the associate of the Judge, or under an order to be made by the Judge.
40. All dividends and interest to accrue due upon any such securities shall, from time to time, be received by the bank, under a power of attorney to be executed by the official liquidator, and placed to the credit of the account of such official liquidator.

Meeting of Creditors or Contributories.

41. When the Judge directs a meeting of the creditors or contributories of the company to be summoned, the official liquidator shall give notice in writing, seven clear days before the day appointed for such meeting, to every creditor or contributory, of the time and place appointed for such meeting, and of the matter upon which the Judge desires to ascertain the wishes of the creditors or contributories; or if the Judge so direct, such notice may be given by advertisement, in which case the object of the meeting need not be stated, and it shall not be necessary to insert such advertisement in the *Government Gazette*.
42. At any such meeting, the votes may be given either personally or by proxy; but no creditor shall appoint a proxy who is not a creditor of the company, whose debt or claim has been allowed; and no contributory shall appoint a proxy who is not a contributory of the company.
43. The direction of the Judge for any such meeting, and the appointment of a person to act as chairman thereof, shall be testified by a memorandum signed by the Judge's associate.

Direction or Sanction of the Judge.

44. The sanction of the Judge to the drawing, accepting, making, and indorsing of any bill of exchange or promissory note by any official liquidator, shall be testified

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testified by a memorandum on such bill of exchange or promissory note, signed by the Judge's associate.

45. Every application for the sanction of the Judge to a compromise with any contributory or other person indebted to the company, shall be supported by the affidavit of the official liquidator, that he has investigated the affairs of such contributory or person, and stating his belief that the proposed compromise will be beneficial to the company, and his reasons for such belief; and the sanction of the Judge thereto shall be testified by a memorandum, signed by his associate, upon the agreement of compromise, unless any party shall desire to appeal from the decision of the Judge, in which case an order shall be drawn up for that purpose.
46. The direction or sanction of the Judge for any other proceeding or act to be taken or done by the official liquidator shall be obtained upon summons, and an order shall be drawn up thereon, unless the Judge otherwise direct.
47. Every application under the 122nd, 123rd, and the 126th sections of the foregoing Act shall be made by petition or motion, or, if the Judge so direct, by summons at chambers, and every application under the 153rd and the 154th sections shall be made by petition.
48. When an advertisement is required for any purpose, except where these rules otherwise direct, the advertisement shall be inserted once in the *Government Gazette*, and in such other newspaper or newspapers, and for such number of times as may be directed. The Judge may in such cases as he thinks fit dispense with any advertisement required by these rules.

Orders.

49. All orders made in chambers in the matter of the winding up of any company shall be drawn up in chambers, unless otherwise specially directed.
50. All orders made in chambers shall be filed in the office of the Commissioner of the Court of Insolvency.
51. All orders, exhibits, memorandums, admissions, and office copies of affidavits, examinations, depositions, certificates, and all other documents relating to the winding up of any company shall be filed by the official liquidator as far as may be in one continuous file, and such file shall be kept by the official liquidator, or otherwise as the Judge may from time to time direct. Every contributory of the company, and every creditor thereof whose debt or claim has been allowed, shall be entitled at all reasonable times to inspect such file free of charge, and at his own expense to take copies or extracts from any of the documents comprised therein, or to be furnished with such copies or extracts at a rate not exceeding One Shilling per common law folio, and such file shall be produced in Court or before the Judge, and otherwise as occasion requires.

Admission of Documents.

52. Any party to any proceeding in court or chambers relating to the winding-up of a company may, by notice in writing, call on any other party therein competent to admit the same to admit any document, saving all just exceptions, and, in case of refusal or neglect so to admit, the costs of proving the document shall be paid by the party so neglecting or refusing, unless the Judge is of opinion that the refusal to admit was reasonable, and no costs of proving any document shall be allowed unless such notice have been given, except in cases where the omission to give the notice is, in the opinion of the taxing officer, a saving of expense.

Affidavits.

53. When an order has been made for the winding-up of any company, any person intending to use any affidavit in any proceeding under such order shall file the same, and give notice thereof to the official liquidator. The person other than the official liquidator filing the affidavit shall not be required to take an office copy thereof, but an office copy thereof shall be taken by the official liquidator, and he shall produce the same at the hearing of any application or proceeding upon which it is intended to be used, unless the Judge otherwise direct.

Attendance and Appearance of Parties.

54. Every person for the time being on the list of contributories of the company left at the chambers of the Judge by the official liquidator, and every person having a debt or claim against the company allowed by the Judge, shall be at

liberty

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liberty at his own expense to attend the proceedings before the Judge, and shall be entitled, upon payment of the costs occasioned thereby, to have notice of all such proceedings as he shall by written request desire to have notice of, but if the Judge be of opinion that the attendance of any such person upon any proceeding has occasioned any additional costs which ought not to be borne by the funds of the company, he may direct such costs or a gross sum in lieu thereof to be paid by such person, and such person shall not be entitled to attend any further proceedings until he has paid the same.

55. The Judge may from time to time appoint any one or more of the contributories or creditors, as he thinks fit, to represent before him, at the expense of the company, all or any class of the contributories or creditors upon any question as to a compromise with any of the contributories or creditors, or in or about any other proceedings before him relating to the winding-up of the company, and may remove the person or persons so appointed. In case more than one person shall be so appointed they shall unite in employing the same solicitor to represent them.
56. No contributory or creditor shall be entitled to attend any proceedings at the chambers of the Judge, unless and until he has entered in a book to be kept there for that purpose his name and address, and the name and address of his solicitor (if any), and upon any change of his address or of his solicitor, his new address and the name and address of his new solicitor.

