DIRECTOR'S REPORT
Professor Ian Ramsay

2000 was the fifth year of operation of the Centre for Corporate Law and Securities Regulation. The year saw many achievements including an active research program conducted by members of the Centre, the hosting of major conferences and seminars, the strengthening of links with peak organisations both in Australia and Internationally, the development of the Corporate Law Electronic Bulletin, and the launch of a new website.

Research
In 2000 the 16 academics and research fellows who were members of the Centre were responsible for the publication of five books, 36 book chapters and journal articles, and three research reports. They also presented 15 conference papers. The five books were:
- *Commercial Applications of Company Law*, CCH Australia Limited (co-authored by Ms Pamela Hannah, Professor Ian Ramsay and Dr Geoff Stapleton)
- *The Corporate Law Economic Reform Program Explained*, CCH Australia Limited (co-authored by Professor Robert Baxter, Professor Ian Ramsay, Mr Ian Renard, Mr Robert Simkins and Mr Jon Webster)
- *An Introduction to the CLERP Act 1999: Australia's New Company Law*, Butterworths (co-authored by Professor Harold Ford, Justice Robert Austin and Professor Ian Ramsay)
- *Indonesia: Bankruptcy, Law Reform and the Commercial Court*, Federation Press (edited by Associate Professor Timothy Linskey)
- *Company Directors' Liability for Insolvent Trading*, CCH Australia Limited and Centre for Corporate Law and Securities Regulation (edited by Professor Ian Ramsay).

An important aspect of the Centre's research program is its research report series in corporate law and securities regulation. 2000 saw the publication of 3 further reports. These were:
- Asjot Lamba and Ian Ramsay, *Share Buy-backs: An Empirical Investigation*
- Ian Ramsay, Geoff Stapleton and Joel Vernon, *Political Donations by Australian Companies*
- Geoff Stapleton, Sandy Rafterbrook, Pru Bennett and Ian Ramsay, *Proxy Voting in Australia's Largest Companies*

These research reports received extensive press coverage which is noted below under the heading "Media Coverage of Centre Activities".

The research report titled *Proxy Voting in Australia's Largest Companies* was featured as the cover story in the July 2000 issue of *Company Director* - the journal of the Australian Institute of Company Directors.

The publications of the Centre continue to receive positive reviews. For example, the book titled *Company Directors' Liability for Insolvent Trading* (2000) was reviewed in *Ethos*, the journal of the Law Society of the Australian Capital Territory, where the reviewer stated that "The University of Melbourne has provided us with a work of intellectual rigour...The 8 essays form a multi-faceted prism of scholarship and substance".

Members of the Centre continue to place a high priority on obtaining competitive research grants. In 2000 members of the Centre obtained several major grants. One was an Australian Research Council Strategic Partnerships With Industry Grant titled "Accountability and Corporate Governance in Non-Profit Companies". The research team for this project is Professor Ian Ramsay, Ms Sue Woodward and Mrs Sally Sievers. The Industry Partner is Philanthropy Australia Inc.

The second grant obtained in 2000 was an Australian Research Council Large Grant for a project titled "Directorship in Entrepreneurial Firms and the Role of Public and Private Capital Markets". The research team for this project is Associate Professor Michael Whincup of Griffith University Law School, Professor Ian Ramsay and Dr Geoff Stapleton of The University of Melbourne Law School and Professor Ronald Olson of Stanford Law School and Columbia Law School.

A third grant obtained in 2000 was a University of Melbourne Faculty of Economics and Commerce Research Grant for a project titled "An Analysis of Factors Influencing the Share Buy-back Decision". The research team for this project is Dr Asjot Lamba of The University of Melbourne Centre of Financial Studies and Professor Ian Ramsay.

A number of major research grants obtained prior to 2000 continued to provide funding for projects in 2000. A full list of competitive research grants obtained by members of the Centre is included in this Annual Report.

Seminars
In 2000 the Centre hosted or was involved in the organisation of 8 seminars and conferences. The seminars dealt with topics including "Directors' Duties: Recent Developments and their Implications for Directors and Advisers", "The Future of Corporate Regulation: Hughes and Walsh and the Reform of Powers", "E-Commerce and Financial Services", "Economic Law Reform in Developing Countries", "Insider Trading: Recent Developments and Practical Issues for Market Participants", "Hughes and Walsh: The Challenges for Corporate Regulation", "The Corporate Law Economic Reform Program and Funding" and "The Corporate Law Economic Reform Program and Takeovers".

Links with peak organisations
2000 saw the further development of links with peak organisations both in Australia and overseas. Members of the Centre play an active role with organisations such as the Law Council of Australia and the Australian Institute of Company Directors. This includes writing submissions regarding law reform proposals on behalf of several of these peak organisations.

In October 2000 Professor Ian Ramsay and Dr Geoff Stapleton were commissioned by the Australian Institute of Superannuation Trustees to prepare a report on corporate governance for superannuation trustees.

Corporate Law Electronic Bulletin
2000 saw the continued development of the Corporate Law Electronic Bulletin. The monthly electronic Bulletin is published with the support of the Australian Securities and Investments Commission, the Australian Stock Exchange and leading national law firms. There are now approximately 2,000 subscribers to the Bulletin with a much wider readership as the Bulletin is distributed widely within companies, regulators, law firms and government departments. The Bulletin has been supported and promoted by organisations such as the Corporate Lawyers Association, the Commercial Law Association, the Law Council of Australia, the Australian Institute of Company Directors, and the Institute of Company Secretaries. We continue to receive very positive feedback on the Bulletin. A particularly pleasing feature is the increasing number of international subscribers to the Bulletin.
International developments

In March 2000 the Centre for Corporate Law was invited to participate in the Australian Securities and Investments Commission’s corporate governance training course for staff of Asian securities commissions, stock exchanges, government departments and professional associations. Other organisations invited to participate by ASIC included the Commonwealth Treasury, the Australian Stock Exchange, the Securities Institute of Australia, the Investment and Financial Services Association, the Australian Institute of Company Directors, and the Institute of Chartered Accountants. Financial support for the course was provided by ASIC and also the Australian Agency for International Development. Professor Ian Ramsay and Dr Geoff Stapledon participated in the course and presented a paper titled “Corporate Governance: An Overview of the Key Issues and Debates”.

In February 2000 Dr Geof Stapledon was an invited participant at the World Bank/Asian Development Bank Planning Meeting on Corporate Governance. The meeting was held in Manila and drew together 45 participants from twelve countries. The focus of the meeting was on corporate governance reform options for East Asia.

In October 2000 Ms Pamela Hannan was an invited participant at the OECD Workshop on Governance in Collective Investment Schemes held in Paris.

Contributions to law reform

Members of the Centre for Corporate Law make contributions to law reform in two ways. First by drafting submissions on matters dealing with corporate law reform either in a personal capacity or on behalf of organisations such as the Institute of Company Directors and the Law Council of Australia.

Secondly, research reports of the Centre for Corporate Law are relied upon by law reform bodies. The research report titled “Corporate Groups in Australia” was referred to in the May 2000 report of the Companies and Securities Advisory Committee (CASAC) titled “Corporate Groups”. The opening chapter of the CASAC report referred to the Centre for Corporate Law’s study of the group structures in Australia’s largest 500 listed companies.

In June 2000 CASAC published its report titled “Shareholder Participation in the Modern Listed Public Company”. A number of the recommendations contained in this report deal with proxy voting. This section of the report, particularly the recommendation dealing with disclosure of proxy information, made extensive reference to the Centre for Corporate Law research report titled “Proxy Voting in Australia’s Largest Companies”.

In 2000, Professor Ian Ramsay was a consultant to the Victorian Government on corporate law reform and was also appointed as a member of the Australian Law Reform Commission’s Advisory Committee for its project on civil and administrative penalties.

Editorial positions


New website

In 2000 the Centre launched a new website. The website contains detailed information about the activities of the Centre (including its teaching and research programs) as well as an archive of all previous issues of the Corporate Law Electronic Bulletin and the Corporate Law Judgments websites. It also includes a detailed list of other sites of interest including links to approximately 60 securities commissions and 110 stock exchanges. There is a comprehensive list of links to specialist corporate governance sites.

A new part of the website is titled “Asian-Pacific: Corporate Law and Securities Regulation Sites”. This contains detailed links to corporate law sites in many countries in the Asian-Pacific region including links to legislation and judgments.

Website of corporate law judgments

As a result of the decision of the High Court in Re Wakhim (which has had the effect of excluding the Federal Court from hearing most corporate law matters it has previously heard) the judges of the State Supreme Courts selected the Centre for Corporate Law to host a website of corporate law judgments. The address is: “http://ccis2.law.unimelb.edu.au/judgments”. This is a particularly important initiative as the website has proved to be an essential tool for corporate law research and information. There are now approximately 600 judgments on the website.

Supervision of graduate students’ research

Members of the Centre for Corporate Law supervised in 2000 a large number of theses being undertaken by graduate students. Of the theses, 16 were PhD theses, 5 were JD theses, and 9 Master of Laws theses.

Staff developments

Lesley Hitchins joined the University of Melbourne Faculty of Law and the Centre for Corporate Law and Securities Regulation in 2000. Lesley has taught at the University of Leicester and the University of Warwick, and has also practiced with the firms Herbert Smith in London and Allen Allen & Hurley in Sydney. Her research interests include corporate law, banking law and broadcasting regulation.

Jürgen Kurtz also joined the Faculty of Law and the Centre for Corporate Law and Securities Regulation last year on a full-time basis. He previously taught in the Faculty of Law on a part-time basis. Jürgen is also a consultant to McLellens Stephen Jaques. His research interests include corporate law, international trade and the regulation of electronic commerce.

In 2000 Professor Ian Ramsay was appointed by the Federal Government to be a member of the Corporations and Securities Panel (better known as the Takeovers Panel). The Panel is the primary forum for resolving disputes about takeovers. The President of the Panel is Simon McNiece of Macquarie Bank and other members include Elizabeth Alexander, Partner, PricewaterhouseCoopers; Peter Cameron, Partner, Allen Allen & Hemsley, Meredith Hellicar, Chief Executive Officer, Corrs Chambers Westgarth; and Michael Tilley, Director, Merrill Lynch International.

In 2000, Professor Ian Ramsay was elected President of the Corporate Law Teachers Association.

Belinda Feltham and Geoff Stapledon were promoted to Associate Professor and Reader, effective 1 January 2001.

Media coverage of Centre activities

In 2000 the research activities of Centre members received significant coverage in the media. The 3 research reports published in 2000 were the subject of approximately 20 newspaper articles. In addition, during the year, members of the Centre gave approximately 30 media interviews.
Visitors to the Centre
Visitors to the Centre in 2000 included Cally Jordan of the World Bank, Professor Doug Irwin of the University of Pittsburgh, Professor John Farrar of Bond University, Associate Professor Paul Latimer of Monash University and Ann Wardrop of La Trobe University.

Consultancies and pro bono work
Members of the Centre are active in providing their expertise to those outside of The University of Melbourne, both in relation to pro bono matters and also significant corporate transactions. In 2000 Sue Woodward continued her work as a Director of the Schizophrenia Australia Foundation and provided advice to the Foundation on corporate law matters. Professor Ian Ramsay provided pro bono advice to several community organisations.

