



serle court

clerks@serlecourt.co.uk
+44 (0)20 7242 6105

Matthew Morrison

Year of Call: 2004

"Very responsive, with a voracious appetite for detail. A client friendly, superb cross-examiner with meticulous preparation."

The Legal 500 2023

mmorrison@serlecourt.co.uk
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Practice Overview

Matthew has a broad commercial chancery practice, with a particular emphasis on civil fraud, company and partnership, insolvency, and trust litigation. Matthew has also appeared in a number of judicial review claims and other matters raising issues of public and administrative law.

Matthew has been instructed as sole counsel in proceedings 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 matters both onshore and offshore. These include cases in the Courts of the DIFC and the BVI. In addition, Matthew 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 civil fraud, commercial litigation, company and partnership, and offshore. He is ranked in Chambers & Partners for civil fraud, commercial dispute resolution, commercial chancery, company and offshore, and in Chambers & Partners Global for commercial, commercial chancery and offshore.

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 Tolley's 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, 5th ed. (2021)). A list of articles written by Matthew may be found in the Publications section.



Areas of Expertise

Insolvency

Alongside his strong reputation in connection with directors' misfeasance claims arising in insolvency (see Company and Partnership below), Matthew has extensive experience of 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.

Matthew has recently been involved in two high-profile and important matters concerning energy supply company

insolvencies.

- In the first, Matthew acted for the office-holders of two failed suppliers who (with other office-holders) applied for directions in respect of multi-million pound proofs of debt lodged by Ofgem in respect of Renewable Obligations, and by various Suppliers of Last Resort (SoLRs) in respect of the costs of honouring customer credit balances. The decision of Zacaroli J (Croxen v Gas and Electric Markets Authority [2022] EWHC 2826 (Ch)) resolved complex questions of statutory construction concerning the renewables obligation scheme, and difficult issues arising from the application of restitutionary principles to the claims of the SoLRs.
- In the second, Matthew acted for British Gas in its opposition to the application by Bulb for the Court to appoint an effective time for the transfer of Bulb's business to Octopus. The decision of Zacaroli J ([2022] EWHC 3105 (Ch)) considered for the first time the Court's powers in respect of Energy Transfer Schemes under the Special Administration Regime applicable to energy supply companies. Issues considered included the need to take account of the potential for judicial review proceedings challenging the Secretary of State's approval of the transfer in appointing an effective time.

Company

Matthew enjoys a particularly strong reputation in the field of shareholder claims and proceedings involving directors' misfeasance. He is also frequently instructed in matters involving complex issues of corporate governance and the maintenance of capital.

In the context of shareholder claims, Matthew regularly acts for both petitioners and respondents in respect of unfair prejudice proceedings involving businesses ranging from supermarkets in Southall to multi-million pound biotechnology companies. As sole counsel he successfully defended an unfair prejudice petition and established misfeasance in a conjoined Part 7 claim in *Re Haz International* [2021] EWHC 1695 (Ch). He also acted as sole counsel on behalf of one of the respondents in *Re AMT Coffee Limited* which involved an 11 day high court trial of allegations of excessive remuneration, wrongful failure to pay dividends and unauthorised loans, as well as various subsequent hearings to resolve novel remedial issues including the circumstances in which a minority discount should be applied ([2018] EWHC 1562 (Ch); [2019] EWHC 46 (Ch); [2019] EWHC 377 (Ch); [2019] EWHC 378 (Ch)).

Matthew is currently instructed in two substantial matters which are at the pre-action stage, one for potential petitioners and one for potential respondents, involving allegations of unfair prejudice in the context of capital raises and their dilutive effect on minority shareholders.

In terms of misfeasance claims, recent notable instructions include:

- Two substantial claims, currently at the pre-action stage, seeking to recover payments made by directors of companies which have now entered liquidation and alleged to have involved preferences/transactions at an undervalue/transactions defrauding creditors. Claims are also advanced on the basis that the defendant directors breached the creditor duty (as considered by the Supreme Court in BTI 2014 LLC v Sequana SA [2022] UKSC 25). In one Matthew is advising the majority creditor. In the other he is advising an assignee of the joint liquidators'/company's claims.
- Advising directors in respect of potential liabilities arising as a result of entering into historical tax avoidance schemes which were found to be ineffective many years later. The allegations advanced by the company's liquidators, including claims based on unlawful returns of capital and breaches of fiduciary duty, involve complex issues of causation, limitation and tax counterfactuals.
- Successfully 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 (IAP v Rosser & Ors [2018] EWHC 756 (Ch); [2018] EWHC 1145 (Ch)).

