



**Natalie Caton**

**Partner**

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Natalie Caton advises multinational clients (operating across an array of sectors including energy and mining, financial services, agricultural / food and beverage, gaming and infrastructure) on how to proactively deal with a range of issues concerning corporate reputation and risk management, particularly with respect to cross-border and international business in emerging markets.

In this context, Natalie provides holistic, strategic advice to address corporate risk throughout the business cycle ranging from issue identification and pre-emptive risk management to contentious regulatory investigations and disputes. This includes undertaking risk assessments and devising risk mitigation strategies, the development, implementation and monitoring of practical and effective compliance programmes, advising on approaches to corporate and executive (director and officer) reputation protection, regulator liaison expertise and internal communication methodologies with respect to:

- Media, Sport, Gaming and Entertainment
- Energy and Natural Resources
- Financial Services

- Anti-money laundering
- Bribery and corruption
- Modern slavery
- Sanctions
- White collar crime including financial crime and fraud
- More generally corporate compliance and business ethics

Natalie has practised law in Australia, Hong Kong and New Zealand - giving her unique insight into the complexities of doing business in the Asia Pacific region and other emerging markets (including on the ground experience in notable jurisdictions such as Papua New Guinea).

Natalie also specialises in general commercial dispute resolution - frequently advising clients on large scale, complex commercial litigation and arbitration covering a wide range of areas including corporate contractual disputes, multi-jurisdictional, cross border matters, professional negligence claims, financial services litigation and regulatory investigations.

- Advising client in the gaming sector on the development of its anti-bribery and corruption programme, including carrying out a worldwide risk assessment and surveying a cross sectional of the company's employees and contractors, preparing programme implementation time line including training, preparation of policies and communications plan
- Acting for Flight Centre in proceedings commenced by the Australian Competition and Consumer Commission in relation to allegations concerning attempted price fixing
- Advising a Hong Kong listed company in relation to investigations by the Hong Kong Securities and Futures Commission for suspected insider dealing in the shares of the listed company
- Acting for the special purpose liquidators of Queensland Nickel Pty Limited in relation to the public examinations of the directors and officers of the company and related litigation
- Working with a multinational FMCG through the implementation stage of its anti-bribery programme including preparation of relevant policy documents and contractual protections, determining reporting lines and delivering training to the Board, senior management and employees working in high risk areas
- Preparing anti-bribery and anti-corruption policy for Australian based logistics company investing in emerging markets
- Advising a Singaporean based joint venture entity with respect to anti-bribery and corruption issues arising in relation to its potential shareholding in a Hong Kong Special Purpose Vehicle investing in project companies in Mainland China
- Advising the New Zealand arm of an international bank in connection with the misplacement of funds during the course of an international telegraphic transfer.
- Advising on a multi-faceted, high value contractual dispute concerning the operation of a coal terminal in North Queensland
- Advising Big Four accountancy firms in relation to (a) a professional negligence claim arising out of certain tax advice the firm had provided to an overseas consortium of investors, (b) a dispute arising out of its role as the Inspector of the New Zealand Stock Exchange and (c) a multi-million dollar professional negligence claim which arose as a result of what is reputed to be the largest corporate collapse in Hong Kong's history

## CREDENTIALS

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### Professional Qualifications

- Solicitor of the Supreme Court of Queensland
- Solicitor of the High Court of Australia
- Solicitor of the High Court of Hong Kong
- Barrister and Solicitor of the High Court of New Zealand

### Recognitions

- Received 'Individual Mentions' for Litigation and Financial Services Regulatory in *Legal500 Asia Pacific*, 2021
- Recognised for Alternative Dispute Resolution in the Brisbane market - *Best Lawyers in Australia*, 2022
- Recognised as 'One to watch' for Alternative Dispute Resolution in the Brisbane market - *Best Lawyers in Australia*, 2021
- Recognised as a 'Recommended White Collar Crime, Corporate Crime and Regulatory Investigations Lawyer - Australia' by *Doyles Guide* 2019
- Recognised as a 'Leading Commercial Litigation & Dispute Resolution Lawyer - Queensland' by *Doyles Guide* 2018
- Natalie was one of 100 women worldwide selected for inclusion in *Global Investigation Review's* survey "Women in Investigations" (April 2015).

### Education

- Bachelor of Laws, University of Waikato, 1996-2000
- Bachelor of Social Sciences, University of Waikato, 1996-2000

### Memberships

- Queensland Committee of Transparency International: 2013 to present
- Law Council of Australia Foreign Corrupt Practices Working Party
- The Law Society of Queensland
- The Law Society of Hong Kong

## INSIGHTS

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### Publications

#### **ASIC's call for improved whistleblower policies**

20 October 2021

On Wednesday, 13 October 2021, ASIC called on Australian CEOs for better compliance with the whistleblower protection regime under the *Corporations Act 2001* (Cth).

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#### **Privilege - you can't have your cake and eat it too**

14 October 2021

It is crucial for inhouse lawyers and legal advisers to understand the extent to which legal professional privilege applies when conducting investigations. A recent Australian Federal Court case has handed down an important reminder on privilege – finding that, while notes of interviews and outlines of evidence created during internal investigations were protected by privilege at the time they were created, conduct following that was inconsistent with maintenance of confidentiality waived privilege, even when done with the best of intentions.

