Advanced Commercial Disputes and Litigation
Thursday 23 February 2017 • 1.30pm – 5.30pm
Grace Hotel, 77 York Street, Sydney

Course cost includes tuition, materials and refreshments $440
Papers and audio recordings $440

Directors Duties and Corporate Governance
Wednesday 22 March 2017 • 8:30am – 1.00pm
The Grace Hotel, 77 York Street Sydney

Course cost includes tuition, materials and refreshments $440
Papers and audio recordings $440

Mergers & Acquisitions Law
Thursday 16 March 2017 • 8.30am – 12.30pm
Grace Hotel, 77 York Street, Sydney

Course cost includes tuition, materials and refreshments $440
Papers and audio recordings $440

For past Papers please see our website cle.unsw.edu.au

TO REGISTER
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Cancellation Policy: A refund for cancellations will be accepted up to two weeks prior to the commencement of the course. A refund within two weeks will incur an administrative charge of $150 or a credit note can be issued (valid for 12 months). Cancellations one day before and after the commencement of the course will not be eligible for a refund or a credit note. A replacement delegate may attend in your stead, please notify us in advance.

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### Advanced Commercial Disputes and Litigation

**Thursday 23 February 2017 • 1.30pm – 5.30pm**
Grace Hotel, 77 York Street, Sydney

**CLE / CPD Points:** Four (4) • **Category:** Substantive law

#### 1.30pm Introduction from Chair
**Chair:** Bede HAINES, Special Counsel – Litigation, Holding Redlich

#### 1.35pm Topic 1: Indirect Causation and Market-Based Losses
**Speaker:** Caspar CONDE, Barrister, New Chambers
- Multiple loss scenarios
- Different types of causation
- A “no hands” approach?
- Class actions v. smaller commercial disputes
- Likely developments in this area of the law

#### 2.30pm Topic 2: Damages in Breach of Contract
**Speaker:** Greg WAUGH, Barrister, 12 Wentworth Selborne Chambers
- Expectation and reliance damages
- Loss of bargain damages
- Loss of a chance
- Causation
- Remoteness
- Contributory negligence
- Proportionate liability
- Liquidated damages and penalties
- Mitigation
- Interest

#### 3.25pm Afternoon Tea

#### 3.35pm Topic 3: Remedies Arising from Unenforceable Contracts due to Illegality
**Speakers:** Timothy BOYLE and Derek WONG, Barristers, Tenth Floor Selborne Wentworth Chambers
- Regulatory regimes which result in contracts being rendered void or unenforceable in commercial and public law contexts
- When do these results ensue?
- What consequences obtain when they do?
- The nature of remedies available under such circumstances, including those in relation to banking regulations

#### 4.30pm Topic 4: Interlocutory Injunctions
**Speaker:** Gregory SIRTES SC, Barrister, 12 Wentworth Selborne Chambers
- Whether or not to seek an interlocutory injunction
- Establishing a ‘serious question to be tried’
- Balance of convenience factors
- Strategy and tactics for Plaintiffs and Defendants

#### 5.25pm – 5.30pm Questions and Close

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### Directors Duties and Corporate Governance

**Wednesday 22 March 2017 • 8.30am – 1.00pm**
Grace Hotel, 77 York Street, Sydney

**CLE / CPD Points:** Four (4) • **Category:** Substantive law

#### 8.30am Introduction from Chair
**Chair:** Guy ALEXANDER, Partner, Allens

#### 8.40am Opening Commentary, including some reflections on corporate governance after the rejection of political elites by the US and UK electorates
**Speaker:** Dr R.P. AUSTIN, Barrister, Level 22 Chambers

#### 9.20am Topic 1: Statutory Liability of Directors (for everything)
**Speaker:** Leigh BROWN, Partner, MinterEllison
- General duties under Corporations Act (including ASIC and liquidator activism)
- Best practices for fulfilling these general duties
- Proposals for reform of these general duties
- Statutory liability of directors from corporate breaches of statute (including recent reforms)
- Prospectus liability for directors

#### 10.00am Topic 2: Directors’ and Shareholder Activism
**Speaker:** Greg GOLDING, Partner, King & Wood Mallesons
- The experience of activism offshore versus Australia
- Tools available to activists in Australia
- Case studies of activism in Australia

#### 11.00am Morning tea

#### 11.15am Topic 3: Corporate Culture and Director Responsibilities for Corrupt Criminal Conduct
**Speaker:** Robert WYLD, Partner, Johnson Winter Slattery
- What is corporate culture?
- Can culture be regulated and if so, how?
- The role of a director in influencing and shaping corporate culture
- Identifying cultural risks as legal risks
- The whistleblower as a company asset, not a company liability
- Corruption emerges from the cupboard – what should you do?

#### 12.05am Topic 4: Capital Re-structuring in times of Stress
**Speaker:** Rebecca MASLEN-STANNAGE, Partner, Herbert Smith Freehills
- Alternatives to administration – when can they be explored?
- Tips and Traps with Schemes of Arrangement and alternative structures
- Deal examples with imaginative structures
- Matching strategic aims with risk mitigation

#### 12.55pm – 1.00pm Questions and close

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### Mergers & Acquisitions Law

**Thursday 16 March 2017 • 8.30am – 12.30pm**
Grace Hotel, 77 York Street, Sydney

**CLE / CPD Points:** Four (4) • **Category:** Substantive law

#### 8.30am Introduction from Chair
**Chair:** James PHILIPS, Partner, DLA Piper

#### 8.35am Topic 1: Transactional Innovation: Why Big Companies Buy or Invest in Disruptors & How They do it
**Speaker:** Nick ABRAHAMS, Partner, Norton Rose Fullbright
- Summary of key trends arising from Nick’s study of over 700 M&A/investment deals in Australian tech
- The hot sectors for Australia tech M&A/investment deals in the short-medium term
- Transactional innovation – why big companies buy or invest in fast growth disruptors
- Structuring transactional innovation models: incubator, accelerator, investment or full buy-out
- Why SAFE Notes are so popular in investment deals

#### 9.30am Topic 2: New Challenges – Cross Border Transactions in a Post Brexit and Trump Market Place
**Speaker:** David FRIEDLANDER, Partner, and Shannon FINCH, Partner, King and Wood Mallesons
- Review of global Mergers & Acquisition trends
- Xenophobic regulation – the impact of the electorate’s message to lawmakers
- Recent developments in China outbound M&A
- Global growth in activism

#### 10.25am: Morning Tea

#### 10.35am Topic 3: Independent Directors in Takeover or Merger Transactions
**Speaker:** John MORGAN, Consultant, Allens, Adjunct Associate Professor, UNSW Law
- Independence in M&A – issues and responsibilities
- Accountability
- Sources of Advice for Independent Directors
- Managing Conflicts of Interest below board level

#### 11.30am Topic 4: Recapitalisation options including Schemes of Arrangement and Debt for Equity Swaps
**Speaker:** Rachael BASSIL, Partner, Gilbert + Tobin
- Identifying the benefits of using a Scheme of Arrangement
- Case studies on what works in negotiation of the terms of a scheme
- Transactional steps in bringing about
- Approaching the ToO Panel

#### 12.25pm – 12.30pm Questions and close

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