Provisional Liquidator.

57. All the above rules relating to an official liquidator shall, so far as circumstances will permit, and subject in each case to the direction of the Judge, apply to a provisional liquidator.

Services of Summonses, Notices, &c.

58. Services upon contributories and creditors shall be effected (except when personal service is required) by sending the notice or a copy of the summons, or order, or other proceeding, through the post in a prepaid letter, addressed to the solicitor (if any) of the party to be served, or otherwise to the party himself at the address entered or last entered pursuant to the above rule, or if no such entry has been made, then, if a contributory, to his last known address or place of abode, and if a creditor, to the address given by him pursuant to the foregoing rule, and such notice or copy summons, order, or other proceeding, shall be considered as served at the time the same ought to be delivered in the due course of delivery by the post office, and notwithstanding the same may be returned by the post office.
59. No service under these rules shall be deemed invalid by reason of the Christian name or any of the Christian names of the person on whom service is sought to be made being omitted, or designated by initial letters in the list of contributories, or in the summons, notice, order, or other document wherein the name of such contributory or creditor is contained, if the Judge is satisfied that such service has been in other respects sufficient.

Termination of Winding up.

60. Upon the termination of the proceedings in chambers for the winding up of any company, a balance-sheet shall be brought in by the official liquidator of his receipts and payments, and verified by his affidavit. And the official liquidator shall pass his final account, and the balance (if any) due thereon shall be certified. And, upon payment of such balance as the court or Judge shall direct, the recognizance entered into by the official liquidator and his sureties may be vacated.
61. When the official liquidator has passed his final account, and the balance (if any) certified to be due thereon has been paid in such manner as the Judge directs, a certificate shall be made by the associate that the affairs of the company have been completely wound up; and in case the company has not been already dissolved, the official liquidator shall, immediately after such certificate has become binding, apply for an order that the company be dissolved from the date of such order.
62. When the proceedings for winding up any company have been completed, the file of proceedings in the office of the Commissioner of Insolvency and the book containing the account of the official liquidator shall be deposited in the registrar of companies' office.

63. Where

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- see R. 46*
63. Where no mode of proceeding is prescribed by these rules for any application authorized under this Act to be made to the court, and there is no mode of proceeding defined according to the general practice of the court, such application may be made by summons in chambers, or in such other manner as the court may direct.
64. The solicitor of the official liquidator shall conduct all such proceedings as are ordinarily conducted by solicitors of the court, and where the attendance of his solicitor is required in any proceeding in court or chambers, the official liquidator need not attend in person, except in cases where his presence is necessary in addition to that of his solicitor, or the Judge shall direct him to attend.
65. The power of the court and of the Judge, sitting in chambers, to enlarge or abridge the time for closing any act, or taking any proceeding to adjourn or review any proceeding, and to give any direction as to the course of proceeding, is unaffected by these rules.

Forms.

66. The forms set forth or referred to in the Table of Forms annexed to these rules, with such variations as the circumstances of each case may require, may be used for the respective purposes mentioned in the titles of such forms.

FORMS.*No. 1.—Advertisement of Petition.*

In the matter of "The Companies Act, 1864," and of the company.
 Notice is hereby given, that a petition for the winding up of the above-named company by the Court [or subject to the supervision of the Court] was on the day of 186 presented to the by the said company [or by A.B. of a creditor [or contributory] of the said company [or as the case may be] And the said petition is directed to be heard on the day of 186 and any creditor or contributory of the said company desirous to oppose the making of an order for the winding up of the said company, under the above Act, should appear at the time of hearing, by himself or his counsel, for that purpose; and a copy of the petition will be furnished to any creditor or contributory of the said company requiring the same, by the undersigned, on payment of the regulated charge for the same.

C. and D., of, &c. [agents for E. and F., of, &c.], Solicitors for the petitioner.

No. 2.—Affidavit verifying Petition.

In the Supreme Court.

In the matter, &c.

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

Sworn, &c.,

No. 3.—Order for winding up by the Court.

In the Supreme Court. day the day of 186
 In the matter, &c.

Upon the petition of the above-named company [or A.B., of &c., a creditor [or contributory] of the above-named company] on the day of 186 preferred unto and upon hearing counsel for the petitioner, and for , and upon reading the said petition an affidavit of (the said petitioner) filed, &c., verifying the said petition an affidavit of L.M., filed the day of , 186 , the *Government Gazette* of the day of , the newspaper, of the day of [enter any other papers] each containing an advertisement of the said petition [enter any other evidence] his Honor [or this Court] doth order that the said company be wound up by this Court under the provisions of "The Companies Act, 1864."

No. 4.—Order for Winding up subject to Supervision.

In the Supreme Court. day the of 186 .

In the matter, &c.

Upon the petition, &c., His Honor [or this Court] doth order that the voluntary

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voluntary winding up of the said company be continued, but subject to the supervision of this Court, and any of the proceedings under the said voluntary winding up may be adopted as the Judge shall think fit. And the creditors, contributories, and liquidators of the said company, and all other persons interested, are to be at liberty to apply to the Judge at chambers as there may be occasion.

No. 5.—Advertisement of Order to Wind up.

In the matter, &c.

By an order made by _____ in the above matter, dated
the _____ day of _____ 186 , on the petition of the above-named company [or
A. B., of _____] it was ordered that, &c., [as in order].
C. and D., of &c.,
Solicitors for the said petitioner.

No. 6.—Order nominating an Official Liquidator.

at chambers. } the _____ day of _____ 186 .

In the matter, &c.

