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Nigel Dougherty

Call: 1993

Chambers & Partners 2023 “Company/Insolvency Junior of the Year”.

Nigel is a highly regarded senior junior. He is particularly sought-after in complex corporate and commercial litigation and arbitration, often involving an international element.

His main areas of practice are company and corporate insolvency advice and litigation or arbitration, in particular: minority shareholder disputes, directors’ duties, takeovers and mergers, directors’ service contracts, shareholder agreements, company share acquisitions and business/share acquisition agreements and claims. Cases include acting for successful parties in (the 7-month trial of) **Ultraframe v Fielding [2005] EWHC 1638 (Ch), Barclays Bank plc v Nylon Capital LLP [2011] 2 Lloyd’s Rep 347, JKX Oil & Gas Plc v Eclairs Group Ltd [2015] UKSC 71 and Re AMT Coffee Limited [2020] 2 BCLC 50**.

Nigel has extensive experience of general Commercial Law (particularly banking); and professional negligence (in particular, involving solicitors and accountants/auditors).

Litigation & Arbitration

- Shareholder disputes
- Unfair prejudice petitions
- Joint venture disputes
- Commercial disputes
- Interim remedies
- International and domestic arbitration
- Directors duties
- Civil fraud and asset recovery
- Warranty claims
- Professional negligence

Examples of Nigel’s litigation and arbitration work include:

Significant cases include:

UNCITRAL arbitration (London Seat)
Acted for successful claimant over the proper construction of a share purchase agreement (lead advocate).

Re 36 Bourne Street Limited [2024] EWHC 2789 (Ch) and [2024] EWHC 2983 (Ch); ICC Judge Mullen 10/12/24, unreported)
Acted for the successful first respondent in striking-out parts of a claimed unfair prejudice petition and in subsequent proceedings where the petitioner sought to delay her compliance with adverse costs orders due to a claimed lack of means.

Re The Greater Good Brewing Company Limited [2024] EWHC 837 (Ch) ; [2025] EWHC 1898 (Ch)
Acted for the successful first respondent in striking-out the entirety of a claimed unfair prejudice petition with indemnity costs. Successfully resisted appeal.

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Re Sore Paws Veterinary Clinic Ltd (unreported, ICC Judge Prentis) 15 March 2024
Acted for the successful claimant in obtaining specific performance of a contract for the sale of the legal title to shares in the Company in circumstances where the underlying repurchase had been performed unlawfully.

MetalNRG plc v BritENERGY Holdings LLP and others[2022] EWHC 2528 (Ch) (and, on appeal, [2023] EWHC 1521 (Ch))
Acted for the successful claimant/respondent to appeal in securing relief against a former director and his connected parties for breaches of section 190 CA 2006.

MISquared Ltd v. King [2022] EWHC 331 (Comm)
Acted for directors in successfully resisting an injunction under s.44 Arbitration Act 1996 designed to prevent a refinancing pending an arbitration under a shareholders' agreement.

UGC v. Petropavlovsk Plc [2021]
Acted for independent directors in successfully resisting an application for injunctive relief to restrain directors from acting pending a shareholder meeting.

Re AMT Coffee Limited [2020] 2 BCLC 50
Acted for successful petitioners in establishing unfairly prejudicial conduct based upon excessive remuneration and the failure to pay adequate dividends. Also succeeded in resisting any minority shareholder discount. See also [2018] EWHC 1562 (Ch) and [2019] EWHC 378 (Ch).

O'Donnell v. Vordere Plc [2019]
Acted for successful shareholder in securing injunctive relief over the conduct of a general meeting in circumstances in which recent issues of shares to particular persons were attacked as having been made for "improper purposes".

Re LCIA Arbitration [2017 – 2019]
Acted for a minority shareholder in substantial arbitration involving a foreign company and issues of Maltese, Cypriot, Russian and English Law.

Re BC&G Care Homes Ltd [2016] BCC 615
Acted for the successful petitioner in a petition under s994 Companies Act 2006 and which was based upon his exclusion from the management of what was found to be a quasi-partnership company.

