

## Section 106

Return of Final Meeting in a  
Creditors' Voluntary Winding UpPursuant to Section 106 of the  
Insolvency Act 1986

To the Registrar of Companies

**S.106**

Company Number

04596464

Name of Company

Taurus Metals UK Limited

I / We

Adam Peter Jordan, Bridge House, Riverside North, Bewdley, Worcestershire, DY12 1AB

Nickolas Garth Rimes, Bridge House, Riverside North, Bewdley, Worcestershire, DY12 1AB

Note: The copy account must be  
authenticated by the written  
signature(s) of the Liquidator(s)

1 give notice that a general meeting of the company was ~~duly held on~~/summoned for 11 February 2014 pursuant to section 106 of the Insolvency Act 1986, for the purpose of having an account (of which a copy is attached) laid before it showing how the winding up of the company has been disposed of, and that ~~the same was done accordingly~~ / no quorum was present at the meeting,

2 give notice that a meeting of the creditors of the company was ~~duly held on~~/summoned for 11 February 2014 pursuant to Section 106 of the Insolvency Act 1986, for the purpose of having the said account laid before it showing how the winding up the company has been conducted and the property of the company has been disposed of and that ~~the same was done accordingly~~/no quorum was present at the meeting

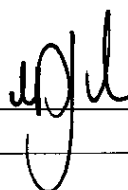
The meeting was held at Bridge House, Riverside North, Bewdley, Worcestershire, DY12 1AB

The winding up covers the period from 17 December 2012 (opening of winding up) to the final meeting (close of winding up)

The outcome of any meeting (including any resolutions passed) was as follows

No resolutions were passed as no quorum was present at the meeting.

Signed



Date 11 February 2014

Rimes & Co  
Bridge House  
Riverside North  
Bewdley  
Worcestershire  
DY12 1AB

Ref TAUR0847/AJ/NR/RB/AM

FRIDAY



A38

\*A31OV48G\*

14/02/2014

#23

COMPANIES HOUSE

**Taurus Metals UK Limited**  
**(In Liquidation)**  
**Joint Liquidators' Abstract of Receipts & Payments**  
**From 17 December 2012 To 10 February 2014**

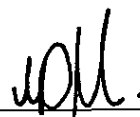
S of A £		£	£
	<b>HIRE PURCHASE</b>		
66,250 00	Plant, Machinery and Motor Vehicle	NIL	
(51,711 00)	Less Due to Bell Finance	NIL	
			NIL
	<b>ASSET REALISATIONS</b>		
1,500 00	Plant & Machinery	1,000 00	
200 00	Office Furniture & Equipment	NIL	
1,000 00	Stock & Scrap Metal	NIL	
	Cash at Bank	7,877 04	
	Bank Interest Gross	1 53	
			8,878 57
	<b>COST OF REALISATIONS</b>		
	Pre-Liquidation Fees	4,000 00	
	Pre-Liquidation Disbursements	21 28	
	Joint Liquidators' Remuneration	3,293 48	
	Joint Liquidators' Disbs Cat 1	383 78	
	Joint Liquidators' Disbs Cat 2	64 20	
	Valuers Fee	750 00	
	Storage Costs	175 33	
	Statutory Advertising	190 50	
			(8,878 57)
	<b>PREFERENTIAL CREDITORS</b>		
(3,123 00)	Employee Claim - Holiday & Unpaid W	NIL	
			NIL
	<b>UNSECURED CREDITORS</b>		
(5,882 00)	Trade & Expense Creditors	NIL	
(11,035 00)	Employee Claim - Non Preferential	NIL	
(5,000 00)	Connected Creditors	NIL	
(28,000 00)	Directors' Loan Accounts	NIL	
(4,000 00)	HM Revenue & Customs - PAYE/NIC	NIL	
(48,070 00)	HM Revenue & Customs - VAT	NIL	
			NIL
	<b>DISTRIBUTIONS</b>		
(100 00)	Ordinary Shareholders	NIL	
			NIL
<b>(87,971 00)</b>			<b>0.00</b>
	<b>REPRESENTED BY</b>		
			<b>NIL</b>

**Taurus Metals UK Limited**  
**(In Liquidation)**  
**Joint Liquidators' Abstract of Receipts & Payments**  
**From 17 December 2012 To 10 February 2014**

**S of A £**

**£**

**£**

  
\_\_\_\_\_  
Adam Peter Jordan  
Joint Liquidator

**PRIVATE & CONFIDENTIAL  
TO MEMBERS AND ALL KNOWN CREDITORS**

Our Ref TAUR0847NR/AJ/AM/Z

11 February 2014

Dear Sir(s)

