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## Geoffrey Zelin

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**Year of Call:** 1984

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### PRACTICE AREAS

Banking and Finance

Commercial

Company

Company Directors Disqualification

Insolvency & Restructuring

Partnership and LLP

Professional Negligence and Disciplinary

Property

Mediation and ADR

### PROFILE

Geoffrey Zelin has built a broad-based practice encompassing all aspects of commercial and chancery

litigation, often appearing against silks. He is particularly in demand for company law (including shareholder disputes and cases involving breaches of directors' duties), corporate insolvency cases (including directors' disqualification) and bankruptcy, as well as commercial contract disputes, the enforcement of bank securities such as mortgages and guarantees, fraud, property disputes and professional negligence claims, particularly those involving solicitors, accountants and surveyors.

For example in *STEWART FORD v POLYMER VISION LTD (2009)* [2009] EWHC 945 (Ch) [2009] 2 BCLC 160 he acted for the claimant on successful application for a declaration as to the validity of a debenture where the issues were whether the directors who had approved the grant of the debenture and the debenture holder had acted in good faith and within the scope of their powers in circumstances where the board was split. The company had sought to block the claim by appointing administrators under another debenture which was held to have been invalid.

In the matter of *LCM WEALTH MANAGEMENT LTD* [2013] EWHC 3957 (Ch) Geoffrey successfully acted for the respondents in an unfair prejudice petition where the defence relied on bad leaver provisions in shareholder agreement and articles. The petitioner was alleging unfair exclusion, the respondents alleged serious breach of duty / conflicts of interest against the petitioner.

Notable recent cases in these areas include *RE HENNELLY'S UTILITIES* [2004] EWHC 34 (Ch), a leading case on the grant of permission to act as a director following disqualification and acting for the bank in *BANK OF INDIA v RIAT* [2014] EWHC 1775 (Ch) a guarantee claim where the defendant alleged misrepresentation and economic duress and for the claimant in *ORIENTFIELD HOLDINGS LTD v BID & BIRD LLP* [2015] EWHC 1963 (Ch) (solicitor's negligence). In *EAST MIDLANDS PACKAGING LTD* (2013 unrep) Geoffrey succeeded in obtaining a retrospective administration order after the company had moved into liquidation, and in *JSC BTA BANK v ABLYAZOV AND OTHERS* Geoffrey acted for two defendants against whom the bank was claiming ownership of a London property.

In addition to his effective advocacy and litigation skills, law firms and clients nationwide rely on Geoffrey's advice in a wide variety of property, corporate partnership and commercial matters.

## PRACTICE AREAS

### Banking and Finance

Geoffrey has considerable experience in cases involving the enforcement of banking securities such as guarantees and mortgages acting for both banks and sureties. Many of his cases have an international element with sureties based in different jurisdictions, raising issues of jurisdiction and forum conveniens and Geoffrey has acted as an expert witness in foreign proceedings on the English law of guarantees.

#### Examples of his work include:

- **BANK OF INDIA v RIAT [2014] EWHC 1775 (Ch)** where Geoffrey acted for the bank a guarantee claim where the defendant alleged misrepresentation and economic duress
- **Bank of Baroda v IMM International Ltd (2017)** in which Geoffrey successfully obtained summary judgment in guarantee claims for over \$10 million following the insolvency of a mining company in Macedonia
- In a related matter Geoffrey Advised the bank in a professional negligence claim against a firm of solicitors arising out of the alleged failure of the solicitors to ensure that loans of \$11m were adequately secured by charges over mines in Macedonia where it is alleged that the solicitors failed to obtain proper advice on Macedonian law and to ensure that the security documentation which they had drafted met the formal requirements of Macedonian Law or were properly completed in accordance with Macedonian Law.
- **Syndicate Bank v Murari Holdings Ltd** Successfully acting for the bank in a claim to enforce a guarantee for \$5m given by the holding company of a major Indian industrial group following default by one its

subsidiaries (a major cement manufacturer based in the UAE) where it was alleged that the bank was prevented from enforcing by a rescue plan put in place under Indian Banking legislation

- Geoffrey is currently acting for a bank in a claim to enforce a second mortgage regulated under the Consumer Credit Act but where the bank failed to observe the requirements of the Act
- Advising on the appointment of fixed charge receivers
- Advising and drafting documents in connection with a £40m claim against the borrower and the security agent in respect of a bank's contribution to a syndicated loan where the bank wished to make its own claims rather than proceeding through the syndicate
- Advising and acting in cases where it has been alleged that the bank should be liable for alleged defaults by receivers
- Advising banks on the recovery of advances made under syndicated loan agreements
- Advising a bank in connection with a forward currency exchange contract fraud
- Successfully restraining a bank from paying out on a document described as a performance bond on the basis that on its true construction the instrument was in fact a guarantee and the guaranteed obligation was disputed
- Representing the customer of a bank which withdrew facilities without giving any reasons for doing so.
- **HALIFAX v OMAR** [2002] EWCA Civ 121 representing the bank at trial and in the court of appeal on claims to be subrogated to vendors' liens following a series of mortgage frauds
- **UCB v HEDWORTH** (2001) acting for and advising a borrower's wife defending mortgage possession claims on grounds of misrepresentation and undue influence where the bank alleged rights of subrogation and sub-subrogation

## Commercial

Geoffrey has acted for and advised in a wide range of commercial matters usually with a Chancery flavour including share sale agreements, property transactions, franchises, litigation funding.

