

Extended Further Reading

Here is an extended list of further reading for each chapter. Red text is a hyperlink that can be clicked on to take you to the relevant source.

Chapter 1: Introduction

Books

- Kershaw, *Company Law in Context: Text and Materials* (2nd edn, OUP 2012) ch 5.
- Morse, *Palmer's Company Law* (Sweet & Maxwell 2019) ch 1.2.
- Morse, *Partnership and LLP Law* (8th edn, OUP 2015).
- Roach, *Card & James' Business Law* (4th edn, OUP 2016) chs 18 and 19.
- Tricker, *Corporate Governance: Principles, Policies, and Practices* (3rd edn, OUP 2015) ch 1.

Journal articles

- Berry, 'The Criminal Liability of Partnerships and Partners: Increasing the Divergence Between English and Scottish Partnership Law?' [2014] JBL 585.
- Berry, 'Limited Partnership Law in the United States and United Kingdom: Teaching an Old Dog New Tricks?' [2013] JBL 160.
- Cross, 'Limited Liability Partnerships Act 2000: Problems Ahead' [2003] JBL 268.
- Watson, 'How the Company Became an Entity: a New Understanding of Corporate Law' [2015] JBL 120.

Reports, codes etc

- BEIS, 'Limited Partnerships: Reform of Limited Partnership Law' (BEIS, 2018), available [here](#).
- Law Commission, *Partnership Law* (Law Comm No 283, 2003), available [here](#).

Websites

- Office for National Statistics, 'UK Business: Activity, Size and Location 2019' (ONS 2019), available [here](#).

Chapter 2: Sources of Company Law and Corporate Governance

Books

- Davies & Worthington, *Gower's Principles of Modern Company Law* (10th edn, Sweet & Maxwell 2016) ch 3.
- French, *Mayson, French & Ryan on Company Law* (36th edn, OUP 2019) ch 2.

- Hannigan, *Company Law* (5th edn, OUP 2018) ch 2.
- Kraakman et al, *The Anatomy of Corporate Law: A Comparative and Functional Approach* (OUP 2004).
- Mallin, *Corporate Governance* (6th edn, OUP 2018) ch 3.
- McCahery and Vermuelen, *Corporate Governance in Non-Listed Companies* (OUP 2008).
- Moore and Petrin, *Corporate Governance: Law, Regulation and Theory* (Palgrave 2017) ch 3.
- Morse, *Palmer's Company Law* (Sweet & Maxwell 2019) chs 1.1 and 16.0 – 16.4.

Journal articles

- Armour and Ringe, 'European Company Law 1999-2010: Renaissance and Crisis' (2011) 48 CML Rev 127.
- Ireland, 'Financialization and Corporate Governance' (2009) 60 NILQ 1.
- Keay, 'Assessing Accountability of Boards Under the UK Corporate Governance Code' [2015] JBL 551.
- Keay, 'Comply or Explain in Corporate Governance Codes: In Need of Greater Regulatory Oversight?' (2014) 34 LS 279.
- Moore, 'The End of "Comply or Explain" in UK Corporate Governance' (2009) 60 NILQ 85.
- Reddy, 'Thinking Outside the Box – Eliminating the Perniciousness of Box-Ticking in the New Corporate Governance Code' (2019) 82 MLR 692.

Reports, codes etc

- BEIS, 'Independent Review of the Financial Reporting Council: Initial Consultation on the Recommendations' (BEIS 2019), available [here](#).
- FRC, 'Annual Enforcement Review 2019' (FRC 2019), available [here](#).
- FRC, 'Guidance on What Constitutes an Explanation Under Comply or Explain' (FRC 2012), available [here](#).
- FRC, 'The UK Corporate Governance Code' (2018), available [here](#).
- FRC, 'The UK Stewardship Code' (2012), available [here](#). Note that a new version of this Code is due in October 2019.
- FRC, 'The Wates Corporate Governance Principles for Large Private Companies' (2018), available [here](#).
- 'Independent Review of the Financial Reporting Council' (2018), available [here](#).
- OECD, 'Corporate Governance Factbook 2019' (OECD 2019), available [here](#).

