Liquidation and Insolvency
Is this guidance for you?

This guide will be relevant to you if you:

- are a director or secretary of a company
- act as an adviser to a company
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This guide answers many frequently asked questions and provides information on the most commonly used filings relating to this area. This guide is not drafted with unusual or complex transactions in mind. Specialist professional advice may be needed in those circumstances.
Introduction

This guidance provides a basic overview of insolvency and liquidation proceedings and more detailed information about the documents that must be delivered to the Registrar of Companies. It summarizes some of the rules that apply to company voluntary arrangements, moratoria, administrations, receivers, voluntary liquidations, compulsory liquidations and EC regulations.

Companies House can assist with queries relating to the delivery of documents to the Registrar. Other queries should be addressed to the Insolvency Service Northern Ireland in the first instance (see Chapter 11).

Because of the complexity of the requirements, this guide is not a “how to” guide that tells the reader everything he or she needs to know to wind up an insolvent company. We advise you to seek independent professional advice if you suspect your company is, or is about to become, insolvent.

As a general rule, an authorised insolvency practitioner or other professional will be appointed to manage a company’s affairs when insolvency proceedings are initiated.

The relevant legislation can be found in:

- The Insolvency (Northern Ireland) Order 1989 (as amended)
- The Insolvency (Amendment) Rules (Northern Ireland) 2013
- The Companies Act 2006
Chapter 1
General information

1. What are insolvency proceedings?

These are formal measures taken to deal with company debt. There are many different types of company insolvency proceedings. All are covered in this guidance.

2. Do insolvency proceedings apply to all types of companies?

The parts of this guide covering compulsory winding-up and receivers (including administrative receivers) apply to registered and unregistered companies (including overseas companies).

The parts of this guide covering voluntary winding-up and administration orders do not apply to unregistered companies, which cannot be wound up by these methods.

If the liquidation or receivership began before 1 October 1991, then the law in force at that time will continue to apply.

3. Do all companies have to go through insolvency proceedings before being dissolved?

No. If the Registrar has reason to believe that a company is not carrying on business or is not in operation, its name may be struck off the register and dissolved without going through liquidation. A company that is not trading may apply to the Registrar to be struck off the register. This procedure is not an alternative to formal insolvency proceedings.

More information about striking off and dissolution of a company is available in our guidance on 'Strike-off, Dissolution and Restoration'.

4. Can anyone supervise insolvency procedures?

All liquidators, administrators, administrative receivers and supervisors taking office on or after 1 October 1991 must be authorised insolvency practitioners.

Receiver managers, receivers and nominees appointed to manage a company voluntary arrangement moratorium do not have to be authorised.

Insolvency practitioners may be authorised by:

- the Chartered Association of Certified Accountants
- the Insolvency Practitioners' Association
- the Institute of Chartered Accountants in England and Wales
- the Institute of Chartered Accountants in Ireland
- the Institute of Chartered Accountants of Scotland
5. What happens to the directors of an insolvent company?

The liquidator, administrative receiver, administrator or Official Receiver has a duty to send DETI a report on the conduct of all directors who were in office in the last 3 years of the company's trading. DETI has to decide whether it is in the public interest to seek a disqualification order against a director.

Examples of the most commonly reported conduct are:

- continuing the company's trading when the company was insolvent
- failing to keep proper accounting records
- failing to prepare and file accounts or make returns to Companies House
- failing to send in returns or pay to the Crown any tax that is due

6. How do I know if a company is subject to insolvency proceedings?

Statutory insolvency documents submitted to the Registrar are made publicly available. The first indication that there is some form of insolvency proceeding on a company’s record is an indication marker placed alongside the company's name on the Registrar’s index of company names.

The relevant markers are:

L – liquidations
R – receiverships, administrations and company voluntary arrangements.

7. Insolvency Amendment (EU 2015/848) Regulations 2017

From 26 June 2017 there are new filing requirements under the Insolvency Amendment (EU 2015/848) Regulations 2017 for insolvency proceedings which started on or after this date.

Where insolvency proceedings are open in another member state and an undertaking is approved by creditors, you need to tell us. You can do this by sending:

<table>
<thead>
<tr>
<th>Form ID</th>
<th>Form title</th>
</tr>
</thead>
<tbody>
<tr>
<td>IE01(NI)</td>
<td>Notice of approval of an undertaking by an office holder in respect of assets in another member State</td>
</tr>
<tr>
<td>IE02(NI)</td>
<td>Notice of approval of an undertaking proposed by the member state liquidator to local creditors, in the UK</td>
</tr>
</tbody>
</table>
Where companies in a group are subject to insolvency proceedings, you must file:

**Form ID**  **Form title**  
IE03(NI) Notice of an order opening group co-ordination proceedings

Where insolvency proceedings are open in another member state, you must tell us whether there is consent to dissolution of a company registered in Northern Ireland at the same time as sending any of the following forms:

**Form ID**  **Form title**  
4.72 or 4.73 Final account prior to dissolution  
4.44 Final account prior to dissolution  
L22(NI) Completion of Winding up by the official receiver  
L21(NI) Application for early dissolution by the official receiver  
2.35B Moving from administration to dissolution

You can do this by filing either:

**Form ID**  **Form title**  
IE04(NI) Statement of insolvency proceedings in another member state with consent to dissolution  
IE05(NI) Statement of insolvency proceedings in another member state without consent to dissolution

### Chapter 2  
**Company voluntary arrangements (CVA) including CVA moratoria**

1. **What is a company voluntary arrangement?**

A company voluntary arrangement is when a company makes an agreement with its creditors by proposing a 'composition in satisfaction of its debt' or a 'scheme of arrangement of its affairs'. This means an arrangement, approved by the court, in which the company has formally agreed terms with its creditors for the settlement of its debts.

