

Corporate Governance Seminars 1-9

[View Online](#)

Aberdeen Rail Co v Blaikie Brothers [1854] Macq HL 461 (no date).

Allen v Gold Reefs of West Africa Ltd [1900-03] All ER Rep 746 (no date).

Anderson v Hogg 2002 SLT 354, Inner House (no date).

Automatic Self-Cleansing Filter Syndicate Co Ltd v Cuninghame [1906] 2 ch 35 (no date).
Baker, H.K. and Anderson, R. (eds) (2010) Corporate Governance: A Synthesis of Theory, Research, and Practice. Hoboken, N.J.: John Wiley & Sons. Available at:
<https://ebookcentral.proquest.com/lib/gla/detail.action?docID=589109>.

Bebchuk, L.A., Fried, J.M. and Walker, D.I. (2002) 'Managerial Power and Rent Extraction in the Design of Executive Compensation', The University of Chicago Law Review, 69(3). Available at: <https://doi.org/10.2307/1600632>.

Bhullar v Bhullar [2003] 2 BCLC 241 (no date a).

Bhullar v Bhullar [2003] 2 BCLC 241 (no date b).

Blair, M.M. and Stout, L.A. (1999) 'A Team Production Theory of Corporate Law', Virginia Law Review, 85. Available at:
<http://ezproxy.lib.gla.ac.uk/login?url=http://heinonline.org/HOL/Index?index=journals/valr&collection=journals>.

Bratton, W.W. (1989) 'The New Economic Theory of the Firm: Critical Perspectives from History'. Available at:
http://scholarship.law.upenn.edu/cgi/viewcontent.cgi?article=1832&context=faculty_scholarship.

Broz and RFB Cellular Inc v Cellular Information Systems 673 A 2d 148 (Del. 1996) (no date).

Bushell v Faith [1970] A C 1099 (no date).

CA [2002] EWCA Civ 1883 (no date).

Cheffins, B.R. (1997) Company Law: Theory, Structure, and Operation. Oxford: Clarendon Press.

Citco Banking Corporation NV v Pusser's Ltd [2007] UKPC 13 (no date).

Citybranch Group Ltd [2004] 4 All E R 735, CA (2004).

Coffee, J.C. and Schwartz, D.E. (1981) 'The Survival of the Derivative Suit: An Evaluation and a Proposal for Legislative Reform', Columbia Law Review, 81(2). Available at: <https://doi.org/10.2307/1122149>.

Companies Act 2006 (no date a). Available at: <https://www.legislation.gov.uk/ukpga/2006/46/contents>.

Companies Act 2006 (no date b). Available at: <https://www.legislation.gov.uk/ukpga/2006/46/contents>.

Companies Act 2006 (no date c). Available at: <https://www.legislation.gov.uk/ukpga/2006/46/contents>.

Companies Act 2006 (no date d). Available at: <https://www.legislation.gov.uk/ukpga/2006/46/contents>.

Companies Act 2006 (no date e). Available at: <https://www.legislation.gov.uk/ukpga/2006/46/contents>.

Companies Act 2006 (no date f). Available at: <https://www.legislation.gov.uk/ukpga/2006/46/contents>.

Companies Act 2006 (no date g). Available at: <https://www.legislation.gov.uk/ukpga/2006/46/contents>.

Company Law Review Steering Group (2001) Modern Company Law for a Competitive Economy: Final Report. London: Department of Trade and Industry.

'Compliance and Reporting Under the EU Non-Financial Reporting Directive' (no date). Available at: http://www.purposeofcorporation.org/documents/project_outputs/briefing-eu-non-financial-reporting-directive.pdf.

Cook v Deeks [1916] 1 AC 554 (1916).

Corporate Governance - Business, Energy and Industrial Strategy Committee - House of Commons (no date). Available at: <https://www.publications.parliament.uk/pa/cm201617/cmselect/cmbeis/702/70202.htm>.

'Corporate Governance Green Paper (2016) and the Response of the Government' (2016a). Available at: <https://www.gov.uk/government/consultations/corporate-governance-reform>.

'Corporate Governance Green Paper (2016) and the Response of the Government' (2016b). Available at: <https://www.gov.uk/government/consultations/corporate-governance-reform>.

