

*To discover new  
seas you have to  
lose sight of  
familiar shores...*



## A COMPREHENSIVE AND INTENSIVE HALF-DAY SEMINAR

Our national training venues:

**LONDON  
LIVERPOOL  
MANCHESTER  
NEWCASTLE**

“ ...the course was very  
informative and most enjoyable.  
The small group size was another  
factor which I liked. ”



**WWW.EMGUK.NET**

## INSOLVENCY AND CONSIDERATION FOR DIRECTORS

Directors' duties can be onerous at the best of times, but things get more difficult if the company has financial problems.

Directors of companies in financial difficulty face a number of issues. At what stage must they decide to cease trading? If they do decide to cease trading, which insolvency route should the company follow?

Directors must recognise that when a company's assets exceed its liabilities, or it cannot pay its debts as they become due, their primary duty ceases to be to the shareholders and the interests of creditors become paramount.

Though incorporation can shield shareholders from liability, the directors (who are often the shareholders as well) face a series of challenges in the event of financial difficulties that can, if advice is not sought early enough, result in personal liability.

The aim of the seminar is to examine the warning signs of insolvency and explore the steps which directors should take to minimise their personal liability.

**3 CPD HOURS**  
**Accredited by**  
Solicitors Regulation Authority

# PROGRAMME

Half day: 2.00pm - 5.15pm

Registration and coffee

- Introduction, aims and objectives
- The warning signs
- Directors
  - Types
  - Duties
  - Responsibilities
  - Of public companies
- Insolvency procedures
  - Company Voluntary Arrangement (CVA)
  - Scheme of Arrangement
  - Administrative receivership
  - Administration
  - Liquidation

Tea break

- Reviewable transactions by liquidators
  - Transaction at undervalue
  - Transaction at preference
  - Extortionate credit transactions
  - Floating charges
  - Transactions defrauding creditors
  - Wrongful trading
  - Fraudulent trading
- Directors disqualification
  - Factors in determining disqualification
  - Sanction for acting while disqualified
  - Disqualification undertaking

Close of seminar

## FAILURE TO CARRY OUT THEIR DUTIES WITH THE APPROPRIATE DEGREE OF SKILL AND CARE MAY RENDER A DIRECTOR LIABLE FOR WRONGFUL TRADING

On completion of the seminar, delegates will be in a better position to:

- Look at when insolvency arises under section 123 (1 & 2) of the Insolvency Act;
- Examine the legal and commercial risks directors may face if they fail to take action at the appropriate time;
- Explore the advantages and disadvantages of the various corporate rescue regimes:
  - Administration;
  - Administrative Receivership;
  - Company Voluntary Arrangements (CVAs);
  - Scheme of Arrangement.
- Grasp the challenges and pitfalls of reviewable transaction by the liquidator;
- Discover techniques that will minimize a director's liability for wrongful trading;
- Learn how the Enterprise Act 2002 has changed corporate insolvency law;
- Analyse case studies and gain insight into how directors deal with insolvency situations in practice.

## Our Strategy

Our strategy is based on personalised learning, where we aim to develop the competence and confidence of every delegate by actively engaging them in the seminars. Using case studies and practical examples, the delegates will be provided with a thorough grounding in this field and will gain the confidence needed to deliver accurate, effective advice.

# SEMINAR PRESENTERS

EMG Associates' presenters are known for their delivery of insightful, interactive and engaging seminars. All are highly qualified individuals with many years of experience in designing and delivering training courses, seminars and conferences on a wide range of corporate and commercial areas of law. They are specialists in the areas they teach and are keenly aware of the need to deliver 'direct and relevant' seminars which give valuable awareness.

Elahe Ghazinoori, EMG Associates' principal presenter, has a wealth of experience in providing inspiring and engaging training sessions. She is a non-practising solicitor, acting as a consultant, from EMG Associates (UK) Limited, a legal consultancy firm. Elahe founded EMG Associates in 2006, having formerly gained experience as an in-house lawyer in a commercial company. She presented courses for BPP Professional Development, as a freelance presenter, for nearly 2 years, and, prior to that, was a lecturer at the BPP Law school in London. She also worked as a Senior Training Consultant for one of the world's largest corporations, American Airlines.



## IN - HOUSE LEARNING & DEVELOPMENT SOLUTIONS

### Tailor-made training for your company

If you have a group of three or more delegates you could benefit from our flexible, in-house training programmes. Call us for a free quotation.

### Membership scheme

You and your firm could be saving £000s on your CPD training. Find out how to join our membership scheme and receive immediate benefits.

For more information please call our Customer Services **+44(0)208 822 3321**, e-mail us at **info@emguk.net** or visit us online at **www.emguk.net/membership**.

