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STATUTORY INSTRUMENTS

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**2007 No. 3141**

**The PPP Administration Order Rules 2007**

**PART 4**

**MEETINGS**

**Creditors' meetings generally**

**22.**—(1) This rule applies to creditors' meetings summoned by the special PPP administrator under section 14(2)(b) of the 1986 Act or pursuant to a direction of the court under section 17(3)(b) of that Act.

(2) In fixing the venue for the meeting, the special PPP administrator shall have regard to the convenience of creditors.

(3) The meeting shall be summoned for commencement between 10.00 and 16.00 hours on a business day, unless the court otherwise directs.

(4) At least 21 days' notice of the meeting shall be given to all creditors who are known to the special PPP administrator and who had claims against the PPP company at the date of the PPP administration order. The notice in Form PPP15 shall specify the purpose of the meeting and contain a statement of the effect of rule 24(1) (entitlement to vote).

(5) With the notice summoning the meeting there shall be sent forms of proxy in Form PPP24.

(6) If within 30 minutes from the time fixed for the commencement of the meeting there is no person present to act as chairman, the meeting shall stand adjourned to the same time and place in the following week or, if that day is not a business day, to the business day immediately following.

(7) The meeting may from time to time be adjourned, if the chairman thinks fit, but not for more than 14 days from the date on which it was fixed to commence, subject to the direction of the court.

(8) If a meeting is adjourned, the special PPP administrator shall as soon as reasonably practicable notify the creditors of the venue of the adjourned meeting.

**The chairman at meetings**

**23.**—(1) At any meeting of creditors summoned by the special PPP administrator, the chairman shall either be the special PPP administrator or a person nominated by him in writing to act in his place.

(2) A person so nominated must be either—

- (a) one who is qualified to act as an insolvency practitioner in relation to the PPP company; or
- (b) an employee of the special PPP administrator or his firm who is experienced in insolvency matters.

**Entitlement to vote**

**24.**—(1) Subject to paragraphs (2) and (5), at a meeting of creditors in PPP administration proceedings a person is entitled to vote only if—

- (a) he has given to the special PPP administrator not later than 12.00 hours on the business day before the day fixed for the meeting, details in writing of the debt which he claims to be due to him from the PPP company, and the claim has been duly admitted under the provisions of this Part; and
- (b) there has been lodged with the special PPP administrator any proxy which he intends to be used on his behalf.

Details of the debt must include any calculation for the purposes of rules 26 to 29.

(2) The chairman of the meeting may allow a creditor to vote, notwithstanding that he has failed to comply with paragraph (1)(a), if satisfied that the failure was due to circumstances beyond the creditor's control.

(3) The special PPP administrator or, if other, the chairman of the meeting may call for any document or other evidence to be produced to him, where he thinks it necessary for the purpose of substantiating the whole or any part of the claim.

(4) Votes are calculated according to the amount of a creditor's debt as at the date of the PPP administration order, deducting any amounts paid in respect of the debt after that date.

(5) A creditor shall not vote in respect of a debt for an unliquidated amount, or any debt whose value is not ascertained, except where the chairman agrees to put upon the debt an estimated minimum value for the purpose of entitlement to vote and admits the claim for that purpose.

(6) No vote shall be cast by virtue of a claim more than once on any resolution put to the meeting.

#### **Admission and rejection of claims**

**25.**—(1) At any creditors' meeting the chairman has power to admit or reject a creditor's claim for the purpose of his entitlement to vote; and the power is exercisable with respect to the whole or any part of the claim.

(2) The chairman's decision under this rule, or in respect of any matter arising under rule 24, is subject to appeal to the court by any creditor.

(3) If the chairman is in doubt whether a claim should be admitted or rejected, he shall mark it as objected to and allow the creditor to vote, subject to his vote being subsequently declared invalid if the objection to the claim is sustained.

(4) If on appeal the chairman's decision is reversed or varied, or a creditor's vote is declared invalid, the court may order that another meeting be summoned, or make such other order as it thinks just.

(5) Neither the special PPP administrator nor any person nominated by him to be chairman is personally liable for costs incurred by any person in respect of an appeal to the court under this rule, unless the court makes an order to that effect.