Criterion Properties plc v Stratford UK Properties EWHC per Hart J (no date).

Dafen Tinplate Company Ltd v Llanelly Steel Company [1920] 2 Ch 124 (1920).

Davies, P.L., Gower, L.C.B. and Worthington, S. (2016a) Gower's principles of modern company law. Tenth edition. London: Sweet & Maxwell. Available at: <https://www.vlebooks.com/vleweb/product/openreader?id=GlasgowUni&isbn=9780414056299>.

Davies, P.L., Gower, L.C.B. and Worthington, S. (2016b) Gower's principles of modern company law. Tenth edition. London: Sweet & Maxwell. Available at: <https://www.vlebooks.com/vleweb/product/openreader?id=GlasgowUni&isbn=9780414056299>.

Deryn Fisher (no date) 'The Enlightened Shareholder - Leaving Stakeholders in the Dark: Will Section 172(1) of the Companies Act 2006 Make Directors Consider the Impact of Their Decisions on third parties?', International Company and Commercial Law Review [Preprint]. Available at: <http://ezproxy.lib.gla.ac.uk/login?url=http://login.westlaw.co.uk/maf/wluk/ext/app/document?sp=ukuniglasg-1&docguid=I524FDE30BAF611DD8F93EE5287864437>.

'Developments in Corporate Governance and Stewardship 2016' (no date). Available at: [https://www.frc.org.uk/Our-Work/Publications/Corporate-Governance/Developments-in-Corporate-Governance-and-Stewa-\(2\).pdf](https://www.frc.org.uk/Our-Work/Publications/Corporate-Governance/Developments-in-Corporate-Governance-and-Stewa-(2).pdf).

Dignam, A.J. and Galanis, M. (2009) The Globalization of Corporate Governance. Farnham, Surrey, England: Ashgate.

Directors' remuneration reforms FAQ (no date). Available at: <https://www.gov.uk/government/publications/directors-remuneration-reforms-frequently-asked-questions>.

Ebrahimi v Westbourne Galleries Ltd [1971] AC 360 (no date).

Edwards v Halliwell [1950] 2 All E R 1064 (1950) All England Law Reports.

Esser, I.-M. (2017) 'Corporate Governance: Soft Law Regulation and Disclosure—The Cases of the United Kingdom and South Africa', in J.J. du Plessis and C.K. Low (eds) Corporate Governance Codes for the 21st Century. Cham: Springer International Publishing, pp. 233–260. Available at: https://doi.org/10.1007/978-3-319-51868-8_11.

Ferrarini, G. (2010) 'Executive Remuneration in Crisis: A Critical Assessment of Reforms in Europe', Journal of Corporate Law Studies, 10(1). Available at: <http://ezproxy.lib.gla.ac.uk/login?url=http://www-tandfonline-com/doi/abs/10.1080/14735970.2010.11419821>.

Flannigan, R. (2006) 'The Strict Character of Fiduciary Liability', Law Journal Library New Zealand Law Review [Preprint], (2). Available at: <http://ezproxy.lib.gla.ac.uk/login?url=http://heinonline.org/HOL/Page?handle=hein.journals/newzIndlr2006&id=221&collection=journals&index=journals/newzIndlr>.

Foss v Harbottle (1843) 2 Hare 462 (no date) *189 Foss v Harbottle.

George Newman & Co. [1895] 1 Ch. 674 (no date).

Guinness Plc. v Saunders [1990] 2 W.L.R. 324 (no date).

Hogg v Cramphorn [1967] Ch 254 (no date) ICLR: Chancery Division.

Howard Smith Ltd v Ampol Petroleum Ltd [1974] AC 821 (no date) ICLR: Appeal Cases.

Insolvency Act 1986 (no date).

John Lowry (2009) 'The Duty of Loyalty of Company Directors: Bridging the Accountability Gap through Efficient Disclosure', *The Cambridge Law Journal*, 68(3), pp. 607–622.

Available at: <http://ezproxy.lib.gla.ac.uk/login?url=http://www.jstor.org/stable/40388837>.

