

# STATES OF JERSEY



Jersey

## **DRAFT COMPANIES (AMENDMENT No. 8) (JERSEY) REGULATIONS 202-**

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**Lodged au Greffe on 6th December 2021  
by the Minister for External Relations and Financial Services  
Earliest date for debate: 18th January 2022**

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**STATES GREFFE**



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## REPORT

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### Background and purpose

These Draft Regulations propose amendments to the [Companies \(Jersey\) Law 1991](#) (the “Companies Law”) to permit a creditor to apply to court for an insolvent Jersey company to be wound up with the appointment of a liquidator to conduct the winding up. This will complement existing provisions. A draft Order will also be signed in due course – the draft Companies (General Provisions) (Amendment No. 6) (Jersey) Order 202-.

It is considered that the reform will enhance Jersey’s reputation as a leading finance centre which recognises and protects the interests of creditors. By following established concepts and processes, the scheme will be familiar to practitioners and is based on tried and tested and widely understood procedures. As mentioned above, the existing provisions set out below will remain available.

### Current position

As the law stands, a company incorporated in Jersey can be brought to an end in four principal ways:-

**1. [Désastre: Bankruptcy \(Désastre\) \(Jersey\) Law 1990](#) (the ‘Bankruptcy Law’)**

A creditor with a liquidated debt of over £3,000 can apply to the Royal Court for a declaration that a company be placed *en désastre*. All assets of the debtor vest in the Viscount who administers the process leading to an eventual distribution of any assets. The Viscount is entitled to levy a fee.

**2. Summary Winding Up: [Companies \(Jersey\) Law 1991](#) Articles 145 – 154A**

The directors of a company sign a statement of solvency (to the effect that the debts of the company can be discharged within six months) and a special resolution is passed to wind up the company. The directors may carry out the winding up or the shareholders may appoint a liquidator to administer the affairs of the company. Control of the process is by way of the shareholders rather than any creditors.

**3. Creditors’ Winding Up: [Companies \(Jersey\) Law 1991](#) Articles 156 - 186**

This is something of a misnomer as this process is not in fact led by the creditors. Where it is not possible for the directors to sign a statement of solvency, or it has proved to be the case that it is not possible to discharge the debts of a company in the six months following a summary winding up, the members of a company can pass a special resolution to wind up the company. The shareholders and the creditors each nominate a liquidator; if there is a conflict, the choice of the creditors prevails.

**4. Court Winding Up: [Companies \(Jersey\) Law 1991](#) Article 155**

The Royal Court orders the winding up of a company on the grounds (set out in the Law) that it is just and equitable to do so or it is expedient in the public interest so to do. It is not necessary for the company to be insolvent although it may be. A typical example of a circumstance where this order might be used is where there is a complete breakdown in relations between majority shareholders in a small company which has led to deadlock; or where there has been fraud. Although this is meant to be a remedy of last resort, this route has been more frequently used in recent years with the words ‘just and equitable’ given a flexible interpretation, particularly in circumstances where it is wished to keep a business going, due to the flexibility of the orders that the court can make and the absence of other options in this regard. The application is made by the

company, a director or shareholder or in certain circumstances by the JFSC or the Minister for Economic Development, Tourism, Sport & Culture [check title now] and a liquidator is appointed by, and is answerable to the court (and not, directly at least, to the creditors).

It is also possible for a company to come to an end on the happening of a specific event or at the expiration of a certain time period (if that is the type of company concerned), or to be struck off by the Registrar for failure to file an annual return.

Save in (4), the relevant statutory provisions stipulate a series of principles and rules to be followed in the conduct of the winding up. In a court winding up, the court will make whatever orders it sees fit to ensure the proper winding up of the company in question; often, however, it will import into its order all the powers usually given to a liquidator in a creditors' winding up. The proposed Creditors' winding up regime draws on the existing processes within the Companies Law and the Bankruptcy Law.

