

# TAX INVOICE

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Centre for Corporate Law and Securities Regulation  
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## For any queries:

please call Josephine Peters on 03 8344 5281

Send registration form and payment by Tuesday 12 March 2008 for the Melbourne seminar and Friday 25 April 2008 for the Sydney seminar.

No refunds unless cancellations notified by 12 March 2008 (Melbourne seminar) and 25 April 2008 (Sydney 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:

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## Speakers

**Bob Baxt A.O.**

**Alan Cameron A.M.**

**David Gonski A.C.**

**Stuart McCulloch**

**Tim Bednall**

**Sir Rod Eddington**

**Alison Lansley**

**Jon Webster**

## Convenor

**Professor Ian Ramsay**, Director  
Centre for Corporate Law & Securities Regulation  
The University of Melbourne

## Dates

19 March 2008 – Melbourne

1 May 2008 – Sydney

## Times

**5.30pm – 7.15pm**

Refreshments will be served afterwards

## Venues

### Melbourne Seminar

Mallesons Stephen Jaques  
Level 50, Bourke Place  
600 Bourke Street  
Melbourne 3000

### Sydney Seminar

Mallesons Stephen Jaques  
Level 61, Governor Phillip Tower  
Farrer Place  
Sydney 2000

## Cost:

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



THE UNIVERSITY OF  
MELBOURNE

**CCLSR**  
**CENTRE for**  
**CORPORATE**  
**LAW and**  
**SECURITIES**  
**REGULATION**

## SEMINAR

**MELBOURNE AND SYDNEY**

**DIRECTORS' DUTIES:  
NAVIGATING THE STORM  
ON BOARD**

**Melbourne**  
19 March 2008

**Sydney**  
1 May 2008

# Centre for Corporate Law and Securities Regulation The University of Melbourne

Issues to do with directors' duties have recently been the subject of extensive media and regulatory scrutiny. In part, this is a result of enforcement action by ASIC against both executive and non-executive directors. It is also a result of high profile corporate transactions that highlighted difficult issues of directors' duties.

This seminar brings together leading speakers to discuss topical issues in directors' duties. The speakers bring different perspectives including that of legal advisers to directors as well as the perspective of a practicing director. The issues that will be discussed during this seminar include:

- Whether directors occupying special positions, such as the chair of a board committee, have a higher standard of care than other directors
- The business judgement rule – when does it apply and how helpful is it?
- Directors' duties in the context of management buyouts – what protocols do directors have to follow when management presents a buyout offer?

## Speaker Details

**Bob Baxt, A.O.** (Melbourne seminar): Professor Robert Baxt has been in the public eye for a large part of his career as a lawyer and legal academic in trade practices, corporate law and taxation law. He joined Freehills as a partner in 2005 after 13 years as a partner of another major law firm. Professor Baxt has worked extensively on matters relating to the Trade Practices Act and competition policy and more recently in relation to corporate governance and the duties of directors. Professor Baxt is Chairman of the Law Committee of the Australian Institute of Company Directors and a member of the Executive of the Business Law Section of the Law Council of Australia. He was honoured in the Queen's Birthday Honours Awards in 2003 by being awarded an Order of Australia for services to the law and has been awarded the Centenary Medal. He is also a Professorial Fellow of the University of Melbourne.

**Tim Bednall,** (Sydney seminar): is a partner in the Sydney office of Mallesons Stephen Jaques where he practises in mergers and acquisitions, corporate advisory and competition law. Tim has advised leading companies in major M & A transactions and a range of government, public and foreign clients in competition law and policy.

**Alan Cameron, A.M.** (Sydney seminar): was chairman of ASIC from 1993 to 2000, Commonwealth Ombudsman 1991-1992 and managing partner of the law firm now known as Blake Dawson during the 1980s. He is now chairman of the Reliance Rail Group, Westpac Funds Management and the life and general insurance companies in the Westpac Group and of Cameron Ralph Pty Ltd (a board performance assessment business), a director of Audit Quality Review Board Limited, a consultant to Blake Dawson, a Fellow of the Senate of the University of Sydney and a member of the NSW Judicial Commission.

