



In Memoriam: *Professor Roger Gregory*

Professor Peter Walton*

I first met Roger in the mid-1980s and he made an immediate impression on me. I was one of his undergraduate students at what was then Wolverhampton Polytechnic. Roger taught me Company Law, the Law of Credit and Finance, and rather curiously, Criminal Law (although he only ever talked about financial crime – we never got onto offences against the person). He had a much-admired teaching style which mainly involved him turning up without any notes and enquiring of the class as to what the last thing had been that he had talked about at the previous class. He would then proceed to rattle off case after case, along with references, to the combined amazement of all in attendance. He was widely known to have a photographic memory and his store of legal knowledge was immense.

He had started his academic career in the early 1970s at Wednesbury College of Commerce (or the “College of Advanced Foxtrot” as he had labelled it). He was already a remarkable teacher. I know of several highly regarded legal academics whose careers were inspired by Rog in those early days and subsequently. He always demonstrated an acute sense of humour and, when the College was looking for a new name, came close to having his suggestion accepted – Sandwell Higher Institute of Technology – whose acronym would have caused the senior management team some embarrassment had it got through.

In the mid-1970s Roger followed Stuart Williams, a wonderful stalwart of Wolverhampton Law School for several decades, from Wednesbury to the Polytechnic. Stuart tells a story about how Rog was often an all-or-nothing character. He had been challenged by a fellow colleague that he was not in fact a great expert in Company Law despite his reputation to that effect. Rog became obsessive in his pursuit of a brilliant PhD under the supervision of Professor Pennington at Birmingham University and proceeded to throw all his energies into the study of Company Law and later Insolvency Law. He would take nineteenth-century law reports on family holidays as his beach reading. He was never happy with publishing anything until he felt sure he had read everything there was to read on a subject. His single-minded pursuit of excellence ensured his permanent place in the academy as a most knowledgeable expert on Company Law and the equitable principles which underpin it.

He began to publish and at least three of his landmark articles from the early 1980s are still very much essential reading for students. He became a leading authority on, amongst other things, directors’ duties,¹ minority shareholder protection,² and the statutory contract.³ Towards

* Professor of Insolvency Law, University of Wolverhampton. ORCID ID: 0000-0001-5970-3585.

¹ R Gregory, ‘The Scope of section 205 of the Companies Act 1948’ (1982) 98 Law Quarterly Review 413.

² R Gregory, ‘What is the Rule in Foss v Harbottle?’ (1982) 45 Modern Law Review 584.

³ R Gregory, ‘The Section 20 Contract’ (1981) 44 Modern Law Review 526.

the end of the 1980s he was headhunted by the private sector and so began a new career as what today would be called a practice support lawyer. He went to Touche Ross (now Deloitte), came back to Wolverhampton University in the mid-1990s only to leave again, this time to Clifford Chance, only to return again to the University where he saw out the rest of his career.

I was fortunate to be his student, then his colleague and then his co-author. He was meticulous as an author and would have produced far more wonderful books and articles if he had not been such a perfectionist. I remember marvelling at the huge amount of time and effort he would exert in producing even a case note. The work we co-authored on fixed and floating charges is a significant highlight of my own career. We worked on the project over several years and each of our articles underwent numerous drafts and revisions. It was worth the effort. I remember Rog being extremely pleased when one of our articles⁴ was described by the leading Commercial Law academic of our time, Professor Sir Roy Goode, as “an illuminating historical analysis.”⁵ True to Rog’s sense of fun, he ensured that one of our articles,⁶ when referring to an ancient statute, contained the line: “Lord Coke had a hand in its passage.”

Rog had a clear understanding of what we would nowadays call Impactful Research. He was always very keen to push the real-world implications of his work. I remember fondly a trip to watch a hearing in the old Privy Council Judicial Committee room in Downing Street which was the final appeal in the seminal case on fixed and floating charges, *Re Brumark Investments Ltd.*⁷ Although I am never quite certain whether the assistance offered by Rog to the New Zealand counsel for the receivers was entirely welcome, Rog spent much of the hearing scribbling notes and passing them forward. The receivers lost but that may have been due to their Lordships not fully understanding the subtlety of Rog’s arguments.