Websites

- [Companies House](#).
- [Department for Business, Energy and Industrial Strategy](#).
- [The FCA Handbook](#).
- [The Financial Reporting Council](#). Note that the government plans to abolish the FRC and replace it with a new regulator.
- The FRC's website on the history of the UK Corporate Governance Code can be found [here](#).

Chapter 3: Incorporation

Books

- Davies & Worthington, *Gower's Principles of Modern Company Law* (10th edn, Sweet & Maxwell 2016) chs 1, 2, 4 and 5.
- French, *Mayson, French & Ryan on Company Law* (36th edn, OUP 2019) ch 3.
- Hannigan, *Company Law* (5th edn, OUP 2018) ch 1.
- Morse, *Palmer's Company Law* (Sweet & Maxwell 2019) chs 2.0 – 2.18, 3.0, 17.0, and 18.0.

Journal articles

- Easterbrook and Fischel, 'Limited Liability and the Corporation' (1985) 52 Univ Chicago LR 89.
- Pennington, 'The Validation of Pre-Incorporation Contracts' (2002) 23 Co Law 284.
- Stolowy, 'Does the "Societas Europaea" or "European Company" Make a Significant Contribution to Construction of a European Company Law?' [2012] JBL 363.

Reports, codes etc

- Companies House, 'Overseas Companies Registered in the UK' (2015), available [here](#).
- Form IN01: Application to Register a Company, available [here](#).

Websites

- [Companies House](#).
- [Companies House Guidance Documents](#).
- [Companies House Statistics](#).
- [Office of the Regulator of Community Interest Companies](#).

Chapter 4: Corporate Personality

Books

- Davies & Worthington, *Gower's Principles of Modern Company Law* (10th edn, Sweet & Maxwell 2016) ch 8.
- French, *Mayson, French & Ryan on Company Law* (36th edn, OUP 2019) ch 5.
- Hannigan, *Company Law* (5th edn, OUP 2018) ch 3.
- Morse, *Palmer's Company Law* (Sweet & Maxwell 2019) ch 2.15.

Journal articles

- Allan, 'To Pierce or Not to Pierce? A Doctrinal Reappraisal of Judicial Responses to Improper Exploitation of the Corporate Form' [2018] JBL 559.
- Chan, 'Should "Reverse-Piercing" of the Corporate Veil be Introduced into English Law?' (2014) 35 Co Law 163.
- Cheng-Han, 'Veil-Piercing - A Fresh Start' [2015] JBL 20.
- Day, 'Skirting Around the Issue: The Corporate Veil after *Prest v Petrodel*' [2014] LMCLQ 269.
- Dine, 'Competition Law Enforcement and Corporate Group Liability – Adjusting the Veil' (2014) 35 ECLR 68.
- Hannigan, 'Wedded to Salomon: Evasion, Concealment and Confusion on Piercing the Veil of a One-Man Company' (2013) 50 IJ 11.
- Ireland, 'Company Law and the Myth of Shareholder Ownership' (1999) 62 MLR 32.
- Kahn-Freund, 'Some Reflections on Company Law Reform' (1944) 7 MLR 54.
- Lim, 'Salomon Reigns' (2013) 129 LQR 480.
- Mujih, 'Piercing the Corporate Veil: Where is the Reverse Gear?' (2017) 133 LQR 322.
- Mujih, 'Piercing the Corporate Veil as a Remedy of Last Resort After *Prest v Petrodel Resources Ltd*: Inching Towards Abolition?' (2016) 37 Co Law 39.
- Petrin, 'Assumption of Responsibility in Corporate Groups: *Chandler v Cape plc*' (2013) 76 MLR 603.
- Pickering, 'The Company as a Separate Entity' (1968) 31 MLR 481.
- Tan, 'The Corporate Veil: Will the Court Pierce the Veil on Grounds of Justice and Modern Business Realities?' (2018) 39 Co Law 387.
- Vlasov, 'To Pierce or Not to Pierce: Supreme Court Answers in the Negative in *VTB Capital v Nutritek International*' (2013) 34 Co Law 248.

