



BOND UNIVERSITY
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A Comparative Analysis of the Corporate Governance Legislative Frameworks in Australia and Jordan measured against the OECD Principles of Corporate Governance 2004 as an International Benchmark

A Major Thesis Completed in Satisfaction of the Requirement for the Degree of Doctor of Legal Science

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Dedication

This major thesis is dedicated to my parents who have supported and encouraged me throughout my life and in particular my studies, also to my home country, The Hashemite Kingdom of Jordan under the leadership of His Majesty King Abdullah II.

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SYNOPSIS

In recent years, countries across the globe have come to realise the importance of an official corporate governance regime, which provides a platform for market integrity and efficiency, as well as facilitating economic growth. Formulating effective corporate governance measures is a complex task for legislators. The purpose of this paper is to provide an in depth analysis and comparison of the corporate governance legislative frameworks in Australia and Jordan. In 2004, the Organisation for Economic Cooperation and Development (OECD), in conjunction with national and international governmental organisations, finalised a universal set of corporate governance principles. Although non-binding, the OECD Principles 2004 are a serious attempt to strengthen every aspect of corporate governance and, accordingly, have been utilised in this paper as an international benchmark.

The ultimate objective of this paper is to formulate a number of detailed and specific recommendations to the Jordanian Government. Jordan's legislative framework for corporations received a significant shake-up a decade ago when the Jordanian Government began the process of implementing a privatisation program under the guidance of the World Bank and the International Monetary Fund. Despite a number of positive developments since this program was initiated, the Jordanian Government has continually failed to recognise the importance of promoting good corporate governance. There can be no doubt that the Jordanian companies' legislation is in desperate need of reform. The vast majority of the provisions are ambiguous and lack the necessary detail to regulate the complex sphere of company law. In this writer's opinion, the relevant authorities in Jordan must act immediately to bring the country's legislative regime into line with internationally recognised standards and practices.

Chapter 1 of the paper sets out an introductory explanation of corporate governance and corporate structure. Chapter 2 provides a brief account of the history of company law in Jordan and a description of the different types of company structures permitted under the relevant Jordanian legislation. Chapter 3 provides a detailed discussion of the corporate governance principles formulated by the OECD. The process began in 1999 and was completed in 2004 after extensive revision and consultation. Chapter 4,

the core part of the paper, presents a comparative analysis of the implementation of the OECD principles in Australia and Jordan. Chapter 5 provides an explanation and analysis of two important shareholders' remedies in the Australian companies' legislation that do not exist in Jordan. Finally, Chapter 6 provides a summary of analysis and sets out a list of recommendations to the Jordanian Government.

Declaration

In accordance with Bond University Regulations, I declare that this thesis has not been previously submitted for a degree or diploma at Bond University or any other institution. It is declared further that the content of this paper is entirely my own work and all research materials utilised have been properly referenced according to the Australian Guide to Legal Citation (2nd edition) published by the Melbourne University Law Review Association.

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Zain Sharar

TABLE OF CONTENTS

SYNOPSIS	1
TABLE OF CONTENTS	4
INTRODUCTION	10
CHAPTER 1 Foundations of Corporate Governance and Corporate Structure	15
1. A Definition of Corporate Governance.....	15
2. Foundations of the Corporate Structure	18
2.1 Defining a Corporation	18
2.2 History of the Corporate Structure.....	19
2.3 Corporate Participants.....	20
(a) Shareholders	21
(b) Creditors	23
(c) Managers	25
(d) Directors	27
(e) Employees	28
3. Corporate Characteristics.....	30
3.1 Limited Liability	30
3.2 Legal Personality	31
3.3 Transferable Shares.....	32
3.4 Centralised Management	32
CHAPTER 2 The Development of Company Law in Jordan	34
1. Historical Background	34
2. Commercial Law.....	36
3. Types of Companies in Jordan.....	38
3.1 General Partnership.....	38
3.2 Limited Partnership.....	39
3.3 Limited Liability Company.....	39
3.4 Private Shareholding Company	40
3.5 Public Shareholding Company	41
3.6 Joint Investment Company	41
3.7 Offshore Company.....	42
3.8 Foreign Operating Company.....	42
3.9 Foreign Non-operating Company	43
3.10 Joint Venture.....	43