**Taurus Metals UK Limited - In Liquidation**  
**Registered Number: 04596464**

**Registered Office As Bewdley address below**

Further to our appointment as Joint Liquidators of the company on 17 December 2012, we are now in a position to conclude the Liquidation and to provide you with our final report on the administration of the estate, in accordance with Section 106 of the Insolvency Act 1986, (as amended) ("the Act") and the Insolvency Rules 1986 (as amended) ("the Rules")

Throughout the Liquidation, the Joint Liquidators have acted jointly and severally

The Joint Liquidators' Abstract of Receipts and Payments for the period of the Liquidation showing asset realisations in the Liquidation and how they have been disbursed, is enclosed at **Appendix A**. At all material times, funds have been held in an interest bearing account

## **RECEIPTS**

### **Tangible Assets**

Prior to our appointment, we instructed independent agents, MGR Appraisals ("MGR"), who attended the company premises to value the company's assets for the purpose of preparing the Directors' Estimated Statement of Affairs

The assets in the Directors' Estimated Statement of Affairs consisted of plant and machinery both financed and unencumbered, office furniture and equipment and stock and scrap metal that were estimated to realise £17,239 on a forced sale basis

Following our appointment, it was established that the settlement figure due to Bell Finance exceeded the value of the plant and machinery and therefore extinguishing any equity for the Liquidation estate

Bridge House, Riverside North, Bewdley DY12 1AB

Tel (01299) 406355 | Fax (01299) 406356

Email [info@rimesandco.co.uk](mailto:info@rimesandco.co.uk) | Website [www.rimesandco.co.uk](http://www.rimesandco.co.uk)

Also at 1 Brassey Road, Old Potts Way, Shrewsbury SY3 7FA

N G Rimes MABRP is licensed to act as an Insolvency Practitioner in the United Kingdom by The Secretary of State for the Department of Business, Innovation & Skills

A P Jordan MABRP / AIPA is licensed to act as an Insolvency Practitioner in the United Kingdom by the Insolvency Practitioners Association

Rimes & Co is the trading name of Rimes & Co Limited registered in England and Wales under no. 06852450 whose registered office is Birch House, Harris Business Park, Bromsgrove B60 4DJ





In addition, it was established that at the date of Liquidation, stock had decreased since the date of the valuation and MGR advised that it was not cost effective to uplift the remaining stock and scrap metal along with the office furniture and equipment, as the cost of removing the assets and marketing for sale would exceed any anticipated realisation. Accordingly, these assets were abandoned.

Dee's Metals Limited made an offer to purchase the company's unencumbered plant and machinery for £1,000 plus VAT. This offer was recommended for acceptance by MGR and funds were received on 9 January 2013.

In accordance with Statement of Insolvency Practice 13, we are obliged to inform creditors of the acquisition of assets by the Director of a company or parties connected with them. Dee's Metals Limited is a company of which Devonne Hannington, a former Director of Taurus Metals UK Limited, is also a Director.

## **Cash at Bank**

At the date of Liquidation, the company's current account was understood to be at zero. Subsequent to our appointment, the bank account was closed and £7,877.04 was received in the Liquidation bank account.

We were informed this amount related to a debtor who the company were of the opinion had paid previously.

## **Bank Interest**

Liquidation funds have been held in an interest bearing account and £1.53 has been received gross of taxation.

All known assets have been realised and no further recoveries are anticipated.

## **INVESTIGATIONS**

We have submitted our statutory report to the Department of Business, Innovation and Skills on the conduct of the Directors in accordance with the Insolvent Companies (Report on Conduct of Directors) Rules 1996 and the Company Directors Disqualification Act 1986. The content of this report is, however, strictly private and confidential.

We also have a duty to investigate the extent of the company's assets, including potential claims against third parties including the Directors and to report our findings to creditors, subject to considerations of privilege and confidentiality and whether those investigations and/or any potential litigation might be compromised.

Our preliminary assessment of the conduct of the company's affairs by the Directors prior to our appointment did not reveal any matters that it was in the interests of creditors for us to pursue. Accordingly, we did not conduct any further, more detailed investigations.

## **OUTCOME FOR CREDITORS**

### **Secured Creditors and the Prescribed Part**

Section 176A of the Act provides that where a company has created a floating charge after 15 September 2003, the Liquidator must make a Prescribed Part of the company's net property available for the unsecured creditors. Net property means the amount that would, if not for this

section of the Act, be available for distribution to a floating charge holder out of floating charge assets

There are no secured creditors. Accordingly the Prescribed Part provisions of the Act whereby a proportion of funds due to a Qualifying Floating Chargeholder have to be set aside for the benefit of unsecured creditors do not apply to the company.

## **Preferential Creditors**

At the date of Liquidation the Directors' estimate of the claims of preferential creditors amounted to £3,123. These were represented by claims of former employees of the company for arrears of wages and accrued holiday pay.

