Radcliffe Chambers



Dawn McCambley

Call: 2005 (England and Wales); 2015 (Northern Ireland)

Barrister

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Dawn McCambley specialises in chancery/commercial litigation with particular emphasis on insolvency (both corporate and personal). She frequently acts in cases involving contractual disputes, misfeasance and/or breach of fiduciary duties transaction avoidance, wrongful trading and fraud.

She has been repeatedly ranked as a leading junior for insolvency by *Chambers UK Bar* and *The Legal 500 UK Bar,* and is a former junior counsel to the BIS for directors' disqualification directions hearings, which provided extensive experience of directors' duties, particularly within an insolvency context.

She contributed to *Insolvency Litigation: A Practical Guide* (2018) (published by Sweet & Maxwell) and was also the co-editor of *Corporate Rescue & Insolvency,* published by Butterworths.

INSOLVENCY

Dawn has extensive experience of both corporate and personal insolvency. She is frequently instructed by officeholders, directors, individuals and insolvent companies. Dawn's practice has seen an increase in instructions to advise on and appear in cases involving claims against directors for misfeasance and/or breach of fiduciary duty, transaction avoidance and wrongful trading.

Dawn regularly advises on and appears in winding-up petitions and connected matters such as injunctions to restrain the presentation or advertisement of petitions, validation orders, applications for administrations (and extensions thereof), and applications for and against office holders.

Previously, Dawn was junior counsel to the BIS for directors' disqualification directions hearings, which provided extensive experience of directors' duties, particularly within an insolvency context. Dawn's personal insolvency practice includes instructions from both trustees in bankruptcy and individuals on various matters, including annulments, applications concerning determination of beneficial interests and consequent orders for possession and sale. She is also regularly instructed in applications to set aside statutory demands, disputed petitions and

public/private examinations.

In addition, Dawn is regularly instructed in connection with the technical aspects of the insolvency regime and procedure.

Her recent work includes:

- *Taylor D Enterprises Limited (in Liquidation) v Lauder & others* (2018) – Acting for the liquidator in advising, drafting proceedings and appearing at the hearing of the claims against the respondents concerning their conduct in relation to a substantial transfer of the Company's funds and the consequential purchase of a property using such funds. The claims included misfeasance and/or breach of fiduciary duty, knowing receipt, transactions at an undervalue ("TUV"), and preferential payments. Dawn successfully obtained substantial relief.
- *GFI Consultants Limited (in liquidation) & Penn (as liquidator of GFI) v Global Forestry Investments Title Limited ("GFI Title") & Meadows Title Limited ("Meadows")* and *Mr Penn (as liquidator of GFI), Mr Paylor (as liquidator of Proximity Ventures Limited ("Proximity")), Mr Paylor (as trustee in bankruptcy of Junie Bowers and Andrew Skeene)* (ongoing) – GFI promoted investment schemes in Brazilian forestry, which were subject to ongoing investigation by the Serious Fraud Office. The Office-Holders believed the schemes were operated fraudulently and could amount to Collective Investment Schemes within the meaning of FSMA. Within this context, Dawn was instructed to advise the Office-Holders in various respects, including acting in relation to declarations and orders concerning the transfer to GFI of 86% of the share capital in a Brazilian company where the Shares had been held on trust for the benefit of GFI.
- *A v B* (2018)–Representing the respondentsin proceedings by a liquidator in connection with alleged misfeasance, dividend payments constituting TUVs/preferential payments, claims of unauthorised profit. The allegations were strenuously defended and a settlement was reached at mediation, before a 4 day trial (scheduled for 2019).
- *Greencroft International Limited v Emuss* (ongoing)– ActingforGreencroft International Limited ("Greencroft"), in opposition to an application to set aside a statutory demand, seeking payment pursuant to the terms of a guarantee. The Debtor sought to challenge the SD on numerous grounds including: (i) various alleged oral agreements concerned alleged oral extensions/variations to the terms of loan; (b) defences allegedly arising out of other facility agreements and debentures. Greencroft sought to defeat the various unsubstantiated allegations and ultimately, Dawn successfully obtained a bankruptcy order against the Debtor following a number of contested hearings.
- *Guy Mander and Dilip Dattani (as liquidators of Bowe Watts Clargo Limited) v Jonathan Watts* [2017] EWHC 7879 (Ch) – Successfully representing liquidators regarding various substantial claims against the former sole director and shareholder of the Company, including claims for misfeasance, fraudulent breach & breach of fiduciary duty. There were various complex claims arising out of a series of transactions with 5 different companies, all connected with R.
- *Fernley Airport Services Limited* (2017) – Acting for the trustee of a Pension and Life Assurance Scheme, seeking a double-barrelled order against the company. The company had been struck off the Register but owed a substantial debt of c. £16.7 million to the scheme, pursuant to section 75 of the Pensions Act 1995. Dawn successfully obtained the necessary relief.

