

Morwenna Macro

Called: 2002
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‘Morwenna is eminently sensible and offers clear and commercial advice. She provides first class drafting and advocacy and has never given less than 100% to an instruction.’



The Legal 500 UK, 2024

PROFILE

Morwenna has particular expertise in insolvency within a wider commercial chancery practice, encompassing company law, trusts, and commercial law, including banking and finance. Morwenna regularly appears in the High Court, with appellate experience in the Court of Appeal, acting for creditors, debtors and IPs, major banks and factors, and high net worth individuals.

Morwenna is recognised as a Leading Junior in the most recent edition of Legal 500 UK Bar for Insolvency.

Morwenna is head of the Insolvency & Companies Team.

EXPERTISE

Insolvency & Company

Morwenna has a long-standing reputation in insolvency and is ranked as a leading junior in Legal 500. Morwenna is regularly instructed to advise and represent Insolvency Practitioners, and also has extensive experience advising and protecting the interests of creditors, debtors, bankrupts, directors and spouses or other family members. Morwenna's company law expertise, often overlapping with her insolvency offering, includes director's duties, shareholder disputes and derivative claims. Morwenna's busy practice includes:

- Statutory Demands & Applications to Set Aside
- Bankruptcy Petitions, including disputed debts
- Winding Up Petitions, including Applications to Restrain Presentation/Advertisement

- Liquidation including applications to appoint Provisional Liquidators
- Administration Applications & Extensions
- Voluntary Arrangements, including CVAs, IVAs, disputes and seeking to revive such after breach
- Orders for Sale and Co-ownership Disputes, constructive trusts and equity of exoneration
- Directors Duties
- Mifeasance Claims (s.212), recovery of DLA & other sums
- Wrongful Trading
- Private Examinations
- Preferences & Transactions at Undervalue / Defrauding Creditors
- Civil Fraud and Sham Transactions
- Bankruptcy Restrictions Orders & Undertakings and Setting Aside
- Directors Disqualification
- Annulment of Bankruptcy Orders
- Remuneration Challenges and s.304 claims against Trustees
- Professional Negligence involving insolvency advice or representation
- Shareholder Disputes, unfair prejudice disputes & derivative claims
- Piercing the Corporate Veil

Her recent work includes:

- ***John Seneschall v Trisant Foods Ltd (in liquidation) and others* [2023] 5 WLUK 72 [2023] All ER (D) 27**
Morwenna was lead Counsel for the Third Respondent in this multi-handed 10 day trial of an unfair prejudice petition with claim for unlawful means conspiracy.
Link to the judgement.
- ***McLinden v Lu* [2021] EWHC 3171 (Ch) | [2021] 11 WLUK 410 [2022] BPIR 433** which raised novel and important points regarding the statutory surrender, and waiver, of security in the context of bankruptcy proceedings, whether the jurisdiction to grant relief survives the closure of the bankruptcy, and was a rare case in which the late application for relief succeeded.
- Link to case in Bailii
- ***Petitioner v Company* [2021] EWHC 3249 (Ch); [2021] 12 WLUK 97 [2021] All ER (D) 43**
hard-fought contested petition proceedings brought by Queen's Counsel, in which Morwenna succeeded in securing dismissal of the petition on the grounds that it was genuinely and substantially disputed; the case raised issues as to the nature of payments and whether such was a loan.
The link to the Judgment.
- ***Robert v Blenheim Shipping UK Ltd* [2020] EWHC 3707 (Ch), 2020 WL 06135049** where Morwenna successfully obtained an order deferring the date of dissolution and re-appointment of her liquidator client to enable distribution of newly uncovered assets; this case recognised a lacuna in the law.
- ***Progresso Ltd & Ors v Legacy Education Alliance Limited* [2019] EWHC 3498 (Ch), 2019 WL 07461782** in which Morwenna represented the Respondent company, part of a global group, which sought to resist an application for an administration order and adjourn for CVA proposals, to protect a large body of contingent creditors. There was no case law on the court's discretion to adjourn and this case was transferred to a High Court Judge in order to consider such.
Link to case in Bailii.
- ***Kavuma v Stephen Hunt* [2018] 12 WLUK 119** where Morwenna was parachuted in to represent the Trustee in hotly-contested cross-applications in the High Court and succeeded in persuading the court, after a full-day's argument, to dismiss the Kavumas' application for relief from sanctions / to set aside a

default costs certificate.
Link to case in Westlaw.
Link to case in Lawtel.

