**NOTICE OF DECISION(S) BEING SOUGHT AT A PHYSICAL MEETING   
(A DECISION PROCEDURE)**

Pursuant to S246ZE of the Insolvency Act 1986 and Rule 6.14 and Rule 15.8 (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)**

Following the request of creditors to consider the decisions below at a physical meeting, [Name], *[EITHER]* the director of the Company *[OR where more than one director, include the following instead]* in their capacity as the chair of the Company’s Board of Directors (**the Convener**), gives notice that a physical meeting has been convened and will be held on [Date].

The following decisions are proposed as decisions to be made by the Company’s creditors:

*[include or delete decisions as appropriate]*

1. *That creditors decide on the nomination of a Liquidator. It is proposed that [Name], of [Firm Name], be appointed Liquidator [if this is to be a joint appointment 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 the unpaid pre-appointment costs of [IP Firm Name & Address] as detailed below be approved for payment.*
3. *That the basis of the Liquidator’s remuneration be fixed [insert either - as time costs OR as a percentage of the value of the company's assets OR as a set amount OR insert details of the combination of bases] as detailed in the fees estimate/information provided to creditors with this Notice.*
4. *That the Liquidator be authorised to draw Category 2 expenses in accordance with his firm’s published tariff, provided to creditors with this Notice.*
5. *Whether a liquidation committee should be established if sufficient creditors are willing to be members of a committee and if so, who the creditors’ wish to nominate for membership of the committee.*

**Meeting arrangements**

The meeting of creditors will be held at [Address] on [Date] (**the Decision Date**) at [Time].

*[The meeting must be held* ***not earlier than*** *3 business days after the ‘delivery’ of this notice in accordance with the Rules to creditors and* ***not later than*** *14 days after the threshold for objections to the deemed consent procedure or requests for a physical meeting was reached]*

The meeting may be suspended or adjourned by the chair of the meeting (and must be adjourned if it is so resolved at the meeting).

**Entitlement to vote**

In order to be entitled to vote at the meeting (either in person or by proxy), creditors must have submitted a proof in respect of their claim (unless a proof has already been submitted) to the Convener via the contact details below, by no later than 4pm on [Insert the date of the business day immediately before the meeting date].

Any creditor entitled to attend and vote at the meeting is entitled to do so either in person or by proxy and a form of proxy is enclosed with the letter accompanying this notice. If you cannot attend and wish to be represented at the meeting, a completed proxy form must be delivered to the Convener via the contact details below, prior to the meeting.

*[If the deemed consent procedure was being followed initially (rather than a virtual meeting), include the following section, otherwise delete it]*

**Termination of deemed consent procedure**

As a result of the requisitioned physical meeting, the original deemed consent procedure has now been superseded.

**Remote attendance**

A creditor may request that they be permitted to attend the meeting remotely. Any such requests should be made to the Convener via the contact details below and must be received in advance of the meeting. Please note that whether a creditor is permitted to attend the meeting remotely is at the Convener’s discretion.

**Creditors’ committee – nominations**

Any nominations for membership of the committee will only be accepted if the Convener is satisfied as to the nominee’s eligibility to be a member of such committee under Rule 17.4 of the Rules. Please note that nominations for membership can also be made on the proxy form accompanying this notice.

Under Rule 17.4, 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.

**Complaint in relation to conduct of the meeting**

Any person who is permitted by the Convener to attend the meeting remotely and does so, but whom considers that the arrangements made by the Convener did not enable them to attend the whole or part of the meeting, may make a complaint in accordance with Rule 15.38 of the Rules. Such a complaint must be made by no later than 4pm on the business day following the meeting, or where the complainant has sought an indication under Rule 15.37, by no later than 4pm on the business day following the complainant receiving the indication.

**Appeal of decision of the chair of the meeting**

Pursuant to Rule 15.35 of the Rules, any creditor may apply to the court to appeal a decision of the chair of the meeting. However, an appeal must be made within 21 days of the Decision Date.

