

Corporations Law In Principles 9th Edition

This text provides a rigorous analysis of business law for students taking business and finance related courses. This well-documented work will appeal to corporate leaders interested in understanding the related practicalities of international corporate liability as well as post-graduate students in international business and international policy studies. Policymakers, academics and researchers interested in a unique perspective on the future of the global corporation as an internationally responsible global citizen will find much to interest them in this book.

The purpose of this book is to honour the influential and wide-ranging work of Professor Hugh Beale. It contains essays by twenty-five very distinguished authors, each of whom has worked with Professor Beale as a co-author, as a teaching colleague, during his time as Law Commissioner of England and Wales, or as part of the study groups working in Europe on contract and commercial law. The essays reflect different aspects of Professor Beale's interests. Some concentrate on English contract law, either from a historical or a current perspective, while others are focused on aspects of European contract law. There are four essays looking at current issues relating to security and financing, and, as befits a former Law Commissioner, three essays on law reform. The essays in the final section discuss trends in transnational and European commercial law. This book brings together the reflections of eminent writers from all over Europe on important issues facing contract and commercial law and will be of interest to all scholars and practitioners working in these areas. Currently, there exists a distrust of corporate activity in the continuing aftermath of the financial crisis and with increasing recognition of the threats of climate change and global, as well as national, inequalities. Despite efforts in the arena of corporate governance to address these, we are still beset with corporate scandals and witness companies facing large fines for their environmental and cost-cutting misdemeanours. Recognising that the usual responses to dealing with these corporate problems are not effective, this book asks whether the traditional form of the joint stock corporation itself lies at the heart of these problems. What are the features of the corporate form and how does its current regulation underscore these problems? Identifying such features provides a basis for the discussion to develop towards suggesting more progressive regulatory developments around the corporate form. More fundamentally, this book investigates a diverse range of corporate governance models that are emerging as alternatives to the shareholder corporation, including employee-owned, cooperative and social enterprises. The contributors are leading scholars from various backgrounds including law, management and organisation studies, finance and accounting, as well as experienced professionals and policy makers with expertise in social and cooperative business models and the role of employees in the corporation.

In Search of Corporate Accountability

Great Debates in Commercial and Corporate Law

Liabilities of Corporate Participants

The Oxford Handbook of Corporate Law and Governance

Shareholder Primacy and Corporate Governance

Regulating the Closed Corporation

This quick-reference manual lets you help clients take full advantage of their S corporation status and minimize their taxes. It leads you directly to authoritative information on every aspect of the S corporation, enabling you to: Arm the S corporation against the potential tax traps hidden in the Small Business Tax Protection Act.

Maximize the tax benefits of S corporation status. Make a qualified Subchapter S Subsidiary (QSub) election.

Identify dispositions that will trigger the built-in gains tax. Avoid added tax liability or loss of S corporation status from passive investment income. Capitalize on the permissible differences in stock rights to facilitate estate planning and ownership transfers. Determine allocation of income, losses, and deductions in the

termination year of the S corporation. Plus, there are citations to the controlling rules, regulations, and court decisions that will save you hours of research.

Corporate law and corporate governance have been at the forefront of regulatory activities across the world for several decades now, and are subject to increasing public attention following the Global Financial Crisis of 2008.

The Oxford Handbook of Corporate Law and Governance provides the global framework necessary to understand the aims and methods of legal research in this field. Written by leading scholars from around the world, the Handbook contains a rich variety of chapters that provide a comparative and functional overview of corporate governance. It opens with the central theoretical approaches and methodologies in corporate law scholarship in Part I, before examining core substantive topics in corporate law, including shareholder rights, takeovers and restructuring, and minority rights in Part II. Part III focuses on new challenges in the field, including conflicts between Western and Asian corporate governance environments, the rise of foreign ownership, and emerging markets. Enforcement issues are covered in Part IV, and Part V takes a broader approach, examining those areas of law and finance that are interwoven with corporate governance, including insolvency, taxation, and securities law as well as financial regulation. The Handbook is a comprehensive, interdisciplinary resource placing corporate law and governance in its wider context, and is essential reading for scholars, practitioners, and policymakers in the field.

