The Rules of the Supreme Court (Companies) (No. 2), 1948

1948 No. 1880 (L. 22)

Made - - - -	*6th August*, 1948
Laid before Parliament	*12th August*, 1948
Coming into Operation	*1st October*, 1948

We, the Rule Committee of the Supreme Court, hereby make the following Rules:—

1. Order LIIIB (which, as amended by the Rules of the Supreme Court (Companies), 1948(**a**), relates to procedure on applications under the Companies Act, 1948) shall be deleted and the following Order shall stand in lieu thereof, namely:—

11 & 12 Geo. 6. c. 38.

"ORDER LIIIB.

PROCEDURE ON APPLICATIONS UNDER THE COMPANIES ACT, 1948.

Interpretation.

1. In this Order—

"The Act" means the Companies Act, 1948.

"The Court" includes any Judge of the Chancery Division and any Judge who for the time being exercises the jurisdiction of the High Court to wind up companies.

"Judge" means any such Judge as aforesaid, and includes any Registrar, Master, or other officer exercising the powers of any such Judge.

"The petition," "The motion," "The summons" mean the petition, motion or summons presented, made or taken out pursuant to this Order.

"The inquiry" means the inquiry made as to the debts claims or liabilities of or affecting the company or as to any such debts claims or liabilities ordered by the Court under this Order.

"The company" means the company to which any application under this Order relates.

Unless the context otherwise requires, expressions defined in the Act shall have the meanings so defined.

Office for issue of petitions, &c.

2. Every petition (except a petition specified in Rule 5 (*h*)), every notice of motion (except a motion specified in Rule 6) and every summons (except a summons specified in Rule 8 (*g*) or in Rule 8 (*h*)) to which this Order relates shall be brought to and issued out of the office of the Registrar Companies Court but every petition specified in Rule 5 (*h*), every notice of motion specified in Rule 6 and every summons specified in Rule 8 (*g*) or in Rule 8 (*h*) may at the option

(**a**) S.I. 1948 No. 1756, p. 4034 above.

of the applicant or petitioner be brought to and issued out of either (*a*) such office or department as is specified in Order V., Rule 9, or (*b*) the office of the Registrar Companies Court:

Provided, however, that nothing in this Rule shall prevent any cause or matter being commenced or carried on in the District Registry of Liverpool or the District Registry of Manchester which could have been so commenced or carried on apart from this Rule.

Application of Rules of Supreme Court.

3. The Rules of the Supreme Court for the time being in force and the general practice of that Court, including the course of procedure and practice in Chambers, shall apply as regards all proceedings in relation to applications to which this Order relates so far as may be practicable, except if and so far as the Act or this Order otherwise provides. In particular if and when the Court is for the time being a Judge of the Chancery Division, the provisions of Order V., Rule 9A, shall apply to all such proceedings as being business assigned within the meaning of that Rule.

Title of petition, &c.

4.—(1) Every petition, notice of motion and summons and all notices, affidavits and other procedings under any petition, notice of motion or summons shall be intituled in the High Court of Justice, Chancery Division, and in the matter of the company, and in the matter of the Companies Act, 1948, and where the company is in liquidation there shall be added after the words " Chancery Division " the words " Companies Court ".

(2) An application for leave under subsection (1) of section 188 of the Act shall be intituled in the matter of the company in relation to which the applicant was convicted or was guilty of such an offence or of such conduct as is mentioned in the said subsection and in the matter of the Companies Act, 1948.

Applications by petition.

5. The following applications shall be made by petition—

(*a*) Applications to cancel an alteration of objects under section 5 of the Act.

(*b*) Applications to cancel an alteration in the form of the constitution of the company by substituting a memorandum and articles for a deed of settlement under section 395 of the Act.

(*c*) Applications to cancel an alteration in conditions in the memorandum under section 23 of the Act.

(*d*) Applications to confirm a reduction of capital under section 67 of the Act.

(*e*) Applications to confirm the reduction of any share premium account or any capital redemption reserve fund under section 56 (1) or section 58 (1) (*d*) of the Act.

(*f*) Applications to cancel any variation of the rights of holders of special classes of shares under section 72 of the Act.

(*g*) Applications to sanction the issue of shares at a discount under section 57 of the Act.