2. **Who may propose a company voluntary arrangement?**

A company voluntary arrangement may be proposed by:

- the administrator, if there is an administration order
- the liquidator, if the company is being wound up
- the directors, in other circumstances

3. **Who considers the proposal?**
When the directors have proposed the arrangement, the nominee appointed to supervise its implementation reports to the court within 28 days on whether, in his or her opinion, meetings of the company and of its creditors should be called.

4. How is a proposed company voluntary arrangement approved?

The meetings summoned by the nominee decide whether to approve the arrangement which, subject to certain restrictions, may be approved with or without modifications. It is then binding on all creditors who had notice of the meeting and were entitled to vote. All creditors who had notice of the meeting are bound by the terms of the arrangement.

5. What happens when the company voluntary arrangement is approved?

If the meetings of members and creditors approve the arrangement, then the nominee or his replacement becomes the supervisor of the arrangement.

6. What needs to be sent to Companies House?

The supervisor must send a copy of the chairman's report of the meeting attached to form 1.01.

At least once every 12 months, the supervisor must send an account of receipts and payments, together with a progress report attached to form 1.03, to all interested parties including the Registrar.

When the arrangement is completed or terminated, the supervisor must notify the Registrar within 28 days after final completion or termination, on form 1.04.

If the arrangement is suspended or revoked, the Registrar must be notified on form 1.02.

The appropriate forms are:

<table>
<thead>
<tr>
<th>Form title</th>
<th>Number</th>
</tr>
</thead>
<tbody>
<tr>
<td>Notice to registrar of companies of voluntary arrangement taking effect</td>
<td>1.01</td>
</tr>
<tr>
<td>Notice to registrar of companies of order of revocation or suspension of voluntary arrangement</td>
<td>1.02</td>
</tr>
<tr>
<td>Notice to registrar of companies of supervisor's abstract of receipts and payments</td>
<td>1.03</td>
</tr>
<tr>
<td>Notice to registrar of companies of completion or termination of voluntary arrangement</td>
<td>1.04</td>
</tr>
</tbody>
</table>

Please note: These forms are not available from Companies House. They can be viewed by obtaining the relevant legislation on www.legislation.gov.uk or from The Stationery Office (TSO).

7. Corporate voluntary arrangement moratorium

The Insolvency (Northern Ireland) Order 2002 introduced the option of a moratorium into the existing company voluntary arrangement procedures.
The High Court decides whether a company is eligible for a moratorium. The moratorium will normally last for a period of 28 days and will be managed by a nominee, who may or may not be a registered insolvency practitioner.

The Insolvency (Amendment) Rules (Northern Ireland) 2003 came into force on 2 February 2004 and introduced the following statutory forms that are required to be filed with the Registrar of Companies:

<table>
<thead>
<tr>
<th>Form title</th>
<th>Number</th>
</tr>
</thead>
<tbody>
<tr>
<td>Notice to registrar of companies of commencement of moratorium</td>
<td>1.11</td>
</tr>
<tr>
<td>Notice to registrar of companies of [extension] [further extension] of</td>
<td>1.12</td>
</tr>
<tr>
<td>moratorium</td>
<td></td>
</tr>
<tr>
<td>Notice to registrar of companies of ending of moratorium</td>
<td>1.14</td>
</tr>
<tr>
<td>Notice to registrar of companies by nominee of withdrawal of consent to</td>
<td>1.16</td>
</tr>
<tr>
<td>act</td>
<td></td>
</tr>
<tr>
<td>Notice to registrar of companies of appointment of a replacement nominee</td>
<td>1.18</td>
</tr>
</tbody>
</table>

Please note: These forms are not available from Companies House. They can be viewed by obtaining the relevant legislation on www.legislation.gov.uk or from The Stationery Office (TSO).

At the end of a moratorium a company may (or may not) proceed to a company voluntary arrangement.

Chapter 3
‘In administration’ and ‘administration orders’

The current law concerning administration was introduced with effect from 27 March 2006. Under this regime, a company will usually be described as being ‘in administration’ – under the old regime a company would be described as being subject to an ‘administration order’.

What follows is a brief outline of the process of administration: it is not a complete statement of the law.

1. What is ‘in administration’?

Administration is when a person, ‘the administrator’, is appointed to manage a company’s affairs, business and property for the benefit of the creditors. The person appointed must be an insolvency practitioner and has the status of an officer of the court (whether or not he or she is appointed by the court).