Interactive Technology Ltd v. Ferster [2016 EWHC 2896 (Ch)
Acted for the successful respondents to an unfair prejudice petition and in pursuit of connected search and freezing order applications. See also [2016] EWCA Civ 614.

JKX Oil & Gas Plc v Eclairs Group Ltd [2015] UKSC 71 ; [2016] 1 BCLC 1
Acted for successful party in relation to the leading Supreme Court judgment on whether the proper purpose test for the exercise of directors' duties applies to the operation of Part 22 of the Companies Act 2006 and disenfranchisement provisions in a public company's articles of association.

McKillen v. Misland (Cyprus) Investment; Re Coroin Limited [2013] 2 BCLC 583; [2012] EWHC 2343 (Ch)
Acted for the company in contentious proceedings involving several luxury hotels in London. See also; [2011] EWHC 3466 (Ch); [2013] EWCA Cir 781.

Barclays Bank plc v Nylon Capital LLP Ref: [2011] 2 Lloyd's Rep 347
Acted for successful bank at first instance and on appeal on the proper construction of an expert determination clause.

Summer 2010 – Undertook the lead advocacy role on hearing of a complicated international arbitration under LCIA Rules, involving claims for misrepresentation and breach of fiduciary duty, as well as issues of Russian, Cypriot, BVI and English law.

Kiani v Cooper Ref: [2010] 2 BCLC 427
Acted for successful applicant in the first reported case of the Court granting permission, following a contested hearing, for a shareholder to continue a derivative claim under the Companies Act 2006.

Investment Dar Co KSCC v Blom Development Bank SAL Ref: [2009] EWHC 3545 (Ch)
Acted for the defendant investment company in a case that established the defendant's arguable right to rely upon a breach of Sharia law as a defence to a claim in England.

FanmailUK.com Limited v Robert Cooper Ref: [2008] BCC 877
Acted for the respondent in successfully resisting an application for permission to continue a claim as a derivative claim under the Companies Act 2006.

Irvine v. Irvine Ref: [2007] 1 BCLC 445
Acted for successful majority shareholder in establishing that a minority shareholder's interest in a non quasi-partnership company was to be valued on a discounted basis for the purposes of an order under section 461 of the Companies Act 1985.

Re Servaccomm Redhall Ltd, Cunningham v. Secretary of State for Trade and Industry Ref: [2006] 1 BCLC 1
Acted for successful applicant on a complicated application for permission to act as a director of two companies notwithstanding the making of a disqualification order.

Ultraframe (UK) Limited v. Fielding Ref: [2005] EWHC 1638 (Ch); [2006] EWCA Civ 1133
Acted for the successful defendants in a 7-month trial involving allegations of breach of directors' duties, the alleged misappropriation of businesses and the question of an alleged knowing assister's liability to account for profits made by another.

BWE International Ltd v. Jones Ref: [2004] 1 BCLC 406 (Court of Appeal)
Acted for the successful appellant on an appeal concerning the proper construction of pre-emption articles.

Rose v. Lynx Express Limited Ref: [2004] 1 BCLC 455 (Court of Appeal)
Acted for the successful appellant on an appeal concerning the appropriate test for a Court to order pre-action disclosure.

Sutton v. GE Capital Finance Limted Ref: [2004] 2 BCLC 662 (Court of Appeal)
Acted on a successful appeal concerning the duties of a receiver to his appointor and the proper exercise of powers under Section 236 of the Insolvency Act 1986.

Folkes Group plc v. Alexander Ref: [2002] 2 BCLC 254
Acted for a company on the construction and effect of a resolution seeking to alter its Articles of Association.

Re Pimlico Capital Limited Ref: [2002] 2 BCLC 544
Acted for the company on a successful strike-out application concerning the entitlement of a contributory to maintain a winding-up petition in respect of a company incorporated abroad.

Scotto v. Petch: Re Sedgefield Steeplechase Company (1927) Limited
Ref: [2000] 2 BCLC 211 (Lord Hoffmann at first instance); [2001] BCC 889 (Court of Appeal)
Acted for the company at first instance and on appeal in a case concerning questions of whether the entry by

shareholders into agreements concerning their shares activated pre-emption provisions in the company's Articles of Association.

