

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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Table of Contents Hiller Corporate Finance 2nd Edition Questions

1. Understanding the eBook Hiller Corporate Finance 2nd Edition Questions
 - The Rise of Digital Reading Hiller Corporate Finance 2nd Edition Questions
 - Advantages of eBooks Over Traditional Books
2. Identifying Hiller Corporate Finance 2nd Edition Questions
 - Exploring Different Genres
 - Considering Fiction vs. Non-Fiction
 - Determining Your Reading Goals
3. Choosing the Right eBook Platform
 - Popular eBook Platforms
 - Features to Look for in an Hiller Corporate Finance 2nd Edition Questions
 - User-Friendly Interface
4. Exploring eBook Recommendations from Hiller Corporate Finance 2nd Edition Questions
 - Personalized Recommendations
 - Hiller Corporate Finance 2nd Edition Questions User Reviews and Ratings
 - Hiller Corporate Finance 2nd Edition Questions and Bestseller Lists
5. Accessing Hiller Corporate Finance 2nd Edition Questions Free and Paid eBooks

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 - Hiller Corporate Finance 2nd Edition Questions Budget-Friendly Options
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 - Hiller Corporate Finance 2nd Edition Questions Compatibility with Devices
 - Hiller Corporate Finance 2nd Edition Questions Enhanced eBook Features
 7. Enhancing Your Reading Experience
 - Adjustable Fonts and Text Sizes of Hiller Corporate Finance 2nd Edition Questions
 - Highlighting and Note-Taking Hiller Corporate Finance 2nd Edition Questions
 - Interactive Elements Hiller Corporate Finance 2nd Edition Questions
 8. Staying Engaged with Hiller Corporate Finance 2nd Edition Questions
 - Joining Online Reading Communities
 - Participating in Virtual Book Clubs
 - Following Authors and Publishers Hiller Corporate Finance 2nd Edition Questions
 9. Balancing eBooks and Physical Books Hiller Corporate Finance 2nd Edition Questions
 - Benefits of a Digital Library
 - Creating a Diverse Reading Collection Hiller Corporate Finance 2nd Edition Questions
 10. Overcoming Reading Challenges
 - Dealing with Digital Eye Strain
 - Minimizing Distractions
 - Managing Screen Time
 11. Cultivating a Reading Routine Hiller Corporate Finance 2nd Edition Questions
 - Setting Reading Goals Hiller Corporate Finance 2nd Edition Questions
 - Carving Out Dedicated Reading Time
 12. Sourcing Reliable Information of Hiller Corporate Finance 2nd Edition Questions
 - Fact-Checking eBook Content of Hiller Corporate Finance 2nd Edition Questions
 - Distinguishing Credible Sources
 13. Promoting Lifelong Learning
 - Utilizing eBooks for Skill Development

- Exploring Educational eBooks

14. Embracing eBook Trends

- Integration of Multimedia Elements
- Interactive and Gamified eBooks

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