(*h*) Applications to sanction a compromise or arrangement under section 206 (2) of the Act.

(*i*) Applications to restore a company's name to the register under section 353 (6) of the Act.

(*j*) Applications for relief by officers of a company or by persons employed as auditors by a company under section 448 (2) of the Act.

Applications by motion or summons.

6. Applications to rectify the register of members of a company under section 116 of the Act shall be made by motion or summons.

Applications by motion.

7. The following applications shall be made by motion:—

(*a*) Applications for relief in case of default in delivering documents to the Registrar of Companies under section 52 (3) of the Act.

(*b*) Applications for relief in case of default by a private company in complying with the provisions of its articles under section 29 of the Act.

(*c*) Applications for a declaration that the affairs of a company ought to be investigated under section 165 of the Act.

(*d*) Applications to inquire into the case of officers or agents of a company who have refused to produce any document or answer any question under section 167 (3) of the Act or (where inspectors were appointed before the 1st July 1948 or were appointed to continue an inspection begun by inspectors appointed before the 1st July 1948) under section 137 (3) of the Companies Act, 1929.

(*e*) Applications that shares or debentures shall cease to be subject to restrictions imposed by the Board of Trade under section 174 (3) of the Act.

Applications by summons.

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

(*a*) Applications to inspect the register of members or the index of names of members of a company or to obtain copies of such register under section 113 (4) of the Act.

(*b*) Applications to inspect the minutes of proceedings at general meetings of a company or to obtain copies thereof under section 146 (4) of the Act.

(*c*) Applications to inspect the register of directors' holdings of shares or debentures under section 195 (9) of the Act, or the register of directors and secretaries under section 200 (8) of the Act.

(*d*) Applications to inspect copies of instruments creating a charge and to inspect the register of charges under section 105 (3) of the Act.

(*e*) Applications to inspect any register of holders of debentures or to obtain copies thereof or of any trust deed for securing debentures under section 87 (5) of the Act.

(*f*) Applications for and in regard to meetings of a company under section 135 of the Act.

(*g*) Applications for meetings of creditors or members of a company under section 206 (1) of the Act.

(*h*) Applications for facilitating reconstructions or amalgamations of companies under section 208 of the Act, where the matters to which such applications relate have not been dealt with, or fully dealt with, on the hearing of the petition to sanction the compromise or arrangement to which they relate.

(*i*) Applications in regard to delivery of certificates or debentures under section 80 (3) of the Act.

(*j*) Applications for enforcing the duty of a company or of a receiver or manager to make returns or render accounts under section 375 or section 428 of the Act.

(*k*) Applications for leave to be a director of or to manage a company under section 188 (1) of the Act.

(*l*) Applications to extend the time for registering documents under section 5 (7) or section 395 of the Act or under Rule 12 of this Order.

(*m*) Applications to extend the time for the issue of shares at a discount under section 57 (1) (*d*) of the Act.

(*n*) Applications to extend the time for registration of a charge or to rectify any omission or mis-statement with respect to any charge or in a memorandum of satisfaction under section 101 of the Act.

(*o*) Applications for the purpose of preventing or settling the terms of, the acquisition of shares under section 209 of the Act.

(*p*) Applications that a person should be examined on oath under section 167 (4) of the Act.

(*q*) Applications for directions by a receiver or manager under section 369 (1) of the Act.

(*r*) Applications for inspection or production of the books of a company under section 441 of the Act.

(*s*) Applications for summoning a meeting of debenture holders under section 88 (4) of the Act.

(*t*) Applications that a company should not be bound to circulate a statement under section 140 (5) of the Act.

(*u*) Applications that an auditor's or a director's representations should not be sent out or read at a meeting under section 160 (3) or section 184 (3) of the Act.

Appearance to summons.

9. A respondent to an originating summons issued pursuant to Rule 6 or Rule 8 of this Order shall not be required to enter an appearance except where such summons is issued pursuant to paragraph (*h*) or paragraph (*j*) of Rule 8.

Summons for directions.

10.—(1) Where the petition has been presented pursuant to paragraphs (*a*), (*b*), (*c*), (*d*), (*e*), (*f*) or (*j*) of Rule 5 of this Order, or where an order is sought under section 208 of the Act, an application shall in every case be made by summons in Chambers to the Judge for directions as to the proceedings to be taken.

