



## Seb Oram

**Year of Call:** 2007

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### Commercial

Seb's Commercial practice focuses on professional negligence, insolvency and business entities (Company Law, LLPs and joint ventures). A significant proportion of the matters in which he acts raise questions of conflicts between international jurisdictions.

In the field of professional negligence, his experience in the Commercial sphere extends to claims against lawyers, insurance brokers, finance professionals, and company directors. He is frequently instructed in claims arising from the misconduct of litigation and conveyancing transactions. He also prosecutes and defends claims for breach of directors' duties, including derivative claims under the Companies Act 2006.

In each of his practice areas he represents parties in arbitration, the High Court and the County Court.

#### Recent cases

- Professional negligence claim against conveyancing solicitors, resulting in transfers of defective title
- Professional negligence claims against financial (tax) advisors, arising from 'film scheme' income tax mitigation advice
- Restoration of companies struck off under the Companies Act 2006, and limitation directions (2017, Court of Appeal)
- Various disputes relating to the international sale of goods and commodities
- Disputes arising from breaches of a joint venture agreement for the acquisition of property, and unfair prejudice in the conduct of company affairs
- Defending a company director in breach of trust and preference / transaction at undervalue claims concerning dealings with land
- Shareholder dispute arising from the dissolution of a technology-based business venture, claiming duress and intimidation (2016, Court of Appeal)
- Acting for liquidators in the recovery of assets from former directors of a company and related parties
- Acting for an AIM-listed company in derivative action proceedings under the Companies Act 2006

#### Recent cases (Commercial):

##### **Davy v. Pickering [2017] EWCA Civ 30; The Times, 2017, 8 March**

The discretion to make directions under s.1032 of the Companies Act 2006, including provision back-dating the deemed date of presentation of a winding up petition.

##### **Dawson v. Bell [2016] EWCA Civ 96; [2016] 2 BCLC 59**

Damages for economic duress / tort of intimidation, arising out of the execution of a shareholders' agreement.

**Green (as liquidator of Al Fayhaa Mass Media Limited) v. El-Tai [2015] BPIR 24 (Ch)**

Liquidator's preference claim considering director's duty of fairness between creditors, in repaying loans.

**Threlfall v. ECD Insight Ltd [2013] IRLR 185 (QB)**

Breach of solicitation covenant in director's employment contract, and in a share buy-out agreement.

**JGD Construction Ltd v. Mills [2013] EWHC 572 (Ch), [2013] BPIR 811**

Appeal considering the extent to which the court has a discretion to make a final third party debt order, notwithstanding the fact that the judgment debtor has entered formal insolvency proceedings.

**Stupples v. Stupples & Co (High Wycombe) Ltd [2012] EWHC 1226 (Ch); [2013] 1 BCLC 729**

Defence of claim for agent's fees, based on agent's conflict of interest.

**Asiansky Television Plc & Anor v Khanzada & Ors [2011] EWHC 2831 (QB)**

Professional negligence claim in relation to the conduct of litigation.

**Imageview Management Ltd v. Jack [2009] EWCA Civ 63; [2009] 2 All ER 666; [2009] 1 Lloyd's Rep 436; [2009] 1 BCLC 724; [2009] Bus LR 1034; The Times, 24 March 2009**

Extent of a fiduciary's disentitlement to remuneration following breach of duty.

**Insolvency**

Seb acts in contentious insolvency, both corporate and personal.

In each, he may be instructed at all stages of the insolvency process, from disputed petitions and restraining winding up, administering the insolvency and asset recovery, and termination of the insolvency process. He also advises and acts in relation to directors' disqualification proceedings. A number of his previous cases have been reported.

**Typical areas of instruction include:**

- Pre-insolvency
- Validation orders
- Applications to restrain presentation of petitions
- Setting aside statutory demands
- Disputed winding up / administration petitions
- Insolvency process and asset realisation
- Vulnerable transactions (preferences, transactions at undervalue, transactions defrauding creditors)
- Misfeasance and breach of duty claims against directors
- Fraudulent and wrongful trading
- Disputed proofs of debt
- Removal of liquidators / administrators.

**Other**

- Applications to act as director of companies with prohibited names
- Dissolution of companies

- Director disqualification.

#### **Recent cases (Insolvency):**

##### **Davy v. Pickering [2017] EWCA Civ 30; The Times, 2017, 8 March**

The discretion to make directions under s.1032 of the Companies Act 2006, including provision back-dating the deemed date of presentation of a winding up petition.

**Green (as liquidator of Al Fayhaa Mass Media Limited) v. El-Tai [2015] BPIR 24 (Ch)** Liquidator's preference claim considering director's duty of fairness between creditors, in repaying loans.

##### **JGD Construction Ltd v. Mills [2013] EWHC 572 (Ch), [2013] BPIR 811**

Appeal considering the extent to which the court has a discretion to make a final third party debt order, notwithstanding the fact that the judgment debtor has entered formal insolvency proceedings.

