
Table of contents

Preface..... i

1 The nature of a company and lifting the veil 1

 Introduction 1

 The company and the partnership 1

 Advantages of incorporation 2

 Public companies and private companies 3

 Corporate personality 5

 Statutory exceptions 7

 Judicial exceptions 8

 Conclusions 11

Revision Notes 13

2 The company's constitution 17

 Introduction 17

 Objects clauses and *ultra vires* 17

 Drafting devices 18

 The position at common law 19

 Statutory intervention 21

 The 1989 Act and a company's capacity 24

 Company name 26

 Articles of association 30

 The membership contract 36

Revision Notes 41

3 Capital 47

 Introduction 47

 Promoters 47

 Pre-incorporation contracts 49

 Prospectuses and listing particulars 51

Revision Notes 57

4 The management of the company 63

 Introduction 63

 Removal of directors 63

 Directors' duties 66

 The duty of care and skill 68

 Fiduciary duties 70

Revision Notes 77

5	Company meetings and the protection of the company's shareholders	85
	Introduction	85
	Minority protection	85
	The statutory remedy	88
	Remedies	91
	Just and equitable winding up	92
	Revision Notes	95
6	The company in trouble and reconstructions and take-overs	107
	Introduction	107
	Wrongful trading	107
	Priorities in a liquidation	110
	Revision Notes	115
	<i>Index</i>	129