

Andrew Charman

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General Profile

Andrew has substantial expertise and experience in range of commercial and chancery work, in particular in the areas of company law, insolvency, partnership, wills, trusts and probate and commercial property. Andrew is also experienced in professional liability work, especially claims involving solicitors, accountants, surveyors and financial services professionals. 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.

As well as litigation, Andrew is also experienced in non-contentious drafting and transactional advice, in particular in the areas of company law and trusts.

Andrew's previous experience as a corporate solicitor at Freshfields in London and Tokyo informs his understanding of complex transactions and financial information, and his expertise in non-contentious advisory and drafting work.

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

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

- 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 a dispute concerning the exercise of share options and the construction of a shareholders' agreements relating to several companies in the same

group

- Advising on and drafting a shareholders' agreement and amendments to articles of association
- Advising and representing an entrepreneur in a claim for breach of the earn out terms in a share purchase agreement and defending claims for breaches of share warranties
- Advising and representing claimants in several professional negligence actions against accountants and tax advisers each for several million pounds
- Advising on the proper construction of will trusts
- Advising trustees in connection with the exercise of discretionary dispositive powers
- Advising and representing trustees and beneficiaries in a dispute as to construction of a will and the removal of a trustee
- Advising and representing at trial and in the Court of Appeal a national housebuilder in a claim to enforce an unpaid vendor's lien for partial performance of £5 million contract
- Advising a national house builder on the proper construction of a contract for the acquisition of a site
- Advising and representing at trial a housebuilder in a dispute about overage payments due to a vendor of development land
- Advising and representing at trial a national housebuilder in an easement dispute relating to a right of way which was a planning requirement for an estate of several hundred new dwellings
- Advising and representing a German company in a claim in the Commercial Court in relation to a claim for repudiatory breach of a Europe wide distribution agreement worth several million pounds
- Representing a party defending a claim brought by Twentieth Century Fox, MGM , Disney and other film studios for a declaration of constructive trust by reason of the alleged receipt of proceeds of internet piracy
- Various application for interim relief including freezing orders, orders for delivery up and orders to restrain breaches of contract

Reported-Cases

- *Keay v Morris Homes (West Midlands) Ltd* [2012] EWCA Civ 900; [2012] 1 W.L.R. 2855; [2012] 2 P. & C.R. 18; [2012] 2 E.G.L.R. 173. Represented property investors at first instance and in Court of Appeal on issue relating to section 2 of the Law of Property (Miscellaneous Provisions) Act 1989 and applicability to completed contracts and collateral contracts.
- *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.
- *Yarwood v Yarwood's Trustee in Bankruptcy* [2010] EWHC 2272 (Ch); [2010] 3 F.C.R. 311; [2010]

B.P.I.R. 1443; (2010) 154 (36) S.J.L.B. 33; [2010] N.P.C. 93

- A claim to set aside a transfer of property pursuant to an agreement made as part of an ancillary relief claim prior to the presentation of a bankruptcy petition but performed after the petition was presented.
- Perrins v Holland [2010] EWCA Civ 1398; (2010) 154(47) S.J.L.B. 30.
- Acting for executors in relation to a dispute as to capacity and whether the rule in Parker v Felgate remains good law, and the ability of executors to recover their costs where a beneficiary is separately represented. Successfully defended in the Court of Appeal the costs order in favour of the executors made by Lewison J at trial.
- Bovis Homes Ltd v Persimmon Homes Ltd [2010] EWCA Civ 1252; [2010] N.P.C. 108
- Represented Bovis in a summary judgment claim in relation to the exercise of a £9.5 million put option over development land, succeeding at trial and in the Court of Appeal.
- Perrins v Holland [2009] EWHC 2558 (Ch); [2010] W.T.L.R.95; (2009) 153(41) S.J.L.B.30 (Lewison J).
- Acting for executors in relation to a dispute as to capacity and whether the rule in Parker v Felgate remains good law, and the ability of executors to recover their costs where a beneficiary is separately represented.
- 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 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.
- Witmann (UK) Ltd v Willdav S.A. [2007] EWCA Civ 521
- Acted for an appellant successfully resisting in the Court of Appeal an application to lift a stay and for security for an appeal.
- 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.
- Accident Assistance Ltd v Hammond Suddards Edge [2005] EWHC (Ch) 202, [2005] PNLR 29 (Hart J.)
- Represented a subsidiary of General Electric in a multi-million pound solicitors' negligence action.
- Barnes (Inspector of Taxes) v Hilton Main Construction Ltd [2005] EWHC (Ch) 1355, [2005] STC 1532,

[2005] BTL568, [2005] STC; 77 T.C. 255; [2005] B.T.C. 568; [2005] S.T.I. 834 (Lewison J.)

- Represented a construction company in a dispute with HMRC about the construction industry tax deduction certification scheme and issues arising under the Human Rights Act 1998.
- De Crittenden v Bayliss [2002] EWCA Civ 50
- Representing at trial and in the Court of Appeal an individual successfully overcoming a claim of champerty and obtaining judgment for a share of the proceeds of litigation in which he had assisted the claimant.
- Grindal v Hooper [1999] E.G. 150 (C.S.); (1999) 96(48) L.S.G. 41; (2000) 97(3) L.S.G. 35; (2000) 144 S.J.L.B. 33; Times, February 8, 2000.

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