Chapter 5: The Constitution of the Company

Books

- Davies & Worthington, *Gower's Principles of Modern Company Law* (10th edn, Sweet & Maxwell 2016) ch 3.
- French, *Mayson, French & Ryan on Company Law* (36th edn, OUP 2019) ch 4.
- Hannigan, *Company Law* (5th edn, OUP 2018) ch 5.
- Morse, *Palmer's Company Law* (Sweet & Maxwell 2019) chs 2.6, 2.9 and 2.11.

Journal articles

- Cheung, 'Shareholders' Agreements - Shareholders' Contractual Freedom in Company Law' (2012) 6 JBL 504.
- Drury, 'The Relative Nature of a Shareholder's Right to Enforce the Company Contract' (1986) 45 CLJ 219.
- Rixon, 'Competing Interests and Conflicting Principles: An Examination of the Power of Alteration of the Articles of Association' (1986) 49 MLR 446.

- Satish, 'The Alteration of the Articles of Association: Tracing the Trajectory from Allen to Citco' (2014) 35 Co Law 275.
- Shirazi, 'To What Extent Does the Section 33 Contract Differ from an Orthodox Contract?' (2013) 34 Co Law 36.

Chapter 6: Corporate Capacity and Liability

Books

- Davies & Worthington, *Gower's Principles of Modern Company Law* (10th edn, Sweet & Maxwell 2016) ch 7.
- French, *Mayson, French & Ryan on Company Law* (36th edn, OUP 2019) ch 18.
- Hannigan, *Company Law* (5th edn, OUP 2018) ch 4.
- Morse, *Palmer's Company Law* (Sweet & Maxwell 2019) chs 3.1 and 3.3.
- Munday, *Agency: Law and Principles* (3rd edn, OUP 2016).

Journal articles

- Al-Tawil, 'Vicarious Liability for Breach of Fiduciary Obligation' (2015) 36 Co Law 295.
- Clarkson, 'Kicking Corporate Bodies and Damning Their Souls' (1996) 59 MLR 557.
- Ferran, 'Corporate Attribution and the Directing Mind and Will' (2011) 127 LQR 239.
- Field and Jones, 'The Corporate Manslaughter and Corporate Homicide Act 2007 and the Sentencing Guidelines for Corporate Manslaughter: More Bark Than Bite?' (2015) 36 Co Law 327.
- Lim, 'Attribution and the Illegality Defence' (2016) 79 MLR 476.
- Lim, 'Attribution in Company Law' (2014) 77 MLR 794.
- Lim, 'A Critique of Corporate Attribution: "Directing Mind and Will" and Corporate Objectives' [2013] JBL 333.
- Watts, 'Corrupt Company Controllers, Their Companies, and Their Company's Creditors – Dealing with Pleas of Ex Turpi Causa' [2014] JBL 161.
- Worthington, 'Corporate Attribution and Agency: Back to Basics' (2017) 133 LQR 118.

Chapter 7: Classifications of Director

Books

- Cadbury, *Corporate Governance and Chairmanship: A Personal View* (OUP 2002).
- French, *Mayson, French & Ryan on Company Law* (36th edn, OUP 2019) ch 14.
- Hannigan, *Company Law* (5th edn, OUP 2018) ch 7.
- Moore and Petrin, *Corporate Governance: Law, Regulation and Theory* (Palgrave 2017) ch 7.
- Morse, *Palmer's Company Law* (Sweet & Maxwell 2019) chs 8.1 and 8.2.