- *Atkinson (trustee in bankruptcy of Charanjit Singh) v Singh* (2017) – Acting for the trustee who had been engaged in protracted legal proceedings with the debtor and various family members, seeking relief in connection with a property. The respondents relied on the existence of a purported trust deed together with alternative arguments regarding the beneficial ownership of the property. The trustee sought to challenge the trust deed as a sham. Alternatively, that the trust deed constituted a transaction at an undervalue and/or a transaction defrauding creditors. The matter was

settled on confidential terms prior to trial.

- *Stephen Cork & Joanne Milner v Kathleen Bleasdale & John Cariss* (2017) – Acting for the trustees in bankruptcy to suspend the automatic discharge of bankruptcy of two debtors (who were husband and wife) due to concerns over a lack of co-operation, a history of non-compliance by the debtors and deliberate attempts to withhold information regarding their financial affairs, particularly regarding their involvement with various corporate entities. Despite protracted and contentious litigation between the parties, giving rise to numerous hearings, medical reports, witness statements, and linked applications against the debtors' children pursuant to section 236, Dawn was successful.
- *Precreate Security Solutions Limited & Jeffrey Brenner v Jackson, Swords & Coppin* (2017) – Acting for the liquidator in proceedings against the former directors concerning unexplained payments from the Company to the Rs and other entities. Claims included allegations of unlawful dividends, unlawful extraction of capital, preferential payments, transactions at an undervalue and misfeasance and/or breach of fidcuary duty. Summary judgment for substantial relief was obtained against the first respondent and proceedings were settled on confidential terms against the second respondent before trial.
- *ABS London Limited (In Liquidation) v Smith & Selvester and others* (2016) – Acting for the liquidator in proceedings for substantial relief of c. £8.5 million against former directors regarding claims for wrongful trading, numerous allegations of transaction avoidance, misfeasance and/or breach of fiduciary duty. The proceedings were settled on confidential terms, before a 5 day trial.
- *A v B* (2016) – Acting forthe joint liquidators of the company in a case involving various claims (c.£22 million) against the former director and shareholder of the company. The respondent orchestrated a series of fraudulent transactions, which constituted an unlawful return of capital which gave rise to claims for breach of fiduciary duty/misfeasance, conspiracy to commit breach of fiduciary duty, TUVs, transactions defrauding creditors, fraudulent and wrongful trading. Proceedings were settled at mediation.
- *HMRC v EP Consultants (UK) Limited (In Provisional Liquidation); EP Consultants (UK) Limited (Provisional Liquidation) v Chahal & Ors* (ongoing) – Defending a winding up petition presented by HMRC for £24 million, based on unpaid VAT assessments raised in connection with a purported MTIC Fraud in Germany and Poland regarding the sale of mobile phones. In addition, defending interlinked High Court proceedings issued by the provisional liquidator (appointed by HMRC) against the directors of the company for breach of fiduciary duty and conspiracy arising out of the purported MTIC fraud for £24 million.
- *In the matter of Dunwoody Marketing Communications Limited (in Liquidation)* (2015) – Making an application on behalf of a liquidator to set aside a loan agreement and a multilateral guarantee and indemnity which had been executed together with other mutual guarantees, counter indemnities and personal guarantees. The company in liquidation was the last in a series of companies trading under the same name, which had all gone into administration.
- *Josife v Summertrot Holdings* [2014] EWHC 996 (Ch) – Successfully defending an appeal against the decision not to set aside a statutory demand (SD) seeking payment of a £1.3 million debt pursuant to a written guarantee, under which the debtor had assumed certain obligations in respect of a share option agreement. It was alleged the debtor lacked the necessary mental capacity to enter into the guarantee. The decision at first instance was upheld successfully and ultimately a winding up order was granted against the appellant company.