Members of the Centre have also provided their expertise in relation to significant corporate transactions including company restructurings, takeovers, schemes of arrangement and capital raising transactions.

Acknowledgments
Many people deserve thanks for their contribution to the work of the Centre during 2000. They include the members of the Australian Advisory Board and, in particular, the Chair of the Australian Advisory Board, the Hon Mr Justice Hayne.

Members of the International Advisory Board of the Centre have also provided valuable advice in relation to international developments and have been active in assisting the work of the Centre.

Particular thanks are due to Ann Graham, the Administrator of the Centre, who has played a key role in many of the Centre's achievements during 2000. The Dean of the Faculty of Law at The University of Melbourne, Professor Michael Crommeffin, has been a strong supporter of the initiatives undertaken by the Centre.

PURPOSES AND OBJECTIVES OF THE CENTRE
The objectives of the Centre and its members are to:

- undertake and promote research on corporate law and securities regulation
- undertake the teaching of corporate law and securities regulation subjects within the faculty of Law and the Faculty of Economics and Commerce at The University of Melbourne and develop and promote innovative teaching methods and teaching materials
- host conferences to disseminate the results of research undertaken under the auspices of the Centre or in other programs associated with the Centre
- develop and promote links with academics in other Australian universities and in other countries who specialise in corporate law and securities regulation
- establish and promote links with similar bodies, internationally and nationally, and provide a focal point in Australia for scholars in corporate law and securities regulation
- promote close links with peak organisations involved in corporate law and securities regulation
- promote close links with those members of the legal profession who work in corporate law and securities regulation
- attract students of the highest calibre to the graduate program and provide opportunities for their involvement in corporate law research projects.

Baldwin Spencer Building, The University of Melbourne
Location of the Centre for Corporate Law and Securities Regulation.
INTERNATIONAL ADVISORY BOARD

The Centre has an International Advisory Board comprised of leading Judges and corporate law academics. The members of the International Advisory Board are:

- Professor Theodor Baums, University of Osnabruck, Germany
- Professor Brian Cheffins, Faculty of Law, University of Cambridge, England
- Professor John Coffee, School of Law, Columbia University, USA
- Professor Ronald Daniels, Dean, Faculty of Law, University of Toronto, Canada
- Professor Deborah DeMott, School of Law, Duke University, USA
- Professor Kenjiro Egashira, Faculty of Law, University of Tokyo, Japan
- Associate Professor Say Guo, Faculty of Law, University of Hong Kong
- Professor Hideki Kanda, Faculty of Law, The University of Tokyo
- Professor Ji-Ping, China University of Political Science and Law, China
- Professor Dan Prentice, Faculty of Law, Oxford University, England
- Professor Roberta Romano, Yale Law School, USA
- Professor Sang-Hyun Song, Dean, College of Law, Seoul National University, Korea
- The Honourable Justice Edmund Thomas, Court of Appeal of New Zealand
- The Honourable Justice F. Norman Vasey, Chief Justice, Supreme Court of Delaware, USA
- Professor Eddy Wymeersch, Director, Financial Law Institute, University of Ghent, Belgium

AUSTRALIAN ADVISORY BOARD

The Centre has an Australian Advisory Board chaired by the Honourable Mr Justice Hayne and comprising leading members of the Australian legal and business communities. The members of the Australian Advisory Board are:

- The Hon Mr Justice Hayne, High Court of Australia (Chair)
- Professor Robert Baxt, Partner, Arthur Robinson & Hodderwicks
- Jeremy Blackshaw, Partner, Minter Ellison
- Tom Bostock, Partner, Mallesons Stephen Jaques
- Mark Burger, Partner, Phillips Fox
- Stephen Creese, Vice-President and General Counsel, Rio Tinto Limited
- Quentin Digby, Partner, Freehills
- Tony Greenwood, Partner, Blake Dawson Waldron
- Michael Hoyle, Director, Macquarie Corporate Finance
- Richard Kneebone, Corporate Secretary, Orica Limited
- Alison Lant, Partner, Mallesons Stephen Jaques
- Rodd Levy, Partner, Freehills
- Charles Rosedale, Partner, Clayton Utz
- Joseph Santamaria QC, Member of the Victorian Bar
- Ray Schoer, Director of IOOF Ltd, IML Ltd and Australian Property Exchange Ltd, and former National Director of the Australian Stock Exchange
- Carl Thompson, Partner, Corrs Chambers Westgarth
- Shane Tregillis, National Director, Regulation, Australian Securities and Investments Commission
- Catherine Walter, Director of National Australia Bank Limited, Australian Stock Exchange Limited, Mercury Asset Management Limited, SGIO Insurance Limited and Victorian Workcover Authority
- Jon Webster, Partner, Arthur Robinson & Hodderwicks
ACADEMIC MEMBERS OF THE CENTRE

The following academics were members of the Centre in 2000:

Ms Helen Bird
Helen Bird is a graduate in Law (Hons) and Commerce from the University of Queensland. After graduation, she completed her articles of clerkship and worked as a solicitor in the corporate, property and commercial litigation departments of Freethills. She joined The University of Melbourne in 1994 and teaches Contract Law, Corporate Law and Principles of Business Law. Her research interests are corporate governance, corporate regulation and enforcement, and legal theory. She is the co-author (with Susan Woodward) of Corporations Law Workbook (UCB Information Services, 4th ed, 1999) which is accompanied by a Teachers' Manual. Helen was on leave in 2000.

Ms Helen Blue
Helen Blue is a graduate in Law and Arts from the University of Western Australia. After graduation, she taught Business Law in Western Australia. She joined The University of Melbourne in 1998. She teaches Corporations Law in the Commerce Faculty. Helen organises the seminar and conference program of the Centre for Corporate Law and Securities Regulation.

Dr Belinda Fehlberg
Belinda Fehlberg graduated from The University of Melbourne in 1991 (BA, LLB (Hons)). She completed her articles of clerkship at Arthur Robinson & Hedderwick in the area of commercial litigation and then practised in the corporate law area. In 1992, she began her PhD studies at the Centre for Socio-Legal Studies, University of Oxford. She was awarded her DPhil in 1995. Her DPhil thesis comprised a socio-legal, empirically-based study of spouses and partners who provide third party loan security for the business borrowings of their other spouse or partner. A revised version of the thesis was published in 1997 by Oxford University Press. In 1993 Belinda was appointed as a half-time Lecturer in the Faculty of Law, University of Warwick, where she taught Commercial Law and Company Law. At the end of 1994, Belinda took up an appointment as a lecturer in the Law School, The University of Melbourne and was promoted to senior lecturer in 1997. She currently teaches Corporations Law and Family Law. Her publications are mainly in the area of her thesis research, but she has a general interest in the areas of corporate law and family law, and especially in issues where these two areas overlap.

Ms Pamela Hanrahan
Pamela Hanrahan joined the academic staff of The University of Melbourne as a Senior Lecturer in February 1997, having previously practised corporate law and securities law as a Senior Associate with Arthur Robinsons & Hedderwick in Melbourne. She holds Honours degrees in Arts and Law from The University of Melbourne and a Master of Laws from Case Western Reserve University, Ohio USA, and is currently completing an SJD at The University of Melbourne. She teaches Corporations Law at the undergraduate level in both the Law and Commerce faculties, and Regulation of Managed Investments as part of the Law School's graduate program. Her research interests include the law of managed funds, corporate and securities law and derivatives regulation. Pamela is Special Counsel with Arthur Robinson & Hedderwick.

Ms Lesley Hitchens
Lesley Hitchens holds Bachelor degrees in Arts from Macquarie University and Law from the University of New South Wales. She also holds a Masters degree in Law from the University of London.

After graduation, Lesley worked for seven years in practice, first with Allen Allen & Hemsley, Sydney, and then with Herbert Smith in London. In 1989 she took up an academic position at the University of Leicester, moving to the University of Warwick in 1996. She joined The University of Melbourne in July 2000.

Lesley's academic interests include corporations law and banking law, although her main research activity is broadcasting regulation. She has recently published with Professor Eric Surenst of University College London, a cases and materials book on media law. Before leaving the UK she was part of a European team involved in a government-funded project to advise on the drafting of a new media ownership and control law for Russia.

Lesley teaches Corporations Law and Electronic Communications.

Mr Jurgen Kurtz
Jurgen Kurtz graduated in Law (Hons) and Arts from The University of Melbourne in 1993. He completed his articles of clerkship at Mallesons Stephen Jaques in 1994 and practised in corporate law until 1999. He was appointed a consultant in corporate law to Mallesons in 2000.

He teaches Corporations Law at the undergraduate level in both the Law and Commerce Faculties.

Jurgen is currently completing his LLM by research thesis at The University of Melbourne. His main research interest is in international efforts to liberalise domestic investment laws and the impact of those efforts on the regulation of transnational corporations.

Associate Professor Timothy Lindsey
Tim Lindsey is a graduate of The University of Melbourne Law School and has a doctorate in Indonesian Studies. He teaches Insolvency Law and also Indonesian Law, Malaysian Law and Islamic and Traditional Customary Law. Particular subjects he teaches include Commercial Law in Asia, Resources Law and Policy in Indonesia and International Marketing and Franchising in Asia. He researches and teaches in Indonesia. His books include Indonesia: Law and Society, and How Companies Work. Tim is a member of the Board of the Department of Foreign Affairs and Trade's Australia-Indonesia Institute.

Professor Ian Ramsay
Ian Ramsay is the Harold Ford Professor of Commercial Law in the Law School at The University of Melbourne where he is Director of the Centre for Corporate Law and Securities Regulation. He has practised law with the firms Sullivan & Cromwell in New York and Mallesons Stephen Jaques in Sydney. Other positions Ian has held include:

- Member of the Corporations and Securities Panel (the Takeovers Panel)
- Deputy Director of the Federal Government's Companies and Securities Advisory Committee where he wrote a number of reports including a report on directors' and officers' insurance
- Member of the Executive Committee of the Business Law Section of the Law Council of Australia
- Member of the Corporations Law Committee of the Australian Institute of Company Directors and the Companies Committee of the Law Council of Australia
- President of the Corporate Law Teachers Association
• Consultant to the Australian Law Reform Commission for its managed investments project
• Member of the Australian Law Reform Commission’s Advisory Committee for its civil and administrative penalties project
• Consultant to the Victorian Government on corporate law reform
• Distinguished Visiting Professor, Faculty of Law, The University of Toronto
• Professorial Fellow, Faculty of Law, The University of Hong Kong

Ian has published extensively on corporate law issues both internationally and in Australia. His books include Ford’s Principles of Corporations Law (co-author, 9th edition, 1999); Commercial Applications of Company Law (co-author, 2000); Company Directors’ Liability for Insolvent Trading (editor, 2000); Securities Regulation in Australia and New Zealand (co-editor, 1998); The Corporate Law Economic Reform Programs Act Explained (co-author 2000); The New Corporations Law (co-author, 1998); Corporate Governance and the Duties of Company Directors (editor, 1997); and Education and the Law (co-author, 1996).

Mrs Sally Sievers
Sally Sievers (BA, LLB (Melb); LLM (Monash)) was previously a Senior Lecturer at the Faculty of Law at Monash University. Her main research interests are corporations law, especially directors’ duties and non-profit associations. She is the author of Associations and Clubs Law in Australia and New Zealand (2nd ed, 1996). She teaches Corporations Law in the LLB Program. Sally is also a Barrister and Solicitor of the Supreme Court of Victoria and a member of the Corporations Law Committee of the Law Council of Australia.