Keay, A. (2002) 'The Duty of Directors to Take Account of Creditors' Interests: Has it any Role to Play?' Available at:

<https://signon.thomsonreuters.com/federation/UKF?entityID=https%3A%2F%2Fidp.gla.ac.uk%2Fshibboleth&returnto=https%3A%2F%2Fuk.practicallaw.thomsonreuters.com%2FDocument%2FIC3930461E72111DA9D198AF4F85CA028%2FView%2FFullText.html%3FskipAnonymous%3Dtrue>.

Keay, A. (2007) 'Tackling the Issue of the Corporate Objective: An Analysis of the United Kingdom's Enlightened Shareholder Value Approach', *Sydney Law Review*, 29(4), pp. 577–612. Available at:

<http://ezproxy.lib.gla.ac.uk/login?url=http://heinonline.org/HOL/Page?public=false&handle=hein.journals/sydney29&id=577>.

Keay, A. (2008) 'Ascertaining The Corporate Objective: An Entity Maximisation and Sustainability Model', *Modern Law Review*, 71(5), pp. 663–698. Available at:

<https://doi.org/10.1111/j.1468-2230.2008.00711.x>.

Keay, A. (2010) 'Shareholder Primacy in Corporate Law: Can it Survive? Should it Survive?', *European Company and Financial Law Review*, 7(3). Available at:

<https://doi.org/10.1515/ecfr.2010.369>.

Keay, A. (2014) 'Comply or Explain in Corporate Governance Codes: in Need of Greater Regulatory Oversight?', *Legal Studies*, 34(2), pp. 279–304. Available at:

<https://doi.org/10.1111/lest.12014>.

Keay, A. (no date a) 'Assessing accountability of boards under the UK Corporate Governance Code', *Journal of Business Law*, 7. Available at:

<http://ezproxy.lib.gla.ac.uk/login?url=http://login.westlaw.co.uk/maf/wluk/ext/app/document?sp=ukuniglasg-1&docguid=I1A05C82055BB11E5A81AE7D9787A2D81>.

Keay, A. (no date b) 'Moving Towards Stakeholderism? Constituency Statutes, Enlightened Shareholder Value, and More: Much Ado about Little?', *European Business Law Review*, 22(1), pp. 1–49. Available at:

<http://ezproxy.lib.gla.ac.uk/login?url=http://www.kluwerlawonline.com/abstract.php?area=journals&id=EULR2011001>.

Kershaw, D. (2005) 'Lost in Translation: Corporate Opportunities in Comparative Perspective', *Oxford Journal of Legal Studies*, 25(4), pp. 603–627. Available at:

<http://ezproxy.lib.gla.ac.uk/login?url=http://www.jstor.org/stable/3600611>.

Kershaw, D. (2012a) *Company Law in Context: texts and materials*. 2nd edn. Oxford University Press. Available at: <https://app.kortext.com/borrow/125938>.

Kershaw, D. (2012b) Company Law in Context: texts and materials. 2nd edn. Oxford University Press. Available at: <https://app.kortext.com/borrow/125938>.

Kershaw, D. (2012c) Company Law in Context: texts and materials. 2nd edn. Oxford University Press. Available at: <https://app.kortext.com/borrow/125938>.

Kershaw, D. (2012d) Company Law in Context: texts and materials. 2nd edn. Oxford University Press. Available at: <https://app.kortext.com/borrow/125938>.

Kershaw, D. (2012e) Company Law in Context: texts and materials. 2nd edn. Oxford University Press. Available at: <https://app.kortext.com/borrow/125938>.

Kershaw, D. (2012f) Company Law in Context: texts and materials. 2nd edn. Oxford University Press. Available at: <https://app.kortext.com/borrow/125938>.

Kershaw, D. (2012g) Company Law in Context: texts and materials. 2nd edn. Oxford University Press. Available at: <https://app.kortext.com/borrow/125938>.

Kershaw, D. (2012h) Company Law in Context: texts and materials. 2nd edn. Oxford University Press. Available at: <https://app.kortext.com/borrow/125938>.

Kershaw, D. (2012i) Company Law in Context: texts and materials. 2nd edn. Oxford University Press. Available at: <https://app.kortext.com/borrow/125938>.