Re Howglen Limited Ref: [2001] 1 All ER 376
Acted for the successful clearing bank in responding to an application for the production of documents under the Bankers' Books Evidence Act 1879. The case also considered the principles to be applied by the Court in ordering the production of documents by third parties under the Civil Procedure Rules.

Platt v. Platt Ref: [1999] 2 BCLC 745 (first instance); [2001] 1 BCLC 698 (Court of Appeal)
Acted at first instance and on appeal for the successful former shareholders in an action against a director who purchased their shares on the basis of misrepresentations and/or non-disclosure and/or in breach of his fiduciary duty.

Vision Express (UK) Ltd v. Wilson Ref: [1998] BCC 173
Acted for successful applicant to enforce terms of a Tomlin Order involving a company's purchase of its own shares not previously authorised in accordance with the Companies Act 1985.

Secretary of State for Trade and Industry v. Cleland Ref: [1997] BCC 473
Acted for successful second respondent in proceedings to resist the issue of directors' disqualification proceedings out of time.

Tam Wing Cheun v. Bank of Credit and Commerce Hong Kong Ltd Ref: [1996] BCC 388
Acted for successful respondents to Privy Council appeal raising issues of insolvency set-off and the effect of a charge over a bank deposit by a depositor in respect of a company's indebtedness.

Corporate

- Shareholder rights
- Meetings and resolutions
- Corporate reorganisations
- Takeovers and M&A
- Corporate Governance
- Reductions of capital
- Defective own share purchases
- Schemes of arrangement
- Directors' disqualification

Examples of Nigel's corporate work include:

Re 36 Bourne Street Limited [2024] EWHC 2789 (Ch) and [2024] EWHC 2983 (Ch); ICC Judge Mullen 10/12/24, unreported)
Acted for the successful first respondent in striking-out parts of a claimed unfair prejudice petition and in subsequent proceedings where the petitioner sought to delay her compliance with adverse costs orders due to a claimed lack of means.

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Successfully resisted appeal.

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Re Sore Paws Veterinary Clinic Ltd (unreported, ICC Judge Prentis) 15 March 2024
Acted for the successful claimant in obtaining specific performance of a contract for the sale of the legal title to shares in the Company in circumstances where the underlying repurchase had been performed unlawfully.

Re Starclass Capital Limited
Acting for successful applicants in a complicated application to set aside a number of steps in a substantial corporate reorganisation on the basis of unilateral mistake

MetalNRG plc v BritENERGY Holdings LLP and others[2022] EWHC 2528 (Ch) (and, on appeal, [2023] EWHC 1521 (Ch))
Acted for the successful claimant/respondent to appeal in securing relief against a former director and his connected parties for breaches of section 190 CA 2006

UGC v. Petropavlovsk Plc [2021]

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JKX Oil & Gas Plc v. Eclairs Group Ltd (2014)
Acted for successful party in relation to the leading Supreme Court judgment on whether the proper purpose test for the exercise of directors' duties applies to the operation of Part 22 of the Companies Act 2006 and disenfranchisement provisions in a public company's articles of association.

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Acted for successful majority shareholder in establishing that a minority shareholder's interest in a non quasi-partnership company was to be valued on a discounted basis for the purposes of an order under section 461 of the Companies Act 1985.

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Acted for the successful defendants in a 7-month trial involving allegations of breach of directors' duties, the alleged misappropiation of businesses and the question of an alleged knowing assister's liability to account for profits made by another.

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BWE International Ltd v. Jones [2004] 1 BCLC 406 (Court of Appeal)
Acted for the successful appellant on an appeal concerning the proper construction of pre-emption articles.

Scotto v. Petch; Re Sedgefield Steeplechase Company (1927) Limited [2000] 2 BCLC 211 (Lord Hoffmann at first instance); [2001] BCC 889 (Court of Appeal)
Acted for the company at first instance and on appeal in a case concerning questions of whether the entry by shareholders into agreements concerning their shares activated pre-emption provisions in the company's Articles of Association.

Platt v. Platt [1999] 2 BCLC 745 (first instance); [2001] 1 BCLC 698 (Court of Appeal)
Acted at first instance and on appeal for the successful former shareholders in an action against a director who purchased their shares on the basis of misrepresentations and/or non-disclosure and/or in breach of fiduciary duty.