### **The proposals**

It is thus proposed that the Companies Law is amended, by way of Regulations and an Order, to permit a creditor (and not just a shareholder) to bring a winding up application, and for the appointment of a liquidator or provisional liquidator (as the circumstances may require) to be made from a register of private sector insolvency practitioners to be kept and maintained by the Viscount.

#### *The path to a creditors' winding up*

In summary, the process is as follows:

Step 1 The creditor serves a Statutory Demand (by personal service, through the Viscount's Department) on the company for a sum at or over the prescribed minimum (currently proposed to mirror that in bankruptcy proceedings at £3,000) unless there is other indisputable evidence of insolvency such as a clear event of default or agreement, when a Statutory Demand will not be required.

***If the company fails to pay the debt due within 21 days of issue of the statutory demand and has not disputed the debt is due and owing within the 21 days or where a statutory demand is not required***

Step 2 Save where the creditor has agreed not to issue an application or the claim is for the repossession of goods, the creditor may, on notice to the company, immediately apply to the court to wind up the company and/or appoint a provisional liquidator. The form of application is likely to be by way of a Representation accompanied by a supporting affidavit.

Step 3 Having reviewed the application, the court approves the commencement of the winding up application and/or appointment of a provisional liquidator and fixes a date for the hearing of the application.

***Assuming the creditor's application is successful***

Step 4 The court orders the winding up of the company and appoints a liquidator(s) and the winding up of the company commences. The liquidator(s) must be registered with the Viscount to be appointed. The liquidator may, or may not, be the same as any provisional liquidator.

Step 5 The liquidator(s) must notify various persons and publicise the appointment and must call a meeting of the creditors.

After the commencement of the winding up, no action shall be taken or proceeded with against the company save with the leave of the court.

***Assuming the creditor's application is unsuccessful (because the debt is successfully disputed)***

Step 6 The winding up application is dismissed. The issue of costs will be at the discretion of the court although, depending on the circumstances, it may well be the case that the creditor will be required to pay the company's costs of and associated with defending the winding up application.

The court can adjourn the application for further information or otherwise, at any point.

The Regulations introduce the concept of a statutory demand which is commonly found in other jurisdictions and assists in formalising evidence of the insolvency of the debtor. If the court finds that there is no evidence of insolvency, the applicant will be at risk of being penalised in costs.

The Regulations also permit the Court to appoint a Provisional Liquidator who will be able to take steps to preserve assets where there is a concern that the assets will be dissipated or the affairs of the company will not be properly conducted between the application to court and the making of a winding up order.

A secured creditor will continue to be able to enforce its security if a company is placed into a new creditors' winding up.

### **Qualifications of the Liquidator**

Whilst not addressed in the Regulations, the accompanying Order will amend the qualifications required of a liquidator and establish a 'Register of Approved Liquidators' to be administered by the Viscount. Practitioners will renew their registration annually for a fee.

The proposals envisage widening the categories of professionals to include a UK licensed insolvency practitioner, and also impose additional experience requirements. This is to ensure that only suitably qualified persons with requisite experience are appointed. To obtain registration with the relevant bodies, the practitioner must also be a fit and proper person.

It is proposed that an Approved Liquidator must be licensed in the United Kingdom, to ensure a sufficient nexus with the regulatory body and in light of the particular requirements for a member to comply with appropriate codes of conduct. It is understood that the recognition process for non-UK qualified practitioners by the UK bodies is a relatively simple process provided the necessary qualifications and experience are evidenced. In addition, an individual will be required to have in place provisions as to bonds generally and for each case, to protect against fraud and dishonesty by the liquidator. The bond would be additional to any professional indemnity insurance that is held by the Approved Liquidator and/or their employer.

Finally, in order to enable the use of specialist skills that may not necessarily be available in the Island, it is proposed that a non-Jersey resident liquidator may be appointed as a joint liquidator or joint provisional liquidator of a company, but only alongside an Approved Liquidator.

A liquidator is an officer of the Court and the Order will also provide for the Viscount to have a role in relation to the receipt of complaints and consideration of the conduct of the winding up.

