

THE 2ND ANNUAL CORPORATE LAW CONFERENCE 2006

Reviewing and Updating recent Changes and Developments
SYDNEY | Sir Stamford at Circular Quay | 8th June 2006

This event will be reviewing contemporary issues in corporate law and providing an update on the latest changes in legislation. Key speakers will develop your understanding of up-to-the-minute issues and improve your grasp of these topic areas.

INCLUDING A SPECIAL PRESENTATION BY:

John Kluver Executive Director **CAMAC**
Corporations and Markets Advisory Committee

This following Topics will be covered on the day:

- CAMAC-An overview of current submissions
 - The New APRA standards
Incompetent or just plain dishonest?
- An update on takeovers: the takeovers panel and the courts
- Examining the impact of the new anti-money laundering regime on Australian financial institutions
- Discussion of the new AS3806-2006 regulations-or-topic of choice
 - Disclosure Reporting to the Market and Governance Issues
 - What WorkChoices Means for Corporations
 - Lifting the 'Corporate Veil' on De Facto and Shadow Directors.

By the following expert presenters:

- **John Kluver** Executive Director (CAMAC)
- **Jill Hill** Barrister NSW Bar
- **Andrew Justice** Barrister NSW Bar
- **Dr Tamsin Clarke** Special Counsel Minter Ellison
- **Anne Wardell** Consultant Benjamin & Khoury
- **Paul Menzies** QC Barrister NSW Bar
- **Rob Fernandes** General Counsel/Company Secretary
Otis Elevator Company Pty Ltd Australasia
- **Greg Wrobel** Senior Associate Holding Redlich
- Chairperson: **Shane Barber** Managing Partner **Truman Hoyle Lawyers**

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CORPORATE LAW CONFERENCE 2006

8th June 2006 – CONFERENCE PROGRAMME

Chairperson: **Shane Barber** Managing Partner **Truman Hoyle Lawyers**
8.30 Registration and Coffee

9.00 Opening remarks from Chair

9:05 Session One – Opening Address – CAMAC - An overview of current submissions

- duties below board level
- personal liability for corporate fault
- corporate social responsibility
- long-tail liabilities

John Kliver Executive Director **CAMAC**

10:00 Session Two– The New APRA standards Incompetent or just plain dishonest?

- The Cole Commission into the Australian Wheat Board highlights the problems that can arise when companies operate in a complex world of shifting duties, ethics and priorities.
- Corporate Governance in Australia is primarily regulated by three bodies – the ASX, APRA and ASIC. All three bodies have had a role since the collapse of HIH in bringing about or enforcing new standards and compliance regimes.
- Clerp 9 brought about the most significant corporate law reform affecting auditing, financial reporting and corporate disclosure. The ASX introduced its Good Corporate Governance and Best Practice Recommendations. APRA has introduced numerous prudential reforms, including its “fit and proper” prudential standards for ADI's, general insurers and life companies, to come into effect from 1 October 2006.
- Good corporate governance in the end always comes down to the actions (or inactions) of individuals. ASIC “as a guardian of the public interest” has used its power in such a way that directors cannot be left in any doubt of the dire personal consequences if their behaviour leads to a company collapse.

Jill Hill Barrister **NSW Bar**

10.45 Morning Refreshments & Networking Break

11.00 Session Three - An update on takeovers: the takeovers panel and the courts

- A brief overview of the current framework
- The takeover panel, its role, function and responsibilities
- The role of the courts in takeovers
- Review of some of the most recent decisions

Andrew Justice Barrister **NSW Bar**

11.45 Session Four - Examining the impact of the new anti-money laundering regime on Australian financial institutions

This paper considers the history of the **Anti-Money Laundering and Counter-Terrorism Financing Bill 2005** and the raft of new reporting, record-keeping and risk-management obligations which the Bill is likely to impose upon Australian financial institutions (other than general insurers) and financial planners.

The Bill requires **compliance programs** to be established to materially mitigate AML and CTF risks.

It also requires businesses to **report** 'suspicious matters' about terrorism financing, *tax evasion* or breaches of *other Commonwealth laws* and corresponding State and foreign laws to AUSTRAC:

The paper will also discuss customer classification and identification requirements, and record-keeping requirements, under the Bill.

Dr Tamsin Clarke Special Counsel **Minter Ellison**

12.30 Luncheon

13:30 Session Five Discussion of the new AS3806-2006 regulations-or-topic of choice
Anne Wardell Consultant Benjamin & Khoury

14:30 Session Six – Disclosure Reporting to the Market and Governance Issues
Paul Menzies QC Barrister NSW Bar

15:15 Afternoon Refreshments & Networking Break

15:30 Session Seven - What WorkChoices Means for Corporations-or-topic of choice
Rob Fernandes General Counsel/Company Secretary
Otis Elevator Company Pty Ltd Australasia

16:15 Session Eight - Lifting the 'Corporate Veil' on De Facto and Shadow Directors.

- Recent case law in the areas of directors' duties and the definition of "who is a director?"
- For the purpose of attaching personal liability
- The implications for persons who have business relationships with the company, such as Counsel, professional advisers, insolvency practitioners and financial institutions
- Practical ways to avoid "crossing the line" and being deemed a director of a company.

Greg Wrobel Senior Associate Holding Redlich

17.00 Closing remarks from the Chair and end of conference

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