The objective of administration is to:

- rescue a company as a going concern
- achieve a better price for the company’s assets or otherwise realise their value more favourably for the creditors as a whole than would be likely if the company were wound up (without first being in administration)
• in certain circumstances, realise the value of property in order to make a distribution to one or more preferential creditors

2. How does a company enter administration?

A company enters administration when the appointment of an administrator takes effect. An administrator may be appointed by:

• an administration order made by the court
• the holder of a floating charge
• the company or its directors

The administrator must perform his or her functions as quickly and efficiently as reasonably practicable.

3. What are the effects on a company of being in administration?

When a company enters administration:

• any pending winding-up petitions will be dismissed or suspended
• there will be moratorium on insolvency and on other legal proceedings
• if an administrative receiver has been appointed, he or she must vacate office
• if a receiver of part of the company’s property has been appointed, he or she must vacate office (if the administrator requires this)

4. Who must be told that a company is in administration?

As soon as reasonably practicable, an administrator must send a notice of his or her appointment to the company and each of its creditors and publish notice of his or her appointment in the Belfast Gazette and in a newspaper in the area where the company has its principal place of business.

What is the Belfast Gazette?
The Belfast Gazette is the official newspaper of record which contains various statutory notices and advertisements.

Notices placed by the Registrar of Companies are included in the Company Law Official Notifications Supplement to the Belfast Gazette. You may see copies at the Companies House search rooms in Belfast. Some of the larger public libraries also have copies. Visit the Belfast Gazette for more information.

The administrator must send a notice of his or her appointment to the Registrar on form 2.12B.
While a company is in administration, every business document issued by or on behalf of the company or the administrator must state the name of the administrator and that he or she is managing the affairs, business and property of the company.

5. What does the process of administration involve?

The administrator will request a statement of the company’s affairs from relevant people (e.g. an officer or employee of the company).

No later than 8 weeks after the company enters administration, the administrator must make a statement setting out proposals for achieving the purpose of the administration or explaining why they cannot be achieved. The proposals may include a voluntary arrangement or a compromise or arrangement with creditors or members.

The statement setting out the proposals must be sent to:

- the Registrar of Companies with form 2.17B
- every creditor of the company with an invitation to an initial creditors’ meeting, if one is to be held
- every member of the company, unless the administrator publishes a notice to the effect that he will provide a copy free of charge to any member of the company who applies in writing for a copy

The business of the initial creditors’ meeting will be to approve (with or without modifications) the statement of proposals. Following the initial meeting, the administrator may

- hold further creditors’ meetings
- form a creditors committee
- deal with matters in correspondence between the administrator and creditors.

The Administrator must notify any revisions to the proposals following the creditors’ meeting to members.

Decisions taken at creditors’ meetings must be reported to the Register of Companies on form 2.23B and to the court.

6. When does administration end?

There are several ways in which administration can come to an end.

Administration can end automatically when the administrator’s term of office expires. The appointment of an administrator expires after 1 year. However, this may be extended with the consent of creditors or the court. Any extension must be notified to the Registrar on form 2.31B.

An administrator appointed under a court order may apply to the High Court to end administration if he or she thinks that the purpose of the administration cannot be achieved
or the company should not have entered administration, or a creditors’ meeting requires the application. The court will discharge the administration order and the administrator must notify the Registrar on form 2.33B.

An administrator appointed by the holders of a floating charge or by the company or its directors may end administration when the purpose of administration has been sufficiently achieved. The administrator must file notice with the court and with the Registrar on form 2.32B.

The administration may end on the application of a creditor to the High Court alleging an improper motive on the part of the person who appointed the administrator or applied to the High court for an administration order. The administrator must send a copy of the order with form 2.33B to the Registrar within 14 days of the order being made.

The administration may end when the company moves into creditors’ voluntary winding up. This can happen where the administrator thinks that each secured creditor is likely to be paid and a distribution will be made to unsecured creditors, if there are any. The administrator must notify the Registrar on form 2.34B and send copies to the High Court and each creditor. The company will then be wound up as if a resolution for voluntary winding up had been passed on the day on which notice is registered at Companies House.

Administration may end and move into dissolution. This can happen if the administrator thinks that a company has no property with which to make a distribution to its creditors. The administrator must send notice to the Registrar on form 2.35B and send copies to the court and each creditor.

Three months after the date the form 2.35B is registered at Companies House, the company will be dissolved unless, on application to the High Court, an order is made to extend or suspend the period or stop the dissolution. Notice of the order must be notified to the Registrar on form 2.36B.

7. Can administration be converted to creditors voluntary liquidation (CVL)?

Yes. The administration can be converted to CVL where the administrator of a company thinks the total amount each secured creditor of the company is likely to receive has been paid to him or set aside for him and that a distribution will be made to unsecured creditors of the company (if there are any).