Upon the application, &c., and upon reading, &c., the Judge doth hereby nominate R. P., of &c., official liquidator of the above-named company. And it is ordered that the said R. P. do, on the _____ day of _____ and _____ day of _____ 186 , and the same days in each succeeding year, leave his accounts at the chambers of the said Judge. And it is ordered that all moneys to be received by the said R. P. be paid into the Bank of _____ to the credit of the account of the official liquidator of the said company within seven days after the receipt thereof. [In case two or more official liquidators are appointed, add, And the said Judge doth declare that the following acts, required or authorized by the above statute to be done by the official liquidator, may be done by either [or any one or two] of the official liquidators hereby nominated, that is to say [describe the acts], and that all other acts so required or authorized to be done, be done by both [or all] the official liquidators hereby nominated.

No. 7.—Order nominating a Provisional Official Liquidator.

the _____ day of _____ 186 .

In the matter, &c.

Upon the application, &c., and upon reading, &c., the Judge doth hereby nominate R. P., of &c., provisionally official liquidator of the above-named company [add directions as to accounts and payment into bank, as in form No. 6]. And the said Judge doth hereby limit and restrict the powers of the said R. P. as such provisional official liquidator to the following acts, that is to say [describe the acts which the provisional official liquidator is to be authorized to do].

No. 8.—Sanction of Appointment of Solicitor to Official Liquidator and Appointment.

In the matter, &c.

His Honor _____ sanctions the official liquidator appointing a solicitor to assist him in the performance of his duties.

L. J. P., Associate.

I hereby appoint Messrs. C. and D., of &c., to be my solicitors in this matter.

Dated this _____ day of _____ 186 .
R. P., Official Liquidator.

No. 9.—Order for payment of Money or delivery of Books, &c., to Official Liquidator.

at Chambers. } day the _____ day of _____ 186

In the matter, &c.,

Upon the application of, &c., and on reading, &c., it is ordered that A.B., of &c., do, within four days after service hereof pay to [or deliver, convey, surrender, or

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or transfer to, or into the hands of] R. P., the official liquidator of the said company, at the office of the said R. P., situate at, &c., the sum of £ , being the amount of debt appearing to be due from the said A. B., on his account with the said company [or any sum or balance, books, papers, estate, or effects [or *specifically describe the property*] now being in the hands of the said A. B., and to which the said company is *prima facie* entitled [or *otherwise as the case may be*].

No. 10.—*Direction to open Accounts at a Bank.*

at Chambers. } day of 186
In the matter, &c.
To the Bank of
Gentlemen
An order dated the day of 186 having been made in the
above matter by His Honor for winding up the above-
named company by the Supreme Court, under the provisions of the said Act, and
R. P., of , having, by order dated the day of 186
been appointed the official liquidator of the said company, you are requested to open
an account, to be entitled "The Account of the official liquidator of the
Company," in your books pursuant to the said Act.
All cheques drawn upon such account must be signed by the official liquidator,
whose signature is attached hereto, and countersigned by the associate of the said
Judge whose signature is also attached hereto.
I am, Gentlemen,
Your most obedient servant,
L. J. P., Associate.
Signatures
R. P. Official Liquidator.
L. J. P., Associate.

No. 11.—*Advertisement of Nomination of Official Liquidator.*

In the matter, &c.
His Honor has, by an order dated the day of 186
nominated R. P., of to be official liquidator of the above-named
company.
Dated this day of 186
L. J. P., Associate

No. 12.—*Advertisement for Creditors.*

In the matter, &c.
The creditors of the above-named company are required, on or before the
day of 186 to send their names and addresses, and the particulars of
their debts or claims, and the names and addresses of their solicitors, if any, to
R. P., of the official liquidator of the said company, and, if so
required, by notice in writing from the said official liquidator, are, by their solicitor to
come in and prove their said debts or claims, at the chambers of His Honor
at such time as shall be specified in such notice, or in default thereof they will be
excluded from the benefit of any distribution made before such debts are proved.
day the day of 186 at
o'clock in the noon, at the said chambers, is appointed for hearing and ad-
judicating upon the debts and claims.
Dated this day of 186
C. A. W., Chief Clerk.

No. 13.—*Affidavit of Official Liquidator as to Debts and Claims.*

In Chancery.
In the matter, &c.,
I, R. P., of, &c., the official liquidator of the above company make oath and say,
as follows:—
1. I have, in the paper writing now produced and shown to me, and marked with
the letter A., set forth a list of all the debts and claims, the particulars of which
have been sent in to me by persons making claims upon or claiming to be creditors
of the said company, pursuant to the advertisement issued in that behalf, dated the
day of 186 and the names and addresses of the persons
by whom such claims are made. 2. I

Companies Act.—1864.

2. I have investigated the said debts and claims, and examined the same with the books and documents of the said company in order to ascertain, so far as I am able, which of such debts and claims are justly due from the said company, and I have, in the first part of the said list, set forth such of the said debts and claims, or parts thereof as in my opinion are justly due from the said company, and proper to be allowed without further evidence; and I have, in the sixth column of the said first part of the said list, set forth the amounts proper to be allowed in respect of such debts and claims, and I believe that such amounts respectively are justly due and proper to be allowed; and I have, in the seventh column of the said first part of the said list stated my reasons for such belief.

3. I have, in the second part of the said list, set forth such of the said debts and claims, as in my opinion ought to be proved by the respective creditors.

Sworn, &c.

No. 14.—*Exhibit referred to in preceding Affidavit.*

A.

In the matter, &c.

List of debts and claims, of which the particulars have been sent in to the official liquidator.

