

MEMBERS SOLVENT WINDING UP

This brief guide has been prepared by Phillips & Co. It is in no way intended to be an exhaustive guide, nor will it answer all your questions. In the event that you feel you do require further advice, we urge you to make an appointment to come in and discuss your particular case with us.

A **Members Solvent Winding Up** occurs when the shareholders and directors wish to terminate the trading of the company and distribute the funds between shareholders.

The **Special Resolution**, appointing a Liquidator, must be passed by the shareholders.

The Liquidator's Duties:

The Liquidator will file the Resolution and the Declaration of Solvency at Companies House and advertise the appointment in the London Gazette.

The Insolvency Practitioner, working with the accountant, will agree with HM Revenue & Customs any liabilities that the company may have. Those and any other liabilities must be settled before any distribution is made to the shareholders.

If, for any reason, the company is not able to settle its debts, the liquidator may have to call a meeting to turn the Members Solvent Liquidation into a Creditors Voluntary Winding Up.

Declaration of Solvency:

Further details may be found in our other leaflet on this topic.

Following receipt of all necessary professional advice, the Directors and /or shareholders will make a **Declaration of Solvency**. This is a summary of the company's assets and liabilities. The Declaration must be made no more than 5 weeks prior to the date of the Resolution appointing a Liquidator. The Directors must state in the Declaration that the company will be able to pay all its debts within a period of 12 months.

Further details may be found in our other leaflet on this topic.

Meeting of Shareholders:

Formal notice of a **Meeting of Shareholders** must be sent to the shareholders, and usually 14 or 21 days notice is required.

The requisite majority will be specified in the Articles of the Company.

The shareholders may agree to 'short notice' being given. Again, this is specified in the Articles.



Helen Phillips:

FCA, FCCA, FABRP



In 1981 Helen started her own practice in Buckinghamshire and has expanded the accountancy company which she sold a few years ago. She retains Directorship and Registered Auditor Status.

In her spare time Helen is a keen animal lover and has shown dogs and horses. She has been at the board of The British Horse Society. She was the Founder President of her local Rotary Club, and now is governor of two local schools.

Following a varied scholastic career Helen Phillips entered into Articles with a small firm of Chartered Accountants near Liverpool Station in the City of London. She qualified in 1969, having passed all her exams at the first attempt.

Following admission to the Institute in 1970 she accepted a job as a Internal Auditor and enjoyed a year of travelling round Canada. She then settled in Montreal for a further three years as a Financial Controller for a large Car Dealership.

After a further period of travel, this time in a transit van, in the USA and Mexico, Helen returned home to the UK having missed decimalization and the three day working week.

She became Chief Accountant of a market research company that was a Unilever subsidiary and stayed there for the next seven or eight years until pressure of small children forced her to give it up.

Helen's own area of expertise is in Insolvency, which she practises with a small dedicated team:

Eleanor Thorn has been with the company for over 20 years starting as a office junior. She has worked her way up to her current position as office manager and can assist with queries relating to assets, dividends, creditors claims and employee claims.

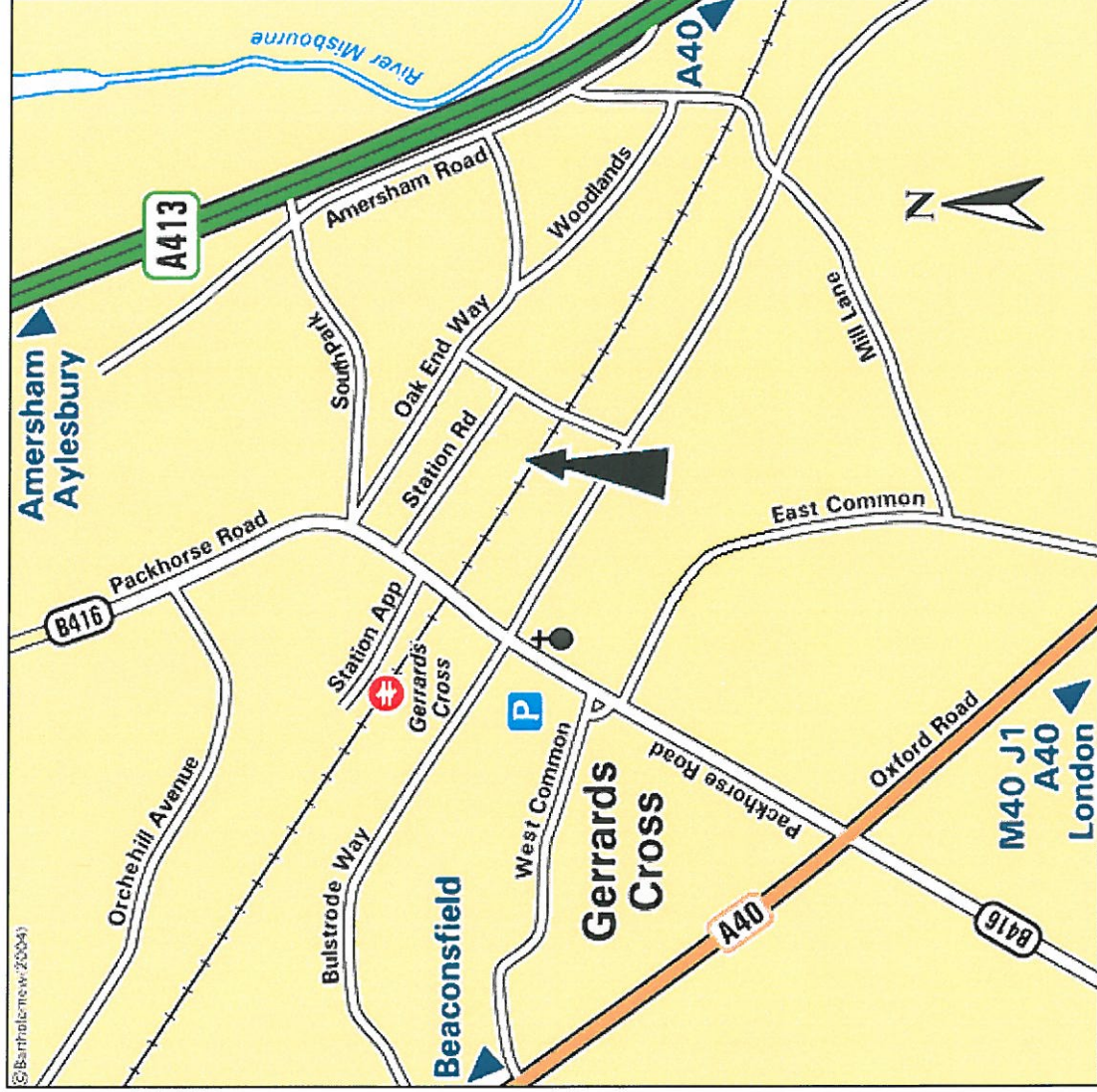
Sue Howse joined in 2002. She is the office secretary, administrator and co-ordinator of archive retrieval. She can assist with general enquiries from creditors and employees.



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