- ***Southbourne Trading Co Ltd [2018] B.C.C. 604*** in which Morwenna succeeded in obtaining an order to rescind a winding up order made against her client in circumstances where the petition was held not to have been properly served and the debt was disputed on substantial grounds. Morwenna also succeeded in obtaining indemnity costs against HMRC. Morwenna had earlier assisted her client in obtaining an urgent interim injunction to stay the winding up pending the hearing of the rescission application.
Link to case in Westlaw.
- ***Ogunleye v Atkinson (TIB of Ogunkoya) (11 October 2018) (Court of Appeal)*** Having successfully stepped in to obtain permission to appeal and a stay of eviction, Morwenna went on to represent the bankrupt's spouse at appeal. This case raised issues of the discretion to suspend a warrant following an order for possession and sale and exceptional circumstances; and also relief from sanctions and the application of the Denton criteria. Following indications by the full court that they were minded to overturn the various orders, Morwenna successfully negotiated a settlement enabling her client to remain in her home for an extended period.
- Following successfully setting aside a statutory demand, advised and assisted in a multi-million pound claim involving allegations of conspiracy and misrepresentation surrounding the acquisition of a well-known chain of restaurants; issues included the interpretation of the share purchase agreement, whether the loan agreement was a sham, the entitlement to enforce charges, and undervalue
- Successfully secured payment of contentious bankruptcy petition following a dispute involving issues of whether a deposit paid to a Landlord's agent constituted security or a cross claim and unreasonable refusal of an offer, in the context of a claim for rent arrears and dilapidations.
- Representing the applicants in a highly contentious opposed application for an Administration Order in the context of a shareholder dispute and hostile takeover.
- Advising, devising a solution, and successfully obtaining an order on an application to cure a defective out of court appointment of an Administrator.
- Advising in relation to a CVA of a national chain of eateries arising from the Covid pandemic.
- Successfully settled a case involving an application to set aside a statutory demand on a high value loan where allegations of sham and duress by threats to kill were raised.
- Successfully obtained default judgment on behalf of the Official Receiver as liquidator in misfeasance and preference claim against Directors.
- In several complex cases relating to an unlicensed moneylender acting via various companies, successfully obtained orders discharging charges and removing restrictions/notices from the Land Registry and declarations that various charges, or dealings were unenforceable under the Consumer Credit Act and/or a sham, enabling the Trustee in Bankruptcy clients to obtain orders for sale; the cases were complicated by a criminal restraint order, provisional liquidation of some companies, and dissolution of another.
- Advised company in relation to the unlawful distribution of dividends and misappropriation of monies by its former Managing Director and other issues arising including the effectiveness of a pay increase; the case was very favourably resolved shortly thereafter.
- Advised director in relation to the likely length of disqualification he faced under the Directors Disqualification Act and in relation to mitigating factors that could be raised on his behalf.
- Advised director of deadlocked company where he faced allegations of asset-stripping and misappropriation and faced a derivative claim in quasi-partnership dispute; assisted in asserting robust case in response, and seeking instead the just and equitable winding up of the company; paving the way for a successful outcome.
- ***Legacy Education – [2019] All ER (D) 193***

Banking & Finance

Morwenna has long-standing experience in disputes relating to finance agreements and the enforcement thereof. Morwenna is regularly instructed by Solicitors acting on behalf of particular Banks and Finance Houses. She also advises and represents debtors, guarantors and mortgagors in all aspects of this area. Her experience includes:

- Asset-based Lending
- Factoring & Invoice Discounting
- Guarantees & Indemnities
- Fixed and Floating Charges
- Mortgages
- Civil Fraud including Mortgage Fraud
- Mistake, Misrepresentation and Undue Influence
- Conclusive Evidence Clauses
- Retention of Title Clauses
- Freezing Orders, injunctions
- Applications for Summary Judgment
- LPA Receivers
- Charging Orders and Orders for Sale
- Consumer Credit Act claims and enforcement
- Unfair Relationship
- Unfair Terms
- Agency

Her recent work includes:

- ***Pilgrim Rock v Iwaniuk [2019] 1 WLUK 106 : [2019] ECC 8 : [2019] CTLC 96 High Ct (ChD) [2019] All ER (D) 171; [2019] GCCR 17013*** in which Morwenna represented the Appellant in this leading case concerning the interpretation of the “unfair relationship” provisions in s.140A of the Consumer Credit Act 1974 and the meaning of “associate”.
[Link to case in Bailii.](#)
[Link to case in Westlaw.](#)
[Link to case in Lawtel.](#)
A PDF of the Westlaw case analysis can be found [here](#).
- Represented a company at the return date of a world-wide freezing injunction in which Morwenna successfully obtained a variation to the wording to protect the company's position and enable it to take advice from an IP.
- Advised in relation to a business interruption claim arising from the pandemic.
- Gave second opinion as to the frustration of a settlement agreement where a party died from Covid shortly thereafter.
- Advised and represented the bank in a case involving the recoverability of charges pursuant to debentures where the company had been in Administration and exited into a CVA; and the recoverability of commission charges for £8m guarantee facility where the bank also had a lien and where the underlying agreement had been modified; successfully resolved at mediation.
- ***Bank of Scotland PLC v De Rin [2015] EWCA Civ 357***

Civil Fraud

Morwenna has extensive experience of civil fraud claims within the context of insolvency, commercial, and banking and finance fields. She is regularly instructed on behalf of Insolvency Practitioners, Directors and companies in complex litigation. Her experience includes:

- S.423 Claims (Putting Assets out of Reach of Creditors) in both insolvency proceedings and by creditors outside of such
- Misfeasance (s.212) claims against directors
- Mortgage fraud
- Missing trader fraud
- Payroll fraud
- Sham transactions
- Allegations of dishonesty
- Conspiracy

Her recent work includes:

- ***John Seneschall v Trisant Foods Limited (in liquidation) & Ors [2023] EWHC 1029 (Ch) [2023] All ER (D) 27***

Morwenna was lead Counsel for the Third Respondent in this multi-handed 10 day trial of an unfair prejudice petition with claim for unlawful means conspiracy.

The link to the Judgment:

- Following successfully setting aside a statutory demand, advised and assisted in a multi-million pound claim involving allegations of conspiracy and misrepresentation surrounding the acquisition of a well-known chain of restaurants; issues included the interpretation of the share purchase agreement, whether the loan agreement was a sham, the entitlement to enforce charges, and undervalue
- Succeeded at trial in obtaining an order for sale on behalf of Trustee in Bankruptcy, the court accepting arguments as to sham and that the Respondent used various aliases. This case involved the novel issue as to the identity of the bankrupt.
- Succeeded on a claim for an account of secret profits from a letting agent; having obtained both summary judgment and a debarring order.
- Succeeded in obtaining freezing injunctions and third party disclosure orders following the surreptitious sale of a property to defeat a charging order, in order to safeguard and trace assets that had been dissipated, ahead of an anticipated s.423 claim outside of insolvency proceedings (putting assets out of reach of creditors).
- Successfully settled high value multi-party case arising out of a mortgage fraud; Morwenna represented the elderly mother of the borrower whose home was placed at risk; the case also involved issues of undue influence, trusts and overriding interests.

Trusts

Morwenna has extensive experience in providing advice and representation in relation to trust claims, including remedial trusts and trusts relating to the family home. Morwenna regularly advises and appears in court in relation to disputed orders for sale applications, both in the insolvency context, and also in family disputes (as exemplified by the Court of Appeal case in which Morwenna succeeded on behalf of the elderly father in *Sandhu v Sandhu*) and enforcement of judgments. Her experience includes:

- Quistclose Trusts

- Remedial Trusts and Tracing
- Constructive Trust claims including relating to the family home
- Equity of Exoneration
- Proprietary Estoppel
- Claims for an Account
- Fiduciary Duties
- Liability of Trustees

Notable case:

Sandhu v Sandhu [2016] EWCA Civ 1050 (CA) [2016] 10 WLUK 79

Morwenna succeeded at trial in obtaining relief entitling her elderly client to a beneficial interest in a property owned by the son, and obtained judgment in subsequent account proceedings (£334k) in relation to trust monies unlawfully retained by the son. Morwenna also succeeded on appeal before the Court of Appeal, persuading the court that the quantification of the beneficial interest (70%) was correct, taking account of indirect contributions, despite an error by the trial Judge in relation to purchase price.

[Link to Case in Westlaw UK.](#)

Commercial

Morwenna has wide-ranging experience in commercial matters, and is also extremely well-placed to assist in complex cases which raise insolvency, cross-border, or chancery elements. Morwenna has represented a wide range of commercial and financial clients, and high net worth individuals and is keen to offer pragmatic and commercial advice where appropriate.