To the best of our knowledge the former employees of the company have submitted claims to the Redundancy Payments Office ("RPO") although the RPO has not notified us of its claims in the Liquidation.

## **Preferential creditors and Unsecured Creditors**

Assets realised have been utilised fully in contributing towards defraying the administrative costs of the Liquidation.

Accordingly, formal notice was given on 15 October 2013 that, in accordance with Rules 4.186 and Rule 11.7 of the Rules, no funds would become available to enable any form of distribution to be made to preferential and unsecured creditors.

## **JOINT LIQUIDATORS' FEES, DISBURSEMENTS AND EXPENSES**

### Basis of remuneration and disbursements

At the initial meeting of creditors held pursuant to Section 98 of the Act on 17 December 2012, it was resolved that the Joint Liquidators would be remunerated by reference to time properly spent in dealing with this matter at the firm's standard charge out rates, and that disbursements would be drawn in accordance with the firm's standard tariff.

Since the original approval of the basis of remuneration there has not been a change to the firm's charge out rates and disbursement tariff, a copy of this is attached at **Appendix B**.

### Remuneration charged and drawn

Time costs to date amount to £4,587.50 which represents 26.20 hours at an average hourly rate of £175.10.

A breakdown of these time costs is attached at **Appendix C**. We are required to provide the information in this format by Statement of Insolvency Practice 9.

Creditors will note from the Receipts and Payments Account that we have drawn the sum of £3,293.48 on account of these costs. All outstanding and future time costs to be incurred will have to be written off.

### Disbursements charged and drawn

Details of disbursements charged and drawn are given in **Appendix D**.

# RIMES & CO

Licensed Insolvency Practitioners

Category 1 disbursements are in respect of expenses that were directly attributable to the case  
Category 2 disbursements required specific authorisation and consist of disbursements that are not specifically identifiable to the case

The sum of £447 98 has been drawn in respect of disbursements

## Expenses charged and drawn

Details of expenses charged and drawn are also given in **Appendix D**

We comment specifically that at the first meeting of creditors held on 17 December 2012 it was resolved that the fees and disbursements of Rimes & Co for assisting the Directors in convening the statutory meetings to place the company into Liquidation, and for assistance in preparing the Statement of Affairs, would be a set fee of £4,000 plus disbursements and VAT and would be paid out of the assets of the company

Creditors will note from the Receipts and Payments Account that this fee has been drawn in full  
We have also drawn pre-Liquidation disbursements of £21 28 in full

## **Creditors' Guide to Fees and statement of creditors' rights**

If you require further information relating to the Joint Liquidators' remuneration, expenses and disbursements please see **Appendix E** This also gives details of your rights as a creditor in this regard

## **DISSOLUTION**

The company will be dissolved automatically three months after the date that the report on the final meeting is registered at Companies House No further action is required on your part

If you require any further information, please do not hesitate to contact Ansar Mahmood on 01299 406355 or at the above address

Yours faithfully



A P Jordan  
Joint Liquidator



**Taurus Metals UK Limited**  
**(In Liquidation)**  
**Joint Liquidators' Abstract of Receipts & Payments**

Appendix A

Statement of Affairs		From 17/12/2013 To 11/02/2014	From 17/12/2012 To 11/02/2014
	<b>HIRE PURCHASE</b>		
66,250 00	Plant, Machinery and Motor Vehicle	NIL	NIL
(51,711 00)	Less Due to Bell Finance	NIL	NIL
		NIL	NIL
	<b>ASSET REALISATIONS</b>		
1,500 00	Plant & Machinery	NIL	1,000 00
200 00	Office Furniture & Equipment	NIL	NIL
1,000 00	Stock & Scrap Metal	NIL	NIL
	Cash at Bank	NIL	7,877 04
	Bank Interest Gross	NIL	1 53
		NIL	8,878 57
	<b>COST OF REALISATIONS</b>		
	Pre-Liquidation Fees	NIL	4,000 00
	Pre-Liquidation Disbursements	NIL	21 28
	Joint Liquidators' Remuneration	NIL	3,293 48
	Joint Liquidators' Disbs Cat 1	NIL	383 78
	Joint Liquidators' Disbs Cat 2	NIL	64 20
	Valuers Fee	NIL	750 00
	Storage Costs	NIL	175 33
	Statutory Advertising	NIL	190 50
		NIL	(8,878 57)
	<b>PREFERENTIAL CREDITORS</b>		
(3,123 00)	Employee Claim - Holiday & Unpaid W	NIL	NIL
		NIL	NIL
	<b>UNSECURED CREDITORS</b>		
(5,882 00)	Trade & Expense Creditors	NIL	NIL
(11,035 00)	Employee Claim - Non Preferential	NIL	NIL
(5,000 00)	Connected Creditors	NIL	NIL
(28,000 00)	Directors' Loan Accounts	NIL	NIL
(4,000 00)	HM Revenue & Customs - PAYE/NIC	NIL	NIL
(48,070 00)	HM Revenue & Customs - VAT	NIL	NIL
		NIL	NIL
	<b>DISTRIBUTIONS</b>		
(100 00)	Ordinary Shareholders	NIL	NIL
		NIL	NIL
(87,971 00)		NIL	0 00
	<b>REPRESENTED BY</b>		
			NIL

