

Early Bird Expires 27th March 2009*

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Comprehensive
one day
update

Company Secretarial Law and Practice

Key legal obligations in a
tightening market



5 May 2009
Stamford Plaza,
Melbourne

7 May 2009
Crowne Plaza,
Sydney

Don't miss this
opportunity to:

- Evaluate applications of the **ASX Corporate Governance Guidelines**
- Assess legal obligations as a Company Secretary under the *Corporations Act* to **protect against personal liability**
- Ensure **compliance with ASIC** in relation to **continuous disclosure** in a tight regulatory environment
- Determine adequate protection through effective **D&O insurance**
- Understand the **role of the board** and interaction with the Company Secretary
- Discover IT initiatives to **communicate with shareholders**
- Review **legal requirements** for board meetings and minutes

Register Today! Ph: 1800 772 772
or visit www.lexisnexis.com.au/pd

Expert speakers include:

Alastair Macphee, Special Counsel, **DLA Phillips Fox**

John Graves, Partner, **HWL Ebsworth Lawyers**

Elspeth Arnold, Partner, **Blake Dawson**

Adrian Smith, Partner, **DLA Phillips Fox**

Mark Standen, Partner, **Minter Ellison**

Tony Stumm, Partner, **McCullough Robertson**

Rehana Box, Partner, **Blake Dawson**

Gail Owen, Partner, **HWL Ebsworth Lawyers**

Steven Clifford, Partner, **Allens Arthur Robinson**

Official Publication:



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Professional Development



Company Secretarial Law and Practice

Key legal obligations in a tightening market

Conference program

8.30 **Conference Registration**

9.00 **Opening remarks from the Chairperson**

Melbourne: **Gail Owen**, Partner, **HWL Ebsworth Lawyers**
Sydney: **John Graves**, Partner, **HWL Ebsworth Lawyers**

9.10 **Evaluating applications of the ASX Corporate Governance Guidelines**

- Overview of key ASX guidelines
- Assessing recent developments in corporate governance including overseas implications
- Outlining key lessons for 2009
- Adopting a different approach to the ASX guidelines – reviewing the implications
- Corporations Act requirements of director's duties and the ASX corporate guidelines

Melbourne: **Steve Clifford**, Partner, **Allens Arthur Robinson**
Sydney: **Mark Standen**, Partner, **Minter Ellison**

9.50 **Fulfilling legal obligations as a Company Secretary under the Corporations Act to protect against personal liability**



Hot Topic

- Understanding the responsibilities of the Company Secretary under the *Corporations Act*
- Director's duties: recent case law and legislative developments
- Avoiding fines for breaches of the *Corporations Act*
- Reviewing legalities in regards to personal liability
- Understanding Board exposure through changes in interpretations of director's liability

Melbourne: **Alastair Macphee**, Special Counsel, **DLA Phillips Fox**
Sydney: **Adrian Smith**, Partner, **DLA Phillips Fox**

10.30 **Morning tea**

11.00 **Determining adequate protection through effective D&O insurance**

- Determining Director's and officer's liability from a legal perspective
- Ensuring your policy protects against actions bought by receivers and liquidators
- Keeping up to date on policy wording changes
- Understanding the protection of incumbent and former directors
- Determining coverage outside directorships
- Outlining insurance against civil and criminal penalties
- Assessing rights in regards to advancement of defence costs

Melbourne: **Alison Lansley**, Partner, **Mallesons**
Sydney: **Rehana Box**, Partner, **Blake Dawson**

11.40 **Ensuring compliance with ASIC in relation to continuous disclosure**



Hot Topic

- Detailing the key deadlines for ASIC lodgements
- Analysing the penalties that apply for non-compliance
- Outlining risks from inadequate disclosure to ASIC
- ASIC infringement notices and civil penalties
- Understanding the consequences of continuous disclosure or failure to disclose as required
- Outline of recent court decisions highlighting non-disclosure

Melbourne: **Elspeth Arnold**, Partner, **Blake Dawson** and **Tiffany Barton**, Partner, **Blake Dawson**
Sydney: **David Ryan**, Partner, **Blake Dawson**

12.30 **Networking Lunch for Speakers and Delegates**

1.30 **Outlining legal obligations in preparation of annual reports**

- Outlining the legal requirements for annual reports
- Ensuring fulfilment of financial reporting requirements
- Examining penalties for non-compliance
- Reviewing disclosure requirements for senior company officers
- Additional areas of legal responsibilities for auditors

Melbourne and Sydney: **Tony Stumm**, Partner, **McCullough Robertson**

2.10 **Understanding legal requirements for board meetings and minutes**

- Assessing best practice for board meetings and minutes
- Reviewing essential inclusions of board minutes
- Understanding when to include specific director's comments
- Signing off minutes – ensuring compliance
- Assessing director's rights and access to minutes
- Analysing specific legal requirements when preparing board minutes

Melbourne: **Gail Owen**, Partner, **HWL Ebsworth Lawyers**
Sydney: **John Graves**, Partner, **HWL Ebsworth Lawyers**

Register 2 and 3rd attends FREE!