- Debt claims
- Guarantees & Indemnities
- Fixed and Floating Charges
- Mortgages
- Civil Fraud
- Mistake, Misrepresentation and Undue Influence
- Conclusive Evidence Clauses
- Freezing Orders, injunctions
- Applications for Summary Judgment
- LPA Receivers
- Charging Orders and Orders for Sale
- Consumer Credit Act claims and enforcement
- Unfair Relationship
- Unfair Terms
- Agency

Her recent work includes:

- Following successfully setting aside a statutory demand, advised and assisted in a multi-million pound claim involving allegations of conspiracy and misrepresentation surrounding the acquisition of a well-known chain of restaurants; issues included the interpretation of the share purchase agreement,

whether the loan agreement was a sham, the entitlement to enforce charges, and undervalue

- Advised and assisted a company pre-action in relation to a £600k claim against a well-known chain of eateries in a complex dispute involving contractual interpretation; successfully obtained pre-action disclosure by consent ahead of a contested application; prepared Particulars of Claim and initial disclosure, advised in relation to CVA proposal.
- Represented a construction company in a dispute surrounding the fitting out of a chain of restaurant premises, and involving allegations of misrepresentation and dishonesty in addition to issues over performance of the contract and its terms; successfully concluded at mediation.
- Represented a company at the return date of a world-wide freezing injunction in which Morwenna successfully obtained a variation to the wording to protect the company's position and enable it to take advice from an IP.
- Represented a company in a complex dispute involving a high volume of documentation and data surrounding performance under a contract for warehousing and distribution of goods; successfully concluded at mediation.
- Advised in relation to a business interruption claim arising from the pandemic.
- Gave second opinion as to the frustration of a settlement agreement where a party died from Covid shortly thereafter.
- Advised and represented the bank in a case involving the recoverability of charges pursuant to debentures where the company had been in Administration and exited into a CVA; and the recoverability of commission charges for £8m guarantee facility where the bank also had a lien and where the underlying agreement had been modified; successfully resolved at mediation.

FURTHER INFO

Directory Quotes



'Morwenna is eminently sensible and offers clear and commercial advice. She provides first class drafting and advocacy and has never given less than 100% to an instruction.'

The Legal 500 UK, 2024

'Morwenna is a well rounded barrister who produces clear and precise drafting as well as a simple and to the point advocacy style that seems to resonate with judges.'

The Legal 500 UK, 2023

'It is a masterclass to watch her on her feet as she takes a judge with clarity through the tangled issues in the Insolvency Act.'

The Legal 500 UK, 2022

'Very thorough with an eye for detail. Provides calm advice under pressure and tight timescales.'

The Legal 500 UK, 2021

'She is really able to see the wood from the trees and provide innovative and pragmatic solutions.'

The Legal 500 UK, 2020

'Gives straightforward no nonsense advice.'

The Legal 500 UK, 2019

Qualifications

Morwenna graduated with LLB Hons from Kings College, London in 2001, where she was also awarded the Moot Cup and was made an Associate of Kings College. After being awarded a Major Scholarship and a Duke of Edinburgh Award by the Inner Temple, Morwenna completed the Bar Vocational Course at ICSL, where she was ranked in the top 2% of her year.

Articles and Publications

"Costs Budgeting" *Insight on Westlaw* (15 May 2017)

[Link to article](#)

"Insolvency: Transactions at Undervalue" *Insight on Westlaw* (6 Feb 2017)

[Link to article](#)

"Insolvency: Undue Preferences" *Insight on Westlaw* (6 Feb 2017)

[Link to article](#)

"Fast Track Trial Costs" *Insight on Westlaw* (17 Oct 2016)

[Link to article](#)

"Default Costs Certificates" *Insight on Westlaw* (17 Oct 16)

[Link to article](#)

"Costs Capping" *Insight on Westlaw* (17 Oct 16)

[Link to article](#)

"Winding Up: Effects on Third Parties" *Insight on Westlaw* (8 Aug 16)

[Link to article](#)

"Costs and Case Management: Relief from Sanctions" *Insight on Westlaw* (20 Oct 15)

[Link to article](#)

"Costs Budgeting: Sanctions" *Insight on Westlaw* (6 Oct 15)

[Link to article](#)

"Costs Budgeting" *Insight on Westlaw* (2 Oct 15)

[Link to article](#)

"Sale of Goods: Contract" *Insight on Westlaw* (6 Feb 15)

[Link to article](#)

Professional memberships

Morwenna is a member of R3: The Association of Business Recovery Professionals; The Chancery Bar Association; COMBAR (The Commercial Bar Association), the London Common Law and Commercial Bar Association; and Advocate (the Bar Pro Bono Unit).

Social Media

[LinkedIn](#)