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

(*a*) the publication of notices;

(*b*) in cases where the Court orders an inquiry as to the debts, claims or liabilities of or affecting a company or as to any of such debts, claims or liabilities, the proceedings to be taken

for settling the list of creditors entitled to object, including the dispensing with the observance of section 67 (2) of the Act as regards any class or classes of creditors; fixing the date with reference to which the list of such creditors is to be made out, and generally fixing a time for and giving directions as to all other necessary or proper steps in the matter whether expressly mentioned in any of the Rules of this Order or not.

In such cases the first order upon the summons for directions may be in the Form No. 30 in Appendix L with such variations as the circumstances may require.

Procedure on inquiry.

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

Affidavit as to creditors.

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

Form of affidavit.

(*b*) The person making any such affidavit shall state therein his belief that the list verified by such affidavit is correct, and that there was not at the date so fixed as aforesaid any debt, claim or liability which, if that date were the commencement of the winding-up of the company, would be admissible in proof against the company, except the debts, claims and liabilities set forth in such list and any debts, claims or liabilities to which the enquiry does not extend, and shall state his means of knowledge of the matters deposed to in such affidavit. Such affidavit may be in the Form No. 31 set out in Appendix L, with such variations as the circumstances of the case may require.

Inspection of list of creditors.

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

Notice to creditors.

(*d*) The company shall, within seven days after the filing of such affidavit, or such further or other time as the Judge may allow, send to each creditor whose name is entered in the said list a notice stating the amount of the proposed reduction of

capital, the effect of the order directing the inquiry and the amount or estimated value of the debt or the contingent debt or claim or both for which such creditor is entered in the said list, and the time (such time to be fixed by the Judge) within which, if he claims to be entitled to be entered on such list as a creditor for a larger amount, he must send in his name and address, and the particulars of his debt or claim, and the name and address of his solicitor (if any) to the solicitor of the company; and such notice shall be sent through the post in a prepaid letter addressed to each such creditor at his last known address or place of abode, and may be in the form or to the effect of the Form No. 32 set out in Appendix L, with such variations as the circumstances of the case may require.

Advertisement of petition and of list of creditors.

(*e*) Notice of the presentation of the petition, of the effect of the order directing the inquiry and of the list of creditors shall, after the filing of the affidavit mentioned in paragraph (*a*) of this Rule, be published at such times, and in such newspapers as the Judge shall direct. Every such notice shall state the amount of the proposed reduction of capital, and the places where the aforesaid list of creditors may be inspected, and the time within which creditors of the company who are not but are entitled to be entered on the said list, and are desirous of being entered therein, must send in their names and addresses, and the particulars of their debts or claims, and the names and addresses of their solicitors (if any) to the solicitor of the company. Such notice may be in the Form No. 33 set out in Appendix L, with such variations as the circumstances of the case may require.

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

(*f*) The company shall, within such time as the Judge shall direct, file in the Office of the Registrar an affidavit made by the person to whom the particulars of debts or claims are, by such notices as are mentioned in paragraphs (*d*) and (*e*) of this Rule required to be sent in, stating the result of such notices respectively and verifying a list containing the names and addresses of the persons (if any) who shall have sent in the particulars of their debts or claims in pursuance of such notices respectively, and the amounts of such debts or claims, and some competent officer or officers of the company shall join in such affidavit, and shall in such list distinguish which (if any) of such debts and claims are wholly, or as to any and what part thereof, admitted by the company, and which (if any) of such debts and claims are wholly, or as to any and what part thereof, disputed by the company, and which (if any) of such debts and claims are alleged by the company to be wholly, or as to any and what part thereof, not included in the inquiry. Such affidavit shall also state which of the persons who are entered in the list as creditors and which of the persons who have sent in particulars of their debts or claims in pursuance of such notices as aforesaid have been paid or have consented to the proposed reduction. Such affidavit may be in the Form No. 34 set out in Appendix L, with such variations as the circumstances of the case may require; and such list and an office copy of such affidavit shall be left at the office of the Registrar within such time as the Judge shall direct.

Proceedings where claim not admitted.

