**NOTICE OF DECISION(S) BY DEEMED CONSENT**

Pursuant to S246ZF of the Insolvency Act 1986 and Rule 6.14 and Rule 15.7 (of Part 15) of the Insolvency (England and Wales) Rules 2016 (**the Rules**)

**[COMPANY NAME] LIMITED (**the **Company)**

**Registered Number - [Insert registered number]**

**THE PROPOSED DECISION(S)**

The following decision(s) is/are proposed by [Name], *[enter EITHER]* the director of the Company *[OR where there is more than one director, include the following wording instead]* in their capacity as the chair of the Company’s Board of Directors (**the Convener**), to be made by the deemed consent procedure.

*[Note: The Insolvency Service have now confirmed that where there have been no representations made by creditors about the formation of a committee and the profile of the case is such that a committee would not be of significant benefit, then it would be reasonable to use deemed consent for the liquidation committee invite when seeking the liquidator’s nomination and this is set out as decision 2 below for use if appropriate.*

*If, however, it is felt that a committee may be useful, or creditors have already indicated a desire to form one, then a deemed consent decision for the committee invite will not be reasonable and a decision by correspondence should be sought instead for this, inviting creditors to nominate members. This may be done alongside any decisions about unpaid pre-appointment fees and/or the agreement to the liquidator’s post-appointment fee basis (use CVL312 + CVL313), or as a stand-alone decision where no fee decisions are being sought but a committee may be appropriate (use CVL312 + CVL313A.]*

1. *That [Name] of [IP Firm Name] be appointed to act as Liquidator of the Company [if there is to be more than one liquidator proposed change this to ‘Joint Liquidators’ and continue with the following otherwise delete it] and that any act required or authorised under any enactment to be done by the Joint Liquidators, may be done by all or any one or more of the persons holding the office of liquidator from time to time.*
2. *That a liquidation committee will not be established unless sufficient creditors have indicated an objection to this by the Decision Date, in which case a further decision will be sought about the formation of a committee.*

In the absence of 10% in value of the Company’s creditors¹ (**the Threshold**) objecting to the Proposed Decision(s) by no later than [Insert the Decision Date = which must not be earlier than 3 clear business days following delivery of this notice but also not later than 14 days after the w/up resolution is passed which will usually be timed to also be on the Decision Date] (**the Decision Date**), creditors will be treated as having made the Proposed Decision(s).

¹ *who would be entitled to vote if the decision were to be made by a qualifying decision procedure*

**Objecting to the Proposed Decision(s)**

In order to object to the Proposed Decision(s), a creditor must have delivered a notice in writing of their objection, together with a proof in respect of their claim to the Convener, who can be contacted via the contact details at the end of this Notice, by no later thanthe Decision Date, failing which their objection will be disregarded.

Please note that should you object to the Proposed Decision on the nomination of the liquidator, you will be objecting to the appointment of the proposed insolvency practitioner as liquidator, rather than making an objection to the liquidation of the Company itself, which is not the decision creditors are being asked to consider.

*[If not seeking a deemed consent decision on the formation of a liquidation committee, delete the next paragraph]*

Any objection to the decision **not** to form a liquidation committee should be accompanied by your nomination for membership of any committee subsequently formed and be delivered in writing to the Convener by no later than the Decision Date and will only be accepted if the Convener is satisfied as to the nominee’s eligibility to be a member of such a committee under Rule 17.4 of the Rules.

Under this Rule, a creditor is eligible to be a member of such a committee if the creditor has proved for a debt, the debt is not fully secured and the proof has not been wholly disallowed for voting purposes or wholly rejected for the purpose of distribution or dividend. Please note that a person cannot be a member as both a creditor and a contributory and whilst a body corporate may be a member of a creditors’ committee, it can only act through a representative appointed under Rule 17.17.

It is the Convener’sresponsibility to aggregate any objections to determine if the Threshold is met for the Proposed Decision(s) to be taken as not having been made. A creditor may appeal the decision of the Convener on the aggregation of objections, however such an appeal may not be made later than 21 days after the Decision Date.

If the Threshold is met, the deemed consent procedure will terminate without a decision being made. In these circumstances, it is a requirement of the Rules that a physical meeting of creditors be convened for the purpose of seeking a decision of creditors on the nomination of a person to act as liquidator of the Company. Creditors should be aware that an additional charge will be levied in relation to the costs of convening and holding the physical meeting in these circumstances - see the section on **Request for a physical meeting** below for further information about these costs. The decision concerning the formation of a liquidation committee will also then be dealt with at the subsequent meeting of creditors.

**Resolution that the Company be wound up voluntarily**

*[Where the resolution to wind up has NOT been passed at the time of sending this notice [likely], include the following]*

The resolution that the Company be wound up voluntarily will be considered by the Members on the Decision Date.

*[OR if this is a Centrebind liquidation and the winding-up resolution has already been passed, include the following instead]*

A resolution that the Company be wound up voluntarily was passed by the Members on [Insert Date].

**Creditor information**

*[Insert one of the following paragraphs]*

A list of the names and addresses of the Company’s creditors will be available for inspection, free of charge, at [Insert address in the relevant locality where this list will be made available] on the two business days immediately before the Decision Date.

*[OR]*

[IP Name] of [IP Firm Address], being an individual qualified to act as an insolvency practitioner in relation to the Company, will furnish creditors free of charge with such information concerning the Company’s affairs as they may reasonably require during the period before the Decision Date.

*[Where this notice is being delivered* ***before*** *the SoA, include the following paragraph on the SoA, otherwise delete it]*

**Statement of Affairs**

Pursuant to Section 99 of the Insolvency Act 1986, the directors of the Company are required before the Decision Date and before the end of the period of 7 days beginning with the day after the day on which the Company passes a resolution for winding up, to make out a statement (in the prescribed form) as to the affairs of the Company and to send the same to the Company’s creditors.

**Creditors with a small debt**

Any creditor whose debt may be treated as a small debt (less than £1,000 inclusive of VAT) must still deliver a proof in respect of their claim should they wish to object to the decision(s) being proposed.

**Opting-out**

Any creditor who may wish to opt-out from the proceedings in due course, must still deliver a proof in respect of their claim should they wish to object to the decisions(s) being proposed at this stage.

**Request for a physical meeting**

Insolvency legislation also provides that creditors who meet certain thresholds, namely 10% in value of creditors, 10% in number of creditors or 10 creditors, may require a physical meeting to be held to consider the proposed decision in any event. Such a request must be made in writing to the Convener before the Decision Date. To enable the Convener to determine whether a threshold has been met, please also provide a proof in respect of your claim with any request for a physical meeting.

Creditors are advised that should a physical meeting be requested, or the proposed deemed consent decision process objected to (which will also result in a physical meeting being called in accordance with insolvency legislation), a charge of £[Amount] plus VAT will be levied by [IP Firm Name] to cover the cost of convening and holding the physical meeting, approval of which will be sought at the creditors meeting. This charge will be in addition to the costs incurred by the above firm in assisting the directors with the preparation of the statement of affairs and the original decision process by deemed consent.

**Contact details**

Documents required to be delivered to the Convener pursuant to this notice can be sent by post to [IP Firm Name & Address] or alternatively by email to [IP email address]. Any person who requires further information may contact [Name] by telephone on [Telephone] or alternatively by e-mail at [Email address].

Dated:

Signed: …………………………………………..

**Convener**