ERSKINE CHAMBERS

1 Paper Buildings
Temple
London
EC4Y 7EP

Tel: +44 (0) 20 7242 5532

clerks@erskinechambers.com
www.erskinechambers.com



clerks@erskinechambers.com

Seamus Woods

Call: England and Wales: 2018; New Zealand: 2013

Seamus has a broad practice across all Chambers' areas of expertise in company, restructuring & insolvency and commercial law. He is a highly experienced courtroom advocate and undertakes both contentious litigation as well as non or less contentious court work / applications (including schemes of arrangement, reductions of capital, business transfer schemes and various insolvency applications). Seamus also accepts instructions to act in arbitrations and other forms of alternative dispute resolution. He also undertakes advisory and transactional work in all Chambers' areas of expertise. He accepts instructions on a led and unled basis.

Prior to joining chambers, Seamus practised in New Zealand, where he was admitted as a Barrister & Solicitor in 2013. Seamus appeared frequently and mostly unled in numerous criminal, public/regulatory and civil law cases (including trials with and without a jury) in New Zealand's District Court, High Court and Court of Appeal. He worked across a wide spectrum of legal areas, including for governmental and commercial clients. He was also a judicial assistant at the Court of Appeal.

Seamus graduated first in his year in law from the University of Canterbury and holds a first-class Master of Law from the University of Cambridge.

Corporate

Seamus accepts instructions in relation to all aspects of corporate / company law and the fields of law and practice related to it. He accepts instructions to act either on his own or as part of a team and both in litigation / disputes and in the corporate advisory or transactional context.

Examples of Seamus's experience in this area include:

- Shareholder disputes, including derivative claims and unfair prejudice petitions – including advising and drafting correspondence pre action, pleadings and procedural aspects and hearings.
- Rectifications of the register at Companies House, including in relation to charges.
- Rectifications of registers of members.
- Company restoration and applications for vesting orders.

- Reductions of capital.
- Schemes of arrangement.
- Business transfer schemes under Part VII of the Financial Services and Markets Act 2000.
- Acting (with Martin Moore KC) on three large concurrent solvent schemes of arrangement under Part 26 of the Companies Act 2006 in 2021 and on a further similar scheme in 2022, the latter also alongside an application to amend the terms of an insurance business transfer scheme made under Part VII of the Financial Services and Markets Act 2000.
- Drafting (with David Chivers KC) a proposed update to the Premier League's Owners' and Directors' Test for Amnesty International UK along with a commentary explaining the basis for the proposal in the modern corporate governance context.
- Advising in relation to the interpretation and drafting of constitutional documents, shareholders' agreements and transactional documents, including share purchase agreements and documents for and related to partnerships/LPs/LLPs.
- Advising in relation to a wide range of corporate/company law matters, including in relation to distributions, the duties of directors, the requisitioning of meetings, share buybacks and a company's ability to make calls on shares (and, during pupillage, assisting in relation to advice on matters including financial assistance and reductions of capital).
- Advising in relation to contractual interpretation and, where applicable, the likely legal and practical consequences of various possible constructions.
- Advising on issues relating to the execution of documents by corporate entities.
- Advising in relation to the interpretation and effect of jurisdiction agreements and the applicable conflict of laws principles.

Restructuring & Insolvency

Seamus accepts instructions in relation to all aspects of restructuring and insolvency law and the fields of law and practice related to it. He accepts instructions to act either on his own or as part of a team and both in litigation / disputes and in the advisory or transactional context.

Examples of Seamus's experience in this area include:

- Acting in various applications for and against office holders seeking the Court's assistance in the course of insolvency proceedings, including conducting oral examinations held pursuant to s 236 of the Insolvency Act 1986.
- Advising office holders and others in relation to the conduct and strategy of company liquidations, including as to the pursuit of various potential claims.
- Schemes of arrangement.
- Business transfer schemes under Part VII of the Financial Services and Markets Act 2000.
- Acting (with Martin Moore KC) on three large concurrent solvent schemes of arrangement under Part 26 of the Companies Act 2006 in 2021 and on a further similar scheme in 2022, the latter also alongside an application to amend the terms of an insurance business transfer scheme made under Part VII of the Financial Services and Markets Act 2000.
- Advising in relation to proposed amendments to business transfer schemes made under Part VII of the Financial Services and Markets Act 2000.
- Advising directors and former directors of companies in or potentially about to enter insolvency proceedings in relation to potential claims by the insolvency office holders, including in respect of the

duties of directors, wrongful trading, transaction avoidance and on matters including the application of the solvency test.
- Advising in relation to the operation of insolvency administration orders.
- Acting on applications to extend company administrations.
- Advising in relation to the operation of individual voluntary arrangements (IVAs).
- Advising and acting in applications relating to the legislative provisions preventing the use of "phoenix" companies.
- Acting and advising in relation to disputed statutory demands (corporate and individual).
- Acting in bankruptcy proceedings.
- Company winding up petitions – acting and advising on all aspects, both for petitioners and for companies, including in relation to:
- disputed petitions; and
- the jurisdiction to bring petitions and the applicable principles where there are or may be cross border aspects.