Professor Malcolm Smith
Professor Smith joined The University of Melbourne Faculty of Law from the University of British Columbia, Canada, where he was Founding Director of the Japanese Legal Studies Program. He is a graduate of The University of Melbourne Law School and Harvard Law School, and specializes in Japanese law. He holds the Foundation Chair in Asian Law at The University of Melbourne. He researches and teaches in Japanese and has particular research interests in Japanese corporate, banking and finance law.

Professor Smith is a member of the board of the Australia-Japan Foundation, the International Trade Law and Business Committee of the Law Council of Australia, the International Legal Services Advisory Council and the Australian International Legal Exchange Committee established by the Commonwealth Attorney-General.

Mr Greg Reinhardt
Greg Reinhardt joined the Faculty of Law in 1991 from the law firm Minter Ellison where he was a partner. His research and teaching interests include the Law of Insolvency, Civil Procedure and Insurance Law. Greg is Editor of the Insurance Law Bulletin. In 1997 Greg was appointed Executive Director of the Australian Institute of Judicial Administration which is affiliated with the Faculty of Law at The University of Melbourne.

Dr Geoff Stapledon
Dr Geoff Stapledon obtained undergraduate degrees in Economics and Law from the University of Adelaide before practising as a commercial solicitor with Finlays injs in Adelaide. He then spent three years at the University of Oxford, conducting doctoral research into the role of institutional investors in corporate governance in the UK and Australia. This research led to the publication in mid-1996 of Geoff’s book Institutional Shareholders and Corporate Governance (Oxford University Press). Geoff joined the Faculty of Law at The University of Melbourne in 1995. Geoff has a number of journal publications in the area of institutional investors and corporate governance, together with articles in the areas of directors’ duties, shareholders’ remedies, and auditors’ liabilities. He is the Editor of the leading journal specialising in Australasian corporate and securities law: The Company and Securities Law Journal.

Geoff spent 1997 on secondment with the law firm Minter Ellison in Sydney, advising on the demutualisation of the AMP Society. He is a Principal in the corporate governance advisory firm, Institutional Analysis.

Ms Susan Woodward
Susan Woodward is a graduate of The University of Melbourne (LLB (Honors)) and is a Barrister and Solicitor of the Supreme Court of Victoria. Prior to joining The University of Melbourne, Susan practised in commercial law both in Australia and London. She also worked as in-house legal counsel for the Australian Industry Development Corporation. At The University of Melbourne, Susan has taught Corporations Law in the law and commerce faculties for several years. Susan has co-authored Corporations Law Workbook (LBC Information Services, 4th ed, 1999) which is accompanied by a Teachers’ Manual. Susan was on leave during 2000 but will return in 2001 to pursue her research interest in non-profit companies.

Honorary Research Fellow

Dr George Gilligan
Dr George Gilligan is a criminologist who holds a PhD from the University of Cambridge and Masters degrees from both the University of Cambridge and La Trobe University. He has taught at the universities of Cambridge, Exeter, La Trobe, Melbourne and Melbourne. His research interests focus on the regulation of financial markets, white collar crime and organised crime, and he has published extensively in these areas. His projects for the Centre for Corporate Law include an examination of civil penalties by the Australian Securities and Investments Commission. George is currently Logan Research Fellow in the Department of Business Law and Taxation at Monash University.

Research Associates
Mr David Neakes, Solicitor, Allen Allen & Curney
Mr Joel Vernon, Associate to the Honourable Justice Mandie, Supreme Court of Victoria
SEMINARS

A number of highly successful conferences and seminars were organised by the Centre during 2000. A list of previous seminars and conferences is contained in Appendix A.

Directors' Duties: Recent Developments and their Implications for Directors and Advisers (9 November 2000)
Speakers - Mr Tom Bostock, Partner, Mallesons Stephen Jaques; Mr Tony Greenwood, Partner, Blake Dawson Waldron; Mr John Klaver, Executive Director, Companies and Securities Advisory Committee

This seminar was co-hosted with the Australian Institute of Company Directors.

The Future of Corporate Regulation: Hughes and Wokin and the Referral of Powers (5 November 2000)
Speakers - The Hon Joe Hockey, Minister for Financial Services and Regulation; Mr Ian Gowey, General Manager, Civil Justice and Legal Services, Attorney-General’s Department; Mr Alan Cameron AM, Chairman, Australian Securities and Investments Commission; Mr Joseph Longo, National Director, Enforcement, Australian Securities and Investments Commission; Professor Geoffrey Lindell, Faculty of Law, The University of Melbourne; Mr Dennis Rose AM, QC, Special Counsel, Blake Dawson Waldron, Canberra, Adjunct Professor of Law, University of Canberra, and formerly Chief General Counsel, Attorney-General’s Department; Professor Cheryl Saunders AO, Director of the Centre for Comparative Constitutional Studies, Faculty of Law, The University of Melbourne; The Hon Justice R P Austin, Supreme Court of New South Wales; The Hon Justice G F X Santow OAM, Supreme Court of New South Wales; Associate Professor Michael Whiting, Faculty of Law, Griffith University and Director of the Program on Business Ethics, Regulation and White Collar Crime of Griffith University’s Key Centre for Ethics, Law, Justice and Governance

This seminar was presented in association with the Corporate Law Teachers Association, the Australian Association of Constitutional Law and the Faculty of Law, University of Sydney.

E-Commerce and Financial Services (16 October 2000)
Speakers - Mr Joseph Longo, National Director, Enforcement, Australian Securities and Investments Commission; Mr Malcolm Rodgers, Director, Regulatory Policy, Australian Securities and Investments Commission; Ms Delia Rickard, Director, Office of Consumer Protection, Australian Securities and Investments Commission; Mr Mark Sneddon, Partner, Clayton Utz; Mr Peter Mathews, Assistant Company Secretary, ANZ Banking Group Ltd; Mr Michael Irving, Chief Financial Controller, InvestorWeb; Ms Leanne Bailey, Business Analyst, Computershare

This seminar was co-hosted with the Australian Securities and Investments Commission.

Economic Law Reform in Developing Countries: The Case of Indonesian Company Law (11 August 2000)
Speaker – Professor Paul Braitze, Professor of Law, Valparaiso University Law School, USA

This seminar was co-hosted with the Faculty of Law’s Asian Law Centre and Institute for Comparative and International Law.

Insider Trading: Recent Developments and Practical Issues for Market Participants (4 July 2000)
Speakers - Mr Michael Hoyle, Director, Macquarie Corporate Finance; Mr Stephen Kerr, Partner, Freehills; Mr Joseph Longo, National Director, Enforcement, Australian Securities and Investments Commission; Mr Alan Shaw, National Manager, Supervision, Australian Stock Exchange Limited

Hughes and Wokin: The Challenges for Corporate Regulation (22 June 2000)
Speakers - The Hon Michael E J Black AC, Chief Justice, Federal Court of Australia; Mr Alan Cameron AM, Chairman, Australian Securities and Investments Commission; Professor Robert Baxt, Partner, Arthur Robinson & Hedges; Professor Cheryl Saunders AO, Director, Centre for Comparative Constitutional Studies, The University of Melbourne

The Corporate Law Economic Reform Program and Fundraising (30 March 2000)
Speakers – Mr Jon Webster, Partner, Arthur Robinson & Hedges; Mr Michael Zieglarlaa, Partner, Freehills; Ms Deborah Hamblin, National Listings Counsel, Australian Stock Exchange; Mr John Price, Principal Lawyer, Regulatory Policy Branch, Australian Securities and Investments Commission

The Corporate Law Economic Reform Program and Takeovers (9 March 2000)
Speakers - Mr Rodd Levy, Partner, Freehills; Mr Alison Lansley, Partner, Mallesons Stephen Jaques; Mr Richard Cockburn, National Coordinator, Fundraising and Mergers and Acquisitions, Australian Securities and Investments Commission; Mr Simon McLeod, Executive Director, Macquarie Bank, President, Corporations and Securities Panel
LINKS WITH PEAK ORGANISATIONS

The Centre has developed links with peak organisations with an interest in corporate and securities law. During 2000 academic members of the Centre were also members of:

- The Corporations and Securities Panel (the Takeovers Panel) (Professor Ian Ramsay)
- The Corporations Law Committee of the Business Law Section of the Law Council of Australia (Pamela Hanrahan, Professor Ian Ramsay and Sally Sievers)
- The Corporations Law Committee of the Australian Institute of Company Directors (Professor Ian Ramsay and Dr Geof Stapledon)
- President of the Corporate Law Teachers Association (Professor Ian Ramsay)
- The Legislation Review Board of the Australian Accounting Research Foundation (Dr Geof Stapledon)

Academic staff members have also been Course Directors for the Corporate Secretaries Course administered by the Institute of Corporate Secretaries.

EDITORIAL POSITIONS

During 2000 academic members of the Centre occupied editorial positions with a number of corporate law and other publications:

- *Australian Accounting Review* (Member of the Editorial Board: Professor Ian Ramsay)
- *Australian Journal of Asian Law* (Editor: Associate Professor Timothy Lindsey)
- *Australia & New Zealand Journal of Law & Education* (Member of the Editorial Board: Professor Ian Ramsay)
- *Company, Financial and Insolvency Law Review* (Member of the Editorial Board: Dr Geof Stapledon)
- *Company and Securities Law Journal* (Editor: Dr Geof Stapledon; Member of the Editorial Board: Professor Ian Ramsay and Sally Sievers)
- *Corporate Law Electronic Bulletin* (Editor: Professor Ian Ramsay)
- *Governance* (Member of the Editorial Board: Dr Geof Stapledon)
- *Insurance Law Bulletin* (Editor: Greg Reinhardt)
- *International and Comparative Corporate Law Journal* (Member of the Editorial Board: Professor Ian Ramsay)
- *International Corporate Law Bulletin* (Consultant Editor: Professor Ian Ramsay)
- *Journal of Information, Law and Technology* (Member of the Editorial Board: Lesley Hitchens)

Other editorial work undertaken during 2000 included:

RESEARCH

BOOKS
Ramsay, I (editor), Company Directors' Liability for Insolvent Trading, CCH Australia and Centre for Corporate Law and Securities Regulation, Melbourne (2000)

Research Reports

Chapters in Books

Journal Articles
Noakes, D B, 'Reform to the Law of Corporate Groups in Australia to Protect Employees' (2000) 34 University of British Columbia Law Review 9-61
Ramsay, I, 'High Court Confirms Directors Owes No Duty to Creditors' (2000) 52 Journal of Chartered Secretaries 533-542
CASE NOTES


CONFERENCE PAPERS


Hannahan, P, 'CLEP® 6 and Superannuation'. Paper presented to the Superannuation Lawyers’ Association, Melbourne, April 2000

Lindsey, T, 'Abrahamsn Wahlid, Law Reform and Corruption: The Enemy Within'. Paper presented at Rethinking Indonesia Conference by Monash University, The University of Melbourne, La Trobe University, Deakin University & Swinburne University, 4-5 March 2000

Lindsey, T, 'Assessing Anti-Corruption Initiatives in Indonesia'. Paper presented at Rethinking the Good Governance Paradigm: Corruption and Social Engineering in Indonesia and Vietnam International workshop by Australian Centre for International Business/Asian Law Centre, The University of Melbourne, October 2000

