Preface


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.

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

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