#### **Secured creditors**

**26.** At a meeting of creditors, a secured creditor is entitled to vote only in respect of the balance (if any) of his debt after deducting the value of his security as estimated by him.

#### **Holders of negotiable instruments**

**27.** A creditor shall not vote in respect of a debt on, or secured by, a current bill of exchange or promissory note, unless he is willing—

- (a) to treat the liability to him on the bill or note of every person who is liable on it antecedent to the PPP company, and against whom a bankruptcy order has not been made (or, in the case of a company, which has not gone into liquidation), as a security in his hands; and

- (b) to estimate the value of the security and, for the purpose of his entitlement to vote, to deduct it from his claim.

### **Retention of title creditors**

**28.** For the purpose of entitlement to vote at a creditors' meeting in PPP administration proceedings, a seller of goods to the PPP company under a retention of title agreement shall deduct from his claim the value, as estimated by him, of any rights arising under that agreement in respect of goods in the possession of the PPP company.

### **Hire-purchase, conditional sale and chattel leasing agreements**

**29.**—(1) Subject to paragraph (2), an owner of goods under a hire-purchase or chattel leasing agreement, or a seller of goods under a conditional sale agreement, is entitled to vote in respect of the amount of the debt due and payable to him by the PPP company as at the date of the PPP administration order.

(2) In calculating the amount of any debt for this purpose, no account shall be taken of any amount attributable to the exercise of any right under the relevant agreement in so far as the right has become exercisable solely by virtue of the presentation of the petition for a PPP administration order or any matter arising in consequence of that, or the making of the order.

### **Resolutions and minutes**

**30.**—(1) Subject to paragraph (2), at a creditors' meeting in PPP administration proceedings, a resolution is passed when a majority (in value) of those present and voting, in person or by proxy, have voted in favour of it.

(2) Any resolution is invalid if those voting against it include more than half in value of the creditors to whom notice of the meeting was sent and who are not, to the best of the chairman's belief, persons connected with the PPP company.

(3) The chairman of the meeting shall cause minutes of its proceedings to be entered in the PPP company's minute book.

(4) The minutes shall include a list of the creditors who attended (personally or by proxy).

(5) In this rule, "connected with the PPP company" has the same meaning as the phrase "connected with a company" in section 249 of the 1986 Act.

### **Report to creditors**

**31.**—(1) Within 14 days of the end of every period of 6 months beginning with the date of appointment of the special PPP administrator the special PPP administrator shall send to all creditors of the PPP company a report on the progress of the administration until he vacates office.

(2) On vacating office the special PPP administrator shall send to creditors a report on the administration up to that time.

(3) Paragraph (2) does not apply where the PPP administration is immediately followed by the PPP company going into liquidation, nor when the special PPP administrator is removed from office by the court or ceases to be qualified as an insolvency practitioner.

### **Venue and conduct of members' meeting**

**32.**—(1) Where the special PPP administrator summons a meeting of members of the PPP company, he shall fix a venue for it having regard to their convenience.

(2) The chairman of the meeting shall be the special PPP administrator or a person nominated by him in writing to act in his place.

(3) A person so nominated must be either—

- (a) one who is qualified to act as an insolvency practitioner in relation to the PPP company; or
- (b) an employee of the special PPP administrator or his firm who is experienced in insolvency matters.

(4) If within 30 minutes from the time fixed for commencement of the meeting there is no person present to act as chairman, the meeting shall stand adjourned to the same time and place in the following week or, if that day is not a business day, to the business day immediately following.

(5) Subject to the above, the meeting shall be summoned and conducted as if it were a general meeting of the PPP company summoned under the company's articles of association, and in accordance with the applicable provisions of the 1985 Act or the 2006 Act<sup>(1)</sup>.

(6) The chairman of the meeting shall cause minutes of its proceedings to be entered in the PPP company's minute book.

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(1) Schedule 3 to [S.I. 2007/2194](#) contains transitional provisions and savings relating to provisions (and repeals) in the 2006 Act which are brought into force by that Order. These include provisions and savings relating to company meetings.