

Companies Regulations 2006

Pursuant to section 348 of the Companies Act 2006, Cabinet makes the following regulations.

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Regulations

1 Title

These regulations are the Companies Regulations 2006.

2 Commencement

These regulations come into force on 1 August 2006.

3 Interpretation

- (1) In these regulations, unless the context otherwise requires, **Act** means the Companies Act 2006.
- (2) Any term or expression that is defined in the Act and used, but not defined, in these regulations has the same meaning as in the Act.

Part 1 Registrar's forms and fees

4 Office hours

The office of the Registrar must be open to the public for the transaction of business on every working day, during such hours as the Registrar of Companies fixes from time to time, either generally or in any particular case.

5 Forms

- (1) The forms set out in Schedule 1 must be used for the purposes of the Act, and the particulars contained in those forms are prescribed as the particulars required under the Act.
- (2) If a prescribed form continues on 2 or more pages the following heading must appear at the top of each of those pages:

Name of company/*
proposed company*

Company number

**Delete if not applicable*

- (3) A form in Schedule 1 may be varied as the circumstances of any particular case may require.

6 Fees

The fees set out in Part 1 of Schedule 2 are payable to the Registrar in respect of the matters to which they relate.

7 Penalties

- (1) Subject to subclause (2), the amounts specified in Part 2 of Schedule 2 are payable by way of penalty for failure to deliver a document to the Registrar within the time prescribed by the Act.
- (2) If any document is delivered to the Registrar after the time specified in the Act in respect of the document, and the Registrar is satisfied that the omission to deliver the document within the time limit was accidental or due to inadvertence, or that it is just and equitable to do so, the Registrar may remit wholly or partly the fee payable in respect of the late delivery of the document.

8 General requirements for documents

- (1) All documents prepared to be registered or to be delivered, sent, or forwarded to the Registrar must be legible.
- (2) If a document is required to be signed,—
 - (a) the signature must be an original signature; and
 - (b) the name of the signatory must be legibly typed, printed, stamped, or written below the original signature.
- (3) The Registrar may accept documents in electronic form, and may determine the requirements, including any requirements in respect of signature, that apply in respect of documents provided in electronic form. Subclause (1) and (2), and regulation 5, apply to documents provided in electronic form subject to any modifications determined by the Registrar.

9 Documents must be in the Niuean or English languages

- (1) Subject to subclause (4), all documents filed with the Registrar must be in the Niuean language or English.
- (2) The Registrar may require a person who files a document in English to provide the Registrar with a verified translation into the Niuean language within the time that the Registrar specifies.
- (3) The Registrar may require a person who files a document in the Niuean language to provide the Registrar with a verified translation into English within the time that the Registrar specifies.
- (4) A person may, if it is necessary to do so, file a document that is not in the Niuean language or in English (for example, the document constituting or defining the constitution of an overseas company), but the document must be accompanied by a verified translation.

Part 2

Annual report and financial statements

Annual report

10 Contents of annual report for public companies

- (1) Every annual report for a public company must be in writing and be dated and, subject to subclause (3), must—
 - (a) state, in respect of each director or former director of the company, the total of the remuneration and the value of other benefits received by that director or former director from the company during the accounting period; and
 - (b) state the total amount of donations made by the company during the accounting period; and
 - (c) state the amounts payable by the company to the person or firm holding office as auditor of the company as audit fees and, as a separate item, fees payable by the company for other services provided by that person or firm.
- (2) A company that is required to include group financial statements in its annual report must include, in relation to its subsidiaries, the information specified in subclause (1).
- (3) The annual report of a company need not comply with paragraphs (a) to (c) of subclause (1) if, and to the extent that, all shareholders agree that the report need not do so.

Financial statements

11 Form of financial statements

- (1) Subject to subclause (2), financial statements of a company prepared for the purposes of the Act—
 - (a) must be in the form set out in Schedule 3; and
 - (b) must contain the information required by that form; and
 - (c) may contain any other information that the board of the company considers to be appropriate for inclusion in the financial statements.
- (2) If, in the financial statements of a company, the amount of an item for an accounting period is not material and the amount of that item for the preceding accounting period is also not material, neither of those items need be separately disclosed.

12 Directions for preparation of financial statements

Financial statements of a company prepared for the purposes of the Act must comply with the following accounting policies:

Accrual accounting

Accrual accounting must be used to record the effects of transactions and events when they occur.

Accounts receivable

Accounts receivable must be stated at their estimated net realisable value.

Depreciation

Depreciation must be calculated either—

- (a) using the rates permitted under the Income Tax Act 1961;
- or
- (b) on a systematic basis over the economic life of the asset.

Inventories

Inventories must be valued at the lower of cost and net realisable value.

Non-current assets

Non-current assets must be stated at cost or valuation less aggregate depreciation or amortisation.

Income tax

Income tax must be accounted for by the taxes payable method.

13 Financial statement of public companies

In addition to the requirements of clauses 11 and 12, the financial statements of a public company must either—

- (a) comply with international accounting standards; or
- (b) if the financial statements of a public company do not comply with international accounting standards, state how, and why, the financial statements do not comply with those accounting standards.

**Part 3
Liquidations**

Prescribed amount for statutory demand

14 Prescribed amount for statutory demand

The sum of \$1,500 is the amount prescribed for the purposes of section 221(2)(a) of the Act.

Prescribed forms

15 Claim by unsecured creditor

A claim by an unsecured creditor under clause 6(1) of Schedule 18 of the Act must be in form 1 in Schedule 4.

16 Secured creditor valuing security and claiming as unsecured creditor for balance due

A valuation and claim by a secured creditor under clause 9 of Schedule 18 of the Act must be in form 2 in Schedule 4.

Remuneration of liquidators

17 Remuneration of certain liquidators

Unless the Court otherwise orders under clause 14(2) of Schedule 14 of the Act, the remuneration of every liquidator appointed under section 217 of the Act is the greater of either—

- (a) an amount of \$3,000; or
- (b) a fee calculated on an hourly rate in accordance with the following:
 - (i) for work undertaken by the liquidator, \$97.50 per hour or part of an hour;
 - (ii) for work undertaken by an accountant or solicitor employed by the liquidator, \$105 per hour or part of an hour;
 - (iii) for work undertaken by any other employee of the liquidator, \$60 per hour or part of an hour.

Court proceedings

18 Application of Schedules 5 to 7

- (1) Schedules 5 to 7 apply in respect of every application to the Court—
 - (a) for putting a company into liquidation; or
 - (b) for an order under section 102 of the Act.
- (2) Clauses 36 and 37 of Schedule 5 apply in respect of a notice under clause 8 of Schedule 17 of the Act.

- (3) The rules of procedure and general practice of the Court apply to applications to which subclause (1) applies and notices to which subclause (2) applies except in so far as they are modified by or inconsistent with Schedules 5 and 6 of these regulations or the Act, as the case may be.
- (4) A form in Schedule 6 may be varied as the circumstances of any particular case may require.
- (5) In Schedules 5 to 7, **Registrar**—
 - (a) means a Registrar of the Court; and
 - (b) includes a Deputy Registrar of the Court.

Schedule 1 Forms

Form 1	Application for incorporation of company
Form 2	Consent of director or directors
Form 3	Application to change name of company
Form 4	Notice of adoption or alteration of rules
Form 5	Notice of change of registered office or postal address
Form 6	Notice of issue of shares
Form 7	Notice of acquisition by company of own shares
Form 8	Notice of redemption of shares by company
Form 9	Notice of change of directors, or in the name, residential address, or postal address of directors
Form 10	Annual return
Form 11	Certificate of execution of instrument creating charge and details of charge
Form 12	Certificate of execution of deed or giving of debenture and details of charge
Form 13	Certificate of acquisition of property subject to charge and particulars of charge
Form 14	Certificate of registration of charge
Form 15	Request to remove company from register
Form 16	Notice of change of name of overseas company
Form 17	Application for registration of overseas company on overseas register
Form 18	Notice of change in directors, change in place of business, change in postal address, or change in persons authorised to accept service
Form 19	Annual return of overseas company
Form 20	Notice by overseas company of intention to cease to carry on business in Niue
Form 21	Application by overseas company to register as company
Form 22	Application for removal from Niue register on transfer of incorporation
Form 23	Application for reregistration of international business company

Schedule 1—continued
Form 1
Application for incorporation of company
Section 6, Companies Act 2006

[If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.]

Name of proposed
company

Place a tick ✓ in the appropriate box

Private company

Public company

Address of registered
office

*[This must be a physical
address in Niue and must not
be a PO Box or Private Bag
address]*

Postal address

Rules differ from model rules

Model rules for private company apply

Model rules for single shareholder company
apply

Model rules for public company apply

Tick ✓ one

Schedule 1—continued
Form 1—continued

Directors

The following persons are the directors of the proposed company:

Full legal name*	Residential address and postal address	Email address <i>[optional]</i>

**Please give first name(s) followed by surname in BLOCK letters.*

Schedule 1—continued
Form 1—continued

Share parcels

The following persons are the shareholders of the proposed company:

Full legal name*	Address†	Number of shares <i>[Please indicate if shares are held jointly.]</i>

**In the case of a natural person, please give first name(s) followed by surname in BLOCK letters.*

†In the case of a natural person, please give residential address. In the case of a body corporate, please give the address of its registered office or, if it does not have a registered office, of its principal place of business.

Total number of shares:

The following must accompany this form:

- 1 The consent by each person named as a director to act as a director of the company. *[Please use form 2 for this purpose.]*
- 2 A copy of the rules of the company, if they differ from the model rules.
- 3 The prescribed fee.

Signature of applicant:

Date:

Full legal name of applicant:

Address of applicant:

[If there is more than 1 applicant, each must sign and provide full legal name and address in the prescribed format.]

Schedule 1—continued
Form 1—continued

Completed by

Address

Email*
**Optional*

Telephone

Facsimile*
**Optional*



Schedule 1—continued
Form 2
Consent of director or directors
Sections 6, 86, 88, 144, Companies Act 2006

[If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.]

Name of company

Company number

Director's first
Name(s)

Director's
surname

[Please ensure your full legal name is provided—initials are not allowed.]
[Please read the disqualification details below.]