This book is a comparative law study exploring the piercing of the corporate veil in Latin America within the context of the Anglo-American method. The piercing of the corporate veil is a remedy applied, in exceptional circumstances, to prevent and punish an inappropriate use of the corporate personality. The application of this

remedy and the issues it involves has been widely researched in Anglo-American jurisdictions and, until recently, little attention has been given to this subject in Latin America. This region has been through internal political conflicts that undermined economic development. However, rise of democratic governments has created the political stability necessary for investment and economic development meaning that the corporate personality is now more commonly used in Latin America. Consequently, corporate personality issues have become a subject of study in this region. Drawing on case studies from Mexico, Colombia, Brazil and Argentina, Piercing the Corporate Veil in Latin American Jurisprudence examines the ingenuity of Latin American jurisdictions to deal with corporate personality issues and compares this method with the Anglo-American framework. Focusing in particular on the influence of two key factors- legal tradition and the uniqueness of each legal system- the author highlights both similarities and differences in the way in which the piercing of the corporate veil is applied in Latin American and Anglo-American jurisdictions. This book will be of great interest to scholars of company and comparative law, and business studies in general.

This monograph offers a detailed and distinctive analysis of corporate nationality under international investment law, covering the ICSID Convention and the investment treaty framework. It takes the reader back to the basics, threading through the concepts of jurisdiction, nationality, and corporate personality to give a clear context to the discussion of corporate nationality under international investment law, at a time when international investment is dominated by multinational business enterprises operating in a globalised economy. The book examines different understandings of corporate personality and nationality under a selection of jurisdictions and public international law. It also offers an in-depth analysis of approaches found in ICSID arbitral awards and in investment treaty practice, distilling the problematic areas and discussing the impacts of the areas of concern. It evaluates the techniques developed to address problems and puts forward suggestions for effective and balanced solutions to the questions of corporate nationality and personal scope of investment protection.

A Radical Perspective on the Role of Law in the Global Political Economy

In Principle

International Corporate Legal Responsibility

Company Law

A Comparative and Functional Approach

The S Corporation Answer Book

Contemporary Australian Corporate Law provides an authoritative, contextual and critical analysis of Australian corporate and financial markets law, designed to engage today's LL.B. and JD students. Written by leading corporate law scholars, the text provides a number of features including: a well-structured presentation of topics for Australian corporate law courses,

consistent application of theory with discussion of corporate law principles (both theoretical and historical), comprehensive discussion of case law with modern examples, and integration of corporate law and corporate governance, all with clarity, insight and technical excellence. Central concepts are enhanced with dynamic and relevant discussions of corporate law in context, including debates relating to the role of corporations in society, the global convergence of corporate law as well as corporations and human rights. Exploring the social, political and economic forces which shape modern corporations law, Contemporary Australian Corporate Law encourages a forward-thinking approach to understanding key concepts within the field.

The fourth edition of Company Law brings clarity and sophisticated analysis to the ever-changing landscape of company law. Hannigan captures the dynamism of the subject, places the material in context, highlights its relevance and topicality, and guides students through all the major areas studied at undergraduate level. The book is divided into five distinct sections covering corporate structure (including legal personality and constitutional issues), corporate governance (including directors' duties and liabilities), shareholders' rights and remedies (including powers of decision-making and shareholder engagement), corporate finance (including share and loan capital), and corporate rescue and restructuring (including liabilities arising on insolvency). The author's accessible writing style and comprehensive approach to the subject makes this an ideal textbook for students of company law.

Corporations Law: In Principle, 9th edition continues its tradition of being one of the most easy to understand texts on corporate law in Australia. Since the last edition, there have been many significant developments in both legislation and case law as a result of events such as the Global Financial Crisis and a range of government reviews and administrative changes. Significant cases in this edition, particularly in relation to directors' duty of care, include ASIC v Healey (2011) (the Centro Case); ASIC v Hellicar (2012) (the James Hardie Case); Shafron v ASIC (2012); and Forrest v ASIC; Fortescue Metals Group Ltd v ASIC (2012).