Lindsey, T, 'From Soeharto to Prabowo: Rethinking the State? The Failure of Legal Responses to Violence in Indonesia'. Paper presented at Conference of Asia Studies Association of Australia, The University of Melbourne, 3-5 July 2000

Lindsey, T, 'Indonesia Update'. Paper presented at Moving Mikads by Asia Education Foundation, Melbourne, September 2000

Lindsey, T, 'Legal Infrastructure Reform in East Asia'. Paper presented at Legal Infrastructure Reform in East Asia conference by APEC, Jakarta, July 2000 (official AusAID submission, delivered by the Director, Indonesia, Mr Robert Simmons)

Lindsey, T, 'The Necessity of Corruption'. Paper presented at seminar series by Centre for Asia Pacific Initiatives, University of Victoria, British Columbia, September 2000

Lindsey, T, 'Privatising the Criminal State: Law, Premadonna and the New Indonesia'. Paper presented at Indonesia Update, Australian National University, October 2000

Ramsay, I, 'Corporate Governance and Voting by Institutional Investors'. Paper presented at the Australian Institute of Superannuation Trustees Corporate Governance Conference, Melbourne, 18 November 2000


Reinhardt, G, 'Section 54 of the Insurance Contracts Act – The High Court Appeal in Fat General Insurance Company Ltd v Australian Hospital Care Pty Ltd'. Paper presented at the Insurance Law Intensive, Gold Coast, October 2000

MONOGRAPH SERIES IN CORPORATE LAW AND SECURITIES REGULATION

During 2000 the Centre published 1 monograph and 3 research reports as part of its series in corporate law and securities regulation. These were:

Ian Ramsay (editor), Company Directors’ Liability for Insolvent Trading (2000) (jointly published with CCH Australia)

Company directors in many countries are under a duty to prevent their companies trading if they are insolvent. If the duty is breached, the director may be personally liable for the debts incurred by the company while it is insolvent. This duty is one of the most important and controversial of the duties imposed upon company directors.

This book is a detailed analysis of the duty imposed upon company directors to prevent insolvent trading. The law in a number of countries is examined.

The chapters in the book are:

1. An overview of the insolvent trading debate – Ian M Ramsay
3. The economic and strategic structure of insolvent trading – Michael J Wilkens
4. Insolvent trading in Australia: The legal principles – Niall F Colum
5. The recovery of employee entitlements in insolvency – David B Neakes
6. Why are there so few insolvent trading cases? – Abe Herzig
7. Directors’ liability for trading while insolvent: A critical review of the New Zealand regime – David Goddard
8. Civil liability of directors for company debts under English law – Jenny Payne and Dan Prentice

Geoff Stapleton, Sandy Easterbrook, Pru Bennett and Ian Ramsay, Proxy Voting in Australia’s Largest Companies (2000)

This Research Report, published jointly with Corporate Governance International Pty Limited, contains the results of a study of proxy voting at a sample of major listed Australian companies during 1999.

The study is extremely topical and has received extensive media coverage. The Minister for Financial Services, Joe Hockey, has recently expressed strong interest in corporate governance and the role of institutional shareholders, stating that “funds managers and trustees have a responsibility in particular to make boards accountable for the decisions they make on behalf of shareholders”.

When institutional shareholders do vote, they typically do so by way of appointment of proxies. This study examined lodgment of proxy instructions for annual general meetings of large Australian listed companies as a means of determining the extent to which institutional investors vote.

The Report:

• presents and analyses voting figures on the election and re-election of directors – including total figures and also a breakdown of votes for, against, abstaining and discretionary;
• presents and analyses voting figures on controversial resolutions;
• provides separate figures for widely held companies and companies having a large shareholder;
• provides comparisons with figures for the US, the UK and Germany;
• discusses the regulatory and practical framework within which voting takes place; and
• discusses the role of shareholder voting as a corporate governance mechanism.


This Research Report examines the effects of the changing legal regulation of share buy-backs in Australia from 1989–1998. Prior to 1989 Australian companies were prohibited from repurchasing their shares, and until 1995 they were heavily regulated with few companies repurchasing their shares. In December 1995 the legal regulation of share buy-backs was simplified making it considerably easier for companies to repurchase their shares. The changing Australian regulation of share buy-backs provides a unique opportunity to test the effects of legal regulation on companies’ financing decisions. In particular, the Report examines whether the highly regulated environment for share buy-backs that existed during 1989–95 meant that companies were unable to undertake buy-backs for the purpose of information signalling (ie, companies signalling to the market that their shares are undervalued). In the less regulated environment, which has existed since 1995, the Report examines whether companies have been able to undertake buy-backs for the purpose of information signalling.

The results indicate that the stringent regulation of share buy-backs during 1989-95 made them less effective as a credible signalling mechanism. Further, the Report finds that the market generally reacts the most positively to on-market buy-backs, while the reaction to other types of share buy-backs is positive but not statistically significant. Finally, the Report finds the abnormal returns earned by resource sector companies announcing share buy-backs are generally higher than the abnormal returns earned by share buy-backs announced by companies in the industrial and financial services sectors.

Ian Ramsay, Geoff Stapleton and Joel Vernon, Political Donations By Australian Companies (2000)

Corporate political donations are of interest for several reasons including:

• a concern that commercial interests can be advanced by donating funds to political parties;
• in the case of public companies, the funds being donated are not those of the directors of the company who make the decision to donate the funds but are the funds of the company’s shareholders; and
• the UK Government has announced that it will amend its Companies Act to require that any company wishing to make a donation to a political party in the UK must obtain the prior approval of its shareholders.

This Report presents the results of a study of corporate political donations. The data was derived from the annual returns of the major political parties lodged with the Australian Electoral Commission for 1995/96, 1996/97 and 1997/98. The Report presents and analyses information regarding:

• donations by companies to each of the major political parties;
• donations by ASX-listed companies classified by industry; and
• donations by companies classified according to whether the donor is a public or private company.

In addition, the Report outlines the legal regulation of corporate political donations and summaries international developments in this area.
Previous monographs and research reports of the Centre include:

- Vivien Goldsworthy, Stack Market Manipulation and Short Selling (1999)
- Jeffrey Lawrence and Geoff Stapledon, Do Independent Directors Add Value? (1999)
- Elizabeth Beros and the Australian Securities and Investments Commission, Multimedia Prospects and Other Offer Documents (1999)
- Donna Croker, Prospective Liability Under the Corporations Law (1998)
- Pamela Harrison, Managed Investments Law (1998)
- Ian Ramsay and Geoff Stapledon, Corporate Groups in Australia (1998)
- Ian Ramsay, Geoff Stapledon and Kenneth Fong, Institutional Investors' Views on Corporate Governance (1998)
- Ian Ramsay (editor), Corporate Governance and the Duties of Company Directors (1997)
- Ian Ramsay and Richard Hoad, Disclosure of Corporate Governance Practices by Australian Companies (1997)
- Ian Ramsay (editor), Gammott v WCP Ltd: Its Implications for Corporate Regulation (1996)
- Phillip Lipton, The Authority of Officers and Agents to Act for a Company: Legal Principles (1996)
- Geoff Stapledon and Jeffrey Lawrence, Corporate Governance in the Top 100: An Empirical Study of the Top 100 Companies' Boards of Directors (1996)
- Megan Richardson (editor), Deregulation of Public Utilities: Current issues and Perspectives (1996)

REVIEWS OF CENTRE FOR CORPORATE LAW MONOGRAPHS

Monographs published by the Centre for Corporate Law and Securities Regulation have received positive reviews. Some extracts from these reviews are noted below.

"The University of Melbourne has provided us with a work of intellectual rigour...These eight essays (including the Editor's own), form a multi-faceted prism of scholarship and substance. An ASIC lawyer, a New Zealand barrister, a Sydney solicitor, Oxford don, Australian professors and a Colorado professor are a laser of learned minds shining on section 588G of the Corporations Law. The section needs this treatment to enlighten vital corporate cross-roads."

Review of Corporate Governance: The Duties of Company Directors published in Ethos: Journal of the Law Society of the Australian Capital Territory

"A first-class review of the issues arising from deregulation of services with monopoly elements and provides a good fusion of the theory and its practical applications."


"This book is essentially about how the economics of utilities affect asset valuation and in turn pricing. It's about how technology determines the structure of an industry and how that structure determines the regulatory methods and process...The issues presented in this publication are topical, with deregulation either in the process of being implemented or well underway in most States....The book is recommended especially for those in Government, in any of the utilities and accountants who serve them."

Review of Deregulation of Public Utilities: Current Issues and Perspectives published in Australian CPA

"This book will no doubt become a contemporary textbook in the study of corporate governance."

Review of Corporate Governance and the Duties of Company Directors published in Australian Accountant

"This book...includes interesting and thought-provoking material on issues which have been topical in the United Kingdom following the Law Commission's Consultative Paper on Company Directors: Regulating Conflicts of Interest and Formulating a Statement of Duties (1998) and other recent developments....The collection assembled by Professor Ian Ramsay is recommended reading for anyone who is interested in exploring these issues or in corporate governance more generally."

Review of Corporate Governance and the Duties of Company Directors published in the International Company and Commercial Law Review

"This book provides timely perspectives on the various issues surrounding the role of directors and of corporate law in enhancing corporate governance practices...It provides a useful snapshot of the current thinking regarding director liability, regulatory costs and different policy approaches. More importantly, it provides an impressive introduction for newcomers to this area of the law, whilst also prompting a re-evaluation by those familiar with the many policy skirmishes occurring within the confines of the corporate governance debate."

Review of Corporate Governance and the Duties of Company Directors published in the Company and Securities Law Journal
"This authoritative work discusses the duties of directors in Australia from a legal perspective. In his introduction the editor recognises that there are many definitions of corporate governance and explains why corporate governance has become an issue. In an original insight he also demonstrates the breadth of corporate governance far more fully than most authorities, by identifying the various mechanisms that play a role in corporate governance – viz directors’ legal duties, the structure of the board, auditors, institutional investors, the threat of takeover, disclosure of corporate information, the capital markets, the labour market for managers and executive remuneration, directors’ shareholdings, ownership concentration, corporate financial policy, shareholder voting and litigation, and intervention by regulators."

Review of Corporate Governance and the Duties of Company Directors published in Corporate Governance: An International Review

"If you have always sought clarification as to just what constitute corporate governance and succinct enlightenment as to the law defining directors’ duties, then Corporate Governance and the Duties of Company Directors is the book for you...Thoughtful consideration has been extended to the issue of corporate governance...while the substantive law pertaining to directors’ duties is admirably presented."

Review of Corporate Governance and the Duties of Company Directors published in the Law Institute Journal

"Pamela Hanrahan's book represents a substantial analysis of the Managed Investments Act 1998. It is a good introduction to the area for lawyers and practitioners in the area and has the benefit of containing additional materials for the more experienced practitioners...The book provides a good overview of the area, and a sound evaluation of relevant provisions under the law. Legal requirements relating to these schemes, the scope of relevant laws and the responsibilities of administrators and regulatory bodies have been thoroughly considered."