I consent to be a director of the above proposed company and certify that I am not disqualified from being appointed or holding office as a director of a company.

Signature

Director's residential address

Director's postal address

Disqualification details

Please ensure that you are not disqualified from being a director of this company before signing this consent form.

A person who is not a natural person cannot be a director of a company.

Schedule 1—continued
Form 2—continued

A person cannot be a director of a company if he or she is any of the following:

- under 21 years of age:
- an undischarged bankrupt:
- prohibited from being a director or promoter of or being concerned or taking part in the management of a company under the Companies Act 2006:
- a person in respect of whom a trustee order is in force under section 501 of the Niue Act 1966, or in respect of whom an order of medical custody is in force under section 602 of that Act:
- not eligible because of requirements contained in the company's rules.

Completed by

Address

Email*
**Optional*

Telephone

Facsimile*
**Optional*

Schedule 1—continued
Form 3
Application to change name of company
Section 11, Companies Act 2006

Existing name of company		Company number

Proposed name of company	
--------------------------	--

[This application must be made by a director of the company with the approval of its board or by a person authorised by the company's rules.]

Signature of director/
authorised person: Date:

Full legal name of director/
Authorised person:

Completed by		Email*	
Address		Telephone	
		Facsimile*	
		<i>*Optional</i>	

Schedule 1—continued
Form 4
Notice of adoption or alteration of rules
Section 14, Companies Act 2006

Company name

Company number

The company has—

Place a tick ✓ in the appropriate box

<input type="checkbox"/>	adopted model rules for private company	Date*	<input type="text"/>
<input type="checkbox"/>	adopted model rules for single shareholder company	Date*	<input type="text"/>
<input type="checkbox"/>	adopted model rules for public company	Date*	<input type="text"/>
<input type="checkbox"/>	adopted new rules which differ from model rules	Date*	<input type="text"/>
<input type="checkbox"/>	altered its rules	Date*	<input type="text"/>

**Please insert the date on which the company adopted or altered its rules (as the case may be).*

A copy of the rules as adopted/†alteration to the rules† is attached to this notice.

†Delete if not applicable.

Model rules need not be attached to this notice.

Schedule 1—continued
Form 4

Signature of director/
authorised person: Date:

Full legal name of director/
Authorised person:

Completed by		Email* <i>*Optional</i>	
Address		Telephone	
		Facsimile* <i>*Optional</i>	

Schedule 1—continued
Form 5
Notice of change of registered office or postal address
Section 18, Companies Act 2006

Company name

Company number

Address of new
registered office
[if applicable]

The change in the registered office of the company takes effect on

Day

Month

Year

New Postal address
[if applicable]

The change in the postal address of the company takes effect on

Day

Month

Year

Important information

- A company must have a registered office and a postal address in Niue.
- The postal address may be the company's registered office or another place, including a PO Box or private bag.
- The registered office may be at the company's place of business or another place, but it must not be a PO Box or private bag.
- If the registered office or the postal address is at the offices of any firm of chartered accountants, barristers and solicitor, or any other person, you must state that the company's registered office or its postal address is at the offices of that firm or person and also state the particulars of the location in any building of those offices.
- If the registered office or postal address is not at the offices of any such firm or person but is located in a building occupied by persons other than the company, you must state the particulars of its location in the building.

Schedule 1—continued
Form 5—continued

Note: The change in registered office or the change in postal address takes effect on the later of—

- the date that is 5 working days after the notice is received by the Registrar; or
- any date specified in the notice as the date on which the change is to be effective.

Postal address to which communications from the Registrar may be sent

Signature of director/
authorised person:

Date:

Full legal name of director/
authorised person:

Completed by
Address

Email*
**Optional*

Telephone

Facsimile*
**Optional*

Schedule 1—continued
Form 6
Notice of issue of shares
Section 26(2), Companies Act 2006

[If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.]

Company name

Company number

Issue of shares

Shares prior to this issue _____ (a)

Set out in the table below are the particulars of the issue of shares by the above company.

Date of issue	Number of shares

Total shares issued in this issue _____ (b)

Total company shares (a + b = c) _____ (c)

Signature of director/
 authorised person:

Date:

Full legal name of director/
 authorised person:

Completed by

Address

Email*
**Optional*

Telephone

Facsimile*
**Optional*

Schedule 1—continued
Form 7
Notice of acquisition by company of own shares
Section 31(3), Companies Act 2006

[If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.]

Company name

Company number

Set out in the table below are particulars of the acquisition by the above company of its own shares.

Name of person(s) from whom shares acquired	Number of shares acquired	Date of acquisition

Are the shares cancelled? *[tick✓ if applicable]*

Yes

No*

Total number of company shares
after acquisition

*[*Shares acquired by a company are cancelled unless its rules expressly provide otherwise. Only tick this box if the company has rules that differ from the model rules, and expressly provide that the relevant shares are not cancelled on acquisition.]*

Schedule 1—continued
Form 7—continued

Signature of director/
authorised person:

Date:

Full legal name of director/
authorised person:

Completed by

Address

Email*
**Optional*

Telephone

Facsimile*
**Optional*

Schedule 1—continued
Form 8
Notice of redemption of shares by company
Section 35(5), Companies Act 2006

[If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.]

Company name

Company number

Set out in the table below are particulars of the redemption of shares by the above company.

Name of person(s) whose shares are redeemed	Number of shares redeemed	Date of redemption

Are the shares cancelled? [*tick✓ if applicable*]

Yes

No*

Total number of company shares after redemption

*[*Shares redeemed by a company are cancelled unless its rules, or the terms of issue, provide otherwise. Only tick this box if the company's rules or the terms of issue, provide that the relevant shares are not cancelled on redemption.]*

Schedule 1—continued
Form 8—continued

Signature of director/
authorised person: Date:

Full legal name of director/
authorised person:

Completed by

Address

Email*
**Optional*

Telephone

Facsimile*
**Optional*

Schedule 1—continued
Form 9

**Notice of change of directors, or in the name, residential address
or postal address of directors**
Section 88(1), Companies Act 2006

[If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.]

Company name

Company number

***Director(s) ceasing to hold office**

[Please provide director's full legal name.]

First name(s)	Surname	Residential address and postal address	Date on which director ceased to hold office

**Complete only if applicable.*

***Appointment of new director(s)**

[Please provide director's full legal name.]

First name(s)	Surname	Residential address and postal address	Date of appointment

[In the case of the appointment of a new director, the consent and certificate of the new director must be attached to this form. Please use form 2 for this purpose.]

**Complete only if applicable.*

Schedule 1—continued
Form 9—continued

***Change of name or residential address or postal address of director**
[Attach separate sheets for multiple entries.]

Director's
surname

Former
surname*

**Complete only if applicable.*

First name(s)

Former
first
name(s)*

**Complete only if applicable.*

Residential
address

Former
residential
address*

**Complete only if applicable.*

Postal
address

Former
postal
address*

**Complete only if applicable.*

Schedule 1—continued
Form 9—continued

Date of
change

--	--

Day

--	--

Month

--	--

Year

Set out below are the names and residential and postal addresses of every person who is a director of the company from the date of this notice.

Full legal name*	Residential address and postal address

**Please give first name(s) followed by surname in BLOCK letters.*

Signature of director/
authorised person:

Date:

Full legal name of director/
authorised person:

[This form cannot be signed by a resigned director.]

Completed by

Address

--	--

Email*
**Optional*

--

Telephone

--

Facsimile*
**Optional*

--

Schedule 1—continued
Form 10
Annual return
Section 124, Companies Act 2006

[If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.]

Company name

--

Company number

--

Place a tick ✓ in the appropriate box

Private company

--

Public company

--

Address for communication

[This is the postal address to which communications from the Registrar will usually be sent.]

Current address	Updated address

Address of Registered office

[This address must be a physical address and not a PO Box, or Private Bag address.]

Current address	Updated address

Postal address

Current address	Updated address

Schedule 1—continued
Form 10—continued

Company directors

Full legal name*	Residential address and postal address

Share parcels

Total number of shares issued

[Please give in the table below the names and addresses of, and the number of shares held by, the persons holding the 10 largest numbers of shares.]

[Please tick ✓ the box if the company has more than 10 share parcels.]

Schedule 1—continued
Form 10—continued

Number of shares in share parcel	Full legal name(s) of shareholders(s)	Address(es) of shareholder(s)*

**If the shareholder is a natural person, please give a residential address. If the shareholder is a body corporate, please give the address of its registered office or, if it does not have a registered office, the address of its principal place of business.*

[Note: If the trustees of a trust (for example, a family trust) are not incorporated under any Act, the names of all the trustees must be shown and the shares recorded as being jointly held by them.]

Auditor*

Full legal name of auditor	Address of auditor	Date of appointment

**To be completed if applicable.*

Important information

Under section 131 of the Act a company must have an auditor in respect of an accounting period if—

- it is registered as a public company at any time during that accounting period; or
- the company's rules require it to appoint an auditor in respect of that accounting period; or
- a shareholder or shareholders holding shares that together carry the right to receive more than 20% of distributions made by the company give written notice to the company before the end of the accounting period requiring the financial statements of the company for that period to be audited.

Schedule 1—continued
Form 10—continued

Date of annual return

[This is the date within the month that your return is due to be filed.]

--	--

Day

--	--

Month

--	--

Year

Authorised signature I certify that the particulars contained in this annual return are correct.

Signature of director/
authorised person:

Date:

Full legal name of director/
authorised person:

Details of person filing this return

Completed by

Address

--

Email*
**Optional*

--

Telephone

--

Facsimile*
**Optional*

--

Schedule 1—continued
Form 11
Certificate of execution of instrument creating charge or
acquisition of property subject to charge, and details of charge
Schedule 7, Companies Act 2006

[If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.]

