



THE SUPREME COURT (COMPANIES) RULES 1956

C. W. M. NORRIE, Governor-General
ORDER IN COUNCIL

At the Government House at Wellington this 17th day of December 1956

Present:

HIS EXCELLENCY THE GOVERNOR-GENERAL IN COUNCIL

PURSUANT to the Judicature Act 1908, His Excellency the Governor-General, acting by and with the advice and consent of the Executive Council, and with the concurrence of the Right Honourable the Chief Justice and six other members of the Rules Committee constituted under the Judicature Amendment Act 1930 (two of those other members being Judges of the Supreme Court), hereby makes the following rules.

RULES

1. Short Title and commencement—(1) These rules may be cited as the Supreme Court (Companies) Rules 1956, and shall be read together with and deemed part of the Code of Civil Procedure under the Judicature Act 1908.

(2) These rules shall come into force on the 1st day of January 1957.

Cf. Supreme Court (Companies) Rules 1934, r. 1; Rules of the Supreme Court (Companies) (No. 2) 1948, r. 3 (U.K.)

2. Interpretation—In these rules, unless the context otherwise requires,—

“The Act” means the Companies Act 1955:

“The company” means the company to which any application under these rules relates:

“The Court” means the Supreme Court, and includes a Judge exercising the powers of the Court, or a Judge sitting in Chambers:

“Judge” means a Judge of the Supreme Court, and includes any Registrar exercising the powers of a Judge:

“The registry” means the registry of the Supreme Court in which any proceeding is had or taken under these rules:

A reference to a numbered form is a reference to the form so numbered in the Schedule to these rules:

Expressions defined in the Act have the meanings so defined.

Cf. 1934, r. 2; Order LIIIB, r. 1 (U.K.)

3. Application of these rules—These rules shall apply to all proceedings in the Supreme Court under the Act other than proceedings in the winding up of companies, whether commenced before or after the date of the commencement of these rules, or proceedings under section 209 of the Act, but every such proceeding taken before that date shall have the same validity as it would have had if these rules had not been made.

Cf. 1934, r. 3

4. Application of ordinary procedure—The rules contained in the Code of Civil Procedure and any other rules of the Court for the time being in force and the general practice of the Court, including the course of procedure and practice in Chambers, shall apply as regards all proceedings in relation to the applications to which these rules relate so far as may be practicable, except if and so far as the Act or these rules otherwise provide.

Cf. 1934, r. 4; Order LIIIB, r. 3 (U.K.)

5. Place for making applications—An application to which these rules relate shall be made in the registry of the Court in the district wherein the company’s registered office, or if there is no such registered office, then its principal or last known principal place of business is or was situate:

Provided that if there are two or more registries of the Court in that district the application shall be made in such one of them as is most convenient of access from the place where the registered office or principal or last known principal place of business, as the case may be, of the company is or was situate.

Cf. 1934, r. 5; Order LIIIB, r. 2 (U.K.)

6. Title of proceedings—(1) Every notice of motion, and all notices, affidavits, and other proceedings under any notice of motion shall, with any necessary additions, be intituled in the matter of the Companies Act 1955, and in the matter of the company.

(2) An application for leave under subsection (1) of section 189 of the Act shall, with any necessary additions, be intituled in the matter of the Companies Act 1955, and in the matter of the company in relation to which the applicant was convicted or was guilty of such conduct as is mentioned in subsection (1) of that section.

Cf. 1934, r. 6; Order LIIIB, r. 4 (U.K.)

7. All applications to be made by motion—Every application to which these rules apply shall be made by motion.

Cf. 1934, rr. 7–10; Order LIIIB, rr. 5–8 (U.K.)

8. Motion for directions—(1) An application shall be made by motion in Chambers, to a Judge, for directions as to the proceedings to be taken in every case where any of the following applications has been made:

- (a) An application to confirm an alteration of objects under section 18 of the Act:
- (b) An application to confirm the reduction of any share premium account under section 64 (1) of the Act:
- (c) An application to confirm the reduction of any capital redemption reserve fund under section 66 (1) (d) of the Act:
- (d) An application to confirm a reduction of capital under section 75 of the Act:
- (e) An application to cancel any variation of the rights of holders of special classes of shares under section 81 of the Act:
- (f) An application for an order under section 207 of the Act:
- (g) An application to confirm an alteration in the form of the constitution of a company by substituting a memorandum and articles for a deed of settlement under section 384 of the Act:
- (h) An application for relief by an officer of a company or by a person employed by a company as auditor under section 468 (2) of the Act.

(2) Upon the hearing of the motion for directions, 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 76 (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 these rules or not. In such cases the first order upon the motion for directions may be in form 1, with such variations as the circumstances of the case may require.

