

CONTENTS

<i>List of figures</i>	<i>page</i>	vii	
<i>List of tables</i>	viii		
<i>Preface and acknowledgments</i>	ix		
<i>Glossary</i>	xi		
<i>List of abbreviations</i>	xiii		
<i>Table of cases</i>	xvi		
<i>Table of legislation</i>	xxii		
PART I	The essential qualities of the corporation	1	
1	Approaching comparative company law	3	
2	The partnership as a form of business organization	24	
3	Corporations in a global market: the law applicable to corporations	65	
PART II	The corporation and its capital	129	
4	Incorporating the company	131	
5	Constituting the company's share capital	165	
6	Increasing the company's capital	188	
7	Distribution of dividends and maintenance of share capital	219	
8	Repurchases of shares	241	
9	The nature of shares and classes of shares	259	
PART III	Governing the corporation	295	
	SUBPART A	The management	297
10	An introduction to the board and its governance	299	

11	Directors' power to represent the company	312
12	Directors' duties of loyalty, good faith and care	332
13	Judicial review of management decisions (the business judgment rule)	369
14	Executive compensation	416
15	Directors' duties in listed companies	442
	SUBPART B The members	465
16	Shareholder voting rights	467
17	Shareholder information rights	510
18	Shareholder meetings	546
19	Shareholder duties	574
20	Judicial enforcement of shareholder rights	599
	PART IV Corporate combinations, groups and takeovers	619
	SUBPART A Mergers and acquisitions	621
21	Techniques for business combinations	623
22	Governance rules for business combinations	654
	SUBPART B Companies in groups	675
23	Corporate groups	677
	SUBPART C The market for corporate control	753
24	The regulation of takeover bids and prices	755
25	Management interference with takeovers bids	795
26	Special problems of leveraged buyouts	844
	<i>References</i>	877
	<i>Index</i>	894