

Laws 392 - Special Topic: Comparative Corporate Governance

[View Online](#)

Aberdeen Railway v Blaikie (1854) Macq HL 461.

[https://1.next.westlaw.com/Link/Document/Blob/ID0B17E1087AA11E3B34FB08E04011155.pdf?targetType=inline&originationContext=document&transitionType=DocumentItem&uniqueId=8841d1cf-d3aa-4094-bf9b-27dcda34c47b&contextData=\(sc.Search\)](https://1.next.westlaw.com/Link/Document/Blob/ID0B17E1087AA11E3B34FB08E04011155.pdf?targetType=inline&originationContext=document&transitionType=DocumentItem&uniqueId=8841d1cf-d3aa-4094-bf9b-27dcda34c47b&contextData=(sc.Search))

Aronson v Lewis, 473 A.2d 805 (Del. 1984).

[https://1.next.westlaw.com/Link/Document/FullText?findType=Y&serNum=1984120300&pubNum=162&originatingDoc=I32dec634557711d997e0acd5cbb90d3f&refType=RP&originationContext=document&transitionType=DocumentItem&contextData=\(sc.Search\)#co_pp_sp_162_809](https://1.next.westlaw.com/Link/Document/FullText?findType=Y&serNum=1984120300&pubNum=162&originatingDoc=I32dec634557711d997e0acd5cbb90d3f&refType=RP&originationContext=document&transitionType=DocumentItem&contextData=(sc.Search)#co_pp_sp_162_809)

Bebchuk, L., & Fried, J. (2003). Executive Compensation as an Agency Problem. *Journal of Economic Perspectives*, 3.

<http://search.ebscohost.com/login.aspx?direct=true&db=eoh&AN=0671591&site=ehost-live>

Bebchuk, L., Fried, J., & Walker, D. (2002). 'Managerial Power and Rent Extraction in the Design of Executive Compensation'. *U Chicago L R*, 69, 751-793.
<http://chicagounbound.uchicago.edu/cgi/viewcontent.cgi?article=5183&context=uclrev>

Boardman v Phipps [1967] 2 AC 46 (HL).

[https://1.next.westlaw.com/Link/Document/Blob/I6D067120111F11DD9603E7F6FBD67DC6.pdf?targetType=inline&originationContext=document&transitionType=DocumentItem&uniqueId=cfa25fc8-3926-4759-8224-92f78ba661a1&contextData=\(sc.Search\)](https://1.next.westlaw.com/Link/Document/Blob/I6D067120111F11DD9603E7F6FBD67DC6.pdf?targetType=inline&originationContext=document&transitionType=DocumentItem&uniqueId=cfa25fc8-3926-4759-8224-92f78ba661a1&contextData=(sc.Search))

Bratton, W., & Wachter, M. L. (2010). The case against shareholder empowerment. *University of Pennsylvania Law Review*, 158.

<http://search.ebscohost.com/login.aspx?direct=true&db=bth&AN=49222725&site=ehost-live>

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

[https://1.next.westlaw.com/Link/Document/FullText?findType=Y&serNum=1996076865&pubNum=162&originatingDoc=I17f0d4cbcbe311e3b86bd602cb8781fa&refType=RP&originationContext=document&transitionType=DocumentItem&contextData=\(sc.Search\)#co_pp_sp_162_154](https://1.next.westlaw.com/Link/Document/FullText?findType=Y&serNum=1996076865&pubNum=162&originatingDoc=I17f0d4cbcbe311e3b86bd602cb8781fa&refType=RP&originationContext=document&transitionType=DocumentItem&contextData=(sc.Search)#co_pp_sp_162_154)

Cheffins, B. R. (1996). Company law: theory, structure, and operation (pp. 31-46-126-162).

Clarendon Press.

Cheffins, B., & Thomas, R. (2001). Should shareholders have a greater say over executive pay? Learning from the U.S. Experience. *Journal of Corporate Law Studies*.
<http://www.tandfonline.com/doi/pdf/10.1080/14735970.2001.11419863?needAccess=true>

Coffee, J. C. (1984). Regulating the Market for Corporate Control: A Critical Assessment of the Tender Offer's Role in Corporate Governance. *Columbia Law Review*, 84(5).
<https://doi.org/10.2307/1122351>

Companies Act 2006 (UK) ss 168, 303-304 and part 28.
http://www.legislation.gov.uk/ukpga/2006/46/pdfs/ukpga_20060046_en.pdf

Companies Act 2006 (UK) ss 170, 175, 177-180, 182-185 and 190.
http://www.legislation.gov.uk/ukpga/2006/46/pdfs/ukpga_20060046_en.pdf

Companies Act 2006 (UK) ss 170-173.
http://www.legislation.gov.uk/ukpga/2006/46/pdfs/ukpga_20060046_en.pdf