Rising defaults in the financial market in 2007, the current widespread economic recession and debt crisis have added impetus to existing doubts about companies' governance, and cast new light on future trends in shareholder-oriented corporate practice. Taking account of these developments in the field and realising the current need for changes in governance, this book offers a thorough exploration of the origins, recent changes and future development of the corporate objective—shareholder primacy. Legal and theoretical aspects are examined so as to provide a comprehensive and critical account of the practices reflecting shareholder primacy in the UK. In the wake of the financial crisis, this book investigates the direction of future policy, with particular attention to changes in governing rules and regulations and their implications for preserving the objective of shareholder primacy. It examines current UK and EU reform proposals calling for long-term and socially-responsible corporate performance, and the potential friction between proposed legal changes and commercial practices. This book will be useful to researchers and students of company law, and business and management studies.

Venture Capital and the Corporate Governance of Chinese Listed Companies

International Trade & Business Law Review

Comparative Company Law

Principles of Banking Regulation

Throughout the world, the Anglo-American model of corporate governance tends to prevail – but no two countries are identical. Governance outcomes in developing and emerging economies often deviate from what theory predicts, due to a wide range of factors. Using insights from New Institutional Economics, *Corporate Governance in Developing and Emerging Markets* aims to explain the different issues and cultural and legal factors at play, and put forward an alternative governance framework for these economies. Structured in three parts, this text investigates different models of corporate governance; it explores the realities of corporate governance in ten nations, including the 'BRICS' (Brazil, Russia, India, China and South Africa) and 'MINT' (Mexico, Indonesia, Nigeria and Turkey) countries; and then considers corporate governance reform. This interdisciplinary text will be a valuable tool for students of corporate governance across Business, Economics and Law; and an equally useful resource for anyone working in or carrying out research in this area.

The purpose of this text is to provide a comprehensive, yet succinct, examination of the most significant areas of corporations law. Through the identification of the key elements underlying the pertinent statutory provisions, the use of a plain English writing style and simple format, the text seeks to make corporations law more accessible to those who seek to study or practise in the area of corporations law. Since the publication of the fourth edition there have been significant changes in corporations law. From a legislative perspective, important changes have also been effected through the passage of, inter alia, CLERP 9. This has impacted significantly on the law pertaining to executive officers and directors (in particular their remuneration and financial reporting) and disclosure documents. Judicially, this period has been marked by a considerable number of important cases pertaining to directors' liability arising out of, inter alia, high profile corporate collapses, including HIH and One.Tel. These cases have provided guidance as to the applicability of both statutory and equitable directors' duties, but also clarified the procedural and substantive law aspects of the penalties flowing from breaches of such duties. The Core Text series takes the reader straight to the heart of the subject, providing a reliable and invaluable guide for students of law at all levels. Written by leading academics and renowned for their clarity, these concise texts explain the intellectual challenges of each area of the law. *Company Law* gives an authoritative and accurate account of the key principles and demystifies this complex area of the law without oversimplification. Chapter introductions will orientate readers with the various aspects of company law and further reading will provide the tools for further research and study. Self-test questions are an invaluable aid to reinforcing learning and supporting revision and will assist with examination recall. *Company Law* provides the perfect balance between

depth, succinctness, and accessibility. New to this edition Coverage of new case law including: *Prest v Petrodel Resources Ltd* (2013); *Chandler v Cape plc* (2012); *VTB Capital plc v Nutritek Int Corp* (2013) On corporate governance the new edition discusses the implementation of mandatory "Say on Pay" measures in the Enterprise and Regulatory Reform Act 2013, the implementation of the Kay Review recommendations Also covered are the EU action plan on European company law and corporate governance (2012) and the EU consultation on the future of European company law (2012), as well as the law Commission's consultation of the fiduciary duties of investment intermediaries (2014)

