

Registration Form / Tax Invoice

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Directors Duties and Corporations Law

Thursday 26th March 2009

8.30am – 1pm

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

Website: 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.

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THE UNIVERSITY OF
NEW SOUTH WALES

FACULTY OF LAW
CONTINUING LEGAL EDUCATION

CLE/CPD

Directors Duties and Corporations Law

Thursday 26th March 2009

8.30am – 1pm

Grace Hotel, 77 York Street
Sydney

www.cle.unsw.edu.au

Audience

- Corporate Law specialists
- M&A, Banking & finance specialists
- Auditors & accountants
- Corporate or in-house counsel
- Commercial Lawyers
- General Practitioners
- Company Directors and Officers

Objective

This seminar examines the core responsibilities that Directors have towards shareholders, their company, staff and the wider community. We will examine the current issues which are in the limelight due to the economic cycle such as the risks of insolvent trading.

Many directors are involved in issues of stock, special capital raisings, and these may require careful documentation to give them grounds for future scrutiny. Recent issues from insolvent trading cases will be considered. We will examine how these issues have been tested in courts and are approached by regulators.

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.

Directors Duties and Corporations Law

Thursday 26th March 2009

8.30am

Chair: **Martin PRZYBYLSKI**, Partner
Kanji & Co

8.40am

Opening Commentary
Hon Justice Arthur EMMETT
Federal Court of Australia

9.10am

Topic 1: **Role of directors with Executive Function**

Speaker: **Jan REDFERN**, Consultant
Sparke Helmore

- What are the requirements for independence of Directors
- Audit committee
- Practical advice for discharge of obligations.
- Does the Chairman have greater responsibilities than other directors as to care, diligence & otherwise?
- What is the proper function of experts reports in determining solvency?

9.55am

Topic 2: **Capital Raising in Difficult times**

Speaker: **David FRIEDLANDER**, Partner
Mallesons Stephen Jaques

- Dilutionary impacts of capital raisings
- Renounceable v non-renounceable offerings

- Position of major holders increasing their stake
- Duties to creditors

10.45am **Morning Tea**

11.00am

Topic 3: **Directors Duties in insolvent situations – Lessons from Bell Group**

Speaker: **Diccon LOXTON**, Partner
Allens Arthur Robinson

- Bell Group litigation
- Directors guarantees
- Insolvent trading tests
- Interests of company rather than group
- Corporate benefit and S187
- Corporations Act in door management rule
- Constructive trusts

11.55am

Topic 4: **Directors Duties in a Bid Context**

Speaker: **Jason LAMBETH**, Partner
Gilbert & Tobin

- disclosure issues for the target board
- responding to a bid
- insider participation

12.45-1pm Questions – Close

For more information visit our website: www.cle.unsw.edu.au