Journal articles

- Ahern, 'Nominee Directors' Duty to Promote the Success of the Company: Commercial Pragmatism and Legal Orthodoxy' (2011) 127 LQR 118.
- de Lacy, 'The Concept of a Company Director: Time for a New Expanded and Unified Statutory Concept?' [2006] JBL 267.
- Ellis, 'The Continued Appointment of Corporate Directors: An Examination of the Effectiveness of s 87 of the Small Business, Enterprise and Employment Act 2015' (2016) 37 Co Law 203.
- Griffin, 'Establishing the Liability of a Director of a Corporate Director: Issues Relevant to Disturbing Corporate Personality' (2013) 34 Co Law 135.
- Hadjinestoros, 'Fear of the Dark: Banks as Shadow Directors' (2013) 34 Co Law 169.
- Hannigan, 'Board Failures in the Financial Crisis – Tinkering with Codes and the Need for Wider Corporate Governance Reforms' (2011) 32 Co Law 363 and (2012) 33 Co Law 35.
- Hellinx, 'Steeplechase in the Boardroom: The Obstacles for Non-Executive Directors to Fulfil Their Role in Public Companies' (2017) 38 Co Law 15.
- Noonan and Watson, 'The Nature of Shadow Directorship: Ad Hoc Statutory Intervention or Company Law Principle?' [2006] JBL 763.
- Yap, 'De Facto Directors and Corporate Directorships' [2012] JBL 579.

Reports, codes etc

- BIS, 'Transparency and Trust: Enhancing the Transparency of UK Company Ownership and Increasing Trust in UK Business: Discussion Paper' (BIS 2013) paras 5.1–5.10, available (along with other relevant papers) [here](#).
- FRC, 'Guidance on Board Effectiveness' (FRC 2018), available [here](#).
- Higgs, 'Review of the Role and Effectiveness of Non-Executive Directors' (DTI 2003), available [here](#).

Websites

- [ICSA: The Governance Institute](#).
- [The Institute of Directors](#).

Chapter 8: Board Appointment, Structure and Composition

Books

- Cadbury, *Corporate Governance and Chairmanship: A Personal View* (OUP 2002).
- Davies & Worthington, *Gower's Principles of Modern Company Law* (10th edn, Sweet & Maxwell 2016) ch 14.
- French, *Mayson, French & Ryan on Company Law* (36th edn, OUP 2019) ch 14.
- Hannigan, *Company Law* (5th edn, OUP 2018) chs 6 and 7.
- Mallin, *Corporate Governance* (6th edn, OUP 2018) chs 8 and 9.

- Moore and Petrin, *Corporate Governance: Law, Regulation and Theory* (Palgrave 2017) ch 9.
- Morse, *Palmer's Company Law* (Sweet & Maxwell 2019) chs 8.3 – 8.11, and 8.40.

Journal articles

- Jailani, 'Reforming Executive Pay: Variable Performance Pay and the Prevailing Levels of Pay' (2018) 39 Co Law 212.
- Ndzi, 'UK Shareholder Voting on Directors' Remuneration: Has the Binding Vote Made Any Difference?' (2017) 38 Co Law 139.
- Petrin, 'Executive Compensation in the UK: Past, Present, and Future' (2015) 36 Co Law 196.
- Valsan, 'Board Gender Diversity and the Enlightened Shareholder Value Approach' (2016) 37 Co Law 171.
- Villiers, 'Executive Pay: A Socially-Orientated Distributive Justice Framework' (2016) 37 Co Law 139.
- Villiers, 'Achieving Gender Balance in the Boardroom: is it Time for Legislative Action in the UK?' (2010) 30 LS 533.

Reports, codes etc

- Davies, 'Women on Boards' (2011-2015). The full series of reports can be found [here](#).
- GC100 and Investor Group, 'Directors' Remuneration Reporting Guidance 2019' (2018), available [here](#).
- Hampton-Alexander Review, 'FTSE Women Leaders: Improving Gender Balance in FTSE Leadership' (2018). All reports in this series can be found [here](#).
- ICSA and EY, 'The Nomination Committee - Coming Out of the Shadows' (ICSA 2016), available [here](#).
- Parker Review Committee, 'A Report Into the Ethnic Diversity of UK Boards' (October 2017). This report, along with the consultation that led to it, can be found [here](#).
- Kakabadse, Korac-Kakabadse and Khan, 'The Company Secretary: Building Trust through Governance' (ICSA 2014), available [here](#).
- Vinnicombe, Doldor and Sealy, 'The Female FTSE Board Report 2019' (Cranfield 2019). All reports in this series can be found [here](#).