Kingford Smith, D. (2010) 'Governing the Corporation: The role of Soft Regulation', 35(1). Available at:
<http://ezproxy.lib.gla.ac.uk/login?url=http://www.heinonline.org/HOL/LuceneSearch?type=title&term=sa=Governing+the+corporation+%3A+the+role+of+%27soft+regulation%27&operator=AND&searchtype=field&collection=journals§ions=any&submit=Search>.

KPMG's Guide to Directors' Remuneration 2015 (2016). Available at:
<https://home.kpmg.com/uk/en/home/insights/2015/09/kpmgs-guide-to-directors-remuneration-2015.html>.

Kraakman, R.H. (2017) The anatomy of corporate law: a comparative and functional approach. Third edition. Oxford: Oxford University Press. Available at:
<http://ezproxy.lib.gla.ac.uk/login?url=http://dx.doi.org/10.1093/acprof:oso/9780198739630.001.0001>.

Lombard, S. and Joubert, T. (2014) 'The Legislative Response to the Shareholders V Stakeholders Debate: A Comparative Overview', Journal of Corporate Law Studies, 14(1), pp. 211–240. Available at: <https://doi.org/10.5235/14735970.14.1.211>.

LR 9.8 Annual Financial Report - FCA Handbook (no date). Available at:
<https://www.handbook.fca.org.uk/handbook/LR/9/8.html>.

Lynch, E. (2012) 'Section 172: A Ground-Breaking Reform of Director's Duties, or the Emperor's New Clothes?', Company Lawyer, 33(7). Available at:
<https://signon.thomsonreuters.com/federation/UKF?entityID=https%3A%2F%2Fidp.gla.ac.uk%2Fshibboleth&returnto=https%3A%2F%2Fuk.practicallaw.thomsonreuters.com%2FDocument%2FI40B86F40B5E611E1B7C6E5F4CE7945D1%2FView%2FFullText.html%3Fski>

pAnonymous%3Dtrue.

MacNeil, I. and Li, X. (2006) 'Comply or Explain: Market Discipline and Non-Compliance With the Combined Code', *Corporate Governance: An International Review*, 14(5), pp. 486–497. Available at: <https://doi.org/10.1111/j.1467-8683.2006.00524.x>.

Mallin, C.A. (2019) *Corporate governance*. Sixth edition. Oxford: Oxford University Press. Available at: <https://www.vlebooks.com/vleweb/product/openreader?id=GlasgowUni&isbn=9780192538734>.

McCahery, J.A. (no date) 'Managerial Remuneration: The Indirect Pay-for-Performance Relation', *Journal of Corporate Law Studies*, 1(part 2), pp. 317–332. Available at: <http://ezproxy.lib.gla.ac.uk/login?url=http://heinonline.org/HOL/Page?public=false&handle=hein.journals/corplstd1&id=319>.

McGuinness v Bremner [1988] BCLC 673 (no date).

Moore, M. (2017a) *Corporate Governance: Law, Regulation and Theory*. 1st ed. 2017. Basingstoke: Palgrave Macmillan.

Moore, M. (2017b) *Corporate Governance: Law, Regulation and Theory*. 1st ed. 2017. Basingstoke: Palgrave Macmillan.

Northwest Transportation Company Ltd v Beatty (1887) (1887).

NYSE Listed Company Manual, Corporate Governance Standards (no date). Available at: <http://wallstreet.cch.com/LCM/>.

'O'Neill v Phillips [1999] 1 WLR 1092, HL' (1999). Available at: <http://ezproxy.lib.gla.ac.uk/login?url=http://www.lexisnexis.com/uk/legal/docview/getDocForCuiReq?Ini=5F3S-9PV1-F00Y-N08M&csi=417192&oc=00240&perma=true&elb=t>.

Parkinson, J.E. (1993) *Corporate Power and Responsibility: Issues in the Theory of Company Law*. Oxford: Clarendon Press.

Peskin v Anderson [2001] 1 BCLC 372 (no date) Bruce Peskin, Kevin Milner v John Anderson & Ors.

Re D'Jan of London Ltd [1994] 1 BCLC 561 (no date).