CHAPTER 3 The OECD Principles of Corporate Governance..... 44

1.	Historical Background	44
2.	Framework of the OECD Principles 1999	46
2.1	General Content	46
2.2	Core Standards	47
	(a) Fairness.....	47
	(b) Transparency	48
	(c) Accountability	48
	(d) Responsibility.....	49
3.	Revision of the OECD Principles 1999	49
4.	An Evaluation and Analysis of the OECD Principles 2004	51
4.1	Foundations of the Revised Principles.....	51
4.2	Content of the Revised Principles.....	52
	(a) Chapter 1: Implementation	52
	(b) Chapter 2: Rights of Shareholders	53
	(c) Chapter 3: Equitable Treatment of Shareholders	55
	(d) Chapter 4: The Role of Stakeholders in Corporate Governance.....	57
	(e) Chapter 5: Disclosure and Transparency.....	59
	(f) Chapter 6: Responsibility of the Board.....	61

CHAPTER 4 Implementation of the OECD Principles 2004 64

1.	A Comparative Analysis.....	64
1.1	Framework of Analysis.....	64
1.2	Jordan: Background Information	64
1.3	Australia: Background Information	67
1.4	The Importance of Effective Enforcement Measures	70
2.	The General Rights of Shareholders	72
2.1	Content of the OECD Principles.....	72
2.2	Comparative Analysis.....	73
	(a) Secure Methods of Ownership Registration.....	73
	(b) Convey or Transfer Shares.....	74
	(c) Obtain Relevant Information on the Corporation on a Timely and Regular Basis ..	75
	(d) Participate and Vote in General Shareholder Meetings	78
	(e) Elect and Remove Members of the Board.....	79
	(f) Share in the Profit of the Corporation.....	81
2.3	Conclusion and Recommendations.....	81
3.	The Shareholders' Right to Participate in General Meetings	81
3.1	Content of the OECD Principles.....	81
3.2	Comparative Analysis.....	82
3.3	Conclusion and Recommendations.....	86

4.	Disclosure Regarding Capital Structure.....	87
4.1	Content of the OECD Principles.....	87
4.2	Comparative Analysis.....	87
4.3	Conclusion and Recommendations.....	89
5.	Markets for Corporate Control.....	89
5.1	Content of the OECD Principles.....	89
5.2	Comparative Analysis.....	90
5.3	Conclusion and Recommendations.....	93
6.	Exercise of Ownership Rights by all Shareholders.....	93
6.1	Content of the OECD Principles.....	93
6.2	Comparative Analysis.....	94
6.3	Conclusions and Recommendations.....	96
7.	Equitable Treatment of Shareholders.....	96
7.1	Content of the OECD Principles.....	96
7.2	Comparative Analysis.....	97
7.3	Conclusion and Recommendations.....	100
8.	Insider Trading and Abusive Self-dealing.....	101
8.1	Content of the OECD Principles.....	101
8.2	Comparative Analysis.....	101
8.3	Conclusion and Recommendations.....	103
9.	Disclosure of Material Interests.....	103
9.1	Content of the OECD Principles.....	103
9.2	Comparative Analysis.....	104
9.3	Conclusion and Recommendations.....	106
10.	The Role of Stakeholders in Corporate Governance.....	106
10.1	Content of the OECD Principles.....	106
10.2	Comparative Analysis.....	107
10.3	Conclusion and Recommendations.....	109
11.	Stakeholders' Right to Redress for Violation of their Rights.....	110
11.1	Content of the OECD Principles.....	110
11.2	Comparative Analysis.....	110
11.3	Conclusion and Recommendations.....	111
12.	Performance Enhancing Mechanisms for Employees.....	112
12.1	Content of the OECD Principles.....	112
12.2	Comparative Analysis.....	112
12.3	Conclusion and Recommendations.....	113
13.	Stakeholders' Right to Access Information.....	113