In recent decades, the volume of EU legislation on financial law has increased exponentially. Banks, insurers, pension funds, investment firms and other financial institutions all are increasingly subject to European regulatory rules, as are day to day financial transactions. Serving as a comprehensive and authoritative introduction to European banking and financial law, the book is organized around the three economic themes that are central to the financial industry: (i) financial markets; (ii) financial institutions; and (iii) financial transactions. It covers not only regulatory law, but also commercial law that is relevant for the most important financial transactions. It also explains the most important international standard contracts such as LMA loan contracts and the GMRA repurchase agreements. Covering a broad range of aspects of financial law from a European perspective, it is essential reading for students of financial law and European regulation.

The Anatomy of Corporate Law

Activist Shareholders, Decoupled Risk, and Corporate Governance

Transnational Corporations and International Law

Piercing the Corporate Veil in Latin American Jurisprudence

Conceptualising Transnational Corporate Groups for International Criminal Law

Corporate Finance Law

This book examines the effectiveness of corporate takeovers. The dominant ideologies of corporate takeovers include synergistic gains and its managerial disciplinary role. These dominant themes are being undermined by the challenges of costly acquisitions. The UK Takeover Code is a regulatory response to the role of managers of target companies only. Also, the regulatory framework for takeovers in the United States is largely focused on target companies. The book demonstrates that managements can influence the role of takeovers, thereby undermining its synergistic and disciplinary values. Presenting an identification and evaluation of the limits of current regulatory and judicial control over the role of management during takeovers in the UK and the US -Delaware, it will identify the relevance of institutional control as an effective mechanism for addressing the

challenges of managerial influence over takeover functions. It will also identify how the role of managements can be addressed with the complementary benefit to shareholder and employee interests; thereby challenging the shareholder/ stakeholder primacy debate in corporate law, particularly in relation to takeovers. This book will be essential reading for scholars and students interested in the market for corporate control, corporate law and company law.

This new five volume "Second Edition" of "Blumberg on

Unlocking Company Law will help you grasp the main concepts of Company Law with ease. Containing accessible explanations in clear and precise terms that are easy to understand, it provides an excellent foundation for learning and revising. The information is clearly presented in a logical structure and the following features support learning helping you to advance with confidence: Clear learning outcomes at the beginning of each chapter set out the skills and knowledge you will need to get to grips with the subject Key Facts boxes throughout each chapter allow you to progressively build and consolidate your understanding End-of-chapter summaries provide a useful check-list for each topic Cases and judgments are highlighted to help you find them and add them to your notes quickly Frequent activities and self-test questions are included so you can put your knowledge into practice Sample essay questions with annotated answers prepare you for assessment Glossary of legal terms clarifies important definitions This edition has been updated to include key recent changes and developments in company law, both case law and statutory. Two recent Supreme Court decisions on piercing the corporate veil, *VTB Capital plc v Nutritek International Corp* and others and *Prest v Petrodel Resources Limited & Others*, are examined, as is *Popplewell J's* detailed judgment on directors' duties in *Madoff Securities International Limited (In Liquidation) v Raven* and others. Important new provisions for binding votes and detailed disclosure of directors' remuneration, changes to the company charges registration and narrative reporting regimes and new rules facilitating private company share reductions/buy-backs are outlined as are imminent developments included in the 2014 Deregulation Bill (stemming from the Government Red Tape Challenge). Commitment of the EU and UK Government to improving corporate governance of small and medium-sized enterprises (SMEs) makes core company law, the focus of this book, more relevant than ever. The books in the Unlocking the Law Series get straight to the point and offer clear and concise coverage of the law, broken-down into bite-size sections with regular recaps to boost your confidence. They provide complete coverage of both core and popular optional law modules, presented in an innovative, visual format and are supported by a website which offers students a

host of additional practice opportunities.

Corporations Law In Principle

Card and James' Business Law

Accountability in the Global Business Environment

Corporate Governance

Corporate Takeover Law and Management Discipline

United States Attorneys' Manual

The Deconstruction of Equity

Corporations Law: In Principle, 10th edition, continues its tradition of being one of the most easy to understand texts on corporate law in Australia. Since the last edition, there have been many significant developments in both legislation and case law as a result of a range of government reviews and administrative changes.

