## THE CORPORATE INSOLVENCY BILL, 2017

MEMORANDUM

The objects of this Bill are to provide for-

- (a) corporate receiverships, appointment of receivers and the duties and responsibilities of receivers;
- (b) business rescue, appointment, duties and responsibilities of business rescue administrators, rights of affected persons during business rescue proceedings and business rescue plans;
- (c) schemes of arrangements or compromise with creditors;
- (d) winding up of companies, appointment of liquidators and the duties and responsibilities of liquidators, committees of inspection, special managers and the Official Receiver;
- (e) insolvency practitioners and the duties and responsibilities of insolvency practitioners;
- (f) cross-border insolvency; and
- (g) matters connected with, or incidental to, the foregoing.

L. KALALUKA, Attorney-General

**N.A.B. 9, 2017** 11th July, 2017

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# THE CORPORATE INSOLVENCY BILL, 2017

# ARRANGEMENT OF SECTIONS

## PART I

### PRELIMINARY PROVISIONS

Section

- 1. Short title and commencement
- 2. Interpretation

# PART II

#### RECEIVERSHIP

- 3. Reference to receiver under enabling instrument
- 4. Appointment of receiver
- 5. Notification of appointment of receiver
- 6. Statement of company's affairs
- 7. Offences relating to statement of affairs
- 8. Payment of preferred creditors
- 9. Eligibility for appointment as receiver
- 10. Disqualification of body corporate or firm from appointment as receiver
- 11. Remuneration for receiver
- 12. Receivers appointed by Court
- 13. Receivers appointed under deed of appointment
- 14. Liabilities of receivers on contracts
- 15. Statement of appointment of receivership on stationary
- 16. Management of assets before disposal
- 17. Statement of affairs and accounts where receiver appointed
- 18. Accounts of receivers
- 19. Report by receiver
- 20. Vacation of office by receiver

# PART III

# BUSINESS RESCUE PROCEEDINGS

- 21. Resolution to begin business rescue proceedings
- 22. Objections to resolution to begin business rescue proceedings
- 23. Court order to commence business rescue proceedings

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- 24. Duration of business rescue proceedings
- 25. General moratorium on legal proceedings against company
- 26. Protection of property interests
- 27. Post-commencement finance
- 28. Effect of business rescue on employees and contracts
- 29. Invalidation of transfer of securities other than by ordinary course of business
- 30. Qualification of business rescue administrators
- 31. Removal and replacement of business rescue administrator
- 32. General powers and duties of business rescue administrator
- 33. Investigation of affairs of company
- 34. Directors to co-operate with and assist business rescue administrator
- 35. Remuneration of business rescue administrator
- 36. Participation by creditors
- 37. Participation by holders of company's securities
- 38. Participation by shareholders
- 39. First meeting of creditors
- 40. Functions, duties and membership of committees of creditors and employees
- 41. Proposal of business rescue plan
- 42. Meeting to determine future of company
- 43. Consideration and approval of business rescue plan
- 44. Failure to adopt business rescue plan
- 45. Discharge of debts and claims

# PART IV

#### SCHEMES OF ARRANGEMENTS AND COMPROMISE

- 46. Compromise between company, creditors and members
- 47. Effect of compromise or arrangement with creditors and members
- 48. Reconstruction and amalgamation of companies

### PART V

#### WINDING-UP COMPANIES GENERALLY

- 49. References to member of company
- 50. Modes of winding-up
- 51. Liability of members on winding-up

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- 52. Limitation of liability
- 53. Nature of liability of member
- 54. Liability on death or bankruptcy of member

### PART VI

### WINDING-UP BY COURT

- 55. Jurisdiction over winding-up proceedings
- 56. Petition to wind-up company
- 57. Circumstances for winding-up by Court
- 58. Commencement of winding-up by Court
- 59. Payment of preliminary costs
- 60. Powers of Court on hearing petition
- 61. Power to stay or restrain proceedings against company
- 62. Avoidance of dispositions
- 63. Avoidance of attachments
- 64. Registration of copy of order
- 65. Provisional liquidator
- 66. Stay of actions
- 67. Appointment of liquidator by Court and performance of functions in absence of liquidator
- 68. Lodging of notice of appointment with Official Receiver and access to company
- 69. Control of liquidators by Official Receiver
- 70. Remuneration of liquidators
- 71. Custody and vesting of company's property
- 72. Statement on company's affairs
- 73. Report by liquidator
- 74. Powers of liquidator
- 75. Exercise and control of liquidator's powers
- 76. Committee of inspection
- 77. Constitution and proceedings of committee of inspection
- 78. Application for order of release of liquidator and dissolution of company
- 79. Order for release and dissolution
- 80. Power to stay winding-up
- 81. Appointment of special manager
- 82. Claims of creditors and distribution of assets
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- 83. Inspection of books by creditors and members
- 84. Power to summon persons connected with company
- 85. Power to order public examination
- 86. Power to arrest absconding member or officer
- 87. Cumulative powers of Court

### PART VII

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- 88. Voluntarily winding-up
- 89. Commencement of voluntary winding-up
- 90. Effect of voluntary winding-up
- 91. Declaration of solvency
- 92. Appointment and remuneration of liquidator
- 93. Duty of liquidator to call creditors
- 94. Staying of members' voluntary winding-up
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- 96. Appointment of committee of inspection
- 97. Fixing of liquidators' remuneration and vesting of directors' powers in liquidator
- 98. Stay of proceedings after commencement of creditor's voluntary winding up

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- 99. Distribution of assets of company
- 100. Court appointed liquidator and reviewing remuneration during voluntary winding-up
- 101. Powers and duties of liquidators during voluntary winding-up
- 102. Liquidator to accept shares, etc., as consideration for sale of property of company
- 103. Annual meeting of members and creditors
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- 105. Arrangement entered before or during voluntary winding-up binding
- 106. Application to determine questions or exercise of powers
- 107. Costs
- 108. Limitation on the right to voluntary wind-up
- 109. Meetings of creditors
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