When it came to the judiciary, Rog certainly had his favourites (mostly from the nineteenth century) and several other (mainly contemporary) judges whom he regarded dismissively as very intelligent but lacking detailed knowledge and understanding. One of his proudest moments was when one of his favourite judges, Vinelott J, wrote him a letter commending him on an article and how much use his Lordship had found it in a particular case on directors’ conflicts of interest and duty.

Rog was well known in the company and insolvency practitioner profession, and I still regularly get asked about him by academic and professional contacts both in the UK and abroad. He built a very impressive and well-deserved reputation as a great legal scholar.

On a personal note, Rog was a very generous person. He was always generous to family and friends. He had a touching faith in some people. He did have quite expensive tastes which did sometimes leave him in overdraft with his bank. Having on one occasion cleared his overdraft he immediately celebrated this achievement by rushing out to purchase champagne and gold cutlery. Whilst at Wednesbury he famously drove a Rolls Royce on a junior lecturer’s salary. I remember his generosity on a several occasions. On the birth of my son in 1998, Rog, who was back working in London by that time, drove up to Wolverhampton to drop off a silver spoon as a christening gift. He refused to stop even for a drink and immediately drove back to London.

⁴ R Gregory and P Walton, ‘Fixed and Floating Charges - A Revelation’ [2001] *Lloyds Maritime and Commercial Law Quarterly* 123.

⁵ RM Goode, *Legal Problems of Credit and Security* (3rd ed, Sweet and Maxwell, 2003) 113.

⁶ R Gregory and P Walton, ‘Fixed Charges over Changing Assets - The Possession and Control Heresy’ (1998) 2 *Company, Financial and Insolvency Law Review* 68.

⁷ [2001] 2 AC 710.

He did not really look after his health as well as he might. He was a heavy smoker, always claiming that there was no conclusive evidence that smoking was harmful to health. Even if it was bad for one, the pollution breathed in during one journey on the London Underground, was according to Rog, the equivalent of smoking 20 cigarettes. He suffered from gout and diabetes. He would usually have a large fried breakfast at Jays Café opposite the University. If he had a doctor's appointment on a particular day, he would prepare by skipping breakfast but instead prepare for his appointment by just having a Mars bar and cigarettes to set himself up. He famously collapsed on a treadmill during a medical. He had been asked to walk on the treadmill whilst the medics read his blood pressure. As the first, and immediately after then, the second blood pressure machines had failed to record accurately his blood pressure, the medics went in search of a third machine leaving Rog on the treadmill. He soon passed out. The machines were not at fault, but his blood pressure certainly was.

Rog was far more than just a top-notch legal academic. He was a talented cellist, an all-round sportsman, a local councillor (chair of the Staffordshire County Council Ways and Means Committee) and a highly talented chef who could cook to *cordon bleu* standards. When staying for a few weeks with my family when he was between accommodation, the attempts of my wife Debs to get him to eat some plain and healthy food was not entirely well-received. Any good that might have been achieved was somewhat offset by a hugely calorific and delicious meal he kindly cooked for us on his final night with us.

Rog had a strong faith and was a regular church attender. For some years he lived in a one-up, one-down converted storage building near his local church and even there, despite very rudimentary cooking facilities, he would still conjure up an amazing meal. For many years, he was a thurifer in his church. If he was feeling mischievous, he would swing the thurible quite violently to ensure the whole place filled up with incense fumes and set up a fit of coughing amongst the celebrants.

Rog was responsible for the University of Wolverhampton acquiring its worldwide reputation as a centre of excellence in Insolvency Law research. He wrote many influential books and articles and, along with Stuart Williams and Mike Griffiths, was part of the editorial team which for many years ran the *Insolvency Law and Practice* law journal (where I had my first publication in 1988). He would later act as editor of *Receivers, Administrators and Liquidators Quarterly* (which we would joke sounded like a guest publication on Have I Got News For You?). I would not have had my career without his inspiration and assistance.

It was a sad day when he finally retired from Wolverhampton Law School. He knew his memory was beginning to let him down and, tragically, his awful condition ended up destroying much of that brilliant brain. But I will always remember him as a great academic; as a man who always wore a tie whatever the weather; who would give anyone a cigarette (even one of his posh Sobranie Black Russians); who would talk to anyone about equity, company law or insolvency law and the vagaries of certain judges; and of a great lecturer, who when he had a Friday afternoon lecture, might need someone to go to his office about ten past two to wake him from a refreshing nap. He was a one-off and we shall never see his like again.