## Taurus Metals UK Limited - In Creditors' Voluntary Liquidation

### Guidance for creditors on charge out rates and allocated disbursements

#### Charge out rates

It is anticipated that the following grades of personnel will work on this case. Their current charge-out rates are set out below.

Grade of personnel	Hourly charge out rate (£)
Partner	275 - 325
Manager	220 - 275
Administrator	110 - 150
Cashiering & Secretarial	50 - 110

Time is charged in units of 6 minutes. In common with other professional firms, our charge-out rates increase from time to time over the period of administration of a case. Subcontractors, if used, will be recharged at cost.

#### Allocated disbursements

Details of the proposed charges for which approval is required are set out below.

- Meeting room charge for statutory meetings, charged at £60 per meeting summoned (members' and creditors' meetings on the same day treated as one meeting)
- Facsimiles are charged at £1 per page and photocopying is charged at a cost of 15p per page
- Envelopes for all circulars to creditors are re-charged to the case at 20p per C4 window envelope
- Business rate mileage, at a cost of between 40p and 80p per mile in relation to the running costs of different classes of vehicle

It should be noted that the above costs might increase from time to time. However, this would only be as a result of inflationary increases or in line with increases from my suppliers.

**Rimes & Co**

# Time Entry - SIP9 Time & Cost Summary

## Appendix C

TAUR0847 - Taurus Metals UK Limited  
Project Code POST  
From 17/12/2012 To 16/12/2013

Classification of Work Function	Partner	Manager	Other Senior Professionals	Assistants & Support Staff	Total Hours	Time Cost (£)	Average Hourly Rate (£)
Admin & Planning	0 00	3 30	8 20	5 60	17 10	2 656 00	155 32
Case Specific Matters	0 00	0 00	0 00	0 00	0 00	0 00	0 00
Creditors	0 00	0 00	1 50	0 50	2 00	287 50	143 75
Investigations	0 00	0 00	0 00	0 50	0 50	62 50	125 00
Realisation of Assets	2 10	3 20	2 50	0 00	7 80	1 761 50	225 83
Trading	0 00	0 00	0 00	0 00	0 00	0 00	0 00
<b>Total Hours</b>	<b>2 10</b>	<b>6 50</b>	<b>12 20</b>	<b>6 60</b>	<b>27 40</b>	<b>4 767 50</b>	<b>174 00</b>
<b>Total Fees Claimed</b>						<b>3 293 48</b>	
<b>Total Disbursements Claimed</b>						<b>447 98</b>	

# Time Entry - SLP9 Time & Cost Summary

## Appendix C

TAUR0847 - Taurus Metals UK Limited  
Project Code POST  
From 17/12/2013 To 11/02/2014

Classification of Work Function	Partner	Manager	Other Senior Professionals	Assistants & Support Staff	Total Hours	Time Cost (£)	Average Hourly Rate (£)
Admin & Planning	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Case Specific Matters	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Creditors	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Investigations	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Realisation of Assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Trading	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Total Hours</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Fees Claimed</b>						<b>3,293.48</b>	
<b>Total Disbursements Claimed</b>						<b>447.98</b>	

# Time Entry - SIP9 Time & Cost Summary

## Appendix C

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Project Code POST  
From 17/12/2012 To 11/02/2014

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Admin & Planning	0 00	3 30	8 20	5 60	17 10	2 656 00	155 32
Case Specific Matters	0 00	0 00	0 00	0 00	0 00	0 00	0 00
Creditors	0 00	0 00	1 50	0 50	2 00	287 50	143 75
Investigations	0 00	0 00	0 00	0 50	0 50	62 50	125 00
Realisation of Assets	2 10	3 20	2 50	0 00	7 80	1 761 50	225 83
Trading	0 00	0 00	0 00	0 00	0 00	0 00	0 00
<b>Total Hours</b>	<b>2 10</b>	<b>6 50</b>	<b>12 20</b>	<b>6 60</b>	<b>27 40</b>	<b>4,767 50</b>	<b>174 00</b>
<b>Total Fees Claimed</b>						<b>3,293 48</b>	
<b>Total Disbursements Claimed</b>						<b>447 98</b>	