**Third parties**

A key issue in considering these proposals is the balance to be struck between ensuring a competitive environment for financial services, with the need to protect other parties. Consequently, it has been proposed that other creditors, shareholders and directors of the company which is the subject of a creditor's winding up application will have the right to be notified of the impending application and to file an objection to the winding up of a company, for example if a debt is disputed by the company. It is also possible for any creditor or a contributor to apply to the court for the determination of a question arising in the winding up, or for the court to exercise any of its powers in relation to the winding up pursuant to Article 186A of the Companies Law. A shareholder or director is also able to bring an action to recover damages on behalf of a company where it is discovered that the company was not in fact insolvent at the date that the application for a winding up was made, and losses have been sustained as a consequence of the Order. This reflects the position in the Bankruptcy Law and does not apply where the applicant has acted reasonably and in good faith.

**Consultation**

A Consultation Paper was issued on the proposals between July – September 2021. The proposals were broadly supported by respondents with reservations expressed by some respondents as to the need to introduce a statutory demand process or the ability to appoint a provisional liquidator. Consideration was given to all comments and on balance it was considered appropriate to proceed with these proposals.

**Financial and Manpower Implications**

No additional resources will be required as a result of this draft legislation. However, there may be a limited effect on the income of the Viscount's department which would be offset at least in part by the anticipated income from liquidator registration fees.

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## EXPLANATORY NOTE

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These Regulations amend Part 21 of the Companies (Jersey) Law 1991 (the “Law”) to make provision for the winding up of a company on the application of a creditor.

*Regulation 1* introduces the amendments to be made to the Law.

*Regulation 2* substitutes a new Article 157 which provides that a company, not being one in respect of which a declaration has been made (and not recalled) under the Désastre Law (as defined in the Law), be wound up if the company so resolves by special resolution or the court makes an order for winding up under new Article 157C.

*Regulation 3* inserts a new Article 157A which permits an application for an order commencing a creditors’ winding up to be made to the court by a creditor of a company with a claim against the company of not less than the prescribed minimum liquidated sum and the company is unable to pay its debts or consents to the application. A company is deemed to be unable to pay its debts if the creditor to whom the company is indebted in the prescribed minimum liquidated sum has served a demand on the company and the company fails to pay the debt due or does not otherwise dispute the debt due to the reasonable satisfaction of the creditor within 21 days after the service of the demand. Further, an application must not be made by a creditor if the creditor has agreed not to or the claim is for repossession of goods. The application must be in the form approved by the court and must be accompanied by an affidavit verifying the contents of the application.

*Regulation 3* also inserts new Article 157B which gives the court the power to appoint a liquidator provisionally at any time after an application for a creditors’ winding up is made.

*Regulation 3* also inserts new Article 157C which gives the court the power, after considering an application under new Article 157A to make an order that a creditors’ winding up must commence in respect of the company from the date the application is made or such other date as the court deems fit and to appoint a person nominated by the applicant or selected by the court as the liquidator or dismiss the application and make such order as to costs as it thinks fit. The court has the power to adjourn the hearing of an application made under Article 157A, to require the applicant to furnish such further information as the court requires or to convene other parties.

New Article 157C also requires the liquidator, within 14 days after the liquidator’s appointment, to give notice of the appointment to the registrar, the Viscount, the directors and the creditors of the company (to the extent known to the liquidator). A liquidator who fails to comply with paragraph (3) commits an offence.

Further, by new Article 157C, Article 83 applies to a liquidator in the same way that it applies to a director.

If, as a result of an application made by a creditor, an order for a creditors’ winding up is made and the company was not insolvent at the date that the application was made, the company has the right of action against the applicant to recover damages for, or in respect of any loss sustained by the company as a consequence of the order, unless the applicant, in making the application, acted reasonably and in good faith. Any action must be commenced within 12 months from the date of the application.

