
Contributors

Carlo Amatucci, Professor of Law, The University of Naples Federico II, Italy

Carlo Amatucci is Professor at the Department of Political Science of the University of Naples Federico II, where he currently teaches Commercial Law and Comparative Corporate Law, and Director of the Departmental Course in Sciences of Administration and Organization.

In past years he has also taught the Law of Financial Markets. His primary research interests deal with corporate governance and financial markets. He is a member of the Research Doctorate Board in Commercial Law at the State University of Milan and a member of the regional editorial board of *Giurisprudenza Commerciale* and of the editorial board of *Vestnik*, the Law Faculty Journal of Saint Petersburg State University.

Anita Anand, Professor of Law, University of Toronto, Canada

BA (Hons) (Queen's) 1989, BA (Hons Juris) (Oxon) 1991, LLB (Dalhousie) 1992, LLM (Toronto) 1996, joined the University of Toronto Faculty of Law from Queen's University in 2006. She is a Professor at the Faculty of Law at the University of Toronto and served as Associate Dean (JD Program) from 2007–09. She is the Academic Director of the Centre for the Legal Profession including its Program on Ethics in Law and Business. She is also Senior Fellow, Massey College and is cross-appointed to the University of Toronto's School of Public Policy and Governance. During the 2009–10 academic year, Professor Anand was a Visiting Scholar at the Bank of Canada in Ottawa and a Herbert Smith Visitor at the University of Cambridge.

In 2006, she was a Canada-U.S. Fulbright Scholar and Visiting Olin Scholar in Law and Economics at Yale Law School. During Fall 2005, she was a Visiting Lecturer in Law at Yale Law School where she taught comparative corporate governance. She is the recipient of research grants from the Social Sciences and Humanities Research Council of Canada (three awards), the Foundation for Legal Research (three awards), the Connaught Foundation as well as the Canadian Association of Law

Teachers' Scholarly Paper Award (2003). In Fall 2004, she received the Queen's Law Students' Society Award for Excellence in Teaching and in Fall 2006, she and co-authors Frank Milne and Lynnette Purda were awarded the Best Paper in Managerial Finance by the *International Journal of Managerial Finance* for their empirical research relating to corporate governance.

Professor Anand has conducted research for the Five Year Review Committee, the Wise Person's Committee, and the Task Force to Modernize Securities Legislation in Canada. She was the inaugural Chair of the Ontario Securities Commission's Investor Advisory Panel from 2011–12, the Editor of Canadian Law eJournal, published by the Legal Scholarship Network, and the past President of the Canadian Law and Economics Association. In 2012, she was appointed to the Bertha Wilson Honour Society by the Schulich School of Law for service to the legal profession. Since 2010, she has served on the Chief Justice of Ontario's Advisory Committee on Professionalism. Her main research areas relate to the regulation of capital markets and include a focus on corporate and securities law as well as ethics and the corporation.

Vivienne Brand, Senior Lecturer, Law School, Flinders University, Australia

Vivienne Brand researches and teaches in the Law School at the Flinders University of South Australia, with a research focus on corporate law and ethics. Vivienne's doctorate was undertaken in the area of business ethics and considered cross-cultural issues in that context; she also holds a Master of Laws from the University of London, majoring in commercial law and a Masters degree in Education. Vivienne has published nationally and internationally on topics related to corporate law, business ethics and legal education. Recent publications have dealt with whistleblowing and the use of bounties to encourage whistleblowing activity, class actions and litigation funding in Australia, and enforcement of liquidator obligations. Developments in corporate whistleblowing are a particular focus of Vivienne's current research work. Vivienne teaches principally in the area of corporate law and her current teaching responsibilities include a compulsory undergraduate corporate law subject in which ethical issues related to companies and to corporate legal practice form a compulsory element. Before commencing an academic career Vivienne worked in private legal practice for a number of years, with an emphasis on banking and finance and general commercial work, as well as in-house within the treasury operations of a banking corporation.

