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Disputes 2019 Conference

TYPE	SPEAKERS	CPD HOURS	LEVEL
CONFERENCE	EXPERT PANEL 	6	UPDATE 

SRA COMPETENCY 

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Introduction

From how best to protect directors from legal action through to removing director-shareholders from management and updates on director disqualification and unfair prejudice proceedings, this 2019 conference covers a wide range of topical issues and difficult problems delivered by an expert panel of speakers.

Conference Agenda

This conference will cover the following topics:

9.30am - 10.15am: Preventative Measures - Keeping Directors Out of Trouble in the First Place

David Impey, Solicitor

Statute, case law and legal developments give directors plenty of opportunities to protect themselves from legal action by taking preventative action - through their behaviour; by paying attention to governance issues; by avoiding risky provisions in, and building protections into,



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MAY
1
2019

London
9:30am -
5:15pm

 Add

Prices (ex VAT)

SMART PLAN	SEASON TICKET	STANDARD
		
£250	£375	£500

Group bookings

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their company constitutions; and through indemnities and insurances.

In this session we look at the ways directors can keep themselves out of trouble in the first place.

- Complying with directors' duties - latest developments
 - GC100's 172 guidance - promoting the success of the company
 - Dealing with directors' situational and transactional conflicts and interests
 - Precautions and protections for the board
 - Other directors' duties - issues arising
- Governance issues for private companies
- Bear traps in company constitutions - latest hazards
- Shadow and de facto director liabilities
- Other case law and developments
- Developments in indemnities and D&O liability Insurance

10.15am - 11.00am: Disqualification - Directors in Danger

Professor Mark Watson-Gandy, Three Stone Chambers

With 1 in 20 directors of companies that fail facing disqualification, the dangers for senior management can be very real. Changes to the legislation have created new risks - including being asked to compensate creditors.

This session will set out the recent developments and practical steps to take including:

- Who is at risk?
- What to do if your client gets 'the letter'?
- What to do if an order is made?
- Why you don't want to be a financial director
- What are the consequences and risks if an order is made?

Related Events

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Shareholder Disputes - A Guide to the Rights & Remedies

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11.15am - 12.00pm: Unfair Prejudice Proceedings

Stuart Adair, XXIV Old Buildings

The principal remedy that minority shareholders have against those in control of a company is to bring a claim under s 994 of the Companies Act on the basis that the company's affairs are being or have been conducted in a manner that is unfairly prejudicial to their interests.

This session will discuss the procedure to be followed and point out some of the pitfalls to be avoided.

- *Locus standi* to bring a claim under section 994
- What constitutes unfair prejudice?
- The distinction between unfair prejudice proceedings and a derivative claim
- The procedure for bringing an unfair prejudice claim
- The remedies available

12.00pm - 12.45pm: Further Issues in Unfair Prejudice: Removing Directors, Offers to Purchase and Minority Discounts

Rebecca Page, Maitland Chambers

Shareholder disputes frequently involve the exclusion or removal of a director-shareholder from management.

This session will consider when liability for unfair prejudice may arise and how making an appropriate offer to purchase the minority's shares can avoid liability including:

- Removal of directors and the exclusion of minority shareholders from management: When will this be justified / fair?
- Offers to purchase minority shares and the protection they can provide against liability for unfair prejudice
- Minority discounts: In what circumstances will the court order a purchase with a minority discount,

examining the decision in *Re Blue Index*

12.45pm - 1.00pm: Questions on Morning Session

2.00pm - 2.50pm: The Stakeholder Voice in Board Decision-Making

Tanya Gass, Solicitor and Corporate Law Trainer

2018 was a significant year of change for corporate governance and particularly for larger and listed companies with new and revised codes of corporate governance and The Companies (Miscellaneous Reporting) Regulations 2018.

Buzzwords for 2019 reporting will be 'culture', 'stakeholder voice' and 'alignment'. This session will set out a summary of these recent developments and what they mean for board-decision making.

The topics covered will include:

- The section 172 debate
- An overview of the corporate governance reforms
- The Stakeholder Voice provisions of the Companies (Miscellaneous Reporting) Regulations 2018
- Guidance from the FRC, ICSA, the IA and the GC100
- How does it all fit together and what does this mean for board decision-making?

2.50pm - 3.40pm: Validity of Dividends and Other Distributions of Capital

Richard Ascroft, Guildhall Chambers

This session will examine the provisions of Part 23 of the Companies Act, which covers distributions and the complex rules relating to such matters as restrictions on when distributions can be made and what the exceptions are.

It will cover:

- Overview of Part 23 of the Companies Act 2006
- Consequences of non-compliance
- Liability of directors
- Distributions in kind (Aveling Barford and ss 845 & 846 CA)

3.55pm - 4.45pm: How to Manage a Director/Shareholder Dispute and Get the Right Result

Chair: Andrew Hildebrand, Hildebrand Mediation Limited

Boardroom disputes can be expensive, time-consuming and destructive.

But they don't need to be. Managed correctly, you can resolve them quickly for your clients, enabling people to separate without destroying themselves or the business. Or possibly get the relationship back on track.

This session will explore:

- The differences between director/shareholder disputes and other business disputes
- How to understand what's really going on and how to spot the warning signs
- How to mediate the problems away and get the result you want
- Why mediating early can be so important
- How to apply these skills to improve your business

4.45pm - Close: Questions & Answers

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