# Corporate Governance Seminars 1-9



1.

Moore, M. Corporate Governance: Law, Regulation and Theory. vol. Palgrave Corporate and Financial Law (Palgrave Macmillan, 2017).

# 2.

Kershaw, D. Company Law in Context: texts and materials. (Oxford University Press, 2012).

3.

Mallin, C. A. Corporate governance. (Oxford University Press, 2019).

4.

Corporate Governance: A Synthesis of Theory, Research, and Practice. vol. The Robert W. Kolb series in finance (John Wiley & Sons, 2010).

5.

Talbot, L. Progressive Corporate Governance for the 21st Century. vol. Routledge research in corporate law (Routledge, 2013).

6.

Bratton, W. W. The New Economic Theory of the Firm: Critical Perspectives from History. (1989).

Dignam, A. J. & Galanis, M. The Globalization of Corporate Governance. (Ashgate, 2009).

# 8.

Kershaw, D. Company Law in Context: texts and materials. (Oxford University Press, 2012).

# 9.

Davies, P. L., Gower, L. C. B. & Worthington, S. Gower's principles of modern company law. (Sweet & Maxwell, 2016).

# 10.

Kraakman, R. H. The anatomy of corporate law: a comparative and functional approach. (Oxford University Press, 2017).

#### 11.

Companies Act 2006.

12.

UKLA, Listing Rules.

# 13.

Automatic Self-Cleansing Filter Syndicate Co Ltd v Cuninghame [1906] 2 ch 35.

14.

Bushell v Faith [1970] A C 1099.

Kershaw, D. Company Law in Context: texts and materials. (Oxford University Press, 2012).

# 16.

MacNeil, I. & Li, X. Comply or Explain: Market Discipline and Non-Compliance With the Combined Code. Corporate Governance: An International Review **14**, 486–497 (2006).

# 17.

Developments in Corporate Governance and Stewardship 2016.

# 18.

Moore, M. Corporate Governance: Law, Regulation and Theory. vol. Palgrave Corporate and Financial Law (Palgrave Macmillan, 2017).

# 19.

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

# 20.

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

# 21.

Kingford Smith, D. Governing the Corporation: The role of Soft Regulation. **35**, (2010).

Keay, A. Assessing accountability of boards under the UK Corporate Governance Code. Journal of Business Law **7**,.

## 23.

Wymeersch, E. O. The Corporate Governance 'Codes of Conduct' between State and Private Law. SSRN Electronic Journal (2007) doi:10.2139/ssrn.1032596.

# 24.

UK Corporate Governance Code. https://www.frc.org.uk/Our-Work/Codes-Standards/Corporate-governance/UK-Corporate-Governance-Code.aspx.

#### 25.

What Constitutes an Explanation Under 'comply or explain?'

26.

LR 9.8 Annual Financial Report - FCA Handbook. https://www.handbook.fca.org.uk/handbook/LR/9/8.html.

#### 27.

NYSE Listed Company Manual, Corporate Governance Standards. http://wallstreet.cch.com/LCM/.

#### 28.

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

#### 29.

Kershaw, D. Company Law in Context: texts and materials. (Oxford University Press, 2012).

Davies, P. L., Gower, L. C. B. & Worthington, S. Gower's principles of modern company law. (Sweet & Maxwell, 2016).

31.

Corporate Governance Green Paper (2016) and the Response of the Government. (2016).

32.

Corporate Governance - Business, Energy and Industrial Strategy Committee - House of Commons.

https://www.publications.parliament.uk/pa/cm201617/cmselect/cmbeis/702/70202.htm.

33.

Compliance and Reporting Under the EU Non-Financial Reporting Directive.

34.

Deryn Fisher. 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.

35.

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

36.

The Wrongful Trading Remedy in UK Law: Classification, Application and Practical Significance. **2004**,.

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

38.

Sealy, L. S. Bona Fides and Proper Purposes in Corporate Decision. Law Journal Library Monash University Law Review - HeinOnline.org **15**, (1989).

39.

Blair, M. M. & Stout, L. A. A Team Production Theory of Corporate Law. Virginia Law Review **85**, (1999).

40.

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

41.

Stout, L. Bad and Not-so-Bad Arguments for Shareholder Primacy. Law Journal Library Search **75**, 1189–1210 (2002).

42.

Lombard, S. & Joubert, T. The Legislative Response to the Shareholders V Stakeholders Debate: A Comparative Overview. Journal of Corporate Law Studies **14**, 211–240 (2014).

43.

Lynch, E. Section 172: A Ground-Breaking Reform of Director's Duties, or the Emperor's New Clothes? Company Lawyer **33**, (2012).

Keay, A. Moving Towards Stakeholderism? Constituency Statutes, Enlightened Shareholder Value, and More: Much Ado about Little? European Business Law Review **22**, 1–49.

45.

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

46.

Companies Act 2006.

47.

Regentcrest v Cohen [2001] 2 BCLC 80. Regentcrest Plc (In Liquidation) v Jeffrey Saul Cohen, Donald Barrie Richardson.

