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## Chantelle Staynings

Call: 2012

Chantelle's main area of practice is company law, restructuring and corporate insolvency. She has a strong corporate advisory practice and regularly advises public and private companies on a range of company law issues, including share buybacks, distributions, directors' duties and shareholder matters. She is regularly instructed on capital reductions, schemes of arrangement and a large number of Companies Act applications.

Chantelle has appeared in both the Supreme Court and Court of Appeal. Her litigation practice involves frequent instructions as sole advocate in the Companies Court and High Court, including in shareholder and joint venture disputes, breach of duty claims and contentious insolvency applications. Many of her appearances have involved applications for interim remedies including freezing orders and injunctions.

Her recent experience includes *Lonsdale v Bresco* (as junior counsel for the successful appellant in the landmark Supreme Court case on the interaction between insolvency set-off and adjudication), *Re AMT Coffee Ltd* (acting with Nigel Dougherty for the successful petitioner in an unfair prejudice trial and subsequently instructed as sole counsel in related bankruptcy proceedings) and *Re Northbay Pelagic Ltd* (acting with James Potts KC for the successful respondents in opposing an unfair prejudice petition and obtaining an order by way of counterclaim for the sale of the petitioner's shareholding with compensation for breaches of duty).

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### Litigation and Arbitration

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- Shareholder disputes
- Unfair prejudice petitions
- Fiduciary obligations
- Warranty claims
- Joint venture disputes
- LLP/ partnership disputes
- Directors' disqualification
- Fraud and asset recovery
- Interim remedies
- Commercial litigation
- Arbitration

### Significant cases include:

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Currently instructed on a substantial arbitration arising out of disputes between the former owners of a portfolio of hotels worth over £1 billion.

### **White v Nicholson [2022] EWHC 1104 (Ch); 5WLUK 561**

Instructed as sole counsel for the Claimants in trial of a claim to enforce a share sale agreement. Succeeded at trial in May 2022 in obtaining specific performance.

### **Hyams v BTC Activewear Limited [2022]**

Instructed as junior counsel for the Respondents in unfair prejudice petition relating to a high-value clothing distribution company. Acted as sole counsel on application to strike out part of the claimant's trial witness statement in October 2022.

### **Davies v Ford [2021] EWHC 2550 (Ch); [2021] 9 WLUK 226**

Instructed (with Ben Shaw) on behalf of successful Claimant in quantum trial to determine equitable compensation payable as a result of directors' breach of fiduciary duties and a claim in knowing receipt. Instructed as sole advocate in a number of interlocutory hearings, including in [2020] EWHC 3063 (Ch) relating to expert evidence.

### **Re: Jackal Premier Sites Ltd**

Instructed and advised as sole Counsel on petition under s 994 CA 2006 in the High Court valued at over £1.5 million and involving allegations of non-payment of dividends, misuse of assets and exclusion from management, together with various interim applications (including for non-party and specific disclosure).

### **Re: AMT Coffee Limited [2019] EWHC 46 (Ch)**

Instructed (with Nigel Dougherty) on behalf of Petitioners in trial of unfair prejudice petition under s 994 CA 2006 alleging matters including non-payment of dividends and excessive remuneration.

### **Cool Seas (Seafoods) Ltd v Interfish [2018] EWHC 2038 (Ch)**

Instructed (with James Potts KC) on behalf of Respondents in trial of unfair prejudice petition and counterclaim under s 994 CA 2006 alleging matters including breaches of directors' duties / exclusion from management.

Instructed as sole advocate in various hearings, including consequential hearings on quantum and applications for "unless" orders and security for costs.

### **Interactive Technology Corp Ltd v Ferster [2016] EWHC 2896 (Ch)**

Instructed in trial of shareholders' dispute involving unfair prejudice petition, breach of duty and trust claims (led by Andrew Thompson KC).

### **Zoya Ltd v Ahmed [2016] EWHC 2249 (Ch); [2016] 4 W.L.R. 174; [2016] All ER (D) 75**

Acted for solicitors in claim for breach of warranty of authority in litigation brought by a company. The Defendant to the litigation had not relied on the warranty, having argued from the outset that the person instructing the solicitors lacked authority to do so.

### **Jackson & Ors v Feeney & Anr [2016] EWCA Civ 479**

Permission to appeal granted in respect of whether parties against whom declarations were being sought were properly excluded from being heard in the counterclaim seeking those declarations.

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### **Pourghazi v Kamyab [2015] (unrep.)**

Indemnity costs awarded against a judgment debtor following cross-examination on his assets and a suspended committal order having been made for non-attendance.

### **J & W Sanderson Ltd v Fenox (UK) Ltd [2014] EWHC 4322 (Ch); [2015] All ER (D) 38 (Jan)**

Successfully resisted application for stay of unfair prejudice petition for arbitration under the Arbitration Act 1996 or the court's inherent case management powers.

### **Vitol SA v Morley [2015] EWHC 613 (QB)**

Successfully resisted application for an order that £1.3million be transferred by defendant subject to a worldwide freezing order from out of the jurisdiction and paid into court (led by Michael Todd KC).