Analyses banking regulation and recent international developments, including Basel IV, bank resolution and Brexit, and their impact on bank governance.

Der Band schlägt ein Konzept des transnationalen Konzerns für das Völkerstrafrecht vor. Die Analyse von Völkerrecht, EU-Kartellrecht, US- und englischem Recht sowie ökonomischer Theorien zeigt den Konzern als ökonomische Einheit, wenn Kontrollmacht und tatsächliche Kontrollausübung vorliegen. Das Buch ergänzt die strafrechtliche Debatte um einen bis jetzt vernachlässigten gesellschaftsrechtlichen Blickwinkel und schafft mehr Klarheit hinsichtlich der Konturen und notwendigen Elemente des transnationalen Konzerns. Die Kriterien entspringen einer gründlichen Analyse transnationaler, übergreifender Strukturmerkmale des Konzerns in den untersuchten Rechtsordnungen. Das Hauptaugenmerk liegt dabei auf der tatsächlichen Kontrollausübung und ihren verschiedenen Formen. Als Ergebnis der Synthese steht ein detailliertes und ökonomisch abgesichertes Konzept des transnationalen Konzerns, der als potenzieller Adressat völkerstrafrechtlicher Normen in Betracht kommt.

To what extent is labour law an autonomous field of study? This book is based upon the papers written by a group of leading international scholars on this theme, delivered at a conference to mark Professor Mark Freedland's retirement from his teaching fellowship in Oxford. The chapters explore the boundaries and connections between labour law and other legal disciplines such as company law, competition law, contract law and public law; labour law and legal methodologies such as reflexive governance and comparative law; and labour law and other disciplines such as ethics, economics and political philosophy. In so doing, it represents a cross-section of the most sophisticated current work at the cutting edge of labour law theory.

ALI-ABA Course of Study Materials

*A comparison with the Anglo-American method
Towards Corporate Reform and Enterprise Diversity
English and European Perspectives on Contract and Commercial Law
The American Law Institute's Principles of Corporate Governance
Blumberg on Corporate Groups*

Businesses using the corporate form give rise to three basic types of agency problems: those between managers and shareholders as a class; controlling shareholders and minority shareholders; and shareholders as a class and other corporate constituencies, such as corporate creditors and employees. After identifying the common set of legal strategies used to address these agency problems and discussing their interaction with enforcement institutions, The Anatomy of Corporate Law illustrates how a number of core jurisdictions around the world deploy such strategies. In so doing, the book highlights the many commonalities across jurisdictions and reflects on the reasons why they may differ on specific issues. The analysis covers the basic governance structure of the corporation, including the powers of the board of directors and the shareholder meeting, both when management and when a dominant shareholder is in control.

State-controlled listed companies have always dominated Chinese stock markets. As a result of the rampant scandals related to them, there have been voluminous academic efforts to explore their corporate governance, underpinned by agency costs. However, these studies have yet to examine the phenomenon from the perspective of venture capital and adaptive efficiency. During the last ten years, despite China's remarkable progress in the development of its venture capital market, its domestic venture capital has been marginalized by American competitors. Given the different performance between them, the author contends that the corporate governance system of Chinese state-controlled listed companies has hampered the performance of the institutional factors which are responsible for the prosperity of American venture capital in Chinese venture capital markets. With the practice of American venture capital as the mirror, he empirically demonstrates that Chinese domestic venture capital lacks the four factors related to the success of their American counterparts: large and independent funding, application of incentive mechanisms, efficient exit channels, and a high risk tolerance level. More importantly, these defects as a whole are closely linked to the corporate governance of state-controlled listed companies. Considering the potential negative consequences on economic and social development, the author identifies policy reforms underway to harmonize agency costs and adaptive efficiency. As attention moves rapidly towards comparative approaches, the research and teaching of company law has