Cf. 1934, r. 11; Order LIIIB, r. 10 (U.K.)

9. Inquiries as to debts, claims, or liabilities—In cases where the Court has ordered any such inquiry as aforesaid the following provisions shall apply:

(a) *Affidavit as to creditors*—The company shall, within seven days after the order or such further or other time as the Judge may allow, file in the registry an affidavit made by some officer or officers of the company competent to make it, verifying a list containing so far as possible the names, addresses, and descriptions of the creditors of the company to whom the inquiry extends. The list shall also contain the amounts due to the creditors therein named respectively in respect of debts, claims, or liabilities to which the inquiry extends, or in the case of any such debt payable on a contingency or not ascertained or any such claim admissible to proof in a winding up of the company the value, so far as can be justly estimated, of the debt or claim. Every such list shall be annexed to the affidavit verifying it.

(b) *Form of affidavit*—The person making any such affidavit shall state therein his belief that the list verified by the 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 to proof against the company, except the debts, claims, and liabilities set forth in the list and any debts, claims, or liabilities to which the inquiry does not extend, and shall state his means of knowledge of the matters deposed to in the affidavit. The affidavit may be in form 2, with such variations as the circumstances of the case may require.

(c) *Inspection of list of creditors*—Copies of the list containing the names, addresses, and descriptions of the creditors, and the total amount so due to them (including the value of any debts or claims estimated as aforesaid), but omitting the individual amounts so due to them respectively, or (as the Judge thinks fit) complete copies of the list, shall be kept at the registered office of the company, and at the office of the solicitors of the company, and at the address for service of the company, and any person desirous of inspecting those copies may at any time during the ordinary hours of business inspect and take extracts from them on payment of the sum of two shillings.

(d) *Notice to creditors*—The company shall, within seven days after the filing of the affidavit or such further or other time as the Judge may allow, send to each creditor whose name is entered on the 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 the creditor is entered on the list, and the time (that time to be fixed by the Judge) within which, if he claims to be entitled to be entered on the list as a creditor for a larger amount, he must send in his name, address, and description, 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 every such notice shall be sent through the post in a prepaid letter addressed to each creditor at his last known address or place of abode, and may be in the form or to the effect of form 3, with such variations as the circumstances of the case may require.

(e) *Advertisement of application and of list of creditors*—Notice of the filing of the motion, 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 directs. 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 list, and are desirous of being entered thereon, must send in their names, addresses, and descriptions, and the particulars of their debts or claims, and the names and addresses of their solicitors (if any) to the solicitor of the company. Any such notice may be in form 4, with such variations as the circumstances of the case may require.

(f) *Affidavit as to result of paragraphs (d) and (e) of this rule*—The company shall, within such time as the Judge directs, file in the registry 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 the notices respectively and verifying a list containing the names, addresses, and descriptions of the persons (if any) who have sent in the particulars of their debts or claims in pursuance of the notices respectively, and the amounts of those debts or claims, and some competent officer or officers of the company shall join in the affidavit, and shall in the list distinguish which (if any) of the debts and claims are wholly, or as to any and what part thereof, admitted by the company and which (if any) of the debts and claims are wholly, or as to any and what part thereof, disputed by the company, and which (if any) of the debts and claims are alleged by the company to be wholly, or as to any and what part thereof, not included in the inquiry. The affidavit shall also state which of the persons who are entered on the list as creditors and which of the persons who have sent in particulars of their debts or claims in pursuance of the notices have been paid or have consented to the proposed reduction. The affidavit may be in form 5, with such variations as the circumstances of the case may require; and the list shall be annexed to the affidavit.

(g) *Proceedings where claim not admitted*—If the company contends that a person is not entitled to be entered on 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, is not 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 directs the full amount of the debt or claim, the company shall, if the Judge thinks 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 the 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 the notice, and being the time appointed by the Judge for adjudicating upon those titles, debts, and claims, and the notice shall be sent in the manner mentioned in paragraph (d) of this rule, and may be in form 6, with such variations as the circumstances of the case may require.

(h) *Costs of proof*—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.

(i) *Certificate as to creditors*—The result of the settlement of the list of creditors shall be stated in a certificate by the Registrar of the Court, and the 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 76 (2) of the Act and these rules, 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 76 (2) of the Act, and the persons to or by whom the

same are due or claimed. The 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 their claims have been allowed or not, but it shall not be necessary to make in the certificate any further or other reference to any creditors who are not entitled to be entered on 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.

(j) *Evidence of consent of creditor*—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 thinks reasonably sufficient, having regard to the amount of his debt or claim and all the circumstances of the case.

(k) *Certificate before hearing of motion*—The motion 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.