### Examples include

- **STEWART FORD v POLYMER VISION LTD (2009)** [2009] EWHC 945 (Ch) [2009] 2 BCLC 160 he acted for the claimant on successful application for a declaration as to the validity of a debenture where the issues were whether the directors who had approved the grant of the debenture and the debenture holder had acted in good faith and within the scope of their powers in circumstances where the board was split. The company had sought to block the claim by appointing administrators under another debenture which was held to have been invalid.
- **RUGBY FOOTBALL UNION v VU LTD (2017)** and **WELSH RUGBY UNION LTD v VU LTD** [2018] EWHC 931 (QB) Geoffrey acted for former England rugby international Victor Ubogu in his disputes with the English and Welsh rugby unions concerning the provision of hospitality packages.
- In **LCM WEALTH MANAGEMENT LTD** [2013] EWHC 3957 (Ch) Geoffrey successfully acted for the respondents in an unfair prejudice petition where the defence relied on bad leaver provisions in shareholder agreement and articles. The petitioner was alleging unfair exclusion, the respondents alleged serious breach of duty / conflicts of interest against the petitioner
- **SUTHERLAND PROFESSIONAL FUNDING LTD v BAKEWELLS (A FIRM)** in which Geoffrey acted for a firm of solicitors in a dispute with insurers and litigation funders
- In **JSC BTA BANK v ABLYAZOV AND OTHERS** Geoffrey acted for two defendants against whom the bank was claiming ownership of a London property.
- In **ORIENTFIELD HOLDINGS LTD v PLANT** Geoffrey advised and acted for the claimant in a deceit claim against vendors of a £25m house in London
- **BOND WORTH LTD v CASH GENERATOR LTD** advising and acting for a group of aggrieved franchisees in

claims against the franchisor

- **FLAT ROOF CO LTD v BOWDEN** acting for a franchisor in a claim to enforce a restrictive covenant against a former franchisee
- Advising and acting in a claim for deceit against a solicitor who had prepared documents that were used by an alleged fraudster
- Advising a bank in connection with a forward currency exchange contract fraud

## Company

Geoffrey has a highly commended company practice, favoured by solicitors for his accuracy, practicality and realism. His practice includes all aspects of company work and he has a particular interest in directors' disqualification, directors' duties and shareholder's disputes. He represented the respondents in **Moxon v Litchfield [2013] EWHC 3957 (Ch)** the claimant and petitioner in **Re Infinite Renewables Ltd [2017] EWHC 1043 (Ch)** as well as advising directors and shareholders on a wide range of other matters involving shareholder disputes, partnership and LLP disputes, claims for breach of directors' duty and corporate insolvency.

In **Stewart Ford v Polymer Vision Ltd [2009] EWHC 945 (Ch) [2009] 2 BCLC 160** Geoffrey acted for the claimant on successful application for a declaration as to the validity of a debenture where the issues were whether the directors who had approved the grant of the debenture and the debenture holder had acted in good faith and within the scope of their powers in circumstances where the board was split. The company had sought to block the claim by appointing administrators under another debenture which was held to have been invalid.

In relation to directors disqualification Geoffrey appeared in **Re Park House Properties** a leading authority on the duties of non executive directors

## Current and recent cases include:

- Advising and representing the Council of Management a company limited by guarantee which hold the shares in a property holding company which owned the land from which a tennis club was operated until the land was sold for development. Geoffrey advised and represented the Council in relation to a number of claims by individuals who claim membership of the holding company. The companies went into members voluntary liquidation following the sale and the Geoffrey continues to advise and act for the liquidator in relation to the claims.
- Advising the directors of a distributor of high end kitchens in relation to the liquidator's claim for breach of fiduciary duty, preference and wrongful trading. The dispute centred around the repayment of loans made by the pension fund of an associated company.

## Company Directors Disqualification

Geoffrey has wide experience of Directors' disqualification, including fully contested trials, Carecraft applications and undertakings. He appeared in the leading case of **Re Park House Properties** a leading authority on the responsibilities of non executive directors.

