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**Rosalind Nicholson**

**MA (Oxon)**

**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 2 0 0 3 )[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)

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

## **Professional**

Member of the Commercial Bar Association and the Chancery Bar Association

## **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 *Chambers and Partners* for Company matters in particular for share capital reductions, schemes of arrangement and minority shareholder proceedings. The 2007 edition credited her as "*a specialist in advising and litigating on company law matters*" 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*"; Chambers UK 2006 edition described her as "*always*

*competent, thorough, nice and sensible, although no pushover."* The 2005 edition praised her 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 2005 edition, reports that *"her work on corporate reorganisations and share capital reductions is much admired"* and in 2006 notes that she is *"a favourite for corporate reorganisations and share capital reductions"*. Its 2007-8 Edition praises her as *'very hard working'*.