Websites

- [The Hampton-Alexander Review](#).
- [The High Pay Centre](#).

Chapter 9: The Role and Powers of the Board

Books

- Davies & Worthington, *Gower's Principles of Modern Company Law* (10th edn, Sweet & Maxwell 2016) ch 14.
- French, *Mayson, French & Ryan on Company Law* (36th edn, OUP 2019) ch 14.
- Moore and Petrin, *Corporate Governance: Law, Regulation and Theory* (Palgrave 2017) ch 4.
- Morse, *Palmer's Company Law* (Sweet & Maxwell 2019) chs 8.12, 8.21 – 8.22.
- Tricker, *Corporate Governance: Principles, Policies and Practices* (3rd edn, OUP 2016) ch 7.

Journal articles

- Goldberg, 'Article 80 of Table A of the Companies Act 1980' (1970) 33 MLR 177.
- Key, 'Stewardship Theory: Is Board Accountability Necessary?' (2017) 59 Int JLM 1292.
- Villiers, 'Boardroom Culture: An Argument for Compassionate Leadership' (2019) 30 EBL Rev 253.

Reports, codes etc

- FRC, 'Guidance on Board Effectiveness' (2018), available [here](#).
- ICSA, 'Boardroom Behaviours' (ICSA 2009), available [here](#).
- Kakabadse, Korac-Kakabadse and Khan, 'The Company Secretary: Building Trust through Governance' (ICSA 2014), available [here](#).

Chapter 10: Directors' Duties I: Duties of Performance

Books

- Davies & Worthington, *Gower's Principles of Modern Company Law* (10th edn, Sweet & Maxwell 2016) ch 16.
- French, *Mayson, French & Ryan on Company Law* (36th edn, OUP 2019) ch 15.
- Hannigan, *Company Law* (5th edn, OUP 2018) chs 8-11 and 14.
- Morse, *Palmer's Company Law* (Sweet & Maxwell 2019) chs 8.23 – 8.28, and 8.33.

Journal articles

- Ahern, 'Directors' Duties, Dry Ink and the Accessibility Agenda' (2012) 128 LQR 114.
- Alcock, 'An Accidental Change to Directors' Duties?' (2009) 30 Cl Law 362.
- Cheung, 'A Discussion on Whether there is Justification in Incorporating a Stakeholder Theory into UK Corporate Governance for Private Companies in Unregulated Transactions' (2018) 39 Co Law 315.
- Edmund and Lowry, 'The Continuing Value of Relief for Directors' Breach of Duty' (2003) 66 MLR 195.
- Fisher, 'The Enlightened Shareholder: Leaving Stakeholders in the Dark' (2009) 20 ICCLR 10.

- Hadjinestoros, 'Stigmata of Fiduciary Duties in Shadow Directorship' (2012) 33 Co Law 331.
- Keay, 'The Duty of Directors to Exercise Independent Judgment' (2008) 29 Co Law 290.
- Keay, 'Good Faith and Directors' Duty to Promote the Success of Their Company' (2011) 32 Co Law 138.
- Keay, 'Directors' Duties and Creditors' Interests' (2014) 130 LQR 443.
- Keay and Iqbal, 'The Impact of Enlightened Shareholder Value' [2019] JBL 304.
- Langford and Ramsay, 'The "Creditors' Interest Duty": When Does it Arise and What Does it Require?' (2019) 135 LQR 385.
- Langford and Ramsay, 'The Proper Purpose Rule as a Constraint on Directors' Autonomy – Eclairs Group Ltd v JGX Oil & Gas plc' (2017) 80 MLR 110.
- Mathiopoulos, 'The Purpose of For-Profit Corporations in Light on Modern Perceptions and Wider Corporate Responsibilities' (2017) 38 Co Law 278 and 303.
- Ndzi, 'Directors' Duties and Employee Interest: The Case of Zero Hours Contracts' (2016) 37 Co Law 135.
- Parkinson, 'Directors' Duty to Exercise Independent Judgment: The Party to s 173 of the Companies Act 2006 and Beyond' (2017) 38 Co Law 271.
- Witney, 'Duties Owed by Shadow Directors: Closing in on the Puppet Masters?' [2016] JBL 311.
- Worthington, 'Directors' Duties and Improper Purposes' (2016) 75 CLJ 213.
- Yan, 'Why Not Stakeholder Theory?' (2013) 34 Co Law 148.