This paper writing, marked A, was produced and shown to R. P., and is the same as is referred to in his affidavit sworn before me this
day of 186

W. B., &c.

FIRST PART.—*Debts and Claims proper to be allowed without further Evidence.*

Serial No.	Names of Creditors.	Addresses and Descriptions.	Particulars of Debt or Claim.	Amount claimed.	Amount proper to be allowed	Reasons for belief that Amounts are proper to be allowed.
				£ s. d.	£ s. d.	

SECOND PART.—*Debts and Claims which ought to be proved by the Creditors*

Serial No.	Names of Creditors.	Addresses and Descriptions.	Particulars of Debt or Claim.	Amount claimed.
				£ s. d.

No. 15.—*Notice to Creditor of allowance of Debt.*

In the matter, &c.

[Place and date.]

Sir—The debt claimed by you in this matter has been allowed by the Judge at the sum of £ [If part only allowed, add if you claim to have a larger sum allowed, you are hereby required to come in and prove the further amount claimed, &c., as in the next form].

I am, &c.,

To Mr. P. R.

R. P., Official Liquidator.

No.

*Companies Act.—1864.*No. 16.—*Notice to Creditors to come in and prove their Debts.*

In the matter, &c.

You are hereby required to come in and prove the debt claimed by you against the above-named company, by filing your affidavit, and giving notice thereof to me on or before the day of next, and you are to attend by your solicitor at the chambers of His Honor on the day of 186 at o'clock in the noon, being the time appointed for hearing and adjudicating upon the claim.

Dated this day of 186 .

To Mr. S. T.

R. P. Official Liquidator.

No. 17.—*Affidavit of Creditor in proof of Debts.*

In the Supreme Court.

In the matter, &c.

I, S. T., of &c., make oath and say as follows:—

1. The above named company was on the day of 186 , the date of the order for winding up the same, and still is justly and truly indebted to me in the sum of £ for, &c. [*describe shortly the nature of the debt and exhibit any security for it; and in the case of a trade debt, exhibit a bill of parcels and verify the reasonableness of the charges, as in proving a debt in a suit.*]

2. I have not, nor hath, nor have any person or persons, by my order or to my knowledge or belief, for my use received the said sum of £ or any part thereof, or any security or satisfaction for the same or any part thereof [*if any security, add except the said [describe security] hereinbefore mentioned or referred to.*]
Sworn, &c.

No. 18.—*Certificate of Associate as to Debts and Claims.*

In the matter, &c.

In pursuance of the directions given to me by His Honor I hereby certify that the result of the adjudication upon debts and claims against the above-named company, brought in pursuant to the advertisement issued in that behalf, dated the day of 186 , so far as such adjudication has, up to the date of this certificate been proceeded with is as follows:—

The debts and claims which have been allowed are set forth in the first schedule hereto, and with the interest thereon and costs mentioned in the said schedule are due to the persons therein named, and amount altogether to £

I have in the first part of the said schedule set forth such of the said debts and claims as carry interest, and the interest thereon has been computed after the rate they respectively carry down to the date of this certificate.

I have in the second part of the said schedule set forth such of the said debts and claims as do not carry interest, and the interest thereon has been computed at the rate of £10 per cent. per annum, from the day of 186 , being the date of the said order to wind up the company down to the date of this certificate.

The claims set forth in the second schedule hereto have been brought in by the persons therein named and have been disallowed.

The evidence produced, &c.

THE FIRST SCHEDULE ABOVE REFERRED TO.

FIRST PART.—*Debts and Claims which carry Interest.*

No.	Names of Creditors.	Addresses and Descriptions.	Particulars of Debt.	Total Due.
1	J. L. 	-street, Adelaide, Stationer Principal Interest at £ per cent. per annum, from 186 , to the date of this certificate Costs of proof	On bill of exchange, dated, &c. £ £ £	£ s. d.
			Total first part £	

SECOND

*Companies Act.—1864.*SECOND PART.—*Debts and Claims which do not carry Interest.*

No.	Names of Creditors.	Addresses and Descriptions.	Particulars of Debt.	Interest on Princip .	Total due.
0	W. P.	15 street, Adelaide. Coal Merchant. Principal Costs of proof	Goods sold. £50 0 0 2 0 0 Totals £	£ s. d. 2 0 0	£ s. d. 54 0 0
			Add total first part .. £ Total first and second parts £		

THE SECOND SCHEDULE ABOVE REFERRED TO.

No.	Names of creditors.	Addresses and Description.	Particulars of Claim.	Amount Claimed.

Dated this day of 186 .

L. J. P., Associate.

Approved the }
day of 186 }No. 19.—*Notice to Creditors to attend to receive Debt.*

In matter, &c.

Sir—Upon application at my office, No. street, Adelaide, on
or after the instant, between the hours of ten and four o'clock,
you may receive a cheque for the amount of your debt allowed in this matter, as
under.—

Principal	£
Interest	£
Costs of proof.. ..	£
Total	£

If you cannot attend personally the cheque will be delivered to your order, upon
your filling up and signing the subjoined form.

The bills or securities (if any) held by you, must be produced at the time of such
application.

Dated this day of 18 .

I am, &c.

R. P., Official Liquidator.

To Mr. S. T.

[Form of Order.]

Sir—Please to deliver to W. R., the cheque for £
above letter, as payable to me.

referred to in the

S. T., Creditor

To Mr. R. P., Official Liquidator of the Company.

No.

*Companies Act.—1864.*No. 20.—*Affidavit in support of List of Contributors.*

In the Supreme Court.

In the Matter, &c.

