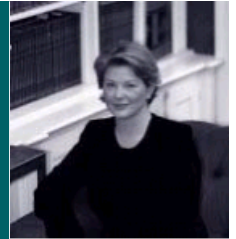


**Rosalind Nicholson**

Called: 1987

**Areas of Practice**

Rosalind Nicholson specialises in Company law, both litigation and advice. She is particularly known for her expertise on shareholder rights & remedies, Directors' rights and responsibilities, capital reorganisations and schemes of arrangement but her practice covers all areas in which issues of company law arise including:

- Company Constitutions, Memorandum & Articles, Shareholders' Agreements
- Capital maintenance & capital reductions
- Financial assistance, share buybacks
- Corporate share and asset acquisitions, transfers, takeovers & reconstructions
- Dividends and distributions
- Corporate Governance
- Directors duties, interests, performance
- Shareholder rights and disputes, shareholder litigation: unfair prejudice petitions, just & equitable winding up and derivative actions
- Meetings
- Mergers and demergers
- Schemes of Arrangement
- Reorganisations & reconstructions, reductions of capital, Schemes of Arrangement

**Recent Cases of Interest**

Cadbury Schweppes plc v Halifax Share Dealing Ltd [2007] 1 BCLC 497 (which of Companies, Registrars or Brokers were liable for costs of reinstating shareholders following fraudulent deployment of share certificates)  
Arrow Trading and Investments Est 1920 v Edwardian Group Ltd [2005] 1 BCLC 696 (Shareholder entitled to disclosure of documents against Company in 459 Petition)

British Aviation Insurance Co Limited [2006] 1 BCLC 665 (Scheme of Arrangement between a Solvent insurance company and its creditors dismissed by the Court)

Re Citybranch Limited, Gross v Rackind [2004] EWCA (Companies Act s.459 - conduct of the affairs of a holding company could include those of a subsidiary)

Re a Company(No 007466 of 2003) [2004] 1 WLR 1357 (Court's supervisory jurisdiction over registrar of companies)

Re Bhullar Bros. Limited [2003] 2 BCLC 241 (Court of Appeal - s.459, Directors' conflicts of interest)

Re Rotadata Ltd [2000] BCLC 122 (Whether petition alleging unfair prejudice would be struck out - Companies Act 1985 s 459, whether it was for court or parties to undertake case management under CPR)

Halle v Trax BW Ltd [2000] BCC 1020: Circumstances in which shareholder entitled to indemnity out of company's assets for costs of derivative action

**Publications**

Table A Articles of Association (Sweet & Maxwell, 1997 second edition 2009)

The role of Directors and their duties and responsibilities (First published City & Financial, 2000, 2nd edition 2004)  
Chapter 4 Potential Liabilities.

Mediation & Section 459 Petitions, The Company Lawyer Vol 23 No 9 September 2002

**Notes**

Rosalind is recommended in Chambers and Partners for Company matters in particular for share capital reductions, schemes of arrangement and minority shareholder proceedings. The 2010 edition admires her "enviable skills in schemes of arrangement". The 2008 edition credited her as "a specialist in advising and litigating on company law matters", saying and said "she is renowned for her proficiency in areas such as shareholder rights and remedies, schemes of arrangement, capital reorganisations and directors' rights and responsibilities"; In 2009 she received praise for the way in which "approaches her work with a minimum of fuss and gets things done quickly and effectively." Earlier editions had singled her out as providing a "consistently high quality of advice", "if you manage to get her, you don't have to worry any further because the work will be done on time and to the highest standards".

Rosalind also features in The Legal 500 as a Leading Junior in Company Law which, in its 2009 edition praises her as 'an excellent technical lawyer, particularly good for restructuring'. Previous editions report that she is "a

**Areas of Practice**

- Company law
- Shareholder rights and remedies
- Directors' duties
- Schemes of arrangement
- Capital reorganisations

**Notes**

Rosalind was one of the advisers to Lord Hodgson's front bench team during the passage of what is now the Companies Act 2006 through the Committee stage of the House of Lords.

Rosalind Nicholson is recommended in both Chambers and Partners and the Legal 500 as a leading junior in company law

In appropriate cases, Rosalind accepts instructions under the Public Access Scheme

favourite for corporate reorganisations and share capital reductions" and as 'very hard working', "an excellent draftsman" and "technically excellent".



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