
STATUTORY INSTRUMENTS

2023 No. 712

**The Relevant Licensee Nuclear Company
Administration (England and Wales) Rules 2023**

PART 4

Creditors' decisions and company meetings

CHAPTER 1

Creditors' decisions

Application

27. This Chapter applies where the nuclear administrator seeks a decision from creditors under paragraph 62 of Schedule B1 to the 1986 Act⁽¹⁾.

Creditors' decisions

28. The nuclear administrator may, and in the circumstances set out in rule 29 must, seek a decision from the relevant licensee nuclear company's creditors under paragraph 62 of Schedule B1 to the 1986 Act.

Creditors' decisions for the nomination of an alternative liquidator

29.—(1) This rule applies where the nuclear administrator has proposed that the relevant licensee nuclear company administration will end by the relevant licensee nuclear company entering creditors' voluntary liquidation, in accordance with rule 21(8) or 25(3)(e).

(2) The nuclear administrator must, in the circumstances set out in paragraph (3), seek a decision from the relevant licensee nuclear company's creditors for the purpose of nominating a person other than the person named as the proposed liquidator in the nuclear administrator's proposals or revised proposals.

(3) The circumstances are where such a decision is requested by creditors of the relevant licensee nuclear company whose debts amount to at least 10 per cent of the total debts of the company.

(4) The request for a decision from the relevant licensee nuclear company's creditors for the purpose set out in paragraph (2) must be made—

- (a) in the case of proposals under rule 21(8), within eight business days of the date on which the proposals are delivered, or
- (b) in the case of revised proposals under rule 25(3)(e), within eight business days of the date on which the revised proposals are delivered.

(5) A request under this rule must include—

(1) Paragraph 62 was amended by the Small Business, Enterprise and Employment Act 2015, Schedule 9, paragraph 10.

- (a) a list of creditors concurring with the request, showing the amounts of their respective debts in the relevant licensee nuclear company administration;
 - (b) from each creditor concurring, written confirmation of that creditor's concurrence.
- (6) But paragraph (5)(a) does not apply if the requesting creditor's debt is alone sufficient without the concurrence of other creditors.
- (7) Where a decision has been requested under this rule, rule 15.19 of the Insolvency Rules applies, as modified by rule 30, in relation to the expenses of the decision.
- (8) A decision requested under this rule must be reached within 21 days of the receipt by the nuclear administrator of the request for the decision.

Decision making

30.—(1) Where the nuclear administrator seeks a decision from the creditors on any issue, Chapters 2, 3, 6, 7, 8, 9 and 11 of Part 15 and Part 16 of the Insolvency Rules apply, as they apply to administration—

- (a) with the modifications set out in paragraph (2), and
 - (b) subject to paragraph (3).
- (2) The modifications are—
- (a) for “administration”, in each place, substitute “relevant licensee nuclear company administration”;
 - (b) for “administrator”, in each place, substitute “nuclear administrator”;
 - (c) for “company”, in each place, substitute “relevant licensee nuclear company”;
 - (d) for “convener”, in each place, substitute “nuclear administrator”;
 - (e) in rule 15.8, the reference to rule 14.31(1) is a reference to rule 70 of these Rules;
 - (f) the following is substituted for rule 15.21—

“**15.21.**—(1) The chair of the meeting must be either the nuclear administrator or a person nominated by the nuclear administrator in writing to be chair.

- (2) A person may only be nominated under paragraph (1) if the person—
 - (a) is qualified to act as an insolvency practitioner (within the meaning of Part 13 of the Act) in relation to the relevant licensee nuclear company, or
 - (b) is an employee of the nuclear administrator or the nuclear administrator's firm who is experienced in insolvency matters.”;
- (g) in rule 15.31, the reference to rule 14.24 is a reference to rule 55 of these Rules;
- (h) in rule 16.6 the reference to rule 1.58 is a reference to rule 177 of these Rules.

(3) In the application of Part 15 of the Insolvency Rules to a decision sought by the nuclear administrator in a relevant licensee nuclear company administration, rules 15.16, 15.24, 15.28(6), 15.29 and 15.30 do not apply.

CHAPTER 2

Company Meetings

Application

31. This Chapter applies where the nuclear administrator calls a meeting of members under paragraph 62 of Schedule B1 to the 1986 Act.

Venue and conduct of company meeting

32.—(1) The nuclear administrator must fix a venue for it having regard to the convenience of the members.

(2) The chair of the meeting must be either the nuclear administrator or a person nominated by the nuclear administrator in writing to be chair.

(3) A person may only be nominated under paragraph (2) if the person—

- (a) is qualified to act as an insolvency practitioner in relation to the relevant licensee nuclear company, or
- (b) is an employee of the nuclear administrator or the nuclear administrator’s 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 chair, the meeting stands adjourned to the same day, 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 anything to the contrary in the 1986 Act and these Rules, the meeting must be summoned and conducted—

- (a) in accordance with the law of England and Wales, including any applicable provision in or made under the Companies Act 2006(2), in the case of a relevant licensee nuclear company incorporated—
 - (i) in England and Wales, or
 - (ii) outside the United Kingdom other than in an EEA state;
- (b) in accordance with the law of the state applicable to meetings of the relevant licensee nuclear company, in the case of a relevant licensee nuclear company incorporated in an EEA state.

(6) The chair of the meeting must ensure that minutes of its proceedings are entered in the relevant licensee nuclear company’s minute book.

Proxies and representatives

33. Part 16 of the Insolvency Rules applies in respect of the meeting of members as it applies to administration, with the following modifications—

- (a) for “administration”, in each place, substitute “relevant licensee nuclear company administration”;
- (b) for “company”, in each place, substitute “relevant licensee nuclear company”;
- (c) in rule 16.6 the reference to rule 1.58 is a reference to rule 177 of these Rules.

