

# Registration Form / Tax Invoice

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I would like to attend

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## Buying and Selling a Business

Wednesday 25 February 2009

8.45am – 1.00pm

Grace Hotel, 77 York Street, Sydney

Course cost includes tuition, materials and refreshments  \$352

I cannot attend but please provide the papers  \$165

Total Price includes GST **Total \$**

### Payment Options

I enclose a cheque **payable to "CLE, UNSW"**,

or Payment by credit card  Mastercard  Visa

*We do not accept American Express*

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**Please return this registration form with your payment to:**

**CLE,  
Faculty of Law,  
UNSW, Sydney  
NSW 2052.**

Tel: (02) 9385 2267 or (02) 9385 2195

Fax: (02) 9385 1155 or (02) 9385 1778

Email: [cle@unsw.edu.au](mailto:cle@unsw.edu.au)

Website: [www.cle.unsw.edu.au](http://www.cle.unsw.edu.au)

**Programme Variation:** The Director of CLE retains the right to vary the programme to deal with unforeseen circumstances. This includes cancelling or re-scheduling a programme and changing speakers or content if occasion obliges us to do so.

**Cancellation Policy:** Cancellations will be accepted up to two weeks prior to the commencement of the course. Withdrawal after this time and before the commencement of the course will result in a cancellation charge of \$100. Cancellations after the commencement of the course will not be eligible for a refund.

**Privacy note:** The information you have provided on this form will only be used by UNSW to distribute information about University courses and activities to you.

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THE UNIVERSITY OF  
NEW SOUTH WALES

FACULTY OF LAW  
CONTINUING LEGAL EDUCATION

**CLE/CPD**

# Buying and Selling a Business

Wednesday 25 February 2009

8.45am – 1.00pm

Grace Hotel, 77 York Street  
Sydney

[www.cle.unsw.edu.au](http://www.cle.unsw.edu.au)

## Audience

- Commercial Lawyers
- Solicitors in General Practice
- Corporate Counsel or Company Secretary
- Property Law practitioners
- Employment Law specialists
- Conveyancing Lawyers

## Objective

This seminar is an assessment of the key issues that arise for all legal advisors conducting the sale or purchase of a Small to Medium Enterprise (SME). The due diligence that should be undertaken across the boundaries of a range of legal areas; central to these will be an assessment of taxation consequences of the transaction, structures and strategies may need to be put in place, employment, and many other details will be on the check list. This seminar will aid practitioners in comprehensively devising transaction for their clients.

**CLE/CPD Points:** Four (4)

## About CLE/CPD

The CLE/CPD programme is an important link between the Law School at UNSW and the professional community. The programme consists of a series of quality short courses assisting lawyers, accountants, financial planners, executives and other professionals whose work demands up-to-date knowledge of, and skills in, the relevant areas.

# Buying and Selling a Business

Wednesday 25 February 2009

**8.45am**

**Chair:** **David SWAN**, Director  
Access Business Lawyers

**8.50am**

**Topic 1:** **Major Issues in Sale of a Business**

**Speaker:** **Shah RUSITI**, Partner  
Teece Hodgson & Ward Solicitors

- Common business structures
- Preparing for sale - structural issues
- Particular aspects to consider:
  - GST – going concern exemption
  - Intellectual property
  - Premises
  - Personal guarantees
  - Privacy
  - Earnouts & Deferred Consideration
  - Warranties

**9.45am**

**Topic 2:** **Taxation issues: Business sales case studies**

**Speaker:** **Ken SCHURGOTT**, Partner, SBN Lawyers

- CGT rules and “small business concessions”;
- general income tax issues such as recovery of capital allowances, trading stock;

- GST; and
- NSW stamp duty.

**10.40am** **Morning Tea**

**11.00am**

**Topic 3:** **Due Diligence for a Seller**

**Speaker:** **Lyn NICHOLSON**, Special Counsel  
Holding Redlich

- Use of term sheets
- MOUs
- Strategies for maximising value

**11.55am**

**Topic 4:** **Restraint of Trade Covenants**

**Speaker:** **Steven BROWN**, Principal Solicitor  
Etienne Lawyers

- What is a restraint of trade or non-compete in the context of a business purchase;
- Enforcement against vendors,
- Enforcement against employees,
- Restraints of Trade in Insolvency situations
- Recent case law

**12.45-1pm Questions – Close**

For more information visit our website: [www.cle.unsw.edu.au](http://www.cle.unsw.edu.au)