Register a team of 2 at the standard price for the Company Secretarial Law and Practice at the same time, from the same organisation and receive a **free pass for the 3rd delegate**.

* Early Bird, team discounts and any other discount cannot be taken concurrently

2.45 **Understanding the role of the board and interaction with the Company Secretary**

- Reviewing the role of the board and the role of the Company Secretary within it
- Determining how to handle advisors and give advice
- Maintaining professional legal privilege and communicating effectively internally
- Understanding what needs to be reported and effective reporting methodologies
- Analysing effective board assessment and reviews

Melbourne: **Neil Pathak**, Partner, **Freehills**

Sydney: **Leon Pasternak**, Partner, **Freehills**

3.30 **Afternoon tea**

4.00 **Utilising and reviewing IT initiatives to communicate with shareholders**



Discussion Session

- Online advances in technology in voting, electronic lodgement of proxy forms and shareholder information
- Reviewing how technology has changed avenues for communication with shareholders
- Outlining the challenges and benefits
- Assessing the uptake of technology in companies
- Understanding IT governance and its benefits to company performance

Lead by the Chair this interactive session will provide the opportunity to discuss and debate issues in relation to IT and its role in communicating with shareholders.

4.45 **Close of conference**

Future events:

IP agreements building best practice and successful drafting

24 March, Melbourne

Commercial Negotiations Masterclass

31 March – 1 April, Melbourne

Property Law and Conveyancing Masterclass

13–14 May, Sydney

Harvard Law School Program on Negotiation

(Presented by current Harvard Law School Professor)

4–5 June, Sydney — limited places

National Industrial Relations Law Conference

16–17 June, Sydney

Native Title Law Summit

15 July, Brisbane

ACLA National Conference

12–13 November, Melbourne

For more information please visit

www.lexisnexis.com.au/pd or ph: 1800 772 772

Who should attend?

- Company Secretaries
- Governance Professionals
- Financial Controllers
- Finance Directors
- General Counsel
- Legal Counsel
- Chairman/ CEOs
- Non Executive Directors
- Senior Executives
- Corporate Affairs Managers
- Compliance Managers
- Audit Managers
- Risk Managers



Priority registration form Company Secretarial Law and Practice

**4 easy ways
to register**

Phone: 1800 772 772
Fax: (02) 9422 2338
Online: www.lexisnexis.com.au/pd
Mail: Conference Co-ordinator, LexisNexis
Locked Bag 2222, Chatswood NSW 2067
DX 29590 Chatswood

Please complete sections A, B, C, D

Conference code: **VIC: PD6009 NSW: PD6109** ABN: 70 001 002 357

A Delegate 1 details

Mr/Ms/Dr: _____
First name Last name

Position: _____

Organisation: _____

Postal address: _____

Suburb Postcode State

Telephone: _____

Fax: _____

Email (required**): _____

Delegate 2 details

Mr/Ms/Dr: _____
First name Last name

Position: _____

Telephone: _____

Fax: _____

Email (required**): _____

Delegate 3 details

Mr/Ms/Dr: _____
First name Last name

Position: _____

Telephone: _____

Fax: _____

Email (required**): _____

** to send conference confirmation

3rd Delegate FREE!

B Please tick as many practice areas you work in which apply:

- | | |
|---|---|
| <input type="checkbox"/> Banking & finance | <input type="checkbox"/> Family law |
| <input type="checkbox"/> Commercial litigation & ADR | <input type="checkbox"/> Insolvency & restructuring |
| <input type="checkbox"/> Corporate and commercial law | <input type="checkbox"/> Insurance and risk |
| <input type="checkbox"/> Criminal law | <input type="checkbox"/> Property |
| <input type="checkbox"/> Energy and resources | <input type="checkbox"/> Wills & estates |
| <input type="checkbox"/> Environment and planning | <input type="checkbox"/> Workplace relations, employment & safety |
| | <input type="checkbox"/> Other: _____ |

This will help us keep you informed about topics relevant to your business needs.

C Event Pricing (please tick your selection)

Early Bird Special* (register & pay before 27 March 2009)

One day conference \$850 + GST = \$935

Standard Price (register & pay after 27 March 2009)

One day conference \$950 + GST = \$1045

I would like to attend: Sydney Melbourne

CONFERENCE RESOURCES

I am unable to attend but would like to purchase a set of conference papers for the Company Secretarial Law and Practice \$297.00 + GST = \$300.00

D Payment details Payment is due upon registration

Enclosed is my cheque for: \$ _____ made payable to LexisNexis

Pay by credit card: Please charge \$ _____ to

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Name of approving manager: _____

PROGRAM CHANGES

Details regarding this conference were confirmed and correct at the time of printing. LexisNexis reserves the right to cancel or amend the conference details at any time if required.

CANCELLATION

Your registration will be confirmed in writing when full payment is received. We will refund your registration in full less a \$165 administration fee if notification is received in writing up to but not including 1 month prior to the date of the event. If we receive written notification – any time up to but not including 2 weeks prior to the date of the event, you will receive a 50% refund & seminar documents. No cancellation requests will be accepted during the period 2 weeks prior to the event. You may nominate a replacement, however no refund will be issued.

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