



# Insolvency Act 1986

## 1986 CHAPTER 45

### PART IV

#### WINDING UP OF COMPANIES REGISTERED UNDER THE COMPANIES ACTS

### CHAPTER III

#### MEMBERS' VOLUNTARY WINDING UP

#### **91 Appointment of liquidator.**

- (1) In a members' voluntary winding up, the company in general meeting shall appoint one or more liquidators for the purpose of winding up the company's affairs and distributing its assets.
- (2) On the appointment of a liquidator all the powers of the directors cease, except so far as the company in general meeting or the liquidator sanctions their continuance.

#### **Modifications etc. (not altering text)**

- C1** S. 91(1)(2) modified (S.) (6.4.2001) by [S.S.I. 2001/128, reg. 4\(2\), Sch. 3](#)  
Ss. 91-93 applied (with modifications) (S.) (6.4.2001) by [S.S.I. 2001/128, reg. 4, Sch. 2](#)

#### **92 Power to fill vacancy in office of liquidator.**

- (1) If a vacancy occurs by death resignation or otherwise in the office of liquidator appointed by the company, the company in general meeting may, subject to any arrangement with its creditors, fill the vacancy.
- (2) For that purpose a general meeting may be convened by any contributory or, if there were more liquidators than one, by the continuing liquidators.

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- (3) The meeting shall be held in manner provided by this Act or by the articles, or in such manner as may, on application by any contributory or by the continuing liquidators, be determined by the court.

**Modifications etc. (not altering text)**

- C2** Ss. 91-93 applied (with modifications) (S.) (6.4.2001) by [S.S.I. 2001/128, reg. 4, Sch. 2](#)  
 S. 92(1)(2)(3)(4) modified (S.) (6.4.2001) by [S.S.I. 2001/128, reg. 4\(2\), Sch. 3](#)

**[<sup>F1</sup>92A Progress report to company at year's end (England and Wales)**

- (1) Subject to sections 96 and 102, in the event of the winding up of a company registered in England and Wales continuing for more than one year, the liquidator must—
- (a) for each prescribed period produce a progress report relating to the prescribed matters; and
  - (b) within such period commencing with the end of the period referred to in paragraph (a) as may be prescribed send a copy of the progress report to—
    - (i) the members of the company; and
    - (ii) such other persons as may be prescribed.
- (2) A liquidator who fails to comply with this section is liable to a fine.]

**Textual Amendments**

- F1** S. 92A added (6.4.2010) by [The Legislative Reform \(Insolvency\) \(Miscellaneous Provisions\) Order 2010 \(S.I. 2010/18\), art. 6\(1\)](#) (with art. 12(1))

**93 General company meeting at each year's end. [<sup>F2</sup>(Scotland)]**

- (1) Subject to sections 96 and 102, in the event of the winding up [<sup>F3</sup>of a company registered in Scotland] continuing for more than one year, the liquidator shall summon a general meeting of the company at the end of the first year from the commencement of the winding up, and of each succeeding year, or at the first convenient date within 3 months from the end of the year or such longer period as the Secretary of State may allow.
- (2) The liquidator shall lay before the meeting an account of his acts and dealings, and of the conduct of the winding up, during the preceding year.
- (3) If the liquidator fails to comply with this section, he is liable to a fine.

**Textual Amendments**

- F2** Word in s. 93 heading inserted (6.4.2010) by [The Legislative Reform \(Insolvency\) \(Miscellaneous Provisions\) Order 2010 \(S.I. 2010/18\), art. 6\(2\)\(a\)](#) (with art. 12(2))
- F3** Words in s. 93(1) inserted (6.4.2010) by [The Legislative Reform \(Insolvency\) \(Miscellaneous Provisions\) Order 2010 \(S.I. 2010/18\), art. 6\(2\)\(b\)](#) (with art. 12(2))

**Modifications etc. (not altering text)**

- C3** Ss. 91-93 applied (with modifications) (S.) (6.4.2001) by [S.S.I. 2001/128, reg. 4, Sch. 2](#)

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C4 S. 93(1) modified (S.) (6.4.2001) by S.S.I. 2001/128, reg. 4(2), **Sch. 3**

## 94 Final meeting prior to dissolution.

- (1) As soon as the company's affairs are fully wound up, the liquidator shall make up an account of the winding up showing how it has been conducted and the company's property has been disposed of, and thereupon shall call a general meeting of the company for the purpose of laying before it the account, and giving an explanation of it.
- (2) The meeting shall be called by advertisement in the Gazette, specifying its time, place and object and published at least one month before the meeting.
- (3) Within one week after the meeting, the liquidator shall send to the registrar of companies a copy of the account, and shall make a return to him of the holding of the meeting and of its date.
- (4) If the copy is not sent or the return is not made in accordance with subsection (3), the liquidator is liable to a fine and, for continued contravention, to a daily default fine.
- (5) If a quorum is not present at the meeting, the liquidator shall, in lieu of the return mentioned above, make a return that the meeting was duly summoned and that no quorum was present; and upon such a return being made, the provisions of subsection (3) as to the making of the return are deemed complied with.
- (6) If the liquidator fails to call a general meeting of the company as required by subsection (1), he is liable to a fine.