#### **Professional Negligence**

Seb's practice centres on professional negligence in the Commercial and Construction sectors. In 2017 he appeared in the Court of Appeal in a landmark decision relating to duties of care in respect of professional advice and services provided gratuitously. He is regularly instructed to advise and represent parties in the High Court, the County Court and (where available) in arbitrations relating to professional negligence.

He also regularly lectures on the topic.

Seb has particular experience in relation to negligence claims relating to the following professional disciplines and subjects:

- Construction
- Architects and designers
- Construction project managers and contract administrators
- Engineers and structural designers
- Surveyors (Quantity, Building, Land/Geotechnical and Management)
- Mechanical and electrical works designs
- Lawyers
- Misconduct of litigation and wasted costs orders
- Conveyancing and defective title
- Negligence in drafting commercial agreements
- Finance and Business
- Tax advisors
- Investment advisors
- Property valuers
- Company directors and managers (breach of care and skill and fiduciary duty, and derivative claims)

#### **Recent cases (Professional Negligence):**

##### **Burgess v. Lejonvarn [2017] EWCA Civ 254; 171 ConLR 118**

Professional negligence claim against architect; assumption of responsibility in tort for design and project management services provided gratuitously.

## Re Elektron Technology plc [2015] EWHC 2121 (Ch), [2015] All ER (D) 97

Resisting an application to permit an action to proceed as a derivative action against an AIM-listed public company.

### Other:

- Acting for the employers in a redevelopment of luxury residential property in Notting Hill, claiming against their construction project manager and an insurance broker for advising negligently on the terms of the construction contract and project insurance.
- Acting for the employers in a refurbishment of a heritage-status 18th century church, claiming against their architect and project manager for the negligent performance of supervision services.
- Acting for the employers in a claim against structural engineers, arising out of defective footings of a commercial development in Brighton.
- Acting for a homeowner in a claim against structural engineers following the collapse of a house during basement excavation works.

## Publications

Access to accounting information under Share Purchase Agreements. Seb Oram analyses, for LexisPSL, the recent decision in Zedra Trust Company (Jersey) Ltd v. The Hut Group Ltd [2019] EWHC 2191 (Comm), in which the Commercial Court considered what rights one party to a Share Purchase Agreement has against the other, to access information about the company after completion of the sale. This article was first published by Lexis®PSL on 28 August 2019.

[View Publication](#)

Commercial update: Commercial negotiations and draft contracts – the formation of a binding contract

When one party pulls out of commercial negotiations before a contract is signed, how does the Court determine if a contract has been formed? Seb Oram analyses the Commercial Court's recent decision in Rotam Agrochemical Co Ltd v. GAT Microencapsulation GmbH [2018] EWHC 2765 (Comm).

Seb is a Commercial Law barrister specialising in professional negligence and the construction sector.

[View Publication](#)

Unfair Terms:

What has changed recently?

UCTA 1997: dealing on another's standard terms

Changes to unfair terms in consumer contracts

To read Seb Oram's analysis, please click on the link below.

[View Publication](#)

After Schrems, how lawful is cloud storage? An update by Seb Oram

[View Publication](#)

Commercial update: Professional negligence – Seb Oram revisits conveyancers' scope of duty. The Supreme Court has recently heard a challenge to the SAAMCO 'scope of duty' principle, in the context of a professional negligence claim against conveyancers. Seb Oram analyses the recent, landmark decision in BPE Solicitors v. Hughes-Holland [2017] UKSC 21 (SC) that considers how the scope of duty principle applies.

[View Publication](#)

## Recommendations

Experienced junior focusing on professional negligence claims against construction professionals, among others. He has experience litigating in the Court of Appeal as well as the TCC.

"He very quickly inspires confidence in the client and is a measured but very effective negotiator."

Recent work: Acted before the Court of Appeal in a claim arising out of the design, tendering and supervision of the structural relandscaping of a terraced garden, and considering whether a professional could be held liable for services provided gratuitously.

**Chambers UK 2019**/Professional Negligence: Technology & Construction London Bar – Band 3

Strengths: "You can bombard him with information and he sees straight through everything that needs to be swept aside. He gets to the crux of the issue. He is also a very effective communicator."

**Chambers UK 2018**/Professional Negligence: Technology & Construction London Bar – Band 3

'Incredibly detailed, solid and hardworking.'

**Legal 500 2018/19**/Professional Negligence/Leading juniors/London

## Academic qualifications

- MA (Hons.) Law, Trinity Hall, Cambridge
- LL.M., University of Bristol

## Professional qualifications & appointments

- Called 2007; Lincoln's Inn

## Professional bodies

- Associate member of the Association of Business Recovery Professionals ("R3")
- Chancery Bar Association
- Member of the Society of Construction Law
- Technology & Construction Bar Association (TECBAR)