



ROUTLEDGE  
HANDBOOKS



# Routledge Handbook of Corporate Law

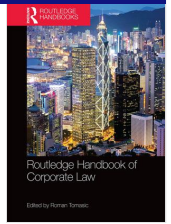
Edited by Roman Tomasic

# Routledge Handbook of Corporate Law

Edited by **Roman Tomasic** (</products/search?author=Roman Tomasic>)

© (Copyright) 2017 – Routledge

285 pages | 1 B/W Illus. (Black and White Illustrations)




## Purchasing Options:

£ = GBP (GBP - UK Pounds)

(<https://www.routledge.com/products/9781138786899>) **Hardback**: 9781138786899 (ISBN: 978-1-13-878689-9)  
pub: 2016-11-07 (Publication Date: November 7th 2016)

£ (GBP - UK Pounds) 140.00

(<https://www.routledge.com/products/9781315767017>) **eBook** (VitalSource)  9781315767017 (ISBN: 978-1-31-576701-7)  
pub: 2016-11-10 (Publication Date: November 10th 2016)

from

£ (GBP - UK Pounds) 130.00

£ (GBP - UK Pounds) 117.00


Purchase eBook

£ (GBP - UK Pounds) 130.00 £ (GBP - UK Pounds) 117.00 SAVE ~£ (GBP - UK Pounds) 13.00

Other eBook Options ▾

 **FREE Standard Shipping!**



 Look Inside (<https://www.book2look.com/embed/9781317662167>)

## Description

The *Routledge Handbook of Corporate Law* provides an accessible overview of current research in the field, from an international and comparative perspective.

In recent years there has been an explosion of corporate law research, as this area of law continues to develop rapidly throughout the world. Traditionally, Anglo-American corporate law theory has dominated debates and publications; however, this handbook readdresses the balance by exploring the treatment of corporate law in both Europe and Asia, as well developments in the US and UK. Bringing together a wide range of key thinkers in the field, this volume is divided into three main parts:

- Thinking about corporate law
- Corporate law principles and governance
- Some cross-cultural comparisons

Providing up-to-date and authoritative articles covering all the key aspects of corporate law, this reference work is essential reading for advanced students, scholars and practitioners in the field.

## Table of Contents

Introduction *Roman Tomasic* **Part A Thinking about Corporate Law** 1. The Methods of Comparative Corporate Law Mathias Siems 2. The De-Privatisation of Anglo-American Corporate Law? *Marc Moore* 3. What is Corporate Law? An Australian Perspective *Steve Bottomley* 4. How Corporate Law Matters: The Debate as to the Inter-Relationship between Legal Origin and Economic Performance *Rob McQueen* **Part B Corporate Law and Principles** 5. Independence and Diversity in Board Composition *Sally Wheeler* 6. The Fiduciary Duties of Institutional Investors *Folarin Akinbami* 7. Corporate Law and the Phoenix Company *Helen Anderson* 8. Trust is good but control is better? A critical introduction to remuneration governance in Germany and the United Kingdom *Philipp Kanzow* 9. State Capitalism and Corporate Law: The Governance of State-owned Enterprises in China *Jenny Fu* 10. The Limits of Institutional Shareholder Activism: Some Comparisons from China and the United Kingdom *Bo Gong* **Part C Some Cross-Cultural Comparisons** 11. Corporate Governance in China: The Law and Its Political Logic *Jianyu Wang* 12. Contemporary Company Law Reform in India *Harpreet Kaur* 13. Company Law and Corporate Governance in Malaysia – Harmonisation of *Shariah* and the Common Law *Aiman Nariman Mohd. Sulaiman* 14. Chinese Family Companies in Hong Kong: Governance, Predicaments, and Regulatory Challenges *Angus Young and Alex Lau* 15. Piercing the Corporate Veil in Latin America *Jose Maria Lezcano Navarro*

## About the Editor

First published 2017  
by Routledge  
2 Park Square, Milton Park, Abingdon, Oxon OX14 4RN

and by Routledge  
711 Third Avenue, New York, NY 10017

*Routledge is an imprint of the Taylor & Francis Group, an informa business*

© 2017 selection and editorial matter, Roman Tomasic; individual chapters, the contributors

The right of Roman Tomasic to be identified as the author of the editorial material, and of the authors for their individual chapters, has been asserted in accordance with sections 77 and 78 of the Copyright, Designs and Patents Act 1988.

