

Corporate Law Teachers' Association Annual Conference 2018

Programme

Sunday Feb 11

Level 2, 360 Collins Street (best entered from Little Collins St, door on left of courtyard and up stairs)

12 noon: **Conference registration opens**

12.30-2 **CLTA Exec meeting**

2 -4pm: **Teaching Session: Lets Make Teaching Great Again**

This session is focussed on how people are responding to the imperatives of University teaching and learning reforms: what people are doing when they reform their offerings in line with University suggestions/requirements. Examples are flipped classrooms, blended learning, digital uplift and so forth. It is not designed to be a critical session, rather a sharing of information, techniques, responses and outcomes.

4-6 pm **Welcome afternoon tea and drinks.**

Mon Feb 12

Level 20, 360 Collins Street (enter from main lobby and take lifts)

9 -9,30 am **Formal Conference opening. Welcome to country**

9.30 -11 am **Plenary session: Prof Paddy Ireland**

Is corporate law really about enterprise and its functional needs, as traditional presentations of the discipline suggest? Paddy Ireland suggests not, arguing that it is better understood as a historical construct arising out of the rise of joint stock companies and the needs of passive rentier investors. This, he suggests, would enable corporate law scholars and students to make better sense not only of corporate law's peculiarities, but of 'financialization', contemporary capitalism, and the continuing shareholder/stakeholder debates

11 -11.30 am **Morning tea**

11.30 am-1 pm **First set of Parallel sessions**

Room 1: Insolvency Law

Chair: Jason Harris

Robin Bowley:

Regulating the insolvency profession: An examination of recent developments in Australia, the UK and New Zealand

Helen Anderson:

It's All About the Money

Catherine Nguyen:
Stakeholder impact and the long road to the Insolvency Law Reform Act
2016 (Cth)

Room 2: Shareholder Rights around the World

Chair: Stephen Bottomley

Chee Keong Low:

Balancing the Scales: Should We Have a Statutory Business Judgment Rule?

Alan K Koh:

Shareholder Protection in Close Corporations and the Curious Case of Japan

Anil Hargovan and Indrajit Dube

Corporate Governance Reforms in India – Issues and Challenges

Room 3: (Mis)Using Corporate Groups

Chair: Gill North

Larelle (Ellie) Chapple, Victoria Clout and ThuPhuong Truong:

The iron, the switch and the ASX-probe: Cleaning out the closet on backdoor
listing

Roman Tomasic and Jenny Fu

Legal Innovation and the Rescue of Large Corporate Groups: The Arrium
Voluntary Administration

Richard Stevens:

Kuwait Asia Bank EC v National Mutual Nominees Ltd revisited: The possible
vicarious liability of a holding company for the delicts caused by its nominee
directors on the board of its subsidiary.

1 -2 pm **Lunch**

2 -3.30 pm **Plenary workshop: solving director duties**

This is an interactive working session, coordinated by Rosemary Langford from the University of Melbourne. Panel members will include Paddy Ireland and Charles Yablon (our plenary speakers) and Jean du Plessis. The session will present some of the problems with the current scheme of directors' duties (particularly the clash between statutory and general law duties) and brainstorm/seek comments on the way to resolve these (possibly by codification). The objective of the session is to come up with a CLTA position on the matter, even if that is simply to outline the issues. This position would then be published on a CLTA website and comments invited.

3.30 - 4 pm **Afternoon tea**

4 -5.30 pm **Second set of parallel sessions**

Room 1: Codes and Quotas

Chair: Susan Watson

Gill North:

A Disclosure Model For Modern Corporate Governance Codes

Alice Klettner

Stewardship Codes and the Pursuit of Corporate Sustainability

Katie Watson:

Harnessing the power of corporations for positive social change: the
example of women on boards.

Room 2: Side Winds of Change

Chair: Kath Hall

Vivienne Brand:

The Ethics of Corporate Whistleblowing Rewards

Olivia Dixon and Marina Nehme:

Too Many Cooks in The Kitchen? Enforceable Undertakings vs Deferred Prosecution Agreements

Akshaya Kamalnath:

The Role of AI in Corporate Governance

Room 3: Officers

Chair: Ellie Chapple

Loganathan Krishnan:

Impact of The Companies Act 2016 on Auditors' Independence: A Case of Malaysia

Robyn Trubshaw:

Responsibilities within the Governance Space: A Study of the Role of the Company Secretary on Contemporary Boards

Edith I Tzu Su

No more coffee - A Comparative Case Study of Company Secretary Institution

5.30 pm

Day Finish

7 -11 pm

Dinner at the Melbourne Aquarium amongst the sharks, crocodiles and piranhas.