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#### **An update from Down Under on whistleblower laws**

5 October 2021

Australia's stringent whistleblower protections have led to a tenfold increase in whistleblower reports which result in internal investigations.

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#### **Dawn Raid Response Kit**

13 August 2021

DLA Piper would welcome the opportunity to work with you in relation to the development of a Dawn Raid Response Kit and is available to assist you to respond to any dawn raids should the need arise.

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#### **Anti-slavery and human rights obligations on corporations: impact on supply chains**

5 August 2021

The past few years have seen rapid development in legislation targeting modern slavery and forced labor in various developed economies. This trend will only accelerate as multinationals increasingly focus on their sustainability and ESG goals.

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#### **Supplementary – Australia – Whistleblowing Laws in Europe: An international guide**

June 2021

This article will focus primarily on whistleblowing protections in the private sector, but it also provides an overview on the systems in place in the public sector below.

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### You can't have your cake and eat it too...

11 June 2021

In *Commonwealth Director of Public Prosecutions v Citigroup Global Markets Australia Pty Ltd* [2021] FCA 511, the Federal Court handed down an important reminder to in-house lawyers and legal advisers on legal professional privilege, finding conduct that was inconsistent with maintenance of confidentiality waived privilege - even when done with the best of intentions.

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### Away with anonymous shell companies for good?

12 March 2021

On 24 February 2021, Transparency International submitted a global petition to the UN General Assembly preparing for the United Nation's first ever Special Session against Corruption, UNGASS 2021, which will take place in June 2021.

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### Get out of jail free? Not quite - ASIC launches new immunity policy for market misconduct offences

26 February 2021

ASIC launched on Wednesday a new and previously unannounced immunity policy for market misconduct offences.

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### Proposed changes to anti-money laundering and counter-terrorism financing rules

24 February 2021

The Australian Transaction Reports and Analysis Centre (**AUSTRAC**), Australia's financial crime regulator, recently released draft *Anti-Money Laundering and Counter-Terrorism Financing Rules (Draft Rules)* and is seeking industry input on the Draft Rules as part of a public consultation. The deadline for submissions to AUSTRAC is 11 March 2021.

If passed, the Draft Rules will further support the recent amendments and will give effect to recommendations from a 2015 report by the Financial Action Task Force (**FATF**) and a 2016 statutory review of the AML/CTF Act.

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### Corruption Perceptions Index 2020 – an Asia Pacific perspective

11 February 2021

Late last week, Transparency International released its 2020 Corruption Perception Index (CPI), which ranks 180 countries by their levels of perceived corruption on a scale of zero to 100 (zero being very corrupt and 100 being very clean).

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### Australian Regulatory Landscape

19 November 2020

A perfect storm is gathering over the Australian regulatory landscape. Record fines to financial institutions, increased regulator enforcement efforts, new corporate crime legislation and yesterday's arrest of a former Leighton Holdings senior executive on foreign bribery charges are emblematic of a sea change. Now more so than ever, it is vital organisations have robust governance, reporting, and compliance programs in place, or face stern regulatory action.

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## GIR Insight: Asia-Pacific Investigations Review 2021

15 October 2020

DLA Piper has contributed a chapter on internal investigations in Australia to the recently released GIR Asia-Pacific Investigations Review 2021. Our chapter provides a brief overview of the key considerations relevant to conducting an effective Australian internal investigation and sets out some strategies to achieve a prompt and robust outcome.

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## NSW Government response to the Legislative Council's Standing Committee inquiry into the Modern Slavery Act 2018 (NSW)

29 September 2020

Since its enactment, the Modern Slavery Act 2018 (NSW) (NSW Act) has been shrouded in conjecture and uncertainty as to if and when it will commence due to conflicting provisions with the Modern Slavery Act 2018 (Cth) (Commonwealth Act). On 24 September 2020, in response to a report by the NSW Legislative Council's Standing Committee, the NSW Government sought to put the debate to rest by conditionally committing to commence the NSW Act by 1 January 2021. While the NSW Government remains reluctant to commence a regime that is inconsistent with the Commonwealth Act – with particular regard to reporting thresholds – it has declared that it will engage in discussions with the Commonwealth Government with a view to achieving a harmonised modern slavery regime. To the extent that the NSW Act compliments and is not inconsistent with the Commonwealth Act, we can expect to see the regime in force in early 2021.

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## The Final Findings: ALRC's Report on Criminal Corporate Responsibility in Australia

8 September 2020

The Australian Law Reform Commission's (ALRC) Final Report on Corporate Criminal Responsibility was tabled in the Federal Parliament last week.

The Final Report advocates for broad reform in the definition, regulation, and prosecution of corporate offences. It delivers a focused concentration on misconduct and individual accountability for those involved in the management of corporate entities that engage in wrongdoing.