All rights reserved. No part of this book may be reprinted or reproduced or utilised in any form or by any electronic, mechanical, or other means, now known or hereafter invented, including photocopying and recording, or in any information storage or retrieval system, without permission in writing from the publishers.

*Trademark notice:* Product or corporate names may be trademarks or registered trademarks, and are used only for identification and

explanation without intent to infringe.

*British Library Cataloguing in Publication Data*  
A catalogue record for this book is available from Library

*Library of Congress Cataloging in Publication Data*  
Names: Tomasic, Roman, editor.

Title: Routledge handbook of corporate law/edited by Roman Tomasic.

Other titles: Corporate law

Description: Abingdon, Oxon [UK]; New York: Routledge, 2017. | Includes

bibliographical references and index.

Identifiers: LCCN 2016029625 | ISBN 978113878689 (hbk) ISBN 9781315767017 (ebk)

Subjects: LCSH: Corporation law—Handbooks, manuals, etc. | Business

enterprises—Law and legislation—Handbooks, manuals, etc. | Corporate

governance—Law and legislation—Handbooks, manuals, etc. | Corporate

veil—Handbooks, manuals, etc.

Classification: LCC K1315 .R68 2017 | DDC 346/.06  
LC record available at <https://lccn.loc.gov/2016029625>

ISBN: 978-1-1387-8689-9 (hbk)

explanation without intent to infringe.

*British Library Cataloguing in Publication Data*

A catalogue record for this book is available from the British Library

*Library of Congress Cataloging in Publication Data*

Names: Tomasic, Roman, editor.

Title: Routledge handbook of corporate law / edited by Roman Tomasic.

Other titles: Corporate law

Description: Abingdon, Oxon [UK]; New York: Routledge, 2017. | Includes

bibliographical references and index.

Identifiers: LCCN 2016029625 | ISBN 9781138786899 (hbk) | ISBN 9781315767017 (ebk)

Subjects: LCSH: Corporation law—Handbooks, manuals, etc. | Business

enterprises—Law and legislation—Handbooks, manuals, etc. | Corporate

governance—Law and legislation—Handbooks, manuals, etc. | Corporate

veil—Handbooks, manuals, etc.

Classification: LCC K1315 .R68 2017 | DDC 346/.066—dc23

LC record available at <https://lcn.loc.gov/2016029625>

ISBN: 978-1-1387-8689-9 (hbk)

ISRN: 978-1-315-76701-7 (ebk)

Typeset in Bembo

by Keystroke, Neville Lodge, Tettenhall, Wolver

## Notes on contributors

**Folarin Akinbami:** Dr Folarin Akinbami has been a Lecturer in Commercial Law at Durham University, where he taught and researched financial regulation and corporate governance. He was seconded to the Law Commission of England and Wales, as Team Lawyer, between October 2013 and June 2014, where he worked on the Fiduciary Duties of the Investment Intermediaries project. Prior to his appointment as lecturer he was a Post-Doctoral Research Associate in Durham Law School and the Institute of Hazard, Risk and Resilience at Durham University, where he worked on the Leverhulme Trust-funded 'Tipping Point' project; this led to his co-editing of *Complexity and Crisis in the Financial System: Critical Perspectives on the Evolution of American and British Banking* by M Hollow, F Akinbami and R Michie (eds), which was published by Edward Elgar in 2016.

**Helen Anderson:** Professor Helen Anderson holds a teaching and research position at the Melbourne Law School. Her current research looks at the prevention and deterrence of

fraudulent phoenix activity. She is the author of several scholarly publications, including the book *Protection of Employee Entitlements in Australia: An Australian Perspective*, published by Melbourn Publishing in 2014.

**Stephen Bottomley:** Professor Stephen Bottomley is a Lecturer in the ANU College of Law, Australian National University. His main areas of research interest are corporate law and financial regulation. His book *The Corporation: Rethinking Corporate Governance* published by Ashgate Publishing in 2007, won the 2008 Hart Socio-Legal Book Prize.

**Jenny Fu:** Dr Jenny Fu (PhD, Australian National University; MLeg, LLB, University of Canberra; BA Beijing University) is an Assistant Professor at the Faculty of Law, University of Canberra. She teaches corporations law and conducts research on corporate governance, particularly the governance of state-owned enterprises in China. Prior to her move to Australia, Jenny worked as a legal adviser at the Legislative Affairs Commission of the Chinese People's Congress.