COMPANY

Dawn's practice includes all aspects of Companies Court work such as disputes

between directors and shareholders, minority shareholder relief and directors' disqualification.

Regarding the latter, Dawn was previously appointed Junior Counsel to the BIS (formerly, the BERR) for Directors' Disqualification Directions hearings and as such, she has particular experience of directors' duties and directors' disqualification proceedings. She also appears in other company related applications, including company restorations and time extensions for registering charges.

Recent cases of note include:

- *Kamal Kishore Mayor v IPTV For You Limited* – Pursuing a contributories' winding up petition against the company where, due to a dispute between two equal shareholders of the company, there was a cessation of trust and confidence and a complete deadlock in the management of the company
- *Vert Estates v Croftshire Investments Limited* – Advising Vert, a 50% shareholder in Croftshire where, as a result of a historic dispute between the various directors/shareholders of Croftshire, there was a cessation of trust and confidence which led to a complete deadlock in the management of the company. A voluntary disposal of the assets of Croftshire was rejected whereupon a letter before action was drafted on behalf of Vert. Ultimately, as matters could not be resolved, Vert presented a contributories' winding up petition in respect of Croftshire based on the deadlock, together with substantial evidence in support.
- *A v B* – Advising in relation various potential claims against Dawn's client, following the sale of his shares in a number of companies within an extremely successful group structure (of which he had been a director and shareholder). He remained as a director of the said companies following the sale and was subject to the following potential claims against him: (i) breach of a number of extensive restrictive covenants in a Share Purchase Agreement; (ii) breach of fiduciary duties by the director of the companies (including breaches of the express provisions of the Articles), in particular his duty to avoid a conflict of interest pursuant to s175 Companies Act 2006.
- *In the matter of AJC Contractors Limited* – Advising on and defending proceedings seeking a disqualification order against a former director under CDDA 1986 concerning allegations of trading to the detriment of the Crown and the failure to maintain, preserve and/or deliver up adequate accounting records.
- *Norfolk Farm Vets Limited v Molly McKay* – Defending an unfair prejudice petition presented pursuant to section 994 CA 2006. The case concerned various serious and wide-ranging allegations of breaches of fiduciary duty against a director of the applicant company.
- Making various applications pursuant to s17 CDDA 1986 for leave to act as a director despite being subject to a disqualification order.
- *Trace Group Limited v Chapchal & Ors* – Acting in a £4 million claim against company directors, concerning various allegations of breach of fiduciary duty, conspiracy and procuring breach of contract in the context of a management buyout effected after a protracted takeover battle between competing bids. The case was settled shortly before trial.
- Appearing regularly in the Companies Court as junior counsel to the BIS on behalf of the Secretary of State regarding applications by disqualified directors seeking leave to act, uncontested disposals and specific disclosure applications arising out of disqualification proceedings.

COMMERCIAL DISPUTES

Dawn's commercial practice covers a broad spectrum, including business sale agreements, shareholder disputes, breach of warranty, guarantees, insurance and professional negligence.

Her recent work includes:

- *Kaziewicz v Oliver (ongoing)* – Representing the claimant in relation to various claims including: (i) A declaration of trust and entitlement to trace, an account, equitable compensation and/or damages in respect of a secret profit retained by D when acting as C's agent regarding a horse purchase; (ii) An account, equitable compensation and/damages for D's breach of trust, contract and/or wrongful conversion for the sale of a horse box; (iii) Damages for breach of contract in failing to deliver 'replacement horse jumps'; (iv) Damages for breach of contract and/or wrongful conversion in failing to deliver 'exclusive horse jumps'. Claim has been listed for 4 day trial in 2019.
- *Meisels v Friedlander* – Opposing an application in the Commercial Court to enforce the terms of an arbitration award ("Award"). In addition, acting on behalf of the Respondent regarding his cross-application to challenge the Award pursuant to section 68(2)(d) of the Arbitration Act 1996 on the ground of serious irregularity affecting the Award. Namely, the tribunal had failed to deal with several 'fundamental' issues which had been put to it thereby causing substantial injustice to the respondent.
- *A v B* – Advising in connection with various contractual construction arguments and the scope of the contract(s) entered into between the parties, together with the interplay between arbitration agreements in construction contracts and insolvency proceedings.
- *A v B* – Acting in connection with the enforcement of a guarantee and to refute claims concerning: (i) various alleged oral agreements concerned purported oral extensions/variations to the underlying facility agreement and the terms of the guarantee; (ii) alleged undue influence; and (iii) allegations concerning other unrelated facility agreements and debentures. Dawn was ultimately successful and a bankruptcy order was obtained against the debtor.
- *Alekseev v Mofrad* – Opposing a bankruptcy petition, in an insolvency case where the main issues were contractual in nature. The c. £1 million petition debt was based upon a guarantee executed in Russia (subject to an exclusive jurisdiction clause in favour of the courts of England and Wales). The respondent claimed he had been forced to execute the guarantee under duress (by virtue of threats and psychological pressure). The allegations of duress were refuted. Furthermore, even if there had been duress, it was claimed that the respondent had affirmed the transaction by virtue of his subsequent conduct, together with the lengthy delay before seeking to challenge the guarantee.
- *Connaught Digbeth Limited* – Defending a claim regarding the proper construction of the terms of an exclusivity agreement regarding the sale of a £6.5million property and a claim for the return of a deposit.
- Advising investors regarding $9million investments, by way of Convertible Loan Agreements, in a Russian company controlled by an influential Ukrainian oligarch.
- *SWP Group PLC v Ulva Limited (in Liquidation)* – Advising and appearing in a dispute as to the construction and meaning of an asset sale agreement and the assignment of certain causes of action.
- *Periotti v McGarry* – Acting for Claimant regarding a claim for monies due under a loan agreement and the delivery up (or damages) of various vehicles used by the Defendant, a former director of a Luxembourg company. The case involved allegations of tobacco smuggling, fraud, HMRC investigations, together with arguments concerning ex turpi causa.

BANKING AND FINANCIAL SERVICES

Dawn has seen an increase in instructions in the banking and financial services spheres.

Her recent work includes:

- *SG Hambros Bank Limited v Joshi* – Acting for the bank regardingthe recovery of sums due under facility agreements, including claims of misrepresentation and illegality as against the bank.

- Advising investors regarding $9million investments, by way of Convertible Loan Agreements, in a Russian company controlled by an influential Ukrainian oligarch.