*Regulation 3* also inserts Article 157D which permits a company, at any time during the course of the creditors’ winding up which has been ordered by the court under Article 157C, to apply to the court for an order terminating the creditors’ winding up. The court must refuse an application if the court is not satisfied that the property of the

company is at the time of the application sufficient to pay in full claims filed with the liquidator or claims which the liquidator has been advised will be filed within the prescribed time.

In considering an application, the court must have regard to the interests of creditors who have filed a statement of claim, creditors whose claims the liquidator has been advised will be filed within the prescribed time and the company. If the court makes an order under this Article, the court may make such further order as it thinks fit. If the court makes an order under new Article 157D, the creditors' winding up terminates from the date of the order, unless the court orders otherwise.

An order made under Article 157D does not prejudice the validity of any act of the liquidator relating to the property of the company between the date the order the application for the creditors' winding up is made and the date of the termination of the creditors' winding up.

*Regulation 4* amends Article 158 to impose an obligation on a liquidator to give notice if the court has ordered a creditors' winding up. If a liquidator fails to comply with this requirement, the liquidator commits an offence.

*Regulation 5* amends Article 159 (which deals with commencement and effects of creditors' winding up) to add references to a court ordered creditors' winding up.

*Regulation 6* amends Article 160 to clarify that it only applies to a winding up that is not a court ordered winding up.

*Regulation 7* inserts new Article 160A which makes provision for meetings of creditors following court ordered creditors' winding up and imposes certain requirements on the liquidator and the directors in relation to the meetings. If the liquidator fails or the directors fail to comply with these requirements, they commit an offence.

*Regulation 8* amends Article 161 (which deals with the appointment of a liquidator) to provide that where a liquidator has been appointed by the court, a creditor of the company in respect of which the creditors' winding up has been ordered under new Article 157C(1)(a) may, within 7 days of the creditors' meeting referred to in the new Article 160A, apply to the court for an order appointing some other person to be the liquidator instead of the person appointed by the court under new Article 157C(1)(a).

*Regulation 9* amends Article 163 (which deals with remuneration of liquidator, cesser of directors' powers, and vacancy in office of the liquidator) to provide that a liquidator appointed by a court in a creditors' winding up ordered by the court is entitled to receive such remuneration as is fixed by the court. It also clarifies the circumstances in which the powers of the directors would cease in a winding up.

*Regulation 10* amends Article 170 (which deals with the powers and duties of a liquidator) to provide that a court order appointing more than one person as a liquidator may provide whether any act to be done is to be done by all, or any one or more, of them and in the absence of any such provision, any such act may be done by 2 or more of them.

*Regulation 11* amends Article 175 to provide for the appointment or removal of a liquidator by the court under that Article to be made on request by the company, a director of the company, a creditor, the Viscount, the Commission, the Minister or any other person.

*Regulation 12* amends Article 190 to provide for a liquidator to give notification of the liquidator's resignation, removal or vacation from office to the court and the Viscount, in the case of a winding up ordered by the court.

*Regulation 13* amends Article 193 to prevent an application for a désastre under Bankruptcy (Désastre) (Jersey) Law 1990 where the winding up is a court ordered creditors' winding up under Article 157C(1)(a).

*Regulation 14* amends the Schedule 1 to insert penalties for offences created by Articles 157C(4), 158(4) and 160A(4)(a) and (b). In each case, the penalty for the offence is set at level 3 on the standard scale.

*Regulation 15* gives the name by which these Regulations may be cited and provides for these Regulations to come into force 21 days after they are made.





Jersey

## **DRAFT COMPANIES (AMENDMENT No. 8) (JERSEY) REGULATIONS 202-**

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Jersey

## DRAFT COMPANIES (AMENDMENT No. 8) (JERSEY) REGULATIONS 202-

Made [date to be inserted]

Coming into force [date to be inserted]

THE STATES make these Regulations under Article 194A of the [Companies \(Jersey\) Law 1991](#) –

### 1 [Companies \(Jersey\) Law 1991](#) amended

These Regulations amend Part 21 of the [Companies \(Jersey\) Law 1991](#).