### Modifications etc. (not altering text)

- C5 Ss. 94, 106 applied with modifications by [Building Societies Act 1986 \(c. 53, SIF 16\)](#), **ss. 54(3)(a)(5)** (a), 90, 126(3), Sch. 15 para. 56(1)
- C6 S. 94 applied (with modifications) (S.) (6.4.2001) by S.S.I. 2001/128, reg. 4(1), **Sch. 2**  
S. 94 modified (S.) (6.4.2001) by S.S.I. 2001/128, reg. 4(2), **Sch. 3**
- C7 S. 94(3) amended (1.7.1999) by [1998 c. 46, s. 125](#), **Sch. 8 para. 23(1)-(3)** (with s. 126(3)-(11)); S.I. 1998/3178, **arts. 2, 3**

## 95 Effect of company's insolvency.

- (1) This section applies where the liquidator is of the opinion that the company will be unable to pay its debts in full (together with interest at the official rate) within the period stated in the directors' declaration under section 89.
- (2) <sup>F4</sup>In the case of the winding up of a company registered in Scotland, the liquidator] shall—
  - (a) summon a meeting of creditors for a day not later than the 28th day after the day on which he formed that opinion;
  - (b) send notices of the creditors' meeting to the creditors by post not less than 7 days before the day on which that meeting is to be held;
  - (c) cause notice of the creditors' meeting to be advertised once in the Gazette and once at least in 2 newspapers circulating in the relevant locality (that is to say the locality in which the company's principal place of business in Great Britain was situated during the relevant period); and

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- (d) during the period before the day on which the creditors' meeting is to be held, furnish creditors free of charge with such information concerning the affairs of the company as they may reasonably require;

and the notice of the creditors' meeting shall state the duty imposed by paragraph (d) above.

[<sup>F5</sup>(2A) In the case of the winding up of a company registered in England and Wales, the liquidator—

- (a) shall summon a meeting of creditors for a day not later than the 28th day after the day on which he formed that opinion;
- (b) shall send notices of the creditors' meeting to the creditors [<sup>F6</sup>by post] not less than 7 days before the day on which that meeting is to be held;
- (c) shall cause notice of the creditors' meeting to be advertised once in the Gazette;
- (d) may cause notice of the meeting to be advertised in such other manner as he thinks fit; and
- (e) shall during the period before the day on which the creditors' meeting is to be held, furnish creditors free of charge with such information concerning the affairs of the company as they may reasonably require;

and the notice of the creditors' meeting shall state the duty imposed by paragraph (e) above.]

(3) The liquidator shall also—

- (a) make out a statement in the prescribed form as to the affairs of the company;
- (b) lay that statement before the creditors' meeting; and
- (c) attend and preside at that meeting.

(4) The statement as to the affairs of the company <sup>F7</sup>. . . shall show—

- (a) particulars of the company's assets, debts and liabilities;
- (b) the names and addresses of the company's creditors;
- (c) the securities held by them respectively;
- (d) the dates when the securities were respectively given; and
- (e) such further or other information as may be prescribed.

[<sup>F8</sup>(4A) The statement as to the affairs of the company shall be verified by the liquidator—

- (a) in the case of a winding up of a company registered in England and Wales, by a statement of truth; and
- (b) in the case of a winding up of a company registered in Scotland, by affidavit.]

(5) Where the company's principal place of business in Great Britain was situated in different localities at different times during the relevant period, the duty imposed by subsection (2)(c) applies separately in relation to each of those localities.

(6) Where the company had no place of business in Great Britain during the relevant period, references in subsections (2)(c) and (5) to the company's principal place of business in Great Britain are replaced by references to its registered office.

(7) In this section "the relevant period" means the period of 6 months immediately preceding the day on which were sent the notices summoning the company meeting at which it was resolved that the company be wound up voluntarily.

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- (8) If the liquidator without reasonable excuse fails to comply with this section, he is liable to a fine.

#### Textual Amendments

- F4** Words in s. 95(2) substituted (6.4.2009) by [The Legislative Reform \(Insolvency\) \(Advertising Requirements\) Order 2009 \(S.I. 2009/864\)](#), **art. 3(1)(a)** (with art. 4)
- F5** S. 95(2A) inserted (6.4.2009) by [The Legislative Reform \(Insolvency\) \(Advertising Requirements\) Order 2009 \(S.I. 2009/864\)](#), **art. 3(1)(b)** (with art. 4)
- F6** Words in s. 95(2A)(b) omitted (E.W.) (6.4.2010) by virtue of [The Legislative Reform \(Insolvency\) \(Miscellaneous Provisions\) Order 2010 \(S.I. 2010/18\)](#), **art. 7** (with art. 12(3))
- F7** Words in s. 95(4) omitted (6.4.2010) by virtue of [The Legislative Reform \(Insolvency\) \(Miscellaneous Provisions\) Order 2010 \(S.I. 2010/18\)](#), **art. 5(2)(a)**
- F8** S. 95(4A) inserted (6.4.2010) by [The Legislative Reform \(Insolvency\) \(Miscellaneous Provisions\) Order 2010 \(S.I. 2010/18\)](#), **art. 5(2)(b)**

#### Modifications etc. (not altering text)

- C8** S. 95 applied (with modifications) (S.) (6.4.2001) by [S.S.I. 2001/128](#), reg. 4(1), **Sch. 2**  
S. 95 applied (with modifications) (S.) (6.4.2001) by [S.S.I. 2001/128](#), reg. 4(1), **Sch. 2**

## 96 Conversion to creditors' voluntary winding up.

As from the day on which the creditors' meeting is held under section 95, this Act has effect as if—

- (a) the directors' declaration under section 89 had not been made; and
- (b) the creditors' meeting and the company meeting at which it was resolved that the company be wound up voluntarily were the meetings mentioned in section 98 in the next Chapter;

and accordingly the winding up becomes a creditors' voluntary winding up.

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