(l) *Advertisement of hearing*—Before the hearing of the motion, notices stating the day on which it is appointed to be heard shall be published at such times and in such newspapers as the Judge directs. The notices may be in form 7, with such variations as the circumstances of the case may require.

Cf. 1934, r. 12; Order LIIB, r. 11 (U.K.)

10. Delivery of copy of order under section 65 of the Act to Registrar of Companies—Unless in any particular case the Court otherwise directs, every order sanctioning the issue of shares at a discount shall contain a direction that a sealed copy of the order shall be delivered to the Registrar of Companies for registration within seven 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 the sealed copy has been so delivered.

Cf. 1934, r. 13; Order LIIB, r. 12 (U.K.)

11. Form of order under section 207 of the Act—Where an application is made under section 207 of the Act the order may be in form 8, with such variations as the circumstances of the case may require.

Cf. 1934, r. 14; Order LIIB, r. 13 (U.K.)

12. Revocation and savings—(1) The Supreme Court (Companies) Rules 1934* are hereby revoked.

(2) Without limiting the provisions of the Acts Interpretation Act 1924, it is hereby declared that the revocation of any provision by these rules shall not affect any document made or any thing whatsoever done under the provision so revoked or under any corresponding former provision, and every such document or thing, so far as it is subsisting or in force at the time of the revocation and could have been made or done under these rules, shall continue and have effect as if it had been made or done under the corresponding provision of these rules and as if that provision had been in force when the document was made or the thing was done.

**Gazette*, 1934, Vol. III, p. 3700

SCHEDULE

FORMS

Form 1

Rule 8 (2) (b)

ORDER UPON MOTION FOR DIRECTIONS

In the Supreme Court of New Zealand

..... District

No.

..... Registry

In the matter of the Companies Act 1955,
and

In the matter of Limited

Before the Honourable Mr Justice

, the day of 19

UPON the motion of the applicants dated the day of 19 and upon hearing the solicitor for the applicants, and on reading the notice of motion of the applicants, the affidavit of [*In support of motion*], 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 motion has been duly passed: [It is ordered that section 76 (2) of the Act shall not apply to (*Here set out class of creditors to whom section 76 (2) of the Act is not to apply*) and] it is ordered that an inquiry be made as to what are the debts, claims, and liabilities of or affecting the 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 76 (2) of the Act by the earlier part of the order)*], and that notice of the filing of the motion and that a list of creditors to whom the 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*].

By the Court,

..... Registrar.

Form 2

Rule 9 (b)

AFFIDAVIT VERIFYING LIST OF CREDITORS

In the Supreme Court of New Zealand

..... District

No.

..... Registry

In the matter of the Companies Act 1955,
and

In the matter of Limited

I, A.B., of , make oath and say as follows:

1. The paper writing hereunto annexed and marked with the letter A contains a list of creditors of and persons having claims upon the above-named company on the day of 19 [the date fixed by the order in this matter dated the day of 19], together with their respective addresses and descriptions, and the nature and amount of their respective debts or claims, and that list is, to the best of my knowledge, information, and belief, a true and accurate list of those creditors and persons having claims on the date fixed as aforesaid.

2. To the best of my knowledge and belief there was not, at the date fixed as aforesaid, any debt, claim, or liability which, if that date were the commencement of the winding up of the said company, would be admissible to 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 and papers of the said company.

Sworn, etc.

SCHEDULE—continued

LIST OF CREDITORS REFERRED TO IN THE ABOVE AFFIDAVIT

A

In the matter of the Companies Act 1955,
and
In the matter of Limited

List of Creditors

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

Form 3

Rule 9 (d)

NOTICE TO CREDITORS

In the matter of the Companies Act 1955,
and
In the matter of Limited

To Mr

You are requested to take notice that a motion has been filed in the Supreme Court of New Zealand at _____, 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 _____ day of _____ 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 _____ 19 _____ of the company for debts, claims, and liabilities to which the 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 _____ 19 _____ send your name, address, and description, 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 motion to confirm the reduction of the capital of the company be treated as correct.

Dated this _____ day of _____ 19 _____

A.B.,

Solicitor for the said Company.

Form 4

Rule 9 (e)

ADVERTISEMENT OF MOTION AND LIST OF CREDITORS

In the matter of the Companies Act 1955,
and
In the matter of Limited

NOTICE is hereby given that a motion for confirming the reduction of the capital of the above company from £ _____ to £ _____ was on the _____ day of _____ 19 _____ filed in the Supreme Court of New Zealand at _____, and is now pending: And that by an order dated the _____ day of _____ 19 _____ an inquiry was directed as to the debts, claims, and liabilities of the said company as on the _____ day of _____ 19 _____ [other than debts, claims, and liabilities in respect of (*Here set out the nature of the debts, claims, or liabilities to which the inquiry does not extend*)]. A list of the persons admitted to have been creditors of the company for debts, claims, and liabilities to which the 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 two shillings.

