

Jon Lang Mediation

Shareholder (including Joint Ventures) – mediation examples

mediation of an unfair prejudice claim arising from the setting up, by majority shareholders, of overseas companies in which a minority shareholder had no interest, the case involving a variety of issues including an analysis of inter-company transactions under US and OECD transfer pricing principles;

a minority shareholder action brought by various family members following the death of the company's founder, involving complex valuation issues, buy-out proposals, etc;

a dispute between family members over shares allegedly held in trust for the benefit of certain other family members but which were transferred to a third party;

a dispute arising out of the proposed de-merger of certain entities within a group following a dispute between shareholders, with the valuation of various pieces of land and the sharing of various third party contingent liabilities being very much in issue;

a mediation following a judgment given on a petition and cross-petition, each seeking relief for unfairly prejudicial conduct (under section 994 CA 2006) but before any remedies were ordered in relation to the unfair prejudice found to have taken place;

a dispute between founders of a company triggered by the setting up of an allegedly competing business and diversion of opportunities, the litigation involving various Companies Act claims under sections 459 (now s.994) and 320 (now ss. 190, 191, and 223) and the proper operation of the *O'Neill v Phillips* principles;

a claim for a share purchase order at a fair value (without discount) under section 994 Companies Act;

a three day multi-party, multi-jurisdictional mediation (preceded by a number of pre-mediation meetings) involving the separation of family interests in various groups of companies around the world, the mediated settlement being implemented by way of numerous transfers of shareholdings, redemption of loans and other 'balancing' transactions;

a dispute between beneficial owners of a significant property over its sale;

a shareholder dispute brought about by the exclusion of a founding shareholder from a company, involving various Companies Act claims including under s.998, for rectification of the register of members (as a result of various disputed share transfers), as well as under non-compete provisions;

a minority shareholder action involving difficult issues of valuation of a shareholding, buy-out proposals, quasi-partnership issues, dividend policies etc;

a seven-party minority shareholder action involving allegations of transactions at an undervalue, unfair prejudice, breach of confidence etc;

various shareholder claims arising from exclusion from management, for breach of legitimate expectation (of participation in management) and unfairly prejudicial conduct e.g. payment of large salaries, bonuses etc reducing distributable profits and balance sheet value;

a mediation of a derivative claim following a judgment providing that certain former joint venture partners held certain shareholdings on trust for one another;

confidential information dispute in the healthcare sector arising out of the departure of minority shareholders/directors;

a multi-faceted family business dispute involving several land valuations, some subject to protected tenancies under the Agricultural Holdings Act 1986 and farm business tenancies, pensions and other assets including shares in various companies, the outcome being a complete separation of interests;

numerous minority shareholder actions;

Joint Venture

a dispute between two publishing houses with shareholdings in a joint venture, concerning corporate oversight, director's appointments, etc;

dispute between a travel company and television company over a joint venture;

a joint venture dispute concerning various healthcare insurance companies;

a joint venture dispute concerning an assignment of a portfolio of patents, with argument focusing on whether patents omitted from the assignment were relevant to a particular area of technology;

a dispute arising out of an accounting process at the end of a joint venture arrangement for the development of a block of flats, one party providing funding and the other management services, the dispute concerning planning permission, the obtaining of licences, and the eventual marketing and sale of the units;

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