Company name

Company number

I *[name]* certify that *[name]* Limited did on *[date]* execute an instrument creating a charge, details of which are described below. Annexed and marked with the letter “A” is a true copy of the instrument.*

**[Note: A copy of the charge must be attached in all cases except where the charge has been registered under an Act.]*

Act under which registered

Details of charge

Date of creation of charge (or date of acquisition of property subject to the charge):	
Amount secured by the charge:	
Brief details of the property charged:	
Names of persons entitled to the charge:	

Date of registration

--	--

Day

--	--

Month

--	--

Year

Schedule 1—continued
Form 11—continued

Signature of director/
authorised person: Date:

Full legal name of director/
authorised person:

Details of person completing this form

Completed by		Email* <i>*Optional</i>	
Address		Telephone	
		Facsimile* <i>*Optional</i>	

Office use only	
Date of registration:	Serial number on file:

Schedule 1—continued
Form 12
Certificate of giving of debenture and details of debenture charge
Schedule 7, Companies Act 2006

[If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.]

Company name

Company number

I *[name]* certify that *[name]* Limited did on *[date]* give a debenture, details of which are described below. Annexed and marked with the letter “A” is a true copy of the debenture/one of the debentures of the series.*

**[Note: A copy of the debenture (or of one debenture in the series) must be attached in all cases except where the debenture has been registered under an Act.]*

Act under which registered

Date of creation of debenture:	
Amount secured by the debenture:	
Brief details of the property charged to secure the debenture:	
Names of persons entitled to the debenture charge:	

Date of registration

Day

Month

Year

Schedule 1—continued
Form 12—continued

Signature of director/
authorised person: Date:

Full legal name of director/
authorised person:

Details of person completing this form

Completed by		Email* <i>*Optional</i>	
Address		Telephone	
		Facsimile* <i>*Optional</i>	

Office use only	
Date of registration:	Serial number on file:

Schedule 1—continued
Form 13
Certificate of acquisition of property subject to charge and details
of charge
Schedule 7, Companies Act 2006

[If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.]

Company name

Company number

I *[name]* certify that *[name]* Limited did on *[date]* acquire property subject to a charge, details of which are described below. Annexed and marked with the letter “A” is a true copy of the instrument.*

**[Note: A copy of the charge must be attached in all cases except where the charge has been registered under an Act.]*

Act under which registered

Date of registration

Day

Month

Year

Date of acquisition of property subject to the charge:	
Amount secured by the charge:	
Brief details of the property charged:	
Names of persons entitled to the charge:	

Schedule 1—continued
Form 13—continued

Signature of director/
authorised person: Date:

Full legal name of director/
authorised person:

Details of person completing this form

Completed by		Email* <i>*Optional</i>	
Address		Telephone	
		Facsimile* <i>*Optional</i>	

Office use only	
Date of registration:	Serial number on file:

Schedule 1—continued
Form 14
Certificate of registration of charge
Schedule 7, Companies Act 2006

Company name

Company number

I certify that a charge has been registered against [*name*] Limited. Details of the charge and registration are set out below.

.....
 (Deputy) Registrar

Office use only	
Date of registration:	Serial number on file:

Date of creation of charge: (or date of acquisition of property subject to the charge):	
Amount secured by the charge:	
Brief details of the property charged:	
Names of persons entitled to the charge:	

Schedule 1—continued
Form 15
Notice of change of name of overseas company
Section 281(3), Companies Act 2006

Company name

Company number

The above company has changed its name to—

New name of company

Effective date

Day

Month

Year

[Note: *this is the date of change in the country of incorporation.*]

Signature of director/
authorised person:

Date:

Full legal name of director/
authorised person:

Details of person completing this form

Completed by

Address

Email*
**Optional*

Telephone

Facsimile*
**Optional*

Schedule 1—continued
Form 16
Application for registration of overseas company on overseas
register
Section 283, Companies Act 2006

[If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.]

Company name

Company number

Date on which company
commenced carrying on
business in Niue

Day

Month

Year

Contact name and address
for communication

Full name

Address

Email [*optional*]

Full address of the place of business in Niue of the overseas company or, if the overseas company has more than 1 place of business in Niue, the full address of its principal place of business in Niue

Postal address in Niue of the overseas company

Schedule 1—continued
Form 16—continued

Details of person completing this form

Completed by		Email* <i>*Optional</i>	
Address		Telephone	
		Facsimile* <i>*Optional</i>	

Directors

The following persons are the directors of the company at the date of this application.

Full legal name*	Residential address and postal address	Email address <i>[optional]</i>

**Please give first name(s) followed by surname in BLOCK letters.*

Schedule 1—continued
Form 16—continued

Persons authorised to accept service

The following person/*persons* resident/* incorporated* in Niue is/* are* authorised to accept service in Niue of documents on behalf of the company:

**Delete if not applicable.*

Full legal name*	Address†

**In the case of a natural person, please give first name(s) followed by surname in BLOCK letters.*

†This address must be a physical address in Niue and not a PO Box or Private Bag address.

The following documents accompany this application:

- 1 Any document that evidences the incorporation of the company.
- 2 A copy of the rules of incorporation (or other similar instrument) of the company.
- 3 If the documents referred to in 1 and 2 above are not in English, a translation of the documents certified in accordance with the Companies Regulations 2006.

Signed by or on behalf
of the

overseas company:

Date:

Full legal name of signatory:

Schedule 1—continued

Form 17

**Notice of change in directors, change in place of business, change
in postal address, or change in persons authorised to accept
service**

Section 286(1), Companies Act 2006

[If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.]

Company name

Company number

Change in director's details

[Complete only if applicable.]

Director(s) ceasing to hold office *[Please provide director's full legal name.]*

First name(s)	Surname	Residential address and postal address	Date of which director ceased to hold office

Appointment of new director(s) *[Please provide director's full legal name.]*

First name(s)	Surname	Residential address and postal address	Date of appointment

Change of name or residential address or postal address of director

[Attach separate sheet in the prescribed format for multiple entries.]

Director's
surname

Former
surname*
**Complete only if
applicable*

Schedule 1—continued
Form 17—continued

First name(s)

--

Former first name(s)*
**Complete only if applicable*

--

Residential address

--

Former residential address*
**Complete only if applicable*

--

Postal address

--

Former postal address*
**Complete only if applicable*

--

Effective date of change of name or of residential address or of postal address

--	--

Day

--	--

Month

--	--

Year

Set out below is a full list of the current directors of the company (including new appointments) at the date this notice is signed.

Full legal name	Residential address and postal address

Schedule 1—continued
Form 17—continued

Change in address of place of business or principal place of business of overseas company

[Complete only if applicable.]

New address of place of business or principal place of business in Niue

Address

Change in postal address of overseas company

[Complete only if applicable.]

New postal address

Address

Change in persons authorised to accept service in Niue of documents on behalf of overseas company

[Complete only if applicable.]

Person ceasing to be authorised to accept service	Appointment of person authorised to accept service
Full name	Full name
Address*	Address*
Date authorisation ceased	Date appointed
	Email [optional]

**In the case of a natural person, please give a residential address. In the case of a body corporate, please give the address of its registered office or, if it does not have a registered office, the address of its principal place of business.*

Schedule 1—continued
Form 17—continued

Address for communication

[Please complete if the overseas company has a new address for communication from the Registrar.]

New address for communications

Address
Email <i>[optional]</i>

Signature of director/
authorised person:

Date:

Full legal name of director/
authorised person:

Details of person completing this form

Completed by

Address

Email*
**Optional*

--

Telephone

--

Facsimile*
**Optional*

--

Schedule 1—continued
Form 18
Annual return of overseas company
Section 287, Companies Act 2006

Company name

Company number

Date of annual return

Address of place of business or principal place of business in Niue

Person authorised to accept service in Niue of documents on behalf of the company

Full name

Address

[If more than 1 person is authorised to accept service in Niue, information about only 1 of those persons must be provided.]

Address for communications

Address

Email [optional]

Schedule 1—continued
Form 18—continued

Directors

Full legal name	Residential address and postal address	Email <i>[optional]</i>

The information on the overseas register in respect of the above company is correct at the date of this return.

Signature of director/
 authorised person: Date:

Full legal name of director/
 authorised person:

Details of person completing this form

Completed by		Email* <i>*Optional</i>	
Address		Telephone	
		Facsimile* <i>*Optional</i>	

Schedule 1—continued
Form 18—continued

Details of any other persons authorised to accept service in Niue of documents on behalf of the overseas company at the date on which this notice is signed

Full legal name	Address*	Email [optional]

**In the case of a natural person, please give a residential address. In the case of a body corporate, please give the address of its registered office or, if it does not have a registered office, the address of its principal place of business.*

Schedule 1—continued

Form 19

**Notice by overseas company of intention to cease to carry on
business in Niue**

Section 288, Companies Act 2006

Company name

Company number

The above company will cease to carry on business in Niue on

Day

Month

Year

Public notice under section 288(1)(a) of the Companies Act 2006 of the intention of the
above company to cease to carry on business in Niue was given on

Day

Month

Year

[Note: Public notice (under section 288(1)(a) of the Companies Act 2006) of the company's intention to cease
carrying on business in Niue must have been given at least 3 months before this notice is given to the
Registrar.]

Signature of director/
authorised person:

Date:

Full legal name of director/
authorised person:

Details of person completing this form

Completed by

Email*

**Optional*

Address

Telephone

Facsimile*

**Optional*

Schedule 1—continued
Form 20
Application by overseas company to register as company
Section 293, Companies Act 2006

Company name		Company number

Country in which company incorporated	
---------------------------------------	--

Specify the date on which registration is intended to become effective (which cannot be earlier than the date on which the Registrar receives this application)

Day		Month		Year	

The following documents must accompany this application:

- 1 A certified copy of the certificate of incorporation of the overseas company or any other similar document that evidences the incorporation of the overseas company.
- 2 A certified copy of its rules or other similar document.
- 3 Evidence acceptable to the Registrar that the company is not prevented from being registered as a company under the Companies Act 2006 by either sections 294 or 295 of that Act.
- 4 The documents and information that are required to register a company under the Companies Act 2006.
- 5 Any other documents and information that the Registrar may require.