(*g*) If the company contends that a person is not entitled to be entered in the list of creditors in respect of any debt or claim whether admitted or not or if any debt or claim, the particulars of which are so sent in, shall not be admitted by the company at its full amount, then and in every such case, unless the company is willing to appropriate in such manner as the Judge shall direct the full amount of such debt or claim, the company shall, if the Judge think fit so to direct, send to the creditor a notice that he is required to come in and establish his title to be entered on the list or as the case may be to come in and prove such debt or claim or such part thereof as is not admitted by the company, by a day to be therein named, being not less than four clear days after such notice, and being the time appointed by the Judge for adjudicating upon such titles, debts and claims and such notice shall be sent in the manner mentioned in paragraph (*d*) of this Rule, and may be in the Form No. 35 set out in Appendix L, with such variations as the circumstances of the case may require.

Costs of proof.

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

Certificate as to creditors.

(*i*) The result of the settlement of the list of creditors shall be stated in a certificate by the Registrar and such certificate shall state what debts or claims (if any) have been disallowed, and shall distinguish the debts or claims the full amount of which the company is willing to appropriate, and the debts or claims (if any) the amount of which has been fixed by inquiry and adjudication in manner provided by section 67 (2) of the Act, and this Order, and the debts or claims (if any) the full amount of which the company does not admit or is not willing to appropriate or the amount of which has not been fixed by inquiry and adjudication as aforesaid; and shall show which of the creditors have consented to the proposed reduction, and the total amount of the debts due to them, and the total amount of the debts or claims the payment of which has been secured in manner provided by section 67 (2) of the Act and the persons to or by whom the same are due or claimed. The said certificate shall also state what creditors have under paragraph (*g*) of this Rule come in and sought to establish their title to be entered on the list and whether such claims have been allowed or not, but it shall not be necessary to make in such certificate any further or other reference to any creditors who are not entitled to be entered in the list or to any debts or claims to which the inquiry does not extend or to show therein the several amounts of the debts or claims of any persons who have consented to the proposed reduction or the payment of whose debts or claims has been secured as aforesaid.

Evidence of consent of creditor.

(*j*) The consent of any creditor, whether in respect of a debt due or presently due or a debt payable on a contingency or not ascertained or a claim admissible to proof in a winding-up of

the company may be evidenced in any manner which the Judge shall think reasonably sufficient having regard to the amount of his debt or claim and all the circumstances of the case.

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

(*l*) Before the hearing of the petition, notices stating the day on which the same is appointed to be heard shall be published at such times and in such newspapers as the Judge shall direct. Such notices may be in the Form No. 36 set out in Appendix L, with such variations as the circumstances of the case may require. Advertisement of hearing.

12. Unless in any particular case the Court shall otherwise direct every order sanctioning the issue of shares at a discount shall contain a direction that an office copy of such order shall be delivered to the Registrar of Companies for registration within ten days from the date thereof or within such further or other time as the Court may allow and that the order shall not take effect till such office copy has been so delivered. Delivery of office copy order under section 57 of the Act to Registrar of Companies.

13. Where an application is made under section 208 of the Act the order may be in the Form No. 37 set out in Appendix L, with such variations as the circumstances of the case may require. Form of order under section 208 of the Act.

14. Where a matter is pending in a District Registry, affidavits shall be filed and proceedings shall be taken in such matter in the District Registry." District Registries.

2. In Appendix L, Forms Nos. 30 to 37 inclusive shall be deleted and the following Forms shall stand in lieu thereof, namely:—

" No. 30.

FORM OF ORDER. [O. 53B r. 10(2).]

IN THE HIGH COURT OF JUSTICE,
CHANCERY DIVISION.

IN THE MATTER OF THE COMPANY, LIMITED, AND IN THE MATTER OF THE COMPANIES ACT, 1948.

Upon the application of the petitioners by summons dated , and upon hearing the solicitor for the petitioners, and on reading the petition presented to the High Court of Justice, the affidavit of (in support of petition), the affidavit of (service of notices convening meetings) and the exhibits therein respectively referred to. And it appearing that the special resolution for the reduction of the capital of the said company referred to in the said petition has been duly passed. [It is ordered that section 67 (2) of the Act shall not apply to (here set out class of creditors to whom section 67 (2) of the Act is not to apply) and] it is ordered, that an inquiry be made what are the debts, claims and liabilities of or affecting the said company on the day of , 19 , [other than debts, claims or liabilities in respect of (here set out any debts, claims or liabilities which have been excluded from the provisions of section 67 (2) of the Act by the earlier part of the order)] and that notice of the presentation of the said petition and that a list of creditors to whom such inquiry extends is to be made out as of the said day of , 19 , be inserted in [the newspapers] on the day of , and [other times of insertion].