- Acting as junior counsel (led by Philip Marshall KC) 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 KC) 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.
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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 dishonest activity.

Cross-examinations conducted by Matthew have led to witnesses being found to be dishonest in a number of judgments. Matthew also has extensive experience of obtaining freezing, search and disclosure orders, as well as reinforcing relief such as passport orders and the first order requiring a respondent to a *Norwich Pharmacal* order to wear a tag and submit to a temporal and geographical curfew to enforce compliance.

Recent instructions of note include:

- Acting unled for an invoice financing business in respect of claims alleging that false invoices were tendered, and substantial amounts of finance exceeding £1.7m provided, as a result of dishonest representations. The case settled in mid-2022.
- Successfully opposing an appeal to Falk J against a judgment Matthew had obtained for a UAE national against an English solicitor and others in which Matthew's client established a 50% beneficial ownership in certain commercial properties in London, and proved that the solicitor had defrauded him by seeking to place the entire legal and beneficial ownership in the name of a third party (Salfiti v Seedo [2022] EWHC 1712 (Ch)). The judge at first instance had commented in his judgment that the solicitor's "carefully crafted witness statement" had been "comprehensively unpicked" in Matthew's cross-examination. On appeal Falk J upheld these findings as to dishonesty. The case also featured the creative use of contractual indemnity principles and equitable tracing/accounting rules to enable Matthew's client to obtain very favourable remedies, including a share in a valuable property acquired in breach of trust.
- Successfully opposing an application to discharge a freezing order on the grounds that security had been tendered and/or that its operation was oppressive. This involved an exploration of underdeveloped principles concerning whether the Court could review the decision of a freezing party not to accept security and, if so, the criteria that applied. After persuading the Court on the strength of analogies with insolvency law that the offer of security was not one that any reasonable creditor could accept, and that the respondents' evidence in support of their application had been materially inaccurate, the Court dismissed the application and awarded Matthew's clients indemnity costs.
- Persuading the Court to include a number of novel modifications to a freezing order at the return date hearing which had created unwarranted hardship for Matthew's clients, primarily as a result of their bank refusing to permit any transactions to proceed without the claimant's consent, contrary to the ordinary course of business

exception within the order. The modifications spelt out the transactions that were permitted and expressly provided that the claimant's consent was not required and could not be insisted upon, as well as broadening the protections enjoyed by banks and third parties served with the order.

- Defending proceedings concerning the ownership and operation of an English company which was the ultimate owner of a shopping centre in the Ukraine. The proceedings raised issues concerning the extent to which overseas criminal proceedings concerning fraudulent attempts to misappropriate the shopping centre may be relied upon by the Defendants in English civil proceedings.
- Acting for one of a number of defendants in respect of claims alleging that substantial loans with a value of US\$37m were procured by fraudulent misrepresentation and deceit. In the course of a two day appeal hearing before the Chancellor, the defendants succeeded in demonstrating that the fraud claims were defectively pleaded. An order of the Chief Master setting aside permission to serve out of the jurisdiction was upheld on these and other grounds (Punjab National Bank v Srinivasan & Ors [2019] EWHC 3495 (Ch))
- Successfully defending a Jersey discretionary trust from tracing and Pauline claims advanced by Dubai Islamic Bank in the Royal Court of Jersey. The proceedings raised 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 (DIB v Ridley [2017]JRC204).
- Acting (with Lance Ashworth KC) 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 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.

Administrative and Public Law

Certain of Matthew's civil fraud matters have led to his involvement in related public law proceedings. These have included English judicial review proceedings (acting with Philip Marshall KC) raising novel issues concerning the duties of prosecuting authorities in respect of materials seized under search warrants (*R (BES) v Preston Crown Court* [2018] EWHC 1534 (Admin)) and the scope of local authorities' powers to investigate and prosecute fraud (*R (Qualter & Ors) v Preston Crown Court* [2019] EWHC 2563 (Admin)).