Companies Act 2006 (UK), ss 174, 232, 1157.
http://www.legislation.gov.uk/ukpga/2006/46/pdfs/ukpga_20060046_en.pdf

Companies Act 2006 (UK) ss 188, 215, 217, 412, 420-422 and 439-440.
http://www.legislation.gov.uk/ukpga/2006/46/pdfs/ukpga_20060046_en.pdf

Companies Act 2006 (UK) ss 232-234, 239, 260-264.
http://www.legislation.gov.uk/ukpga/2006/46/pdfs/ukpga_20060046_en.pdf

Companies Act 2006 (UK) ss 994-996.
http://www.legislation.gov.uk/ukpga/2006/46/pdfs/ukpga_20060046_en.pdf

Delaware General Corporation Law, s 102(b)(7).
<http://delcode.delaware.gov/title8/c001/sc01/index.shtml>

Delaware General Corporation Law, s 141(a).
<http://delcode.delaware.gov/title8/c001/sc04/index.shtml>

DIRECTIVE 2004/25/EC OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of 21 April 2004 on Takeover Bids, articles 5 and 9, Official Journal of the European Union.
<http://eur-lex.europa.eu/legal-content/EN/TXT/PDF/?uri=CELEX:32004L0025&from=EN>

D'Jan of London Ltd [1993] BCC 646, [1994] 1 BCLC 561 (Chancery D, Companies Court).
[https://1.next.westlaw.com/Link/Document/FullText?findType=g&serNum=1993252235&pubNum=4662&originatingDoc=I58D7B730E43611DA8FC2A0F0355337E9&refType=UD&originationContext=document&transitionType=DocumentItem&contextData=\(sc.DocLink\)](https://1.next.westlaw.com/Link/Document/FullText?findType=g&serNum=1993252235&pubNum=4662&originatingDoc=I58D7B730E43611DA8FC2A0F0355337E9&refType=UD&originationContext=document&transitionType=DocumentItem&contextData=(sc.DocLink))

Easterbrook, F. H., & Fischel, D. R. (1991). The economic structure of corporate law. Harvard University Press.

Ebrahimi v Westbourne Galleries Ltd [1971] AC 360 (HL).

[https://1.next.westlaw.com/Link/Document/Blob/I253C7E10112011DD9603E7F6FBD67DC6.pdf?targetType=inline&originationContext=document&transitionType=DocumentImage&uniqueId=7cece270-d351-4544-93f1-97b6982fb90d&contextData=\(sc.Search\)](https://1.next.westlaw.com/Link/Document/Blob/I253C7E10112011DD9603E7F6FBD67DC6.pdf?targetType=inline&originationContext=document&transitionType=DocumentImage&uniqueId=7cece270-d351-4544-93f1-97b6982fb90d&contextData=(sc.Search))

Edwards v Halliwell [1950] 2 All ER 1064 (CA). (n.d.).

Foss v Harbottle (1843) 2 Hare 462.

[https://1.next.westlaw.com/Link/Document/Blob/IAC366320B75A11E0819399D83AE121DE.pdf?targetType=inline&originationContext=document&transitionType=DocumentImage&uniqueId=dbd66c6e-be8c-43c0-bc82-4fac890d4f9e&contextData=\(sc.DocLink\)](https://1.next.westlaw.com/Link/Document/Blob/IAC366320B75A11E0819399D83AE121DE.pdf?targetType=inline&originationContext=document&transitionType=DocumentImage&uniqueId=dbd66c6e-be8c-43c0-bc82-4fac890d4f9e&contextData=(sc.DocLink))

Gerner-Beuerle, C., Kershaw, D., & Solinas, M. A. (2011). Is the Board Neutrality Rule Trivial? Amnesia About Corporate Law in European Takeover Regulation. SSRN Electronic Journal. <https://doi.org/10.2139/ssrn.1799291>

Gilson, R. J., & Kraakman, R. H. (1984). The Mechanisms of Market Efficiency. *Virginia Law Review*, 70(4). <https://doi.org/10.2307/1073080>

Guth v Loft Inc 23 Del.Ch. 255, 5 A 2d 503 (Del. 1939).

[https://1.next.westlaw.com/Document/I5367f796339011d986b0aa9c82c164c0/View/FullText.html?originationContext=typeAhead&transitionType=Default&contextData=\(sc.Default\)](https://1.next.westlaw.com/Document/I5367f796339011d986b0aa9c82c164c0/View/FullText.html?originationContext=typeAhead&transitionType=Default&contextData=(sc.Default))

Hogg v Cramphorn [1967] Ch 254.