Signature of director/
 authorised person: Date:

Full legal name of director/
 authorised person:

Details of person completing this form

Completed by		Email*	
Address		Telephone	
		Facsimile*	

Schedule 1—continued
Form 21
**Application for removal from Niue register on transfer of
incorporation**
Section 299, Companies Act 2006

Company name

Company number

Country or part of
country under the law
of which the company
is, or is to be,
incorporated

Specify the date on which removal from the Niue register is intended to become effective
(which cannot be earlier than the date on which the Registrar receives this application)

Day

Month

Year

The following documents must accompany this application:

- 1 Evidence acceptable to the Registrar that sections 300 and 301 of the Companies Act 2006 have been complied with.
- 2 Evidence acceptable to the Registrar that the removal of the company from the Niue register is not prevented by section 302 of the Companies Act 2006.
- 3 Written notice from the Financial Secretary that the Financial Secretary has no objection to the company being removed from the Niue register.
- 4 Evidence acceptable to the Registrar that the company is incorporated under that law, or will be incorporated under that law no later than the date on which it is to be removed from the Niue register.
- 5 Any other documents or information that the Registrar may require.

Schedule 1—continued
Form 21—continued

Signature of director/
authorised person:

Date:

Full legal name of director/
authorised person:

Details of person completing this form

Completed by

Address

Email*
**Optional*

Telephone

Facsimile*
**Optional*

Schedule 1—continued
Form 22
Application for reregistration of International Business Company
Section 333, Companies Act 2006

[If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.]

Name of company

Company number

Place a tick ✓ in the appropriate box

Private company

Public company

Address of registered office

[This must be a physical address in Niue and must not be a PO Box or Private Bag address]

Postal address

Address for service

[This must be a physical address in Niue and must not be a PO Box or Private Bag address]

Schedule 1—continued
Form 22—continued

Tick ✓ one

Rules differ from model rules

Model rules for private company apply

Model rules for single shareholder company apply

Model rules for public company apply

Directors

The following persons are the directors of the proposed company:

Full legal name*	Residential address and postal address	Email address [optional]

**Please give first name(s) followed by surname in BLOCK letters.*

Schedule 1—continued
Form 22—continued

Share parcels

The following persons are the shareholders of the proposed company:

Full legal name*	Address†	Number of shares <i>[Please indicate if shares are held jointly.]</i>

**In the case of a natural person, please give first name(s) followed by surname in BLOCK letters.*

†In the case of a natural person, please give residential address. In the case of a body corporate, please give the address of its registered office or, if it does not have a registered office, of its principal place of business.

Total number of shares:

The following must accompany this form:

- 1 A copy of any resolution of the company under section 332(3) or (4) of the Companies Act 2006.
- 2 A copy of any rules adopted by a company under section 332(4) of the Companies Act 2006.
- 3 Certified copies of the existing memorandum of association and articles of association of the company, if it is reregistering with its existing constitutional documents under section 332(1) of the Companies Act 2006.
- 4 The prescribed fee for reregistration.

Schedule 1—continued
Form 22—continued

Signature of applicant:

Date:

Full legal name of applicant:

Address of applicant:

[If there is more than 1 applicant, each must sign and provide full legal name and address in the prescribed format.]

Details of person completing this form

Completed by

Address

Email*
**Optional*

Telephone

Facsimile*
**Optional*

Schedule 2 Fees

Part 1

Table of fees payable to Registrar of Companies

For an application to register a company under section 6 of the Act	\$150
For registration of an annual return under section 124(1) of the Act	\$45
For registration of documents to effect an amalgamation under section 144 of the Act	\$450
For an application to restore a company to the Niue register under section 272 of the Act	\$300
For an application to register an overseas company under section 283 of the Act	\$150
For registration of an annual return by an overseas company under section 287 of the Act	\$45
For registration of an instrument creating or evidencing a charge required to be registered	\$150
For registration of a satisfaction or partial satisfaction of a charge or partial release of property from a charge	\$90
For reregistration of an international business company	\$150
For certification of a copy of or extract from any document	\$25
For a copy of, or extract from, a document that is part of the Niue register or the overseas register, in addition to any fee for certifying the copy or extract,—	
(a) if a photocopy is made by a member of the public using a photocopy machine provided for public use, for each A4 sheet:	\$0.30
(b) if a photocopy is made by the Registrar, for each A4 sheet:	\$1.50

Part 2

Amounts payable to Registrar of Companies by way of penalty for failure to deliver documents within prescribed time

For the delivery of a document after the time specified in the Act in respect of that document (whether or not any other fee is payable and in addition to any other fee payable)—

- | | | |
|-----|--|---------|
| (a) | if delivered not later than 25 working days after the time prescribed: | \$37.50 |
| (b) | if delivered more than 25 working days after the time prescribed: | \$150 |

Schedule 3
Financial statements
Section 130(2)(b), Companies Act 2006

[If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.]

Company name

Company number

Balance sheet as at [date]

\$

\$

*[Comparative figures for
preceding accounting
period.]*

Current assets

Bank

Inventories

Accounts receivable

Advances and loans
to directors and
shareholders

Other current assets

Current liabilities

Loans and overdrafts

Accounts payable

Advances and loans
from directors and
shareholders

Tax payable

Other current
liabilities

*Net current assets
(liabilities)*

Non current assets

Tangible assets—

Land and buildings

Motor vehicles

Plant and machinery

Schedule 3—continued

Advances and loans from directors and shareholders		
Investments		
Intangible assets		
Other non current assets	_____	_____
<i>Non current liabilities</i>		
Term loans		
Advances and loans to directors and shareholders		
Other non current liabilities	_____	_____
<i>Net assets (liabilities)</i>	_____	_____
<i>Shareholders funds (analysed as appropriate)</i>	_____	_____

Note: The above information may be shown in a form that sets out assets alongside liabilities.

Schedule 3—continued

Profit and loss statement (or income and expenditure statement)
for accounting period ending on [date]

	\$	\$
		[Comparative figures for preceding accounting period.]
<i>Turnover</i>		
<i>Other revenues</i>		
<i>Expenses by material category in addition to the specific separate disclosure of—</i>		
<i>Depreciation</i>		
<i>Amortisation</i>		
<i>Directors and shareholders remuneration</i>		
<i>Interest expense</i>		
<i>Lease and rental costs</i>		
<i>Net surplus (deficit) before taxation</i>	_____	_____
<i>Income tax</i>		
<i>Net surplus (deficit) after taxation</i>	_____	_____
<i>Shareholders funds at beginning of period</i>		
<i>Dividends paid and payable</i>		
<i>Other changes in shareholders funds</i>		
<i>Shareholders funds at end of period</i>	_____	_____

Schedule 3—continued

Other information

In addition to the particulars set out in the balance sheet and profit and loss statement (or income and expenditure statement) above, the financial statements must contain particulars as to the following:

Accounting policies

The measurement system adopted (for example, historical cost or modified historical cost)

The accounting policies adopted in determining the amounts to be included in respect of items shown in the balance sheet and profit and loss statement (or income and expenditure statement)

Changes, if any, in accounting policies from the previous financial statements and the effect of any such changes

The basis of valuation when assets are carried at valuation (for example, directors' valuation, independent qualified valuation, stock exchange valuation).

Securities and guarantees given by the company in respect of liabilities, if material.

Contingent liabilities, if material.

Whether or not the financial statements have been audited.

Schedule 4

Liquidation forms

Form 1
Form 2

Unsecured creditor's claim
Secured creditor's valuation and claim

Schedule 4—continued
Form 1
Unsecured creditor's claim
Clause 6(1) of Schedule 18, Companies Act 2006

[If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.]

Name of company in liquidation

--

Details of Creditor

Name Address		Email*	
		<i>*Optional</i>	
		Telephone	
		<i>*Optional</i>	

Details of person completing this form

Completed by Address		Email*	
		<i>*Optional</i>	
		Telephone	
		<i>*Optional</i>	

I [*name*] [*if claim is made on behalf of creditor, specify relationship to creditor and authority.*] claim that the company was at the date it was put into liquidation indebted to the abovenamed creditor for the sum of [*Amount in words and figures.*]:

Either: I hold no security for the amount claimed; or
I am surrendering my security and I am claiming as an unsecured creditor
[*Omit whichever does not apply*]

Full particulars of the claim are set out, and any supporting documents that substantiate the claim are identified, on the reverse of this form.

[The liquidator may require the production of a document under clause 6(2) of Schedule 18 of the Companies Act 2006. You are not required to attach any supporting documents at this stage, but you may attach them now, if you think it would expedite the processing of the claim.]

Signed:

Date:

Warning

It is an offence under clause 6(6) of Schedule 18 of the Companies Act 2006 to—

- make, or authorise the making of, a claim under that clause that is false or misleading in a material particular knowing it to be false or misleading; or
- omit, or authorise the omission, from a claim under that clause of any matter knowing that the omission makes the claim false or misleading in a material particular.

Schedule 4—continued
Form 1—continued

Reserved for office use

Claim received: Signed:	Date:
----------------------------------	-------------

Claim admitted for voting purposes:

Signed: Date:

Claim rejected for voting purposes:

Signed: Date:

Claim rejected for payment: Signed:	Date:
--	-------------

Claim admitted for payment: Signed:	Date:
--	-------------

Preferential claim for:

\$

Ordinary claim for:

\$

Deferred claim for:

\$

Signed Liquidator:	Date:
-----------------------------	-------------

Schedule 4—continued
Form 1—continued

Particulars of claim

Date	Details of claim and identification of documents that evidence or substantiate the claim	Amount \$
	<p>If applicable, less retention of title for goods supplied by creditor to the company <i>[describe goods]</i></p> <p>If applicable, less debts owed by creditor to the company <i>[describe debts]</i></p>	<p>\$</p> <p>\$</p>

Schedule 4—continued
Form 2
Secured creditor’s valuation and claim
Clause 9(1) of Schedule 18, Companies Act 2006

[If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.]

Name of company in liquidation

--

Details of Creditor

Name Address		Email*	
		<i>*Optional</i>	
		Telephone	
		Facsimile*	
		<i>*Optional</i>	

Details of person completing this form

Completed by Address		Email*	
		<i>*Optional</i>	
		Telephone	
		Facsimile*	
		<i>*Optional</i>	

I [*name*] [*if claim is made on behalf of creditor, specify relationship to creditor and authority*] claim that after valuing the security as at the date the company was put into liquidation the abovenamed creditor is an unsecured creditor for the sum of [*Amount in words and figures.*]:

Full particulars of the valuation, claim, and charge are set out, and any supporting documents that substantiate the claim and the charge are identified, on the reverse of this form.

