

Andrew Charman

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Company & Partnership Profile

Andrew began his legal career as a solicitor working on company transactions at Freshfields in London and Tokyo. Since coming to the Bar he has developed expertise in contentious as well as non-contentious company law and is the Head of the Company and Partnership Team at St. Philips Business and Property.

Company

Andrew advises and represents clients in a range of company law work, including unfair prejudice petitions, derivative claims and claims for breaches of directors' duties and concerning the removal of directors. He is also regularly instructed in claims arising from share sale agreements such as breaches of warranty and misrepresentation, claims related to earn outs and claims for deferred consideration.

Andrew also advises on and represents parties in disputes relating to Capital Reductions and Reorganisations, Rights issues, Class Rights, Share Allotments and Transfers, Schemes of Arrangement, Conduct of Meetings, Takeovers, Mergers and Acquisitions, Financial Services and Markets Act issues and other regulatory requirements. His work also extends to negligence claims against directors and company advisers.

Andrew's previous experience as a corporate solicitor informs his understanding of complex transactions and financial information, and his expertise in non-contentious advisory and drafting work. His expertise has been recognised by the main directories for many years, where he is recommended as a leading practitioner in chancery, commercial litigation, company law and professional liability.

Andrew co-authors a leading practitioner book published by Bloomsbury Professional on claims by shareholders covering unfair prejudice, derivative actions, directors' duties and other personal claims which may be brought by shareholders: *Shareholder Actions*. The first edition was published in January 2013 and the second edition was published in December 2017.

Andrew also writes academic and practitioner works for publication in the areas of his practice including for example in the field of financial law, contract and company law: *Misrepresentation and bond issues: liability on the secondary market* in the *Butterworths Journal of International Banking & Financial Law* (2011, 26(1), 17-19); and in the field of trusts and estates *Jones v Firkin-Flood: trustees - how to sell a business and distribute the proceeds* in *Private Client Business* (2010, 3, 181-188).

Partnership

Andrew undertakes both contentious and non-contentious partnership work. Andrew represents continuing and departing partners in disputes about partnership accounts, partnership property and restrictive covenants. He regularly advises in connection with the expulsion of partners and dissolution of partnerships and has substantial experience of disputes relating to dissolution accounts and the valuation of departing partners' shares of the partnership business.

What-the-Directories-Say

- "His knowledge of company law is exceptional. He is very good in court.", "He is able to cut through all of the noise in order to get down to the key issues in a dispute. He will always provide sensible advice upon which you can rely.", "One of the cleverest men at the Bar, but he is also one of the nicest and most down-to-earth people you'll ever meet. He is dedicated and very consistent.", "He is a very good operator and good on paper. He has a lot of experience and is operating on a high level.", "He's very supportive, turns work around very quickly and shows tremendous commitment. He's always available and provides very pragmatic advice." and "He's a real team player and is very commercial." - Chambers UK 2019
- "Very bright and comfortable opposite silks." - Legal 500
- "If you involve him in a case, it's like strapping on some battery-charged extra brain. He's very calm, unflappable really, and he's got a vast knowledge of company law." "Formidable knowledge in shareholder matters and company law. He's very diligent and reliable. He works to deadlines and honours them. He's also a realistic and straightforward advocate."
- "A real team player and very commercial." "He is simply superb. He is a very assured advocate, practical, empathetic, great with clients, pragmatic and commercial."
- "He's excellent with clients, friendly, affable and reasonable from the outset." "Extremely authoritative, collaborative and more than capable of taking on and beating silks." - Chambers UK 2018
- "A highly rated commercial chancery specialist who is able to draw upon his previous experience as a corporate solicitor at a magic circle law firm. A noted junior whose instructions cover general commercial disputes as well as professional negligence and company and trusts disputes. He is widely praised for his user-friendly approach, which many sources attribute to his prior career as a solicitor at a magic circle law firm." - Chambers UK 2016
- Expertise: "His advice is very practical and very pragmatic, and he is always accessible, which is essential on fast-moving work." "He is good at working in a team, and is a very astute and knowledgeable counsel." "He really is a heavyweight; he can cut through the murky facts and provide clearly thought-out solutions." - Chambers UK 2015
- Chambers & Partners 2014 states that Andrew, "continues to be noted as a highly experienced senior junior, and often handles cases unled in the chancery division and in the appellate courts."
- Previous editions described Andrew as "very clever" and stated "Market observers rave about Andrew Charman's knack for relating to clients. Formerly a solicitor in the City, Charman's sophisticated grasp of complex corporate issues - in particular, his "superb" handling of cases involving hefty transactional work - wins him a level of praise extending well beyond the Midlands Circuit" and stated: "Andrew Charman, who as a former solicitor is prized for his ability to see matters from different angles. An "approachable and strong advocate," he is something of an all-rounder, although he has a bias towards insolvency, professional negligence and general commercial matters" and "Andrew Charman is applauded as "an authoritative presence in court" who "always inspires confidence." Sources say he combines great client relationships with the valuable insight he gained from being a former transactional solicitor.
- Andrew is also recommended by Legal 500 for Chancery, Commercial, Insolvency and Banking work.