Re Halt Garage (1964) Ltd (1982).

Re Macro Ipswich Ltd [1994] 2 BCLC 354 (no date).

Regal (Hastings) Ltd v Gulliver [1967] 2 AC 134 (1967) ICLR: Appeal Cases.

Regal (Hastings) v Gulliver [1942] 1 All ER 378 (1942).

Regentcrest v Cohen [2001] 2 BCLC 80 (no date) Regentcrest Plc (In Liquidation) v Jeffrey Saul Cohen, Donald Barrie Richardson.

- Riley, C.A. (1999) 'The Company Director's Duty of Care and Skill: The Case for an Onerous but Subjective Standard', *Modern Law Review*, 62(5), pp. 697–724. Available at: <https://doi.org/10.1111/1468-2230.00232>.
- Sarah Worthington (2001) 'Reforming Directors' Duties', *The Modern Law Review*, 64(3), pp. 439–458. Available at: <http://ezproxy.lib.gla.ac.uk/login?url=http://www.jstor.org/stable/1097009>.
- Saul D Harrison [1995] 1 BCLC 14, CA (no date).
- Sealy, L.S. (1989) 'Bona Fides and Proper Purposes in Corporate Decision', *Law Journal Library Monash University Law Review - HeinOnline.org*, 15. Available at: <https://ezproxy.lib.gla.ac.uk/login?url=https://heinonline.org/HOL/Page?handle=hein.journals/monash15&id=279&collection=journals&index=journals/monash>.
- Section 122, Insolvency Act 1986 (no date). Available at: <http://www.legislation.gov.uk/ukpga/1986/45/section/122>.
- Shuttleworth v Cox Bros Ltd [1926] All ER Rep 498 (no date).
- Smith v Van Gorkom 488 A 2d 858 (Del 1985) (no date).
- Stout, L. (2002) 'Bad and Not-so-Bad Arguments for Shareholder Primacy', *Law Journal Library Search*, 75(5), pp. 1189–1210. Available at: http://ezproxy.lib.gla.ac.uk/login?url=http://www.heinonline.org/HOL/Page?handle=hein.journals/scal75&div=37&start_page=1189&collection=journals&set_as_cursor=0&men_tab=srchresults.
- Talbot, L. (2013) *Progressive Corporate Governance for the 21st Century*. London: Routledge.
- 'The Wrongful Trading Remedy in UK Law: Classification, Application and Practical Significance' (no date), 2004. Available at: <http://ezproxy.lib.gla.ac.uk/login?url=http://heinonline.org/HOL/P?h=hein.journals/ecomflr1&i=71>.
- UK Corporate Governance Code (no date). Available at: <https://www.frc.org.uk/Our-Work/Codes-Standards/Corporate-governance/UK-Corporate-Governance-Code.aspx>.
- 'UKLA, Listing Rules' (no date). Available at: <https://www.handbook.fca.org.uk/handbook/LR.pdf>.
- Wedderburn, K.W. (1957) 'Shareholders' Rights and the Rule in Foss v. Harbottle', *The Cambridge Law Journal*, 15(02). Available at: <https://doi.org/10.1017/S0008197300082064>.
- 'What Constitutes an Explanation Under "comply or explain?"' (no date). Available at: <https://www.frc.org.uk/Our-Work/Publications/Corporate-Governance/What-constitutes-an-explanation-under-comply-or-ex.pdf>.
- Worthington, S. (2000) 'Corporate Governance: Remedying and Ratifying Directors'

Breaches'', Law Quarterly Review, pp. 638–675. Available at:
<https://signon.thomsonreuters.com/federation/UKF?entityID=https%3A%2F%2Fidp.gla.ac.uk%2Fshibboleth&returnto=https%3A%2F%2Fuk.practicallaw.thomsonreuters.com%2FDocument%2FICCB8C891E72111DA9D198AF4F85CA028%2FView%2FFullText.html%3FskipAnonymous%3Dtrue>.

Wymeersch, E.O. (2007) 'The Corporate Governance "Codes of Conduct" between State and Private Law', SSRN Electronic Journal [Preprint]. Available at:
<https://doi.org/10.2139/ssrn.1032596>.