## Insolvency & Restructuring

Geoffrey is widely commended for his keen legal brain and courtroom performance in insolvency work. A responsive, tenacious and considered advocate, he is often praised for his commercial pragmatism. His practice features an enviable track record in major insolvencies over the years including Imperial Consolidated in which Geoffrey represented and advised the administrators in relation to major asset recovery claims, Austin Rover (acting on behalf of the German creditors committee) and MF Global where he was instructed on behalf of the Tennessee Valley Authority, an agency of the US Federal Government. Geoffrey acted for the company on its appeal against a winding up order in **Re LSI 2013 Ltd** [2014] and has advised and acted liquidators, administrators and receivers in a number of matters, including asset recovery arising from breach of fiduciary duty, preferences and transactions at undervalues and the retrospective appointments of administrators where the original appointment was defective.

More recently Geoffrey has advised the directors of a distributor of high end kitchens in relation to the liquidator's claim for breach of fiduciary duty, preference and wrongful trading. The dispute in that case centred around the repayment of loans made by the pension fund of an associated company. Geoffrey is currently acting for the a company limited by guarantee which holds the shares in a property owning company which owned the land from which a tennis club operated until the land was sold for development. Geoffrey is advising and acting in relation to claims by individuals who claim membership of the holding company.

Geoffrey also acts in bankruptcy and Partnership insolvencies acting in disputed dent cases and for both debtors and IPs in asset recovery cases, and he has recently advised and represented the liquidators of a Stay in Style

## Partnership and LLP

Geoffrey has wide experience of all aspects of partnership law (including LLP's) and has acted in numerous partnership matters involving questions of whether a partnership existed at all; the dissolution and winding up of partnerships; partnership accounts; retirement (including compulsory retirement) and expulsion of partners; liability of partners and partnership insolvency. Reported cases include **Orton v Collins**[2007] EWHC 803 (Ch); [2007] 1 WLR 2953.

## Professional Negligence and Disciplinary

Geoffrey has wide experience of professional negligence cases involving solicitors, surveyors, valuers, receivers and other professionals. He acted for the successful claimants in **Carr-Glynn v Frearsons** [1999] Ch 326 a leading disappointed beneficiary case, **Glatt v Sinclair** [2011] EWCA Civ 1317 and both at trial and in the Court of Appeal for the claimant in **Orientfield Holdings Ltd v Bird & Bird** [2015] EWHC 1963 (Ch), and [2017] EWCA Civ 348 .

In other cases Geoffrey has advised the prospective claimant in claim arising out of a high value divorce settlement where the settlement provided the wife with a fund to meet an expected tax liability that would arise when she brought money onshore. The husband alleged that his solicitors failed to consider the possibility that rather than bring assets onshore, the wife would move herself off shore (which she did) so avoiding the tax and her giving her a windfall at the husband's expense.

In another case Geoffrey Advised the bank in a professional negligence claim against a firm of solicitors arising out of the alleged failure of the solicitors to ensure that loans of \$11m were adequately secured by charges over mines in Macedonia where it is alleged that the solicitors failed to obtain proper advice on Macedonian law and to ensure that the security documentation which they had drafted met the formal requirements of Macedonian Law or were properly completed in accordance with Macedonian Law.

## Property

Geoffrey has an outstanding reputation across a range of property matters. Well respected by peers and colleagues alike, he is regularly called on to provide expert advice and advocacy in property and property-related matters. He has in recent years been engaged in **Glatt v Sinclair** [2011] EWCA Civ 1317 as well as advising one of the landlords in connection with the **Bowlplex Ltd** CVA and other cases in which he has been able to deploy his experience in the property/insolvency crossover. He advised and acted for one of the defendants on property issues arising in the **JSC BTA Bank v Ablyazov** litigation.

Geoffrey has also acted in many cases involving trespass, adverse possession, easements and restrictive covenants (both their enforcement and their variation or discharge).

Other cases include acting in a claim for damages to an historic waterfront building in Whitby caused by the over-dredging of the harbour; representing fashion designer Ashley Isham in a constructive trust/proprietary estoppel dispute involving questions of Marshall Islands company law; and acted for the purchaser in the **Orientfield v Bird & Bird** [2015] EWHC 1963 (Ch) and [2017] EWCA Civ 348).

More recently Geoffrey has been involved in a multifaceted case arising out of a conveyancing fraud and involving claims professional negligence and rectification of the Land Register and indemnity; a dispute between members of a family over the beneficial interest in a farm house and between the client and various mortgagees as to whether her claim was an overriding interest. Geoffrey has also been advising in a dispute concerning the variation of a joint venture agreement relating to a residential development; a landlord and tenant dispute on liability for repairs following the collapse of the roof of commercial premises; acting for a trustee/beneficiary in a family dispute concerning the division of land held under family trusts; and he acted in dispute between a developer and land owner as to whether the development contract had been frustrated by a potential unforeseen £7m stamp duty liability.

Geoffrey also acts for various banks and LPA receivers in the enforcement of mortgages and in other property matters of various kinds

## Mediation and ADR

Geoffrey has represented and advised clients in many mediations and other forms of ADR.

## CAREER AND ASSOCIATIONS

Call 1984

Middle Temple

Joined Enterprise Chambers in 1985 after competing Chancery and specialist company law pupillages

Chancery Bar Association

Property Bar Association

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