

# 2019: A YEAR IN REVIEW



Looking retrospectively at 2019, there were many interesting developments in the legal arena. We provide a summary of the key highlights with insights as to what may be in store for 2020.

This note has been prepared for informational purposes only, and is not legal advice. Please contact us if you require advice on matters covered in the summary below.

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BARRISTERS  
& ATTORNEYS

## MEET OUR NEW TEAM MEMBERS



**Nathan Samuels**  
Senior Associate  
Private Client



**Adenike Carmichael**  
Client Relationship Manager  
Dispute Resolution



**Tim Molton**  
Associate  
Dispute Resolution



**Donna Muñoz-Pitcher**  
Paralegal  
Private Client



**DeWaal Nigrini**  
Paralegal  
Corporate & Finance



**Tashae Harvey**  
Paralegal  
Corporate & Finance



### MJM Promotes Brian Holdipp to Counsel

MJM Limited are pleased to announce the promotion of Brian Holdipp from Senior Associate to Counsel at the firm, with effect from 1st November 2019.

[Read More \[November 2019\]](#)

## MJM IS RECOGNISED

### **MJM Internationally Recognised by The Legal 500**

MJM Limited is pleased to announce that international law firm rating agency, The Legal 500 has once again recognised MJM in the Corporate and Commercial, Dispute Resolution, Real Estate and Trust/Private Client practice areas.

[Read More \[November 2019\]](#)

### **MJM Recognised by IFLR1000 for 2020**

MJM Limited has again been recognised by IFLR1000 as a corporate and finance leader with a Tier 2 ranking in the 2020 guide. Additionally, Jeremy Leese and Brian Holdipp have been acknowledged as Rising Stars, while Peter Martin retains a ranking of Highly Regarded.

[Read More \[November 2019\]](#)

### **MJM's Dispute Resolution Team Ranked BAND 1 by Chambers Global 2019**

MJM Limited is pleased to announce that its Dispute Resolution Team is once more Ranked BAND 1, alongside only one other competitor in Bermuda, in results released today by Chambers & Partners in the Chambers Global 2019 rankings.

[Read more \[February 2019\]](#)



*"What makes this practice unique is the quality of each of its legal practitioners. The practice always ensures that it employs people of the highest quality and has not traded quality for expansion." - Legal 500, 2019*

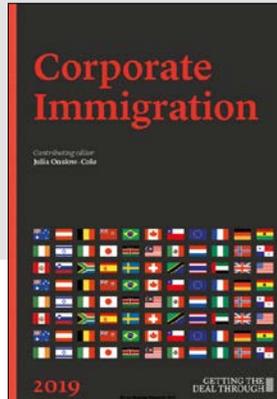
*"MJM always attends to issues promptly and in a high-quality manner. My experience with the firm is that they are highly service-minded and pragmatic." - Chambers and Partner, 2019*

*"MJM have always provided and efficient service and are very approachable." - IFLR1000, 2019*

# 2019 MJM LIMITED CONTRIBUTIONS TO PUBLICATIONS



The International Comparative Legal Guide to: Mergers & Acquisitions 2019



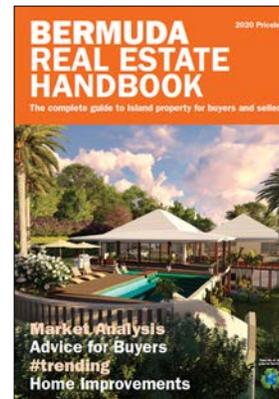
Getting the Deal Through – Corporate Immigration – 2019



The International Comparative Legal Guide to: Employment & Labour Law 2019



The Executive Global Magazine (Spring 2019 Edition): Bermuda Offshore Trusts and Estates Advisory



Bermuda Real Estate Handbook 2020

All PDF versions of publications are on our website "bookshelf" at [www.mjm.bm/bookshelf](http://www.mjm.bm/bookshelf)



BARRISTERS & ATTORNEYS

MJM Limited is consistently recognised by some of the world's most respected benchmarking publications for leadership in law, excellence in client service and longstanding depth of experience in our practice areas.

## LEGAL UPDATES

### **Economic Substance Update**

Following on from the Government's commitment to harmonize Bermuda's economic substance regime with that of other major offshore jurisdictions, the Economic Substance Amendment (No. 2) Act 2019 (the "ESA Amendment Act") was tabled on 29 November 2019.

[Read more \[December 2019\]](#)

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### **Shipping Regulations Amended to Attract New Business**

The Government of Bermuda recently passed into law the *Merchant Shipping (Registration of Ships) Amendment (No. 2) Regulations 2019* (the "Registration Regulations") and tabled the proposed Merchant Shipping (Fees) Amendment Regulations 2019 (the "Fees Regulations").

[Read more \[July 2019\]](#)

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### **Holding Company Liability in Tort**

It is a general basic principle of company law that each company within a group of companies (even those owned and controlled by a parent or intermediate holding company) are separate legal entities.

