

Return of Final Meeting in a
Members' Voluntary Winding up**S.94**

Pursuant to Section 94 of the Insolvency Act 1986

To the Registrar of Companies

Company Number

04698817

Name of Company

(a) Insert full name
of company

The British Empire and Commonwealth Museum

Limited

(b) Insert full
name(s) and
address(es)

We Ross Connock and Peter Greaves
Of PricewaterhouseCoopers LLP
7 More London Riverside, London SE1 2RT

(c) Delete as
applicable

(d) Insert date

(e) The copy
account must be
authenticated by
the written
signature(s) of the
liquidator(s)(f) Insert venue of
meeting

Give notice that a general meeting of the company was duly summoned for 23
March 2015 pursuant to section 94 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 conducted, and the property of the
company has been disposed of and no quorum was present at the meeting

The meeting was held at 31 Great George Street, Bristol, BS1 5QD

The winding up covers the period from 24 October 2013 (opening of winding up)
to the final meeting (close of winding up)The outcome of any meeting (including any resolutions passed at the meeting)
was as follows

No quorum was present

Signed

Date 23 March 2015

Presenter's name,
address and
reference

(if any)

Chris Ainscough
Ref TW/CA
PricewaterhouseCoopers LLP
31 Great George Street
Bristol, BS1 5QD



THE BRITISH EMPIRE AND COMMONWEALTH MUSEUM – IN MEMBERS' VOLUNTARY LIQUIDATION ("THE COMPANY")
FINAL REPORT TO MEMBERS AS REQUIRED BY S94 OF THE INSOLVENCY ACT 1986
PREPARED FOR THE FINAL MEETING OF MEMBERS ON 23 MARCH 2015

INTRODUCTION

The Company was placed into members' voluntary liquidation on 24 October 2013 and Ross Connock and Peter Greaves were appointed joint liquidators ("the liquidators")

We're required to provide you with a final report on the conduct and outcome of the liquidation. This report is for the period from 24 October 2013 to 23 March 2015 and also serves as a progress report from 24 October 2014 to 23 March 2015.

We're also required to give you certain information about the Company and the liquidators, this information is attached as appendix A.

We attach as appendix B a summary of our receipts and payments for the liquidation.

It should be noted that this liquidation has been run in tandem with the liquidation of its subsidiary, Empire Museum Limited ("EML"). Historically, EML has acted as agent of the Company and it was recognised at the time of the Liquidators' appointment over both companies that recoveries achieved from any residual assets held in the name of EML would be due to the Company under the terms of the agency arrangement. On the basis of this situation, the Company gave certain commitments at the time of the Liquidators' appointment to deal with any claims arising in the EML liquidation and also with the reasonable costs of the Liquidators in dealing with EML's winding up.

REPORT ON THE LIQUIDATION

Realisation of assets:

The directors' Declaration of Solvency disclosed that the Company's assets comprised the following:

	£
Bank and cash	489,048
Third party debtors – HMRC VAT repayment (via EML)	8,114
Third party debtors – Refund re electricity usage (via EML)	5,000
Total	<u>502,162</u>

Following the Liquidators' appointment, the Company's bank and cash was taken under control and the VAT repayment was duly recovered into EML and then transferred to the Company on the basis of the agency arrangement. It has also been confirmed that, in fact, no refund was available from EML's former electricity supplier.

It was recognised prior to the start of the liquidation that EML had an additional potential asset in the form of a claim against Royal Bank of Scotland in respect of a mis-sold Interest Rate Hedging Product but no value was put on this asset for the purposes of the Declaration of Solvency because it was felt that there was too much uncertainty about whether it would produce any realisations. In the event, £209,279 has been recovered in respect of this claim and has been passed over to the Company in line with the agency arrangement.

In addition to the above, further receivables have been identified resulting in additional recoveries during the liquidation period totalling £6,025.

Aside from those referred to above, no other assets have been identified and there are no assets still to be realised.

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Settlement of liabilities:

This section covers all liabilities except any claims of Her Majesty's Revenue & Customs ("HMRC") which are dealt with separately below under HMRC

The directors' Declaration of Solvency and the Company's records disclosed that the company had outstanding liabilities totalling £40,594, including provisions for costs known to have been incurred but which had not been invoiced at the date of liquidation. In the event, these costs were cleared at a total cost of £29,948

Where there was doubt about whether residual liabilities to certain parties might exist over and above those covered by the above provisions, the Liquidators wrote to the relevant third parties following their appointment inviting them to submit any residual claims which they might have. The Liquidators also published notices in the Gazette and in the Times inviting any unknown creditors to submit their claims.