I, R. P., of, &c., the official liquidator of the above-named company, make oath and say as follows:—

1. The paper writing now produced and shown to me, and marked with the letter A, contains a list of the contributors of the said company made out by me from the books and papers of the said company, together with their respective addresses, and the number of shares [or extent of interest] to be attributed to each; and such list is, to the best of my knowledge, information, and belief, a true and accurate list of the contributors of the said company, so far as I have been able to make out and ascertain the same.

2. I have in the first part of the said list marked A, distinguished the persons who are contributors in their own right.

3. I have in the second part of the said list marked A, distinguished the persons who are contributors, as being representatives of, or being liable to, the debts of others.
Sworn, &c.

No. 21.—*List of Contributors referred to in preceding Form.*

A.

In the matter, &c.

This list of contributors marked A was produced and shown to R. P., and is the same list of contributors as is referred to in his affidavit sworn before me this
day of 186 .

W. B., &c.

FIRST PART.—*Contributories in their own Right.*

Serial No.	Name.	Address.	Description.	In what Character included.	Number of Shares [or extent of interest].

SECOND PART.—*Contributories as being Representatives of, or liable to, the Debts of Others.*

Serial No.	Name.	Address.	Description.	In what Character included.	Number of Shares [or extent of interest].

No. 22.—*Notice of Contributors of Appointment to settle List of Contributors.*

In the matter, &c.

His Honor _____ has appointed the
day of 186 , at _____ of the clock in the _____ noon
at his chambers _____ to settle the list of the contributors of the above-named company, made out and left at the chambers of the said Judge by the official liquidator of the said company; and you are included in such 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 time and place aforesaid, the list will be settled by the said Judge including you therein.

Dated this _____ day of _____

186 .

R. H., Official Liquidator.

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

No.

Companies Act.—1864.

No. on List.	Name.	Address.	Description.	In what Character included.	Number of Shares [or extent of Interest].

No. 23.—Affidavit of service of Notice.

In the Supreme Court.

In the matter, &c.

I, W. S., of &c., clerk to Messrs C. and D., of &c., the solicitors of the official liquidator of the above-named company, make oath and say as follows:—

1. The first six columns of the schedule now produced and shown to me, and marked with the letter A, contain a true copy of the list of contributories of the said company, made out and left at the chambers of His Honor by the said official liquidator on the day of 186 , and now on the file of proceedings of the said company, as I know from having, on the day of 18 , examined and compared the said schedule with the said list; and I have, in the seventh column of the said schedule marked A, set forth the names and addresses of the solicitors who have entered appearances for any of the contributories named in the said list.

2. I did, on the day of 186 , in the manner hereinafter mentioned, serve a true copy of the notice now produced and shown to me, and marked B upon each of the respective persons whose names, addresses, and descriptions appear in the second, third, and fourth columns of the said schedule marked A, except that, in the tabular form at the foot of such copies, respectively, I inserted the number on list, name, address, description, in what character included, and number of shares [or extent of interest] of the person on whom such copy of the said notice was served, in the same words and figures as the same particulars are set forth in the said schedule marked A.

3. I served the said respective copies of the said notice by putting such copies, respectively duly addressed to such persons respectively, or their solicitors, according to their respective names and addresses appearing in the said Schedule, marked A, and with the proper postage stamps affixed thereto, as prepaid letters into the Post Office receiving-house, No. , in street, in the County of between the hours of and of the clock in the noon of the said day of .

Sworn, &c.

No. 24.—The Schedule referred to in preceding Form.

A.

In the matter, &c.

This Schedule, marked A, was produced and shown to W. S., and is the same Schedule as is referred to in his affidavit sworn before me this day of , 186 . W.B., &c.

1 No. on list.	2 Name.	3 Address.	4 Description.	5 In what Character included.	6 Number of Shares [or extent of Interest.]	7 Names and Addresses of Solicitors who have entered Appearances, and been served with a copy of the notice referred to in the affidavit of W. S., to which this Schedule is an exhibit.

No. 25.—Supplemental List of Contributories, and Affidavit in support.

In the Supreme Court.

In the matter, &c.

I, R.P., of, &c., the official liquidator of the above-named company, make oath, and say as follows:—

1. Since leaving at the chambers of the Judge the list of the contributories in this matter,

Companies Act.—1864.

matter, on the day of , 186 , it has come to my knowledge that the several persons whose names are set forth in the supplemental list of contributories now produced, and shown to me, and marked with the letter B, are or have been holders of shares in [*or, members of*] the said company, and to the best of my judgment, information, and belief, such persons are contributories of the said company.

2. The said supplemental list, marked B, contains the names of such persons, together with their respective addresses, and the number of shares [*or, extent of interest*] to be attributed to each; and such list is, to the best of my knowledge information, and belief, true and accurate.

3. I have in the first part of the said list, marked B, distinguished such of the said persons as are contributories in their own right.

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

Sworn, &c.

No. 26.—*Supplemental List of Contributories referred to in preceding Form.*

B.

In the matter, &c.

This supplemental list of contributories, marked B, was produced and shown to R.P., and is the same supplementary list of contributories as referred to in his affidavit sworn before me this day of 186 .

W.B., &c.

NOTE.—The supplemental list is to be made out in the same form as the original list, Form No. 23.

No. 27.—*Certificate of Associate of Settlement of the List of Contributories.*

In the matter, &c.

In pursuance of the directions given to me by His Honor , I hereby certify that the result of the settlement of the list of contributories of the above-named company, made out and left at the chambers of the said Judge by the official liquidator of the said company on the day of , 186 , pursuant to the above statute and the rules thereof in that behalf, so far as the said list has been settled up to the date of this certificate, is as follows:—

1. The several persons whose names are set forth in the second column of the first Schedule hereto have been included in the said list of contributories as contributories of the said company in respect of the number of shares [*or, extent of interest*] set opposite the names of such contributories, respectively, in the said Schedule.

