

Title Mr/Mrs/Miss/Ms: _____

First Name: _____

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Firm/Organisation: _____

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Directors Duties and Corporate Governance

Tuesday 15th March 2016 • 8.45am – 1.00pm

Grace Hotel 77 York St Sydney

Course cost includes tuition, materials and refreshments **\$440** Purchase Papers **\$165** **Payment Options** (We do not accept American Express) I enclose a cheque payable to “CLE, UNSW”,or Payment by credit card Mastercard Visa

Card number: _____

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Please register online at cle.unsw.edu.au

If you cannot register online please return this registration form with your payment to:

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

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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.**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.

This seminar examines core responsibilities that Directors have towards shareholders, the company, staff, creditors and the wider community

Never Stand Still

Law

Continuing Professional Development

Directors Duties and Corporate Governance

Tuesday 15th March 2016**8.45am – 1.00pm****Venue: Grace Hotel, 77 York Street, Sydney**

Rec'd

Inv No.

Auth No.

cle.unsw.edu.au

Audiences

Corporate Law specialists
 Company Directors and Officers
 M&A, Banking & finance specialists
 Corporate Advisory professionals
 Compliance advisors
 Auditors & accountants
 Corporate Counsel
 Commercial Lawyers
 General Practitioners
 Regulatory Officers

Objective

This seminar examines the regime of regulations and law that govern Directors responsibilities. Duties towards the Company are paramount. However some obligations towards shareholders, their company group, staff, creditors and the wider community enter the discussion. We will examine the current issues which are in the limelight due to the current regulatory and policy directions of Government, courts and regulators.

Cases have tested the limits of reliance on Management advice. Leading practitioners will in this seminar provide guidance and examine key concerns in relation to transactions that cut to the existential functioning of the corporation. Topics will explore conflict, company control or takeover transactions, class actions and schemes of arrangement. Board selection and role of non-executive directors will be reviewed.

Advisors need to assist the board to focus on best practice and introduce governance and compliance systems that discharge statutory and common law obligations. Mapping the exact scope of these obligations in any circumstance requires deep understanding of basic principles discussed at this seminar.

CPD Points: Four (4)

Category: Substantive law

8.45am Introduction

Chairs Guy ALEXANDER, Partner, Allens

Dominique HOGAN-DORAN SC, Barrister,
 St James Hall Chambers

Opening commentary

Dr R.B. Austin, Barrister, Level 22 Chambers

- The power and importance of the Board's recommendation
- Exclusivity provisions, break fees, the cash v scrip proposal, price protection issues
- Change of control discretions and policies in executive incentive plans
- Shareholder engagement and activism

9.30am The Stranded Independent Director

Speaker John MORGAN, Adjunct Associate
 Professor, UNSW, Consultant, Allens

- Management structures and legal obligations of directors
- Situations of Conflict faced by independent directors
- Problems with Group transactions
- Finding processes to overcome conflicted advice

10.15am Governance issues requiring Board attention: change of control

Speaker Quentin DIGBY, Partner,
 Herbert Smith Freehills

- First contact protocols; takeover defence manuals and financial adviser defence mandates
- The Chairman/CEO; Board/Management dynamic
- The decision to engage or reject outright and reliance on advisers
- Market disclosure requirements – what needs to be disclosed and when?

11.05am Morning tea

11.15am Shareholder class actions and Causation

Speaker Greg GOLDING, Partner,
 King Wood Mallesons

- Recent trends in shareholder class actions
- Director involvement and risks in class actions
- The relevance of indirect causation

12.00am Creative use of Schemes of Arrangement for Companies in Distress

Speaker Rebecca MASLEN-STANNAGE, Partner
 Herbert Smith Freehills

- The distressed company board's dilemma: administration or a rescue plan?
- "Special situations" funds: restructuring heroes or villains?
- Risk mitigation in a solvent scheme restructure plan.

12.55pm Questions and close

🚩 This seminar is **Advanced Standing approved**. Credit your CPD attendance towards a UNSW Postgraduate degree. For more information go to our website cle.unsw.edu.au