They cannot be lumped together for legal purposes, even if the holding or parent company can exercise complete control over the appointment or removal of the board of its subsidiary.

[Read more \[March 2019\]](#)

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### **Local Corporate Transactional Work in 2019**

In addition to MJM Limited's ("MJM") market-leading international corporate finance practice, MJM has also been active in a variety of local transactions, the most notable of which related to...

[Read more \[December 2019\]](#)

## SHIPPING DEALS - 2019

MJM recently received recognition in Marine Money for its market leading Ship Finance Practice. Here are the highlights of key deals in 2019:

### **Deal Name: Project Sprint**

**Companies:** Frontfleet Ltd as buyer and Frontline Ltd as buyer guarantor (MJM clients) and Trafigura Maritime Logistics Pte. Ltd., as seller, Trafigura Group Pte. Ltd., as seller guarantor.

**Date:** August 2019

**Amount:** US\$650mn

**Legal Team:** Jeremy Leese

**Details:** Trafigura Maritime Logistics Pte. Ltd. (or its nominee) would be issued with up to US\$ 30,000,000 newly-issued ordinary shares, par value \$1.00 per share, of Frontline Ltd as partial consideration for Trafigura Maritime Logistics Pte. Ltd. selling to Frontfleet Ltd 100% of the ordinary shares of WFV27, the owner of ten Suezmax vessels, plus up to US\$ 10,000,000 additional shares to be issued by Frontline Ltd to Trafigura Maritime Logistics Pte. Ltd pursuant to two validly exercised options to purchase 100% of the ordinary shares of WFV28, which has the option to acquire 4 Suezmax vessels. We worked long hours in conjunction with Norwegian and US counsel to ensure the conclusion of this transaction in just one week.

[Read more \[December 2019\]](#)

## LEGAL UPDATES

### **Outsourcing Arrangements and the BMA's Guidance Notes (2019)**

Globalisation and the opportunities enabled by the continued emergence of international business remain at the forefront of commercial thinking. Combined with continuous and innovative developments in technological capabilities, outsourcing is increasingly recognised as an effective way to obtain relatively straight-forward access to new technologies and to achieve economies of scale.

Historically, we have seen various international regulatory bodies, such as the European Banking Authority (February, 2019) and the Basel Committee on Banking Supervision (as early as February, 2005), establishing guidance for relevant licensed entities on outsourcing arrangements, with the Bermuda Monetary Authority ("BMA") publishing comprehensive guidance notes governing such arrangements in June, 2019. The BMA informs that such guidance notes will come into force from May 2020.

[Read more \[October 2019\]](#)

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### **Collaborative Divorces**

Those of us who practice collaborative divorce law (and there are currently 4 lawyers in Bermuda who do so) know that it provides a far better and more cost effective way to divorce. When clients are in the throes of a break up, emotions often run high and it is easy to forget that the children of the family can feel torn, upset and caught between warring parents.

[Read more \[September 2019\]](#)

### **An Overview of Compulsory First Registration**

The Land Title Registration Act 2011 ("LTRA 2011") became operative on 14 June 2018 and the Land Title Registrar activated the first three trigger events at the end of August 2018. What exactly does this mean and how has this affected property transactions over the last 15 months?

Compulsory registration is triggered by certain events which are set out at section 24(1) LTRA 2011. There are 13 events in total, however, the Registrar has chosen to activate only 3 of those triggers to date. The triggers currently activated are: i) a conveyance for value, ii) a first legal mortgage and iii) a conveyance by court order. Following completion of any of these transactions, a property owner must register their property within the two month period provided in the land title registration legislation.

The application for compulsory registration is submitted by the property owner's legal advisor who submits the original title deeds, together with relevant forms and application fee, to the Land Title Registry Office.

[Read more \[December 2019\]](#)

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### **Legislative Changes to Maternity and Paternity Benefits Take Effect**

Following the announcement by the Minister of Labour, Community Affairs and Sport on 26 July 2019, the legislative changes to modernise maternity and paternity benefits were passed by the House of Assembly and will come into effect on 1 January 2020.

[Read more \[October 2019\]](#)

## 2019 CASES OF NOTE

### **MJM Successfully Defends Bank in Undue Influence Claim**

In May 2017, MJM obtained an order for possession and sale on behalf of HSBC Bank Bermuda Limited (the "Bank") in respect of a mortgaged property owned by two guarantors following the default by the borrower. Approximately, one year later, after the Bank had actual possession of the property, the guarantors sought to injunct the Bank from selling the property on the basis that the guarantee should be set aside due to undue influence. In October 2019, the hearing of the matter took place before the Honourable Chief Justice Narinder Hargun. Judgment was rendered by the Chief Justice on 15 November 2019.

The case considered whether undue influence could occur by one joint guarantor over the other, whether the Bank had constructive notice of such alleged undue influence and whether the Bank took all reasonable steps having regard to the *Etridge*[1] principles.