### 2 Article 157 (procedure) substituted

For Article 157 there is substituted –

#### “157 Procedure

A company, not being one in respect of which a declaration has been made (and not recalled) under the Désastre Law, may be wound up under this Chapter if –

- (a) the company so resolves by special resolution; or
- (b) the court makes an order for winding up under Article 157C.”.

### 3 Article 157A, 157B, 157C and Article 157D inserted

After Article 157 there is inserted –

#### “157A Application for creditors’ winding up by creditor

- (1) A creditor may make an application to the court for an order to commence a creditors’ winding up if the creditor has a claim against the company for not less than the prescribed minimum liquidated sum and –
  - (a) the company is unable to pay its debts;
  - (b) the creditor has evidence of the company’s insolvency; or
  - (c) the creditor has the consent of the company.

- (2) A company is deemed to be unable to pay its debts for the purposes of paragraph (1)(a), if –
  - (a) the creditor to whom the company is indebted in a sum exceeding the prescribed minimum liquidated sum then due has served on the company, by way of personal service, a statutory demand in the prescribed form on the company requiring the company to pay the sum so due; and
  - (b) the company has for 21 days after service of the statutory demand failed to pay the sum or otherwise dispute the debt due to the reasonable satisfaction of the creditor.
- (3) Except in exceptional circumstances, a creditor who makes an application under paragraph (1) must give the company at least 48 hours' notice of the application that is being made.
- (4) A creditor must not make an application under paragraph (1) –
  - (a) to the extent that the creditor has agreed not to make an application; or
  - (b) whose only claim is for repossession of goods.
- (5) An application under paragraph (1) must be made in the form approved by the court and must be accompanied by an affidavit verifying the content of the form.

#### **157B Appointment of provisional liquidator**

- (1) Subject to the provisions of this Article, the court may, at any time after an application for a creditors' winding up is made under Article 157A, appoint a liquidator provisionally.
- (2) The liquidator appointed provisionally under this Article must carry out such functions that the court may confer on the liquidator.
- (3) The powers of a liquidator appointed provisionally under this Article may be limited by the order appointing the liquidator.
- (4) After the appointment of a liquidator provisionally under this Article no action must be taken or proceeded with against the company except by leave of the court and subject to such terms as the court may impose.
- (5) A liquidator appointed provisionally under this Article must as soon as is reasonably practicable after the appointment –
  - (a) give notice of the appointment to the registrar, the Viscount and the directors and creditors of the company (to the extent known to the liquidator); and
  - (b) send a copy of the relevant act of court to the registrar.

#### **157C Order of court commencing creditors' winding up**

- (1) The court, after considering an application made, and the affidavit required, under Article 157A, may –
  - (a) make an order that a creditors' winding up must commence in respect of the company from the date the application is made

- or such other date as the court deems fit and appoint a person nominated by the applicant or selected by the court as the liquidator; or
- (b) dismiss the application and make such order as it thinks fit.
- (2) The court may –
- (a) at any time adjourn the hearing of an application made under Article 157A for such time as the court thinks fit;
  - (b) require the applicant to furnish such further information as the court requires; and
  - (c) order other parties to be convened to the application.
- (3) A liquidator appointed under paragraph (1)(a) must, within 14 days after the liquidator's appointment –
- (a) give notice of the appointment to the registrar, the Viscount and the directors and creditors of the company (to the extent known to the liquidator); and
  - (b) send a copy of the relevant act of court to the registrar.
- (4) A liquidator who fails to comply with paragraph (3) commits an offence.
- (5) Article 83 applies to a liquidator appointed under paragraph (1)(a) as it applies to a director.
- (6) If, as a result of an application made by a creditor, an order for a creditors' winding up is made and the company was not insolvent at the date that the application was made, the company has the right of action against the applicant to recover damages for or in respect of any loss sustained by the company as a consequence of the order, unless the applicant, in making the application, acted reasonably and in good faith.
- (7) Any action brought under paragraph (6) must be commenced within 12 months from the date of the application.