**Sir Rod Eddington,** (Melbourne seminar): is one of Australia's most experienced and accomplished business leaders. Educated as an engineer at the University of Western Australia and then Oxford University as WA's 1974 Rhodes Scholar, he has demonstrated his acumen and expertise on the national, regional and international stages. Sir Rod's career began in transport and aviation in 1979 when he joined the Swire

Group. He worked with Cathay Pacific Airways in Hong Kong, Korea and Japan in a variety of roles, before being appointed MD and CEO in 1992. In 1997, he was appointed Executive Chairman of Ansett Airlines, a position he held until 2000, when News Corporation sold its 50% interest in Ansett. Most recently he returned to Australia after serving for five years as CEO of British Airways, where he successfully led the airline's turn-around during one of the industry's most turbulent periods. In 2005, Sir Rod was awarded a Knighthood by the British government for services to civil aviation. In December 2006, he completed a study for the British Government on the links between transport and the economy. He is non-executive Chairman (Australia & New Zealand) of JPMorgan, in addition to maintaining non executive roles with News Corporation, Rio Tinto, Allco Finance Group Limited, China Light and Power Holdings and John Swire & Sons Pty Ltd. He also serves as Chairman of the Victorian Major Events Company.

**David Gonski, A.C.** (Sydney seminar): is Chairman of Investec Bank (Australia) Limited, an investment and advisory bank in Australia. Investec acquired his corporate advisory firm Wentworth Associates Pty Ltd which he established after leaving Freehills where he was a partner. David is also Chairman of Coca-Cola Amatil Limited and is a Director of the Westfield Group, Singapore Airlines and ASX Limited. David is Chancellor of the University of New South Wales, Chairman of the UNSW Foundation and Chairman of Sydney Grammar School. He was previously a member of the Takeovers Panel, President of the Art Gallery of New South Wales, Director of the ANZ Bank Ltd and Chairman of the Australia Council for the Arts.

**Alison Lansley,** (Melbourne seminar): is a partner in the Melbourne office of Mallesons Stephen Jaques working in the Corporate Advisory Clients Group. She specialises in takeovers; large-scale corporate reconstructions; equity capital raisings; corporate governance; and companies and securities law generally. Alison has over 20 years experience working on major corporate matters, initially as a regulator and then as a practitioner. She is also extensively involved in all aspects of the securities markets and corporate governance in Australia, including as Chairman of the Markets Policy Group and the Ethics Committee of the Securities Institute of Australia, Chairman of the Mallesons Stephen Jaques Corporate Governance Group, a member of the Takeovers Panel and a former member of the National Listing Committee of the Australian Stock Exchange.

**Stuart McCulloch,** (Sydney seminar): is a corporate partner in the Sydney office of Allens Arthur Robinson. He practices in all aspects of securities law, including listed company takeovers, schemes of arrangement, private M & A, capital raisings and underwritings. Over the last decade, Stuart has advised on the takeovers and mergers of more than 35 listed companies and managed investment schemes, including some of Australia's landmark transactions. He has also advised on many significant off market acquisitions and disposals. Stuart is a member of the Allens Arthur Robinson Board.

**Jon Webster,** (Melbourne seminar): is a partner of Allens Arthur Robinson practising in the area of mergers and acquisitions. He is a member of the Advisory Board of the Centre for Corporate Law & Securities Regulation and he teaches Securities Regulation in the Master of Laws program at The University of Melbourne. Jon is a former Chairman of the Corporations Committee of the Law Council of Australia. He is also a former member of the ASX's Listings Advisory Panel and of the Federal Government's Consultative Group to the Corporations Law Simplification Task Force.

## DIRECTORS' DUTIES: NAVIGATING THE STORM ON BOARD

### Registration Form

I will attend the Melbourne Seminar

I will attend the Sydney Seminar

**Melbourne - 19 March 2008**

**Sydney - 1 May 2008**

### 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  Bankcard  Visa (please tick)

Card number:

Expiry date: \_\_\_\_ / \_\_\_\_

Name on card:.....

Amount \$ .....

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

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