

CORPORATE, COMMERCIAL, M&A

Overview

In an increasingly competitive, regulated and globalised world, no business can afford anything less than the most insightful legal advice. TressCox offers an experienced commercial team who understand every aspect of corporate life. Our lawyers are industry specialists and advise on every aspect of corporate business environment, from compliance to complex transactional matters. Our legal solutions are always practical; something our clients really appreciate.

Any corporation wishing to capitalise on its potential must not only comply with the Corporations Act but must also comprehend and maximise the benefit to it when it enters into transactions.

TressCox appreciates the need for a wide range of legal services tailored to maximising the value of the corporation, whilst ensuring protection through appropriate legal compliance.

The corporate and commercial team acts for banks, credit unions, financial institutions, major public and private corporations and all levels of government.

TressCox is listed as a recommended law firm in the Asia Pacific Legal 500 (2006/07, 2007/08, 2008/09 & 2009/10) for Corporate/M&A.

Services

Mergers & Acquisitions

TressCox has extensive experience in negotiations, due diligence procedures and contractual documentation with respect to the merger and acquisition of companies and businesses both off and on market, within varying industry sectors. In many instances the firm's M&A work has been on behalf of clients involved in M&A activity with overseas based entities. Our M&A matters over the years have included a number of complex and high profile transactions.

Transactional Advice

We assist clients in achieving their growth goals through the provision of legal advice for takeover or merger bids. We also advise targets on defence or compliance strategies. Our corporate team advises vendors and purchasers on sales and acquisitions. We provide advice on a full range of transactions.

Corporate Finance

We have significant experience in debt and equity funding, capital raising, syndicated loan arrangements, initial public offerings, due diligence, venture capital, advice on prospectus liabilities and stock exchange listing requirements.

Business Structures

From start-ups to private companies seeking to embark on an IPO, our lawyers have the expertise to guide clients to achieve their optimal business structure. We have expertise in company formation, reconstruction, joint ventures, partnerships and shareholder agreements.

Corporatisation and Privatisation

TressCox has expertise in advising governments, both locally and internationally, on all aspects of corporatisation/privatisation from the preparation for the sale of the government owned assets to the actual sale.

Franchising

Our experience extends to acting for both Franchisors and Franchisees on all aspects of franchising, covering a wide range of industries.

We are able to provide advice on:

- Establishment and structuring of franchise systems
- Ensuring Franchising Code Compliance
- Preparing franchising documentation, including disclosure documents, franchise agreements and licensing agreements
- Buying and selling of franchises
- Due diligence of franchise systems
- Resolution of franchise disputes

Compliance and Disputes

In view of the complex regulatory environment facing corporations litigation may be required to protect specific interests and rights or to force a commercial outcome.

Our experienced commercial litigation team can assist with:

- Dealing with disputes between shareholders and the company (oppression suits and the like), and between members and directors
- Bringing actions on behalf of the company, utilising the exceptions to the rule in Foss v Harbottle
- Acting for insurers and insureds on disputes arising under directors and officers insurance policies.

Corporate Governance

Without doubt, the importance of compliance with corporate governance principles is a key issue for all companies today. Recent events in Australian corporate history demonstrate the risk when governance is not monitored and supervised both internally by the company and externally by regulators.

Our corporate governance experience and expertise is extensive. Ranging across a number of industries including health and insurance, our specialist lawyers have particular skills in directors' duties both common law and statutory, directors' and officers' liability insurance and personal directors' and officers' legal expenses insurance, establishment of audit committees and compliance programs. We have advised boards and corporate entities on board performance, governance strategy, frameworks and charters, conflicts of interest and outside business activities.

General Corporate Law Advice

We provide specific advice on a range of corporate law issues from strategic issues affecting boards through to share issues and placements, capital reductions, schemes of arrangement, directors' and officers' liabilities, company and director indemnity arrangements and shareholder protection.

Track Record

Our recent experience includes:

- The complex restructuring of UNITED Medical Protection Ltd and Australasian Medical Insurance Ltd
- We acted for the vendors of the Digiplus Group into the public listed entity B Digital Limited, which resulted in our clients holding the majority of shares in the listed group. B Digital Limited is a large reseller of telecommunications services

