

ROYDON EUAN LUFF

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**PROFESSIONAL
QUALIFICATIONS:**

Bachelor of Laws (Monash University) - 1970)
Bachelor of Jurisprudence (Monash University) - 1968
Accredited Mediator of the Institute of Arbitrators
Fellow of the Institute of Arbitrators - 1993

ADMISSION:

Supreme Court of Victoria - 1971

APPOINTMENTS:

Senior Partner

MEMBERSHIPS:

Law Institute of Victoria
Monash University Alumni

EXPERIENCE:

Commercial Property and Subdivisional Developments:

- Acting for Developers who carried out major industrial subdivision - advice included Town Planning issues, VCAT Applications, negotiations with Council, drawing and engrossing Option Agreements, Contracts of Sale, negotiating with Financiers

Mergers and Acquisitions, Company Takeovers, Preparation of Prospectus including overseeing Due Diligence investigations:

- Acquisitions of Publicly Listed Company and "back door" listing of two Companies on ASX using existing public listed company as vehicle;
- Involved in takeover of Public Listed Company (friendly takeover);
- Involved in hostile takeover of Public Listed Company including Corporation and Securities Panel - advising Directors.

Advising the Resources Exploration and Mining Industry

- Tenement issues;
- Joint ventures;
- Farm-In Agreements;

Consideration of International related Company Law regarding tax issues, of research and advising on Company law in foreign countries.

Public Equity Fund Raising and ASX Compliance Work

- Broker & institutional negotiation for Equity raising of all types including convertible notes issues etc

Major Commercial Litigation

- Acting for Insolvency Practitioners - Minority shareholder oppression action which proceeded before the Full Court of the Supreme Court on Appeal;
- Acting for Finance Company which has its own List in the Supreme Court of Victoria;
- Senior Partner acting for liquidators of Security Directors Pty Ltd and Byron Moore Journeaux in respect of numerous and varied proceedings such as claims against former directors of Byron Moore Journeaux and supervising team of solicitors;
- Acting for liquidator of Hersfield Developments Pty Ltd (In Liquidation), inter alia, in respect of approximately 25 preference action claims including claims against financiers of the liquidated company;
- Representing Mortgagees and Mortgagors (in respect of claims by financial institutions);
- Acting for individuals in respect of claims regarding foreign exchange loans by Bank;
- Acting on behalf of clients in respect of VicRoads' Compulsory Acquisition matters;
- Acting for various clients against the ATO in respect of disputes relating to claims for sales tax, unremitted BAS and GST.

Probate and Estate Administration and Associated Matters

Acting in respect of various Estates in the capacity as legal practitioner, executor or administrator involving:

- a plethora of issues including three life tenants spanning administration over many years;
- Assignment of remaining interests;
- Potential conflict between Beneficiaries and Executors - re finalisation;
- Large estate planning spanning five decades;
- Coordination of legal documentation including assignments of remainder interest and releases and discharge of the Estate;
- Specific advice on Executor's rights and obligations;
- Consideration of various provisions of the Administration and Probate Act.

Acting in an Estate which involved running of a business

- The Estate involved, inter alia, running a business and in

order to sell the business, contact was required with accountants and financial advisors, together with the stakeholders;

- Operating business for 12 months. The sale of the business involved litigation with the purchaser which was resolved to the benefit of the Estate;
- Dealing with complex tax issues.

Acting for an Estate which involved:

- Dispute between the family which resulted in the appointment of a Guardian by the brothers;
- Dispute between the remaindermen beneficiaries;
- S91 Family Provision action.