

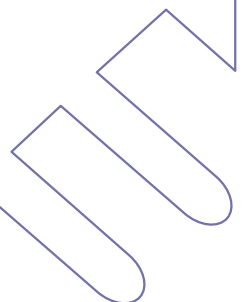


**DonaldsonWalsh**  
Lawyers

CORPORATE  
& COMMERCIAL



STRAIGHT TALK.



# Proceed with confidence

## Proper preparation done properly

In any business, finding the balance between opportunity, risk and outcome can be complicated. Our experienced Corporate & Commercial team can cut through the complexity to provide you with straightforward advice.

We can help you achieve the results you want in transactions for major corporations and small and medium enterprises. We also provide practical advice on critical business issues, including corporate governance, risk management and competition and consumer law matters.

From time to time, problems such as contractual disputes, commercial claims and regulatory issues can arise. If they do, we can provide you with practical advice and work through steps to avoid troubles. We will work closely with you to find ways to achieve your commercial objectives quickly and cost effectively.

## SERVICES PROVIDED

DW's capable Corporate & Commercial team is able to assist you with:

- Acquisitions, mergers and disposals, including due diligence
- Aged care
- Agribusiness
- Building and construction documents and projects
- Business arrangements, including succession planning
- Capital raising and IPOs
- Competition and Consumer Law

- Corporate governance, including advice on directors duties
- Commercial contracts and leases
- Compliance systems and corporate governance manuals
- Dispute resolution
- Financial services regulation compliance
- Franchising Code of Conduct
- Franchise development
- Intellectual property commercialisation and management and litigation
- Liquor licensing
- Loans and securities, including charges, mortgages and bills of sale
- Risk management and asset protection
- Shareholder and investor agreements
- Structuring and restructuring of businesses, including corporations, trusts, partnerships, joint ventures and other structures
- Superannuation advice and structuring
- Taxation - Commonwealth & State
- Trade contracts (Australia and overseas), including joint ventures, distribution and agency arrangements
- Trusts, including discretionary trusts, unit trusts, concessional taxed trusts and child maintenance trusts
- Wine and viticulture.

## MEET THE TEAM

### **Sandy Donaldson**

direct +61 8 8229 0916  
SDonaldson@dwlaw.com.au

Sandy leads our Corporate & Commercial practice. He advises on issues ranging from corporate fundraisings and asset acquisitions to tax and the commercialisation of intellectual property. He also has particular expertise in the wine industry and the private health insurance industry.

### **William Esau**

direct +61 8 8229 0914  
WEsau@dwlaw.com.au

William is one of the leaders of the firm's Corporate & Commercial practice. He advises on a wide range of commercial matters, including property related transactions.

### **Richard Phillips**

direct +61 8 8229 0969  
RPhillips@dwlaw.com.au

Richard is a commercial partner specialising in contractual and property issues, finance and banking, and general business dealings.

He has 20 years experience negotiating and settling contracts for the sale and purchase of businesses.

He also does advisory work in relation to retail developments, and prepares and negotiates corporate documentation.



*Left to right: Melanie, Christian, Richard, Sandy, William, Kieren & Lisa.*

**Melanie Bird**

direct +61 8 8229 0984  
MBird@dwlaw.com.au

Melanie specialises in general commercial litigation and insolvency matters. Her commercial experience also includes numerous conveyancing and property-related matters, banking and finance litigation, insurance and complex estate-law matters.

**Christian Munt**

direct +61 8 8229 0902  
CMunt@dwlaw.com.au

Christian has a broad range of commercial dispute experience and regularly provides advice on commercial matters as Special Counsel with the firm. He has particular expertise in the areas of contract, corporate and business disputes, competition and consumer litigation, insolvency law and building and construction law.

His focused, commercially-minded approach has resulted in a proven

record of favourable client outcomes - whether by negotiation, mediation or, if necessary, court determination.

**Kieren Moore**

direct +61 8 8229 0937  
KMoore@dwlaw.com.au

Kieren advises across all aspects of taxation including income tax, capital gains tax, stamp duties and indirect taxes. In the broader framework of corporate and commercial matters, Kieren has experience in a range of transactions including business and equity sales and acquisitions, and all aspects of business succession.

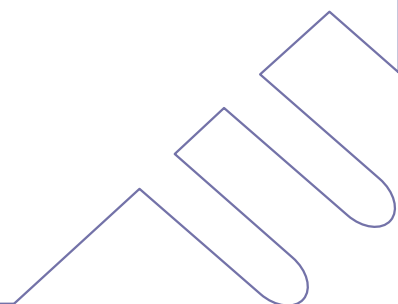
He also works across such diverse areas as franchising and competition and consumer law matters, and partnership/joint-venture arrangements for a variety of purposes and industries.

**Lisa Dowdy**

direct +61 8 8229 0964  
LDowdy@dwlaw.com.au

Lisa practices predominantly in the areas of property, franchising and hospitality. Combining her degrees in Commerce and Law and her background as an accountant and export manager at a winery, she has a solid commercial background and acts for commercial clients in all manner of front and back end transactions.

Lisa advises clients on a wide range of commercial matters and regularly presents seminars to clients on current legal issues.



## OUR EXPERIENCE

The DW Corporate & Commercial team acts for public and private clients in a broad range of corporate and commercial matters.

Our clients range in size from multinational corporations with local and overseas activities, to small to medium enterprises and individuals.

### Some highlights include:

- Restructuring and changing the corporate status of a major restricted-access health fund
- Advising on an Australian, Indian and American joint venture to establish a manufacturing facility for molding automotive components in India
- Acting for an investment group in its acquisition and development of shopping-centre assets and high-rise office buildings
- Advising an Australian communications business on local and international installation, utilisation and service agreements
- Advising many companies on the tax consequences of transactions and structuring arrangements
- Advising a large retail group on solvent capital restructure, divesture of assets and debt restructure
- Advising on the establishment and legal operation of national and international franchises
- Advising international companies on Australian acquisitions and disposals
- Undertaking leasing work for successful shopping-centre developments
- Acting for successful applicants in the Coonawarra geographical indication determination, which remains one of the most significant decisions affecting the establishment of geographical indications.

## KNOWLEDGE SHARING INITIATIVES

The corporate environment is subject to constant legal, technical, political, economic, social and international developments.

We constantly monitor these changes and challenge conventional approaches to develop better legal solutions for tough problems, and provide clients with a forward thinking approach to increase the opportunity for success.

### To keep you up to date, we:

- Produce the *DW Report*, a regular report providing commentaries and updates on recent case law and legislative changes, and other analysis, reviews and news
- Facilitate the Law Society of South Australia's Practical Legal Training Commercial and Corporate Practice Workshops; and
- Provide lectures for clients and associations on topics such as the creation of commercial structures, conducting commercial transactions, case law updates, industrial relations and insolvency administration.

## LIKE TO TALK?

If you would like to discuss a corporate or commercial issue with any member of our team, please don't hesitate to contact them directly by phone or e-mail (see "Meet the team" section on the previous page).

Or, if you have a more general legal enquiry, simply contact us through any of the channels listed here and we'll put you in contact with the most appropriate Practitioner.

### Donaldson Walsh Lawyers

Kings Chambers  
320 King William Street  
Adelaide SA 5000

phone : +618 8410 2555  
fax : +618 8410 2322  
info@dwlaw.com.au