Theresa A. Gabaldon, Professor, George Washington University, USA

Theresa A. Gabaldon is the Lyle T. Alverson Professor of Law at The George Washington University Law School. She also serves as the Director of Academic Programs and Administration for GW's Center for Law Economics and Finance, and is the Co-Director of GW's LL.M. in Business and Finance. Professor Gabaldon specializes in accounting, corporate and securities law and professional responsibility. She is the author or co-author of multiple books and articles in these fields. Some of her recent scholarship has focused on the regulation of municipal securities and on the importance of math for transactional lawyers. Before joining the faculty of the Law School in 1990, Professor Gabaldon was a member of the law faculties of the University of Colorado and the University of Arizona (and was the first Professor of Latino Heritage at each). Before entering academia, she was an associate and then a partner with the law firm of Snell & Wilmer in Phoenix. She is a graduate of Harvard Law School and the University of Arizona School of Business and Public Management. She is a member of Latino Law Professors and has served as a member of a number of committees and task forces, including the Colorado Supreme Court's Task Force on Gender Bias and the committee responsible for drafting the Association of American Law Schools' Statement of Good Practices by Law Professors.

Michelle M. Harner, Professor of Law, University of Maryland Francis King Carey School of Law, USA

Michelle M. Harner is a Professor of Law and the Director of the Business Law Program at the University of Maryland Francis King Carey School of Law. She teaches courses in Bankruptcy and Creditors Rights, Business Associations, Business Planning, Corporate Finance, and Legal Profession. Professor Harner is widely published and lectures frequently on various topics involving corporate governance, financially distressed entities, risk management, and related legal issues. Her most recent publications appear or are forthcoming in the *Vanderbilt Law Review*, *Notre Dame Law Review*, *Washington University Law Review*, *Minnesota Law Review*, *Fordham Law Review* (reprinted in *Corporate Practice Commentator*), *Washington & Lee Law Review*, *University of Illinois Law Review*, *Arizona Law Review* (reprinted in *Corporate Practice Commentator*), and *Florida Law Review*. Professor Harner currently is serving as the Reporter to the ABI Commission to Study the Reform of Chapter 11. She previously was in private practice in the business restructuring, insolvency, bankruptcy, and related transactional fields,

most recently as a partner at the Chicago office of the international law firm Jones Day.

Jennifer G. Hill, Professor of Corporate Law, Sydney Law School, Australia

Jennifer Hill is Professor of Corporate Law and a Director of the Ross Parsons Centre of Commercial, Corporate and Taxation Law. She is known for her work in comparative corporate law and governance. A graduate of the University of Sydney and Oxford University, Jennifer has been a Visiting Professor at several international law schools, including Vanderbilt University, University of Virginia, University of Texas and Cornell.

Jennifer is a Research Associate of the European Corporate Governance Institute (ECGI) and a Fellow of the Australian Academy of Law (AAL). She is a member of the corporations law editorial board of Cambridge University Press, the Advisory Council of the Centre for International Finance and Regulation (CIFR) and the External Advisory Panel of the Australian Securities and Investments Commission (ASIC).

S.H. Goo, Professor of Law, The University of Hong Kong

Say H. Goo is Professor and Director of The University of Hong Kong, Faculty of Law's Asian Institute of International Financial Law (AIIFL) and Japan and Korea Programme, and Deputy Director of HKU's Ronald Coase Centre for Property Rights Research (RCCPRR). A graduate of the University of Leicester (LLB) and the University of East Anglia (LLM), he joined HKU in 1995 after over five years of teaching at the University of East Anglia and the University of Exeter. Over the years, he has taught many subjects including Contract Law, Land Law, Company Law, Insolvency Law, Trust, and Corporate Governance. At HKU, he has also served as Deputy Head of Department of Law, Admissions Tutor, Founding Director of AIIFL and Founding Director of the LLM (CFL) Programme. He is currently Honorary Visiting Professor at the University of Exeter Law School.