somehow lagged behind. The overall purpose of this book is therefore to fill a gap in the literature by identifying whether conceptual differences between countries exist. Rather than concentrate on whether the institutional structure of the corporation varies across jurisdictions, the objective of this book will be pursued by focusing on specific cases and how different countries might treat each of these cases. The book also has a public policy dimension, because the existence or absence of differences may lead to the question of whether formal harmonisation of company law is necessary. The book covers 10 legal systems. With respect to countries of the European Union, it focuses on the most populous countries (Germany, France, the UK, Spain, Italy and Poland) as well as two smaller Member States (Finland and Latvia). In addition, the laws of two of the world's largest economies (the US and Japan) are included for the purposes of wider comparison. All of these jurisdictions are subjected to scrutiny by deploying a comparative case-based study. On the basis of these case solutions, various conclusions are reached, some of which challenge established orthodoxies in the field of comparative company law.

There is currently much debate over corporate social responsibility on whether business companies should look beyond shareholder primacy and profit maximisation to act for the benefit of others. It is generally agreed, however, even amongst advocates of shareholder primacy, that profit maximisation should only be achieved within the framework of external laws regulating the conduct of individuals and companies generally. If the objectives of such external laws are not to be defeated, then it is important for controllers of companies to ensure corporate compliance with the law. Despite this, controversies have arisen where corporate enterprises may have improperly flouted or evaded liabilities under the law. Against this background, it is argued in this book that it is necessary to ensure that responsible persons are accountable under the law so as to promote compliance with legal regulations in the corporate context. Individuals or entities behind the company who are responsible for wrongful conduct should be held liable under the law – whether it be tort law or statutory regulation. Some counter that the corporate law principles of limited liability and separate entity have the primacy to effectively shield those behind the company from at least certain types of liability. However, it is undesirable for corporate insiders to hide behind the company to avoid tortious or statutory liabilities. This book adopts a theory of interactive (corrective) justice that is applied in the corporate context to justify the imposition of civil liability on responsible directors, shareholders and other corporate participants under Anglo-Australian law. In light of this theoretical framework, possibilities of rectifying deficiencies in the law through judicial development of existing legal principles are examined. To the extent that appropriate directions in the law

cannot be achieved via judicial development of the law, the book also investigates possibilities of statutory reform.

The Autonomy of Labour Law

Legal Aspects, Practices and Future Directions

Essays in Honour of Hugh Beale

A Case-Based Approach

Concise Corporations Law

Corporations Law

This book provides a systematic and structured treatment of the responsibilities of corporations under the broad conception of international law emerging from these developments, gathered under the headings of environmental protection and sustainable development, international criminal law, corporate governance, labour standards, and human rights. Touching upon a variety of areas of law and legal process – including corporations law, tort law, criminal law, contract law, securities regulation, international trade, taxation, and accounting standards – the analysis emphasises the principal applicable international legal instruments and jurisprudence and the procedural mechanisms, processes, and fora by which corporations may be adjudged responsible. Each chapter goes on to identify practical considerations for corporations as well as for those who advise and manage them.

New investment techniques and new types of shareholder activists are shaking up the traditional ways of equity investment that informs much of our present-day corporate law and governance. Savvy investors such as hedge funds are using financial derivatives, securities lending transactions, and related concepts to decouple the financial risk from shares. This leads to a distortion of incentives and has potentially severe consequences for the functioning of corporate governance and of capital markets overall. Taking stock of the different decoupling strategies that have become known over the past several years, this book then provides an evaluation of each from a legal and an economic perspective. Based on several analytical frameworks, the author identifies the elements of equity deconstruction and demonstrates the consequences for shareholders, outside investors, and capital markets. On this basis, the book makes the case for regulatory intervention, based on three different pillars and comprising disclosure, voting right suspension, and ex-post litigation. The book concludes by developing a

concrete, comprehensive proposal on how to address the regulatory problem. Overall, this book contributes to the debate about activist investment and the role of shareholders in corporate governance. At the same time it raises a number of important considerations about the role of equity investment more generally.