Remote attendance at meetings: request to specify a place

34.—(1) This rule applies in relation to a request to the convener of a meeting under section 246A(9) of the 1986 Act to specify a place for the meeting.

(2) The request must be accompanied by—

- (a) a list of the members making or concurring with the request and their voting rights;
- (b) from each person concurring, written confirmation of that person’s concurrence.

(3) The request must be delivered to the convener within seven business days of the date on which the convener delivered the notice of the meeting in question.

(2) 2006 c. 46.

(4) Where the convener considers that the request has been properly made in accordance with the 1986 Act and this rule, the convener must—

- (a) deliver notice to all those previously given notice of the meeting—
 - (i) that the meeting is to be held at a specified place;
 - (ii) as to whether the date and time are to remain the same or not;
- (b) set a venue, including specification of a place, for the meeting, the date of which must be no later than 28 days after the original date for the meeting;
- (c) deliver at least 14 days' notice of that venue to all those previously given notice of the meeting.

(5) The notices required by sub-paragraphs (a) and (c) of paragraph (4) may be delivered at the same or different times.

(6) Where the convener has specified a place for the meeting in response to a request to which this rule applies, the chair of the meeting must attend the meeting by being present in person at that place.

Action where person excluded

35.—(1) In this rule, an “excluded person” means a person who has taken all steps necessary to attend a meeting under the arrangements which—

- (a) have been put in place by the convener of the meeting under section 246A(6) of the 1986 Act, but
- (b) do not enable that person to attend the whole or part of that meeting.

(2) Where the chair becomes aware during the course of a meeting that there is an excluded person, the chair may—

- (a) continue the meeting;
- (b) declare the meeting void and convene the meeting again;
- (c) declare the meeting valid up to the point where the person was excluded and adjourn the meeting.

(3) Where the chair continues the meeting, the meeting is valid unless—

- (a) the chair decides in consequence of a complaint under rule 37 to declare the meeting void and hold the meeting again, or
- (b) the court directs otherwise.

(4) Without prejudice to paragraph (2), where the chair becomes aware during the course of the meeting that there is an excluded person, the chair may, in the chair's discretion and without an adjournment, declare the meeting suspended for any period up to one hour.

Indication to excluded person

36.—(1) A person who claims to be an excluded person may request an indication of what occurred during the period of that person's claimed exclusion (an “indication”).

(2) A request under paragraph (1) must be made as soon as reasonably practicable and, in any event, no later than 4.00 p.m. on the business day following the day on which the exclusion is claimed to have occurred.

(3) A request under paragraph (1) must be made—

- (a) to the chair, where it is made during the course of the business of the meeting;
- (b) to the nuclear administrator, where it is made after the conclusion of the business of the meeting.

(4) Where satisfied that the person making the request is an excluded person, the person to whom the request is made under paragraph (3) must give the indication as soon as reasonably practicable and, in any event, no later than 4.00 p.m. on the business day following the day on which the request was made under paragraph (1).

(5) In this rule, “excluded person” has the meaning given in rule 35(1).

Complaint by or in relation to excluded persons, etc.

37.—(1) Any person may make a complaint who—

- (a) is, or claims to be, an excluded person, or
- (b) attends the meeting, whether in person or by proxy (by virtue of rule 33), and claims to have been adversely affected by the actual, apparent or claimed exclusion of another person.

(2) The person to whom the complaint must be made (“the appropriate person”) is—

- (a) the chair, where it is made during the course of the meeting;
- (b) the nuclear administrator, where it is made after the meeting.

(3) A complaint must be made as soon as reasonably practicable and, in any event, no later than 4.00 p.m. on the business day following—

- (a) the day on which the person was, appeared or claimed to be excluded, or
- (b) where an indication is sought under rule 36, the day on which the complainant received the indication.

(4) The appropriate person must, as soon as reasonably practicable following receipt of the complaint—

- (a) consider whether there is an excluded person,
- (b) where satisfied that there is an excluded person, consider the complaint, and
- (c) where satisfied that there has been prejudice, take such action as the appropriate person considers fit to remedy the prejudice.

(5) Paragraph (6) applies where—

- (a) the appropriate person is satisfied that the complainant is an excluded person,
- (b) during the period of the person’s exclusion a resolution was put to the meeting and voted on, and
- (c) the excluded person asserts how the excluded person intended to vote on the resolution.

(6) Subject to paragraph (7), where satisfied that the effect of the intended vote in paragraph (5), if cast, would have changed the result of the resolution, the appropriate person must—

- (a) count the intended vote as being cast in accordance with the complainant’s stated intention,
- (b) amend the record of the result of the resolution, and
- (c) where notice of the result of the resolution has been delivered to those entitled to attend the meeting, deliver notice to them of the change.

(7) Where satisfied that more than one complainant is an excluded person, the appropriate person must have regard to the combined effect of the intended votes.

(8) The appropriate person must deliver notice to the complainant of any decision as soon as reasonably practicable.

(9) A complainant who is not satisfied by the action of the appropriate person may apply to the court for directions and any application must be made no more than two business days from the date of receiving the decision of the appropriate person.

(10) In this rule, “excluded person” has the meaning given in rule 35(1).

Notice of meetings by advertisement only

38.—(1) The court may order that notice of any meeting be given by advertisement and not by individual notice to the persons concerned.

(2) In considering whether to make such an order, the court must have regard to the cost of advertisement, the amount of assets available and the extent of the interest of members or any particular class of members.

Non-receipt of notice of meeting

39. Where a meeting is summoned by notice, the meeting is presumed to have been duly summoned and held, even if not all those to whom the notice is to be delivered receive it.