

# LAW5003 Company Law / Business Associations (Semester 2)

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## Textbooks (4 items)

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Company law - Alan Dignam, John Lowry, 2022

[Book](#) | Recommended

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Partnership and LLP law - Geoffrey Morse, 2020

[Book](#) | Recommended

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You may wish to use textbooks of your choosing or preference, however please read the parts aligning closest to the module's topics

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A list of all company law textbooks available on Law Trove

[Webpage](#) | Optional

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## Business models; Constitution of a company (10 items)

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### Business models (5 items)

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Company law - Alan Dignam, John Lowry, 2022

[Book](#) | Essential | See chapter 1

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Partnership and LLP law - Geoffrey Morse, 2020

[Book](#) | Recommended | Read chapters 1, 9 and 10

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English Private Law - 2013-09-01

[Book](#)

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Towards an Economic Theory of the Corporation - C Maughan, K McGuinness, 2001

[Article](#)

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Limited partnership reform: thumbs down for fast-track approach - Corinne Staves, 2009

[Article](#)

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### Constitution of the company (4 items)

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Company law - Alan Dignam, John Lowry, 2022

[Book](#) | Essential | See chapter 8

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The gradual erosion of the ultra vires doctrine in English company law - Chrispas Nyombi,

2014

[Article](#)


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**The statutory contract under s 33 of the Companies Act 2006: the legal consequences for banks Pt I** - Chris Ryan, Gary Scanlan, 2008

[Article](#)


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**The statutory contract under s 33 of the Companies Act 2006: the legal consequences for banks Pt II** - Chris Ryan, Gary Scanlan, 2008

[Article](#)

## Key Cases (1 items)

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Russell v Northern Bank Development Corporation Ltd [1992] 1 WLR 588 (HL) Howard Smith Ltd v Armpol Petroleum Ltd [1974] AC 821 Allen v Gold Reefs of West Africa Ltd [1900] Ch 656 (CA) Clemens v Clemens Ltd Bros Ltd [1976] 2 All ER 268 (Ch) Dafen Tinplate Co Ltd v Llanelly Steel Co (1907) Ltd [1920] 2 Ch 124 (Ch) Bratton Seymour Services Co Ltd v Oxborough [1992] BCLC 693 (CA) Eley v Positive Government Security Life Assurance Co Ltd (1876) 1 Ex D 88

## Corporate personality (4 items)

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**Company law** - Alan Dignam, John Lowry, 2022

[Book](#) | **Essential** | See chapters 2 and 3

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**Sins of the father: consequences of a parent's assumption of responsibility for its subsidiaries/branches** - C Chatterjee, Anna Lefcovitc, 2013

[Article](#)


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**Crossing the corporate veil: the duty of care owed by a parent company to the employees of its subsidiary** - Andrew Sanger, 2012

[Article](#)

## Key Cases (1 items)

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Salomon v Salomon [1897] AC (The law reports. Appeal cases.) 22. (HL)Macaura v Northern Assurance Co. [1925] AC 619Short v Treasury Commissioners [1948] AC 534Tate Access Floors Inc v Boswell [1991] Ch 512Lee v Lee's Air Farming [1961] AC 12 (PC)Gilford Motor Co. Ltd v Horne [1933] Ch 935 (CA)Jones v Lipman [1962] 1 WLR 832Smith, Stone & Knight Ltd v Birmingham Corporations [1939] 4 All ER 116FG Films Ltd [1953]Gramophone and Typewriter Co. Ltd v Stanley [1908] 2 KB 89 (CA)DHN Food Distributors Ltd v Tower Hamlets [1976] 1WLR 852 (CA)Woolfson v Strathclyde Regional Council [1978] (HL)Re a Company [1985] BCLC 333 (CA)Adams v Cape Industries Plc [1990]1 Ch 433 (CA)Chandler v Cape Industries Plc [2012] EWCA Civ 525VTB Capital Plc v Nutritek International Corporation [2013] UKSC 5Petrodel Resources Ltd v Prest [2013] UKSC 34

## Directors' duties and Remedies (3 items)

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**Company law** - Alan Dignam, John Lowry, 2022

[Book](#) | **Essential** | See chapter 14

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**Directors' duty to exercise independent judgment: the path to s.173 of the Companies Act 2006 and beyond** - Marjan Marandi Parkinson, 2017

[Article](#)

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## Key cases (1 items)