48.

Peskin v Anderson [2001] 1 BCLC 372. Bruce Peskin, Kevin Milner v John Anderson & Ors.

49.

Hogg v Cramphron [1967] Ch 254. ICLR: Chancery Division.

50.

Howard Smith Ltd v Ampol Petroleum Ltd [1974] AC 821. ICLR: Appeal Cases.

51.

Criterion Properties plc v Stratford UK Properties EWHC per Hart J.

CA [2002] EWCA Civ 1883.

# 53.

Kershaw, D. Company Law in Context: texts and materials. (Oxford University Press, 2012).

## 54.

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

#### 55.

Riley, C. A. The Company Director's Duty of Care and Skill: The Case for an Onerous but Subjective Standard. Modern Law Review **62**, 697–724 (1999).

56.

Companies Act 2006.

57.

Insolvency Act 1986.

58.

Re D'Jan of London Ltd [1994] 1 BCLC 561.

#### 59.

Smith v Van Gorkom 488 A 2d 858 (Del 1985).

# 60.

Kershaw, D. Company Law in Context: texts and materials. (Oxford University Press,

2012).

# 61.

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

# 62.

Sarah Worthington. Reforming Directors' Duties. The Modern Law Review **64**, 439–458 (2001).

#### 63.

Flannigan, R. The Strict Character of Fiduciary Liability. Law Journal Library New Zealand Law Review (2006).

#### 64.

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

65.

Aberdeen Rail Co v Blaikie Brothers [1854] Macq HL 461.

66.

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

67.

Bhullar v Bhullar [2003] 2 BCLC 241.

Broz and RFB Cellular Inc v Cellular Information Systems 673 A 2d 148 (Del. 1996).

69.

Companies Act 2006.

70.

Kershaw, D. Company Law in Context: texts and materials. (Oxford University Press, 2012).

71.

Directors' remuneration reforms FAQ.

https://www.gov.uk/government/publications/directors-remuneration-reforms-frequently-as ked-questions.

72.

Corporate Governance Green Paper (2016) and the Response of the Government. (2016).

73.

KPMG's Guide to Directors' Remuneration 2015. https://home.kpmg.com/uk/en/home/insights/2015/09/kpmgs-guide-to-directors-remunerati on-2015.html (2016).

74.

Ferrarini, G. Executive Remuneration in Crisis: A Critical Assessment of Reforms in Europe. Journal of Corporate Law Studies **10**, (2010).

75.

Bebchuk, L. A., Fried, J. M. & Walker, D. I. Managerial Power and Rent Extraction in the Design of Executive Compensation. The University of Chicago Law Review **69**, (2002).

McCahery, J. A. Managerial Remuneration: The Indirect Pay-for-Performance Relation. Journal of Corporate Law Studies  $\mathbf{1}$ , 317–332.

77.

Companies Act 2006.

78.

George Newman & Co. [1895] 1 Ch. 674.

79.

Re Halt Garage (1964) Ltd. vol. 3 (1982).

80.

Guinness Plc. v Saunders [1990] 2 W.L.R. 324.

#### 81.

Kershaw, D. Company Law in Context: texts and materials. (Oxford University Press, 2012).

#### 82.

Wedderburn, K. W. Shareholders' Rights and the Rule in Foss v. Harbottle. The Cambridge Law Journal 15, (1957).

#### 83.

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

Worthington, S. Corporate Governance: Remedying and Ratifying Directors' Breaches'. Law Quarterly Review 638–675 (2000).

## 85.

Coffee, J. C. & Schwartz, D. E. The Survival of the Derivative Suit: An Evaluation and a Proposal for Legislative Reform. Columbia Law Review **81**, (1981).

# 86.

Foss v Harbottle (1843) 2 Hare 462. \*189 Foss v Harbottle.

87.

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

88.

Companies Act 2006.

89.

Kershaw, D. Company Law in Context: texts and materials. (Oxford University Press, 2012).

90.

Northwest Transportation Company Ltd v Beatty (1887). vol. 12 (1887).

91.

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

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

93.

Allen v Gold Reefs of West Africa Ltd [1900-03] All ER Rep 746.

94.

Shuttleworth v Cox Bros Ltd [1926] All ER Rep 498.

95.

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

96.

Citco Banking Corporation NV v Pusser's Ltd [2007] UKPC 13.

97.

Ebrahimi v Westbourne Galleries Ltd [1971] AC 360.

98.

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

99.

Saul D Harrison [1995] 1 BCLC 14, CA.

100.

O'Neill v Phillips [1999] 1 WLR 1092, HL. (1999).

McGuinness v Bremner [1988] BCLC 673.

102.

Anderson v Hogg 2002 SLT 354, Inner House.

103.

Re Macro Ipswich Ltd [1994] 2 BCLC 354.

104.

Bhullar v Bhullar [2003] 2 BCLC 241.

105.

Companies Act 2006.

106.

Section 122, Insolvency Act 1986. http://www.legislation.gov.uk/ukpga/1986/45/section/122.