Matthew also acted for individuals involved in a Guernsey investment fund who were unsuccessfully prosecuted and sought orders requiring the prosecuting authority to, among other things, correct historical public statements made about them and take further steps necessary for them to vindicate their reputations. The matter settled at the pre-action stage.

Private Client 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.

Banking and Financial Services

Matthew enjoys a strong reputation in the field of banking and financial services, frequently acting for borrowers and lenders in respect of high value, multi-jurisdictional disputes involving very substantial sums. Alongside his role in *PNB v Srinivasan* (see Civil Fraud above), recent instructions including acting with Philip Marshall QC for a high profile Middle Eastern group of companies defending proceedings alleging fraud, breach of trust and dishonest assistance spanning multiple jurisdictions.

Private International Law

Cases in which Matthew is involved frequently raise difficult and complex questions of private international law. He has recently acted unled against leading and junior counsel in two multi-day High Court jurisdictional disputes, upholding an order dismissing permission to serve out in one (*PNB v Srinivasan & Ors* (see civil fraud above) and successfully resisting a set aside application in the other (*Ridley v Dubai Islamic Bank* [2020] EWHC 1213 (Comm)).

Chancery

Commercial Litigation

Partnership and LLP

Professional Negligence

International and Offshore

Arbitration

Mediation

Matrimonial Finance: Trusts and Company law

Recommendations

Fraud: Civil (*Chambers and Partners*)

Commercial Chancery (*Chambers and Partners (UK Bar) and Chambers Global*)

Commercial Dispute Resolution (*Chambers and Partners (UK Bar) and Chambers Global*)

Company (*Chambers and Partners (UK Bar)*)

Offshore (*Chambers and Partners (UK Bar) and Chambers Global*)

Fraud: Civil (*The Legal 500*)

Commercial Litigation (*The Legal 500*)

Company and Partnership (*The Legal 500*)

Offshore (*The Legal 500*)

Quotes

"Matthew is very proactive and responsive. He is good with clients, especially those who may be difficult to handle, and he is generally one step ahead of the game." (Chambers & Partners UK Bar, 2024)

"Very well prepared in his approach to matters, succinct in his delivery and someone who had a very good manner with the judge. He was responsive (including out of hours) and was very forensic in his approach." (Chambers & Partners, 2024)

"He understands the offshore jurisdiction and is able to cut through complicated problems to provide clear, pragmatic and sensible advice." (Chambers & Partners UK Bar, 2024)

"Matthew's user-friendly, super bright and a very cool head in even the most heated of situations." (Chambers & Partners UK Bar, 2024)

"Matthew is a strong presence on any team. His written work is exceptional and he is an absolute joy to work with." Legal 500, 2024

"Smart, dependable and very happy to roll up his sleeves, Matthew has an uncanny ability to call the outcome correctly from the outset." Legal 500, 2024

"Matthew is an excellent written advocate with great litigation sense. He is well liked by clients and a great team member. A star of the future." Legal 500, 2024

"Matthew is very down to earth and user friendly. He is very knowledgeable and delivers advice in a clear client friendly way." Legal 500, 2024

"Matthew is an excellent practitioner in the civil fraud field, who is well liked by clients and a great team player. His written advocacy is first class and he has a great grasp of the legal issues." Legal 500, 2024

"Very good at boiling issues down and getting to the relevant points. He also appeals to clients and is very good tactically." Chambers & Partners (UK Bar) 2023

"A very practical performer and a great advocate." Chambers & Partners (UK Bar) 2023

"Matthew Morrison is a very capable barrister and provides user-friendly advice in a timely fashion." Chambers & Partners (UK Bar) 2023

"He has a straightforward courtroom manner and good advocacy skills." Chambers & Partners (UK Bar) 2023

"Matthew Morrison thinks outside the box and is extremely client-friendly." Chambers & Partners (UK Bar) 2023

"His advocacy is great, and he has exceptional cross-examination skills." Chambers & Partners (UK Bar) 2023

"Matthew provides a consistently high level of client care and is always approachable, even at busy times." Chambers & Partners (UK Bar) 2023

"Extremely bright, very hard-working and exceptionally thorough, he is client-friendly and excellent to work with." Chambers & Partners (UK Bar) 2023