## Corporate

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- Companies House matters (including rectification of register/charges register/restoration to register)
- Company meetings
- Construction and drafting of constitutional documents
- Disclosure and transparency rules
- Takeover code
- Cross-border mergers
- Shareholders disputes
- Corporate governance
- Reductions of capital
- PSC register
- Directors' duties
- Schemes of arrangement

### **Significant cases include:**

Chantelle is instructed on a large number of capital reductions, including for the purposes of rectifying defective buybacks. She also regularly advises and acts on schemes of arrangement (and, formerly, cross-border mergers).

Chantelle has a strong corporate advisory practice, advising on a full range of Companies Act issues and transactional matters. These include issues arising in share sales, including drag and tag rights, advice on historic buybacks and pre-emption rights. She also regularly appears in the Companies Court, including on both unopposed and contested applications to convene company meetings, to rectify the Companies House register, and applications for inspection of the register of members or to enforce directors' information rights.

## Restructuring & Insolvency

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- Contentious insolvency (incl. cross-border issues)
- Disputed winding up petitions
- Jurisdiction to wind up
- Injunctions to restrain presentation and advertisement of petitions
- Administration (incl. extensions of time)
- Validation orders
- Transactions at an undervalue/ preferences
- Bankruptcy hearings
- Cross-border Insolvency Regulations 2006

### **Significant cases include:**

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### **Re Investin Quay House Ltd [2021] EWHC 2371 (Ch); [2021] 8 WLUK 170**

Sole Counsel on successful application to wind up a Jersey company, involving issues of COMI and winding up as an unregistered company. The court also held that the company had failed to show a prima facie case that the COVID-19 pandemic had had a financial effect on it.

### **Bresco Electrical Services Ltd (In Liquidation) v Michael J Lonsdale (Electrical) Ltd [2020] UKSC 25**

Instructed (with Peter Arden KC and Ben Shaw) for successful appellant in the Supreme Court appeal against a decision to continue an injunction restraining it from further conduct of an adjudication concerning a construction contract dispute following its entry into insolvent liquidation. Leading Supreme Court authority on the adjudication of such disputes and the insolvency process, including the set-off of cross-claims.

### **Re Greensill Bank AG**

Sole Counsel on recognition application to the High Court for the high-profile German insolvency proceedings relating to Greensill Bank. The court accepted that it had jurisdiction to recognise the insolvency proceedings under the CBIR 2006 following Brexit, notwithstanding that they would formerly have related to an "EEA credit institution".

### **Bresco Electrical Services Ltd (In Liquidation) v Michael J Lonsdale (Electrical) Ltd [2019] EWCA Civ 27**

Instructed (with Peter Arden KC) in Court of Appeal. The appeal included jurisdictional and insolvency set-off issues relating to the ability of liquidators to refer a dispute to adjudication.

### **Rowntree Ventures Ltd v Oak Property Partners Ltd [2016] EWHC 1523 (Ch)**

Resisted applications in the High Court for administration orders against two companies with combined prospective liabilities said to be in excess of £17 million. Noteworthy for the fact that the court declined to exercise its discretion to grant administration orders on the basis that they were premature and it was preferable to give the companies the opportunity to "bring the business round without being subject to either liquidation or administration".

### **Re Buccament Bay Resort Ltd; Re Harlequin Property (SVG) Ltd [2014] EWHC 3130 (Ch)**

Successfully resisted winding-up petitions presented in the English court against SVG companies on the basis that the English court had no jurisdiction where, among other things, most of the companies' assets were in a foreign jurisdiction and the order might prove ineffective (led by Ceri Bryant KC).

### **Borodzicz v Horton [2015] All ER (D) 03 (Dec); [2016] B.P.I.R. 24**

Defending application by former bankrupt for permission to bring proceedings under s. 304 Insolvency Act 1986 in respect of remuneration and other expenses incurred by trustee who had been released from office.

### **Re Grabiec [2015] EWHC 1548 (Ch); [2015] B.P.I.R. 1311**

Appeal to High Court following decision of Chief Registrar raising issues regarding the availability of set-off as a defence to a statutory demand, including where the debtor's proof had been rejected in the creditor company's winding up.

## International & Offshore

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Advice in relation to companies in BVI, Singapore and Hong Kong.

Annotated version of BVI Business Companies Act.

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## Memberships & Publications

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Chancery Bar Association

COMBAR

Financial Services Lawyers' Association

Practical Law: author of current "Creditor's petition to wind up a company: case study and "Creditor's winding up petition: procedure"

Co-author of "The Law of Majority Shareholder Power" (2nd edition, 2017) published by Oxford University Press

## Education & Awards

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2012: City Law School: BPTC (Outstanding)

Prizes for Company and Commercial Law; Civil Procedure and Everard Ver Heyden Prize for overall performance.

2006: Oxford Institute of Legal Practice: LPC (Distinction)

2005: Oxford Brookes University: GDL (Distinction)

2004: Trinity College, Oxford University: BA (Hons) English (1st class) and Percival Scholar

## Ranked in

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**Chambers and Partners UK –**

Company

**Legal 500 –**

Company and Partnership