13.1	Content of the OECD Principles.....	113
13.2	Comparative Analysis.....	113
13.3	Conclusion and Recommendations.....	115
14.	Communication of Concerns about Illegal or Unethical Practice	115
14.1	Content of the OECD Principles.....	115
14.2	Comparative Analysis.....	115
14.3	Conclusion and Recommendations.....	116
15.	Effective and Efficient Insolvency Framework	117
15.1	Content of the OECD Principles.....	117
15.2	Comparative Analysis.....	117
15.3	Conclusion and Recommendations.....	119
16.	General Disclosure Requirements.....	119
16.1	Content of the OECD Principles.....	119
16.2	Comparative Analysis.....	120
16.3	Conclusion and Recommendations.....	128
17.	High Quality Preparation and Disclosure Methods	129
17.1	Content of the OECD Principles.....	129
17.2	Comparative Analysis.....	129
17.3	Conclusion and Recommendations.....	130
18.	The Annual Audit	131
18.1	Content of the OECD Principles.....	131
18.2	Comparative Analysis.....	131
18.3	Conclusion and Recommendations.....	139
19.	Effective Channels for Disseminating Information	139
19.1	Content of the OECD Principles.....	139
19.2	Comparative Analysis.....	140
19.3	Conclusion and Recommendations.....	141
20.	Provision of Analysis and Advice by External Experts.....	141
20.1	Content of the OECD Principles.....	141
20.2	Comparative Analysis.....	142
20.3	Conclusion and Recommendations.....	145
21.	The Responsibilities of the Board.....	145
21.1	Content of the OECD Principles.....	145
21.2	Comparative Analysis.....	146
21.3	Conclusion and Recommendations.....	148
22.	Fair Treatment of all Shareholders	149
22.1	Content of the OECD Principles.....	149

22.2	Comparative Analysis.....	149
23.	Application of High Ethical Standards	150
23.1	Content of the OECD Principles.....	150
23.2	Comparative Analysis.....	150
23.3	Conclusion and Recommendations.....	151
24.	Review, Guide and Monitor Effectiveness of Corporate Strategy	151
24.1	Content of the OECD Principles.....	151
24.2	Comparative Analysis.....	152
24.3	Conclusion and Recommendations.....	155
25.	Monitor Key Executives and Oversee Succession Planning	155
25.1	Content of the OECD Principles.....	155
25.2	Comparative Analysis.....	155
25.3	Conclusion and Recommendations.....	157
26.	Key Executive and Board Remuneration.....	157
26.1	Content of the OECD Principles.....	157
26.2	Comparative Analysis.....	157
26.3	Conclusion and Recommendations.....	159
27.	Transparent Board Nomination.....	159
27.1	Content of the OECD Principles.....	159
27.2	Comparative Analysis.....	160
27.3	Conclusion and Recommendations.....	161
28.	Monitoring Conflicts, Accounting Systems and Disclosure Processes	162
28.1	Content of the OECD Principles.....	162
28.2	Comparative Analysis.....	162
28.3	Comparative Analysis.....	165
29.	Exercising Objective and Independent Judgment.....	166
29.1	Content of the OECD Principles.....	166
29.2	Comparative Analysis.....	167
29.3	Conclusion and Recommendations.....	170
30.	Access to Information	170
30.1	Content of the OECD Principles.....	170
30.2	Comparative Analysis.....	170
CHAPTER 5 Members' Remedies		172
1.	An Analysis of Shareholder Remedies	172
2.	The Oppression Remedy.....	173
2.1	Historical Background	173

2.2	Oppression Defined	175
2.3	The Concept of Company's Affairs	177
2.4	Who Can Apply for Orders	178
2.5	The Court's Power to Make Orders	179
2.6	Analysis.....	179
2.7	Conclusion	181
3.	The Statutory Derivative Action.....	182
3.1	Historical Background	182
3.2	The Rule in <i>Foss v Harbottle</i> and its Exceptions	184
3.3	Exceptions to the Proper Plaintiff Rule	185
	(a) Fraud on the Minority.....	185
	(b) Special Resolution.....	186
	(c) Illegal Acts or Ultra Vires	186
	(d) Personal Rights.....	186
	(e) Interests of Justice	186
3.4	Who May Bring a Statutory Derivative Action?	187
3.5	Criteria for Granting Leave.....	188
3.6	Court Orders and Powers	190
3.7	Analysis.....	191
3.8	Conclusion	192

CHAPTER 6 Summary of Analysis and Recommendations 193

1.	Summary of Analysis.....	193
1.1	The Role of Corporate Governance	193
1.2	The OECD Principles	194
2.	Recommendations.....	194
2.1	General Recommendations	195
2.2	Shareholder Protection.....	196
2.3	Stakeholder Protection	198
2.4	Disclosure and Transparency	199
2.5	Responsibilities of the Board	201
3.	Final Remarks	203

APPENDIX..... 204

BIBLIOGRAPHY 213