8. What needs to be sent to Companies House?

The administrator must send form 2.34B Notice of move from administration to creditors voluntary liquidation. Once the form has been registered Form VL1 Notice of appointment of liquidator must also be filed. The appointment of the liquidator must not be before the date the company went into liquidation i.e. the date of registration of form 2.34B. It is the date of registration of form 2.34B that a company converts to CVL. It would be helpful if the covering letter indicates the Form VL1 is being filed for a case where the company has moved from administration to CVL.

9. What is gazetted?
We will place a notice in the Belfast Gazette when we receive notice of appointment of a liquidator as required by Section 1078 of The Companies Act.

10. Which forms should be used?

The Insolvency (Amendment) Rules (Northern Ireland) 2006 came into force on 27 March 2006, and introduced new statutory forms for filing with the Registrar, some of which are listed below:

<table>
<thead>
<tr>
<th>Form title</th>
<th>Number</th>
</tr>
</thead>
<tbody>
<tr>
<td>Notice of administrator’s appointment</td>
<td>2.12B</td>
</tr>
<tr>
<td>Notice of statement of affairs</td>
<td>2.16B</td>
</tr>
<tr>
<td>Statement of administrator’s proposals</td>
<td>2.17B</td>
</tr>
<tr>
<td>Notice of extension of time period</td>
<td>2.18B</td>
</tr>
<tr>
<td>Notice of deemed approval of proposals</td>
<td>2.18BA</td>
</tr>
<tr>
<td>Statement of administrator’s revised proposals</td>
<td>2.22B</td>
</tr>
<tr>
<td>Notice of result of meeting of creditors</td>
<td>2.23B</td>
</tr>
<tr>
<td>Administrators progress report</td>
<td>2.24B</td>
</tr>
<tr>
<td>(Amended) certificate of constitution of creditors’ committee</td>
<td>2.26B</td>
</tr>
<tr>
<td>Notice by administrator of a change in committee membership</td>
<td>2.27B</td>
</tr>
<tr>
<td>Notice of order to deal with charged property</td>
<td>2.28B</td>
</tr>
<tr>
<td>Notice of automatic end of administration</td>
<td>2.30B</td>
</tr>
<tr>
<td>Notice of extension of period of administration</td>
<td>2.31B</td>
</tr>
<tr>
<td>Notice of end of administration</td>
<td>2.32B</td>
</tr>
<tr>
<td>Notice of court order ending administration</td>
<td>2.33B</td>
</tr>
<tr>
<td>Notice of move from administration to creditors voluntary liquidation</td>
<td>2.34B</td>
</tr>
<tr>
<td>Notice of move from administration to dissolution</td>
<td>2.35B</td>
</tr>
<tr>
<td>Notice to registrar of companies in respect of date of dissolution</td>
<td>2.36B</td>
</tr>
<tr>
<td>Notice of resignation by administrator</td>
<td>2.38B</td>
</tr>
<tr>
<td>Notice of vacation of office by administrator</td>
<td>2.39B</td>
</tr>
<tr>
<td>Notice of appointment of replacement/additional administrator</td>
<td>2.40B</td>
</tr>
<tr>
<td>Notice of appointment of liquidator voluntary winding-up (members or creditors)</td>
<td>VL1</td>
</tr>
</tbody>
</table>

Please note: These forms are not available from Companies House. They can be viewed by obtaining the relevant legislation on www.legislation.gov.uk or from The Stationery Office (TSO).

Chapter 4
Receivers

1. What is a receiver?

There are many different kinds of receiver and their powers vary according to the terms of their appointment.

An administrative receiver is a receiver or manager of the whole, or substantially the whole, of a company's property who is appointed by or on behalf of the holders of any debentures of the company secured by a floating charge. He or she has the power to sell (or otherwise
realise) the assets covered by the floating charge and apply the proceeds of the debt owed to the charge-holder.

Receivers who are not administrative receivers may be appointed in other circumstances. For example, under powers contained in an instrument or document creating a charge over a company's property, a receiver or manager may be appointed until the debt is recovered.

2. Who gives notice of the receiver’s appointment?

The person who appoints the administrative receiver, receiver or manager, or has them appointed under the powers contained in an instrument, is responsible for informing the Registrar within 7 days of the appointment. A form RM01 is required for each separate charge registered at Companies House over which the Receiver is appointed, whether the appointment is over part of the property or all the company’s assets. An administrative receiver must also publish notice of his or her appointment in the Belfast Gazette and in an appropriate newspaper.

When the administrative receiver, receiver or manager ceases to act they must notify the Registrar.

Please Note: Separate Forms RM01 and RM02 must be filed for each separate charge registered at Companies House over which a receiver is appointed and/or ceases to act, whether the appointment is over part of the property or all the company’s assets.

3. What must the receiver send to Companies House?

Within 3 months of appointment, an administrative receiver must make a report to:

- the Registrar
- the company's creditors
- the holders of a floating charge
- any trustees for secured creditors of the company

The report must explain the circumstances of the appointment and the action the administrative receiver is taking.

The report must also include a summary of any 'statement of affairs' prepared for the receiver by the officers or employees of the company.

Statement of affairs

This is a summary of the company's assets, liabilities and creditors. The administrative receiver decides whether it is required and who should prepare it.