Guest Speaker: Stephen Mayne

Tuesday Feb 13

Level 20, 360 Collins Street (enter from main lobby and take lifts)

9 -10.30 am

Second Plenary session: Prof Charles M Yablon

"Dynamic" economic models that focus on innovation and economic growth pose a challenge to traditional "static" models of corporate law which emphasize efficient use of existing resources. Accordingly, the greatest danger current corporate law and corporate finance pose to the innovation process is neither investor activism nor managerial inefficiency, but rather conformity of viewpoint within the financial community. Viewing debates around this dichotomy from the perspective of innovation leads to a caution against overgeneralization and a recognition that innovation and growth will be best served if unusual investing activity is considered on a case by case basis, with a nuanced set of rules that reflects different levels of deference to managerial discretion in different settings.

10.30 – 11am

Morning tea

11 -12.30 pm

Third set of parallel sessions

Room 1: Tradition!

Chair: Jennifer Hill

Christopher Symes:

The voice of Chief Justice Len King who made corporate law in SA (and beyond) great for the last 25 years

Steven Stern:

What Comprises Corporate Law? The Importance of Equity

Michael Duffy:

Causation in Australian Securities Class Actions: Whither Goest Thou?

Room 2: Theory

Chair: Anil Hargovan

Julie Cassidy:

“Frankenstein Incorporated” v Social Citizen. The Role of Corporate Social Responsibility and Corporate Sustainability in New Zealand Corporate Governance

Susan Watson:

What is a Company?

Opemiposi (Ope) Adegbulu:

Mind the gap: bridging the gap between justifications for corporate governance and public interest

Room 3: Culture and The BEAR

Chair: Gill North

Benedict Sheehy:

Directions for The Reform Of The Legal Corporation: What Does the ‘Corporate Culture’ Debate Imply?

Shirley Quo:

Corporate Governance and the Role of the Regulatory Framework for Executive Remuneration in Australia

Tracey Mylecharane:

The Banking Executive Accountability Regime: An Attempt to Increase Accountability in Australia’s Banking Sector

12.30 -2 pm

lunch

1 – 1.45 pm

CLTA AGM

2 -3.30 pm

Fourth set of parallel sessions

Room 1: Duties

Chair: Susan Watson

Jean du Plessis and Louis de Koker:

Corporate governance and integrity concerns: A South African case study in reputational risk and business

Tim Connor

Rules were not made to be broken: Compliance and Reputation under Section 180(1) of the Corporations Act after *Cassimatis*

Rachel Yates and Pamela Hanrahan

Company Directors’ Oversight Duties: Insights for Australia from Recent Developments in Delaware’s *Caremark* Jurisprudence

Room 2: Enforcement

Chair: Michelle Welsh

Juliette Overland:

Making the most of a lost opportunity: Does civil liability for insider trading need to be reformed?

Wai Yee Wan And Christopher Chen:
Public and Private Enforcement of Corporate and Securities Laws: An
Empirical Comparison of Hong Kong and Singapore

Vivien Chen:
Private and public enforcement of directors' duties in Malaysia and
Australia: the implications of context

Room 3: Takeovers and Groups

Chair: Marina Nehme

Wei Cai

Using Market Professionals to Improve Public Enforcement of Securities
Law: A Case Study of the Chinese Takeover and Reorganization Committee

Emma Armson:

Effectiveness of the Australian Takeovers Panel

Indrajit Dube:

Private Ordering in Transnational Corporate Governance

3.30 – 4 pm

Afternoon tea

4 -5 pm

Fifth set parallel sessions

Room 1: Crossing Borders

Chair: Paul Redmond

Casey Watters:

Uncertain Waters: Cross-Border Insolvency in the Shipping Industry

Zinian Zhang:

Cross-Border Corporate Reorganizations in China

Sheikh Solaiman and Parvez Ahmed

Combating Impunity for Frequent Corporate Homicides: Bangladesh Should
Learn from Australia

Room 2: Conflicting Interest Groups:

Chair: Jason Harris

Beth Nosworthy Christopher Symes

Directors, Duties and Deeds of Company Administration: A Divergence?

Trish Keeper:

Certainty for whom?—The ongoing tension in insolvent transaction law
between the interests of individual creditors and the interests of unsecured
creditors as a class.

5 pm

Conference close.

Good Bye, Farewell and See You Next Time.