- The “back door” listing, and placement for, Tele-IP Limited and Lion Equities Limited
- Advising in relation to the Initial Public Offering of Nonferral Resources Limited, Hansen Corporation Limited and Essential Petroleum Resources Limited
- Acting in relation to a Rights Issue for Mark Sensing Limited
- Acting for AccTrak21 Limited and Intellinc Pty Ltd in respect to a private equity raising
- Advice to Coplex Resources Limited in relation to a re-capitalisation
- Advice to Aus-Asia Aquaculture in respect to pre initial public offering funding
- Strategic advice to McDermott Group Limited in respect to an offer document
- Restructuring by use of Deeds of Company Arrangement or Schemes of Arrangement.
- Advising insolvency practitioners, creditors (secured and unsecured), directors, property owners, and others involved in, or affected by, insolvency administration procedures
- Restructuring of the Medical Defence Association of Western Australia Inc from an incorporated association to registered company under the Corporations Act in dealing with tax and mutuality issues
- Acting for Time Warner Book Division USA in relation to the acquisition of Melbourne based publishing company Lothian Books
- Advising Affiance Group Limited in relation to its acquisition of The Mortgage Processing Group Pty Ltd (MPG) and its related entities. In particular this transaction required obtaining shareholder approval to a change in the nature of Affiance Group Limited's business activities from a software based company to a company that provides mortgage market processing services
- Advising ASX listed Heemskirk Consolidated Limited in relation to the acquisition of a mineral sands mining business based in Canada. In addition to conducting due diligence investigations, this transaction involved obtaining Canadian regulatory approval and international structuring advice.

Lawyers

Heinrich, Ron - Sydney
 +61 2 9228 9209 Ron_Heinrich@tresscox.com.au

Bracken, Michael - Sydney
 +61 2 9228 9231 Michael_Bracken@tresscox.com.au

Chapman, Scott - Sydney
 +61 2 9228 9317 Scott_Chapman@tresscox.com.au

Higgins, Garrick - Melbourne
 +61 3 9602 9705 Garrick_Higgins@tresscox.com.au

Hilliard, Derek - Sydney
 +61 2 9228 9223 Derek_Hilliard@tresscox.com.au

Huby, Jennifer - Sydney
 +61 2 9228 9337 Jennifer_Huby@tresscox.com.au

James, Stephen - Sydney
 +61 2 9228 9370 Stephen_James@tresscox.com.au

Jones, Philip - Melbourne

+61 3 9602 9414 Philip_Jones@tresscox.com.au

Koernicke, Silke - Sydney
 +61 2 9228 9232 Silke_Koernicke@tresscox.com.au

Matsuda, Kotaro - Brisbane
 +61 7 3004 3519 Kotaro_Matsuda@tresscox.com.au

Bamford, Mark - Sydney
 +61 2 9228 9390 Mark_Bamford@tresscox.com.au

Evans, Penny - Sydney
 +61 2 9228 9204 Penny_Evans@tresscox.com.au

Mitchell, Philip - Sydney
 +61 2 9228 9230 Philip_Mitchell@tresscox.com.au

Murray, Torquil - Sydney
 +61 2 9228 9253 Torquil_Murray@tresscox.com.au

Ferres, Ian - Melbourne
 +61 3 9602 9754 Ian_Ferres@tresscox.com.au

Grillo, Alfonso - Melbourne
 +61 3 9602 9716 Alfonso_Grillo@tresscox.com.au

Fong, Adrian - Sydney
 +61 2 9228 9297 Adrian_Fong@tresscox.com.au

Watson, Nigel - Melbourne
 +61 3 9602 9424 Nigel_Watson@tresscox.com.au

Egan, Dominique - Sydney
 +61 2 9228 9261 Dominique_Egan@tresscox.com.au

Westaway, Michael - Melbourne
 +61 3 9602 9709 Michael_Westaway@tresscox.com.au

Duffy, Matt - Sydney
 +61 2 9228 9202 Matt_Duffy@tresscox.com.au

Hopsick, Leo - Brisbane
 + 61 7 3004 3535 Leo_Hopsick@tresscox.com.au

Sheller, Mark - Sydney
 +61 2 9228 9332 Mark_Sheller@tresscox.com.au

Tumpey, Peta - Sydney
 +61 2 9228 9363 Peta_Tumpey@tresscox.com.au

Tonge, Stephen - Brisbane
 +61 7 3004 3502 Stephen_Tonge@tresscox.com.au

Chalet, Andrew - Melbourne
 +61 3 9602 9721 Andrew_Chalet@tresscox.com.au

Martin, Sarah - Sydney
 +61 2 9228 9322 Sarah_Martin@tresscox.com.au

Lasky, Shirley - Sydney
 + 61 2 9228 9257 Shirley_Lasky@tresscox.com.au

© 2010 TressCox Lawyers www.tresscox.com.au

Telephone: + 61 2 9228 9200

Email: contact_us@tresscox.com.au

Disclaimer: The information in this website has been prepared by TressCox lawyers and provides a general overview of TressCox and its services. It does not constitute legal advice and the use of the website does not constitute a solicitor-client relationship between TressCox and the user.