Reports, codes etc

- GC100, 'Guidance on Directors' Duties: Section 172 and Stakeholder Considerations' (GC 100, 2018), available [here](#).
- Law Commission, *Company Directors: Regulating Conflicts of Interest and Formulating a Statement of Duties* (Law Com No 261, 1999), available [here](#). The consultation document can be found [here](#).

Chapter 11: Directors' Duties II: Conflicts of Interest

Books

- Davies & Worthington, *Gower's Principles of Modern Company Law* (10th edn, Sweet & Maxwell 2016) ch 16.
- French, *Mayson, French & Ryan on Company Law* (36th edn, OUP 2019) ch 15.
- Hannigan, *Company Law* (5th edn, OUP 2018) chs 12-14.
- Kershaw, *Company Law in Context: Text and Materials* (2nd edn, OUP 2012) chs 13 and 14.
- Morse, *Palmer's Company Law* (Sweet & Maxwell 2019) chs 8.29 – 8.32.

Journal articles

- Clark, 'UK Company Law Reform and the Directors' Exploitation of "Corporate Opportunities"' (2006) 17 ICCLR 231.
- Gibbs, 'The Absolute Limit of Directors' Fiduciary Liability for Conflicts of Interest: The Directors' Perspective' (2015) 36 Co Law 231.
- Lim, 'Directors' Fiduciary Duties: A New Analytical Framework' (2013) 129 LQR 242.

Reports, codes etc

- Law Commission, *Company Directors: Regulating Conflicts of Interest and Formulating a Statement of Duties* (Law Com No 261, 1999), available [here](#). The consultation document can be found [here](#).

Chapter 12: Vacation of Office and Disqualification

Books

- French, *Mayson, French & Ryan on Company Law* (36th edn, OUP 2019) ch 14.
- Morse, *Palmer's Company Law* (Sweet & Maxwell 2019) chs 8.13 – 8.17.

Journal articles

- Belcher, 'What Makes a Director Fit? An Analysis of the Workings of Section 17 of the Company Directors Disqualification Act 1986' (2012) 16 Edin LR 386.
- Dabor, 'The Directors' Disqualification Order Regime: The Panacea for Preventing Corporate Abuse?' (2018) 39 Co Law 243.
- Keay, 'Company Directors Behaving Poorly: Disciplinary Options for Shareholders' [2007] JBL 656.
- Simmonds, 'Corporate Governance: Real Power, Cecil King and Machiavelli' (1999) 7 CG 3.
- Williams, 'Disqualifying Directors: A Remedy Worse than the Disease?' (2007) 7 JCLS 213.

Reports, codes etc

- BIS, 'Transparency and Trust: Enhancing the Transparency of UK Company Ownership and Increasing Trust in UK Business: Discussion Paper' (BIS 2013) Part B, available (along with other relevant papers) [here](#).
- CMA, 'Competition Disqualification Orders: Draft Guidance' (July 2018). This draft guidance can be obtained [here](#). Note that it is being consulted on (the consultation document can be found [here](#)) and a final guidance document will be published in due course.