[The liquidator may require the production of a document under clause 9(2) of Schedule 18 of the Companies Act 2006. You are not required to attach any supporting documents at this stage, but you may attach them now, if you think it would expedite the processing of the claim.]

Signed:

Date:

Warning

It is an offence under clause 13 of Schedule 18 of the Companies Act 2006 to—

- make, or authorise the making of, a claim under that clause that is false or misleading in a material particular knowing it to be false or misleading; or
- omit, or authorise the omission, from a claim under that clause of any matter knowing that the omission makes the claim false or misleading in a material particular.

Schedule 4—continued
Form 2—continued

Reserved for office use

Claim received: Signed:	Date:
----------------------------------	-------------

Claim admitted for voting purposes:

Signed: Date:

Claim rejected for voting purposes:

Signed: Date:

Claim rejected for payment: Signed:	Date:
--	-------------

Claim admitted for payment: Signed:	Date:
--	-------------

Preferential claim for:

\$

Ordinary claim for:

\$

Signed Liquidator:	Date:
-----------------------------	-------------

Schedule 4—continued
Form 2—continued

Valuation of security

Particulars of the charge:	
Description of charge:	
Description and location of property subject to charge:	
Date charge given [or <i>date of acquisition of property subject to the charge</i>]:	
If applicable, details of registration (including date):	

Particulars of the valuation:	
Amount security valued at: \$	
Particulars of valuation:	

Identification of any documents that substantiate the claim and the charge: <i>[If not already supplied in either of above boxes]</i>	

Schedule 5 Court proceedings

Contents			
1	Hearing of applications	21	Additional and substituted
2	Application to be made by statement of claim		Plaintiffs in liquidation proceeding
3	Notice of proceeding and verifying affidavit	22	Consolidation of proceedings
4	Date of hearing	23	Discontinuance of proceeding
5	Directions	24	Requirements in relation to order appointing interim liquidator
6	Public notice of application must be given	25	Costs, charges, and expenses of interim liquidator and Official Assignee
7	Restriction on giving public notice of proceedings	26	Obligation to send notice of order appointing liquidator or interim liquidator of company
8	Power to stay liquidation proceedings		
9	Service of proceeding	27	Order and copies to be sealed
10	Affidavit of service	28	Contents of order putting company into liquidation
11	Evidence of public notices	29	Transmission of order putting company into liquidation
12	Entitlement to copy of statement of claim	30	Service of order made under section 102 of Act
13	Statement of defence	31	Service of notice of company being put into liquidation
14	Time for filing statement of defence	32	Procedure in respect of miscellaneous applications
15	Appearance	33	Liquidator's notice to set aside voidable transaction or voidable charge
16	Time for filing appearance	34	Filing of notices under clause 8 of Schedule 17
17	Effect of failure to file statement of defence of appearance		
18	Evidence as to unpaid debts		
19	Interlocutory applications		
20	Power to appoint interim liquidator		

1 Hearing of applications

Unless the Court otherwise directs, every application to which this schedule applies must be heard in open Court.

2 Applications to be made by statement of claim

- (1) Every application to the Court to put a company into liquidation under section 217 of the Act must be made by statement of claim in form 3 in Schedule 6.
- (2) Every application to the Court under section 102 of the Act must be made by statement of claim in form 4 in Schedule 6.

Schedule 5—continued

3 Notice of proceeding and verifying affidavit

- (1) The following documents must be filed and served with every statement of claim filed under clause 2:
 - (a) a notice of proceeding in form 5 in Schedule 6; and
 - (b) an affidavit in form 6 in Schedule 6 or form 7 in Schedule 6 verifying the allegations in the statement of claim.
- (2) The affidavit must be made by the plaintiff, or by one of the plaintiffs, if more than one, or, if the proceeding is being brought by a corporation, by a person who meets the requirements of subclause (3).
- (3) A person may make an affidavit on behalf of a corporation or body of persons empowered by law to sue or be sued (whether in the name of the body or in the name of the holder of an office) if the person—
 - (a) knows the relevant facts; and
 - (b) is authorised to make the affidavit.
- (4) The affidavit is sufficient prima facie evidence of the statements in the statement of claim.

4 Date of hearing

- (1) On the filing of a statement of claim under clause 2, the Registrar of the Court must as soon as practicable appoint the time and place at which the proceeding is to be heard.
- (2) Notice of the time and place appointed for hearing the application must be included in the notice of proceeding in form 5 in Schedule 6, and the Registrar of the Court may, at any time before public notice of the proceeding has been given, alter the time appointed and fix another time.

5 Directions

The powers of the Court to give directions in respect of the conduct of proceedings apply, with all necessary modifications, in relation to every proceeding commenced by the filing of a statement of claim under clause 2.

Schedule 5—continued

6 Public notice must be given of application

- (1) Subject to clause 7 and to any order made on an application under clause 8, public notice of every proceeding commenced by a statement of claim filed under clause 2 must be given at least 7 clear days before the hearing.
- (2) The public notice, which must be in form 8 in Schedule 6 or form 9 in Schedule 6, as the case may require, must—
 - (a) state the day on which the application to put the defendant company into liquidation was filed; and
 - (b) state the name and address of the plaintiff and of the plaintiff's solicitor (if any); and
 - (c) state the plaintiff's address for service; and
 - (d) state the place, date, and time of the hearing of the application; and
 - (e) state that the statement of claim and the verifying affidavit may be inspected at the office of the Court or at the plaintiff's address for service; and
 - (f) state that any person, other than the defendant company, who wishes to appear on the hearing of the application must file an appearance not later than the second working day before the day appointed for the hearing of the application.
- (3) If the plaintiff or the plaintiff's solicitor does not within the time prescribed, or within such extended time as the Registrar may allow, duly give public notice of the proceeding in the manner prescribed by this rule, the appointment of the time and place at which the proceeding is to be heard must be cancelled by the Registrar and the proceeding must be removed from the list, unless the defendant company has been served or the Court otherwise directs.

7 Restriction on giving public notice of proceeding

Except where a statement of claim filed under clause 2 is filed by the defendant company, no person may, unless the Court otherwise directs, publish any public notice required by clause 6 or any other information relating to that statement of claim until at least 7 days

Schedule 5—continued

after the date on which the statement of claim in the proceeding is served on the defendant company.

8 Power to stay liquidation proceedings

- (1) If an application for putting a company into liquidation is made by the filing of a statement of claim under clause 2, the defendant company, or, with the leave of the Court, any creditor or shareholder, as the case may be, of that company, or the Registrar of Companies, may, within 7 days after the date of the service of the statement of claim on the defendant company, apply to the Court for an order restraining publication of any public notice required by clause 6 or any other information relating to that statement of claim and staying any further proceedings in relation to the liquidation.
- (2) The Court must deal with every application under subclause (1) as if it were an application for an interim injunction and, if it makes the order sought, may make it on such terms as the Court thinks fit.
- (3) Nothing in this regulation limits the inherent jurisdiction of the Court.

9 Service of proceeding

- (1) Every statement of claim filed under clause 2 must, unless the plaintiff is the defendant company, be served, together with the verifying affidavit and notice of proceeding, upon the defendant company.
- (2) Service under this rule must be effected not less than 21 days before the date of hearing appointed or fixed under clause 4.

10 Affidavit of service

- (1) The plaintiff must, before the hearing, file an affidavit of service in form 10 in Schedule 6 proving the service of the statement of claim, verifying affidavit, and notice of proceeding on the defendant company.
- (2) Subclause (1) does not apply in relation to service on the company if the plaintiff is the defendant company.
- (3) Subclause (1) does not apply in relation to service on any person who, before the hearing, files a statement of defence.

Schedule 5—continued

11 Evidence of public notices

The plaintiff must, before the hearing, file in the office of the Court—

- (a) copies of the public notices published in accordance with clause 6; and
- (b) a statement of the dates on which the public notices appeared.

12 Entitlement to copy of statement of claim, etc.

Every shareholder and every creditor of the defendant company, and the Registrar of Companies, are entitled to be supplied by the plaintiff's solicitor with a copy of the statement of claim, verifying affidavit, and notice of proceeding, within 24 hours after requiring it, on paying for it at the rate of not more than 50 cents per page.

13 Statement of defence

- (1) The provisions of the Court Rules relating to the time within which a statement of defence must be filed do not apply to a proceeding commenced by the filing of a statement of claim under clause 2.
- (2) Any person, being the defendant company or a creditor or shareholder, as the case may be, of that company, who intends to defend a proceeding commenced by a statement of claim filed under clause 2 must file a statement of defence in the office of the Court named in the notice of proceeding.
- (3) Every person who files a statement of defence must serve a copy of that statement of defence on—
 - (a) the plaintiff; and
 - (b) any other person who, when the statement of defence is filed, has filed a statement of defence in the proceeding.
- (4) If the defendant company has filed a statement of defence, any statement of defence filed by a creditor or shareholder, as the case may be, of that company must state specifically any grounds of opposition that are additional to those appearing in the company's statement of defence.

Schedule 5—continued

14 Time for filing statement of defence

If any person to whom clause 13(2) applies is a person on whom the statement of claim is served, that person must file a statement of defence within 14 days after the date on which the statement of claim is served upon that person.

15 Appearance

Any person (other than the defendant company) who intends to appear on the hearing of the proceeding may, without filing a statement of defence, file an appearance in form 11 in Schedule 6—

- (a) stating that that person intends to appear; and
- (b) indicating whether that person supports or opposes the application to put the company into liquidation or the application for an order under section 102 of the Act.

16 Time for filing appearance

Every appearance must be filed not later than the second working day before the day appointed for the hearing.

17 Effect of failure to file statement of defence or appearance

If any person, being a person who is entitled to file a statement of defence or an appearance in a proceeding commenced by the filing of a statement of claim under clause 2, fails to file a statement of defence or an appearance within the time prescribed by these rules, that person is not, without an order for extension of time granted on application made under clause 19 or the special leave of the Court, allowed to appear on the hearing of the proceeding.