**Bo Gong:** Bo Gong is Reader in the Law School, South China University of Technology, China. She received her

PhD from the Law School of Durham University, UK. Her principal area of research concerns company law and corporate governance. She has published a number of articles, book chapters and a book on these topics. This chapter is funded by the Humanities and Social Sciences Foundation of the Ministry of Education of China in 2013 - 'The Relief of Shareholders' Dividend Rights' (No.13YJC820022) and the Philosophy and Social Science Foundation of Hunan Province in 2012 - 'The Mandatory Dividend System in listed companies' (No.12YBA319).

**Philipp Kanzow:** Dr W Philipp Kanzow (LL.M Durham, *Europajurist* Würzburg) is currently working as a trainee lawyer in Kassel (Germany). He specialised in comparative law and European law with studies abroad in Leuven (Belgium) and Durham (UK). His doctoral thesis focused on comparative corporate governance. This field and European law form his current research interests.

**Harpreet Kaur:** Professor (Dr) Harpreet Kaur is Professor of Law and Research Director for the Center for Corporate Law and Governance at NLU Delhi. She is the faculty-in-charge for certificate and diploma courses on Competition Policy and Law. She has authored a book on Business and Corporate Laws and co-authored eight books with Dr Avtar Singh.

**Alex Lau:** Dr K L Alex Lau was Associate Department of Accountancy and Law, H University, Consultant Solicitor at Halda Scholar at Oxford, Peking and Washington L Law Society of Hong Kong, he was a member of the Committee, a Risk Management Tutor as well as of the Overseas Lawyers Qualifications Examinations. Alex Lau died while this book was in production.

**Rob McQueen:** Before retiring from Monash University in January 2013, Dr McQueen had previously been Head of the Law School, Victoria University of Wellington 2000-2005 and Professor in the Griffith Law School 2005-2009, of which he was both Head and Deputy Head during this period. Dr McQueen is currently the Melbourne Law School, and continuing his engagement as a member of the Editorial Board of the Griffith Law Review and the Executive Council of the Australian & NZ Law & Society Association, a former President. Dr McQueen's research has focused on the history of corporations law in the common law world, culminating in his book, *A History of Company Law: Great Britain and the Australian Colonies 1854-1920*, published by Ashgate Publishing.

**Marc T Moore:** Dr Marc Moore is a Reader in Law and Director of the Centre for Corporate Law at Monash University.

Law (3CL) at the University of Cambridge, UK. He is a Fellow of Murray Edwards College, Cambridge, an Honorary Reader in the Faculty of Laws, University College London and Deputy Chief Examiner for Company Law on the University of London's external LLB programme. Marc has previously held teaching positions at University College London (2009-2014), the University of Bristol (2004-2009) and Seattle University (2011). Marc has written extensively in the field of company law, with particular regard to Anglo-American corporate governance and theory. In 2012 he was awarded a prestigious Philip Leverhulme Prize, which is awarded to outstanding scholars who have made a substantial and acknowledged contribution to their field of study. In 2013 his book, *Corporate Governance in the Shadow of the State* (Hart Publishing 2013), was shortlisted for the SLS Peter Birks Prize for Outstanding Legal Scholarship.

**Jose Maria Lezcano Navarro:** Dr Jose Maria Lezcano Navarro is a Panamanian lawyer who graduated from the University of Panama in 2008. He has an LLM in International Commercial Law, awarded by the University of Westminster in 2009. Furthermore, he was awarded a PhD by City University London in 2014. He currently lectures at the University of Panama and is the author of *Sistema Bancario* (published by Editorial Portobelo) and *Piercing the Corporate Veil in Latin American Jurisprudence* (published by Routledge). His immediate research interests are international commercial

arbitration and the role of the corporate maritime industry.

**Shanthy Rachagan:** Dr Shanthy Rachagan is a Professor with the School of Business, Asia University, Malaysia. She is the Head of Discipline for Taxation. Her principal teaching is in corporate governance, corporate social responsibility, banking and finance law. She has researched and published in high-ranking refereed journals and presented at international conferences, including being invited as a speaker at academic and industry seminars in corporate governance, corporate social responsibility, banking and finance law, including Islamic finance. She has acted as a referee for certain prestigious journals such as *Business Ethics* and *Oxford University's Corporate Governance Journal*. She has also co-authored the book *Company Law in Malaysia and Concise Malaysian Company Law*, first and second editions, published by LexisNexis.