Receipts and payments

All receivers must send an account of receipts and payments for the first 12 months of receivership to the Registrar, and:
• for administrative receivers, at 12-monthly intervals thereafter
• for receivers and managers, 12 months after the date of appointment and every subsequent 6 months

4. Which forms should be used?
The appropriate forms are:

<table>
<thead>
<tr>
<th>Form title</th>
<th>Number</th>
</tr>
</thead>
<tbody>
<tr>
<td>Notice of the appointment of receiver or manager</td>
<td>RM01</td>
</tr>
<tr>
<td>Notice of ceasing to act as receiver or manager</td>
<td>RM02</td>
</tr>
<tr>
<td>Statement of affairs in administrative receivership following report to creditors</td>
<td>3.05</td>
</tr>
<tr>
<td>Certificate of constitution (amended certificate) of creditors' committee</td>
<td>3.06</td>
</tr>
<tr>
<td>Administrative receiver's report as to change in membership of creditors' committee</td>
<td>3.07</td>
</tr>
<tr>
<td>Receiver or manager or administrative receiver's abstract of receipts and payment</td>
<td>3.08</td>
</tr>
<tr>
<td>Notice of administrative receiver's death</td>
<td>3.09</td>
</tr>
<tr>
<td>Notice of order to dispose of charged property</td>
<td>3.10</td>
</tr>
<tr>
<td>Administrative receiver's report</td>
<td>3.12</td>
</tr>
</tbody>
</table>

Please note: Apart from forms RM01 and RM02, these forms are not available from Companies House. They can be viewed by obtaining the relevant legislation on www.legislation.gov.uk or from The Stationery Office (TSO).

Chapter 5
Voluntary liquidation

There are two kinds of voluntary liquidation:

• members' voluntary liquidation (MVL) - which means the directors have made a statutory declaration of solvency
• creditors' voluntary liquidation (CVL) - which means that the directors have not made such a declaration

1. When can a company go into MVL?
This can take place when the directors of a company believe that the company is solvent.
A majority of the company's directors must make a statutory declaration of solvency in the 5 weeks before a resolution to wind up the company is passed.

2. What is in the declaration?

The statutory declaration will state that the directors have made a full inquiry into the company's affairs and that, having done so, they believe that the company will be able to pay its debts in full within 12 months from the start of the winding-up. The declaration will include a statement of the company's assets and liabilities as at the latest practicable date before making the declaration.

3. When does MVL actually start?

The liquidation starts when the members, in a general meeting, pass a special resolution (Companies Act 2006) to wind up the company voluntarily.

4. Must notice of MVL be given to anyone?

Yes. Notice of the special resolution for voluntary winding-up of the company must be published in the Belfast Gazette within 14 days of the general meeting. The company must also send a copy of the declaration of solvency (form 4.71) and the special resolution to the Registrar within 15 days of the general meeting.

5. When may a CVL be appropriate?

A company may go into CVL when it cannot pay its debts.

6. What must the company do?

The company passes a special resolution (Companies Act 2006) to say that it cannot continue in business because of its liabilities and that it is advisable to wind up.

The resolution must be:

- advertised in the Belfast Gazette within 14 days
- sent to the Registrar within 15 days

A meeting of creditors must be held in the next 14 days after passing the resolution. Notice of the meeting must be sent to the creditors at least 7 days before the meeting. Also, the directors must prepare a statement of affairs for consideration at the meeting, and appoint one of them to attend and preside over the meeting.

When the liquidator is appointed, the directors must provide him or her with a statement of affairs and otherwise co-operate with the liquidator.

7. Does the company have to advertise notice of the meeting?
Yes. The meeting must be advertised in the Belfast Gazette. Additional advertising no longer has to be by newspaper advertisement, other forms of media advertising if deemed most appropriate, is at the discretion of the office holder.

8. What are the main duties of a liquidator?

The liquidator is appointed to wind up the company's affairs. The liquidator does this by calling in all the company's assets and distributing them to its creditors. If anything is left over, the liquidator distributes it among the members of the company.

9. Does a liquidator need to notify anyone of his or her appointment?

Yes. Within 14 days of being appointed, a liquidator must publish a notice of appointment in the Belfast Gazette and notify the Registrar. If the liquidation is voluntary, the liquidator must also give notice in a newspaper in the area where the company has its principal place of business.

10. What does the liquidator have to send to Companies House?

The liquidator must send a statement of affairs and form 4.21 to the Registrar within 7 days of the creditors' meeting.

The liquidator must also send a statement of receipts and payments (form 4.69) at 12 monthly intervals until the liquidation is concluded.

11. Can an MVL be converted into a CVL?

Yes. If the liquidator decides that the company will not be able to pay its debts in full in the period stated in the directors' statutory declaration of solvency, he or she must call a meeting of the creditors which must be held within 28 days. The liquidation becomes a CVL from the date of the meeting.