Litigation and Arbitration

Seamus is a highly experienced litigator, including in trials, both from his years of practice in New Zealand and from his time at Chambers. Seamus accepts instructions to act in disputes in all Chambers' areas of expertise in company, restructuring & insolvency and commercial law.

His litigation experience since joining Chambers has included:

- Appearing both led and unled in numerous High Court and County Court hearings at all stages of proceedings and across all Chambers' areas of expertise (including shareholder disputes, derivative claims, unfair prejudice petitions and commercial / contractual disputes), from applications for strike out / summary judgment and to set aside default judgments and case management conferences through to substantive disposal hearings and various applications for enforcement;
- Acting and advising both led and unled at the pre action stage and in drafting pleadings in a range of disputes across all Chambers' areas of expertise;
- Acting (with James Potts KC) for the successful defendant in a large High Court fraudulent misrepresentation trial relating to a business acquisition transaction in Saxby v UDG Healthcare (UK) Holdings Ltd [2021] EWHC 144 (Ch);
- Acting (with Martin Moore KC) on three large concurrent solvent schemes of arrangement under Part 26 of the Companies Act 2006 in 2021 and on a further similar scheme in 2022, the latter also alongside an application to amend the terms of an insurance business transfer scheme made under Part VII of the Financial Services and Markets Act 2000;
- Researching and advising in relation to a wide range of potential causes of action or exposure to potential causes of action, including for contractual claims, for claims in tort such as the economic torts and misfeasance in a public office, for civil fraud and asset recovery and for breaches of trust and other equity related claims, as well as in relation to various procedural and limitation issues;
- Acting (with Michael Todd KC and Andrew Blake) on a large, high profile Bermuda claim involving allegations of breach of confidence and the misuse of trade secrets, including advising in respect of disclosure/discovery and privilege issues; and
- Assisting Martin Moore KC and Andrew Blake (led by Jonathan Crow KC) in acting for the company in merger appraisal proceedings in Bermuda arising from an amalgamation of entities within a large corporate group.

Seamus also accepts instructions to act or assist in relation to all forms of alternative dispute resolution, including arbitration and mediation.

His recent arbitration work includes acting for the successful party in an LCIA arbitration centred on issues of contractual interpretation.

International & Offshore

Seamus accepts instructions to act in a wide range of international and offshore jurisdictions. He accepts instructions to act either on his own or as part of a team and both in litigation / disputes and in the advisory or transactional context.

Examples of Seamus's experience in this area include:

- Acting (with Edward Davies KC, Anna Scharnetzky and Lily Church) in Antiguan proceedings concerning the validity of company meetings.
- Acting (with Michael Todd KC and Andrew Blake) on a large, high profile Bermuda claim involving allegations of breach of confidence and the misuse of trade secrets, including advising in respect of disclosure/discovery and privilege issues.
- Assisting Martin Moore KC and Andrew Blake (led by Jonathan Crow KC) in acting for the company in merger appraisal proceedings in Bermuda arising from an amalgamation of entities within a large corporate group.

Financial Services

Seamus accepts instructions to act in all aspects of financial services law and practice. He accepts instructions to act either on his own or as part of a team and both in litigation / disputes and in the advisory or transactional context.

Examples of Seamus's experience in this area include:

- Advising in relation to the application of the financial promotion rules and on alternative investment fund status.
- Schemes of arrangement.
- Business transfer schemes under Part VII of the Financial Services and Markets Act 2000.
- Acting (with Martin Moore KC) on three large concurrent solvent schemes of arrangement under Part 26 of the Companies Act 2006 in 2021 and on a further similar scheme in 2022, the latter also alongside an application to amend the terms of an insurance business transfer scheme made under Part VII of the Financial Services and Markets Act 2000.
- Advising in relation to proposed amendments to business transfer schemes made under Part VII of the Financial Services and Markets Act 2000.

Education and Awards

Education

Seamus Woods

- Master of Law (First) – Gonville & Caius College, University of Cambridge, 2018
- Bachelor of Science in Biochemistry and Bachelor of Laws (First Class Honours) – University of Canterbury, New Zealand, 2012

Prizes and Scholarships

- Universities New Zealand William Georgetti Scholarship for postgraduate study – 2017
- New Zealand Law Foundation Cleary Memorial Prize for most promising young lawyer – 2014
- Gold Medal for graduating first in year in law at the University of Canterbury, as well as a range of subject prizes (including Company Law and Trial Advocacy) – 2008–2012
- Winner of the University of Canterbury Mooting and Negotiation Competitions – 2011
- Dux and Head Boy of Paraparaumu College, New Zealand – 2007

Memberships & Publications

Publications

- Contributor to FromCounsel
- Practical Law: author of current “Creditor’s petition to wind up a company: case study” and “Creditor’s winding up petition: procedure”
- “Patents, PVRs and Pragmatism: Giving Effect to Wai 262” (2013) 19 Canterbury Law Review 97 (published Honours dissertation)

Memberships

- Chancery Bar Association
- COMBAR
- INSOL
- Enrolled Barrister & Solicitor of the High Court of New Zealand