18 Evidence as to unpaid debts

- (1) A certificate by the solicitor for the plaintiff that, after having made due inquiries, the solicitor is satisfied that any debt remains unpaid may be accepted by the Court as sufficient prima facie evidence that that debt remains unpaid.
- (2) Subject to any direction of the Court, evidence that any debt remains unpaid may be given by an affidavit sworn by or on behalf of the plaintiff and so sworn not earlier than the third day before the day of the hearing of the proceeding.

Schedule 5—continued

19 Interlocutory applications

- (1) If a proceeding is commenced by the filing of a statement of claim under clause 2, no interlocutory application (other than an application made with the leave of the Court) may be made to the Court before the date of hearing specified in the notice of proceeding served with that statement of claim unless that application is—
 - (a) an application for an extension or abridgment of time; or
 - (b) an application under clause 4(2) or clause 8; or
 - (c) an application for the appointment of an interim liquidator; or
 - (d) an application for directions; or
 - (e) an application to excuse non-compliance with any provision of these regulations.
- (2) If a statement of defence is filed in a proceeding commenced by the filing of a statement of claim under clause 2 and the hearing of that proceeding is adjourned for a fixture on a defended basis, the Court Rules apply as if the proceeding had been commenced by a statement of claim filed under the Court Rules and not by a statement of claim filed under clause 2.
- (3) Nothing in this clause limits the inherent jurisdiction of the Court.

20 Power to appoint interim liquidator

- (1) If a proceeding for putting a company into liquidation has been commenced by the filing of a statement of claim under clause 2(1), the plaintiff and any person entitled to apply to the Court for the appointment of a liquidator under section 217 of the Act may apply to the Court for the appointment of an interim liquidator.
- (2) If, on an application under subclause (1), the Court is satisfied, upon proof by affidavit, that there is sufficient ground for the appointment of an interim liquidator, it may make the appointment, and may limit the rights and powers of the interim liquidator in such manner as it thinks fit.

21 Additional and substituted plaintiffs in liquidation proceeding

- (1) This clause applies to any person, who is entitled to make an application to the Court for putting the company into liquidation under section 217 of the Act.

Schedule 5—continued

- (2) If a proceeding to put a company into liquidation has been commenced, a person to whom this rule applies may become a plaintiff in that proceeding, not later than the second working day before the day appointed for the hearing of the proceeding, by filing in the office of the Court and serving on all the other parties to the proceeding, in the same manner as if that person were commencing the proceeding,—
 - (a) a statement of claim in form 3 in Schedule 6; and
 - (b) a notice of proceeding in form 5 in Schedule 6; and
 - (c) an affidavit in form 6 in Schedule 6.
- (3) If a person to whom this rule applies has filed an appearance under clause 15 in a proceeding to put a company into liquidation and, on the day appointed for the hearing, or on any day to which the hearing has been adjourned, no plaintiff wishes to proceed, on that day, with the hearing of the application to put the company into liquidation, the Court may, on the oral application of that person, but subject to subclause (4),—
 - (a) add that person as a plaintiff in the proceeding; or
 - (b) substitute that person for the plaintiff or plaintiffs or any of the plaintiffs in the proceeding.
- (4) The addition or substitution of a person as a plaintiff under subclause (3) is subject to the condition that that person file in the office of the Court and serve on all the other parties to the proceeding, within 7 days after the day on which the addition or substitution is made,—
 - (a) a statement of claim in form 3 in Schedule 6; and
 - (b) a notice of proceeding in form 5 in Schedule 6; and
 - (c) an affidavit in form 6 in Schedule 6.
- (5) If any person to whom clause 13(2) applies is a person on whom the statement of claim is served pursuant to this rule, that person must file a statement of defence within 14 days after the date on which the statement of claim is served on that person.

22 Consolidation of proceedings

- (1) If 2 or more proceedings have been commenced in respect of the same company by the filing of statements of claim under clause 2, the Court may order those proceedings to be consolidated on any terms that it thinks just.

Schedule 5—continued

- (2) Nothing in this clause limits the power of the Court to make orders or give directions in respect of the consolidation of the proceedings.

23 Discontinuance of proceeding

A proceeding commenced by the filing of a statement of claim under clause 2 may be discontinued only with the leave of the Court.

24 Requirements in relation to order appointing interim liquidator

The order appointing the interim liquidator must—

- (a) bear the number of the proceeding; and
- (b) state the nature and a short description of the property of which the interim liquidator is ordered to take possession; and
- (c) state the duties to be performed by the interim liquidator.

25 Costs, charges, and expenses of interim liquidator and Official Assignee

Subject to any order of the Court, if—

- (a) no order for putting the defendant company into liquidation is made in the proceeding; or
- (b) an order for putting the defendant company into liquidation is rescinded; or
- (c) all proceedings for putting the defendant company into liquidation are stayed—

the person holding office as interim liquidator is entitled to be paid, out of the property of the defendant company, all costs, charges, and expenses properly incurred by that person as interim liquidator.

Schedule 5—continued

26 Obligation to send notice of order appointing liquidator or interim liquidator of company

- (1) When the Court has made an order appointing a person to be liquidator of a company, or has made an order appointing an interim liquidator before an order putting the company into liquidation is made, the Registrar must, on the same day, send to the liquidator or interim liquidator a notice informing him or her of his or her appointment.
- (2) The notices must be in form 12 in Schedule 6 or in form 13 in Schedule 6, as the case may require, with such variations as circumstances may require.

27 Order and copies to be sealed

The plaintiff or the plaintiff's solicitor must, at latest on the second working day after the day on which an order putting a company into liquidation is pronounced in Court, leave the order and 2 copies thereof at the office of the Court for sealing.

28 Contents of order putting company into liquidation

- (1) An order putting a company into liquidation may be in form 14 in Schedule 6.
- (2) An order for the appointment of an interim liquidator may be in form 15 in Schedule 6.

29 Transmission of order putting company into liquidation

When an order that a company be put into liquidation or an order for the appointment of an interim liquidator has been made,—

- (a) one copy of the order sealed with the seal of the Court must immediately be sent by post or otherwise by the Registrar to the liquidator or interim liquidator, as the case may be;
- (b) one copy of the order sealed with the seal of the Court must be served by the plaintiff upon the company in accordance with the Act.

30 Service of order made under section 102 of Act

If an order is made under section 102 of the Act, a copy of the order must, unless the Court otherwise orders, be served by the plaintiff on—

Schedule 5—continued

- (a) the defendant company in accordance with the Act:
- (b) the Registrar of Companies.

31 Service of notice of company being put into liquidation

Any notice given for the purposes of clause 8 of Schedule 15 of the Act being—

- (a) a notice that an application has been made to the Court to appoint a liquidator; or
- (b) a notice that the Court has made an order appointing a liquidator; or
- (c) a notice that the Court has appointed an interim liquidator; or
- (d) a notice of the calling of a meeting at which a special resolution is proposed to appoint a liquidator; or
- (e) a notice that a special resolution has been passed appointing a liquidator; or
- (f) a notice of the calling of a meeting of the board at which a resolution is proposed to appoint a liquidator; or
- (g) a notice that a resolution has been passed appointing a liquidator,—

must be in writing and must be addressed to the officer charged with the execution, and may be served by being delivered by hand or by registered post at the office of the officer charged with the execution.

32 Procedure in respect of miscellaneous applications

- (1) Subject to subclauses (2) and (3), if the Act provides for an application to be made to the Court in respect of—
 - (a) a company that is the defendant company in relation to an application made for putting that company into liquidation under section 217 of the Act; or
 - (b) a company in respect of which a liquidator has been appointed under section 217 of the Act; or
 - (c) a company in respect of which an application under section 102 of the Act is pending, as the case may be,—

the application to be made to the Court must, unless any provision of those Acts or some other provision of these regulations

Schedule 5—continued

otherwise requires or the Court otherwise directs, be made to the Court in accordance with the Court Rules as if that application were an interlocutory application.

- (2) Every application to which subclause (1) applies must show, in addition to any matters required by the Court Rules, the same intitlement as the intitlement shown on the application for putting the company into liquidation or for the order under section 102 of the Act.

33 Liquidator’s notice to set aside voidable transaction or voidable charge

A notice under clause 8 of Schedule 17 of the Act must—

- (a) contain the heading in form 16 in Schedule 6; and
- (b) be in form 17 in Schedule 6 or form 18 in Schedule 6, as the case may require.

34 Filing of notices under clause 8 of Schedule 17 of Act

A notice under clause 8 of Schedule 17 of the Act must be filed in the office of the Court under the same file number as the liquidation file number (even though the heading of the notice is different).

Schedule 6 Court forms

Form 1	General heading for documents filed in liquidation proceeding
Form 2	Memorandum to be subscribed to first document filed by party
Form 3	Statement of claim in proceeding for putting company into liquidation
Form 4	Statement of claim in proceeding for order under section 102 of Companies Act 2006
Form 5	Notice of proceeding for putting company into liquidation (or for order under section 102 of Companies Act 2006)
Form 6	Verifying affidavit
Form 7	Affidavit verifying statement of claim of limited company
Form 8	Public notice of application for putting company into liquidation
Form 9	Public notice of application for order under section 102 of Companies Act 2006
Form 10	Affidavit of service
Form 11	Appearance in support of (or in opposition to) application for putting a company into liquidation (or for making of order under section 102 of Companies Act 2006)
Form 12	Notification to liquidator of order putting company into liquidation
Form 13	Notification to interim liquidator of appointment
Form 14	Order putting company into liquidation
Form 15	Order appointing interim liquidator
Form 16	General heading for notices in forms 31 and 32
Form 17	Notice to set aside voidable transaction under Companies Act 2006
Form 18	Notice to set aside voidable charge under Companies Act 2006
Form 19	Notice objecting to setting aside of transaction or charge

Schedule 6—continued

Form 2

Memorandum to be subscribed to first document filed by party

This document is filed by the above-named plaintiff (*or* defendant, etc) in person. The address for service of the above-named plaintiff (*or* defendant, etc) is

or

This document is filed by [*name*], solicitor for the above-named plaintiff (*or* defendant, etc), of the firm of [*name*]. The address for service of the above-named plaintiff (*or* defendant, etc) is [*address*].

