

Clara Hagan

Special Counsel

Perth

T +61 8 9429 7623

M +61 4 1139 5505

clara.hagan@squirepb.com



About Clara

Clara Hagan is an experienced litigator known for navigating complex legal disputes and providing innovative and commercial solutions.

Clara has acted for a range of clients across varied sectors, including closely held proprietary companies and ASX-listed companies with interests in Australia and internationally.

Clara has experience advising on an array of different issues, with a particular focus on board and stakeholder disputes, and disputes concerning complex contractual and financial arrangements, corporate governance issues and duties arising under the Corporations Act 2001 (Cth) (Corporations Act).

Clara provides strategic advice throughout a dispute, from early strategy development through to mediation, trial and appeal, and has represented clients before all Western Australian state courts and the Federal Court of Australia.

Clara is also experienced at responding to regulatory investigations and works closely with transactional teams to identify and mitigate potential litigation risk at the deal stage.

Clara is valued both for her capacity to apply her intellect to identifying workable solutions to complex matters and her ability to relate to people. Clara's clients appreciate her ability to distil complex issues into simple concepts and provide strategic advice.

Experience

- Acting on, and providing strategic advice in relation to, disputes arising from M&A transactions, including disputes as to preemption rights, termination rights, and earn-out and completion payments. Experience includes providing early strategic advice through to appearing as junior trial counsel in Supreme Court of Western Australia proceedings concerning the repudiation of a share sale agreement.
- Advising and acting on claims in respect of breach of director and officer duties.

- Acting on public and private company board and stakeholder disputes across a number of sectors, including:
 - Advising on corporate governance processes, inconsistencies between constituent documents and prior noncompliance
 - Providing strategic advice on managing contentious meetings and the potential to utilise corporate processes to favourably resolve disputes
 - Making and responding to requests to inspect company share registers and other company information
 - Addressing allegations against board members and key management personnel, including for breach of director duties associated with unauthorised payments, the diversion of assets and corporate opportunities, and entry into other related party transactions
 - Providing ongoing strategic advice to the majority shareholders of a group of high-value, closely held private companies whose shareholding was valued at over AU\$100 million in respect of long-running disputes, ultimately resulting in the successful sale of the client's interests
 - Providing ongoing strategic advice to a minority shareholder of a closely held private company whose shares were valued at over AU\$50 million
- Acting on oppression actions, including acting on:
 - A lengthy shareholder oppression action relating to the affairs of a public unlisted mining company. The year-long trial was complicated by significant developments in the conduct of the mining company's affairs, including implementing changes to its board and receiving competing takeover bids that resulted in related applications being made to the Takeovers Panel.
 - Proceedings commenced by members of an Aboriginal corporation claiming relief for alleged oppressive conduct within the meaning of Section 166-1 of the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (Cth). These actions formed part of a larger series of interrelated claims concerning long-running disputes in respect of the conduct of the corporation's affairs.
- Engaging with regulators and responding to investigations conducted by the Australian Securities and Investment Commission, the Australian Federal Police and the Therapeutic Goods Administration involving issues such as suspected fraud, "greenwashing" and restraints on advertising, as well as responding to alleged planning infringements.
- Acting on urgent applications for injunctions, stay orders, freezing orders and for relief in respect of an irregularity under Section 1322 of the Corporations Act.
- Acting on claims against Australian Financial Services Licensees in respect of noncompliance with their statutory obligations and duties around the provision of advice and disclosure. Experience includes acting for an individual on a claim against a US-headquartered multinational broking platform concerning representations made in connection with the provision of a margin lending facility.
- Acting for the administrators (subsequently deed administrators) of an ASX-listed gold producer and its wholly owned subsidiaries on the restructure of the company group by way of deeds of company arrangement (DOCA). The engagement included acting on a successful application under Section 444GA of the Corporations Act to permit the transfer of all of the company's shares to the proponent.

- Acting for a DOCA proponent in Supreme Court of Western Australia proceedings concerning an urgent application made by a gold mining company to set aside DOCAs on a number of grounds, including so that insolvent trading claims could be pursued that were alleged to arise at a time when the directors were availing themselves and the relevant companies of the safe harbour protections in the Corporations Act.
- Advising and acting on all stages of project and mining service contract disputes from providing early advice in respect of variation and delay notices to acting on subsequent claims. Experience includes acting for a mining services contractor in defending long-running misleading and deceptive conduct and contract claims relating to an iron ore mining and infrastructure project.
- Implementing acquisitions via schemes of arrangement, with experience acting for both the bidder and the target.
- Advising on the enforcement and release of securities, including acting for:
 - A major lender to, and minority shareholder in, an international engineering company in respect of the enforcement of its security in the context of other ongoing disputes
 - An ASX-listed company on restraining the enforcement of security held over its assets by a Singaporean-listed company pending the constitution of a Singapore International Arbitration Centre (SIAC) tribunal to adjudicate an underlying dispute
 - A DOCA proponent on court action available to compel the release of junior security interests to allow for completion of the restructuring arrangements
 - A public unlisted company on successfully removing security interests registered on the Personal Properties Securities Register (PPSR) against company property by a former director in favour of his related entities without a proper basis to do so
- Acting on commercial property disputes, including acting for the owners of a café in their high-profile private nuisance action against a commercial property developer. The café owners claimed damages in respect of the disruption to their business caused by the AU\$100 million major redevelopment of the surrounding retail and commercial precinct, including responding to the developer's counterclaim alleging the café owners should be liable for intentionally interfering with the developer's contractual relations by impeding completion of the development.
- Acting on disputes concerning the management and control of trust assets, including acting:
 - For the plaintiff in respect of matters concerning the misapplication of funds from insurance broking trust accounts
 - For the plaintiff in seeking orders under the Trustees Act 1962 (WA) to replace the trustee of a unit trust (or alternatively to wind up the trust) and related relief
 - On proceedings seeking determinations as to the proper interpretation of powers arising under trust deeds
- Acting on disputes concerning the alleged misuse of intellectual property and company information, and the enforcement of restraints on the use of such information.
- Acting on contentious winding-up applications and statutory demand proceedings, including successfully opposing a Supreme Court of Western Australia application to set aside a statutory demand issued to a director of an Australian-listed mining company and related applications before the Court of Appeal.

Credentials

Education

- College of Law, GDLP, 2015
- University of Notre Dame Australia, LL.B., 2014
- University of Notre Dame Australia, B.Comm., 2014

Admissions

- High Court of Australia, 2015
- Supreme Court of Western Australia, 2015

Expertise

Services

- Litigation
- Restructuring & Insolvency
- Government Investigations & White Collar

Industries

- Construction & Engineering
- Energy & Natural Resources
- Life Sciences
- Mining

About our firm

One of the world's strongest integrated law firms, providing insight at the point where law, business and government meet. We deliver commercially focused business solutions by combining our legal, lobbying and political capabilities and invaluable connections on the ground to a diverse mix of clients, from long-established leading corporations to emerging businesses, startup visionaries and sovereign nations. More than 1,500 lawyers in over 40 offices across four continents provide unrivaled access to expertise.