[https://1.next.westlaw.com/Link/Document/Blob/I9B77A1F0111F11DD9603E7F6FBD67DC6.pdf?targetType=inline&originationContext=document&transitionType=DocumentImage&uniqueId=58ec4417-6ccf-401d-ab2a-d36d2784dce0&contextData=\(sc.DocLink\)](https://1.next.westlaw.com/Link/Document/Blob/I9B77A1F0111F11DD9603E7F6FBD67DC6.pdf?targetType=inline&originationContext=document&transitionType=DocumentImage&uniqueId=58ec4417-6ccf-401d-ab2a-d36d2784dce0&contextData=(sc.DocLink))

Howard Smith Ltd v Ampol Petroleum [1974] AC 82 (HL).

[https://1.next.westlaw.com/Link/Document/Blob/I46DCD980111F11DD9603E7F6FBD67DC6.pdf?targetType=inline&originationContext=document&transitionType=DocumentImage&uniqueId=1493dd97-3a4f-409b-9d5f-00eb17626114&contextData=\(sc.Search\)](https://1.next.westlaw.com/Link/Document/Blob/I46DCD980111F11DD9603E7F6FBD67DC6.pdf?targetType=inline&originationContext=document&transitionType=DocumentImage&uniqueId=1493dd97-3a4f-409b-9d5f-00eb17626114&contextData=(sc.Search))

In re Walt Disney Co. Derivative Litigation 907 A 2d 693 (Del Ch 2005).

<https://1.next.westlaw.com/Document/I9e05c5be181111da974abd26ac2a6030/View/FullText.html?navigationPath=Search%2Fv3%2Fsearch%2Fresults%2Fnavigation%2Fi0ad6040700000157df83bd0c4b1b8d3a%3FNav%3DALL%26fragmentIdentifier%3DI9e05c5be181111da974abd26ac2a6030%26contextData%3D%2528sc.Search%2529%26transitionType%3DSearchItem&listSource=Search&listPageSource=2590b56018b8eb5e024ff647e181b5c&list=ALL&rank=0&grading=na&sessionScopeId=3b0bfad76204e0855aab7f4bfadc18af1539a7e895c95783b5912d9f548cc50&originationContext=Smart%20Answer&transitionType=SearchItem&contextData=%28sc.Search%29>

Insolvency Act 1986, s 122(g). <http://www.legislation.gov.uk/ukpga/1986/45/section/122>

Insolvency Act 1986, s 214. <http://www.legislation.gov.uk/ukpga/1986/45/section/214>

Kershaw, D. (2005). Lost in Translation: Corporate Opportunities in Comparative Perspective. *Oxford Journal of Legal Studies*, 25.
<http://search.ebscohost.com/login.aspx?direct=true&db=bth&AN=19525093&site=ehost-live>

Kraakman, R. H. (2009). *The anatomy of corporate law: a comparative and functional approach* (2nd ed). Oxford University Press.

La Porta, R., Lopez-de-Silanes, F., & Shleifer, A. (2008). The Economic Consequences of Legal Origins. *Journal of Economic Literature*, 46.
<http://search.ebscohost.com/login.aspx?direct=true&db=eoh&AN=0982975&site=ehost-live>

Lucian Arye Bebchuk. (2005). The Case for Increasing Shareholder Power. *Harvard Law Review*, 118(3), 833-914.
http://www.jstor.org/stable/4093350?seq=1#page_scan_tab_contents

New York Business Corporation Law, s 717(b).
<http://codes.findlaw.com/ny/business-corporation-law/bsc-sect-717.html>

O'Neill v Phillips [1999] 1 WLR 1092 (HL).
[https://1.next.westlaw.com/Link/Document/Blob/IEF5F8150122011DDB3CBE2AC6B57B4D3.pdf?targetType=inline&originationContext=document&transitionType=DocumentImage&uniqueId=0c5663c2-5a1f-4f31-a7f7-874eb48a9611&contextData=\(sc.Search\)](https://1.next.westlaw.com/Link/Document/Blob/IEF5F8150122011DDB3CBE2AC6B57B4D3.pdf?targetType=inline&originationContext=document&transitionType=DocumentImage&uniqueId=0c5663c2-5a1f-4f31-a7f7-874eb48a9611&contextData=(sc.Search))

Parkinson, J. E. (1995). *Corporate Power and Responsibility Issues in the Theory of Company Law* (p. Ch 1 part III-Ch 6 part III). Oxford University Press.
<https://doi.org/10.1093/acprof:oso/9780198259893.001.0001>

PART 19 - PARTIES AND GROUP LITIGATION - Civil Procedure Rules, r 19.1.
<https://www.justice.gov/courts/procedure-rules/civil/rules/part19#19.9>

Re Barings plc (No. 5) [1999] 1 BCLC 433 (Sections III A and B only).
<http://www.lexisnexis.com/ap/auth/default.asp?customer=vuw>

