



## Matthew Morrison

Year of Call: 2004

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### Overview

Matthew has a broad commercial chancery practice, with a particular emphasis on civil fraud, company and partnership, insolvency, and trust litigation. Matthew has been instructed as sole counsel on matters before the High Court, the Court of Appeal, the Grand Court of the Cayman Islands and the Cayman Islands Court of Appeal. He is also regularly instructed as junior counsel in large-scale commercial and chancery litigation both onshore and offshore, and has significant experience of assisting advocates in appearances before the Royal Courts of Jersey and Guernsey. Although always ready and willing to advance a client's case vigorously and fearlessly, Matthew equally relishes the challenge of helping conflicting parties to achieve a consensual and commercial resolution of their differences, and is a great believer in mediation.

Matthew is recommended by Legal 500 as a leading individual in commercial litigation and company and partnership, and is ranked in Chambers & Partners for civil fraud and commercial chancery.

Matthew is the author of widely read Practical Law Company practice notes on minority shareholder remedies and various aspects of claims against trustees. In March 2018 he was invited to join the Practical Law Company's Private Client Consultation Board. He is also the editor of chapters of Butterworths Corporate Law Service and Tolleys Company Law Service on directors' liabilities in insolvency and disqualification. In addition, Matthew contributes chapters on liquidation, investigations and striking off, unfair prejudice, misfeasance and disqualification to The Law of Limited Liability Partnerships (Whittaker and Machell, 4th ed. (2016)). A list of articles written by Matthew may be found in the Publications section.

### Areas of expertise

- Chancery
- Arbitration
- Banking
- Company and Partnership
- Civil Fraud
- Commercial Litigation
- Insolvency
- Financial Services
- Trusts and Probate

- Professional Negligence
- Private International Law
- Offshore

## Recommendations

Fraud: Civil (*Chambers and Partners*)

Chancery: Commercial (*Chambers and Partners*)

Commercial Litigation (*Legal 500*)

Company (*Legal 500*)

## Quotes

*"His drafting is absolutely excellent."* Chambers & Partners 2018

*"He's a clever bloke, who is very nice and very hard-working."* Chambers & Partners 2018

*"Commercial in his understanding of how solicitors have to operate and the constraints they have."* Chambers & Partners 2018

*"He is engaging, fun to work with, and brings a fresh perspective to any dispute."* Legal 500 2017

*"Extremely responsive and user-friendly. He is able to assimilate complex facts and plead very detailed statements of case. He is also very good on his feet."* Chambers & Partners 2017

*"Good for difficult cases, and has shown that he is measured, calm and unflappable."* Legal 500 2016

*"Highly knowledgeable on directors' misfeasance issues."* Chambers & Partners 2016

*"He is extremely bright, responsive, great on the detail and very user-friendly."* Chambers & Partners 2016

*"Tenacious on his feet and extremely hardworking."* Legal 500 2015

*"A good team player"* Legal 500 2015

*"He delivers his advice in a relaxed and accessible manner, often with an injection of humour."* Chambers & Partners 2015

*"Matthew combines a deep knowledge of the documentation and factual matrix, with a perceptive and commercial analysis of the prevailing legal issues."* Chambers & Partners 2015

*"Brings a flexible and agile approach to complex cases"* Legal 500 2014

*"A confident and persuasive advocate, who is very bright, very dedicated and highly commercial"* Chambers & Partners 2014

*"A junior with a bright future"* Chambers & Partners 2013

*"A lawyer with a first-rate mind"* Chambers & Partners 2013

*"Very proactive in suggesting strategy"* Chambers & Partners 2013

## Company and Partnership

Matthew is specifically recommended in the current edition of Legal 500 for shareholder claims and proceedings involving directors' misfeasance. Matthew is also frequently instructed in matters involving complex issues of corporate governance and the maintenance of capital.

In the context of shareholder claims, Matthew has developed a particularly strong reputation acting for both petitioners and respondents in respect of unfair prejudice proceedings involving businesses ranging from supermarkets in Southall to multi-million pound biotechnology companies. He is currently acting as sole counsel for one of the respondents in proceedings concerning a leading coffee company which will come to trial in the High Court in the Summer of 2018.

In terms of misfeasance claims, recent notable instructions include:

- Defending an alleged de facto/shadow director of the property investment membership company, Instant Access Properties Limited (IAP), in respect of liquidator claims seeking >£34m for alleged fraudulent trading and breach of fiduciary duty said to have arisen as a result of commission sharing arrangements between IAP and offshore entities. The trial of the proceedings in which Matthew is led by Lance Ashworth QC commenced in November 2017 and is expected to conclude by the end of the year.
- Acting as junior counsel (led by Philip Marshall QC) in the successful defence of the former Independent Directors of Carlyle Capital Corporation in Guernsey proceedings commenced by the company's liquidators seeking in excess of US\$1bn for alleged misfeasance. (Guernsey Judgment 38/2017 – 4 September 2017)
- Representing a number of directors and shareholders of Galasys Plc, a Jersey company, in connection with litigation in England, Jersey and Malaysia. The proceedings concerned the construction and scope of a relationship agreement entered into in connection with the company's listing on AIM, as well as the impact of the UK Corporate Governance Code, the company's articles and Jersey company law on the validity of certain resolutions concerning the composition of the board and delegation of its powers to certain committees. (*Representation of Galasys plc* [2017] JRC105)
- Acting as junior counsel (led by Philip Marshall QC) for the Isle of Man directors of Isis Investments Limited, a subsidiary of Kaupthing bank, in respect of claims alleging breaches of their duties of care and skill and fiduciary duties brought by the liquidators of Isis in the Chancery Division.
- Securing the discontinuance of high profile proceedings brought against an alleged shadow director in respect of allegations of fraudulent tax evasion and the misleading of HMRC.