*[If pre-appointment costs approval is not being sought, delete the section below prior to issue. If they have been paid already, disclosure of the same should be made in the SIP6 report and this section will not be required]*

**Pre-appointment costs**

The services provided by [IP firm] were requested by the directors and given for the benefit of creditors of the Company. The Insolvency Rules provide that any reasonable and necessary expenses associated with these services may be paid out of the Company’s assets after the commencement of the liquidation as an expense of it. If approval for the costs as an expense of the liquidation is sought, this must be from any liquidation committee (if appointed) or if no committee, from creditors.

The following pre-appointments costs were approved by the directors on behalf of the Company and a decision is now being sought to approve these as an expense of the liquidation.

1. £[amount] plus VAT and necessary expenses, in respect of assistance rendered by [IP firm] in connection with the preparation of the statement of affairs. *[If applicable continue with the following sentence, otherwise delete it]* In addition, the Company’s accountants, [Name], be paid £[amount] plus VAT for assistance provided with the preparation of the statement of affairs.
2. £[amount] plus VAT and necessary expenses, in respect of assistance given by [IP firm] to the directors to deal with the work required to seek a decision of the Company’s creditors over the nomination of a liquidator. This fee now includes the costs associated with the convening of the physical meeting of creditors as requested, in the sum of £[amount] plus VAT and necessary expenses.

*[Nb, Where unpaid pre-appointment fee approval is being sought to be paid as an expense of the estate, IPs are required to explain to creditors why the proposed set fee is expected to represent a fair and reasonable reflection of the work the IP firm has had to undertake (SIP9 requirement). The statements below are examples of what might be disclosed but should be edited as necessary for the circumstances of each case. If the fee being proposed is more than the firm’s usual costs (due to the extent of the work required on a particular case), the explanation should be tailored to explain what that work was and why it was necessary in support of the request for approval. Including the same generic explanation regardless of the level of fee may attract regulatory criticism. If more detailed work was carried out by the 3rd party accountant for example, you should also ensure the explanation covers the work they have done in more detail and why this was deemed necessary.]*

The above costs in assisting the director(s) to prepare a statement of affairs for the Company include reviewing the Company’s accounting records, liaising with agents where necessary to establish values for any assets owned by the Company and liaising with the Company’s accountants, bankers, director(s) and staff as necessary to enable this document to be prepared and verified ahead of the Decision Date. This may have included instructing the Company’s accountants to assist in this process, in which case, their costs will also be reflected above.

The costs associated with seeking a decision from the Company’s creditors on the nomination of a liquidator, include making available information on the financial affairs of the Company in order that creditors can make an informed decision. The decision-making process involved liaising with the director(s) to understand the Company’s relevant trading activity and financial history in the period leading up to liquidation and reviewing and extracting company/accounting information in order to prepare the necessary paperwork and circulating creditors with the decision-related documentation on behalf of the director(s), including any costs relevant to the calling of the physical meeting.

As creditors requested that the decision on the nomination of the liquidator be sought at a physical meeting instead of [by deemed consent OR at a virtual meeting], the costs associated with the decision process have increased to cover the additional notification requirements, the convening of the meeting itself, and the necessary costs associated with the preparation for that meeting (which may include any expenses associated with the hiring of external meeting rooms, etc where it is not possible to hold this meeting at the proposed liquidator’s offices).

We consider that the set fees agreed with the director(s) and proposed for approval by creditors as an expense of the liquidation represent a fair and reasonable reflection of the above work this firm has carried out to assist the director(s) to place the Company into liquidation.

**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 vote on 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 vote on the decisions(s) being proposed at this stage.

**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 e-mail to [Insert email address]. Any person who requires further information may contact [Name] by telephone on [Telephone] or alternatively by email at [Email address].

Dated:

Signed: ………………………………………

**Convener**