

## Michael Howlin QC



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Michael Howlin QC is a well-regarded silk with a strong focus on company, commercial and corporate insolvency law. Ranked Band 1 for Restructuring & Insolvency in the latest edition of Chambers & Partners UK (2017), he 'advises widely on complex corporate insolvency and restructuring cases, and has strong expertise in schemes of arrangement, Part VII transfers and cross-border insolvency. *"He is very able and easily gets to grips with complex problems and situations. He is also very responsive and will go that extra mile to ensure that you get the advice or written work you need in a tight timescale."* *"[He] mixes superb legal knowledge in insolvency and company law with commercial understanding."*

Michael is also ranked for Company law. 'He is experienced in unfair prejudice disputes, directors' disqualifications and reductions of capital cases, and is also frequently instructed in insolvency cases with a cross-border element. *"He is a seasoned and highly experienced practitioner. He is very impressive in the clarity of his thinking. He's quite decisive in the sense that he won't sit on the fence - he'll get the point and be very clear about what his point is."* *"Very good, proactive counsel"*. *"He understands the practical realities and identifies a pragmatic commercial solution very quickly."*

### Biography

Michael is a lawyer-linguist who turned to the law after taking his first degrees in French and in Applied Linguistics. After calling at the English bar in 1982 he served company-law and chancery pupillages in Lincoln's Inn before coming to practise in Scotland. He spent ten years with Dickson Minto before calling to the Scots bar in 1996. Since then he has enjoyed an active practice which covers two distinct strands.

The main strand is company and partnership, corporate insolvency and commercial law. On the company side he has been involved in numerous reductions of capital and schemes of arrangement (including the scheme for the HBOS/Halifax merger) as well as unfair prejudice petitions, share option agreements and directors' disqualifications, whilst his insolvency work covers the problem areas of liquidation and administration, including numerous "G-Tech" petitions, as well as cross-border cases. His mainstream commercial work embraces banking law (Part VII transfers of banking business, including the "Direct Line" transfer, loan agreements, guarantees), commercial contracts of all kinds (including leases), the "commercial" end of employment law (executives' service contracts, post-termination restrictive covenants) and all manner of complex "one-off" contracts. His interests here include principles of contractual interpretation, repudiatory breach and the proper approach to damages. These days he is frequently consulted in cases concerning the miss-selling of PPI.

The second strand of Michael's practice is EU law. He regularly advises on competition law, public

procurement and state aid and is interested in the EU aspects of employment law, particularly TUPE and employees' rights in insolvency. He says that his EU practice is the one area where he actively makes use of his language skills, comparing different language versions of EU legislation and CJEU judgments and accessing learned articles and commentaries in a variety of foreign languages ("Most of the best stuff is in German").

Michael's practice is mainly advisory but he has (and enjoys) a constant strand of company and commercial litigation. He appears mainly in the Commercial Court and the Inner House of the Court of Session but has also appeared in industrial tribunals, sheriff courts, the Privy Council and the Supreme Court. His judicial review experience has usually involved problems of EU law (environmental law and free movement of goods).

Michael is a sought-after speaker at specialist law conferences which reflect his twin interests in commercial and EU law. In the course of 2014-2015 alone he delivered the TUPE Update talk at the WS Society's annual Employment Law Conference, the Public Procurement Update at the 21st Century Bar conference and the "What is State Aid?" talk at the 2015 UKSALA Conference. He also delivered a talk on "Repudiatory Breach" at the WS Society's Commercial Contract Conference and, under the aegis of MBL Seminars Ltd, a half-day talk on Corporate Insolvency in Scotland. At the 2014 "Trouble at Bank" Conference he delivered a talk on bank guarantees and has been invited to speak again at the 2015 Conference.

Apart from keeping fit ("gyming and swimming"), Michael's main interests reflect his linguistic background. He reads widely in his favourite foreign languages (French, German and Dutch), especially novels, history books and political biographies. He frequently dips into on-line newspapers in those three languages as well as Spanish and Italian. He says that if you twist his arm he can also read in Portuguese and Catalan. He is a keen reader of Latin literature (particularly Caesar, Cicero and Livy) and is currently trying to apply life-support to his classical Greek.

## **Appointments**

Vice-Chairman, Terra Firma Chambers, 2017  
Visiting lecturer/tutor in EC law, University of Glasgow 1990-97  
Standing Junior to the Scottish Executive, 2000-2005

## **Publications**

Michael is the author of the "Competition Law" chapter in "Greens' Guide to EC Law in Scotland", 1996.

Michael publishes occasional e-articles on EU law, his most recent contributions being two articles on the **Ambisig** case in the CJEU concerning the distinction between the "selection" and "award" criteria in EU public procurement law.

## **Recent Articles and Events**

Company Voluntary Arrangements  
Directors' Duties - New Case Law, Statutory and Policy Developments  
Banks Behaving Badly: Recent Experience with Personal Guarantees

## Recent Cases

**Spring Radio Cars Ltd v Glasgow City Council** [2014] CSIH 21 (EU law: free movement of goods)  
**Secretary of State v M.A.B.N and K.A.S.Y.** [2014] UKSC 30 (immigration and asylum law: use of linguistic analysis of applicants' speech)  
**Thomas and James Orr, Petitioners** [2013] CSOH 116 (company law: unfair prejudice)  
**Royal Bank of Scotland v Carlyle** [2013] CSIH 75 (banking: oral commitment to lend; collateral contract)  
**Bird v Bank of Scotland** [2010] CSIH 12 (banking: reduction of standard security; bank's terms and conditions)  
**Farstad Supply AS v Enviroco Ltd** [2008] CSOH 63 (company law: meaning of "subsidiary")  
**Montgomery v Cameron & Greig** [2007] CSOH 63 (partnership accounts)  
**Jacobs & Turner Ltd v Celsius Sarl** [2007] CSIH 76 (EU law: cross-border jurisdiction; EC Jurisdiction Regulation 2001)  
**Scottish Lion Insurance Company Ltd, Petitioner** [2006] CSOH 37 (company law: scheme of arrangement)  
**Duncan McAdam v Boxpack Ltd** [2006] CSIH (EC Commercial Agents Regulations 1993)  
**Spey District Fishery Board, Petitioners** [2005] CSOH 43 (judicial review: EU law; Habitats Directive)  
**Scottish Power Generation Ltd v SEPA** [2005] CSOH] 67 (judicial review: EU law; EC Waste Directive)  
**Atlantic Telecom GmbH** (24 June 2004, unreported)(cross-border insolvency)  
**W S Karoulias SA v The Drambuie Liqueur Company Ltd** (23 July 2004, unreported) (commercial contract: international distribution agreement)  
**Arnea PLC v Bank of Scotland** (4 June 2004, unreported) (banking: loan notes, guarantee)  
**Centre for Maritime and Industrial Safety Technology Ltd v Crute** (21 February 2003, unreported) (contract of employment; restrictive covenant)