Against the backdrop of the Financial Services Royal Commission's findings, the ALRC has endeavoured to understand why there are so few prosecutions against corporations in Australia, particularly relative to the prosecution of individuals. In doing so, it has examined the fundamental principles underpinning the regulation of corporations, and the proper role of the criminal law to denounce particularly egregious conduct, in order to make **twenty reform recommendations** that it considers will provide clarity around criminally prosecuting corporate wrongdoing and will make corporations less likely to view civil penalties as merely a 'cost of doing business'.

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## Claim against Commonwealth Government highlights climate-related corporate governance risks

18 August 2020

A class action has launched in the Australian Federal Court suing the Government for failing to disclose climate-related risks when issuing Treasury bonds. This will (and should) cause ripples in the wider business community. The claim is evidence of a growing movement where investors and consumers are demanding more accountability from companies on climate change. In the post-Hayne Royal Commission environment, directors and boards should seriously consider climate-related risks and whether disclosures need to be made, or if actions must be taken in accordance with applicable guidance and frameworks. This article also considers how companies can manage the variety of climate-related risks.

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## ESG in 2020: What African resources-developers should do to prepare

11 August 2020  
Africa Connected

The risks inherent in sourcing and bringing to market a diverse range of mineral commodities has meant that the natural resources industry has always been particularly exposed to environmental, social and governance issues, particularly in Africa.

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## Understanding your contractual rights in light of COVID-19 restrictions

17 April 2020

On 12 February 2020, we considered the legal impact of COVID-19 on force majeure events. At the time of writing our last article, the World Health Organisation (WHO) was yet to declare the COVID-19 outbreak a “pandemic” and most governments had yet to consider, or were in the nascent stages of implementing, mandatory office closures, full or partial lockdowns of cities, and travel bans to prevent spreading COVID-19. Initially, the contractual ramifications were primarily being considered by those who had connections with the office and factory closures occurring in China at the time. Now, the WHO have declared COVID-19 a “pandemic”,<sup>[1]</sup> most countries are in a stage of lockdown with strict social distancing requirements and certain bans on peoples’ movements, and the effects of COVID-19 have infected contracts globally, irrespective of a counterparty’s location.

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## Individual Liability for Corporate Misconduct

2 APR 2020

The Australian Law Reform Commission (ALRC) has decided not to make any recommendations for specific law reform on how individuals in Australian companies should be held accountable for corporate misconduct. While there was an expectation that ALRC would recommend extensive reform in this area, it has instead recommended an overall review of the effectiveness of individual accountability mechanisms for corporate misconduct by December 2025.

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## If it walks like a duck and it quacks like a duck then it's probably a duck

16 MAR 2020

A recent decision of the High Court of Australia held that if an executive can affect significantly the financial standing of a subsidiary within a corporate group, the executive may be considered an officer of that subsidiary without holding, occupying or acting in a recognised office in the subsidiary. It affirmed prior decisions to the effect that the definition of “officer” in Australia’s corporations law will be given a broad reading by courts with the consequent extended application of statutory duties, for example, to act in the best interests of the corporation and to exercise reasonable care and diligence.

In this brief update, we consider what the decision means for those running corporate groups in Australia, particularly in this time of heightened regulatory scrutiny of executive conduct.

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## Coronavirus COVID-19 and corporate governance (Australia)

18 February 2020

The coronavirus COVID-19 outbreak and ensuing government restrictions raise corporate governance concerns and create areas of risk across the ESG spectrum that should be considered by companies and their directors and officers.

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## Coronavirus COVID-19: The legal impact on force majeure events (Australia)

12 February 2020

Key considerations for parties that may wish to declare a force majeure event or dispute the declaration of a force majeure event by a counterparty in relation to coronavirus COVID-19.

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## Crimes Legislation Amendment (Combating Corporate Crime) Bill 2019

5 December 2019

On 2 December 2019, as part of its on-going commitment to strengthen Australia's foreign corporate bribery framework, previously discussed in [December 2017](#) and [April 2018](#), the Federal Government introduced the Crimes Legislation Amendment (Combating Corporate Crime) Bill 2019 (Cth) (the **Bill**). The Bill purports to address challenges associated with detecting and addressing serious corporate crime and is, with few exceptions, an identical reincarnation of its 2017 equivalent ([discussed here](#)) which lapsed earlier this year because of the Australian federal election.

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## Events

### Previous

#### Talk Less, Listen More: The Importance Of Effective Whistleblowing Systems

17 Nov 2021

Webinar

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#### WIN In-House Counsel Day 2020, Melbourne

20 February 2020

WIN In-House Counsel Day 2020

Melbourne

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#### WIN In-House Counsel Day 2020, Brisbane

19 February 2020

WIN In-House Counsel Day 2020

Brisbane

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#### WIN In-House Counsel Day 2020, Sydney

18 February 2020

WIN In-House Counsel Day 2020

Sydney

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### **DLA Piper advises on USD240 million investment for development of the Manono Project**

29 September 2021

Global law firm DLA Piper has advised AVZ Minerals Limited (AVZ) on securing a cornerstone investor, Suzhou CATH Energy Technologies (CATH), for the development of the Manono Lithium and Tin Project by entering into a transaction implementation agreement to earn a 24% joint venture interest in the Manono Project for USD240 million.

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