

## TAX INVOICE

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### Please return this form to:

Administrator  
Centre for Corporate Law and Securities Regulation  
Melbourne Law School  
The University of Melbourne  
Victoria 3010

**Fax:** 03 8344 5285

**Email:** j.peters@unimelb.edu.au

### For any queries:

please call Josephine Peters on 03 8344 5281

Send registration form and payment by Monday 2 November 2009 for the Sydney seminar and Monday 9 November 2009 for the Melbourne seminar.

No refunds unless cancellations notified by 2 November 2009 (Sydney seminar) and 9 November 2009 (Melbourne seminar).

**Victorian & NSW Solicitors:** If this particular educational activity is relevant to your immediate or long term needs in relation to your professional development and practice of law, then you should claim one unit for each hour of attendance, refreshment breaks not included.

**Victorian Bar Members:** This lecture is a Victorian Bar accredited Compulsory Continuing Legal Education (CLE) activity and carries one point.

Information about the Centre for Corporate Law and Securities Regulation is available at:

<http://cclsr.law.unimelb.edu.au>

If you wish to unsubscribe from the CCLSR mailing list please go to:

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## Speakers

**David Abell** (Melbourne seminar)  
Senior Manager, Operating Risk & Insurance,  
Australia and New Zealand Banking Group Ltd

**Craig Claughton** (Sydney seminar)  
NSW Manager - FINPRO, Marsh Pty Ltd

**David Gerber** (Sydney seminar)  
Senior Associate, Clayton Utz

**Fred Hawke** (Melbourne seminar)  
Partner, Clayton Utz

**Peter Mann** (Sydney seminar)  
Partner, Clayton Utz

**Nancy Milne** (Sydney seminar)  
Consultant, Clayton Utz

**Charles Rosedale** (Melbourne seminar)  
Partner, Clayton Utz

**Paul Smyth** (Melbourne seminar)  
National D&O Manager, Aon Insurance Brokers

## Convenor

**Professor Ian Ramsay**, Director  
Centre for Corporate Law & Securities Regulation  
Melbourne Law School

## Dates

5 November 2009 – Sydney  
11 November 2009 – Melbourne

## Times

**5.30 pm – 7.15 pm**

Refreshments will be served afterwards

## Venues

### Sydney Seminar

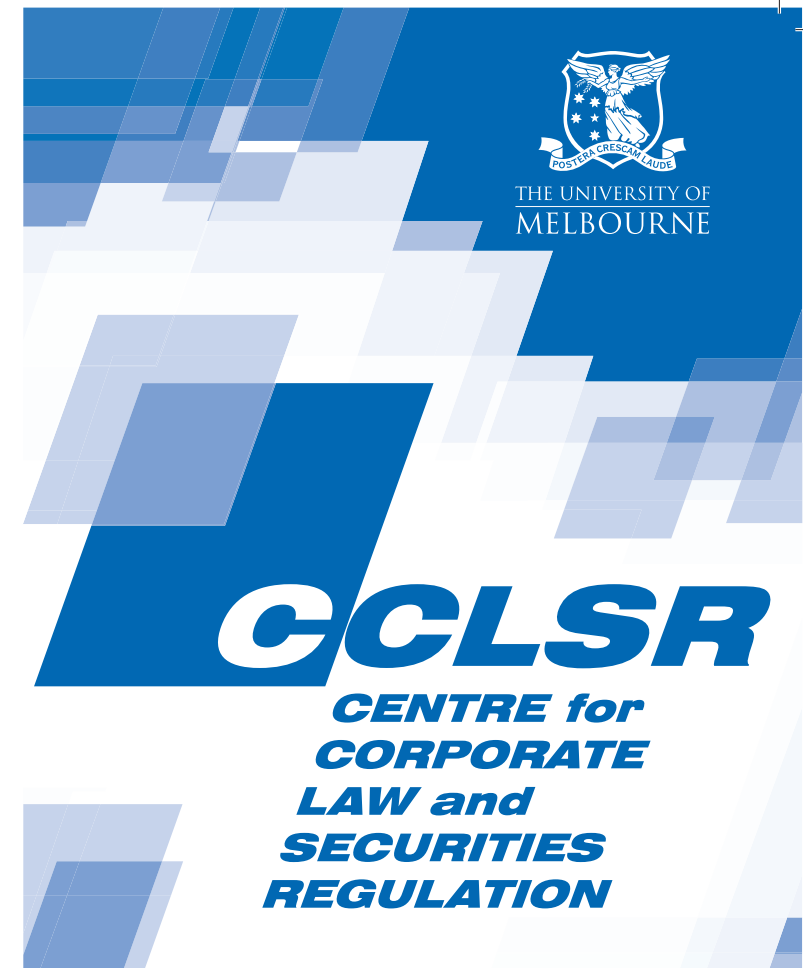
Clayton Utz  
Level 34  
1 O'Connell St, Sydney 2000

### Melbourne Seminar

Clayton Utz  
Level 18  
333 Collins St, Melbourne 3000

## Admission

**\$90 + \$9 GST = \$99**



## SEMINAR

**SYDNEY AND MELBOURNE**

**THE JAMES HARDIE CASE  
A TIMELY REMINDER TO  
CONSIDER YOUR D&O COVER  
AND DEEDS OF INDEMNITY,  
INSURANCE & ACCESS.**

**Sydney**  
5 November 2009

**Melbourne**  
11 November 2009

## THE JAMES HARDIE CASE - A TIMELY REMINDER TO CONSIDER YOUR D&O COVER AND DEEDS OF INDEMNITY, INSURANCE & ACCESS

The Supreme Court decision that James Hardie directors and officers were in breach of their duties resulting in the imposition of substantial banning orders and financial penalties, coupled with the Court's decision not to exonerate them, is a timely reminder that directors and officers should periodically review their D&O Insurance and Deeds of Indemnity, Insurance & Access.