## Taurus Metals UK Limited - In Liquidation

## Joint Liquidators' Disbursements incurred and paid to 11 February 2014

An analysis of the Joint Liquidator's disbursements is summarised below-

	Incurred £	Unpaid £	Written Off £	Paid £
<b>Category 1</b>				
Specific Bond	296 00	0 00	0 00	296 00
Postage	5 28	0 00	0 00	5 28
Statutory Advertising	75 00	0 00	0 00	75 00
Storage Costs	7 50	0 00	0 00	7 50
	<u>383 78</u>	<u>0 00</u>	<u>69 90</u>	<u>383 78</u>

## Category 2

Envelopes	2 40	0 00	0 00	2 40
Photocopying	1 80	0 00	0 00	1 80
Room Hire	60 00	0 00	0 00	60 00
	<u>64 20</u>	<u>0 00</u>	<u>0 00</u>	<u>64 20</u>

## Joint Liquidator's expenses incurred and paid

Details of the Joint Liquidators' expenses are summarised below -

Expense	Paid to	Basis of payment	Incurred	Unpaid	Written Off	Paid
Valuers Fees	MGR Appraisals	Time Costs				
Storage Costs	Clarks Archive Services	Set Tariff				
Statutory Advertising	Courts Advertising	Statutory Payment - Set Tariff				
Pre-Liquidation Fees	Rimes & Co	Approved by creditors on 17/12/2012				
Pre-Liquidation Disbursements	Rimes & Co	Approved by creditors on 17/12/2012				
MGR Appraisals	Valuers Fees		750 00	0 00	0 00	750 00
Clarks Archive Services	Storage Costs		175 33	0 00	0 00	175 33
Courts Advertising	Statutory Advertising		190 50	0 00	0 00	190 50
Rimes & Co	Pre-Liquidation Fees		4,876 50	0 00	876 50	4,000 00
Rimes & Co	Pre-Liquidation Disbursements		21 28	0 00	0 00	21 28
			<u>6,013 61</u>	<u>0 00</u>	<u>876 50</u>	<u>5,137 11</u>

## A CREDITORS' GUIDE TO LIQUIDATORS' FEES

### ENGLAND AND WALES

#### 1 INTRODUCTION

- 1.1 When a company goes into liquidation the costs of the proceedings are paid out of its assets. The creditors, who hope to recover some of their debts out of the assets, therefore have a direct interest in the level of costs, and in particular the remuneration of the insolvency practitioner appointed to act as liquidator. The insolvency legislation recognises this interest by providing mechanisms for creditors to fix the basis of the liquidator's fees. This guide is intended to help creditors be aware of their rights to approve and monitor fees, explains the basis on which fees are fixed and how creditors can seek information about expenses incurred by the liquidator and challenge those they consider to be excessive.

#### 2 LIQUIDATION PROCEDURE

- 2.1 Liquidation (or 'winding up') is the most common type of corporate insolvency procedure. Liquidation is the formal winding up of a company's affairs entailing the realisation of its assets and the distribution of the proceeds in a prescribed order of priority. Liquidation may be either voluntary, when it is instituted by resolution of the shareholders, or compulsory, when it is instituted by order of the court.
- 2.2 Voluntary liquidation is the more common of the two. An insolvent voluntary liquidation is called a creditors' voluntary liquidation (often abbreviated to 'CVL'). In this type of liquidation an insolvency practitioner acts as liquidator throughout and the creditors can vote on the appointment of the liquidator at the first meeting of creditors.
- 2.3 In a compulsory liquidation on the other hand, the function of liquidator is, in most cases, initially performed not by an insolvency practitioner but by an official called the official receiver. The official receiver is an officer of the court and a member of The Insolvency Service. In most compulsory liquidations, the official receiver becomes liquidator immediately on the making of the winding-up order. Where there are significant assets an insolvency practitioner will usually be appointed to act as liquidator in place of the official receiver, either at a meeting of creditors convened for the purpose or directly by The Insolvency Services on behalf of the Secretary of State. Where an insolvency practitioner is not appointed the official receiver remains liquidator.
- 2.4 Where a compulsory liquidation follows immediately on an administration the court may appoint the former administrator to act as liquidator. In such cases the official receiver does not become liquidator. An administrator may also subsequently act as liquidator in a CVL.

#### 3 THE LIQUIDATION COMMITTEE

- 3.1 In a liquidation (whether voluntary or compulsory) the creditors have the right to appoint a committee called the liquidation committee, with a minimum of 3 and a maximum of 5 members, to monitor the conduct of the liquidation and approve the liquidator's fees. The committee is usually established at the creditors' meeting which appoints the liquidator, but in cases where a liquidation follows immediately on an administration any committee established for the purposes of the administration will continue in being as the liquidation committee.