Regal (Hastings) Ltd v Gulliver [1967] 2 AC 134 (HL).
[https://1.next.westlaw.com/Link/Document/Blob/I2EDB1BC0112011DD9603E7F6FBD67DC6.pdf?targetType=inline&originationContext=document&transitionType=DocumentImage&uniqueId=d8d81219-4e8a-446a-b6ef-be4d515cfadb&contextData=\(sc.DocLink\)](https://1.next.westlaw.com/Link/Document/Blob/I2EDB1BC0112011DD9603E7F6FBD67DC6.pdf?targetType=inline&originationContext=document&transitionType=DocumentImage&uniqueId=d8d81219-4e8a-446a-b6ef-be4d515cfadb&contextData=(sc.DocLink))

Regentcrest Plc (In Liquidation) v Cohen [2001] BCC 494 (Ch D).
[https://1.next.westlaw.com/Link/Document/FullText?findType=g&serNum=2000454391&pubNum=4662&originatingDoc=I854223E0E42811DA8FC2A0F0355337E9&refType=UD&originationContext=document&transitionType=DocumentItem&contextData=\(sc.DocLink\)](https://1.next.westlaw.com/Link/Document/FullText?findType=g&serNum=2000454391&pubNum=4662&originatingDoc=I854223E0E42811DA8FC2A0F0355337E9&refType=UD&originationContext=document&transitionType=DocumentItem&contextData=(sc.DocLink))

Ronald J. Gilson. (2006). Controlling Shareholders and Corporate Governance: Complicating

the Comparative Taxonomy. Harvard Law Review, 119(6), 1641-1679.
http://www.jstor.org/stable/4093529?seq=1#page_scan_tab_contents

Salomon v Salomon [1897] AC 22 (HL).

[https://1.next.westlaw.com/Link/Document/Blob/I66D001C0107C11DDBD0D9841A0D10357.pdf?targetType=inline&originationContext=document&transitionType=DocumentImage&uniqueId=9f2056cf-bd26-4134-a23c-aeea242f4228&contextData=\(sc.Search\)](https://1.next.westlaw.com/Link/Document/Blob/I66D001C0107C11DDBD0D9841A0D10357.pdf?targetType=inline&originationContext=document&transitionType=DocumentImage&uniqueId=9f2056cf-bd26-4134-a23c-aeea242f4228&contextData=(sc.Search))

Schuster, E. (2013). The Mandatory Bid Rule: Efficient, After All? Modern Law Review, 76.
<http://search.ebscohost.com/login.aspx?direct=true&db=a2h&AN=87371919&site=ehost-live>

Shlensky v. Wrigley 237 N.E.2d 776 (Ill. App. 1968).

[https://1.next.westlaw.com/Link/Document/FullText?findType=Y&serNum=1968121519&pubNum=578&originatingDoc=lb1d7b536946211d9bc61beebb95be672&refType=RP&originationContext=document&transitionType=DocumentItem&contextData=\(sc.Search\)](https://1.next.westlaw.com/Link/Document/FullText?findType=Y&serNum=1968121519&pubNum=578&originatingDoc=lb1d7b536946211d9bc61beebb95be672&refType=RP&originationContext=document&transitionType=DocumentItem&contextData=(sc.Search))

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

[https://1.next.westlaw.com/Link/Document/FullText?findType=Y&serNum=1985114193&pubNum=162&originatingDoc=10cdc97491f3011e19553c1f5e5d07b6a&refType=RP&originationContext=document&transitionType=DocumentItem&contextData=\(sc.Search\)](https://1.next.westlaw.com/Link/Document/FullText?findType=Y&serNum=1985114193&pubNum=162&originatingDoc=10cdc97491f3011e19553c1f5e5d07b6a&refType=RP&originationContext=document&transitionType=DocumentItem&contextData=(sc.Search)#co_pp_sp_162_872)

Takeover Panel City Code on Takeovers and Mergers, general principle 3 and rules 9 and 21. <http://www.thetakeoverpanel.org.uk/wp-content/uploads/2008/11/code.pdf>

Zapata v Maldonado, 430 A.2d 779 (Del. 1981).

[https://1.next.westlaw.com/Link/Document/FullText?findType=Y&serNum=1981126670&pubNum=162&originatingDoc=16ed3805d92de11d993e6d35cc61aab4a&refType=RP&originationContext=document&transitionType=DocumentItem&contextData=\(sc.Search\)](https://1.next.westlaw.com/Link/Document/FullText?findType=Y&serNum=1981126670&pubNum=162&originatingDoc=16ed3805d92de11d993e6d35cc61aab4a&refType=RP&originationContext=document&transitionType=DocumentItem&contextData=(sc.Search))