- Does your D&O Insurance comply with the requirements of your Deeds of Indemnity, Insurance and Access? If not, which of them has to change?
- Does your D&O insurance provide cover for legal representation at investigations and inquiries and criminal prosecution defence costs, involving ASIC, ASX, APRA or other commissions, tribunals and regulatory agencies?
- Will you be able to retain solicitors and Counsel of your choice?
- If ASIC launches proceedings for breach of duty - as it did against all James Hardie directors, the company secretary/general counsel and CFO, or if shareholders or others bring claims to recover losses - who will pay your civil defence costs?
  - Will all of your costs be paid by the insurer, or will you be out of pocket?
  - Will you have to pay a "gap" cost, between your preferred lawyer's charge rate and what the insurer considers "reasonable"? Who decides what is reasonable?
- Does the insurance cover:
  - Pecuniary Penalties;
  - Compensation Orders;
  - the regulatory agency's legal costs?
- Will you have to fight the company and your fellow directors for your share of the policy limit?

Indemnity, Insurance & Access Deeds:

- what protection is it reasonable to expect?
- what are your rights and obligations?
- is your deed up to date and compliant with your Constitution and the Corporations Act?

These are questions that Directors, Company Secretaries, General Counsel and other Officers will now more than ever need to be thinking about.

Hear an expert panel address these and other issues pertinent to D&O cover and Directors' Deeds in the current climate.

## Speaker Details

**David Abell** (Melbourne seminar): is the Senior Manager, Operating Risk & Insurance of Australia and New Zealand Banking Group Ltd. He has been extensively involved in ANZ's insurance management and procurement for over 20 years, including the coverage under its Directors' & Officers' Liability Insurance programme. Before becoming a banker he was an insurance broker. He is a winner of the Australian Insurance Law Association's Travelling Fellowship, for his research into D&O Liability insurance and relevant case law relating to directors' duties. Among other qualifications, he is a Fellow of ANZIIF.

**Craig Claughton** (Sydney seminar): Craig is the NSW Manager - FINPRO at Marsh Pty Ltd. Craig has 28 years' experience as an insurance broker and underwriter, both in Australia and the UK. Principally involved with D&O and PI with a particular emphasis now on Financial Institutions. He is directly responsible for the managing, servicing and administration for one of Australia's 'big four' banks insurance programs. In addition, Craig manages the NSW FINPRO practice which includes a team of 31 experienced brokers that looks after the insurance needs for many of Australia's largest businesses.

**David Gerber** (Sydney seminar): David Gerber is a Senior Associate in the Clayton Utz Insurance and Risk practice specialising in corporate insurance work. Before moving to Australia from South Africa David practised as a member of the Bar and had also held the role of General Counsel of AIG South Africa. David is a member of the Education Committee of the NSW AILA.

**Fred Hawke** (Melbourne seminar): is a partner of Clayton Utz with over 30 years' experience of insurance law, including 17 years as an insurance company Claims Manager and General Counsel. These days, his practice consists mainly of assisting policyholders with difficult and disputed claims. He is a Fellow of the Australia and New Zealand Institute of Insurance and Finance.

**Peter Mann** (Sydney seminar): Peter is a Clayton Utz partner and the national head of the firm's insurance practice. He is an insurance and reinsurance specialist with over 30 years' experience and is the author of a leading insurance text in Australia, the *Annotated Insurance Contracts Act*. Peter is a Fellow of ANZIIF and currently Vice-chairman of the International Bar Association's Insurance Committee.

**Nancy Milne** (Sydney seminar): Nancy is a Clayton Utz consultant. She has been a specialist insurance and reinsurance lawyer for many years and was awarded an Order of Australia Medal (OAM) for her outstanding work in and for the insurance industry. Since 1994 Nancy has been a director of various companies in the financial services area.

**Charles Rosedale** (Melbourne seminar): is a partner of Clayton Utz with over 30 years experience practising in corporate and securities law including advising listed companies on equity raisings, corporate governance, directors' duties and continuous disclosure. He is a Fellow of the Financial Services Institute of Australia.

**Paul Smyth** (Melbourne seminar): is the national D&O manager for Aon insurance brokers and has more than 20 years industry experience. Paul advises and arranges for D&O insurance for many of Australia's largest companies.

## THE JAMES HARDIE CASE - A TIMELY REMINDER TO CONSIDER YOUR D&O COVER AND DEEDS OF INDEMNITY, INSURANCE & ACCESS.

### Registration Form

I will attend the Sydney Seminar

I will attend the Melbourne Seminar

**Sydney - 5 November 2009**

**Melbourne - 11 November 2009**

### Delegate 1

Name: .....

Email Address: .....

Postal Address: .....

Company: .....

Telephone (BH): .....

### Delegate 2

Name: .....

Email Address: .....

Postal Address: .....

Company: .....

Telephone (BH): .....

### Payment Details

(all registrations must be signed and dated below)

**Please Accept:**  cheque payable to

The University of Melbourne \$ \_\_\_\_\_

and/or charge to:

Mastercard  Visa (please tick)

Card Number:

Expiry Date: \_\_\_\_\_ / \_\_\_\_\_

Name on card: .....

Amount \$ .....

Signature: ..... Date: .....

*\*Please note that the University of Melbourne does not accept AMEX payments. This document will be a tax invoice for GST when you make a payment. Please retain a copy for your records.*