He is on the editorial board of the *Journal of Business Law*, *Hong Kong Law Journal*, *Company and Securities Law Journal* (Australia), *Property Law Review* (Australia), and has acted as reviewer for Cambridge University Press, HKU Press, Ashgate Publishing Ltd, Cavendish Publishing Ltd, *Journal of Corporate Law Studies* (UK), *Hong Kong Law Journal*, *Company and Securities Law Journal* (Australia), and *Journal of Business Law* (UK), and some universities' promotional exercises.

Marcos Jaramillo, Professor of Law, Pontificia Universidad de Chile

Marcos Jaramillo, Ph.D. in Law from Kobe University in Japan. He is an Attorney-at-Law, Professor of Asian Laws and Public International Law, Director of the Asian Studies Center CEA-UC of Pontificia Universidad Católica de Chile. He has been appointed as one of the Directors of the Confucius Institute of the same university. He is also a Member of the Chilean National Commission for Scientific and Technological Research, Advanced Human Capital Formation, Law Committee, and a Member of the Chilean Bar Association.

Professor Jaramillo has been teaching Chinese Law and Japanese Law at Pontificia Universidad Católica de Chile as a regular course since 2005, the first of its kind in Latin America. He has also organized two summits on Chinese Law and Practice with famous speakers such as Donald C. Clarke and Daniel Harris.

Professor Jaramillo has conducted legal research in Chile, China (Tsinghua University and Shanghai Jiao Tong University) and Japan (Kobe University and the Institute of Development Economics Ide-Jetro), writing on topics ranging from Criminal Procedure Law to Corporations. He is the author of the Spanish version of a book on Japanese Criminal Procedure. He has also authored several articles on various law topics, such as the Legal Bridge between China and the West (in Chinese), the Japanese Corporation (in Spanish) and the Chilean Banking Corporation (in Japanese). He also has translated into Spanish an article in English about the Chinese State Owned Enterprises (SOEs), and he regularly writes on newspapers and appears on Chilean TV as a specialist on China news.

Désirée Klingler, LLM Corporate and Financial Law, University of Hong Kong

Désirée is currently working as a junior associate at a leading Swiss corporate law firm in the practice groups banking and finance, mergers and acquisitions, as well as arbitration. Her main research interests lie in the areas of corporate finance, corporate governance and securities law, as well as international commercial arbitration and financial markets law. Désirée has previously worked as a research assistant at the Chair for Private, European and Economic Law at the University of Zurich where she has co-authored a textbook on Swiss contract law (2012) with Prof. Dr. Huguenin. She is further co-author of a commentary on the UN sales law (forthcoming) edited by Dr. Brunner, Adj. Prof. of the University of Bern. Désirée is a graduate of the University of Hong Kong (LLM in

Corporate and Financial Law) and the University of Zurich (Bachelor and Master of Law). She is pursuing her interest in arbitration, participating in the Willem C. Vis Commercial Arbitration Moot in Vienna where she achieved the Pieter Sanders Award for the Best Memorandum for Claimant.

Andrea Lista, Associate Professor in Commercial Law, University of Southampton, UK

Andrea Lista, Dott. Giur. LL.D. (Italy), LLM (Soton), PhD (London). He has notably worked as a legal adviser to a multinational enterprise leading in underwater technology and has been a legal consultant to the European Parliament. He has lectured for several years in various areas of commercial law (international trade, competition law, international commercial arbitration, internal market law and corporate law) in Southampton and London, and he is a very active legal consultant. Andrea has vast experience in international commercial law, and he is a legal consultant to companies and law firms.

Jeff MacIntosh, Professor of Law, University of Toronto, Canada

Jeff MacIntosh holds the Toronto Stock Exchange Chair in Capital Markets at the Faculty of Law and is a past Associate Director and Director of the Capital Markets Institute at the University of Toronto. He holds law degrees from Harvard and Toronto, and a Bachelor of Science degree from M.I.T. He was appointed a John M. Olin Fellow at Yale Law School in 1988–89. He also served as a member of the Ontario Securities Commission Task Force on Small Business Financing in 1996.