- 3 2 The liquidator must call the first meeting of the committee within 6 weeks of its establishment (or his appointment if that is later), and subsequent meetings must be held either at specified dates agreed by the committee, or when requested by a member of the committee, or when the liquidator decides he needs to hold one. The liquidator is required to report to the committee at least every 6 months on the progress of the liquidation, unless the committee directs otherwise. This provides an opportunity for the committee to monitor and discuss the progress of the insolvency and the level of the liquidator's fees.

#### 4 FIXING THE LIQUIDATOR'S FEES

- 4 1 The basis for fixing the liquidator's remuneration is set out in Rules 4 127 – 4 127B of the Insolvency Rules 1986. The Rules state that the remuneration shall be fixed

- as a percentage of the value of the assets which are realised or distributed or both,
- by reference to the time properly given by the liquidator and his staff in attending to matters arising in the liquidation, or
- as a set amount

Any combination of these bases may be used to fix the remuneration, and different bases may be used for different things done by the liquidator. Where the remuneration is fixed as a percentage, different percentages may be used for different things done by the liquidator.

It is for the liquidation committee (if there is one) to determine on which of these bases, or combination of bases, the remuneration is to be fixed. Where it is fixed as a percentage, it is for the committee to determine the percentage or percentages to be applied. Rule 4 127 says that in arriving at its decision the committee shall have regard to the following matters:

- the complexity (or otherwise) of the case,
- any responsibility of an exceptional kind or degree which falls on the liquidator in connection with the insolvency,
- the effectiveness with which the liquidator appears to be carrying out, or to have carried out, his duties,
- the value and nature of the assets which the liquidator has to deal with

- 4 2 If there is no liquidation committee, or the committee does not make the requisite determination, the liquidator's remuneration may be fixed by a resolution of a meeting of creditors. The creditors take account of the same matters as the committee would. A resolution specifying the terms on which the liquidator is to be remunerated may be taken at the meeting which appoints the liquidator.

- 4 3 If the remuneration is not fixed as above, it will be fixed in one of the following ways. In a CVL, it will be fixed by the court on application by the liquidator, but the liquidator may not make such an application unless he has first tried to get his remuneration fixed by the committee or creditors as described above, and in any case not later than 18 months after his appointment. In a compulsory liquidation, it will be in accordance with a scale set out in the Rules.

#### 5 REVIEW OF REMUNERATION

Where there has been a material and substantial change in circumstances since the basis of the liquidator's remuneration was fixed, the liquidator may request that



it be changed. The request must be made to the same body as initially approved the remuneration, and the same rules apply as to the original approval.

## **6 WHAT INFORMATION SHOULD BE PROVIDED BY THE LIQUIDATOR?**

### **6.1 When seeking remuneration approval**

6.1.1 When seeking agreement to his fees the liquidator should provide sufficient supporting information to enable the committee or the creditors to form a judgement as to whether the proposed fee is reasonable having regard to all the circumstances of the case. The nature and extent of the supporting information which should be provided will depend on

- the nature of the approval being sought,
- the stage during the administration of the case at which it is being sought, and
- the size and complexity of the case

6.1.2 Where, at any creditors' or committee meeting, the liquidator seeks agreement to the terms on which he is to be remunerated, he should provide the meeting with details of the charge-out rates of all grades of staff, including principals, which are likely to be involved on the case.

6.1.3 Where the liquidator seeks agreement to his fees during the course of the liquidation, he should always provide an up to date receipts and payments account. Where the proposed fee is based on time costs the liquidator should disclose to the committee or the creditors the time spent and the charge-out value in the particular case, together with, where appropriate, such additional information as may reasonably be required having regard to the size and complexity of the case. The additional information should comprise a sufficient explanation of what the liquidator has achieved and how it was achieved to enable the value of the exercise to be assessed (whilst recognising that the liquidator must fulfil certain statutory obligations that might be seen to bring no added value for creditors) and to establish that the time has been properly spent on the case. That assessment will need to be made having regard to the time spent and the rates at which that time was charged, bearing in mind the factors set out in paragraph 4.1 above. To enable this assessment to be carried out it may be necessary for the liquidator to provide an analysis of the time spent on the case by type of activity and grade of staff. The degree of detail will depend on the circumstances of the case, but it will be helpful to be aware of the professional guidance which has been given to insolvency practitioners on this subject. The guidance suggests the following areas of activity as a basis for the analysis of time spent:

- Administration and planning
- Investigations
- Realisation of assets
- Trading
- Creditors
- Any other case-specific matters

The following categories are suggested as a basis for analysis by grade of staff:

- Partner
- Manager
- Other senior professionals
- Assistants and support staff

The explanation of what has been done can be expected to include an outline of the nature of the assignment and the liquidator's own initial assessment, including the anticipated return to creditors. To the extent applicable it should also explain

- Any significant aspects of the case, particularly those that affect the amount of time spent
- The reasons for subsequent changes in strategy
- Any comments on any figures in the summary of time spent accompanying the request the liquidator wishes to make
- The steps taken to establish the views of creditors, particularly in relation to agreeing the strategy for the assignment, budgeting, time recording, fee drawing or fee agreement
- Any existing agreement about fees
- Details of how other professionals, including subcontractors, were chosen, how they were contracted to be paid, and what steps have been taken to review their fees

It should be borne in mind that the degree of analysis and form of presentation should be proportionate to the size and complexity of the case. In smaller cases not all categories of activity will always be relevant, whilst further analysis may be necessary in larger cases.

- 6.1.4 Where the fee is charged on a percentage basis the liquidator should provide details of any work which has been or is intended to be sub-contracted out which would normally be undertaken directly by a liquidator or his staff.

## **6.2 After Fee Approval**

Where a resolution fixing the basis of fees is passed at any creditors' meeting held before he has substantially completed his functions, the liquidator should notify the creditors of the details of the resolution in his next report or circular to them. When subsequently reporting to creditors on the progress of the liquidation, or submitting his final report, he should specify the amount of remuneration he has drawn in accordance with the resolution (see further paragraph 7.1 below). Where the fee is based on time costs he should also provide details of the time spent and charge-out value to date and any material changes in the rates charged for the various grades since the resolution was first passed. He should also provide such additional information as may be required in accordance with the principles set out in paragraph 6.1.3. Where the fee is charged on a percentage basis the liquidator should provide the details set out in paragraph 6.1.4 above regarding work which has been sub-contracted out.

## **6.3 Disbursements and other Expenses**

There is no statutory requirement for the committee or the creditors to approve the drawing of expenses or disbursements, but there is provision for the creditors to challenge them, as described below. Professional guidance issued to insolvency practitioners requires that, where the liquidator proposes to recover costs which, whilst being in the nature of expenses or disbursements, may include an element of shared or allocated costs (such as room hire, document storage or communication facilities provided by the liquidator's own firm), they must be disclosed and be authorised by those responsible for approving his remuneration. Such expenses must be directly incurred on the case and subject to a reasonable method of calculation and allocation.

## **6.4 Realisations for Secured Creditors**

Where the liquidator realises an asset on behalf of a secured creditor and receives remuneration out of the proceeds (see paragraph 11.1 below), he should disclose the amount of that remuneration to the committee (if there is one), to any meeting of creditors convened for the purpose of determining his fees, and in any reports he sends to creditors

## **7 PROGRESS REPORTS AND REQUESTS FOR FURTHER INFORMATION**

**7.1** The liquidator is required to send annual progress reports to creditors. The reports must include

- details of the basis fixed for the remuneration of the liquidator (or if not fixed at the date of the report, the steps taken during the period of the report to fix it),
- if the basis has been fixed, the remuneration charged during the period of the report, irrespective of whether it was actually paid during that period (except where it is fixed as a set amount, in which case it may be shown as that amount without any apportionment for the period of the report),
- if the report is the first to be made after the basis has been fixed, the remuneration charged during the periods covered by the previous reports, together with a description of the work done during those periods, irrespective of whether payment was actually made during the period of the report,
- a statement of the expenses incurred by the liquidator during the period of the report, irrespective of whether payment was actually made during that period,
- a statement of the creditors' rights to request further information, as explained in paragraph 7.2 and their right to challenge the liquidator's remuneration and expenses

**7.2** Within 21 days of receipt of a progress report (or 7 business days where the report has been prepared for the purposes of a meeting to receive the liquidator's resignation) a creditor may request the liquidator to provide further information about the remuneration and expenses set out in the report. A request must be in writing, and may be made either by a secured creditor, or by an unsecured creditor with the concurrence of at least 5% in value of unsecured creditors (including himself) or the permission of the court

**7.3** The liquidator must provide the requested information within 14 days, unless he considers that

- the time and cost involved in preparing the information would be excessive, or
- disclosure would be prejudicial to the conduct of the liquidation or might be expected to lead to violence against any person, or
- the liquidator is subject to an obligation of confidentiality in relation to the information requested,

in which case he must give the reasons for not providing the information

## **8 PROVISION OF INFORMATION – ADDITIONAL REQUIREMENTS**

The liquidator must provide certain information about the time spent on the case, free of charge upon request by any creditor, director or shareholder of the company

The information which must be provided is-

- the total number of hours spent on the case by the liquidator or staff assigned to the case,
- for each grade of staff, the average hourly rate at which they are charged out,
- the number of hours spent by each grade of staff in the relevant period