Review of Managed Investments Law published in the Company and Securities Law Journal

"This book by Pamela Hanrahan of Melbourne University explains the application of the new legislation and provides insight into its operation, providing case authority and background material...The book is well written and researched. It describes the legislation and processes concerning managed investments well, but is not limited to this. The various anomalies and potential problems which the legislation may cause are identified and analysed. The views of the author on many of the well hidden problems and applications of the Managed Investments Act are of great assistance...This book will provide a useful basis upon which any lawyer may proceed to explore the intricacies of managed investments legislation."


"This monograph provides commentary on the key legislation provisions and ASIC policy statements applicable to managed investment schemes...As an account and commentary on a particular area of financial regulation, the monograph is an invaluable resource for both legal practitioners and funds management professionals. Hanrahan's background knowledge and experience in the area is drawn upon to provide a useful account of the law as it currently stands. The timeliness of the work must also be praised, being published only four months after the enactment of the legislation."

Review of Managed Investments Law published in the University of Tasmania Law Review

"This is a useful book for both professionals and academics involved in the corporate and finance sectors. The number of recent cases in which the issue of authority has arisen in recent years...make this book a beneficial addition to the legal library."

Review of The Authority of Agents and Officers to act for a Company: Legal Principles published in Current Commercial Law

"This monograph is a valuable addition to the existing body of knowledge on this topic and I strongly recommend it to practitioners, teachers and students. It is clearly and precisely written and provides an excellent coverage of this difficult and extremely important topic."

Review of The Authority of Agents and Officers to act for a Company: Legal Principles published in the Company and Securities Law Journal

"[This book] is on a topical subject of interest to all who work in the corporate environment...it provides practical points for company officers, particularly those involved in lending"

Review of The Authority of Agents and Officers to act for a Company: Legal Principles published in the Commercial Law Quarterly

"This book deserves to be read by all academics and practitioners with an interest in corporate law and shareholders' rights...It is a fascinating collection of papers by nine leading authorities evaluating the most significant practical and theoretical implications of the decision of the High Court in Gambotto v WCP Ltd.

Review of Gambotto v WCP Ltd: Its Implications for Corporate Regulation published in the Company and Securities Law Journal
TEACHING

The Faculty of Law at The University of Melbourne has a very strong graduate program in corporate law and securities regulation. The 19 subjects offered are:

- Commercial Applications of Equity *
- Company Takeovers *
- Comparative Companies Law in the Asia-Pacific Region — A Focus on Hong Kong, Japan, Vietnam and the People’s Republic of China *
- Comparative Income Tax *
- Corporate Governance and the Duties of Directors *
- Corporate Taxation *
- The Corporation as Criminal
- Current Issues in Corporate Insolvency
- Current Issues in Corporate Law
- Derivatives Regulation
- Electronic Commerce and Transactions
- International Securities Regulation
- The Reconstruction of Companies
- Regulation of Managed Investments
- Regulation of Securities Offerings
- Regulatory Environment for Corporations *
- Securities for Corporate Lending *
- Shareholders’ Remedies *
- Superannuation Law

A list of all the Faculty of Law’s graduate subjects offered in 2000 is contained in Appendix B.

At the undergraduate level, the following subjects are offered:

- Corporations Law *
- Corporate Governance in the Modern Company *
- Insolvency Law *
- Takeovers and Securities Regulation *

In addition, the Faculty is responsible for teaching the subject Corporate Law in the Faculty of Economics and Commerce.

A feature of the graduate program in corporate law is the use of international corporate lawyers. These have included Professor Roberta Karmel who is a former Commissioner of the United States Securities and Exchange Commission; Professor Deborah Decost of Duke University School of Law; Professor Douglas Branson of the University of Pittsburgh School of Law; Professor Dale Oesterie of the University of Colorado Law School; and Ms Gally Jordan of the World Bank.

* indicates taught in 2000

CORPORATE LAW ELECTRONIC BULLETIN

In 1997 the Centre for Corporate Law and Securities Regulation commenced publishing the Corporate Law Electronic Bulletin. It has been established with the support of the Australian Securities and Investments Commission, the Australian Stock Exchange and leading national law firms.

The monthly Bulletin includes the following:

- summaries of significant law developments (both statutory amendments and recent court judgments);
- significant announcements made by the Australian Securities and Investments Commission (for example new ASIC Policy Statements and Practice Notes) and the Australian Stock Exchange;
- abstracts from the most recent issue of the Company and Securities Law Journal;
- titles of articles from other corporate law journals including overseas journals specialising in corporate law;
- announcements of corporate law conferences and seminars.

There are approximately 2,000 subscribers to the Bulletin with readership estimated at well in excess of this number as the Bulletin is distributed widely within law firms, companies, regulators and government departments.

Readers of this Annual Report who are interested in seeing previous issues of the monthly Bulletin can access them through the archive site on the Internet, the address of which is:

http://ccsrlaw.unimelb.edu.au/bulletins

Readers who wish to subscribe to the free Bulletin can do so by contacting the Centre Administrator at “ccsrlaw@unimelb.edu.au”.
COMPETITIVE RESEARCH GRANTS OBTAINED

This section identifies the competitive research grants obtained by members of the Centre in 2000. A list of competitive research grants obtained in 1996-1999 is contained in Appendix C.

Accountability and Corporate Governance in Non-Profit Companies

Type of Grant
Australian Research Council Strategic Partnerships with Industry Grant

Chief Researchers
Professor Ian Ramsay, Ms Sue Woodward and Ms Sally Sievers

Industry Partner
Philanthropy Australia Inc

Funds received
$80,000 with matching funds contributed by Philanthropy Australia Inc

Project summary
Australians give $2.8 billion annually to non-profit organisations. Official estimates suggest spending by these organisations represents almost 10% of Gross Domestic Product. Increasingly the importance of the sector is being recognised, but in Australia there has been limited research into non-profit companies. This collaborative project examines the appropriateness of existing corporate structures for non-profit organisations. It also evaluates the effectiveness of laws relating to directors' duties as a means of providing accountability and good governance to stakeholders (eg, members, grant givers and the public). The appropriateness of laws designed for companies with profit-making objectives is investigated.

Directorship in Entrepreneurial Firms and the Role of Public and Private Capital Markets

Type of Grant
Australian Research Council Large Grant

Chief Researchers
Associate Professor Michael Whincup (Griffith University Law School), Professor Ian Ramsay and Dr Geof Stapledon (University of Melbourne Law School) and Professor R J Gilson (Stanford and Columbia Law Schools)

Funds received
$127,393

Project summary
This project examines the purposes of boards of directors in entrepreneurial firms, the optimal corporate law to support these institutions, characteristics of the market for these director services, and the connection with public and private capital markets. It examines and challenges the applicability of corporate governance models developed for listed corporations to entrepreneurial firms. It tests hypotheses concerning the effect of venture capital and the investor's strategy for exiting the firm on the structure of entrepreneurial boards.

An Analysis of Factors Influencing the Share-back Decision

Type of Grant
University of Melbourne Faculty of Economics and Commerce Research Grant

Chief Researchers
Dr Ajit Lamba (Centre of Financial Studies, The University of Melbourne) and Professor Ian Ramsay

Funds received
$7,000

Project summary
This project extends and expands upon a study conducted by the Chief Researchers titled "Share Buy-backs in a Highly Regulated and Less Regulated Market Environment" which documents the market's valuation of share buy-backs announced by ASX listed firms during 1989-98. In addition to updating and extending this study, this project provides evidence on (1) the long-run return behaviour of various share buy-back programs and (2) the relationship between firm-specific variables and the short-run and long-run return behaviour of share buy-backs. The results of the study should lead to a better understanding of the factors influencing the share buy-back decision of managers.
SUPERVISION OF GRADUATE STUDENTS' RESEARCH

This section identifies the supervision of graduate students undertaken by members of the Centre in 2000.

PhD

  Supervisor: Professor Ian Ramsay

  Supervisor: Associate Professor Geoff Stapledon

- Ryud Chaibit: The Indonesian Contract of Work
  Co-supervisor: Associate Professor Timothy Lindsey

- John Chellev: Derivatives Law – Should Securities and Derivatives Regulation Merge?
  Supervisor: Professor Malcolm Smith

  Supervisor: Associate Professor Timothy Lindsey

  Supervisor: Associate Professor Timothy Lindsey

- Halitham Hawashi: Should Target Company Directors be Allowed to Use Takeover Defensive Measures?
  Supervisor: Professor Ian Ramsay

- Sunseop Jung: Legal Aspects of OTC Derivatives
  Supervisor: Professor Malcolm Smith

- Rae Kaspiow: Mothers, Fathers and Parents: The Construction of Parental Roles in Family Law Decision-making
  Supervisor: Dr Belinda Fehilberg

- Lam Kwok: Restructuring of State-owned Enterprises in China
  Supervisor: Professor Malcolm Smith

- Penelope Nicholson: Vietnamese Court Development since 1945
  Co-supervisor: Associate Professor Timothy Lindsey

- David Parker: Lifting the Veil and Corporate Personality
  Supervisor: Professor Ian Ramsay

- Andy Schmukov: Banking Law in Indonesia
  Supervisor: Associate Professor Timothy Lindsey

- Chen Xia Shi: Accountability of Corporate Officers in the People's Republic of China
  Supervisor: Associate Professor Timothy Lindsey

- Berry Tabakjian: Corporate Governance in Indonesia
  Supervisor: Associate Professor Timothy Lindsey and Professor Malcolm Smith

- Daniel Stepaniak: Electronic Media Coverage of Court Proceedings
  Supervisor: Professor Ian Ramsay

- Judith Wade: The Interrelationship of Private International Law Principles and International Corporate Insolvency
  Supervisor: Professor Greg Reinhardt

- Se Se Zhang: Tensions and Implications – Contractual Aspects of Technology Transfer to China
  Supervisor: Professor Malcolm Smith

- Xu Zhangru: The Confucidian Misgivings – Liang Shuming’s Narrative About Law
  Supervisor: Professor Malcolm Smith

SJD

- Alice De Jonge: Media and Markets in China and Hong Kong
  Supervisor: Professor Malcolm Smith

- Geoffrey Green: Reshaping the Legal and Regulatory Regime for Australian Equity Markets to Facilitate the Development of Small and Medium Sized Enterprises
  Supervisor: Professor Ian Ramsay

- Pamela Hanrahan: An Analyst of Members' Rights and Remedies Against Managers of Public Unit Trusts
  Supervisor: Professor Ian Ramsay

- John McMullin: Dispute Proposals for BOT Projects in East Asia
  Supervisor: Professor Malcolm Smith

- Vicky Priskich: Legal Consequences of Insolvency of Group Corporations – A Review and Proposals for Reform
  Supervisor: Associate Professor Geoff Stapledon
Master of Laws

- Alain D’Andrea: Globalisation of the World’s Securities Markets and the Impact on Australia
  
  Supervisor: Associate Professor Geof Stapledon

- Helen Bird: The Use of Enforceable Undertakings in the Corporations Law
  
  Supervisor: Professor Ian Ramsay

- Allan Bulman: How Judges Value Securities and Assess Expert Valuations
  
  Supervisor: Professor Ian Ramsay

  
  Supervisor: Professor Ian Ramsay

- Jonathan Farrel: Acquiring Control of Australian Companies – Takeover or Scheme of Arrangement
  
  Supervisor: Professor Ian Ramsay

- Jane Hider: Reforms to the Litigation of Building and Construction Disputes in Victoria
  
  Supervisor: Professor Greg Reinhardt

- Henry Lloyd: Compulsory Acquisition of Minority Interests
  
  Supervisor: Professor Ian Ramsay

- David Noakes: Reform of the Law of Corporate Groups to Protect Employees
  
  Supervisor: Associate Professor Geof Stapledon

- Terry Reid: Legal Regulation of the Financial System in Laos
  
  Supervisor: Professor Malcolm Smith

- Inge Residhac: Corporate Governance in Indonesia, Singapore and Australia – A Comparison
  
  Supervisor: Associate Professor Timothy Lindsey

THE CENTRE AS A PUBLIC RESOURCE

The Centre makes its knowledge and expertise available as a public resource in a number of ways including providing interviews and information to the media, responding to requests for information, and writing submissions on matters of law reform.