And it is ordered that the said list and an office copy of the affidavit verifying the same be left at the Office of the Registrar within days of the date hereof.

No. 31

AFFIDAVIT VERIFYING LIST OF CREDITORS. [O. 53B r. 11 (b).]

[Heading as in Form 30.]

I, A.B., of , 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 creditors of and persons having claims upon the said company on the day of , 19 (the date fixed by the order in this matter dated , 19), together with their respective addresses, and the nature and amount of their respective debts or claims and such list is, to the best of my knowledge, information and belief, a true and accurate list of such creditors and persons having claims on the day aforesaid.

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

Sworn, &c.

List of Creditors referred to in the last Form

A

IN THE MATTER OF COMPANY, LIMITED, AND IN THE MATTER OF THE COMPANIES ACT, 1948

This list of creditors marked A. was produced and shown to A.B., and is the same list of creditors as is referred to in his affidavit sworn before me this day of , 19 .

X.Y., &c.

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

No. 32

NOTICE TO CREDITORS. [O. 53B r. 11 (d).]

[Heading as in Form 30.]

To Mr.

You are requested to take notice that a petition has been presented to the High Court of Justice, for confirming the reduction of the capital of the above company from £ to £ , and that by an order

dated 19 an inquiry was directed as to the debts, claims and liabilities of the said Company as on the 19 [other than the debts, claims and liabilities in respect of (here set out the nature of debts, claims or liabilities to which the inquiry does not extend)]. In the list of persons admitted by the company to have been on the day of creditors of the company for debts, claims and liabilities to which such inquiry extends your name is entered as a creditor [here state the amount of the debt or nature of the claim].

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

Dated this day of 19 .

A.B.,
Solicitor for the said Company.

No. 33

ADVERTISEMENT OF PETITION AND LIST OF CREDITORS

[O. 53B r. 11 (e).]

[Heading as in Form 30.]

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

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

Dated this day of , 19 .

A.B.,
Solicitor for the said Company.

No. 34

AFFIDAVIT IN ANSWER TO INQUIRY. [O. 53B. r. 11 (f).]

[Heading as in Form 30.]

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

[O. 53B r. 11 (d).] I, the said C.D., for myself, say as follows:—

1. I did, on the day of 19 , in the manner hereinafter mentioned, serve a true copy of the notice now produced and shown to me, and marked B, upon each of the respective persons whose names, addresses and descriptions appear in the first column of the list of creditors, marked A., referred to in the affidavit of filed on the day of 19 .

2. I served the said respective copies of the said notice by putting such copies respectively duly addressed to such persons respectively, according to their respective names and addresses appearing in the said list (being the last known addresses or places of abode of such persons respectively), and with the proper postage stamps affixed thereto as prepaid letters, into the post office 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 .

And I, the said E.F., for myself, say as follows:—

If notice is issued under O. 53B r. 11 (e). 3. A true copy of the notice now produced and shown to me and marked C., has appeared in the of the day of , 19 , the of the day of 19 , &c.

[O. 53B r. 11 (f).] 4. I have, in the paper writing now produced and shown to me, and marked D., set forth a list of all claims, the particulars of which have been sent into me pursuant to the said notice B., now produced and shown to me by persons claiming to be creditors of the said company for larger amounts than are stated in the list of creditors, marked A., referred to in the affidavit of , filed on the day of , 19 .

[(or) No person has sent in to me pursuant to the said Notice B. a claim to be entered on the said list for a larger sum than that in respect of which he is entered in the said list A.]

If notice is issued under O. 53B r. 11 (e). 5. I have in the paper writing now produced and shown to me, marked E., set forth a list of all claims, the particulars of which have been sent in to me pursuant to the notice referred to in the third paragraph of this affidavit by persons claiming to be creditors of the said company on the day of , 19 , not appearing on the said list of creditors, marked A., and who claimed to be entered thereon.