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

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

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

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

The evidence produced, &c.

FIRST SCHEDULE ABOVE REFERRED TO.

FIRST PART.—*Contributories in their own Right.*

Serial No. in List.	Name.	Address.	Description.	In what Character included.	No. of Shares [<i>or extent of Interest.</i>]	Date when included in the List.

SECOND

*Companies Act.—1864.*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 the List.

SECOND SCHEDULE, ABOVE REFERRED TO.

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 the List.

Dated this day of 186 .
 Approved the }
 day of 186 . }

L. J. P., Associate.

No. 28.—*Order on Application to vary List.*

at chambers. } day the day of 186 .
 In the matter, &c.

Upon the application of W. N. to review the list of contributors of the said company, in respect of the inclusion of the said W. N. therein, and that his name may be excluded therefrom, and upon hearing counsel, &c., and upon reading, &c., it is ordered that the name of the said W. N. be excluded from the said list of contributors [or the Judge doth not think fit to make any order on the said application, except that the said W. N. do pay to R. P., the official liquidator of the said company, his costs of this application, to be taxed by the Master of the Court, in case the parties differ].

No. 29.—*Affidavit of Official Liquidator in support of proposal for Call.*

In the Supreme Court.

In the matter, &c.

I, R. P., of, &c., the official liquidator of the above named company, make oath, and say as follows :—

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

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

3. It appears, by the associate's certificate, dated the day of , 186 , that persons have been settled on the list of contributors of the said company, in respect of the total number of shares.

4. For

Companies Act.—1864.

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

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

Sworn, &c.,

No. 30.—Summons for intended Call.

In the matter, &c.

Let all parties concerned attend at my chambers in the
on day the day of 186 , at of the clock in
the noon, on the hearing of an application on the part of the official liqui-
dator of the above-named company, that a call to the amount of £ per share
may be made on all the contributories [*or if upon any particular class, specify the
same*], of the said company.

This summons was taken out by A. and B., of , in the county
of , solicitors for the said official liquidators.

To Mr. A.B., of, &c., a contributor of the said company, }
proposed to be included in the said call. }

No. 31.—Advertisement of intended Call.

In the matter, &c.

By direction of the , notice is hereby given,
that the said Judge has appointed the day of
186 , at o'clock in the noon, at his chambers, to
make a call on all the contributories of the said company [*or as the case may be*], and
the official liquidator of the said company proposes that such call shall be for £
per share. All persons interested are entitled to attend at such day, hour, and place,
to offer objections to such call.

Dated this day of 186 .

L. J. P., Associate.

No. 32.—General Order for a Call.

at chambers. } the day of 186 .

In the matter, &c.

Upon the application of the official liquidator of the above-named company, and
upon reading two orders dated the day of 186 , and the
day of 186 , the associate's certificate, dated the
186 , an affidavit of the said official liquidator,
filed 186 , and the exhibit marked A, therein referred to, and an affidavit
of filed 186 , it is ordered that a call of pounds
per share be made on all the contributories of the said company [*or as the case may
be*]: And it is ordered that each such contributory do, on or before the
day of 186 , pay into the Bank of , to the account of the
official liquidator of the company, the amount which will be due from
him or her in respect of such call.

No. 33.—Notice to be served with the General Order for a Call.

In the matter, &c.

The amount due from you, A.B., in respect of the call made by the above [*or
within*] order is the sum of £ , which sum is to be paid by you into the
Bank of to the account mentioned in the said order. You can pay the same
in person, or through a banker or other agent; but this notice and copy order must
be

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such legal personal representative, as aforesaid, to be administered in a due course of administration, if the said E. F. has in his hands so much to be administered, *or if against several contributories* the several sums of money set opposite to their respective names in the sixth column of the said Schedule hereto] such sum [or sums] being the amount [or amounts] due from the said C. D.] [or L. M.] [or the said several persons respectively] in respect of the call of £ per share, made by the said order, dated the day of 186 .

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

R. P. Official Liquidator.

[illegible]

Sworn, &c.

1. G. F., the person named in an order made in this matter by His Honor
dated the _____ day of _____ 186____, has not paid into the Bank
of _____ to the account of the official liquidator of the _____ company the
whole or any part of the sum of £ _____ as by the said order directed.

Or

Companies Act.—1864.[*Or, in case of several Parties*].

1. None of the several persons whose names and addresses are set forth in the Schedule hereunder written, and who have respectively been duly served with orders made in this matter by His Honor _____ of the respective dates set opposite to their respective names in the said Schedule, have paid into the Bank of _____ to the account of the official liquidator of the _____ company, the whole or any part of the several sums of money set opposite to their respective names in the said Schedule hereunder written, as by the said orders respectively directed.

2. I am enabled to depose to such non-payment by reason of my having this day ascertained, by inquiry at the said bank, that such payment [*or payments*] has [*or have*] not been made, and seen the certificate of payment in numbered _____ [*or several certificates of payments, in the numbers whereof respectively are set forth in the sixth column of the said Schedule, opposite the names of the said respective persons, being certificates*] furnished by me to the cashier of the said bank for delivery to the said G. F. [*or several persons respectively*] upon such payment [*or payments*] being made, still in the hands of the cashier of the said bank. No notice [*or notices*] of such payment [*or payments*] having been made, has [*or have*] been given to me by the said G. F. [*or several persons respectively*].