The two defendants were father and son, joint guarantors. The son alleged that he was unduly influenced by his father who pressured him into executing the guarantee. The father supported the claim and both sought to have the guarantee set aside and the property returned to them. Although the Bank acknowledged that the non-commercial nature of the transaction (the guarantors providing a guarantee to third party with whom they had no familial or commercial connection) was sufficient to put the Bank on inquiry under the *Etridge* principles, it did not agree that it was on inquiry regarding alleged undue influence between the guarantors.

[Read more \[November 2019\]](#)

### **Bermuda Employment Cases 2019**

***J. Robinson (1609 VIP Executive Limited) v K. Burchall*** [2019] SC (Bda) 42 App (22 July 2019)

Where an employee's probation period has lapsed without been extended, any subsequent attempt by the employer to dismiss the employee in breach of contract will constitute 'unfair dismissal' resulting in a right to recover damages.

This case was an appeal against a decision of the Employment Tribunal, which had held that the Respondent had been unfairly dismissed by the Appellant.

The Tribunal had reached its determination of unfair dismissal having been unsatisfied that there was any evidence of "serious misconduct" which would permit the Respondent summarily and without notice or payment, in accordance with s.25 of the Employment Act 2000 ("the 2000 Act").

The Supreme Court concluded that, in fact, the Respondent had been wrongfully dismissed, rather than unfairly dismissed, as she was no longer on probation with her employer.

[Read more \[October 2019\]](#)

### **Bermuda Trust Cases 2019**

***Wong, Wen-Young v Grand View Private Trust Company Limited et al.*** [2019] SC (Bda) 1 Com (4 January 2019)

The Court will take a cautious approach when considering whether to determine preliminary issues ahead of trial, such orders being an exception to the general rule that there be one final trial.

[Read more \[December 2019\]](#)

## MJM IN THE COMMUNITY

Over the course of 2019, MJM Limited have volunteered in various areas of our community. MJM colleagues have eagerly supported charitable organisations including but is not limited to:

- End to End - 2019 Gold Sponsor
- Free Legal Advice Clinic
- Age Concern
- Salvation Army Food Drives (East and West)
- Legal Fraternity Walk
- STEP Bermuda
- Bermuda Cancer and Health Care
- Bermuda National Trust
- Bermuda Hospitals Charitable Trust

Duties undertaken by MJM Limited include, pro bono legal and secretarial services to various boards and charities, pro bono legal advice to educate and advise seniors on a variety of matters from wills to estate planning, property concerns and general disputes, and making financial donations to multiple charities to enable greater community coverage and support services for Bermuda.

Our colleagues share their insights on participating in volunteering within the community.



**Jennifer Haworth** member of the Board of Trustees for End-to-End said, "MJM is delighted to participate in the AXA End-to-End event as a Gold Sponsor. We are excited to support this wonderful event which brings people together from all walks of life to support worthy charitable recipients. MJM prides itself on being involved with and supporting the community."



**John Barritt** Chairman of the Bermuda Housing Trust has been involved with the charity since 2013 said, "There is a real and growing need among seniors for the sort of housing that we make available, all of whom must be over the age of 65 years and capable of independent living."

### **Adenike Carmichael and Tashae Harvey**

both having joined MJM Limited in 2019 strongly subscribe to giving back to the community, they say "We participated in Bar Council's Legal Fraternity Walk which supported two charities this year: the Coalition for the Protection of Children – Breakfast for Every Child Programme and The Reading Clinic. As parents, we advocate the importance of both programs to our community. The walk was a great show of camaraderie amongst the legal community."

**Hil de Frias** leader of Private Client team, is responsible for MJM's involvement in the Age Concern Clinic each year and presented to the members on Wills and Estate planning. Hil said, "We are extremely pleased to partner with Age Concern once again to provide this event to its members. Our aim is provide Age Concern members with a better understanding of how to approach their own estate planning. We take pride in being part of this event as part of our commitment to give back to the community. It is especially important to give back to our seniors who have made important contributions of their own to our community over the years."

*Left: MJM and Age Concern Team Members*

## A NOTE FROM OUR DIRECTORS



2019 has been an exciting year for MJM! We are proud of our accomplishments this year both in terms of client projects and our work in the community and are pleased by the international recognition received by our attorneys and teams. However, none of this would be possible without the valued support of our clients. We thoroughly enjoy being able to work with and for you throughout the year. Thank you for all of your support!

The year has been one of growth but we have sought to grow without compromising our high standard of delivering quality service to our clients. We look forward to continuing to develop the firm and its areas of practice so that we can continue to meet the needs of our clients in 2020 and beyond!

We extend to you best wishes for a happy and healthy holiday season.



**MJM LIMITED IS ORGANISED AROUND FIVE CORE PRACTICE AREAS:**

**CORPORATE & FINANCE**  
**DISPUTE RESOLUTION**  
**EMPLOYMENT & IMMIGRATION**  
**PRIVATE CLIENT**  
**PROPERTY**

Each practice area is led by a Director who is recognised as a leading practitioner in their respective field of specialisation.

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