"Matthew is an exceptional cross-examiner and advocate who hits his points home hard." Chambers & Partners (UK Bar) 2023

"His written work is always clear, focused, easy to follow and impeccably argued." Chambers & Partners (UK Bar) 2023

"Matthew provides a consistently high level of client care and is always approachable." Chambers & Partners (UK Bar) 2023

"Matthew is very good tactically. He is good at anticipating what the other side will do and his advocacy and cross-examination skills are exceptional." Chambers & Partners (UK Bar) 2023

"He is a robust and confident advocate, who is not afraid to put forward a position with vigour." The Legal 500 2023

"Very responsive, with a voracious appetite for detail. A client friendly, superb cross-examiner with meticulous preparation." The Legal 500 2023

"A first class legal brain and a tremendous team player." The Legal 500 2023

"Extremely knowledgeable, a very good speaker and presenter, and someone who is extremely easy to deal with. He has got a really good reputation for commercial chancery offshore work." Chambers & Partners (UK Bar) 2022

"A very robust advocate who is unstinting in his efforts in terms of preparation. He has a laser-like focus on the issues, does a great job explaining things in laymen's terms and has a great manner with clients." Chambers & Partners (UK Bar) 2022

"He's superb - user-friendly, he comes up with creative ideas and clients love him." Chambers & Partners (UK Bar) 2022

"Hard-working, supportive, collaborative and fun to work with." Chambers & Partners (UK Bar) 2022

"Matthew is an excellent advocate who really hits home with points. He has near-surgical cross-examination skills, unsettling even the strongest of witnesses." The Legal 500 2022

"He is confident and measured before judges. Clients respect him and his judgment." The Legal 500 2022

"He has an experience and strategic nous way beyond what would be expected at this level; a future QC and/or judge for sure." The Legal 500 2022

"Hard-working, very bright and a straight talker." The Legal 500 2022

"An extremely bright barrister and a real people person. He is brilliant with clients and very commercial, but with a formidable intellect." "He is easy to work with, practical and commercial. He takes a collaborative approach." Chambers & Partners (Global) 2021

"Brilliant with clients, very commercial and a man with a formidable intellect." "He is all over the detail and very proactive." Chambers and Partners (Global) 2021

"He is very good and has excellent drafting skills." "Very thorough, industrious and bright." Chambers & Partners 2021

"A clever barrister." "He is highly efficient, knows the law inside out and produces quality work." Chambers & Partners 2021

"Undoubtedly one of his strengths is assimilating large volumes of information and drilling down to the key issues." The Legal 500 2021

"A very hard working junior, provides excellent support, and is a good team player." The Legal 500 2021

"His analysis of the issues is always very articulate and thorough." The Legal 500 2021

"User-friendly, very responsive, good command of detail without being over lawyerly, and strong tactical nous." The Legal 500 2021

"He's excellent at shareholder disputes and very client-friendly." "He is exceptionally clever, is able to grasp what is important and think of new, fresh ideas and arguments. He is an absolute pleasure to work with and retained a good sense of humour through a difficult trial." Chambers & Partners 2020

"One of the finest of his generation: he combines a formidable intellect with a user-friendly manner." The Legal 500 2020

"Hardworking, has good judgement, and is excellent with difficult clients." The Legal 500 2020

"He is extremely bright and works hard, turning things around quickly." The Legal 500 2020

"A very hardworking junior who provides excellent support and is a good team player." The Legal 500 2020

Publications

"Keeping directors in suspense: Wrongful trading under the UK Corporate Governance and Insolvency Act 2020" - International Insolvency and Restructuring Report 2021/22

"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.

["Directors on the Brink"](#) - ChBA Isle of Man Conference - 8 November 2018

"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

["Preserving Value for the Greater Good"](#) - ChBA Hong Kong Conference - 5 May 2017

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

["The Chancellor's Chameleon: Origins and Species of Equitable Compensation"](#) - ChBA Singapore Conference - 5 March 2015

["Avoiding Frustration at the End of the Rainbow: Asset Preservation and Disclosure Orders in Offshore Jurisdictions"](#) - ChBA Cayman Conference - 5 May 2014

"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.

In the Press

Comments; "High Court rules on duties of 'shadow directors" (with [Lance Ashworth QC](#)) - Estates Gazette, 16 April 2018

Education & 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