Submissions

During 2000 members of the Centre were responsible for drafting a number of submissions relating to corporate law reform either in a personal capacity or on behalf of organisations such as the Australian Institute of Company Directors. For example, Sally Sivers made a detailed submission to the Victorian Department of Justice on proposed amendments to the Associations Incorporation Act.

Requests for information

During 2000 members of the Centre provided information on Australian corporate law to a number of overseas academics, securities commissions and law reform commissions.

Media

During the course of the year members of the Centre gave a number of interviews to newspaper journalists and radio journalists.

Some of the newspaper articles published in 2000 which reported on the research of the Centre included:

(i) Media coverage of Centre Research Reports

Political Donations by Australian Companies

- ABC Radio National, Terry Lane Program, 25 June 2000
- 'Caution on political gifts', The Age, 22 June 2000
- 'A liberal supply of business cash', Herald Sun, 22 June 2000
- 'Political donations need a vote: report', The West Australian, 22 June 2000

Proxy Voting in Australia’s Largest Companies

- 'Shareholders bare their teeth', Business Review Weekly, 3 November 2000
- Cover story, 'Shareholder Activism: visible vs invisible', Company Director, July 2000
- 'Apathy receives the biggest vote of all', The Australian, 30 May 2000
- 'Institutions urged to use voting rights', The Sydney Morning Herald, 30 May 2000
- 'Onus on institutions to improve corporate voting record', The Age, 30 May 2000
- 'Institutions' voting sloth', The Australian Financial Review, 30 May 2000
- 'Trustees cited for voting failures', The Courier Mail, 30 May 2000
- 'Pox on paucity of proxy voting', The Sydney Morning Herald, 30 May 2000
- 'Big funds lashed on apathy to voting', The West Australian, 31 May 2000
- 'Corporate governance still too low according to new report', Investor Weekly, 29 May 2000
Share Buy-backs: An Empirical Study

(ii) Media commentary on other research by Centre members
Research study on corporate governance guidelines by Professor Ian Ramsay and Dr Geoff Stapledon
Research study on US Securities and Exchange Commission Regulation FD by Jeffrey Lawrence
- 'Companies still grappling with ASIC rules', *The Age*, 6 November 2000

(iii) Centre members’ comments in the media on current issues
Float fees
- 'Confusion over law on float fees', *The Australian Financial Review*, 15 December 2000, interview with Professor Ian Ramsay

Insider Trading
- ABC Radio National, AM Program, 2 December 2000, interview with Professor Ian Ramsay
- ABC Radio National, Business Program, 2 December 2000, interview with Professor Ian Ramsay

High Court decisions in Hughes and Wakim and the proposed referral of powers
- Business Daily Program, Sky News, 30 November 2000, interview with Professor Ian Ramsay
- ABC Radio National, Business Program, 26 August 2000, interview with Professor Ian Ramsay
- 'Canberrans and States move on law crisis', *The Age*, 26 August 2000, interview with Professor Ian Ramsay
- 'Crisis plan second-best idea, say experts', *The Australian Financial Review*, 4 August 2000, interview with Professor Ian Ramsay
- 'Corporate payback for rebel states', *The Australian Financial Review*, 17 July 2000, interview with Professor Ian Ramsay
- 'Legal cloud over corporate laws', *The Australian*, 4 May 2000, interview with Professor Ian Ramsay
- 'ASIC Jurisdiction in jeopardy', *The Australian Financial Review*, 4 May 2000, interview with Professor Ian Ramsay
- 'Nightmare of Hughes fallout', *The Australian Financial Review*, 14 April 2000, interview with Professor Ian Ramsay
- Business Sunday Program, Channel 9, 26 March 2000, interview with Professor Ian Ramsay
- 'Bond appeal a challenge for federal prosecutor powers', *The Australian*, 2 February 2000, interview with Professor Ian Ramsay

Insolvent trading and the ASIC case against Water Wheel directors
- ABC TV, 7.30 Report, 28 November 2000, interview with Professor Ian Ramsay

Corporate crime
- Editorial, 'How to prosecute white-collar crime', *The Age*, 30 November 2000, interview with Professor Ian Ramsay
- 'Law repeatedly fails the white-collar test', *The Age*, 29 November 2000, interview with Professor Ian Ramsay

Government report recommending incentives for employee share plans
- ABC Radio National, News Program, 9 October 2000, interview with Professor Ian Ramsay

Idoart Pty Ltd v National Australia Bank – the $50.6 billion damages claim

Morale in law firms
- 'Law is hell', *Business Review Weekly*, 29 September 2000, interview with Pamela Hannahan

Analysts briefings – legal issues

Centre for Corporate Law seminar on the High Court decisions in Hughes and Wakim – comments of two speakers – Chief Justice Michael Black and Professor Robert Baxter

ASIC discussion paper on online investment advice
- 'Mixed advice', *The Industry Standard*, 3 July 2000, interview with Professor Ian Ramsay

Takeovers Panel
- 'Takeover Panel strengthened', *The Age*, 9 March 2000, noting the appointment by the Federal Government of Professor Ian Ramsay and other new members of the Takeovers Panel

Protection of employee entitlements
- 'Bosses' legal cover doubted', *The Australian*, 11 February 2000, interview with Dr Geoff Stapledon

Yannou case
- ' Jury still out on decision to abandon Yannou case', *The Australian Financial Review*, 8-9 January 2000, interview with Professor Ian Ramsay

Corporate governance
- 'Board room battle', *The Sunday Telegraph*, 26 March 2000, interview with Professor Ian Ramsay
APPENDIX A

SEMINARS HELD IN 1995–1999

Corporate Law Economic Reform Program Paper 6 and Securities
Speakers – Ms Pamela Hannah, Senior Lecturer in Law, The University of Melbourne; Ms Allison Lansley, Partner, Mallesons Stephen Jaques; Mr Alan Shaw, National Manager – Market Integrity, Australian Stock Exchange

Lawyers’ Professional Negligence: Recent Developments
Speakers – Professor Robert Baxt, Partner, Arthur Robinson & Heddervicks; Mr Norman O’Bryan, Member of the Victorian Bar; Professor Michael Tilbury, Edward Jenks Professor of Law, The University of Melbourne

Directors’ and Officers’ Liability Insurance: Practical and Legal Issues
Speakers – Mr Ross Castle, Director, Aon Financial Services Australia Limited; Mr Fred Hawke, Special Counsel, Clayton Utz; Ms Rachel Symes, Manager, Executive Protection Department, Chubb Insurance

This seminar was co-hosted with the Australian Institute of Company Directors.

Share Capital Changes: Practical Implications
Speakers – Mr Quentin Digby, Partner, Freehill Hollingdale & Page; Mr Norman O’Bryan, Member of the Victorian Bar; Mr Timothy Nutson, Special Counsel, Blake Dawson Walderon; Mr Charles Rosedale, Partner, Clayton Utz

The Business Judgment Rule: Key Issues for Company Directors and Officers and Their Advisers
Speakers – Professor Douglas Branson, Professor of Law, University of Pittsburgh; Visiting Fellow, Faculty of Law, The University of Melbourne

Commentators – Professor John Farrar, School of Law, Bond University; Professorial Associate, Faculty of Law, The University of Melbourne; Mr Ian Renard, Partner, Arthur Robinson & Heddervicks; Director of AMP Limited, CSL Limited, Newcrest Mining Limited and Ericsson Australia Pty Ltd

This seminar was co-hosted with the Australian Institute of Company Directors.

1999 Australian Securities and Investments Commission Summer School

The 1999 Australian Securities and Investments Commission Summer School was held at The University of Melbourne. It was planned with the support of the Centre for Corporate Law and Securities Regulation. The theme of the Summer School was “Strengthening the Architecture of the Financial System: National, Regional and International Responses to Volatile Global Financial Markets”. The Summer School brought together senior regulators from many countries including Australia, China, the United Kingdom, the United States, Canada, Singapore, Hong Kong, New Zealand, Thailand, Indonesia, Korea, Malaysia, The Philippines, Fiji, India, Sri Lanka and Papua New Guinea.

The keynote speakers at the Summer School included:

Mr Phillip Thorpe, Managing Director of the United Kingdom Financial Services Authority; Mr Anthony Neoh, Chief Advisor to the China Securities Regulatory Commission and Professor of Law at Peking University, Beijing; former Chairman of the Hong Kong Securities and Futures Commission and former Chairman of the Technical Committee of the International Organisation of Securities Commissions; Ms Felice Friedman, Assistant Director, Office of International Affairs, United States Securities and Exchange Commission; Mr Donald Mercer, Chairman of the Australian Information Economic Advisory Council and Director of the Australian Prudential Regulation Authority; former Chief Executive Officer of the ANZ Banking Group Limited; Dr John Edwards, Chief Economist of HSBC-Australia; Mr Alan Cameron, Chairman of the Australian Securities and Investments Commission

and Chairman of the Joint Forum on Financial Conglomerates; Mr Shane Tregillis, National Director, Regulation, Australian Securities and Investments Commission; Professor Ian Ramsay, Harold Ford Professor of Commercial Law and Director of the Centre for Corporate Law and Securities Regulation, The University of Melbourne

Interpreting Ministerial Directions to Statutory Corporations: Can Responsible Government Determine Corporate Governance?
Speaker – Mr Christine MacKillop, Research School of Social Sciences, Australian National University

Long-Term Contracts and Competition Laws
Speakers – Mr David Godsell, Partner, Chapman Tripp, New Zealand; Professor Robert Baxt, Partner, Arthur Robinson & Heddervicks, Professorial Associate, The University of Melbourne; Associate Professor Josua Gans, Melbourne Business School

A United States Perspective on the Business Judgment Rule
Speaker – Professor Deborah DeMott, School of Law, Duke University, USA

This seminar was co-hosted with the Corporations Law Committee of the Law Council of Australia.

Patrick Stevedores v Maritime Union of Australia: The Labour Law, Corporate Law and Commercial Litigation Issues
Speakers – Dr Graham Smith, Partner, Clayton Utz; Mr Andrew Lumdin, Partner, Coopers Chambers Westgarth; Professor Greg Reinhardt, Executive Director, Australian Institute of Judicial Administration.

This seminar was co-hosted with the Centre for Employment and Labour Relations Law of The University of Melbourne.

