

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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Thomas Griffiths



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The Cumulative Book Index, 1988 A world list of books in the English language *Corporate Finance* David Hillier, 2013

The Corporation Dennis Mueller, 2020-04-15 This book reviews the theory of the firm and the large modern corporation Examining the process of entrepreneurial capitalism in which firms come into existence then managerial capitalism and the changing motives of management in corporations The Corporation is a thorough and thoughtful account Of interest to students and academics in Canadian Natural Resource and Environmental Policy, 2nd ed. Melody Hessing, Michael Howlett, Tracy Summerville, 2011-11-01 In this new and updated edition the authors once again examine policy making in one of the most significant areas of activity in the Canadian economy natural resources and the environment and discuss the evolution of resource policies from the early era of exploitation to the present era of resource and environmental management Using an integrated political economy and policy perspective the book provides an analytic framework from which the foundation of ideological perspectives administrative structures and substantive issues are explored Departing from traditional approaches that emphasize a single discipline or perspective it offers an interdisciplinary framework with which to think through ecological political economic and social issues It also provides a multi stage analysis of policy making from agenda setting through the evaluation process The integration of social science perspectives and the combination of theoretical and empirical work make this innovative book one of the most comprehensive analyses of Canadian natural resource and environmental policy to date Its illumination of the key elements of government policy making in this critical sector and its new outline of the evolution of the Kyoto Protocol makes it a useful textbook and resource for students of environmental and public policy policy makers and environmental organizations **Algorithms for Worst-Case Design and Applications to Risk Management** Berç Rustem, Melendres Howe, 2009-02-09 Recognizing that robust decision making is vital in risk management this book provides concepts and algorithms for computing the best decision in view of the worst case scenario The main tool used is minimax which ensures robust policies with guaranteed optimal performance that will improve further if the worst case is not realized The applications considered are drawn from finance but the design and algorithms presented are equally applicable to problems of economic policy engineering design and other areas of decision making Critically worst case design addresses not only Armageddon type uncertainty Indeed the determination of the worst case becomes nontrivial when faced with numerous possibly infinite and reasonably likely rival scenarios Optimality does not depend on any single scenario but on all the scenarios under consideration Worst case optimal decisions provide guaranteed optimal performance for systems operating within the specified scenario range indicating the uncertainty The noninferiority of minimax solutions which also offer the possibility of multiple maxima ensures this optimality Worst case design is not intended to necessarily replace expected value optimization when the underlying uncertainty is stochastic However wise decision making requires the justification of policies based on expected value optimization in view of the worst case scenario

Conversely the cost of the assured performance provided by robust worst case decision making needs to be evaluated relative to optimal expected values Written for postgraduate students and researchers engaged in optimization engineering design economics and finance this book will also be invaluable to practitioners in risk management Ethical Consumption Alex Hiller, Helen Goworek, 2023-04-11 Arising from foundations in green and eco consumerism ethical consumption is a multidisciplinary area of research This shortform book presents an expert view of the empirical evidence on ethical consumption incorporating perspectives from marketing psychology and sociology It takes both a historical and a thematic perspective covering definitions of ethical consumption typologies of ethical consumer practices successes brought about from consumer actions and the current challenges It also focuses on the emergence of contemporary perspectives on ethical consumer behaviour from three discrete perspectives those focusing on consumer segmentation the profiling of ethical consumers those which take a psychological approach the decision making processes which underpin ethical consumption and those which are sociological in nature the identities and practices which underpin ethical consumption The book finally synthesises these perspectives in the context of the problems that are often claimed to exist such as the existence of the attitude behaviour gap and provides conclusions which make recommendations for practice and further research It will be of interest to academics and students of marketing consumption and related fields as well as to practitioners and policymakers who want to understand more about the evidence pertaining to ethical consumers what motivates them and how to encourage and educate them to consume more ethically **Business Sustainability** Zabiollah Rezaee, 2017-09-08

Business sustainability has advanced from greenwashing and branding to being a business imperative Stakeholders including shareholders demand regulators require and companies now need to report their sustainability performance No longer is this a choice for businesses A decade ago fewer than 50 companies released sustainability reports and now more 8 000 global public companies disclose sustainability performance information on some or all five economic governance social ethical and environmental EGSEE dimensions of sustainability performance and this trend is expected to continue Indeed more than 6 000 European public companies would be required to disclose their environmental social governance and diversity information for their 2017 reporting year However the proper determination of sustainability performance accurate and reliable reporting and independent assurance of sustainability information remain major challenges for organizations of all types and sizes Through reading this book you will Identify sustainability strategies to create innovation in new products services energy efficiency environmental facilities and green initiatives Understand the role and responsibilities of all participants in the corporate reporting process including directors officers internal auditors external auditors legal counsel and investors See ways to improve public trust investor confidence business reputation employee satisfaction corporate culture social responsibility and environmental performance Learn all five economic governance social ethical and environmental EGSEE dimensions of sustainability performance separately and their integrated and interactive effects on

achieving the goal of creating sustainable value for all stakeholders including shareholders Learn how to adopt best practices in sustainability development and performance and deliver effective integrated sustainability reporting and assurance

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