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Automatic Self-Cleansing Filter Syndicate Co Ltd v Cuninghame [1906] 2 Ch 34 (CA)  
 Gramophone and Typewriter Co Ltd v Stanley [1908] 2 KB 89 (CA)Re Kaytech International plc [1999] 2 BCLC 351Re Hydrodam (Corby) Ltd [1994] 2 BCLC 180Greenhalgh v Arderne Cinemas Ltd [1946] 1 All ER 512 (CA)Brady v Brady [1989] AC 755 (HL)Kinsela v Russell Kinsela Pty Ltd [1986] 4 NSWLR 722 (CA)Colin Gwyer & Associates Ltd v London Wharf (Limehouse) Ltd [2002] EWHC 2748 (Ch)Percival v Wright [1902] 2 Ch 421 (Ch)Re Smith and Fawcett Ltd [1942] Ch 304 (CA)Hogg v Cramphorn Ltd [1967] Ch 254 (Ch)Howard Smith Ltd v Ampol Petroleum Ltd [1974] AC 821 (PC)Kregor v Hollins [1913] 109 LT 225 (CA)Fulham Football Club v Cabra Estates plc [1994] 1 BCLC 363 (CA)Thorby v Goldberg (1967) 112 CLR 594 (HC)Secretary of State for Trade and Industry v Baker (1998) 12 WLUK 25 (Ch).Re D'Jan of London (1994) 1 BCLC 561 (Ch)Equitable Life Assurance Society v Bowley [2003] EWHC 2263Aberdeen Railway v Blaikie Bros (1854) 1 Macq 461Bhullar v Bhullar [2003] EWCA Civ 424 (CA)Attorney General for Hong Kong v Reid [1994] 1 CA 324 (PC)J Harrison (Properties) Ltd v James Peter Harrison [2001] EWCA Civ 1467Regal (Hastings) Ltd v Gulliver [1942] 1 All ER 378 (HL)Industrial Development Consultants Ltd v Cooley [1972] 1 WLR 443Island Export Finance v Umunna and another [1986] BCLC 460 (QB)

## Shareholders and the protection of minority shareholders (8 items)

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### Shareholders' rights (3 items)

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**Company law** - Alan Dignam, John Lowry, 2022

[Book](#) | **Essential** | See chapter 9

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**The Re Duomatic Principle** - Robert Goddard, 2010

[Article](#)

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**On-market share buybacks, exercisable share options and earnings management** -

Balasingham Balachandran, Keryn Chalmers, Janto Haman, 2008

[Article](#)

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### Minority shareholders' rights (3 items)

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**Company law** - Alan Dignam, John Lowry, 2022

[Book](#) | **Essential** | See chapters 10 and 11

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**Unfair prejudice petitions: long-range missiles for minority shareholders** - Daniel Lightman, 2013

Article

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**Minority Shareholder Protection in Takeovers: A UK Perspective** - Jennifer Payne, 2011

Article

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## Key cases (2 items)

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Re Duomatic Ltd. [1969] 2 Ch 365

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Foss v Harbottle (1843) 2 Hare 461 Burland v Earle [1902] AC 83 (PC) Bamford v Bamford [1970] Ch 212 (CA) Prudential Assurance Ltd v Newman Industries Ltd (No. 2) [1982] All ER 354 Edwards v Halliwell [1950] 2 All ER 1064 (CA) Daniels v Daniels [1978] Ch 406 Cooks v Deeks [1916] 1 AC 554 Barret v Duckett [1995] 1 BCLC 243 Portfolios of Distinction Ltd v Laird [2004] All ER (D) 09 Re Legal Cost Negotiations Ltd [1999] 2 BCLC 171 (CA) Lloyd v Casey [2002] 1 BCLC 454 Re A Company [1986] BCLC 376 O'Neill v Philips [1999] 1 WLR 1092 Re Thomas Brinsmead & Sons [1897] 1 Ch 406 (CA) Re German Date Coffee Company (1882) 20 Ch D 169 Re Yenidje Tobacco Company Ltd [1916] 2 Ch 426 (CA) Loch v John Blackwood Ltd [1924] AC 783 (PC) Ebrahimi v Westbourne Galleries Ltd [1973] AC 360 (HL)

## Corporate Governance (6 items)

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**Company law** - Alan Dignam, John Lowry, 2022

Book | Essential | See chapters 15 and 16

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**EU Corporate Governance: A New Supervisory Mechanism for the 'Comply or Explain' Principle?** - Konstantinos Sergakis, 2013

Article

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**The UK stewardship code** - Lee Roach, 2011

Article

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**US "say-on-pay" legislation: is it corporate governance overreach?** - Thomas A. Hemphill, Waheeda Lillevik, 2009

Article

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**The Problem of Income Inequality: Lord Wedderburn on Fat Cats, Corporate Governance and Workers** - Wanjiru Njoya, 2015

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**The Meaning of Share Ownership and the Governance Role of Shareholder Activism in the United Kingdom** - Iris Chiu, 2008-2009

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## Transactions with third parties; Mergers and acquisitions (8 items)

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## Transaction with third parties (3 items)

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Company law - Alan Dignam, John Lowry, 2022

[Book](#) | [Essential](#) | See chapter 12

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Companies Act 2006: checking constitutional documents – business as usual for lenders' advisers? - Karen Lester, 2010

[Article](#)

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Checking constitutional documents: business as usual or money for old rope? - Richard Bethell-Jones, 2010