Sworn, &c.

THE SCHEDULE ABOVE REFERRED TO.

Name.	Address.	Description.	Amount.	Date of Balance Order.	Number of Certificate.
			£ s. d.		

No. 40.—*Request to invest Cash in Government Securities.*

In the matter of, &c.

To the _____ Bank of _____

Gentlemen—It appearing that the sum of £ _____ cash is standing to the credit of the account of the official liquidators of the above-named company, you are hereby requested to invest the sum of £ _____, part thereof, in the purchase of Government Securities, in the name of R. P., of, &c., the official liquidator of the said company. The said securities are not to be sold, transferred, or otherwise dealt with, except upon direction for that purpose.

Signed by the official liquidator of the said company, and countersigned by the associate of His Honor _____, or under an order to be made by the said Judge.

Dated this _____ day of _____ 186 .

I am, Gentlemen, your most obedient servant,

R. P., Official Liquidator.

Countersigned—L. J. P., Associate, _____

No. 41.—*Notice or Advertisement of Meeting of Creditors or Contributories.*

In the matter, &c.

Notice is hereby given, that His Honor _____ has directed a meeting of the creditors [*or contributories*] of the above-named company to be summoned, pursuant to the above statute, for the purpose of ascertaining their wishes as to [*state the object for which meeting called, unless notice is by advertisement, in which case say certain matters relating to the winding up of the said company*] and that such meeting will be held on _____ day the _____ day of _____ 186 , at _____ o'clock in the _____ noon, at _____, in the county of _____, at which time and place all the creditors [*or contributories*] of the said company are requested to attend. [The said Judge has appointed H. T., of, &c., to act as chairman of such meeting].

Dated this _____ day of _____ 186 .

R. P., Official Liquidator.

No.

Hand 41

*Companies Act.—1864.*No. 42.—*Appointment of Proxy to vote at Meeting of Creditors or Contributories.*

In the matter, &c.

Shule 12
 I, W. S., of _____, in the county of _____, being a creditor [or contributory] of the above-named company, hereby appoint _____, of _____, as my proxy, to vote for me and on my behalf at the meeting of the creditors [or contributories] of the said company, summoned by direction of His Honor _____, to be held on the _____ day of _____, and at any adjournment thereof.

As witness my hand this _____ day of _____ 186 _____.

W. S.

Signed by the said W. S. in the presence of
J. M., of, &c.No. 43.—*Memorandum of Appointment of a Person to act as Chairman at Meeting of Creditors or Contributories.*

In the matter, &c.

His Honor _____ has appointed Mr. H. T., of, &c., one of the creditors [or contributories] of the above named company, to act as chairman of a meeting of the creditors [or contributories] of the said company, summoned by direction of the said Judge, pursuant to the above Statute, to be held on _____ day the _____ day of _____ 186 _____, at _____ o'clock in the _____ noon, at _____, in the county of _____, and to report the result of such meeting to the said Judge. The said meeting is summoned for the purpose of ascertaining the wishes of the creditors [or contributories] of the said company, as to [state the object for which meeting called], and at such meeting the votes of the creditors [or contributories] may be given, either personally or by proxy.

Dated this _____ day of _____ 186 _____.

L. J. P., Associate.

No. 44.—*Chairman's Report of result of Meeting of Creditors or Contributories.*

In the matter, &c.

a promise
 I, H. T., the person appointed by His Honor _____ to act as chairman of a meeting of the creditors [or contributories] of the above-named company, summoned by advertisement [or notice], dated the _____ day of _____ 186 _____, and held on the _____ day of _____ 186 _____, at _____, in the county of _____, do hereby report to the said Judge the result of such meeting as follows:—The said meeting was attended, either personally or by proxy, by _____ creditors, to whom debts against the said company have been allowed, amounting in the whole to the value of £ _____ [or by _____ contributories holding in the whole shares in the said company, and entitled respectively, by the regulations of the company, to the number of votes hereinafter mentioned]. The question submitted to the said meeting was whether the creditors [or contributories] of the said company approved of the proposal of the official liquidator of the said company, that, &c. [as the case may be], and wished that such proposal should be adopted, and carried into effect. The said meeting was unanimously of opinion that the said proposal should [or should not] be adopted and carried into effect; or the result of the voting upon such question was as follows:—The undermentioned creditors [or contributories] voted in favor of the said proposal being adopted and carried into effect:—

Name of Creditor [or Contributory].	Address.	Value of Debt [or Number of Shares].	Number of Votes conferred on each Contributory by the Regulations of the Company.

Companies Act.—1864.

The undermentioned creditors [or contributories] voted against the said proposal being adopted and carried into effect :—

Name of Creditor [or Contributory.]	Address.	Value of Debt [or Number of Shares.]	Number of Votes conferred on each Contributory by the Regulations of the Company.

Dated this day of 186 .
(Signed) H. T., Chairman.

No. 45.—*Memorandum of Sanction of Judge to accepting a Bill of Exchange.*

In the matter, &c.

His Honor has sanctioned the acceptance of this bill of exchange, by the official liquidator, on behalf of the said company.

L. J. P., Associate.

No. 46.—*Memorandum of Agreement of Compromise with a Contributory.*

In the matter, &c.

Memorandum of agreement entered into this day of 186 , between R. P., of &c., the official liquidator of the above-named company, of the one part, and S. B., of &c., one of the contributories of the said company, of the other part.