Websites

- [Insolvency Service guidance on director disqualification.](#)

Chapter 13: Membership

Books

- French, *Mayson, French & Ryan on Company Law* (36th edn, OUP 2019) ch 13.
- Hannigan, *Company Law* (5th edn, OUP 2018) ch 16.
- Moore and Petrin, *Corporate Governance: Law, Regulation and Theory* (Palgrave 2017) ch 5.
- Morse, *Palmer's Company Law* (Sweet & Maxwell 2019) chs 7.0 – 7.3.

Reports, codes etc

- BIS, 'Statutory Guidance on the Meaning of "Significant Influence or Control" over Companies in the Context of the Register of People with Significant Control' (BIS 2016), available by clicking [here](#).
- BIS, 'Transparency and Trust: Enhancing the Transparency of UK Company Ownership and Increasing Trust in UK Business' (BIS 2014) Part A, available [here](#).
- Transparency International, 'G20 Leaders or Laggards? Reviewing G20 Promises on Ending Anonymous Companies' (Transparency International 2018), available [here](#).

Websites

- [Global Witness webpage on anonymous company owners](#).

Chapter 14: Meetings and Investor Engagement

Books

- Cheffins, *Corporate Ownership and Control: British Business Transformed* (OUP 2008).
- Davies & Worthington, *Gower's Principles of Modern Company Law* (10th edn, Sweet & Maxwell 2016) ch 15.
- French, *Mayson, French & Ryan on Company Law* (36th edn, OUP 2019) ch 13.
- Hannigan, *Company Law* (5th edn, OUP 2018) ch 17.
- Mallin, *Corporate Governance* (6th edn, OUP 2018) ch 6.
- Morse, *Palmer's Company Law* (Sweet & Maxwell 2019) chs 7.4 – 7.9.

Journal articles

- Ahern and Maher, 'The Continuing Evolution of Proxy Representation' (2011) 2 JBL 125.
- Cheffins, 'The Undermining of UK Corporate Governance(?)' (2013) 22 OJLS 503.
- Cheffins, 'The Stewardship Code's Achilles' Heel' (2010) 73 MLR 1004.
- Ellis, 'Unanimous Consent of Shareholders: A Principle Without Form?' (2011) 32 Co Law 260.

- Gong, 'The Role of Institutional Shareholder Activism in Corporate Governance: A Comparative Analysis of China and the United Kingdom' (2012) 33 Co Law 171.
- Grantham, 'The Unanimous Consent Rule in Company Law' (1993) 52 CLJ 245.
- Nolan, 'The Continuing evolution of Shareholder Governance' (2006) 65 CLJ 92.
- Nwafor, 'Impracticability as a Ground for the Court-Ordered Company Meeting: in Whose Interest? A Comparative Perspective' (2012) 33 Co Law 247 and 287.
- Reisberg, 'The UK Stewardship Code: On the Road to Nowhere?' (2015) 15 JCLS 217.
- Reisberg, 'The Notion of Stewardship From a Company Law Perspective' (2011) 18 JFC 126.
- Roach, 'The UK Stewardship Code' (2011) 11 JCLS 463.
- Stears, 'Will a "Fiduciary Standard" Assist in Delivering Better Stewardship and Engagement?' (2014) 35 Co Law 71.
- Talbot, 'Why Shareholders Shouldn't Vote: a Marxist-Progressive Critique of Shareholder Empowerment' (2013) 76 MLR 791.
- Tilba and Reisburg, 'Fiduciary Duty Under the Microscope: Stewardship and the Spectrum of Pension Fund Engagement' (2019) 82 MLR 456.
- Yeoh, 'Socially Responsible Investing: Legal and Related Challenges' (2014) 35 Co Law 35.

Reports, codes etc

- FRC, 'The UK Stewardship Code' (FRC 2012), available [here](#). Note that a new version of the Code is due in October 2019.
- Law Commission, Fiduciary Duties of Investment Intermediaries (Law Comm No 350, 2014), available [here](#). The consultation paper can be found [here](#).
- 'The Kay Review of UK Equity Markets and Long-Term Decision Making' (BIS, 2012), available [here](#).