RECOGNITION

- *"Dawn works tirelessly on complicated pleadings and prepares a first-rate product"* (Insolvency, *Legal 500 UK Bar 2026*)
- *"She is experienced in dealing with complex insolvency matters, is very approachable, knowledgeable and responsive."* (Restructuring/Insolvency, *Chambers UK Bar 2026*)
- *"Dawn is brilliant at understanding the issues at hand. She is technically great, user-friendly and commercial in her approach."* (Restructuring/Insolvency, *Chambers UK Bar 2026*)
- *"She is excellent in detail, commercially pragmatic and incredibly pleasant to deal with. She's impressive in court and also excellent with clients."* (Restructuring/Insolvency, *Chambers UK Bar 2025*)
- *"Dawn is an excellent insolvency practitioner. She's highly capable and very good at dealing with litigants. She is forensic and commercial in her approach."* (Restructuring/Insolvency, *Chambers UK Bar 2025*)
- *"Dawn's approach, and advocacy style, is focused, thorough and unflappable."* (Insolvency, *Legal 500 UK Bar 2024*)
- "Superb in her client handling and thorough in her approach." (Restructuring/Insolvency, *Chambers UK Bar 2024*)
- "She is commercial and provides practical advice." (Restructuring/Insolvency, *Chambers UK Bar 2024*)
- "Dawn is a pleasure to work with and extremely knowledgeable on insolvency matters." (Insolvency, *Legal 500 UK Bar 2023*)
- *"She knows the law inside and out, she is really helpful and you can pick up the phone to her at any point. She is user-friendly and clients like her."* (Restructuring/Insolvency, *Chambers UK Bar 2022*)
- "*An incredibly intelligent and tenacious advocate, she fights hard for the client but is always conscious of the commercial realities of the case.*"(Insolvency, *Legal 500 UK Bar 2022*)
- *"She is technically exceptional and has an excellent advocacy style." "She is precise and very good on her feet."* (Restructuring/Insolvency, *Chambers UK Bar 2021*)
- *"Very commercial, capable of providing practical advice on the conduct of proceedings alongside negotiations."* (Insolvency, *Legal 500 UK Bar 2021*)
- *"She is a formidable advocate."* (Insolvency, *Legal 500 UK Bar 2020*)
- *"She's very good at handling difficult cases and is always in control. She's also very good on her feet." "Very user-friendly and technically spot on."* (Restructuring/Insolvency, *Chambers UK Bar 2020*)
- *"Dawn is able to quickly cut through the issues and provide very clear advice." "She is a very good advocate and is good to work with."* (Restructuring/Insolvency, *Chambers UK Bar 2019*)
- *"She has a deep reservoir of knowledge in insolvency law."* (Insolvency, *Legal 500 UK Bar 2019*)
- *"She is thorough, approachable and dedicated."* (Restructuring/Insolvency, *Chambers UK Bar 2018*)
- *"Enjoys a strong reputation in the insolvency arena, given her evident expertise in areas such as misfeasance, wrongful trading and transaction avoidance."* (Restructuring/Insolvency, *Chambers UK Bar 2018*)
- *"She is notably strong in matters centring on fraud."* (Restructuring/Insolvency, *Chambers UK Bar 2018*)
- *"Her advocacy style is praised by instructing solicitors."* (Restructuring/Insolvency, *Chambers UK Bar 2018*)
- *"Her drafting is sublime."* (Insolvency, *Legal 500 UK Bar 2017*)
- *"She's extremely competent and well thought of."* (Restructuring/Insolvency, *Chambers UK Bar 2017*)
- "*She's an excellent junior and a good all-rounder."* (Restructuring/Insolvency, *Chambers UK Bar 2017*)
- *"She has worked on a number of insolvency cases and really punches*

above her weight." "She is very friendly and approachable." (Restructuring/Insolvency, *Chambers UK Bar 2016*)
- *"Very impressive and effective."* (Insolvency, *Legal 500 UK Bar 2016*)
- *"Impressively practical and commercial." "She is approachable, and her drafting and advice are both very good."* (Restructuring/Insolvency, *Chambers UK Bar 2015*)

PUBLICATIONS

- Contributed to "Insolvency Litigation: A Practical Guide" (2016 and 2018 update), published by Sweet & Maxwell
- Author or various practice notes on IVAs within the Lexis Nexis PSL insolvency chapter
- Previously co-editor of *Corporate Rescue & Insolvency*, published by Butterworths
- Previously contributed quarterly articles to *R3 Recovery* magazine, published by R3, the Association of Business Recovery Professionals

COMMUNITY AND PRO BONO

- Member of the R3 Conference Committee (2017)
- Member of the University of Bristol Law School Advisory Board (LSAB): Dawn attends at least two board meeting per annum (ongoing)
- Member of the Lincoln's Inn Scholarship Interview Panel (ongoing)
- Member of the Lincoln's Inn Maternity Mentoring Scheme (ongoing)
- Member of the Pupillage Committee (ongoing)

QUALIFICATIONS

- University of Bristol (2004 LLB)
- Denning Scholarship, Lincoln's Inn (2005)
- Inns of Court School of Law (2005)
- Called to the Bar of Northern Ireland in October 2015

MEMBERSHIPS

- COMBAR
- The Chancery Bar Association
- The Insolvency Lawyer's Association (ILA)
- Lincoln's Inn

POLICIES AND OTHER DETAILS

- Read Dawn's Privacy Notice, Data Protection Policy and Disposal Policy.