

**2005 NETWORK LAW  
FINANCIAL SERVICES FORUM**

**CHANGES IN CONTROL OF MUTUALS  
A PRACTICAL GUIDE**

**TAKEOVERS / DEMUTUALISATION / MERGERS / WINDING UP, DEFENCES,  
PROCEDURES & ISSUES FOR MUTUAL FINANCIAL INSTITUTIONS**

**FRIDAY 7 OCTOBER 2005  
COOGEE BAY HOTEL  
COOGEE BEACH, SYDNEY**

# 2005 NETWORK LAW FINANCIAL SERVICES FORUM

## FRIDAY 7 OCTOBER 2005

### KEY ISSUES

The financial services industry continues to change, and the rate of change is accelerating. Market forces and the increasing demands of regulation are forcing many mutual financial institutions to consider their futures and to carefully weigh up the alternatives that are available to them. Many mutual institutions are concerned by the possibility of unsolicited takeover attempts.

#### Key benefits of attending

This forum will provide registrants with a practical guide to dealing with unsolicited takeover attempts, demutualisation, mergers (transfers of business) and winding up. Those attending will learn what is involved, what the main consequences are, what the main issues are, and what can be done to protect a mutual institution. They'll have the opportunity to hear from lawyers involved in the Capricornia case and lawyers currently helping many credit unions to make protective constitutional amendments. They will be far better informed, and hence more able to ensure that their Boards consider all the alternatives and make the best choices. In the afternoon a number of concurrent sessions will be held so that registrants can choose the sessions of most relevance to them.

#### Who should attend?

Directors  
Chief Executives Officers  
Other Senior Executives  
Internal & External Auditors

#### Cost

\$880.00 (inc. GST) per person. Discounts apply for group and early-bird bookings - see the Registration Form for details. The fee includes lecture notes for all sessions, the champagne round table discussion group, lunch and refreshments.

#### Venue

Coogee Bay Hotel, Coogee, Sydney NSW. This historic hotel overlooks beautiful Coogee Beach, one of Sydney's premier beach locations, and is only 20 minutes from the Sydney CBD and airport. It offers an attractive blend of beachside environment and first class conference facilities.

#### Diet

Please advise Sandra Wetton (swetton@normans.com.au or 08 8210 1280) of any special dietary requirements.

### ACCOMMODATION

A special conference rate has been arranged for registrants requiring accommodation at the Coogee Bay Hotel:  
\$180.00 per night Ocean View  
\$160.00 per night District View  
Please contact the hotel direct to make a booking:

Coogee Bay Hotel  
9 Vicar St, Coogee  
Phone. (02) 9315 6064

Accommodation abounds in the Coogee area. Alternatives include:

Crowne Plaza Hotel, (02) 9315 7600  
Coogee Sands Hotel, (02) 9665 8588  
Medina Services Apartments, (02) 9578 6000  
Dive, 2343 Arden St Coogee, (02) 9665 5538

### SPEAKERS

#### Shannon Adams

Partner, Norman Waterhouse

#### Mark Fatharly

Partner, Kott Gunning

#### Stephen Glenfield

General Manager South West Region, APRA

#### David Jacobson

Principal, Jacobson Consulting

#### Richard Joice

Partner, Langes

#### Paul Luton

Partner, Gilshenan & Luton

#### Francis Moore

Partner, Mahonys

#### Stuart O'Neill

Associate, Gilshenan & Luton

#### Stephen Quartermain

Commercial Counsel, Gilshenan & Luton

#### Neville Sinclair

BDO, Accountants & Advisers

#### Rob Surman

Special Counsel, Norman Waterhouse

#### Mark Swivel

Partner, Langes

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### THE PROGRAM

8.30 - 9.00am	Registration & coffee		<i>Afternoon Co-Ordinator: Paul Luton</i>
9.00 - 9.15	Welcome & introduction <i>Mark Swivel</i>	1.30 - 2.10	Takeovers: Non-Constitutional Defence Strategies <i>Mark Fatharly</i>
9.15 - 9.55	Keynote Address 1: Topic and speaker to be advised		or
10.00 - 10.40	Takeovers: What to expect from a hostile predator <i>Francis Moore</i>		Transfers of Business: Initiating, memorandums of understanding, confidentiality, due diligence, the transfer process <i>Shannon Adams</i>
10.40 - 11.10	Morning Tea		
11.10 - 11.50	Capricornia Case Study: Lessons Learned <i>David Jacobson &amp; Stephen Quartermain</i>	2.20 - 3.00	Takeovers: Constitutional Defence Strategies <i>Francis Moore</i>
11.55 - 12.35pm	The Duties of Directors: Takeover Proposals, Transfers of Business, Winding Up <i>Rob Surman</i>		or
12.35 - 1.30	Lunch	3.10 - 3.50	Taxation Issues: Transfers of Business & Winding Up <i>Neville Sinclair, Rob Surman &amp; Stuart O'Neill</i>
			Transfers of Business: Problematic Issues (inc. different share subscription prices, transitional arrangements, retirement benefits for directors and executives) and use of the Section 20 Statement <i>Richard Joice &amp; Mark Swivel</i>
			or
			Winding Up: When is it worth considering, what are the issues, what is the process? <i>Rob Surman</i>
		4.00 - 4.40	Keynote Address 2: Topic to be advised <i>Stephen Glenfield</i>
		4.40 - 5.00	Closing Remarks <i>Francis Moore</i>
		5.00 - 6.00	Champagne Round Table Discussion Groups Join a table of your choice to discuss one of the topics of the day in a relaxed environment

# 2005 NETWORK LAW FINANCIAL SERVICES FORUM

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### REGISTRATION FORM

**Please complete and send with a cheque for payment to:**

Network Law Pty Ltd  
ABN 64 093 576 124  
C/- Norman Waterhouse  
GPO Box 639  
Adelaide SA 5001

**Registration fees**

Individual: \$830.00 (inc. GST) *Pre 2 September*  
              \$880.00 (inc. GST) *Post 2 September*  
Group: \$740.00 each (inc. GST) *Pre 2 September*  
          \$790.00 each (inc. GST) *Post 2 September*

A Group is any 2 or more delegates from the one institution

**Registrations close on Friday 23 September 2004**

**Cancellation Policy**

Cancellations must be made in writing to Network Law Pty Ltd. A full refund, less an administration fee of \$50, will be paid if cancellation is received by Friday 23 September 2005. No refunds will be given for cancellations after that date, but substitute delegates will be welcome provided that written notice is given before the event.

**Privacy**

Your personal details will only be used to record your registration and to communicate with you about the Forum

**Enquiries**

Sandra Wetton  
Phone. (08) 8210 1280  
Fax. (08) 8210 1234  
Email. swetton@normans.com.au

**Cheque enclosed for \$** \_\_\_\_\_

**Organisation** \_\_\_\_\_

**Address** \_\_\_\_\_  
\_\_\_\_\_

**Phone** \_\_\_\_\_

**Fax** \_\_\_\_\_

**Email** \_\_\_\_\_

**Contact Person** \_\_\_\_\_

**Phone** \_\_\_\_\_

**Delegates:**

**Title**  Mr  Mrs  Ms  Miss  Dr  Prof

**Family Name** \_\_\_\_\_

**Given Name** \_\_\_\_\_

**Preferred Name** \_\_\_\_\_

**Position** \_\_\_\_\_

**Title**  Mr  Mrs  Ms  Miss  Dr  Prof

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