The period for which the information must be provided is the period from appointment to the end of the most recent period of six months reckoned from the date of the liquidator's appointment, or where he has vacated office, the date that he vacated office

The information must be provided within 28 days of receipt of the request by the liquidator, and requests must be made within two years from vacation of office

## 9 WHAT IF A CREDITOR IS DISSATISFIED?

- 9 1 Except in cases where there is a liquidation committee it is the creditors as a body who have authority to approve the liquidator's fees. To enable them to carry out this function they may require the liquidator to call a creditors' meeting. In order to do this at least ten per cent in value of the creditors must concur with the request, which must be made to the liquidator in writing.
- 9 2 If a creditor believes that the liquidator's remuneration is too high, the basis is inappropriate, or the expenses incurred by the liquidator are in all the circumstances excessive he may, provided certain conditions are met, apply to the court.
- 9 3 Application may be made to the court by any secured creditor, or by any unsecured creditor provided at least 10 per cent in value of unsecured creditors (including himself) agree, or he has the permission of the court. Any such application must be made within 8 weeks of the applicant receiving the liquidator's progress report in which the charging of the remuneration or incurring of the expenses in question is first reported (see paragraph 7.1 above). If the court does not dismiss the application (which it may if it considers that insufficient cause is shown) the applicant must give the liquidator a copy of the application and supporting evidence at least 14 days before the hearing.
- 9 4 If the court considers the application well founded, it may order that the remuneration be reduced, the basis be changed, or the expenses be disallowed or repaid. Unless the court orders otherwise, the costs of the application must be paid by the applicant and not out of the assets of the insolvent company.

## 10 WHAT IF THE LIQUIDATOR IS DISSATISFIED?

If the liquidator considers that the remuneration fixed by the liquidation committee, or in the preceding administration, is insufficient or that the basis used to fix it is inappropriate he may request that the amount or rate be increased, or the basis changed, by resolution of the creditors. If he considers that the remuneration fixed by the liquidation committee, the creditors, in the preceding administration or in accordance with the statutory scale is insufficient, or that the basis used to fix it is inappropriate, he may apply to the court for the amount or rate to be increased or the basis changed. If he decides to apply to the court he must give at least 14 days' notice to the members of the committee and the committee may nominate one or more of its members to appear or be represented at the court hearing. If there is no committee, the liquidator's notice of his application must be sent to such of the creditors as the court may direct, and they may nominate one or more of their

number to appear or be represented. The court may order the costs to be paid out of the assets.

## 11 OTHER MATTERS RELATING TO REMUNERATION

- 11.1 Where the liquidator realises assets on behalf of a secured creditor he is entitled to be remunerated out of the proceeds of sale in accordance with a scale set out in the Rules. Usually, however, the liquidator will agree the basis of his fee for dealing with charged assets with the secured creditor concerned.
- 11.2 Where two (or more) joint liquidators are appointed it is for them to agree between themselves how the remuneration payable should be apportioned. Any dispute between them may be referred to the court, the committee or a meeting of creditors.
- 11.3 If the appointed liquidator is a solicitor and employs his own firm to act in the insolvency, profit costs may not be paid unless authorised by the committee, the creditors or the court.
- 11.4 If a new liquidator is appointed in place of another, any determination, resolution or court order which was in effect immediately before the replacement continues to have effect in relation to the remuneration of the new liquidator until a further determination, resolution or court order is made.
- 11.5 Where the basis of the remuneration is a set amount, and the liquidator ceases to act before the time has elapsed or the work has been completed for which the amount was set, application may be made for a determination of the amount that should be paid to the outgoing liquidator. The application must be made to the same body as approved the remuneration. Where the outgoing liquidator and the incoming liquidator are from the same firm, they will usually agree the apportionment between them.
- 11.6 There may also be occasions when creditors will agree to make funds available themselves to pay for the liquidator to carry out tasks which cannot be paid for out of the assets, either because they are deficient or because it is uncertain whether the work undertaken will result in any benefit to creditors. Arrangements of this kind are sometimes made to fund litigation or investigations into the affairs of the insolvent company. Any arrangements of this nature will be a matter for agreement between the liquidator and the creditors concerned and will not be subject to the statutory rules relating to remuneration.

## 12 EFFECTIVE DATE

This guide applies where a company –

- goes into liquidation on a winding-up resolution passed on or after 6 April 2010,
- goes into voluntary liquidation immediately following an administration on or after 6 April 2010, except where the preceding administration began before that date,
- goes into compulsory liquidation as the result of a petition presented on or after 6 April 2010, except where the liquidation was preceded by
  - an administration which began before that date,
  - a voluntary liquidation in which the winding-up resolution was passed before that date.