The above exercise resulted in several claims against the Company being intimated and a substantial amount of time has been spent over the course of the liquidation in investigating and assessing the validity of the claims put forward. In the event, only 2 claims have been accepted as properly proved which have resulted in additional payments from the estate totalling £14,408. There are no residual claims to be agreed and settled.

The directors' Declaration of Solvency also included a provision of £35,000 to cover expected costs of the liquidation of both the Company and EML. In the event, the actual costs incurred have been significantly higher. This has been principally the result of the time spent in dealing with the intimated claims referred to above and, to a lesser extent, in connection with the additional asset realisations. These unexpected issues have also significantly extended the timeframe of the liquidations which has also resulted in extra cost. Latterly, the requirements of the Charity Commission in relation to the retention of the Company's records has also resulted in additional cost. Costs incurred in the two liquidations have ultimately totalled £137,325. A breakdown of these costs can be seen at appendix B

HMRC:

The directors' Declaration of Solvency and the Company's records showed that the Company had no liabilities

Subsequent to their appointment, the Liquidators have been able to obtain confirmation from HMRC to the effect that the liquidation can be closed without further reference to them

Treatment of surplus assets:

The Company is a company limited by guarantee (and also a registered charity). Accordingly, the Liquidators are required to deal with any surplus assets (after the settlement of all liabilities) in accordance with the Company's Memorandum and Articles rather than releasing them as a distribution to the Company's members

The Memorandum and Articles specify that any surplus should be applied in one of three ways

- 1 By transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects [ie the objects of the Company as set out in its Memorandum – see below]
- 2 Directly for the Objects or charitable purposes within or similar to the Objects
- 3 In such other manner consistent with charitable status as the Commission [ie the Charity Commission] approve in writing in advance

The Objects of the Company were "the promotion creation and administration in the United Kingdom of a museum or museums of the British Empire and Commonwealth for the public benefit, the education of the public in the history of the British Isles and the British Empire and Commonwealth and such other charitable objects as are in the opinion of the Trustees similar to or compatible with the aforesaid objects".

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During the period of its existence, the Company had built up a substantial collection of books, records, artefacts and other memorabilia ("the Collection") for use in meeting its Objects. Prior to the liquidation of the Company, the Trustees transferred the Collection to another charity with comparable objects and made clear representations to the prospective liquidators that all surplus funds should be passed over to this new charity. The new charity is The British Empire and Commonwealth Collection and its sole trustee is the City Council of Bristol ("the Council").

The Liquidators concluded that it would be entirely appropriate to deal with the surplus funds available in the liquidation in accordance with the Trustees' representations and a Deed of Grant ("the Deed") was prepared to provide a basis for transferring funds to the Council as sole trustee of The British Empire and Commonwealth Collection. Having first confirmed that the proposed arrangements were acceptable to the Charity Commission, the Liquidators finalised the Deed with the Council and have then proceeded to make two transfers to the Council under the terms of the Deed totalling £532,527.

OUR FEES AND EXPENSES

Basis of remuneration:

At the time of the Liquidators' appointment by the members of the Company, a resolution was passed making provision for the Liquidators to be remunerated by reference to the time properly given by them and their staff in attending to the matters arising in the winding up.

Funding of the liquidation:

As noted - and for the reasons given - above, the liquidation of the Company has been conducted in tandem with the liquidation of its subsidiary, EML, and the Company has met the costs incurred in winding up both companies.

Remuneration charged:

Following on from the above, the amounts shown below relate to both the Company and EML.

Our fees for undertaking this assignment consist of time costs incurred for both (i) the period up to the day of the Liquidators' appointment and (ii) the subsequent liquidation. Our time costs for these periods were

	£
Work up to liquidation date	9,750
Liquidation - up to 7 March 2015	<u>90,740</u>
	<u>100,490</u>

In undertaking this assignment, £105,096 has been invoiced and cleared, this amount includes an estimate of the further cost to be incurred from 7 March 2015 through to closure of the liquidation. It has been our practice throughout the duration of the two liquidations to obtain the prior approval of Keith Bonham, being a director / trustee of both the Company and EML and also being a member of the Company, before fees are invoiced and payment drawn from the Company's estate.