### Who should attend?

Company lawyers in private practice, in-house lawyers, directors of private and public companies.

### Our commitment to you

In order to ensure maximum interaction with delegates, numbers will always be kept to 15 delegates or less per seminar.

Delegates will receive a comprehensive pack, including presenters' slides.

### Continuing Professional Development

EMG Associates is approved as an external course provider by the Solicitors Regulation Authority (SRA) SRA reference No. **DKU/EMGA**, and this course is also accredited by the Bar Standards Board.

Attending this seminar qualifies you for 3 CPD hours.

Certificates of attendance will be given to all delegates, so that they may claim appropriate credits in respect of other continuing professional development requirements.

# INSOLVENCY AND CONSIDERATION FOR DIRECTORS

## Our national training venues:

London: 7th Floor, 3 Shortlands, Hammersmith. W6 8DA  
Liverpool: Il Palazzo, 7 Water Street. L2 0RD  
Manchester: St James court, Brown Street. M2 2JF  
Newcastle: The Collingwood Building, Collingwood Street. NE1 1JF

[http://www.emguk.net/ap\\_traininglocations.asp](http://www.emguk.net/ap_traininglocations.asp)

EMG Associates member price: £150 + VAT  
Non-member price: £250 + VAT

## Four easy ways to book

**Telephone** us on +44(0)208 822 3321

**Fax** this form to +44(0)208 822 3357

**E-mail** us at [bookings@emguk.net](mailto:bookings@emguk.net)

**Post** this form to Customer Services:

EMG Associates (UK) Ltd, 7th Floor, 3 Shortlands,  
Hammersmith, London W6 8DA

## Invoice/Payment details

### NB. Payment must be in Pounds Sterling

☐ I am enclosing my cheque for £.....  
payable to EMG Associates (UK) Limited

☐ I am paying by Bank Transfer (Bacs)

**Bank name: NatWest**

**Sort code: 60-50-06**

**Account no: 37664018**

☐ Purchase order: .....

The fee includes refreshments, administration and full documentation. For further enquiries relating to this programme, its content, the venue, or if you have any special requirements, please do not hesitate to call Customer Services on +44(0)208 822 3321.

## Delegate details (Please complete in BLOCK CAPITALS)

Full name:

Job title:

E-mail:

(To enable us to confirm your booking as efficiently as possible, please supply your e-mail address.)

Telephone:

Special requirements:

## Invoice details

Name/Company:

Address:

No. of employees ☐ 1-5 ☐ 6-10 ☐ 11-25  
in your organisation: ☐ 26-50 ☐ 51-99 ☐ 100+

## Booking details

Please see the website for available dates and locations:

[http://www.emguk.net/bp\\_cpddirectory.asp](http://www.emguk.net/bp_cpddirectory.asp)

Course date:

Course location:

(For more than one delegate please photocopy this form.)

### Terms and Conditions

1. Confirmation of your booking will be sent by e-mail or post within 3 days of receipt of your booking. A VAT invoice and joining instructions will be sent to you acknowledging your booking. Please contact us if you do not receive this within seven days of booking. Seminar documentation is distributed at the time of the seminar. 2. Upon receipt of your booking, your place(s) will be confirmed. Any cancellation must be received in writing. The following charges apply in the event of cancellations: Up to 15 days before the event – 10% + VAT; Less than 15 days before the event – 100% + VAT. A substitute delegate can be named at any time before the seminar begins without any charge. 3. This booking form constitutes a legally binding contract. The delegate and the employer are jointly and severally liable for payment of all fees due to EMG Associates (UK) Limited. To the extent permitted by law, neither EMG Associates (UK) Limited nor its presenters will be liable by reason of breach of contract, negligence or otherwise for any loss or consequential loss occasioned to any person acting, omitting to act or refraining from acting in reliance upon the seminar, material or presentation of the seminar. 4. Continuing Professional Development hours or points may be claimed from the following professional bodies: The Solicitors Regulation Authority. 5. EMG Associates (UK) Limited may periodically contact you with details of seminars that may be of interest to you. Please write to the Customer Services Team if you do not wish to be included in this activity. 6. It may be necessary for reasons beyond the control of EMG Associates (UK) Limited to change the content and timing of the seminar, the presenter, the date or the venue. In the unlikely event of the seminar being cancelled, EMG Associates (UK) Limited will automatically make a full refund but disclaim any further liability. 7. EMG Associates (UK) Limited reserves the right to change the timing of the seminar, the presenter and the date and venue due to reasons beyond their control. EMG Associates accept no liability if, for whatever reason, the seminar does not take place.

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