Websites

- [The Investment Association's Public Register](#).

Chapter 15: Members' Remedies

Books

- Davies & Worthington, *Gower's Principles of Modern Company Law* (10th edn, Sweet & Maxwell 2016) chs 17 and 20.
- French, *Mayson, French & Ryan on Company Law* (36th edn, OUP 2019) ch 17.
- Hannigan, *Company Law* (5th edn, OUP 2018) chs 19 and 20.
- Morse, *Palmer's Company Law* (Sweet & Maxwell 2019) chs 8.37 – 8.39.

Journal articles

- Armour, 'Derivative Actions: A Framework for Decisions' (2019) 135 LQR 412.

- Chesterman, 'The "Just and Equitable" Winding up of Small Private Companies' (1973) 36 MLR 129.
- Gibbs, 'Has the Statutory Derivative Claim Fulfilled its Objectives?' (2011) 32 Co Law 41 and 76.
- Gray, 'The Statutory Derivative Claim: An Outmoded Superfluousness' (2012) 33 Co Law 295.
- Keay, 'Assessing and Rethinking the Statutory Scheme for Derivative Actions Under the Companies Act 2006' (2016) 1 JCLS 39.
- Keay, 'Applications to Continue Derivative Proceedings on Behalf of Companies and the Hypothetical Director Test' (2015) 34 CLQ 346.
- Kershaw, 'The Rule in Foss v Harbottle is Dead: Long Live the Rule in Foxx v Harbottle' [2015] JBL 274.
- McGhee and Beswetherick, 'Reconsidering Reflective Loss: Are Creditors Barred from Recovery?' (2016) 36 Co Law 178.
- McVea, 'Section 994 of the Companies Act 2006 and the Primacy of Contract' (2012) 75 MLR 1123.
- Mitchell, 'Shareholders' Claims for Reflective Loss' (2004) 120 LQR 457.
- Mujih, 'The New Statutory Derivative Claim' (2012) 33 Co Law 76 and 99.
- Ndzi, 'Shareholders' Dilemma Regarding Excessive Directors' Pay and Unfair Prejudicial Conduct' (2016) 37 Co Law 3.
- Poole and Roberts, 'Shareholder Remedies: Efficient Litigation and the Unfair Prejudice Remedy' [1999] JBL 38.
- von Nessen, Goo, and Low, 'The Statutory Derivative Action: Now Showing Near You' (2008) 7 JBL 627.
- Wedderburn, 'Shareholders' Rights and the Rule in *Foss v Harbottle*' [1957] CLJ 194.

Reports, codes etc

- Law Commission, *Shareholder Remedies* (Law Com No 246, 1997), available [here](#). The consultation paper can be found [here](#).

Chapter 16: Share Capital

Books

- Davies & Worthington, *Gower's Principles of Modern Company Law* (10th edn, Sweet & Maxwell 2016) chs 10, 23, 24 and 27.
- French, *Mayson, French & Ryan on Company Law* (36th edn, OUP 2019) ch 6.
- Gullifer & Payne, *Corporate Finance Law: Principles and Policy* (Hart 2011) ch 3.
- Hannigan, *Company Law* (5th edn, OUP 2018) ch 21.
- Morse, *Palmer's Company Law* (Sweet & Maxwell 2019) chs 4.0, and 6.0 – 6.6.

Journal articles

- Daehnert, 'The Minimum Capital Requirement—An Anachronism under Conservation: Parts 1 and 2' (2009) 34 Co Law 3 and 34.
- Flannagan, 'Shareholder Fiduciary Accountability' [2014] JBL 1.
- Pennington, 'Can Shares in Companies Be Defined?' (1989) 10 Co Law 140.
- Worthington, 'Shares and Shareholders: Property, Power and Entitlement' (2001) 22 Co Law 258 and 307.

Reports, codes etc

- Myners, 'Pre-Emption Rights: Final Report' (DTI 2005), available [here](#).

Websites

- [Euroclear](#).

Chapter 17: The Maintenance of Capital

Books

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