

Profile: Company

She has a solid and well-known reputation for advising on company and commercial matters, both litigious and non-litigious.

Experience and Expertise

Her experience includes:

- Management and administration of companies and company procedure
- Directors' duties and directors' liabilities, both to the company and to third parties
- All aspects of shareholders disputes including section 994 petitions, derivative claims, winding up petitions and breaches of shareholders' agreements and articles of association
- Issues relating to shares
- Membership of a company, including rectification of the share register
- Personal rights of shareholders, including pre-emption rights
- Breaches of share sale agreements
- Purchase by a company of its own shares, financial assistance, distributions by a company and capital reductions
- Partnership disputes
- Striking off of companies and dissolution
- Accessory liability of third parties arising from breaches of statutory duty
- Mergers under the Companies (Cross-Border Mergers) Regulations 2007

Cases and Work of Note

- *Building Trade Skills Centres Limited (in liquidation)*: acted for the company in a claim against the shareholder for the return of the payment of a dividend of £2 million. The issue was whether the dividend was unlawful under the Companies Act 2006 and involved complex questions on the interpretation of the Act. (Settled 2012)
- *In the Matter of Creditcall Limited*: acted for the company in relation to numerous problems over previous allotments and transfers of shares and previous resolutions which had been discovered during a due diligence process, which were resolved in rectification proceedings brought by the company. (2012)
- *Re E & E Transport Limited*: acted for the respondent shareholders in a section 994 petition against whom numerous allegations of unfair prejudice had been made. (Settled 2012)
- *A v B*: acted in a 10 day trial which involved issues of the beneficial ownership of shares, breaches of directors' statutory duties and proprietary remedies for such breaches. (2012)
- *Re C Limited*: advised on whether the purchase of shares by a company was unlawful, including whether the payments out of capital had been lawfully made. (2012)
- *Re D Limited*: advised on various options relating to the transfer of a company's business to a newco and whether the same would be a breach of a shareholders' agreement, the articles of association and/or the directors' duties. (2012)
- *Re JCI Capital Limited*: acting in a cross-border merger by absorption by an English company of an Italian company. (2102)
- *Philip Jones v BWE International Limited ("BWEI")*: acted for BWEI, a respondent to a section 994 petition, in which it was alleged that the acquisition by the company of shares held by BWEI in other companies in exchange for shares in the company was unfairly prejudicial. BWEI applied to strike out the petition on the grounds that a fair offer had been made. The case involved an analysis of the relevant principles in *O'Neill v Phillips* and how the course of negotiations for a buy-out of shares could affect whether or not an offer is fair. (2011)
- *Re Wycombe Islamic Missions & Mosque Limited*: acted for a shareholder in a claim

brought by him for the court to determine whether or not the company had a validly appointed board of directors and, if not, to order a meeting under section 306 of the Companies Act 2006 and whether over 2000 people in the Muslim community in High Wycombe were members of the company. The case involved complex issues of company procedural law, including consideration of a not well worded constitution. (2011)

- *Royal Bank of Scotland plc v Owen*: acted for the bank which had sued Mr. Owen on a guarantee. The case considered issues of de facto directors and their duties, nominee directors and agents and their duties, attribution of such breaches to third parties and piercing the corporate veil. (2010)