[Article](#)

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## Merger and acquisitions (3 items)

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Company law - Alan Dignam, John Lowry, 2022

[Book](#) | [Essential](#) | See chapter 5

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After all, is the Takeover Bids Directive worth the paper it is written on? - Christophe Clerc, 2013

[Article](#)

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A Long-Term Vision for UK Firms? Revisiting the Target Director's Advisory Role since the Takeover of Cadbury's plc - Georgina Tsagas, 2014

[Article](#)

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## Key cases (2 items)

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Evans v Brunner, Mond & Co [1921] 1 Ch 359, 90 LJ Ch 294 Ashbury Railway Carriage & Iron Co Ltd v Riche (1985) LR 7 HL 633 (HL) Hely- Hutchinson v Brayhead Ltd [1968] 1 QB 549 Freeman and Lockyer v Buckhurst Park Properties (Mangal) Ltd [1964] 2 QB 480 Knopp v Thane Investments and another [2002] All ER (D) 369 Royal Bank of Scotland v Turquand (1856) 6 E&B 327

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R v Panel on Take-overs and Mergers, ex parte Datafin plc [1987] 1 All ER 564

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## Shares and markets; Raising capital (8 items)

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### Shares and markets (3 items)

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Company law - Alan Dignam, John Lowry, 2022

[Book](#) | [Essential](#) | See chapter 7

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Shares and shareholders: property, power and entitlement: Part 1 - Sarah Worthington, 2001

[Article](#)

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## Shareholder law: recent developments in practice - David Milman, 2015

Article

## Raising capital (3 items)

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Company law - Alan Dignam, John Lowry, 2022

Book | Essential | See chapters 5 and 6

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Charges over chattels: issues in the fixed/floating jurisprudence - Stephen Atherton, Rizwaan Jameel Mokal, 2005

Article

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Fixed and floating charges: the great British fund-off? - Peter Walton, 2015

Article

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## Key cases (2 items)

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Borland's Trustee v Steel Bros & Co. Ltd [1902] 1 Ch 279 (Ch) Cumbrian Newspapers Group Ltd v Cumberland and Westmorland Herald Newspaper and Printing Co Ltd [1987] Ch 1 (Ch)

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Levy v Abercorris Slate and Slab Co (1887) 37 Ch D 260 (Ch) Re Cimex Tissues Ltd [1995] 1 BCLC 409 Re Cosslett (Contractors) Ltd [1998] Ch 495 (CA) Re Goldcorp Exchange [1995] 1 AC 74 Brumark Investments Ltd, Re (2001) 2 AC 710 (Privy Council). Illingworth v Houldsworth [1904] AC 355 (HL) Tailby v Official Receiver (1886) All ER Rep 486 Re Spectrum Plus Ltd [2005] UKHL 41 Siebe Gorman & Co v Barclays Bank Ltd [1979] 2 Lloyd's Rep 142 (Ch) Re New Bullas Trading Ltd [1994] 1 BCLC 485 (CA) Re Harmony Care Homes Ltd [2009] EWHC 1961 (Ch) Re SSSL Realisation Ltd [2004] EWHC 1760

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## Maladministration and white collar crimes (3 items)

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Company law - Alan Dignam, John Lowry, 2022

Book | Essential | See chapter 5

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The FSA, "credible deterrence", and criminal enforcement - a "haphazard pursuit"? - Gary Wilson, Sarah Wilson, 2013

Article

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Comparing Insider Trading in the United States and in the European Union: History and Recent Developments. - Marco Ventoruzzo, 2015

Article

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## Corporate rescue and Insolvency (11 items)

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Company law - Alan Dignam, John Lowry, 2022

Book | Essential | See chapter 17

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**Doctoring in the shadows of insolvency** - Vanessa Finch, 2005

Article

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**Directors' disqualification after the Insolvency Act 2000: the new regime** - A Walters

Article

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**In the wake of the Companies Act 2006: an assessment of the potential impact of reforms to company law** - Paul Omar, 2009

Article

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**UK banks ring-fencing: how will you build yours?** - Etay Katz, Sheila Lynch, 2015

Article

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## Key cases (1 items)

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Re UK-Europe plc [2006] EWHC 2102 (Ch) Re North West Holdings plc [2001] EWCA Civ 67 (CA) R v Grantham [1984] 3 All ER 166 (CA) Morris v Bank of India [2005] All ER (D) 242 (CA) Manifest Shipping Co Ltd. v Uni-Polaris Shipping co Ltd [2001] 5 LRC 257 Re Hawkes Publishing [2007] EWHC 3073 (CH)

## Finding cases and legislation for this module (5 items)

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You will need to use Lexis+ or Westlaw to find relevant cases and legislation for this module. The 'view online' buttons below will take you to the library's dedicated page for each database. Here you can find step-by-step guides, videos etc. and links to the databases themselves.

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