Preface*

This legal exposition on *The Company Share* has taken longer to write than was initially anticipated. This may be due to the fact that I have been teaching Company Law for some 40 years and had been studying it as an undergraduate/postgraduate for several years before that. An accumulation of knowledge has its disadvantages, particularly in a volatile subject like Company Law where the ‘established’ easily becomes the ‘supplanted’. Or it may be due to advanced age dulling sharpness of perception. Whatever the reason, delay in committing thoughts to paper has been the result.

The unit of the share is central to the operation of regulatory structure that we know as Company Law (or, if we wish to be modern in our use of discourse, ‘Corporate Law’). With the pace of globalisation and the apparently inexorable process of convergence in Company Law, that statement of the position is incontrovertible for virtually every developed legal system in the world. In modern parlance, the share has ‘gone viral’. That said, very often we make assumptions about our understanding of what a company share is. In university degree courses on Company Law in the UK our perception of the company share sometimes operates at close to subliminal level. Aspects of the specific rules dealing with company shares are often treated on a fairly random basis – so, for instance, they appear on any discussion of share capital maintenance, corporate constitution, powers of directors, rights of minority shareholders and takeovers, to name but a few topics. But generally, there is little time allocated for a holistic analysis of this pivotal feature of Corporate Law. This monograph gives me the opportunity to focus my thoughts exclusively on the institution of the company share, and I hope that this reflective exercise will be of benefit to readers.

The text will seek to chart the changing patterns of regulation in so far as they affect shares and will consider the extent to which shareholder rights in the UK have been altered in recent years, particularly in the wake of the Companies Act 2006 and the subsequent copious amending legislation. The historical overview of the company share over the long term will not be ignored. Certain cultural and political ramifications of

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the share will require explanation. We have to accept the fact that the share has become the leading player in the world of intangible assets in which we live and that reality requires comment. Some speculation (and it can be no more than that) on the implications of ‘Brexit’ will be entered into. Other potential future developments that might affect the standing of the company share will be highlighted. The implications of blockchain technology will be raised, but the truth of the matter is that at the moment no one knows where that development will lead. The text will also seek to reflect on the impact of public policy on the law relating to company shares. It will highlight the tension that exists between the legitimate expectations of private property ownership in respect of the holding of shares and the requirements of public interest which may require ‘regulatory takings’.

A number of individuals have offered me assistance and valuable insights in their dealings and discussions with me. These include Kayode Akintola, Peter Bailey, Mark Butler, David Campbell, Ming Du, Sara Fovargue, Alisdair Gillespie, Steve Griffin, Phil Lawton, Michael Lower, Angus MacCulloch, Gerry McCormack, John Murphy, Lorna Pimperton, David Sugarman, Horace Yeung and Jingchen Zhao. Thanks are due to these individuals. Needless to say, our views on every issue discussed do not always coincide, but discussion with these scholars has proved invaluable. I would like once again to express my gratitude to Catherine Deering for her invaluable research and technical assistance on this latest publishing venture. A number of colleagues at Edward Elgar have provided great professional advice in seeing this monograph through to completion; in particular I would like to express my gratitude to Ben Booth, David Fairclough, Iram Satti and Amber Watts. Thanks are due to the anonymous referees who commented in a constructive way upon the original proposal for this text. I would like to acknowledge the support of the University of Lancaster for making available research leave to facilitate the completion of this project.

At the end of the day, the responsibility for any errors in this text rests solely at my door. The law is stated as it stood on 30 January 2018.

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