#### **157D Company's application to terminate creditors' winding up**

- (1) A company may, at any time during the course of the creditors' winding up which has been ordered by the court under Article 157C(1)(a), apply to the court for an order terminating the creditors' winding up.
- (2) The court must refuse an application made under paragraph (1) if the court is not satisfied that the property of the company is at the time of the application sufficient to pay in full claims filed with the liquidator or claims which the liquidator has been advised will be filed within the prescribed time.
- (3) In considering an application under paragraph (1), the court must have regard to the interests of –
  - (a) creditors who have filed a proof of debt;
  - (b) creditors whose claims the liquidator has been advised will be filed within the prescribed time; and
  - (c) the company.

- (4) If the court makes an order under this Article, the court may make such further order as it thinks fit.
- (5) If the court makes an order under this Article, the creditors' winding up terminates from the date of the order unless the court orders otherwise.
- (6) An order made under this Article does not prejudice the validity of any act of the liquidator relating to the company between the date the application for the creditors' winding up is made under Article 157C(1)(a) and the date of the termination of the creditors' winding up under paragraph (5)."

#### **4 Article 158 (notice of winding up) amended**

In Article 158 after paragraph (2) there is inserted –

- (3) If the court orders a creditors' winding up, the liquidator must within 14 days of the date of the order give notice of that fact in the Jersey Gazette.
- (4) If a liquidator fails to comply with paragraph (3), the liquidator commits an offence."

#### **5 Article 159 (commencement and effects of creditors' winding up) amended**

In Article 159(1) after sub-paragraph (b) there is inserted –

- (c) if the court orders the creditors' winding up under Article 157C(1)(a), at the time the application is made under Article 157A(1), unless the court orders otherwise,".

#### **6 Article 160 (meeting of creditors in creditors' winding up) amended**

In Article 160 –

- (a) in the Article heading after "creditors' winding up" there is inserted "other than a court ordered creditors' winding up";
- (b) before paragraph (1), there is inserted –  
“(1A) This Article applies in the case of a creditors' winding up that is not ordered by the court.”.

#### **7 Article 160A (meeting of creditors following court ordered creditors' winding up) inserted**

After Article 160 there is inserted –

##### **“160A Meeting of creditors following court ordered creditors' winding up**

- (1) If the court orders a creditors' winding up in respect of a company under Article 157C(1)(a) or appoints a liquidator provisionally under Article 157B, the liquidator must –

- (a) within 7 days after the date of appointment of the liquidator, give to the creditors of the company known to the liquidator notice in writing calling a meeting of creditors to be held in Jersey on the day falling 21 days after the date of the court order, or if that day is not a working day, the next working day after that day;
  - (b) give notice in the Jersey Gazette of the creditors' meeting not less than 10 days before the day for which the meeting has been called; and
  - (c) during the period before the creditors' meeting, furnish creditors free of charge with such information concerning the company's affairs as they may reasonably require and which is in the possession of the liquidator.
- (2) The directors of a company in respect of which a creditors' winding up has been ordered under Article 157C(1)(a) must –
- (a) make out a statement as to the affairs of the company, verified by affidavit by some or all of the company's directors; and
  - (b) lay the statement before the creditors' meeting.
- (3) The liquidator appointed by the court must preside over the creditors' meeting called under this Article.
- (4) If –
- (a) the liquidator appointed by the court without reasonable excuse fails to comply with paragraph (1), the liquidator commits an offence; or
  - (b) the directors of the company in respect of which a creditors' winding up is ordered without reasonable excuse fail to comply with paragraph (2), the directors commit an offence.
- (5) For the purposes of paragraph (1) "working day" means a weekday (within the meaning of Part 1 of the Schedule to the [Public Holidays and Bank Holidays \(Jersey\) Act 2010](#)) other than –
- (a) a day specified in that Schedule as a day which is to be observed as a public holiday; or
  - (b) a day noted in that Schedule as a day which is by custom observed as a general holiday."