The second edition of this acclaimed book continues to provide a discussion of key theoretical and policy issues in corporate finance law. Fully updated, it reflects developments in the law and the markets in the continuing aftermath of the Global Financial Crisis. One of its distinctive features is that it gives equal coverage to both the equity and debt sides of corporate finance law, and seeks, where possible, to compare the two. This book covers a broad range of topics regarding the debt and equity-raising choices of companies of all sizes, from SMEs to the largest publicly traded enterprises, and the mechanisms by which those providing capital are protected. Each chapter analyses the present law critically so as to enable the reader to understand the difficulties, risks and tensions in this area of law, and the attempts made by the legislature and the courts, as well as the parties involved, to deal with them. This book will be of interest to practitioners, academics and students engaged in the practice and study of corporate finance law.

This textbook on corporate governance is written for advanced undergraduate and graduate law students, as well as scholars working in the field. It offers clear insight into this fascinating area of financial law, from the analysis of the legal and regulatory framework of corporate governance in the UK to the core laws and regulatory principles that determine the allocation of decision-making power in UK public companies. This book also highlights how prevailing corporate governance norms operate within their broader market and societal context. In doing so, it seeks to encourage readers to develop their own critical opinions on the topic by reference to leading strands of theoretical and inter-disciplinary literature, along with relevant comparative and historical insights.

Law, Regulation and Theory

Article-by-Article Commentary

Contemporary Australian Corporate Law

Unlocking Company Law

The Corporation, Law and Capitalism

Principles and Policy

Despite a clear distinction in law between equity and debt, the results of such a categorization can be misleading. The growth of financial innovation in recent decades necessitates the allocation of control and cash-flow rights in a way that diverges from the classic understanding. Some of the financial instruments issued by companies, so-called hybrid instruments, fall into a grey area between debt and equity, forcing regulators to look beyond the legal form of an instrument to its practical substance. This innovative study, by emphasizing the agency relations and the property law claims embedded in the use of such unconventional instruments, analyses and discusses the governance regulation of hybrids in a way that is primarily functional, departing from more common approaches that focus on tax advantages and internal corporate control. The author assesses the role of hybrid instruments in the modern company, unveiling the costs and benefits of issuing these securities, recognizing and categorizing the different problem fields in which hybrids play an important role, and identifying legal and contracting solutions to governance and finance problems. The full-scale analysis compares the U.K. law dealing with hybrid instruments with the corresponding law of the most relevant U.S. jurisdictions in relation to company law. The following issues, among many others, are raised: decisions under uncertainty when the risks of opportunism of the parties is very high; contract incompleteness and ex post conflicts; protection of convertible bondholders in mergers and acquisitions and in assets disposal; use of convertible bonds to reorganise and restructure a firm; timing of the conversion and the issuer's call option; majority-minority conflict in venture capital financing; duty of loyalty; fiduciary duties to preference shareholders; and financial contract design for controlling the board's power in exit events. Throughout, the analysis includes discussion, comparison, and evaluation of statutory provisions, existing legal standards, and strategies for protection. It is unlikely that a more thorough or informative account exists of the complex regulatory problems created by hybrid financial instruments and of the different ways in which regulatory regimes have responded to the problems they raise. Because business parties in these jurisdictions have a lot of scope and a strong incentive to contract for their rights, this book will also be of uncommon practical value to corporate counsel and financial regulators as well as to interested academics.

An exciting new textbook which presents critical perspectives on corporate and commercial law. Focussing on the key areas of trade and transactions, intellectual property, corporations and finance, it covers each of the areas of commercial and company law that would typically be offered to undergraduate and postgraduate law students. The chapters are written by acknowledged experts in the field and are aimed at undergraduates, post graduates and lecturers who wish to further their understanding of this area. Each of the authors focuses on an area within their subject and draws out the political, the controversial and the discursive, providing essential reading for undergraduate dissertation topics and postgraduate analysis.

