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## STATUTORY INSTRUMENTS

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# 2005 No. 2483

## The Energy Administration Rules 2005

### PART 12

#### PROXIES AND COMPANY REPRESENTATION

##### Definition of proxy

**140.**—(1) For the purposes of the Rules, a proxy is an authority given by a person (“the principal”) to another person (“the proxy-holder”) to attend a meeting and speak and vote as his representative.

(2) Proxies are for use at creditors' meetings or company meetings summoned or called under Schedule B1 to the 1986 Act or the Rules.

(3) Only one proxy may be given by a person for any one meeting at which he desires to be represented; and it may only be given to one person, being an individual aged 18 years or over. But the principal may specify one or more other such individuals to be proxy-holder in the alternative, in the order in which they are named in the proxy.

(4) Without prejudice to the generality of paragraph (3), a proxy for a particular meeting may be given to whoever is to be the chairman of the meeting; and such chairman cannot decline to be the proxy-holder in relation to that proxy.

(5) A proxy requires the holder to give the principal’s vote on matters arising for determination at the meeting, or to abstain, or to propose, in the principal’s name, a resolution to be voted on by the meeting, either as directed or in accordance with the holder’s own discretion.

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##### Commencement Information

**11** Rule 140 in force at 1.10.2005, see [rule 1](#)

##### Issue and use of forms

**141.**—(1) When notice is given of a meeting to be held in energy administration proceedings and forms of proxy are sent out with the notice, no form so sent out shall have inserted in it the name or description of any person.

(2) No form of proxy shall be used at any meeting except that which is sent with the notice summoning the meeting, or a substantially similar form.

(3) A form of proxy shall be signed by the principal, or by some person authorised by him (either generally or with reference to a particular meeting). If the form is signed by a person other than the principal, the nature of the authority of that person shall be stated.

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##### Commencement Information

**12** Rule 141 in force at 1.10.2005, see [rule 1](#)

### Use of proxies at meetings

142.—(1) A proxy given for a particular meeting may be used at any adjournment of that meeting.

(2) Where the energy administrator holds proxies to be used by him as chairman of a meeting, and some other person acts as chairman, that other person may use the energy administrator's proxies as if he were himself proxy-holder.

(3) Where a proxy directs a proxy-holder to vote for or against a resolution for the appointment of a person other than the energy administrator as proposed liquidator of the protected energy company, the proxy-holder may, unless the proxy states otherwise, vote for or against (as he thinks fit) any resolution for the appointment of that person jointly with another or others.

(4) A proxy-holder may propose any resolution which, if proposed by another, would be a resolution in favour of which by virtue of the proxy he would be entitled to vote.

(5) Where a proxy gives specific directions as to voting, this does not, unless the proxy states otherwise, preclude the proxy-holder from voting at his discretion on resolutions put to the meeting which are not dealt with in the proxy.

#### Commencement Information

I3 Rule 142 in force at 1.10.2005, see [rule 1](#)

### Retention of proxies

143.—(1) Subject as follows, proxies used for voting at any meeting shall be retained by the chairman of the meeting.

(2) The chairman shall deliver the proxies forthwith after the meeting to the energy administrator (where that is someone other than himself).

#### Commencement Information

I4 Rule 143 in force at 1.10.2005, see [rule 1](#)

### Right of inspection

144.—(1) The energy administrator shall, so long as proxies lodged with him are in his hands, allow them to be inspected, at all reasonable times on any business day, by—

- (a) the creditors, in the case of proxies used at a meeting of creditors, and
- (b) a protected energy company's members, in the case of proxies used at a meeting of the protected energy company.

(2) The reference in paragraph (1) to creditors is a reference to those persons who have submitted in writing a claim to be creditors of the protected energy company but does not include a person whose proof or claim has been wholly rejected for the purposes of voting, dividend or otherwise.

(3) The right of inspection given by this Rule is also exercisable by the directors of the protected energy company.

(4) Any person attending a meeting in energy administration proceedings is entitled, immediately before or in the course of the meeting, to inspect proxies and associated documents (including proofs) sent or given, in accordance with directions contained in any notice convening the meeting, to the chairman of that meeting or to any other person by a creditor or member for the purpose of that meeting.

**Commencement Information**

**I5** Rule 144 in force at 1.10.2005, see [rule 1](#)

**Proxy-holder with financial interest**

**145.**—(1) A proxy-holder shall not vote in favour of any resolution which would directly or indirectly place him, or any associate of his, in a position to receive any remuneration out of the assets of the protected energy company, unless the proxy specifically directs him to vote in that way.

(2) Where a proxy-holder has signed the proxy as being authorised to do so by his principal and the proxy specifically directs him to vote in the way mentioned in paragraph (1), he shall nevertheless not vote in that way unless he produces to the chairman of the meeting written authorisation from his principal sufficient to show that the proxy-holder was entitled so to sign the proxy.

(3) This Rule applies also to any person acting as chairman of a meeting and using proxies in that capacity under Rule 142; and in its application to him, the proxy-holder is deemed an associate of his.

(4) In this Rule “associate” shall have the same meaning as in section 435 of the 1986 Act.

**Commencement Information**

**I6** Rule 145 in force at 1.10.2005, see [rule 1](#)

**Company representation**

**146.**—(1) Where a person is authorised under section 375 of the Companies Act(1) to represent a corporation at a meeting of creditors or of the protected energy company he shall produce to the chairman of the meeting a copy of the resolution from which he derives his authority.

(2) The copy resolution must be under the seal of the corporation, or certified by the secretary or a director of the corporation to be a true copy.

(3) Nothing in this Rule requires the authority of a person to sign a proxy on behalf of a principal which is a corporation to be in the form of a resolution of that corporation.

**Commencement Information**

**I7** Rule 146 in force at 1.10.2005, see [rule 1](#)

(1) 1985 c. 6.

**Changes to legislation:**

There are currently no known outstanding effects for the The Energy Administration Rules 2005, PART 12.