

CHAPTER 2

CORPORATE GOVERNANCE

1. A sole proprietorship is a business owned by one person, a partnership is a business with shareholder-managers called partners. Most partners will have unlimited liability although some partners will have limited liability. A corporation is a business with limited liability shareholders who do not normally manage the firm. The weaknesses and strengths of each business form are as follows:

	Corporation	Partnership
Liquidity and marketability	Shares can be exchanged without termination of the corporation. Shares can be listed on a stock exchange.	Shares are subject to substantial restrictions on transferability. There is usually no established trading market for partnership shares.
Voting rights	In single-tier board structures, usually each share of equity entitles the holder to one vote per share on matters requiring a vote and on the election of the directors. Directors determine top management.	Some voting rights by limited partners. However, general partners have exclusive control and management of operations.
Taxation	Corporations may have double taxation: Corporate income is taxable, and dividends to shareholders are also taxable. Each country has its own approach to how it deals with double taxation and may give a full or partial rebate on the corporate tax payment.	Partnerships are not taxable. Partners pay personal taxes on partnership profits.
Reinvestment and dividend payout	Corporations have broad latitude on dividend payout decisions.	Partnerships are generally prohibited from reinvesting partnership profits. All profits are distributed to partners.
Liability	Shareholders are not personally liable for obligations of the corporation.	Limited partners are not liable for obligations of partnerships. General partners may have unlimited liability.
Continuity of existence	Corporations may have a perpetual life.	Partnerships have limited life.

Sole proprietorships have roughly the same weaknesses and strengths as partnerships primarily because shareholders are normally managers and have unlimited liability.

2. Clearly the bidder thinks that the £35 is money well spent and that your firm has untapped value that the market does not appreciate. Managers have many agendas, including job safety. However, it is also possible that they do not believe that the bidding company will be good for the company over the longer term.
3. As firms become more complex, the agreements between shareholders and operational considerations necessarily become more complex and problematic. Clearly, since a sole proprietorship has only one owner, there is no need for an agreement between shareholders. The big difference between partnerships and corporations is the separation of ownership and control. Since partners also tend to manage a partnership, there are less governance problems to deal with. This is not the case in corporations.

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M Woodhall



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