[(or) No claims have been sent in to me pursuant to the notice referred to in paragraph 3 hereof by persons not entered on the said list A. and claiming to be so entered.]

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

[O. 53B r. 11 (f).] 6. We have, in the first part of the said paper writing, marked D. (now produced and shown to us) and also in the first part of the said paper writing marked E. (also produced and shown to us), respectively set forth such of the said debts and claims as are admitted by the said company to be due wholly or in part, and how much is admitted to be due in respect of such of the same debts and claims respectively as are not wholly admitted, and such of the same debts and claims as the company contends are wholly or as to any and what part thereof not included in the inquiry in this matter.

7. We have, in the second part of each of the said paper writings, marked D. and E., set forth such of the said debts and claims as are wholly disputed by the said company, and such of the same debts and claims as the company contends would even if admitted be wholly or as to any and what part thereof not included in the inquiry in this matter. [O. 53B r. 11 (f).]

8. In the said exhibits D. and E. are distinguished such of the debts the full amounts whereof are proposed to be appropriated in such manner as the Judge shall direct.

And I, the said C.D., further say:—

The exhibit now produced and shown to me marked F. contains the (*invoices and) receipts and the written consents of such of the persons named in the said list A. (and in the said exhibits D. and E.) as have been paid by the said company or have consented to the proposed reduction of capital.

*Invoices to the amount of the receipt should be attached when the receipt is for a larger sum than that stated in list A (and exhibits D and E).

The said company is willing to set apart and appropriate the full amount of the debts claims and liabilities specified in the said list A. (and in the said exhibits D. and E.) in respect of which consents have not been obtained or which the said company has not paid and discharged.

All rent rates taxes salaries wages and other incidental expenses current on the said 19 , and since become due have been paid and discharged by the said company.

Sworn, &c.

Exhibit D., referred to in the last-mentioned Affidavit

D.

IN THE MATTER, &c.

List of debts and claims of which the particulars have been sent in to by persons claiming to be creditors of the said company for *larger amounts* than are stated in the list of creditors made out by the company.

This paper writing, marked D., was produced and shown to C.D., E.F., and A.B. respectively and is the same as is referred to in their affidavit sworn before me this day of 19 .

X.Y., &c.

FIRST PART

Debts and Claims wholly or partly admitted by the Company

Names, Addresses, and Descriptions of Creditors	Particulars of Debt or Claim	Total amount claimed	Amount admitted by the Company to be within the enquiry and to be owing to Creditor	Debts proposed to be appropriated in full, although disputed	Amount admitted by the Company to be owing to the Creditor but which it is contended are not within the inquiry

SECOND PART

Debts and Claims wholly disputed by the Company

Names, Addresses, and Descriptions of Claimants	Particulars of Claim	Total Amount claimed	Debts proposed to be appropriated in full, although disputed	Amount which, even if admitted, it is contended would not be within the inquiry

Exhibit E., referred to in the last Affidavit.

E

IN THE MATTER, &c.

List of debts and claims of which the particulars have been sent in to Mr. by persons claiming to be creditors of the company, and to be entered on the list of the creditors made out by the company.

This paper writing marked E. was produced and shown to C.D., E.F., and A.B. respectively, and is the same as is referred to in their affidavit sworn before me this day of 19 .

X.Y., &c.

FIRST PART

[*Same as in Exhibit D.*]

SECOND PART

[*Same as in Exhibit D.*]

NOTE.—The names are to be inserted alphabetically.

No. 35

NOTICE TO CREDITORS TO COME IN AND PROVE. [O. 53B r. 11 (g).]

[Heading as in Form 30.]

To Mr.

You are hereby required to come in and prove (or establish your title to be entered in the list of creditors in this matter in respect of) the debt claimed by you against the above company, by filing your affidavit and giving notice thereof to Mr. , the solicitor of the company, on or before the day of next; and you are to attend by your solicitors at the chambers of the Registrar at on the day of 19 , at o'clock in the noon, being the time appointed for hearing and adjudicating upon the claim, and produce any securities or documents relating to your claim.

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

Dated this day of 19 .

A.B.,

Solicitor for the said Company.

No. 36

ADVERTISEMENT OF HEARING OF PETITION. [O. 53B r. 11 (1).]