1998 Australian Securities Commission Summer School

The 1998 Australian Securities Commission Summer School was held at The University of Melbourne. It was planned with the support of the Centre for Corporate Law and Securities Regulation. The theme of the Summer School was “Innovations, Global Financial Markets and Regulation: Current Trends and Issues. The Summer School brought together senior regulators from many countries including Australia, the United States, Canada, the United Kingdom, Hong Kong, China, New Zealand, Singapore, Malaysia, Indonesia, Taiwan, The Philippines, Thailand, Sri Lanka and Papua New Guinea.

Keynote speakers at the Summer School included:

Mr Barry Babash, Director, Division of Investment Management, United States Securities and Exchange Commission; Dr Mohd Murid Abdul Majid, Chairman of the Securities Commission of Malaysia and Chairman of the Emerging Markets Committee of the International Organisation of Securities Commissions; Mr Edward Walshear, Senior Partner, Stikeman, Elliott, Toronto; former Chairman of the Ontario Securities Commission, former Chairman of the Technical Committee of the International Organisation of Securities Commissions and former Vice-President of the Toronto Stock Exchange; Professor Ian Harper, Director of the Ian Potter Centre for International Finance, Melbourne Business School and member of the Wallis Committee of Inquiry into the Australian Financial System; Mr Alan Cameron, Chairman of the Australian Securities Commission and Chairman of the Joint Forum on Financial Conglomerates

The Regulation of Managed Investments: Current Issues and Perspectives
Speakers – Mr Edward Walshear, Senior Partner, Stikeman, Elliott, Toronto; former Chairman of the Ontario Securities Commission and former Vice-President of the Toronto Stock Exchange; Mr Barry Babash, Director of the Division of Investment Management, United States Securities and Exchange Commission; Mr Shane Tregillis, National Director, Regulation, Australian Securities Commission; Ms Pamela Hannah, Senior Lecturer and Member of the Centre for Corporate Law
and Securities Regulation, The University of Melbourne, Senior Associate, Arthur Robinson & Heddericks.

This seminar was co-hosted with the Australian Securities Commission.

Developments in Closely Held Firms in the United States
Speaker – Professor Robert Thompson, Washington University, USA.

The Corporate Law Economic Reform Program
Keynote speakers included Mr Jim Murphy, First Assistant Secretary, Business Law Division, The Treasury; Ms Claire Grose, Chairperson, Corporations Law Committee, Business Law Section of the Law Council of Australia and Partner of Freeland Hollingsdale & Page; Professor Robert Baxt, Chairman, Corporations Law Committee, Australian Institute of Company Directors and Partner of Arthur Robinson & Heddericks; Professor Bernard Black, Columbia University Law School, USA; Mr David Goddard, Partner, Chapman Tripp Sheffield Young, New Zealand.

This one day conference was co-hosted with the Centre for Law and Economics, The Australian National University.

Do Independent Directors Matter?
Speakers – Professor Bernard Black, Columbia University Law School, USA; Henry Bosch AO, Company Director, Jeffrey Lawrence, J P Morgan.

This seminar was co-hosted with the Australian Institute of Company Directors.

Contemporary Developments in Corporate Insolvency Law (A Contingent Celebration of Salomon v Salomon Co Ltd)
Speakers – The Rt Hon The Lord Cooke of Thorndon, Member of the House of Lords and Judicial Committee of the Privy Council; Professor Ian Sealy, SJ Berwin Professor of Corporate Law, University of Cambridge; Professor Roy Goode, Norton Rose Professor of English Law, University of Oxford; Professor John Farrar, School of Law, Bond University and Professorial Associate, The University of Melbourne.

This seminar was co-hosted with the Business Law Section of the Law Council of Australia and the 30th Australian Legal Convention.

Directors’ and Officers’ Remuneration: Current Australian and United States Issues
Speaker – Professor Charles Yblion, Cardozo Law School, New York, USA; Ms Elizabeth Alexander, Victorian State President of the Australian Institute of Company Directors and Partner of Price Waterhouse; Mr Alan Cameron, Chairman of the Australian Securities Commission; Mr Paul Jennings, Member of the Corporate Governance Committee of the Australian Investment Managers Association and Australian Shares Manager of National Mutual Funds Management; Mr John Egan, remuneration advisor to governments and the private sector.

This seminar was co-hosted with The University of Melbourne Law School Foundation.

Commercial Fiduciary Duties
Speaker – Professor Gillian Hadfield, Faculty of Law, University of Toronto; Commentator: Professor Tony Duggan, Faculty of Law, Monash University

Electronic Commerce: Regulating in a World of Technological Change
Speaker – Mr Steven Wallman, Commissioner, United States Securities and Exchange Commission; Commentators – Mr Shane Tregillis, National Director, Regulation, Australian Securities Commission and Associate Professor Mark Soedel, Faculty of Law, The University of Melbourne.

This seminar was co-hosted with the Australian Securities Commission.

Corporate Law Teachers National Conference
Thirty papers were presented at the Conference. The keynote speakers included:

Professor Ron Daniels, Dean, Faculty of Law, University of Toronto, Canada – Beyond the Board of Directors: A Broader Look at the Corporate Governance Debate in Canada

Professor Eddy Wymeersch, Director, Financial Law Institute, University of Ghent, Belgium – Corporate Governance: Converging Patterns

Professor Lynne Dallas, University of San Diego School of Law, USA – The Dual Board and the Corporate Ombudsperson

Professor Michele Haverenga, Faculty of Law, University of South Africa – Corporate Governance: Recent Developments in South Africa

Professor Curtis Millhaup, School of Law, Washington University In St Louis, USA – The Market for Innovation in the United States and Japan: Venture Capital and the Comparative Corporate Governance Debate

Professor Guanghua Yu, School of Law, University of Hong Kong – Corporate Governance: The Policy Implications of Comparative Corporate Governance Studies

This conference was co-hosted with the Corporate Law Teachers Association.

The Courts and Corporate Law
Speakers – Justice Norman Vowser, Chief Justice, Supreme Court of Delaware; Justice David Malcolm, Chief Justice, Supreme Court of Western Australia; Justice Edmund Thomas, Court of Appeal of New Zealand; Andrew Rogers QC, former Chief Judge, Commercial Division, Supreme Court of New South Wales; Alan Cameron, Chairman, Australian Securities Commission; Catherine Walter, professional non-executive company director; Karen Byrne, General Counsel, Australian Stock Exchange; Professor Robert Baxt, Partner, Arthur Robinson & Heddericks; Michael Rozenes QC, Commonwealth Director of Public Prosecutions; Alex Chernov QC, Victorian Bar; Professor Ian Ramsay, Centre for Corporate Law and Securities Regulation, The University of Melbourne.

This conference was co-hosted with the Australian Institute of Company Directors, the Australian Institute of Judicial Administration and the Business Law Section of the Law Council of Australia.

Corporate Strategies in the Single European Market
Speaker – Professor Gilles Guyet of the University of Lyon

Derivatives Regulation in the United States: Problems and Issues
Speaker – Professor Roberta Romano of Yale University School of Law and School of Management; Commentator – Mr Shane Tregillis of the Australian Securities Commission.

Deregulation of Public Utilities
Speaker – Professor Michael Trebilcock of the University of Toronto Law School with a panel consisting of Professor Philip Williams of the Melbourne Business School, Mr Jim Holmes, Executive Manager, Business Development of Powerset; Mr David Goddard a partner with the New Zealand firm of Chapman Tripp Sheffield Young, and Mr John Perham of the Privatization and Industries Reform Division of the Victorian State Treasury Department. This public lecture was co-hosted with the Australian Law and Economics Association.

The CTA-RTZ Merger
Speakers – Mr Stephen Cheene of CRA Limited and Mr Ian Renard and Mr Cameron Riles of Arthur Robinson & Heddericks

Recent Developments in Legal Professional Privilege and the Privilege Against Self-incrimination
Speakers – Associate Professor Sue McNicol of Monash University and Mr Peter Cranwicke and Mr Peter Hirdian of the Australian Securities Commission.

Centre for Corporate Law and Securities Regulation
Corporate Governance: An International Perspective
Speaker – Professor Richard Buschman, University of California at Berkeley

Shareholders' Remedies: Australian and United States Developments
Speakers – Professor Deborah Delott, Duke University School of Law; Mr John Klueser, Companies and Securities Advisory Committee; Dr Elizabeth Boros, Blake Dawson Waldron

Daniels v AWA Limited
Speakers – Professor Robert Baxt, Arthur Robinson & Heddewicks; The Hon Andrew Rogers QC, formerly Chief Judge, Commercial Division, Supreme Court of New South Wales; Mr W R M Evrein, Chairman of the Board of Directors, National Australia Bank

Recent US Developments in Directors' Duty of Care in Corporate Transactions
Speaker – Professor Douglas Irani, University of Pittsburgh School of Law

Gambotto v WCP Limited
Speakers – Quentin Dugby, Freehill Hollingsdale & Page; Geoff Horne, Blake Dawson Waldron; Ian Renard, Arthur Robinson & Heddewicks; Ron White, Norton Smith & Co

Corporate Groups: A United States Perspective on Current Legal Issues and Policies
Speaker – Professor Philip Blumberg, University of Connecticut School of Law

The NRM Case
Speakers – George Darbridge, Australian Securities Commission; Francis Hanks, The University of Melbourne; Norman O'Bryan, Barrister; Jon Webster, Arthur Robinson & Heddewicks

Recent Developments in Closely Held Firms in the United States: Limited Liability Companies and Limited Liability Partnerships
Speaker – Professor Larry Ribstein, George Mason University School of Law, Washington, DC

APPENDIX B

2000 FACULTY OF LAW GRADUATE SUBJECTS
Advanced Restrictive Trade Practices
Advanced Trade Secrets
Alternative Commercial Dispute Resolution in Asia
Australian Income Tax System
Australian International Tax
Australian Tax Treaties
Broadcasting and Telecommunications Law
Broadcasting and Telecommunications Regulation: A Comparative Analysis
Commercial Applications of Equity
Commercial Law in Asia
Company Takeovers
Comparative Companies Law in the Asia-Pacific Region
Comparative Income Tax
Competition Law and Intellectual Property
Construction Claims
Construction Contracts
Copyright Law
Corporate Governance and the Duties of Directors
Corporate Taxation
Design Law and Practice
Dispute Avoidance, Management and Resolution in the Construction Industry
Environmental Law: Current Energy and Resources Issues
Film and Television Law: Production, Financing and Distribution
Goods and Services Tax
Insurance Intermediaries
Insurance Litigation
Intellectual Property in the Digital Age
International Economic Organisations
International Franchising, Distribution and Licensing
International Issues in Intellectual Property
International Sale of Goods
International Trade Finance and Bank Obligations
International Trade Law
Legal Aspects of Finance in Asia
Licensing Law and Technology Transfer
Marine Insurance
Native Title Law and Resource Development
Patents and Trade Secrets
Petroleum Law
Professional Indemnity Insurance
Professional Practice in the Construction Industry
Project Finance
Regulatory Environment for Corporations
Resources, Joint Ventures and Transactions
Resources Projects in Indonesia: Legal and Regulatory Issues
Securities for Corporate Lending
Shareholders' Remedies
Sport Commerce and the Law
Sports Marketing Law
Taxation of Business and Investment Income
Taxation of Flow-Through Vehicles
Taxation of Superannuation
Trade Mark Practice
Trade Marks and Unfair Competition
Transfer Pricing in International Taxation
APPENDIX C

COMPETITIVE RESEARCH GRANTS OBTAINED IN 1996–1999

The Governance of Managed Investment Schemes
Type of Grant
Australian Research Council Large Grant

Chief Researchers
Professor Ian Ramsay, Ms Pamela Hanahan and Dr Geof Stapledon

Funds received
$137,000

Project summary
As at 30 June 1998, the consolidated assets of managed investment schemes such as cash management, equity and property trusts in Australia exceeded $100 billion. The Managed Investments Act 1998 (Cth) introduced a fundamentally new regime for the regulatory oversight and governance of managed investment schemes. This project examines and evaluates the effectiveness and efficiency of this new regime as a means of ensuring compliance with the requirements of the Managed Investments Act and for maximizing investor protection.