Whereas, the said S. B. has been settled on the list of contributories of the said company, as a contributory in respect of shares in the said company, and whereas, by an order made by His Honor, , dated the day of 186 , a call of £ per share was made on all the contributories of the said company, and there is now due, from the said S. B. to the said company, the sum of £ , in respect of the said call. And whereas, the said S. B. has proposed to pay to the said official liquidator, the sum of £ , by way of compromise, and in satisfaction and discharge of the said sum of £ , and of all liability whatsoever as a contributory of the said company. And whereas, the said official liquidator having investigated the affairs of the said S. B., and believing that such compromise will be beneficial to the said company, hath, in exercise of the power for that purpose given to him by the above statute, agreed to accept the same, subject to the sanction of the said Judge, and to the conditions and agreements hereinafter contained. Now it is hereby agreed, by and between the said parties hereto :—

1st. That the said official liquidator shall, before the day of next, apply to the said Judge at chambers, to sanction this agreement of compromise.

2nd. That upon this agreement being sanctioned by the said Judge, the said S. B. shall, within days next after such sanction, pay to the said official liquidator the said sum of £ , and when thereto required, shall do and execute all such acts and deeds as may be necessary for transferring, or surrendering and releasing to the said official liquidator, on behalf of the said company, or in such manner as the said Judge may direct, the said shares, held by the said S. B. in the said company, and all claim and demand whatsoever, which the said S. B. has, or may have, against the said company, in respect of the said shares, or the distribution of the assets of the said company, or otherwise howsoever.

3rd. That the said sum of £ , and the transfer, or surrender and release of the said shares and interest of the said S. B. as aforesaid, shall be accepted by the said official liquidator as, and be deemed and taken to give, to the said S. B., full and complete discharge from all calls and liabilities, claims and demands whatsoever, which the said company, or the official liquidator thereof now has, or may hereafter have, or be entitled to against the said S. B., in respect of his being, or having been, the holder of the said shares, or otherwise as a contributory of the said company.

4th. That

Companies Act.—1864.

4th. That in case this agreement shall not be sanctioned by the said Judge, it shall cease and determine, and the said official liquidator and the said S. B. shall be remitted to their original rights with respect to each other, as if this agreement had not been entered into.

5th. That in case this agreement shall be sanctioned by the said Judge, and the said S. B. shall not in all respects perform the same on his part, the official liquidator shall be at liberty, with the sanction of the said Judge, and without notice to the said S. B., to enforce the performance thereof; or with the like sanction, to give notice to the said S. B., that he abandons this agreement, whereupon the same shall cease and determine, and the said official liquidator shall be entitled to proceed against the said S. B., to enforce payment of the said sum of £ , or so much thereof as shall then remain due and unpaid, as if this agreement had not been entered into.

R. P., Official Liquidator.
S. B.

Witness to the signatures of the said }
R. P. and S. B., C. D., of &c. }

No. 47.—*Memorandum of Sanction of Judge to Agreement of Compromise.*

In the matter, &c.

His Honor has sanctioned this agreement of compromise.
L. J. P., Associate.

No. 48.—*Order or Memorandum of the sanction of the Judge for certain Acts to be done by the Official Liquidator.*

at chambers. } day of 186 .
In the matter, &c.

His Honor doth hereby sanction [or has sanctioned] the following proceedings being taken [or acts being done] by the official liquidator of the above-named company, namely [state the proceedings to be taken or acts to be done as] the bringin [or instituting] and prosecuting an action at law [or suit in equity] in the name and on behalf of the said company against [or defending an action at law] [or suit in equity] brought [or instituted] against the said company by] K. M., of &c., to recover a debt or sum of £ alleged to be due from [or to] the said K.M., to [or from] the said company, &c.

L. J. P., Associate.

No. 49.—*Appearance Book.*

In the matter, &c.

Appearance Book.

Date when Appearance entered.	Party's Name.	Whether Creditor or Contributory.	If he appears in Person, his Address for Service.	If he appears by a Solicitor, his Solicitor's Name.	Solicitor's Address.	Amount of Debt [or Number of Shares]

No. 50.—*Summons for Persons to attend at Chambers to be examined.*

In the Supreme Court.

In the matter, &c.

A. B., &c., and E. F. are hereby severally summoned to attend at the chambers of , on day of 186 , at of the clock in the noon, to be examined on the part of the official liquidator [or of W. D., of, &c.] for the purpose of proceedings directed by His Honor to be taken before me in the above matter [And the said A. B. is hereby required to

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to bring with him and produce at the time and place aforesaid, a certain indenture [*describe documents*] and all other books, papers, deeds, writing, and other documents in his custody, or power in any wise relating to the above-named company.

Dated this day of 186 .

L. J. P., Associate.

This summons was taken out by Messrs. C. and D., of , in the of
solicitors for the official liquidator [*or for the said W. D.*]

No. 51.—*Certificate of the Company being completely wound up, and of the Official Liquidator having passed his Final Account.*

In the matter, &c.

In pursuance of the directions given to me by His Honor
I hereby certify that R. P., the official liquidator of the above-named company, has passed his final account as such official liquidator and that the balance of £
thereby certified to be due to [*or from*] the said official liquidator has been paid in the manner directed by the order dated the day of 186 And that the affairs of the said company have been completely wound up.

The evidence produced, &c.

Dated this day of 186 .

L. J. P., Associate

Approved the }
day of 186 }

No. 52.—*Order to Dissolve the Company.*

at chambers. } the day of 186

In the matter, &c.

Upon the application of the official liquidator of the above-named company, and upon reading an order dated the day of and the associate's certificate, dated the day of whereby it appears that the affairs of the said company have been completely wound up, and that the balance of £
due from [*or to*] the official liquidator has been paid in manner directed by the said order, it is ordered that the said company be dissolved as from this
day of , 186 .