Documents for service on the above-named plaintiff (*or* defendant, etc) may be left at that address for service or may be—

- (a) posted to the solicitor at [*Post Office box address*]; or
- (b) transmitted to the solicitor by facsimile to [*facsimile number*].

Schedule 6—continued
Form 3
Statement of claim in proceeding for putting company into
liquidation

[General heading in form 1.]

The plaintiff says:

- 1 The *[Name]* (the defendant company) was in *[month and year]* incorporated under the Companies Act 2006.
- 2 The registered office of the defendant company is at *[full address of registered office]*.

[Set out in paragraphs the facts on which the plaintiff relies.]

The plaintiff therefore seeks an order that the defendant company be put into liquidation by the Court under the Companies Act 2006.

[memorandum in form 2.]

Schedule 6—continued
Form 4
Statement of claim in proceeding for order under section 102 of
Companies Act 2006

[General heading in form 1.]

The plaintiff says:

- 1 The [name] (the defendant company) was in [month and year] incorporated under the Companies Act 2006.
- 2 The registered office of the defendant company is at [full address of registered office].
- 3 The affairs of the defendant company have been (or are being or are likely to be) conducted in a manner that is oppressive (or unfairly discriminatory or unfairly prejudicial) to the plaintiff in the plaintiff's capacity as a shareholder of the defendant company (or [any other capacity]).

or

- 3 An act (or acts) of the defendant company have been (or are being or are likely to be) oppressive (or unfairly discriminatory or unfairly prejudicial) to the plaintiff in the plaintiff's capacity as a shareholder of the defendant company (or [any other capacity]).

[Set out in paragraphs the facts on which the plaintiff relies.]

The plaintiff therefore seeks the following relief:

[Set out in paragraphs the relief sought under section 102 of the Companies Act 2006.]

[memorandum in form 2.]

Schedule 6—continued
Form 5
Notice of proceeding for putting company into liquidation
(*or* for order under section 102 of Companies Act 2006)

[*General heading in form 1.*]

To [name] (the defendant company)

and

[*if a liquidator or interim liquidator has been appointed.*]

To [name], [address], [description], the liquidator*/interim liquidator* of the defendant company*

*Delete if not applicable.

Take notice that the plaintiff is, by a statement of claim, making application for an order that the defendant company be put into liquidation under the Companies Act 2006 (*or* for an order in respect of the defendant company under section 102 of the Companies Act 2006).

A copy of the statement of claim is served with this notice.

The application will be heard in this Court at [place] at [time] am/pm on [date].

Take notice that unless, within 14 days after the date on which this notice is served on you, you file in this office of this Court a statement of your defence to the plaintiff's claim, a copy of which is served, the plaintiff may proceed to a hearing and an order may be made for the liquidation of the defendant company by the Court under the Companies Act 2006 (*or* an order may be made in respect of the defendant company under section 102 of the Companies Act 2006).

Dated at [place] on [date].

.....
Plaintiff
(*or* Solicitor for plaintiff)

Your attention is directed to the endorsed or attached memorandum

Schedule 6—continued
Form 5—continued

Memorandum

Advice

- 1 If the defendant company wishes to oppose this application or to appear at the hearing, it is essential that it consult a lawyer without delay. A company cannot carry on proceedings in the Court except through a lawyer.

Public notice

- 2 Public notice of the application to put the defendant company into liquidation under the Companies Act 2006 (*or* for the making in respect of the defendant company of an order under section 102 of the Companies Act 2006) is to be given.
- 3 Public notice will not be given until at least 7 days after the date on which the statement of claim is served on the defendant company.

**Power of Court to restrain advertising and stay proceedings*

*Delete if not applicable.

- *4 The Court has power to make an order restraining the giving of public notice and staying any further proceedings in relation to the liquidation.

*Delete if not applicable.

- *5 The defendant company or, with the leave of the Court, any creditor or shareholder of the defendant company may apply for such an order within 7 days after the date of the service of the statement of claim on the defendant company.

*Delete if not applicable.

Statement of defence

- 6 If the last day for filing your statement of defence falls on a day on which the office of the Court is closed, you may file your statement of defence on the next day on which that office is open.

Schedule 6—continued
Form 5—continued

7 If you file a statement of defence, you must also, within the time limited for filing it in the office of the Court, serve a copy of the statement on the plaintiff and on any other person who, when the statement of defence is filed, has filed a statement of defence in the proceeding.

8 If a statement of defence is not filed on behalf of the defendant company within the time prescribed, a lawyer for the defendant company will not, without an order for extension of time or special leave of the Court, be allowed to appear on the hearing. A company cannot appear in person. If it wishes to appear on the hearing, it must appear by a lawyer.

Appearance by persons other than the defendant company

9 Any person (other than the defendant company) who intends to appear on the hearing of the application must file an appearance—

- (a) stating that the person intends to appear; and
- (b) indicating whether the person supports or opposes the appointment of a liquidator by the Court (*or* the making in respect of the defendant company of an order under section 102 of the Companies Act 2006).

10 Any person who files an appearance need not file a statement of defence.

11 Every appearance must be filed not later than the second working day before the day appointed for the hearing.

12 If you fail to file an appearance within the time prescribed, neither you nor a lawyer acting on your behalf will, without an order for extension of time or the special leave of the Court, be allowed to appear on the hearing.

Office hours

13 The office hours of the Court are from [*time*] am to [*time*] pm except on Court holidays.

Dated at [*place*] on [*date*].

.....
(Deputy) Registrar

Schedule 6—continued
Form 6
Verifying affidavit

[*General heading in form 1.*]

I [*name*] of [*residence*], [*occupation*], swear that such of the allegations in the statement of claim (a copy of which is attached, and marked with the letter “A”) as relate to my own acts and deeds [*or, if the plaintiff is a firm, the acts and deeds of my firm*] are true and such of those allegations as relate to the acts and deeds of any other person or persons I believe to be true.

Sworn at [*place*] on [*date*]

Before me—

.....
[A person authorised to administer
an oath in Niue]

Schedule 6—continued
Form 7
Affidavit verifying statement of claim of limited company

[General heading in form 1.]

I, *[name]* of *[residence]*, *[occupation]*, swear:

- 1 I have knowledge of the facts stated in this affidavit and am duly authorised by the plaintiff in the above matter to make this affidavit on its behalf.
- 2 The statements in the statement of claim (a copy of which is attached and marked with the letter “A”) that relate to the acts and deeds of the plaintiff are true, and the statements that relate to the acts and deeds of any other person or persons I believe to be true.

Sworn at *[place]* on *[date]*

Before me—

.....
[A person authorised to administer
an oath in Niue]

Schedule 6—continued
Form 8

Public notice of application for putting company into liquidation

[General heading in form 1.]

Take notice that on *[date]* an application for putting *[name]* into liquidation was filed in the High Court of Niue.

The application is to be heard before the High Court on *[date]* at *[time]* am/pm.

Any person, other than the defendant company, who wishes to appear on the hearing of the application must file an appearance not later than the second working day before that day.

The plaintiff is *[name]* whose address for service is *[address]*.

Further particulars may be obtained from the office of the Court or from the plaintiff or the plaintiff's solicitor.

.....
(Solicitor for) Plaintiff

Schedule 6—continued
Form 9
Public notice of application for order under section 102 of
Companies Act 2006

[*General heading in form 1.*]

Take notice that on [*date*] an application for an order under section 102 of the Companies Act 2006 in respect of [*name*] was filed in the High Court of Niue.

The order sought is an order [*nature of order sought*].

The application is to be heard before the High Court on [*date*] at [*time*] am/pm.

Any person, other than the defendant company, who wishes to appear on the hearing of the application must file an appearance not later than the second working day before that day.

The plaintiff is [*name*] whose address for service is [*address*].

Further particulars may be obtained from the office of the Court or from the plaintiff or the plaintiff's solicitor.

.....
(Solicitor for) Plaintiff

Schedule 6—continued
Form 10
Affidavit of service

[*General heading in form 1.*]

I [name] of [residence], [occupation] swear:

- *1 On [date] I served the defendant company with—
 - (a) the statement of claim in this proceeding; and
 - (b) the verifying affidavit made by [name] and dated [date]; and
 - (c) the notice of proceeding dated [date].*Delete if not applicable.

or

- *1 On [date] I served the defendant company with a statement of claim, verifying affidavit, and notice of proceeding (true copies of which are attached and marked “A”, “B”, and “C” respectively).
*Delete if not applicable.
- 2 I served the documents on the defendant company at [place] in Niue by [method of service].

.....
Signature of deponent

Sworn at [place] on [date]

Before me—

.....
[A person authorised to administer
an oath in Niue]

Schedule 6—continued
Form 11
Appearance in support of (or in opposition to) application for
putting a company into liquidation
(or for making of order under section 102 of Companies Act
2006)

[General heading in form 1]

I [name] of [address], [occupation] intend to appear on the hearing of this proceeding.

I support (or oppose) the application for putting the defendant into liquidation by the Supreme Court (or the application for an order under section 102 of the Companies Act 2006).

*I am a creditor for \$[amount] in the defendant company.

*Delete if not applicable.

*I am a shareholder holding [number and class of shares] shares in the defendant company.

*Delete if not applicable.

Dated at [place] on [date].

.....
(Solicitor or Counsel for)
Person filing the appearance

[Memorandum in form 2.]

Schedule 6—continued
Form 12
Notification to liquidator of order putting company into
liquidation

[General heading in form 1.]

To [name], liquidator [address].

Order made this day by the Honourable Justice [name] that the defendant company be put into liquidation by the Court under the Companies Act 2006.

Name of company	Registered office of company	Plaintiff's solicitor	Date of filing of statement of claim

Schedule 6—continued
Form 13
Notification to interim liquidator of appointment

[General heading in form 1.]

To [name], interim liquidator [address].

Order made this day by the Honourable Justice [name] for the appointment of [name] as interim liquidator before any order putting the company into liquidation is made.

Name of company	Registered office of company	Plaintiff's solicitor	Date of filing of statement of claim

Schedule 6—continued
Form 14
Order putting company into liquidation

[General heading in form 1.]

Before the Honourable Justice *[name]* *[date]* *[time]*.