Use and Operation of the Enforcement Regime Attracted by Contraventions of Directors’ Duties in the Australian Corporations Law
Type of Grant
Australian Research Council Strategic Partnership With Industry – Research and Training Grant

Chief Researchers
Ms Helen Bird, Professor Ian Ramsay and Professor Arie Freiberg (Department of Criminology, The University of Melbourne)

Industry Partner
The Australian Securities and Investments Commission

Funds received
$90,000 with matching funds contributed by the Australian Securities and Investments Commission

Project summary
This project is the first comprehensive study of the operation of civil penalties and other sanctions for promoting compliance with legislation imposing duties on directors of Australian corporations. It involves an empirical study of enforcement and prosecution activities undertaken by the Australian corporate law regulator, the Australian Securities and Investments Commission (ASIC), from its inception in 1991 until 1998. The significance of the project is that it will be undertaken at a time when there is widespread community concern about corporate crime. The project will evaluate the effectiveness of enforcement of directors’ duties by ASIC.

Type of Grant
Australian Research Council Large Grant

Chief Researcher
Dr Timothy Lindsey

Funds received
$128,000

Project summary
This research project has two aims. First, to access and analyse legal materials and original sources currently unavailable to researchers and practitioners in Asian Law. Second, to publish twelve volumes of materials and commentary (two theoretical and ten covering individual countries) providing resources for practising and academic lawyers for understanding:

(1) legal and commercial developments in South-East Asia; and

(2) the intra-regional influence of Japan and China on law and business in South-East Asia.

Reducing the Cost of Capital Raising: An Empirical Analysis of ASIC Modifications of the Fundraising Provisions of the Corporations Law
Type of Grant
Australian Research Council Small Grant

Chief Researcher
Dr Geof Stapledon

Funds received
$7,500

Project summary
The Australian Securities and Investments Commission (ASIC) has the power to modify the prospectus – and other fundraising – provisions of the Corporations Law on a case-by-case basis. The project involves an analysis of the use of this power by ASIC. The objective is to determine whether the statutory fundraising requirements could be reduced further than is being proposed under the Federal Government’s Corporate Law Economic Reform Program, in order to minimise the cost of capital raising to Australian business.

The Costs of Corporate Litigation
Type of Grant
University of Melbourne Faculty of Economics and Commerce Research Grant

Chief Researchers
Professor Ian Ramsay and Dr Asjeet Lamba (Department of Accounting and Finance, The University of Melbourne)

Funds received
$8,900

Project summary
The project examines the costs associated with corporate litigation and possible sources of these costs by using event study methodology. In particular, the study provides evidence on (1) the costs of litigation involving companies and a breakdown of these costs and (2) the rules on allocating legal costs between parties. The results of the study should lead to a better understanding of the market’s reaction to corporate litigation events and to more informed dispute resolution.
Electronic Prospectuses: Devising an Appropriate Regulatory Regime

Type of Grant
Australian Research Council Strategic Partnership With Industry – Research and Training Grant

Chief Researchers
Dr Elizabeth Boes and Professor Ian Ramsay

Industry Partner
The Australian Securities and Investments Commission

Funds received
$93,000 with matching funds contributed by the Australian Securities and Investments Commission

Project summary
In late 1996 the Australian Securities and Investments Commission (ASIC) stated that it would permit the distribution of prospectuses on the Internet. In 1995 almost $5 billion in capital was raised by companies listed on the Australian Stock Exchange using prospectuses to raise capital. However, ASIC still requires the existence of a paper prospectus. This project aims, in collaboration with ASIC, to devise a regulatory regime which will meet the three goals of (1) enabling market participants to fully exploit the capabilities of electronic commerce; (2) protecting investors; and (3) harmonising Australian law with international regulatory regimes.

Corporate Disclosure: An Analysis of the Role of Prospectuses in Capital Raising in Australia and New Zealand

Type of Grant
Australian Research Council Large Grant

Chief Researchers
Professor Ian Ramsay and Mr Gordon Walker (University of Canterbury)

Funds received
$65,000

Project summary
Public investment in the shares of Australian and New Zealand companies is undertaken by companies preparing and issuing prospectuses. Yet there are major concerns that the existing law regulating prospectuses does not adequately reflect an appropriate balance of the costs and benefits associated with prospectus regulation. The project will test the actual use made of prospectuses by investors and their advisers. It will also obtain evidence on why there is substantial non-compliance with the existing law regulating prospectuses.

The Impact of Institutional Investors on Capital Markets and Corporate Performance

Type of Grant
Australian Research Council Collaborative Grant

Chief Researchers
Professor Ian Ramsay, Dr Geof Stapledon and Professor Kevin Davis (Department of Accounting and Finance, The University of Melbourne)

Industry Partner
The Australian Investment Managers' Association (which represents approximately the 60 largest institutional investors in Australia)

Funds received
$72,452 with matching funds contributed by the Australian Investment Managers' Association

Project summary
Institutional investors are significant investors in Australian companies. The impact of institutional investment upon capital markets and upon corporate performance is important matters that have been widely researched overseas, but have received little attention in Australia. One reason for the lack of Australian research is the lack of information about institutional shareholdings in Australian companies. The project will provide this information, largely through the Australian Investment Managers' Association, by identifying the fund managers which control the registered shareholdings disclosed by companies. The information will then be utilised in several studies of the impact of institutional investors on the capital markets and corporate performance.

Directors' Misconduct Decriminalised: Are the "Civil" Sanctions in the Corporations Law Effective?

Type of Grant
Criminology Research Council Grant

Chief Researchers
Ms Helen Bird, Dr George Gilligan and Professor Ian Ramsay

Funds received
$20,395 plus research infrastructure funds provided by The University of Melbourne of $4,000

Project summary
This project examines the effect of decriminalisation of misconduct by company directors in contravention of the Corporations Law. It involves an empirical study of prosecution and enforcement actions taken by the Australian Securities and Investments Commission before and since decriminalisation took effect in 1993.

Using Electronic Commerce to Authorise Electronic Transactions: Changes Required to the Legal and Regulatory Framework

Type of Grant
University of Melbourne Special Initiatives Grant

Chief Researcher
Associate Professor Mark Suddon

Funds received
$15,000

Project summary
Many governments and businesses have proposed that paper-based transactions as diverse as sales contracts and issuing drivers' licences be replaced by electronic messages. Electronic signatures will be used to authenticate the sender's identity and make the person to whom that signature is certified to belong legally bound by the message. The possible changes required to existing laws involve important policy choices. This project will (1) identify existing Australian laws that would require alteration and (2) provide a comparative analysis of the models for legal change proposed in Australia and overseas and their underpinning policy choices.
The Role of Institutional Investors in Corporate Governance and the Influence of Corporate Law on this Role

Type of Grant
Australian Research Council Small Grant

Chief Researchers
Professor Ian Ramsay and Dr Geof Stapledon

Funds received
$19,800 plus research infrastructure funds provided by The University of Melbourne of $4,954

Project summary
There is a lack of evidence and information on the role of institutional investors in corporate ownership and control. The project provides this evidence by way of detailed interviews with Australian institutional investors on a range of matters relating to their activities and views on corporate governance and investment policy. The project also identifies possible barriers, including legal barriers, to institutional investor activism (ie, why institutional investors may not actively monitor the management of companies in which they invest) and the views of institutional investors are sought in relation to whether these possible barriers do actually inhibit institutional investor activism.

The Use and Operation of Management Banning Orders as Enforcement Tools Under the Corporations Law

Type of Grant
Australian Research Council Small Grant

Chief Researcher
Ms Helen Bird

Funds received
$7,500 plus research infrastructure funds provided by The University of Melbourne of $3,000

Project summary
This project is the first phase of a comparative study of the use and operation of management banning orders by governments as sanctions for promoting compliance with legislation regulating corporations. It focuses on the Australian regulatory environment and involves an empirical study of management banning actions undertaken by the Australian Securities Commission during the years 1992 to 1997.

Compulsory Acquisition of Minority Shareholdings

Type of Grant
Australian Research Council Small Grant

Chief Researcher
Dr Elizabeth Boris

Funds received
$7,000 plus research infrastructure funds provided by The University of Melbourne of $3,500

Project summary
Debate regarding the landmark decision in Gambotto v WCP Ltd has culminated in a law reform proposal by the Companies and Securities Advisory Committee (CASAC) proposing expansion of the range of situations in which a majority shareholder can compulsorily acquire all outstanding shares in a company. This project will conduct detailed interviews with takeover offerors in order to ascertain the relative importance to them of the various benefits of 100 per cent ownership. It will then seek to determine whether the most significant of those advantages can be achieved by means other than expropriation of minority shareholdings and, if so, to suggest alternative directions for law reform to that proposed by CASAC.

The Legal Implications of the Relative Performance of Publicly Listed Australian Companies With and Without a Controlling Shareholder

Type of Grant
University of Melbourne Special Initiatives Grant

Chief Researcher
Dr Geof Stapledon

Funds received
$12,000

Project summary
Many publicly listed Australian companies have a single shareholder who/which has effective control of the company. The project will compare the past performance of such controlled companies with that of non-controlled listed companies. If the performance of the controlled companies is superior then there may well be a case for amending certain parts of the legislation governing takeovers so as to produce a legal framework more conducive to controlled companies.

Analysis of Victorian Legal Signature and Writing Requirements for Compatibility With the Proposed Electronic Commerce Framework Act

Type of Grant
State of Victoria Office of Multimedia Grant

Chief Researcher
Associate Professor Mark Sneideman

Funds received
$16,340

Project summary
This project will investigate the legislative need to facilitate electronic signatures and records with particular focus upon Victorian legislation.
Remedies for Directors' Improper Use of Position

Type of Grant
University of Melbourne Special Initiatives Grant

Chief Researcher
Dr Elizabeth Boros

Funds received
$12,000

Project summary
This project focuses on the situation where directors divert a business opportunity away from the company of which they are a director either to themselves or to another company of which they are also a director. Specifically, it:

(1) examines the means by which courts determine the amounts which are recoverable from directors in equitable proceedings and in proceedings brought under statutory provisions; and

(2) seeks to identify the assumptions and policies underlying the results of the decided cases.

Women and Commerce

Type of Grant
University of Melbourne Special Initiatives Grant

Chief Researcher
Dr Belinda Fehlberg

Funds received
$8,000

Project summary
Commercial law (including corporate law) has historically been dominated by men. This project will analyse legal and other materials (for example government reports) to consider:

(1) how United Kingdom and Australian law depicts women in commercial (including corporate) transactions; and

(2) to what extent the law in this area reflects the practical role of women and the concerns of women.