We are required to provide further details of our time costs for the liquidation period. We attach below a schedule of the time incurred during the liquidation up to 7 March 2015 by the Liquidators and their staff in undertaking this assignment, analysed between the various work categories involved. The schedule details time costs of £90,740. This represents 297.7 hours at an average hourly rate of £304.8.

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					Total	Total	Average
	Partner / Director	Senior Manager	Executives	Cashiers / Admin / Support	Hours	Cost	Hourly rate
	Hrs	Hrs	Hrs	Hrs	Hrs	£	£
Creditors / Liabilities	2.3	95.4	2.5		100.2	35,394	353.2
Asset realisations	0.5	8.3	0.5	0.6	9.9	3,330	336.4
Treatment of surplus	0.9	16.1	1.3		18.3	6,686	365.3
Statutory / Compliance	1.1	13.8	8.8		23.7	7,264	306.5
Reporting	1.5	19.4	1.8		22.7	8,005	352.6
Tax		9.0	7.3	1.8	18.1	4,846	267.7
Closure		30.5	0.2		30.7	11,280	367.4
Project management	0.3	9.3	1.0		10.6	3,618	341.3
Accounting / treasury / admin	0.3	6.4	6.7	50.1	63.5	10,317	162.5
Total	6.9	208.2	30.1	52.5	297.7	90,740	304.8

Our expenses:

During the liquidation we have incurred expenses (again in respect of the liquidation of both the Company and EML) of £2,514 plus VAT. These costs, which have been re-charged as incurred, comprise

	£
Category 1 expenses [see Note below]	
Statutory advertising	1284
Statutory bonding	225
Storage / Record retention	974
Postage	27
Searches	4
Total expenses	<u>2514</u>

Note:

Category 1 expenses represent specific expenditure incurred directly in respect of this liquidation and payment has been to independent third parties

Members’ rights re our fees and expenses:

Members can request extra information about our fees and expenses within 21 days of receipt of this report

In certain circumstances, members can claim by way of court application that our fees and expenses are excessive. Such applications need to be made within 8 weeks of receipt of this report

This concludes our report

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Appendix A

INFORMATION ON THE COMPANY AND THE LIQUIDATORS

<i>Company details:</i>	
Company name:	The British Empire and Commonwealth Museum
Trading name(s)	
Company number:	04698817
Registered office:	C/o PwC (BRS – CHA), 31 Great George Street, Bristol, BS1 5QD
<i>Liquidators' details:</i>	
Liquidators' names:	Ross Connock and Peter Greaves ("The Liquidators")
Liquidators' address:	c/o PricewaterhouseCoopers, 31 Great George Street, Bristol, BS1 5QD
Date of appointment:	24 October 2013
Nature of appointment:	Members' Voluntary Liquidation

Ross Connock and Peter Greaves have been appointed as joint liquidators. Both are licensed in the United Kingdom to act as insolvency practitioners by the Institute of Chartered Accountants in England and Wales.

The joint liquidators are Data Controllers of personal data as defined by the Data Protection Act 1998. PricewaterhouseCoopers LLP will act as Data Processor on their instructions. Personal data will be kept secure and processed only for matters relating to the liquidation.

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Appendix B

**ABSTRACT OF RECEIPTS AND PAYMENTS IN THE LIQUIDATION DURING THE PERIOD
FROM 24 OCTOBER 2013 TO 23 MARCH 2015**

	£
RECEIPTS	
Cash at bank	489,049
Third party debtors	6,000
Third party debtors (via EML)	217,418
Interest received – gross	1,528
Interest received – net (incl. £140 via EML)	213
	714,208
	£
PAYMENTS	
Unsecured creditors:	
- PricewaterhouseCoopers re pre-liquidation advice	9,750
- Other	34,606
Liquidation costs	
- Liquidators’ remuneration	95,346
- Liquidators’ expenses - statutory bonding	225
- Liquidators’ expenses – advertising	1,284
- Liquidators’ expenses – other category 1	1,005
- Legal fees - Veale Wasbrough Vizard	14,841
- Tax advisor fees – Bishop Fleming	215
- Valuation fees – Mary Axon	500
- Consultant costs – Nigel Belletty / Judith Egerton	3,966
- Insurance	1,267
- Storage	18,656
- Bank charges	20
Grant to Bristol City Council re surplus	532,527
VAT – recoverable	0
	714,208
BALANCE OF FUNDS HELD	Nil