Recent-Experience

Company

- Representing and advising Petitioners and Respondents in numerous unfair prejudice claims under section 994 of the Companies Act 2006 in claims relating to shareholdings valued at from tens of millions of pounds to several hundred thousand pounds
- Advising and representing at trial majority shareholders in disputes concerning the exercise of share options and the construction of a shareholders' agreements relating to several companies in the same group
- Advising and representing the vendor company in a share warranty claim
- Advising and representing an entrepreneur in a claim for breach of the earn out terms in a share purchase agreement and defending a seven figure claim for breaches of share warranties
- Representing a company in a claim against former directors for breach of duty / misfeasance
- Advising a solicitors' partnership on the incorporation of its business and drafting articles of association, shareholders' agreement and minutes and resolutions
- Advising a company in a claim against a former director for the diversion of a maturing business opportunity of which he became aware while a director
- Advising on and drafting a shareholders' agreement and amendments to articles of association
- Advising on a scheme of arrangement as part of a reverse takeover of an AIM-listed company
- Representing a respondent to a just and equitable winding up petition
- Advising on a share sale and drafting a share sale agreement relating to shares in a Football League Club

Partnership

- Advising and drafting of documentation for incorporation of a solicitors' partnership as an LLP
- Advising and drafting of documentation for incorporation of a solicitors' partnership as a company
- Advising and representing at arbitration continuing partners in a solicitors' partnership in relation to dispute as to dissolution accounts and valuation of shares of departing partners
- Advising continuing partners in an accountancy partnership as the expulsion of a partner
- Advising continuing partners in a solicitors' partnership on breaches of restrictive covenants by and entitlement to return of capital to departing partner
- Advising the widow of former partner on winding up of insolvent coach partnership
- Advising firm of solicitors in dissolution of 3 office partnership and partners each retaining a former partnership office and share of the business
- Advising a departing partner from a solicitors' partnership
- Representing parties in a dispute as to the existence of a restaurant partnership

Reported-Cases

- George Wimpey (Manchester) Ltd v Valley & Vale Properties Ltd (In Administration) [2012] EWCA Civ 233; [2012] 2 E.G.L.R. 113; [2012] 19 E.G. 96. Represented Wimpey at first instance and in the Court of Appeal of the question of the availability of specific performance for part of a contract and whether an unpaid vendor's lien arose on the surrender at a premium of a long leasehold interest to the freeholder.
- SOS for Business Enterprise and Regulatory Reform v Sullman [2008] EWHC (Ch) 3179, [2009] 1 BCLC 297, [2010] BCC 500 (Norris J.)
- Representing the founder of Claims Direct plc in proceedings and at trial relating to directors' disqualification.
- Jones and Others v Firkin-Flood and Others [2008] EWHC 2417 (Ch), [2008] All ER (D) 175 (Briggs J)
- Represented the Claimant trustees in relation to the administration and distribution of a 15m GBP trust fund, and trustees' powers to dispose of shares in a private company, approval of a resolution to distribute and applications to remove trustees.
- Witmann (UK) Ltd v Willdav S.A. [2007] EWCA Civ 824, [2007] BLR 509
- Acted for a guarantor in a dispute as to construction of a guarantee and the scope of the rule in Holmes v Brunskill.
- South Oxfordshire DC v SITA UK Ltd [2006] EWHC 2459 (Comm.) (David Steel J), [2007] Env.LR 13
- Acting for a local authority in a multi-million pound public procurement contractual dispute.
- In Re The National Union of Flint Glass Workers [2006] BCC 828
- Representing the petitioner unregistered trades union on an application for its dissolution (there being no authority as to jurisdiction and methodology for winding up an unregistered trades union prior to this case) and the winding up of its superannuation fund.

Specialist-Areas

Andrew Charman is a member of the following specialist practice groups where detailed CV's can be viewed by clicking on the links below:

- General Commercial
- Banking & Financial
- Company
- Insolvency
- International & Overseas
- Partnership

- Professional Liability
- Property
- Wills, Trusts & Probate

Qualifications-and-Appointments

- M.A. (Cantab)
- Formerly a Solicitor in the Corporate Department at Freshfields in London
- ADR Group Accredited Mediator
- Member of the Chartered Institute of Arbitrators
- Member of the Chancery Bar Association
- Member of the Midlands Chancery & Commercial Bar Association