12. What are the requirements for giving notice in such a case?

The liquidator must:

- post a notice of the meeting to each creditor at least 7 days before the date of the meeting
- advertise the date of the meeting in the Belfast Gazette and in 2 newspapers in the area where the company has its principal place of business
- prepare a statement of affairs for consideration at the meeting. A copy of the statement must be sent to the Registrar within 7 days of the meeting

13. What happens when the company's affairs are fully wound up?

The liquidator presents an account to a final meeting of creditors and members of the company. He or she must advertise the meeting in the Belfast Gazette at least one month before.
Within one week of the meeting having taken place, the liquidator must send the account to the Registrar and a return of the final meeting.

Unless the court makes an order deferring the dissolution of the company, it is dissolved 3 months after the return and account are registered at Companies House.

14. Which forms should be used?

The appropriate forms are:

<table>
<thead>
<tr>
<th>Form title</th>
<th>Number</th>
</tr>
</thead>
<tbody>
<tr>
<td>Notice of appointment of liquidator voluntary winding-up (members or creditors)</td>
<td>VL1</td>
</tr>
<tr>
<td>Statement of affairs in conversion from a members' voluntary to a creditors' voluntary liquidation</td>
<td>4.19 &amp; 4.21</td>
</tr>
<tr>
<td>Statement of affairs in a creditors' voluntary liquidation</td>
<td>4.20 &amp; 4.21</td>
</tr>
<tr>
<td>Notice of resignation as voluntary liquidator under Article 145(5) of the Insolvency (Northern Ireland) Order 1989</td>
<td>4.34</td>
</tr>
<tr>
<td>Notice of order of court granting liquidator leave to resign</td>
<td>4.36</td>
</tr>
<tr>
<td>Certificate of removal of voluntary liquidator</td>
<td>4.39</td>
</tr>
<tr>
<td>Notice of ceasing to act as voluntary liquidator</td>
<td>4.41</td>
</tr>
<tr>
<td>Notice of death of voluntary liquidator</td>
<td>4.45</td>
</tr>
<tr>
<td>Notice of vacation of office by voluntary liquidator</td>
<td>4.47</td>
</tr>
<tr>
<td>Notice of constitution of liquidation committee</td>
<td>4.49</td>
</tr>
<tr>
<td>Certificate that creditors have been paid in full</td>
<td>4.52</td>
</tr>
<tr>
<td>Liquidator's statement of receipts and payments</td>
<td>4.69</td>
</tr>
<tr>
<td>Order of court on appeal against Department of Enterprise, Trade and Investment's Decision under Article 168(4) or 169(3) of the Insolvency (Northern Ireland) Order 1989</td>
<td>4.70</td>
</tr>
<tr>
<td>Members' voluntary winding-up declaration of solvency embodying a statement of assets and liabilities</td>
<td>4.71</td>
</tr>
<tr>
<td>Return of final meeting in a members' voluntary winding-up</td>
<td>4.72</td>
</tr>
<tr>
<td>Return of final meeting in a creditors' voluntary winding-up</td>
<td>4.73</td>
</tr>
</tbody>
</table>

Please note: These forms are not available from Companies House. They can be viewed by obtaining the relevant legislation on www.legislation.gov.uk or from The Stationery Office (TSO).

Chapter 6
Compulsory liquidation

1. What is 'compulsory liquidation'?

Compulsory liquidation of a company is when the company is ordered by a court to be wound up.
2. Which courts can order a compulsory liquidation?

The High Court may order the winding-up of a company. This may be, for example, on the petition of a creditor or creditors on the grounds that the company cannot pay its debts.

A company is regarded as unable to pay its debts if, for example, a creditor:

- is owed more than £750;
- presents a written demand in the prescribed form (known as a statutory demand) to the company; and
- the company fails to pay, secure or agree a settlement of the debt to the creditor's reasonable satisfaction.

There are other situations where a company is deemed unable to pay its debts. Please read the relevant legislation.

The court may also order the company to be wound up on the petition of:

- the company itself;
- the company's directors or one or more members;
- DETI
- the Official Receiver.

3. Must the petition be advertised?

Unless the court directs other arrangements, the petition must be advertised in the Belfast Gazette.

4. What appears on the company record held by Companies House?

If the petition is successful, the official receiver must send the winding-up order to the Registrar straightaway and it will be placed on the company's public record.

The petition is not presented to the Registrar and does not appear on the public record.

5. Who acts as the liquidator when an order is made to wind up the company?

The Official Receiver becomes liquidator on the making of a winding-up order against a company, unless the court orders otherwise.

6. What are the duties of the Official Receiver as liquidator?

The Official Receiver has a duty to investigate the company's affairs and the causes of its failure.

He also decides whether to call meetings of the creditors and contributories (that is, those people liable to contribute to the assets of the company if it is wound up) for the purpose of appointing a liquidator in his place. The liquidator must then notify the Registrar of his or her appointment immediately (form 4.32).
If he decides not to call meetings, he must notify the creditors, contributories and the court of his decision.

If the position of liquidator becomes vacant at any time, the Official Receiver becomes the liquidator for the duration of the vacancy.

7. What happens when the winding-up is complete?

When the Registrar receives notice from the liquidator of the final meeting of creditors (form 4.44) or notice from the Official Receiver that winding-up is complete, the Registrar will register it and publish its receipt in the Belfast Gazette.