The International Trade and Business Law Review is the official publication of the Australian Institute of Foreign and Comparative Law. The Review includes leading articles, case notes and comments, as well as book reviews. and understanding of recent developments in international trade and transnational business. The Review contributes in a scholarly way to the discussion of these issues, whilst being informative and of practical relevance to business people. It also promotes further development of the trading relationship between Australia and its traditional trading partners, including the European Community and the APEC countries. of leading international trade law practitioners and academics from the European Community, the United States, Asia and Australia.

The renowned authors of this ECFR special volume systematically develop legal standards and regulatory frameworks for closed corporations in Europe (including of course the Societas Privata Europaea), putting a strong focus on the economic practice and efficiency. The profound, in-depth analysis of the objectives and strategies comes to groundbreaking insights and also offers specific solutions for a multitude of practical aspects.

Shaping the Corporate Landscape

European Banking and Financial Law

European Corporate Law

Corporate Governance in Developing and Emerging Markets

Australian National Bibliography: 1992

The Role of Hybrid Financial Instruments

In *The Corporation, Law and Capitalism*, Baars offers a radical Marxist perspective on law, tracing the corporation from colonial times to the present multinational. 'Corporate accountability' is shown to be a red herring in the struggle for another world.

Die europäischen Richtlinien zum Gesellschaftsrecht haben zum Ziel, die Wettbewerbsfähigkeit von Unternehmen innerhalb der EU vergleichbar auszugestalten, Aktionäre sowie andere Wettbewerbersteilnehmende effektiv zu schützen und den Binnen- und Außenhandel zu erleichtern und abzusichern. Der neue Kommentar bietet eine fundierte Expertenanalyse zu allen rechtlichen Fragen rund um das EU-Gesellschaftsrecht. Praxisnah dargestellt, untersuchen die Autorinnen und Autoren Artikel für Artikel die folgenden europäischen Richtlinien: Richtlinie über bestimmte Aspekte des Gesellschaftsrechts (2017/1132/EU), einschließlich - Publizität (frühere Publizitätsrichtlinie 2009/101/EG) - Zweigniederlassungen (frühere Zweigniederlassungsrichtlinie 89/666/EWG) - Kapitalschutz und Kapitaländerung (frühere Kapitalrichtlinie 2012/30/EU) - Verschmelzung national und grenzüberschreitend (frühere Fusionsrichtlinie 2011/35/EU und frühere Verschmelzungs-Richtlinie 2005/56/EG) - Spaltung national und grenzüberschreitend (frühere Spaltungsrichtlinie 82/891/EWG) - Formwechsel grenzüberschreitend Bilanzrichtlinie (2013/34/EU) und Abschlussprüferrichtlinie (2006/43/EG) Richtlinie über Einzelunternehmen mit beschränkter Haftung (2009/102/EG) Richtlinie über Übernahmeangebote (2004/25/EG) Aktionärsrechterichtlinie (2007/36/EG) Damit bietet der Kommentar für Gesellschaftsrechtler, Unternehmensjuristen, Anwaltskanzleien und alle grenzüberschreitend agierenden Unternehmen eine unentbehrliche Hilfe. Autorinnen und Autoren: Dr. Klaus Bader, NortonRoseFulbright, München | Dr. Martin Bialluch, Max-Planck Institut für ausländisches und internationales Privatrecht Hamburg | Dr. Andreas Börner, NortonRoseFulbright, München | Dr. Jan P. Brosius, LL.M. (King's College London), VOIGT WUNSCH HOLLER, Hamburg | Larissa Furtwengler, MJC Rechtsanwälte, Mannheim | David Günther, Leuphana Law School Lüneburg | Dr. Simon Jobst, Maître en droit, Universität München | Prof. Dr. Dr. h.c. Peter Kindler, Universität München | Karsten Kühnle, NortonRoseFulbright, Frankfurt | Dr. Michael Lamsa, Taylor Wessing, Frankfurt/Main | Prof. Dr. Dieter Leuering, Flick Gocke Schaumburg, Bonn | Prof. Dr. Jan Lieder, LL.M.

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The Nationality of Corporate Investors under International Investment Law