On the application of the plaintiff on *[date]* and on hearing *[name]* for the plaintiff, and *[name]* for *[party]* and on reading the statement of claim and the affidavit of *[name]* verifying the allegations in the statement of claim, this Court orders that the defendant company be put into liquidation by this Court under the Companies Act 2006, and that *[name]* be appointed liquidator.

And it is ordered that the cost of *[amount]* of the application be paid out of the assets of the defendant company.

By the Court,

.....
(Deputy) Registrar

Schedule 6—continued
Form 15
Order appointing interim liquidator

[General heading in form 1.]

Before the Honourable Justice *[name]* *[date]* *[time]*.

On the application, etc, and on reading, etc, the Court appoints *[name]* to be interim liquidator of the defendant company.

And the Court limits and restricts the powers of the interim liquidator to the following:

[describe acts that the interim liquidator is authorised to do and the property of which the interim liquidator is to take possession].

By the Court,

.....
(Deputy) Registrar

Schedule 6—continued
Form 16
General heading for notices in forms 17 and 18

In the High Court of Niue

File no: *[number]*

The Companies Act 2006

In the matter of the liquidation of
[name of company in liquidation]

Between *[name]*, liquidator

And *[name, residence, and occupation of intended recipient of notice]*

Schedule 6—continued
Form 17
Notice to set aside voidable transaction under Companies Act
2006

[General heading in form 16.]

Take notice that—

1 [name], the liquidator of [name of company in liquidation] (the **company**) wishes to have set aside the following transaction by the company that is voidable under clause 2 of Schedule 17 of the Companies Act 2006:

[details of transaction to be set aside, including dates, amounts, and nature].

2 The company was put into liquidation by the appointment of a liquidator on [date and time] by—

- *special resolution of those shareholders entitled to vote and voting on the question
*Delete if not applicable.
- *the board of the company on the occurrence of an event specified in the rules
*Delete if not applicable.
- *the High Court under proceeding no. [number], as a result of an application for the appointment of a liquidator that was filed on [date].
*Delete if not applicable.

3 The property or value that the liquidator wishes to recover is [details of property or value].

4 In giving this notice, the liquidator relies on the following grounds:

Note: Here specifically and separately address each element of clause 2 of Schedule 17 of the Companies Act 2006.

5 A person may give notice objecting to the transaction being set aside if the person—

- (a) would be affected by the setting aside of the transaction; and
- (b) considers that the transaction is not voidable.

6 In the case of a transaction that is voidable under clause 2 of Schedule 17 of the Companies Act 2006, the transaction is set aside on the 20th working day after the date of service of this notice unless, **before** that date, you file in the Court and serve on the liquidator a notice objecting to the transaction being set aside.

Schedule 6—continued
Form 17—continued

Dated at [place] on [date]

.....
(Solicitor *or* Counsel for)
The liquidator

To the Registrar of the High Court of Niue

And

To [names of the parties to be served]

[Here insert details as to who is filing this document and as to his or her address for service. This information should be in the form set out in form 2].

Important information for recipient of notice

Legal advice

- 1 Although it is not essential to employ a lawyer for the purpose of this notice, you are recommended to consult a lawyer about this matter without delay. However, a company or other corporation that wishes to oppose this notice or appear at any hearing must consult a lawyer without delay. A company or other corporation cannot carry on proceedings in the Court except through a lawyer.

Notice objecting to transaction being set aside

- 2 You may file in the Court a notice objecting to the transaction being set aside under clause 8(2) of Schedule 17 of the Act. The notice must be in form 19.

Last day for filing application

- 3 The notice must be filed in the Court and served on the liquidator within 20 working days after the date of service of this notice.

Office hours

- 4 The office hours of the Court are from [time] am to [time] pm except on Court holidays.

Definition of working day (Companies Act 2006)

- 5 **Working day** means a day of the week other than—
(a) Saturday and Sunday;
(b) a day that is defined as, or declared to be, a public holiday under any Act.

Schedule 6—continued
Form 18
Notice to set aside voidable charge under Companies Act 2006

[General heading in form 16.]

Take notice that—

1 [name], the liquidator of [name of company in liquidation] (the **company**) wishes to have set aside the following charge by the company that is voidable under clause 4 of Schedule 17 of the Companies Act 2006:

[details of charge to be set aside, including dates, amounts, and nature].

2 The company was put into liquidation by the appointment of a liquidator on [date and time] by—

- *special resolution of those shareholders entitled to vote and voting on the question
*Delete if not applicable.
- *the board of the company on the occurrence of an event specified in the rules
*Delete if not applicable.
- *the High Court under proceeding no. [number], as a result of an application for the appointment of a liquidator that was filed on [date].
*Delete if not applicable.

3 The property or value that the liquidator wishes to recover is [details of property or value].

4 In giving this notice, the liquidator relies on the following grounds:

Note: Here specifically and separately address each element of clause 4 of Schedule 17 of the Companies Act 2006.

5 A person may file in the Court a notice objecting to the charge being set aside if the person—

- (a) would be affected by the setting aside of the charge; and
- (b) considers that the charge is not voidable.

6 In the case of a charge that is voidable under clause 4 of Schedule 17 of the Companies Act 2006, the charge is set aside on the 20th working day after the date of service of this notice unless, **before** that date, you file in the Court and serve on the liquidator a notice objecting to the charge being set aside.

Dated at [place] on [date]

.....
(Solicitor or Counsel for)
The liquidator

Schedule 6—continued
Form 18—continued

To the Registrar of the High Court of Niue

And

To [names of the parties to be served]

[Here insert details as to who is filing this document and as to his or her address for service. This information should be in the form set out in form 2].

Important information for recipient of notice

Legal advice

- 1 Although it is not essential to employ a lawyer for the purpose of this notice, you are recommended to consult a lawyer about this matter without delay. However, a company or other corporation that wishes to oppose this notice or appear at any hearing must consult a lawyer without delay. A company or other corporation cannot carry on proceedings in the Court except through a lawyer.

Application for order that transaction not be set aside

- 2 You may file in the Court a notice objecting to the charge being set aside. The notice must be in form 19.

Last day for filing application

- 3 The notice must be filed in the Court and served on the liquidator within 20 working days after the date of service of this notice.

Office hours

- 4 The office hours of the Court are from [time] am to [time] pm except on Court holidays.

Definition of working day (Companies Act 2006)

- 5 **Working day** means a day of the week other than—
(a) Saturday and Sunday;
(b) a day that is defined as, or declared to be, a public holiday under any Act.

Schedule 6—continued
Form 19
Notice objecting to setting aside of transaction or charge under
Companies Act 2006

[General heading in form 16.]

Take notice that—

- 1 *[Name]* objects to the setting aside of the transaction or charge referred to in the liquidator’s notice dated *[date]*.

- 2 *[Name]* would be affected by the setting aside of the transaction or charge because *[name]* is a party to the charge (or *[state other reasons why person giving notice would be so affected]*).

- 3 *[Name]* considers that the transaction or charge is not voidable because:

[Here specifically and separately address each relevant element of clause 2 or clause 4 (as the case may require) of Schedule 17 of the Companies Act 2006.]

Dated at *[place]* on *[date]*

.....
(Solicitor or Counsel for)
[Name]

To the Registrar of the High Court of Niue

And

To *[names of the parties to be served]*

[Here insert details as to who is filing this document and as to his or her address for service. This information should be in the form set out in form 2].

Schedule 7 Court fees

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1 Fees of Court

The fees specified in the following table are payable, and must be taken by the proper officer of the Court, in proceedings to which these regulations apply in respect of the matters so specified:

1	Filing a statement of claim for an application to put a company into liquidation:	\$600
2	Filing—	
	(a) a statement of defence; or	
	(b) an amended statement of defence; or	
	(c) an amended statement of claim; or	
	(d) an appearance:	\$135
3	Determination of setting down date for an application to put a company into liquidation:	\$1,500
4	Hearing fee for each half-day or part half-day after the first day for an application to put a company into liquidation:	\$750

2 Power to waive fees

- (1) A person (the applicant) otherwise responsible for the payment of a fee required in connection with a proceeding or an intended proceeding may apply to a Registrar for a waiver of the fee.
- (2) The Registrar may waive the fee payable by the applicant if satisfied that the applicant would otherwise suffer undue financial hardship if he or she paid the fee.
- (3) An application under subclause (1) must be made in a form approved for the purpose by the Registrar.

3 Payment of fee may be postponed pending determination of application for waiver

- (1) A Registrar may, on application by a person who is awaiting the determination of an application under clause 2(1), postpone the payment of the fee to which the application relates until the date on which the person is notified of the determination.
- (2) A Registrar may exercise the power under subclause (1) if satisfied that the person awaiting the determination of his or her application would be prejudiced if the matter to which the fee relates did not proceed before the determination.
- (3) An application under subclause (1) must be made in a form approved for the purpose by the Registrar.

4 Recovery of postponed fee

- (1) This clause applies to a fee (the fee) that has been postponed under clause 3.
- (2) If the effect of a determination under clause 2 is that the fee is not to be waived, the fee—
 - (a) must be paid, without delay, to the Registrar; and
 - (b) is recoverable as a debt due to the Government in any court of competent jurisdiction.
- (3) Following a determination that has the effect referred to in subclause (2), the person responsible for paying the fee may not take a step in the proceeding to which the fee relates unless the fee is paid.

5 Power to refund fees

- (1) A Registrar may, on application made to him or her, refund a fee that has already been paid if satisfied that—
 - (a) no application, under clause 2, for a waiver of the fee was made; and
 - (b) the fee would have been waived, in accordance with clause 2, had that application been made; and
 - (c) the criteria that would have justified that waiver still apply at the date of the application for the refund.
- (2) An application under subclause (1) must be made in a form approved for the purpose by the Registrar.

6 Fees payable by liquidators of companies without assets

If the liquidator of a company gives a Registrar a certificate stating that the company has no immediately available assets out of which to pay the full fees for a proceeding or matter relating to the liquidation of the company, no fee (other than sheriffs' fees and the fee referred to in item 1 of the table in clause 1 for an application to put a company into liquidation) is payable in the High Court for that proceeding or matter.