[Heading as in Form 30.]

Notice is hereby given, that a petition presented to the High Court of Justice on the day of for confirming the reduction of the capital of the above company from £ to £ , is directed to be heard before Mr. Justice on the day of 19 .

Dated this day of , 19 .

A.B.,
Solicitor for the said Company.

No. 37

FORM OF ORDER UNDER SECTION 208 OF THE COMPANIES ACT, 1948.

[O. 53B r. 13.]

[*Title.*]

ORDER that all the property rights and powers of the transferor company specified in the first second and third parts of the Schedule hereto and all other the property rights and powers of the transferor company be transferred without further act or deed to the transferee company and accordingly the same shall pursuant to section 208 (2) of the Companies Act 1948 be transferred to and vest in the transferee company for all the estate and interest of the transferor company therein but subject nevertheless to all charges now affecting the same [other than (here set out any charges which by virtue of the compromise or arrangement are to cease to have effect)] And it is Ordered that all the liabilities and duties of the transferor company be transferred without further act or deed to the transferee company and accordingly the same shall pursuant to section 208 (2) of the Companies Act 1948 be transferred to and become the liabilities and duties of the transferee company And it is Ordered that all proceedings now pending by or against the transferor company be continued by or against the transferee company And it is Ordered that the transferee company do without further application allot to such members of the transferor company as have not given such notice of dissent as is required by clause of the scheme of compromise or arrangement herein the shares in the transferee company to which they are entitled under the said scheme And it is Ordered that the transferor company do within 10 days after the date of this order cause an office copy of this order to be delivered to the Registrar of Companies for registration and on such office copy being so delivered the transferor company shall be dissolved and the Registrar of Companies shall place all documents relating to the transferor company and registered with him on the file kept by him in relation to the transferee company and the files relating to the said two companies shall be consolidated accordingly.

Liberty to apply.

The Schedule

PART I

(Insert a short description of the freehold property of the transferor company.)

PART II

(Insert a short description of the leasehold property of the transferor company.)

PART III

(Insert a short description of all stocks shares debentures and other choses in action of the transferor company.) "

3. These Rules may be cited as the Rules of the Supreme Court (Companies) (No. 2) 1948 and shall come into operation on the first day of October 1948.

Dated the 6th day of August, 1948.

Jowitt, C.
Goddard, C.J.
Greene, M.R.
Merriman, P.
F. James Tucker, L.J.
F. L. C. Hodson, J.
H. B. Vaisey, J.
G. Justin Lynskey, J.
Cyril Radcliffe.
James MacMillan.
Douglas T. Garrett.
L. S. Holmes.

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(2) MATRIMONIAL CAUSES RULES

The Matrimonial Causes (Amendment) Rules, 1948

1948 No. 1444 (L. 17)

Made - - - -	*28th June*, 1948
Laid before Parliament	*29th June*, 1948
Coming into Operation	*5th July*, 1948

We, the Rule Committee of the Supreme Court, hereby make the following Rules:—

1.—(1) These Rules may be cited as " the Matrimonial Causes (Amendment) Rules, 1948 ", and shall come into operation on the fifth day of July, 1948.

52 & 53 Vict. c. 63.

(2) The Interpretation Act, 1889, shall apply to the interpretation of these Rules as it applies to the interpretation of an Act of Parliament.

(3) The Matrimonial Causes Rules, 1947(a) (hereinafter referred to as " the principal Rules ") as amended by the Matrimonial Causes (Amendment) Rules, 1947(b), and the Matrimonial Causes (Amendment) (No. 2) Rules, 1947(c), shall have effect as amended by these Rules, and in these Rules any Rule referred to by number means the Rule so numbered in the principal Rules.

2. For the purposes of the principal Rules a matrimonial cause in which a co-respondent, party cited or person named, whether made a respondent or not, denies a charge of adultery without filing an answer shall be deemed to be a defended cause, and accordingly in paragraph (3) of Rule 1 (Interpretation) the following definition shall be substituted for the definition of " Undefended cause ", namely:—

(a) S.R. & O. 1947 (No. 523) I, p. 2036.
(b) S.R. & O. 1947 (No. 1757) I, p. 2079.
(c) S.R. & O. 1947 (No. 2495) I, p. 2083.