Unless DETI directs otherwise, the company is dissolved 3 months after the notice is registered at Companies House.

If the Official Receiver, acting as liquidator, is satisfied that the company's realisable assets (that is, assets which could be sold or disposed of to raise money) will not cover the expenses of winding-up and that no further investigation of the company's affairs is necessary, he may apply to the Registrar for early dissolution of the company. The company is dissolved 3 months after the application is registered at Companies House.

8. Which forms should be used?

Where a liquidator has been appointed in place of an Official Receiver, the appropriate forms to file are:

<table>
<thead>
<tr>
<th>Form title</th>
<th>Number</th>
</tr>
</thead>
<tbody>
<tr>
<td>Notice of appointment of liquidator in winding up by the court</td>
<td>4.32</td>
</tr>
<tr>
<td>Notice of final meeting of creditors</td>
<td>4.44</td>
</tr>
</tbody>
</table>

Please note: These forms are not available from Companies House. They can be viewed by obtaining the relevant legislation on www.legislation.gov.uk or from The Stationery Office (TSO).

Chapter 7

European cross-border insolvency proceedings

Council Regulation (EC) No.1346/2000 became effective on 31 May 2002. The Regulation is directly applicable and an integral part of each member state’s law (except Denmark where parallel legislation will apply). To implement the Regulation in the UK, it was necessary to make some limited changes to the Insolvency (Northern Ireland) Order 1989 and the Insolvency (Amendment) Rules (Northern Ireland) 2013.

1. What is the effect of the Regulation?

The Regulation restricts where insolvency proceedings can be opened to the country where the debtor has his “centre of main interests”. It requires insolvency proceedings opened
under the Regulation to be recognised, and liquidators to be able to exercise their powers, in all member states.

The relevant company insolvency proceedings covered by the Regulation in the UK are:

- Winding up by or subject to the supervision of the court
- Creditors’ voluntary winding up (with confirmation by the court)
- Administration
- Company voluntary arrangements

The Regulation does not apply to receiverships – administrative or otherwise – or to members’ voluntary winding up.

2. Companies incorporated in the UK

Insolvency proceedings opened in this country will continue as normal. However, insolvency proceedings may be opened in another EU Member State if the company has its centre of main interests there.

The public records of companies registered in Northern Ireland will show insolvency proceedings opened in another Member State of the EU.

This will be the only indication that there are insolvency proceedings taking place abroad – the ‘L’ (for liquidation) marker will not appear against the company name on the Registrar’s index of company names.

3. Companies incorporated in other EU member states

Insolvency proceedings may be opened in the UK and be governed by UK law if the company has its centre of main interests here. Alternatively, insolvency proceedings may be opened in another Member State.

The public records of EU companies that have registered a UK establishment will show insolvency proceedings opened in another Member State of the EU. This will be the only indication that there are insolvency proceedings taking place abroad – the ‘L’ (for Liquidation) marker will not appear against the company name on the Registrar’s index of company names.

EU companies that have not registered a UK establishment within Northern Ireland can submit details of insolvency proceedings opened in another Member State of the EU. These documents may be searched on the Register of EC Insolvency Orders by contacting Companies House on 0303 1234 500.

4. Where can I obtain copies of the relevant legislation and get further information?

For enquiries about the Regulation, please contact the Northern Ireland Insolvency Service (see Chapter 11).

Chapter 8
The European Company: Societas Europaea (SE)

The winding up, liquidation, insolvency, cessation of payments and similar procedures that apply to a PLC also apply to a SE registered in UK. For general information on SEs, please refer to our guidance on ‘The European Company: SE’.

The initiation or termination of insolvency procedures involving a SE, or any decision to continue operating the SE, must be notified to Companies House on form SE WU01. This is in addition to the other requirements mentioned in this guide.

In the case of a SE registered in UK, DETI may petition the High Court for a winding up order on the grounds that it appears that the SE does not have both its head office and registered office in the UK.

Chapter 9
Frequently Asked Questions

Liquidation and other insolvency procedures can be lengthy and complex. This guide cannot answer every query but these are some of the most frequently asked questions.

1. Do I need to send the Court Order appointing a provisional liquidator to Companies House?

In order to notify the Registrar of an appointment of provisional liquidator the court order must be sent to the Registrar of Companies with form 4.16A.

2. How do I defer the date of dissolution of a company that was subject to liquidation proceedings?

When the Registrar receives a liquidator’s final documentation under Article 166 and 169 of the Insolvency (Northern Ireland) Order 1989, it must be registered immediately. After a period of 3 months, from the date of registration of the final documentation, the company is dissolved. However, it may be possible to defer the date at which the dissolution is to take effect.

In order to do so, the Registrar must receive either a direction to defer from DETI (in compulsory liquidation cases – Article 169, the Insolvency (Northern Ireland) Order 1989) or an order of court to defer (in voluntary cases – Article 166). You should immediately apply for whichever is appropriate. Please note that whilst it may be possible to extend the deferment period by making a further application, it is not possible to shorten it. You should, therefore, select the period of the deferment with care.

