
STATUTORY INSTRUMENTS

2007 No. 3141

The PPP Administration Order Rules 2007

PART 7

PROXIES AND COMPANY REPRESENTATION

Definition of proxy

82.—(1) For the purposes of these Rules, a proxy is an authority given by a person (“the principal”) to another person (“the proxy-holder”) to attend a meeting and speak and vote as his representative.

(2) Proxies are for use at creditors’ or members’ meetings summoned or called by the special PPP administrator under section 14(2)(b) of the 1986 Act or summoned by him pursuant to a direction made by the court under section 17(3)(b) of that Act.

(3) Only one proxy may be given by a person for any one meeting at which he desires to be represented; and it may only be given to one person, being an individual aged 18 years or over. But the principal may specify one or more other such individuals to be proxy-holder in the alternative, in the order in which they are named in the proxy.

(4) Without prejudice to the generality of paragraph (3), a proxy for a particular meeting may be given to whoever is to be the chairman of the meeting, and such chairman cannot decline to be the proxy-holder in relation to that proxy.

(5) A proxy requires the holder to give the principal’s vote on matters arising for determination at the meeting, or to abstain, or to propose, in the principal’s name, a resolution to be voted on by the meeting, either as directed or in accordance with the holder’s own discretion.

Issue and use of forms of proxy

83.—(1) When a notice is given of a meeting to be held in PPP administration proceedings and forms of proxy are sent out with the notice, no form so sent out with the notice shall have inserted in it the name or description of any person.

(2) No form of proxy shall be used at any meeting except that which is sent with the notice summoning the meeting, or a substantially similar form.

(3) A form of proxy in Form PPP24 shall be signed by the principal, or by some person authorised by him (either generally or with reference to a particular meeting).

(4) If the form of proxy is signed by a person other than the principal, the nature of the authority of that person shall be stated.

Use of proxies at meetings

84.—(1) A proxy given for a particular meeting may be used at any adjournment of that meeting.

(2) Where the special PPP administrator holds proxies for use by him as chairman of a meeting, and some other person acts as chairman, that other person may use the proxies of the special PPP administrator as if he were himself proxy-holder.

(3) A proxy-holder may propose any resolution which, if proposed by another, would be a resolution in favour of which by virtue of the proxy he would be entitled to vote.

(4) Where a proxy gives specific directions as to voting, this does not, unless the proxy states otherwise, preclude the proxy-holder from voting at his discretion on resolutions put to the meeting which are not dealt with in the proxy.

Retention of proxies

85.—(1) Subject to paragraph (2), proxies used for voting at any meeting shall be retained by the chairman of the meeting.

(2) The chairman shall deliver the proxies forthwith after the meeting to the special PPP administrator, where that is someone other than himself.

Right of inspection

86.—(1) The special PPP administrator shall, so long as proxies lodged with him are in his hands, allow them to be inspected, at all reasonable times on any business day by—

- (a) all creditors who have submitted in writing a claim to be creditors of the PPP company;
- (b) that company's members, in the case of proxies used at a meeting of that company; and
- (c) the directors of that company.

(2) The reference in paragraph (1) to creditors does not include a person whose claim has been wholly rejected for the purposes of voting, dividend or otherwise.

(3) Any person attending a meeting in PPP administration proceedings is entitled, immediately before or in the course of the meeting, to inspect proxies and associated documents (including proofs) sent or given, in accordance with directions contained in any notice convening the meeting, to the chairman of that meeting or to any other person by a creditor or member of the PPP company for the purpose of that meeting.

Proxy-holder with financial interest

87.—(1) A proxy-holder shall not vote in favour of any resolution which would directly or indirectly place him, or any associate of his, in a position to receive any remuneration out of the assets of the PPP company, unless the proxy specifically directs him to vote in that way.

(2) Where a proxy-holder has signed the proxy as being authorised to do so by his principal and the proxy specifically directs him to vote in the way mentioned in paragraph (1), he shall nevertheless not vote in that way unless he produces to the chairman of the meeting written authorisation from his principal sufficient to show that the proxy-holder was entitled so to sign the proxy.

(3) This rule applies also to any person acting as chairman of a meeting and using proxies in that capacity under rule 84, and in its application to him, the proxy-holder is deemed an associate of his.

(4) In this rule “associate” shall have the same meaning as in section 435 of the 1986 Act.

Company representation

88.—(1) Section 323 of the 2006 Act (representation of corporations at meetings) applies to a meeting of creditors called in PPP administration proceedings as to a meeting of the company (references to a member of the company being read as references to a creditor).

(2) Where a person is authorised under section 323 of the 2006 Act to represent a corporation at a meeting of creditors called in PPP administration proceedings, he shall produce to the chairman of the meeting a copy of the resolution from which he derives his authority.

(3) The copy resolution must be under the seal of the corporation, or certified by the secretary or a director of the corporation to be a true copy.

(4) Nothing in this rule requires the authority of a person to sign a proxy on behalf of a principal which is a corporation to be in the form of a resolution of that corporation.