

# NAOMI WINSTON

"Naomi Winston is frighteningly clever, works extremely hard and has an encyclopaedic knowledge of LLP and partnership law. She is destined for high places."  
(Chambers UK 2022)



Call 2006

Naomi Winston's busy practice covers litigation, drafting and advisory work with a focus on partnership, Court of Protection and probate matters. She is ranked in the legal directories for both partnership and Court of Protection work.

Ranked in Band 1 in Partnership and Band 3 for Court of Protection: Property and Affairs by Chambers UK 2022.

## Partnerships & LLPs

As recognised by the directories (see below), the law relating to partnership and LLPs forms a core part of Naomi's practice. She regularly acts for and advises both firms and individual members or partners across a wide range of partnerships from solicitors and accountancy firms to investment banking consultancies and private equity firms to medical practices, farming partnerships and property partnerships.

In particular, she regularly advises in relation to partnership exits, team moves, restrictive covenants and remuneration disputes. She has significant experience of advising managing partners on internal issues and also of drafting partnership and members' agreements, retirement deeds and other related documents both in England & Wales and outside of the jurisdiction. Naomi also makes good use of her property law knowledge in relation to disputes about property used by partnerships.

### Recent Cases:

- Acting for a partner and member of a complex private equity structure, challenging the decision to reduce carry.
- Acting for two members challenging their enforced exit from an investment management LLP with a Jersey holdco structure.
- Advising as to breach of fiduciary duties in the context of a merger of an LLP with a company.
- Advising as to the amendment of restrictive covenants in an LLP agreement.
- Acting for one of a number of respondents in a substantial team move dispute.

### Location

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## Reported Cases:

- **Reinhard v Ondra** [2015] EWHC 26 (Ch); [2015] EWHC 1869 (Ch): Acting for a former member dealing with questions of the nature of member's interests in an LLP, whether members can be employees and what terms apply to members.
- **Castledine v Bentley Jennison (a firm)** [2011] EWHC 2363 (Ch): Acting for a firm where a former partner sought a declaration that he retained a valuable equitable share of goodwill after his agreed retirement.

## Court of Protection

Naomi is regularly instructed by the Official Solicitor as well as by solicitors in private practice on Court of Protection property and affairs matters. She has a niche practice advising in relation to estates which contain business interests, particularly partnerships.

### Recent Cases:

- Acting for the OS in an application to set up a limited farming partnership structure in circumstances where the attorney applicants were in a position of conflict.
- Acting for the OS in a statutory will application, including a request by the applicants to exclude a party affected by the application.
- Advising a professional deputy subject to a removal application in circumstances where the proposal was the replacement of the deputy with a trustee and where the jurisdiction of the COP was questionable because of the potential future capacity of a minor P.
- Acting for the OS in an application to approve the conversion of director's loans to shares.
- Disputing appointment of deputy in circumstances where deputy was involved in production of potentially invalid will for P.
- Acting for the OS in an application concerning a gift of a beneficial interest in property by an incapacitated minor P and the making of gratuitous care payments.
- Acting for a lay deputy with a conflict of interest arising out of an executorship.

## Private Client: Contentious

Naomi is frequently instructed in contentious probate and family provision claims and regularly deals with disputes about administration of wills and trusts and wills (including removal of trustees and personal representatives and breaches of duties). She also deals with associated professional negligence issues. Naomi has particular expertise in dealing with those estates or trusts which contain an interest in a partnership or assets used by a partnership.

### Recent Cases:

- Acting for the beneficiaries under a will to recover the assets of a substantial estate taken by the administrator.
- Acting for an executor in a professional negligence claim against his solicitors who caused an overpayment to be made to beneficiaries in a potentially insolvent estate.

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- Advising executors (including a Canadian executor) in an estate of an executor of a former Lloyd's name, whose estate included inheritance from that former Lloyd's name.
- Acting for a co-executor/next of kin in a dispute about the exhumation and reburial of a body.

#### Reported Cases:

- **TWM Trust Corporation Ltd v Attorney General** [2010] All ER (D) 139 (May): Acting for an unincorporated association claiming that it could take a gift in a will to an association with an altered name as the new association carried on the same purposes.

## Private Client: Non-Contentious

Naomi has significant experience of dealing with non-contentious administration and construction issues relating to trusts and estates. Naomi has particular expertise in dealing with those estates or trusts which contain an interest in a partnership or assets used by a partnership.