Any person who claims to have been on the said _____ day of _____ 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 _____ 19 _____ send in his name, address, and description, 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.

SCHEDULE—continued

Form 5

Rule 9 (f)

AFFIDAVIT IN ANSWER TO INQUIRY

In the Supreme Court of New Zealand

..... District

No.

..... Registry

In the matter of the Companies Act 1955,
and

In the matter of Limited

WE, C.D., of , [the secretary of the above-named company], E.F., of
[the solicitor of the said company], and A.B., of [the managing
director of the said company], severally make oath and say as follows:

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 hereunto annexed 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 herein on the day of 19

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

3. A true copy of the notice hereunto annexed and marked C has appeared in the newspaper of the day of 19 , the newspaper of the day of 19 , etc.

4. I have, in the paper writing hereunto annexed and marked D, set forth a list of all claims the particulars of which have been sent in to me pursuant to the said notice B hereunto annexed 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 herein on the day of 19

[Or 4. 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 on the said list A.]

5. I have in the paper writing hereunto annexed and 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 paragraph 3 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 5. 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:

6. We have, in the first part of the said paper writing marked D, and also in the first part of the said paper writing marked E, 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.

SCHEDULE—*continued*

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 directs.

And I, the said C.D., further say:

9. The exhibit now produced and shown to me marked F contains the [*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) 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.

10. 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.

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

Sworn, etc.

EXHIBIT D REFERRED TO IN THE ABOVE AFFIDAVIT

D

In the matter, etc.

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.

First Part—Debts or 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 Inquiry and to be Owning to Creditor	Debts Proposed to be Appropriated in Full Although Disputed	Amount Admitted by the Company to be Owning to the Creditor but Which it is Contended is 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

SCHEDULE—continued

EXHIBIT E REFERRED TO IN THE ABOVE AFFIDAVIT

E

In the matter, etc.

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.

First Part

[Same as in Exhibit D]

Second Part

[Same as in Exhibit D]

NOTE.—The names are to be inserted alphabetically.

Form 6

Rule 9 (g)

NOTICE TO CREDITORS TO COME IN AND PROVE

In the matter of the Companies Act 1955, and

In the matter of Limited

To Mr

You are hereby required to come in and prove [or establish your title to be entered on the list of creditors in this matter in respect of] the debt claimed by you against the above company, by filing your affidavit in the registry of the Supreme Court at and serving a copy thereof at the offices of Mr , the solicitor of the company, on or before the day of next; and you are to attend by your solicitor at the Chambers of the Honourable Mr Justice , Supreme Court House, , 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.

Form 7

Rule 9 (1)

ADVERTISEMENT OF HEARING OF MOTION

In the matter of the Companies Act 1955, and

In the matter of Limited

NOTICE is hereby given that a motion filed in the Supreme Court of New Zealand on the day of 19 , for confirming the reduction of the capital of the above company from £ to £ , is directed to be heard at the Supreme Court House, , on the day of 19 , at o'clock in the noon.

[Agents for E. and F., of], Solicitors for the Company.

Dated the day of 19

SCHEDULE—continued

Form 8

Rule 11

ORDER UNDER SECTION 207 OF THE COMPANIES ACT 1955

In the Supreme Court of New Zealand

..... District	No.
..... Registry	

In the matter of the Companies Act 1955,
and

In the matter of Limited (herein-
after referred to as the transferor
company)

and

In the matter of Limited (herein-
after referred to as the transferee
company)

Before the Honourable Mr Justice

, the day of 19

UPON reading, etc., it is ordered 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 207 (2) of the Companies Act 1955, 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 207 (2) of the Companies Act 1955, 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 seven days after the date of this order cause a sealed copy of this order to be delivered to the Registrar of Companies for registration, and on that 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.*]

By the Court,
..... Registrar.

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 things in action of the transferor company*]

T. J. SHERRARD,
Clerk of the Executive Council.

EXPLANATORY NOTE

This note is not part of the rules, but is intended to indicate their general effect.

These rules revoke and replace the Supreme Court (Companies) Rules 1934, with the necessary alterations to adapt them to the new Companies Act 1955.

The only material alteration is in rule 7, which provides that all applications to the Supreme Court under the Companies Act are to be made by motion. This is in accordance with the general procedure in the Supreme Court, in which petitions and summonses have been practically abolished.

These rules do not apply to proceedings in the winding up of companies or to proceedings under section 209 of the Companies Act 1955, which relates to remedies in cases of oppression of members of companies.

Issued under the authority of the Regulations Act 1936.

Date of notification in *Gazette*: 19 December 1956.

These regulations are administered in the Department of Justice.