## Civil Fraud

Matthew has an established reputation in the civil fraud field. Often instructed without a leader, he is equally tenacious when assisting claimants recover fraudulently misappropriated monies as he is defending those who are mixed up in allegations of fraudulent activity.

In recent years Matthew has been involved in high profile cases before the High Court in which novel interim protective measures have been obtained. These include securing the first order requiring a respondent to contempt proceedings arising from non-compliance with a disclosure order to wear an electronic tag.

Further recent instructions of note include:

- Defending a Jersey discretionary trust from tracing and Pauline claims advanced by Dubai Islamic Bank in the Royal Court of Jersey. The proceedings raise novel issues as to the extent to which Sharia law principles are capable of qualifying contractual and equitable rights and remedies as a matter of Jersey common law.
- Acting for a leading arts university in proceedings (now settled) claiming >£1m from a group of IT consultants who, among other things, are alleged to have persuaded it to purchase services from companies with whom they had undisclosed relationships by making fraudulent misrepresentations designed to engender fear, uncertainty and doubt in respect of the university's IT systems.
- Acting unled for the founder of a group of companies offering timeshare exit services, who was alleged to have induced its members to purchase travel vouchers as part of an exit package using fraudulent misrepresentations. The case raised complex issues as to the value of the timeshare exit services and vouchers, the misuse of confidential information and database rights, and the operation of exclusion and entire agreement clauses in consumer contracts.

## Insolvency

Alongside his strong reputation in connection with directors' misfeasance claims arising in insolvency (see

Company and Partnership above), Matthew has extensive experience acting for insolvency office holders in respect of all aspects of administration and liquidation, as well as representing claimants and defendants in preference, transactions at an undervalue and other clawback proceedings. He is equally well regarded in the sphere of personal insolvency, frequently acting for office holders, bankrupts and those with interests arising out of individual voluntary arrangements.

As well as the notable instructions set out in the company and partnership section above, Matthew has recently been acting (with Hugh Norbury QC) for the liquidators of Foundations Program Plc (FPP) and FPA Limited (FPA), Manx companies which operated a scheme whereby participants assigned life insurance policies to FPA in exchange for participation points in FPP. FPP sustained substantial losses and both companies were placed into liquidation on public interest grounds. Ascertaining the rights of the participants has raised complex questions of company, insolvency and trust law necessitating the production of closely reasoned opinions for, and directions applications to, the Manx High Court. Proceedings have also been commenced against FPA's former directors alleging that US\$5m of loan notes were fraudulently issued under FPA's name in the United States and the proceeds diverted.

Matthew has also recently been involved in defending an individual and certain associated corporate entities who provided concierge services to a company owned and controlled by a convicted fraudster. The case, now settled, raised interesting issues as to whether or not valuable services may be provided in connection with the activities of a company which has been used as a vehicle for fraud, and the scope of ministerial receipt and good faith defences in the context of transactions at an undervalue.

## Trusts and Probate

Matthew was a member of Sheikh Abdullah's counsel team in the long-running Alhamrani litigation in Jersey. He has subsequently been involved in a wide range of trust and probate disputes, involving allegations of breaches of duty in the context of investment decisions and the unravelling of tax planning structures with unintended tax consequences.

Matthew has also frequently advised upon, and appeared in the Family Division in connection with, a number of company, trust and insolvency issues that have arisen in the context of family law proceedings.

## Qualifications

St John's College, Oxford

Jurisprudence (MA, Oxon) - *Proxime Accessit* to the Wronker Prize awarded for the second highest First Class mark in the year

Bachelor of Civil Law - Awarded the Sir Roy Goode prize for the highest Distinction obtained in the year at St John's College, Oxford

Solicitor of the Supreme Court of England and Wales

Qualified as a solicitor after working for Freshfields Bruckhaus Deringer in corporate finance, M&A and commercial litigation in London, Cologne and Frankfurt

Cayman Islands Attorney

Admitted to the Bar of the Cayman Islands whilst working for Quin and Hampson (now Mourant du Feu & Jeune

Cayman) from October 2005 to April 2006. Subsequently called *ad hoc* in various matters.

## Appointments

Formerly Junior Counsel to the Secretary of State for Business, Enterprise and Regulatory Reform for Directors Disqualification Proceedings

Nominated as Counsel for Her Majesty's Revenue and Customs on a number of matters before the High Court and the Tax Commissioners.

## Memberships

Chancery Bar Association

Commercial Bar Association

## Publications

*"Directors' duties to creditors in the UK: Ripe for reform?"* (with Lance Ashworth QC and James Mather) - International Insolvency & Restructuring Report 2018/19, Capital Markets Intelligence.

*"Assistance to foreign insolvency office-holders in the conflict of laws: is the common law fit for purpose?"* (with Nick Segal and Jonathan Harris QC) – Insolvency Intelligence 2017 (30(8), 117-127)

*"Avoiding the certainties of death and taxes"* – Step Journal, May 2017

*"Brexit and the offshore world"* (with Jonathan Harris QC) - Trusts and Trustees (Vol.23, Issue 3, 1 April 2017)

*"Preventing undue thawing: freezing orders and S.37 of the Senior Courts Act 1981"* (with Hugh Norbury QC) - Who's Who Legal, August 2013

*"Taxing decisions"* – Trusts and Estates Law and Tax Journal, 2010 (116 (May), 3-8)

*"Meaning is use"* – Commercial Litigation Journal, 2010 (29 (Jan/Feb), 16-17)

*"Mark my words"* – Solicitors Journal, 2009 (153(47), 11)

Frequent contributor to PLC Corporate's *"Questions for Counsel"* feature.