#### Recent Cases:

- Acting for professional administrators in a multi-million pound, cross-border, estate containing numerous business interests.
- Acting for the executor / trustee of multiple partners in a potentially insolvent partnership which had continued to use the deceased partners' assets for a number of years.
- Acting for minors on sale of French 'trust' property.
- Advising as to the construction of a homemade will, drafted to deal with the insolvency of a beneficiary.
- Advising as to the distribution of an estate in circumstances where the validity of a foreign marriage was in question.

## Commercial Chancery

Naomi also acts and advises in a range of commercial chancery claims, particularly joint ventures, unfair prejudice petitions and shareholder disputes, where she is able to bring her commercial and partnership expertise to bear.

## Arbitration

The partnership disputes in which Naomi acts are regularly dealt with by way of arbitration. She has significant experience of acting in and advising in respect of arbitral proceedings, as well as associated court hearings.

## Recommendations

*"An effective advocate, who is very sensible and has sound judgement, she can advise on a whole range of issues."*

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*“Naomi is a very good junior with detailed partnership and trust law knowledge.”*

*“Naomi deals with complex arguments in a reasoned and logical way. Her advice and advocacy is well thought out, clear and concise.”*

*“Naomi is responsive and pragmatic.”*

Chambers UK 2023

*“Naomi Winston is frighteningly clever, works extremely hard and has an encyclopaedic knowledge of LLP and partnership law. She is destined for high places.”*

*“Naomi is a very straightforward person to deal with in litigation; she is sensible and takes a collaborative approach to resolving disputes.”*

*“She is reliable, efficient and excellent at communicating with her solicitors and clients.”*

*“She has a very sensible and organised approach.”*

Chambers UK 2022

*“A pleasure to work with and a true expert in her field. “*

Legal 500 2022

*“She is very thorough and great on her feet. She breaks down problems into manageable and understandable parts that are easily digestible.”*

*“Great attention to detail and very responsive.”*

*“She has deep understanding of the technical issues involved in partnership and LLP litigation.”*

*“Very bright, incredibly industrious and someone with a detailed knowledge of all things partnership-related,”*

*“Boundless enthusiasm and energy.”*

Chambers UK 2021

*‘Fantastic attention to detail and an absolute expert on the law.’*

*‘As good as it gets for partnership issues’*

Legal 500 2020

*“Incredibly knowledgeable and full of energy.”*

*“She is fantastic on partnership and LLP work and her response time is fantastic.”*

Chambers UK 2020

*“At the top of the game for partnership and LLP work, and a pleasure to work with.”*

Legal 500 2020

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*“Extremely bright with a deep and detailed knowledge of all things partnership and LLP, she brings huge enthusiasm and energy to all her cases.”*

*“Has displayed a very clear picture of her expertise in this area and is extremely client-friendly.”*

Chambers UK 2019

*“She has a commercial approach and provides great strategic advice.”*

Legal 500 2018

*‘A highly active and very well-regarded barrister with an established reputation as a junior counsel in key partnership cases, who continues to attract attention and admiration as a leading advocate and adviser in her own right.’*

*“Incredibly learned, very quick on the uptake and someone who gets up to speed in an incredibly short space of time.”*

*“Very bright and knowledgeable.”*

Chambers UK 2018

*“Extremely bright, with a deep and detailed knowledge of all things partnership and LLP, she brings huge enthusiasm and energy to all her cases.”*

*“Has an enthusiastic manner, is client-friendly and is clearly talented.”*

Chambers UK 2017

*“Has been attracting increasing acknowledgement from sources as a major figure on the partnership scene, having already made a name for herself supporting senior counsel in high-profile cases. Active in both contentious and advisory roles and an experienced drafter, she is also noted for the excellent relationships she establishes with clients and instructing solicitors.”*

Chambers UK 2016

*“Provides clear advice and is good with clients”*

*“She has impressive fingertip command of points of law and authorities”*

*“She is thorough and hardworking, and has a phenomenal brain. She keeps drilling down and drilling down until she gets the answer that she is looking for”*

Chambers UK 2015

*“Very easy to work with and a pleasure to instruct.”*

Legal 500 2016

*“She has enormous capability to turn work around quickly and is very capable in her field.”*

The Legal 500 2015

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## Qualifications

- LLB (First), Leicester University

## Associations & Memberships

- Association of Partnership Practitioners
- Chancery Bar Association

## Publications

- Regular contributor to [Practical Law](#)

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