

**Hon Justice Denis Clifford, High Court of New Zealand, Wellington**

**Criminal liability for public offer documents:**

In this paper, we review the recent “finance company”<sup>\*</sup> directors’ trials. The focus of our review is to identify the particular acts of the directors in question which attracted criminal liability. We then review the courts’ response to those actions, in terms principally of the relevant sentencing decisions. On the basis of that review, we make some comments in the context of public debate as to whether, and to what extent, directors’ actions in these areas should attract criminal liability. In doing that, we refer to a number of the “dishonesty” crimes codified by the Crimes Act and to the proposals contained in the FMC Bill 2011 regarding director liabilities in this area.

\* Five Star, Bridgecorp, Lombard, National Finance, Nathans Finance and Capital and Merchant Finance.