**Mathias M Siems:** Professor Mathias Siems is an Associate Professor of Commercial Law at Durham University. He is also an Associate at the Centre for Business Research at the University of Cambridge, a Research Associate at the Institute for Corporate Governance and Ethics, Birkbeck University of London and an Invited Fellow at the Maastricht University.

Institute. He was previously a professor at the University of East Anglia, a reader at the University of Edinburgh, an associate professor at the Riga Graduate School of Law, a Fulbright Scholar at Harvard Law School and a Jean Monnet Fellow at the European University Institute in Florence. He has also held various visiting positions at universities in Europe, Asia and North America. Mathias Siems is a graduate of the Universities of Munich and Edinburgh.

**Aiman Nariman Mohd-Sulaiman:** Professor Dr Aiman Nariman Mohd-Sulaiman is currently attached to the Faculty of Law at the International Islamic University Malaysia (IIUM). She obtained her doctoral degree (SJD) from Bond University, Australia in 2000 with a thesis on the public enforcement of corporate law. Her research interest is in regulatory techniques and enforcement strategies in corporate law, corporate governance and finance. She has undertaken large-scale research in corporate law, corporate governance and financial services law. Her recent publications include the book *Malaysian Company Law: Principles and Practices* (2015), co-author of *Commercial Applications of Company Law in Malaysia* (1st, 2nd and 3rd editions) and journal articles in international refereed journals including the *International Journal of Disclosure and Governance* and the *Journal of Financial Crime*.

**Roman Tomasic:** Dr Roman Tomasic is Professor of Law at the University of South Australia, a Visiting Professor of Company Law at Durham University and Emeritus Professor of Law at the University of Victoria. He was previously Professor of Corporate Law at the University of Victoria. He is a former editor of the *Australian Journal of Corporate Law* and co-editor of a number of books published by Ashgate Publishing, including *Law and Society in East Asia* (2014), *Law and Society in East Asia* (2006). He has empirical studies on corporate law and company law and has a particular interest in corporate law and governance.

**Jiangyu Wang:** Professor Wang Jiangyu is Professor at the NUS Faculty of Law. His research interests include international corporate and securities law, and law and practice in the Legal Department of the in Chinese and American law firms. He is a member of the Chinese delegation at the UNCITRAL Conference in 1999. He practises in China and New York. He is a Member on the Governing Council of the W China Law Society, an executive editor of *Comparative Law* and deputy editor of *Chinese Journal of Comparative Law*.



**Roman Tomasic:** Dr Roman Tomasic is Professor of Law in the School of Law at the University of South Australia; he is also Visiting Professor of Company Law at Durham Law School and Emeritus Professor of Law at the University of Canberra. He was previously Professor of Corporate Law at Durham University. He is a former editor of the *Australian Journal of Corporate Law* and co-editor of a number of collections published by Ashgate Publishing, including *Commercial Law in East Asia* (2014), *Law and Society in East Asia* (2013) and *Insolvency Law in East Asia* (2006). He has undertaken many empirical studies on corporate law and corporate insolvency topics and has a particular interest in comparative corporate law and governance.

**Jiangyu Wang:** Professor Wang Jiangyu is an Associate Professor at the NUS Faculty of Law. His teaching and research interests include international economic law, corporate and securities law, and law and development. He practised in the Legal Department of the Bank of China and in Chinese and American law firms. Jiangyu served as a member of the Chinese delegation at the annual conference of the UNCITRAL Conference in 1999. He is qualified to practise in China and New York. He is also an Executive Member on the Governing Council of the WTO Institute of the China Law Society, an executive editor of the *Asian Journal of Comparative Law* and deputy editor-in-chief of the *Chinese Journal of Comparative Law*.

**Sally Wheeler:** Professor Sally Wheeler is Business and Society in the School of University Belfast. Her research focus governance, business ethics and contract legal perspective. Her articles have appeared in *Law and Society, Social and Legal Studies*. She is the author of several numerous contributions to edited collections. Her current research interest is in the intersection between responsibility, human rights and corporate law.

**Angus Young:** Dr Angus Young is Senior Lecturer at Baptist University and Distinguished Research Fellow at German-Sino Institute of Legal Studies, Nanyang Technological University. He is also a Fellow of CPA Australia, Member of HKSI and a Certified Compliance Professional as well as a Certified Risk Professional accredited by the Institute.