Restructuring & Insolvency

- Contentious insolvency (Including cross-border issues)
- Winding up
- Administration
- Receivership
- Schemes of Arrangement
- Directors' disqualification

Examples of Nigel's restructuring and insolvency work include

Re Hycarbex-Asia (2014)
Cross-border insolvency litigation. Application by the Singaporean liquidators of Hycarbex-Asia for UK recognition of Singaporean liquidation proceedings as a means of achieving a stay of pending ICC arbitration proceedings.

Sutton v. GE Capital Finance Limited Ref: [2004] 2 BCLC 662 (Court of Appeal)
Acted on a successful appeal concerning the duties of a receiver to his appointor and the proper exercise of powers under Section 236 of the Insolvency Act 1986.

Re Pimlico Capital Limited Ref: [2002] 2 BCLC 544
Acted for the company on a successful strike-out application concerning the entitlement of a contributory to maintain a winding-up petition in respect of a company incorporated abroad.

Tam Wing Cheun v. Bank of Credit and Commerce Hong Kong Ltd Ref: [1996] BCC 388
Acted for successful respondents to Privy Council appeal raising issues of insolvency set-off and the effect of a charge over a bank deposit by a depositor in respect of a company's indebtedness.

Memberships and publications

Contributor to "Company Directors: Law and Liability" (1998)

Author (with Anne Fairpo) of "Company Acquisition of Own Shares" (6th ed), Jordans

Director, contributor and member of Editorial Board of FromCounsel.

Chancery Bar Association

Member of Gray's Inn and Inner Temple.

Nigel Dougherty

Education

University of Cambridge: MA (Law, 1st class); LLM (1st class – highest I year)

Junior and senior scholar of Gonville & Caius College, University of Cambridge

Senior scholar Gray's Inn. Inns of Court Scholar. Winner Lee Essay Prize.

Recognition

Ranked in Legal 500 (Company); Ranked in Chambers and Partners (Company)

Chambers and Partners (Category 1 Juniors), 2027:

"*Nigel was very alive to the needs and aims of the client and provided his advice quickly and precisely*."

"*Nigel is a man with a commanding presence who is both confident and assured when on his feet. Clients are very assured by him*."

Legal 500 (Category 1 Juniors), 2027:

"*Nigel has unparalleled knowledge of company law and surrounding case law. On unfair prejudice and directors' duties issues, he is second to none. Nigel is a tireless advocate whose preparation is impeccable and who reads the court very well. He is persuasive and robust but never crosses the line and is respectful to witnesses and the court while always getting his point across. Nigel would always be my first choice for s.994 and similar claims*."

"*Nigel knows public company and shareholder matters backwards and he can stand his ground against silks*."

"*Nigel has a calm and measured manner, in-depth knowledge and experience of company law, and is sufficiently responsive and hardworking to ensure tight deadlines are met*."

"*Solicitors are always happy to work with him – he is a silk in all but name*."

"*Nigel gives good, clear advice and is personable and practical*."

"*He is unflappable, accommodating and a real pleasure to work with*."

"*Nigel is a terrific advocate who is incredibly well prepared. He has a great courtroom style and possesses impeccable judgement*."

"*An amazing tactician, superb trial advocate and has total mastery of shareholder disputes and company law*."

"*Extremely commercial and practical, and great under pressure*."

"*He's responsive, commercial and a fast thinker*."

"*Extremely hard-working and highly experienced in corporate disputes, he's a good and forceful advocate*."

Nigel Dougherty

"*Never shies from giving unequivocal advice; clients always know where they stand*."

"*He is well respected in court and deploys very sound tactical foresight*."

"*He is hardworking, very bright and picks up commercial sensitivities at top speed*."

"*An expert in his field; calm, unflappable and in command of the facts*."

"*Very hands-on, practical and helpful.*" "*Robust and straightforward in his advice*."

"*Very thorough, quick to respond and clear; a particularly able advocate*."

"*Very reliable and a good all-round performer*."

"*Well regarded for commercial litigation*."

"*An amazing tactician, superb trial advocate and has total mastery of shareholder disputes and company law.*"