

Preface

I set out to write a book that discussed company directors' powers and duties in an orthodox and clear manner for practitioners and students of law. I have used comparative materials freely, following the example set by Allen Afterman in his fine work, *Company Directors and Controllers* (1970, Law Book Co.) and Barry Slutsky in his well-crafted, unpublished Ph. D. thesis entitled *The Duties and Powers of Management in the Company Law of Canada and England* (1971, London School of Economics). Canada, New Zealand, the United States and the United Kingdom face similar problems in controlling corporate management. As Australian corporate life and regulation become more complex, overseas experience and solutions become more helpful.

To the extent that there is a theme to this book, it is that directors, in the exercise of their powers and performance of their duties, should be subject only to carefully thought out, well justified and clearly articulated rules. Transgressions and lapses of duty, though, should be vigorously pursued. The corporate sector is important and should demand high standards of fidelity, skill and care from its leaders. Directors are 'professionals', especially when they run large, listed companies. While professional standards can be expected of directors, they, for their part, can expect to be treated professionally, be given a full measure of discretion and be properly remunerated for the skill and integrity rightly demanded of them.

A major regret of corporate law writers, jurists, lawyers and business people is that company law is unnecessarily complex and voluminous. Rules are not always clearly thought out or concisely and clearly expressed. Professor LCB Gower's unparalleled contribution to the clarification of company law has been recognised in Australia. But we could do more to harmonise our corporate law and simplify its contents.

The book evolved from teaching materials prepared for students in the Associations classes at the Adelaide Law School. I am indebted to several people for their kind and competent assistance. Linda Lambie and Judy Smith cheerfully and patiently typed drafts and corrections. I appreciated greatly the valuable research assistance of Belinda Wells, Susan Graebner, Andrea Pearce, Anna Czyzelis and Anna D'Agostino. I make special mention of Christine Swift, whose most competent and good humoured research assistance was invaluable in the early stages, and Julie Cassidy,

now a Tutor in the Adelaide Law School, who was so helpful in the final stages of the book. I also wish to thank the law schools at the University of British Columbia and the University of California at Davis for their kindness in allowing me to use their libraries and other facilities while I was on study leave in 1983.

Based on the material available to me in Adelaide, the law is stated as at 1 July 1986.

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JANUARY 1987
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