## 8 Article 161 (appointment of liquidator) amended

In Article 161 after paragraph (4) there is inserted –

- "(4A) Where a liquidator has been appointed by the court, a creditor of the company in respect of which the creditors' winding up has been ordered under Article 157C(1)(a) may, within 7 days of the creditors' meeting referred to in Article 160A, apply to the court for an order appointing some other person to be the liquidator instead of the person appointed by the court under Article 157C(1)(a)."

## **9 Article 163 (remuneration of liquidator, cesser of directors' powers, and vacancy in office of liquidator) amended**

In Article 163 –

- (a) in paragraph (1) after “creditors’ winding up” there is inserted “(other than a liquidator appointed by the court)”;
- (b) after paragraph (1) there is inserted –  
“(1A) A liquidator appointed by a court in a creditors’ winding up ordered by the court is entitled to receive such remuneration as is fixed by the court.”;
- (c) for paragraph (2) there is substituted –  
“(2) In a creditors’ winding up, on the appointment of a liquidator all the powers of the directors cease except –
  - (a) in the case of a creditors’ winding up that is not ordered by the court, so far as the liquidation committee (or, if there is no committee, the creditors) sanction their continuance; or
  - (b) in the case of a creditors’ winding up that is ordered by the court under Article 157C(1)(a), so far as the court or liquidator sanction their continuance.”;
- (d) for paragraph (3) there is substituted –  
“(3) The creditors, in the case of a creditors’ winding up that is not ordered by the court under Article 157C(1)(a) or the court, in the case of a creditors’ winding up ordered by the court under Article 157C(1)(a), may at any time remove a liquidator.”.

## **10 Article 170 (powers and duties of liquidator) amended**

In Article 170 –

- (a) in paragraph (5) after “The appointment” there is inserted “(other than pursuant to a court order)”;
- (b) after paragraph (5) there is inserted –  
“(6) A court order appointing more than one person as a liquidator may provide whether any act to be done is to be done by all or any one or more of them and in the absence of any such provision, any such act may be done by 2 or more of them.”.

## **11 Article 175 (appointment or removal of liquidator by the court) amended**

In Article 175 after paragraph (2) there is inserted –

- (3) The appointment or removal of a liquidator under this Article may be made on request by the company, a director of the company, a creditor, the Viscount, the Commission, the Minister or any other person.”.

**12 Article 190 (notification by liquidator of resignation, etc.) amended**

For Article 190(1) there is substituted –

- “(1) A liquidator who resigns, is removed or for any other reason vacates office must within 14 days after the resignation, removal or vacation of office give notice thereof, signed by the liquidator, to the registrar; and –
- (a) in the case of a creditors’ winding up (except where the removal is under Article 163(3)), to the creditors;
  - (b) in the case of a creditors’ winding up ordered by the court, to the court and the Viscount.”.

**13 Article 193 (bar against other proceedings in bankruptcy) amended**

In Article 193 after “Désastre Law” there is inserted “where the winding up is not one ordered by the court under Article 157C(1)(a)”.

**14 Schedule 1 (punishment of offences) amended**

In the table in Schedule 1 –

- (a) after the entry relating to Article 155(6) there is inserted –

“157C(4)	Failure of a liquidator to comply with Article 157C(3) (order of court commencing creditors’ winding up)	Level 3”;	
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- (b) after the entry relating to Article 158(2) there is inserted –

“158(4)	Failure of a liquidator to comply with Article 158(3) (notice of winding up)	Level 3”;	
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- (c) after the entry relating to 160(3) there is inserted –

“160A(4)(a)	Failure of the liquidator appointed by the court without reasonable excuse to comply with Article 160A(1) (meeting of creditors following court ordered creditors’ winding up)	Level 3	
160A(4)(b)	Failure of the directors of the company in respect of which a creditors’ winding up is ordered without reasonable excuse to comply with Article 160A(2) (meeting of creditors following court ordered creditors’ winding up)	Level 3”.	

**15 Citation and commencement**

These Regulations may be cited as the Companies (Amendment No. 8) (Jersey) Regulations 202- and come into force 21 days after they are made.