We must receive the document in time to allow us to examine and register it before the company is dissolved.
3. Do the directors of a company subject to a liquidation need to file annual accounts and confirmation statements (Form CS01)?

Once a company goes into liquidation and the statutory liquidation documents are registered at Companies House, there is no need to file annual accounts and confirmation statements. However, until Companies House receives notification that the liquidation has commenced, the annual accounts and confirmation statements will still be deemed to be due.

If the company comes out of liquidation, via a court order to stay or sist (see Question 5) and is returned to the live companies register, then annual accounts and confirmation statements or old annual returns should then be filed up to date. Failure to comply could result in the company being struck off the register.

Any other queries relating to filing annual accounts and confirmation statements should be referred to the contact centre at Companies House on 0303 1234 500.

4. Will Companies House accept notification of the resignation of a director (form TM01) once a company has gone into liquidation?

Companies House will accept correctly completed forms TM01 relating to the resignation of directors even if the company has gone into liquidation.

Any other queries relating to filing forms TM01 should be referred to the contact centre at Companies House on 0303 1234 500.

5. What happens when I file an Order to stay liquidation?

The High Court may make an Order staying or sist (meaning, stopping) winding up proceedings, either altogether or for a limited period of time, pursuant to Article 96 and Article 125 of the Insolvency (Northern Ireland) Order 1989.

The Order is to be sent to the Registrar forthwith for entry onto the records relating to the company.

The Registrar records the Order onto the public records in the following ways:

(i) The Order itself is placed on the public record for the company. It is listed as a ‘miscellaneous’ document on the list of documents received by the Registrar

(ii) The Liquidation status flag is removed from the company’s public record. A searcher will still be able to obtain a copy of the winding up order. In addition, the insolvency details can still be obtained from the insolvency history of the electronic search products

(iii) Once the stay Order has been recorded, any outstanding accounts and confirmation statements or old annual returns must be filed, as for any other live and active company. Failure to comply may result in the company being struck off the register

6. How can I find out the name of the liquidator of a certain company?

This information is provided free on the Companies House WebCheck service.
Chapter 10
Quality of documents

1. What happens to documents sent to Companies House?

The documents and forms you deliver to Companies House are scanned to produce an electronic image. The original documents are then stored, and the electronic image is used as the working document.

When your business contacts view the company record, they see the electronic image reproduced on-line. So it is important not only that the original is legible, but that it can also produce a clear copy.

Chapter 11
Further information

1. Where can I go for help?

Staff at Companies House in Belfast will be able to advise you on general matters, but if you are considering liquidation or insolvency proceedings you should seek the advice of an insolvency practitioner. You can also contact the Insolvency Service at:

Fermanagh House
Ormeau Avenue
Belfast
BT2 6NJ
Tel: 028 9025 1441
Email: insolvency@detini.gov.uk

Information about complaints against the conduct of a licensed insolvency practitioner can be found on DETI’s website.

2. Where do I get forms and guidance?

Companies House provides guidance on other documents and procedures under the Companies Act and related legislation, on its website.

The following forms (mentioned in this guide) are available from Companies House.

- RM01 notice of appointment of receiver or manager
- RM02 notice of ceasing to act as receiver or manager
- SE WU01 notice of initiation or termination of winding-up, liquidation, insolvency, cessation of payment procedures and decision to continue operating of Societas Europaea (SE)
All the other forms mentioned in this guide are insolvency forms and can only be obtained from company law stationers, not Companies House. A list of company law stationers can usually be found online.

Other statutory forms are available, free of charge from Companies House. The quickest way to access them is through our website.

3. How do I send information to the Registrar?

- Documents, including court orders, should display the correct company name and registration number, where appropriate
- Companies House will only acknowledge receipt if you provide a stamped addressed envelope
- You should supply documents in portrait format (that is, with the shorter edge across the top)

Documents may be delivered by hand (personally or by courier), during office hours (Monday to Friday, 9am-5pm) to Companies House Belfast.

You may also send documents by post or by the Document Exchange Service. If you send insolvency documents, you should address them to:

The Liquidation Department
Companies House
Second Floor, The Linenhall
32-38 Linenhall Street
Belfast BT2 8BG
DX 481 N.R. Belfast 1

Please note: Companies House does not accept any statutory documents by fax, PDF (except for electronically filed certified copies of charge instruments) or by email.
how to contact us

contact centre: **0303 1234 500**
(for training and quality purposes your call may be monitored)

mini-com: 029 2038 1245
enquiries@companieshouse.gov.uk
www.gov.uk/companieshouse

**Cardiff:**
Companies House
Crown Way
Cardiff CF14 3UZ

**Edinburgh:**
Companies House
4th Floor, Edinburgh Quay 2
139 Fountainbridge,
Edinburgh EH3 9FF

**London:**
Companies House
4 Abbey Orchard Street
Westminster
London SW1P 2HT

**Belfast:**
Companies House
Second Floor
The Linenhall
32-38 Linenhall Street
Belfast
Northern Ireland BT2 8BG