# Roseanna Darcy

Called to the Bar 2016
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Roseanna has a broad practice across all of South Square's areas of expertise, including insolvency and restructuring (both domestic and cross-border), commercial litigation, company law, and banking and financial services.

Roseanna regularly appears as sole counsel in the High Court and in the County Court. She has experience in appearing in insolvency, company and civil procedure applications, both on an urgent and non-urgent basis.

In addition, Roseanna often appears led in both the High Court and Court of Appeal. She successfully appeared in the Court of Appeal (led by the late Robin Dicker QC) in **Etihad Airways PJSC v Prof. Dr. Lucas Flöther** (on behalf of Air Berlin plc, in Administration) (a jurisdiction challenge concerning the applicability of the Brussels Recast Regulation to asymmetric jurisdiction clauses). She has also recently acted on behalf of the Official Receiver in **Re Baglan Operations Ltd** (a dispute concerning the power of a liquidator to only carry on the business of a company for as long as necessary for its beneficial winding up, led by Felicity Toube KC and Daniel Bayfield KC).

Roseanna also has experience with schemes of arrangements and restructuring plans and acted as junior counsel in **Jain International Trading BV** (led by Tom Smith KC and Felicity Toube KC).

In addition, Roseanna undertakes drafting and advisory work in all of Chambers' core areas including on matters arising in off-shore and other common law jurisdictions. Most recently she has advised on certain contractual claims arising in Jersey. She has also advised on multi-jurisdictional disputes more generally, recently advising on the recognition of a foreign law governed bankruptcy.

Roseanna is also often instructed on work without any insolvency element, and she previously supported the Independent Third Party to address complaints from small business customers of RBS's Global Restructuring Group.

Between February 2019 and September 2019 Roseanna undertook a secondment in the litigation department at Shearman & Sterling. Here she gained invaluable experience working on a variety of commercial disputes, including an expert determination of a $200 million M&A closing account dispute, an arbitration of a multi-national construction dispute, competition law claims in the CAT, shareholder claims in a large-scale fraud, as well as a Part 8 claim involving issues of EU law and the nature of comfort letters.

Prior to joining Chambers, Roseanna obtained a First-Class Honours degree in History from King's College London and a Masters' degree in Medieval History from Oxford University. During her undergraduate, Roseanna also spent 6-months at Auckland University in New Zealand. Roseanna is a member of the Honourable Society of the Middle Temple and is a recipient of their most prestigious award, the Queen Mother Scholarship.

## Insolvency and Restructuring

- **Re Baglan Operations Ltd** [2022] EWHC 647 (Ch) (liquidator's power to carry on trading; s.168(5) Insolvency Act 1986; interaction of human rights and insolvency law)
- **Re Baglan Operations Ltd** [2022] 1 WLUK 215 (expedition; liquidator's power to carry on trading; s.168(5) Insolvency Act 1986)
- **Jain International Trading BV** [2021] EWHC 3636 (Ch) (scheme of arrangement; sanction)
- **Jain International Trading BV** [2021] EWHC 1812 (Ch) (scheme of arrangement; convening)

Roseanna also has experience in various applications under the Insolvency Act 1986 and the Insolvency Rules 2016 including:

- Appearing for creditors and debtors alike in winding up and bankruptcy petitions, including hearings on whether a petition is disputed on substantial grounds;
- Winding up petitions relating to foreign companies, and winding-up petitions based on just & equitable grounds;
- Applications for injunctions to restrain presentation or advertisement of winding up petitions;
- Administration applications and extensions including retrospective extensions;
- Applications to terminate an administration;
- Applications for the deferral of automatic discharge from bankruptcy;
- Applications for validation orders;
- Applications relating to IVAs;
- Office-holder actions against directors;
- Claims for transactions at an undervalue;
- Part 8 claims for directions on behalf of office holders.

Roseanna also has experience advising office-holders on their duties and powers whilst in position, creditors on matters relating to their claims in the insolvency, as well as parties on void dispositions, wrongful trading, misfeasance, preferences and fraudulent trading.

## Commercial Litigation and Arbitration

- **Etihad Airways PJSC v Prof. Dr. Lucas Flöther** [2020] EWCA Civ 1707 (jurisdiction; asymmetric jurisdiction clauses; Art 25 and Art 31(2) Brussels Recast Regulation)
- **Etihad Airways PJSC v Prof. Dr. Lucas Flöther** [2019] EWHC 3107 (Comm); [2020] QB 793 (jurisdiction; asymmetric jurisdiction clauses; Art 25 and Art 31(2) Brussels Recast Regulation; construction of jurisdiction clauses; comfort letters)

Roseanna also has experience in drafting statements of case and witness statements for use in both court proceedings and mediation. She has advised on matters including breach of contract claims, construction of agreements, and prospects of success of commercial claims. Roseanna has also acted on security for costs and specific disclosure applications.

## Banking & Finance

Roseanna has advised on various banking and finance issues including the construction of ISDA Master Agreements and other financial contracts, as well as debt securitisation.

## Company

Roseanna has experience acting in and advising on various company law applications including unfair prejudice petitions, restoration applications, applications to register company charges out of time and claims against directors.

## Civil Fraud and Asset Recovery

Roseanna has experience in advising on matters relating to civil fraud, including claims for unlawful means conspiracy and fraudulent trading.

## Offshore

Roseanna has advised on a variety of offshore matters.

## Insurance

Roseanna has assisted Glen Davis KC on matters arising out of regulatory interventions by the Gibraltar Financial Services Commission.

## Sport

Roseanna has advised on and drafted claims relating to various footballing contracts and associated issues.

## Publications

Contributor to:

- Company Directors, ed. Simon Mortimore QC;
- Rowlatt on Principal and Surety, eds. David Marks QC and Gabriel Moss QC;
- Professional Negligence and Liability, ed. Mark Simpson;
- International Corporate Rescue;
- LexisNexis RANDI blog;
- Lexis PSL;
- South Square Digest

## Memberships

Chancery Bar Association

Insolvency Lawyers' Association

INSOL

IWIRC

R3

## Education and Qualifications

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| 2016 | **Called to the Bar of England and Wales** |
| 2015-2016 | **BPP Law School Holborn**: BPTC |
| 2014-2015 | **City University London**: GDL |
| 2013-2014 | **University of Oxford**: MSt in Medieval History, Distinction |
| 2010-2013 | **King's College London:** BA History, First Class (Hons) |

## Prizes and Scholarships

- Queen Mother Scholarship, Middle Temple Inn
- Blackstone Entrance Exhibition Award, Middle Temple Inn
- Benefactors' Scholarship, Middle Temple Inn
- Academic Excellence Award, BPP
- Elizabeth Hewitt Memorial Prize, King's College London
- Grade 8 Piano

## Interests

Medieval England, Piano, Theatre, Travelling, Wine Tasting