



Matthew Morrison

Year of Call: 2004

“One of the finest of his generation: he combines a formidable intellect with a user-friendly manner.”

The Legal 500

mmorrison@serlecourt.co.uk

clerks@serlecourt.co.uk



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 (2020) as a leading individual in civil fraud, commercial litigation, company and partnership, and offshore, and is ranked in Chambers & Partners (2020) 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

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. He 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 ([2018] EWHC 1562 (Ch); [2019] EWHC 46 (Ch); [2019] EWHC 377 (Ch); [2019] EWHC 378 (Ch)).

In terms of misfeasance claims, recent notable instructions include:

- Acting on behalf of a Guernsey company bringing claims alleging breaches of fiduciary duty and confidence against an individual formerly involved in the provision of investment advice to the company. The claims concern actions taken in the United States to place certain associated entities into Chapter 7 Bankruptcy. The effect of these actions is alleged to have been to prevent a restructuring. Judgment is awaited following an application to set aside permission to serve out of the jurisdiction heard over 5 days in the Royal Court.
- 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, and 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 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 proceedings concerning the ownership and operation of an English company which was the ultimate owner of a shopping centre in the Ukraine. The proceedings raise 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))
- Acting (with Philip Marshall QC) for various companies involved in supplying utilities to non-consumers in connection with civil proceedings against trading standards arising from an investigation into alleged fraudulent mis-selling. The proceedings are primarily concerned with claims that search warrants were improperly obtained in breach of the companies' human rights, and in circumstances which involved misfeasance in public office and the torts of trespass and conversion. Various novel points of law concerning the scope of immunity for those involved in obtaining search warrants and the proper ambit of tortious and human rights act claims were the subject of a successful High Court appeal by the companies in April 2019 (*BES & Ors v Cheshire West and Chester BC* [2019] EWHC 748 (QB)).
- 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 QC) 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.

Insolvency

Alongside his strong reputation in connection with directors' misfeasance claims arising in insolvency (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 Isle of Man 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.

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)).

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 QC) 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 is also acting for individuals involved in a Guernsey investment fund who were unsuccessfully prosecuted and now seek 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.

Chancery

Commercial Litigation

Professional Negligence

International and Offshore

Arbitration

Mediation

Recommendations

Fraud: Civil (*Who's Who Legal 2020*)

Fraud: Civil (*Chambers and Partners*)

Chancery: Commercial (*Chambers and Partners*)

Fraud: Civil (*The Legal 500*)

Commercial Litigation (*The Legal 500*)

Company and Partnership (*The Legal 500*)

Offshore (*The Legal 500*)

Quotes

"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

"Extremely calm under pressure, capable of dealing with multiple aspects of a case at the same time and someone who puts the client completely at ease." Chambers and Partners 2019

"He has moments of genius and always has a fresh approach to a case." The Legal 500 2019

"Excellent on civil fraud as it plays to his forensic strengths." The Legal 500 2019

"He appears in high-profile Jersey cases." The

Legal 500 2019

"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." The 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." The 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." The Legal 500 2015

"A good team player" The 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" The 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

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.

["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