Professor MacIntosh is the author (with Chris Nichols) of a textbook on securities regulation. He has also authored numerous articles on a variety of corporate and securities law topics, including directors' fiduciary duties, controlling shareholders' duties, corporate governance, minority shareholders' rights, takeover bids, insider trading, the legal mandate of the Ontario Securities Commission, the role of retail and institutional investors in Canadian capital markets, prospectus disclosure, continuous disclosure, the oppression remedy, shareholders' dissent rights, and whether Canada should move to a national securities regulator. His recent research has focused on the law and financial economics of funding small technology start-ups, with an emphasis on venture capital. He has taught a finance-based course in venture capital financing for the past 15 years, and has also been closely involved in spinning off a start-up company

from the Chemistry Department at the University of Toronto. Professor MacIntosh (with Douglas Cumming) was awarded the Iddo Sarnat Annual Memorial Award for the best paper published in the *Journal of Banking and Finance* (an international finance journal) in 2003 (for a paper on venture capital exits).

Adolfo Paolini, Senior Lecturer in Commercial Law, University of Buckingham and Consultant, DACBeachcroft LLP, London, UK

Adolfo Paolini, PhD (Southampton) LLM (Cardiff) LLB (UCAT Venezuela), is Senior Lecturer in Commercial Law and LLM Director in the University of Buckingham. His area of expertise, research and practice includes Banking, Company and Insurance Law. His PhD thesis on the nature of Directors' and Officers' Liability insurance was published by Informa Professional in London UK and in 2009 the British Insurance Law Association awarded Adolfo and his co-author the BILA book prize 2009 for their formidable contribution to the area of insurance law. Adolfo is also the vice chairman of the civil liability working party in AIDA (Association Internationale de Droit des Assurances). He is consultant to the DACBeachcroft LLP, a law firm based in London with offices in more than 14 jurisdictions, where he advises on issues regarding D&O Insurance, Financial Lines, Comparative Insurance Law and Latin America Legal Disputes.

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Pedro Pais de Vanconcelos is a Professor of Law in the University of Lisbon with extensive experience in the fields of Civil Law, Commercial Law, Banking Law, Companies Law, Intellectual Property Law and Bioethics Law. He is a member of the Project Group 'Restatement of European Insurance Contract Law' – Principles of European Insurance Contract Law (PEICL). Member of the Roberto Schlessinger Association and participant on the 'The Common Core of European Private Law' on Commercial Trust and Administration of Property and on Personality Rights in European Tort Law. Member of IVM – Instituto dos Valores Mobiliários da Faculdade de Direito de Lisboa (Institute for Financial Services of the Faculty of Law of the University of Lisbon). Chairman of the AIDA-International Association of Insurance Law – Portuguese Section and a member of the Institute for Securities Law of the Faculty of Law in the University of Lisbon.

Susan Watson, Professor of Law, University of Auckland, New Zealand

Susan Watson is a Professor in Law, who writes, teaches and consults in the areas of company law, in particular the nature of the company, and directors' duties and liabilities. She has published widely in these areas both locally in publications such as the *New Zealand Business Law Quarterly*, and the *New Zealand Universities Law Review* and internationally in publications such as the *Law Quarterly Review*, *Journal of Business Law*, the *Journal of Corporate Law Studies* and the *Company Lawyer*. She is also an editor and chief contributor to the text *The Law of Business Organisations* (now in its fifth edition), and an author and editor J Farrar and S Watson (ed.) *Company and Securities Law in New Zealand* (second edition). Susan is the New Zealand editor for the *Journal of Business Law* and is the joint editor of the *New Zealand Business Law Quarterly*. She is a member of Global Women New Zealand and is a visiting Professor at Vanderbilt Law School and Tilburg University.

Within her areas of specialisation, Susan is particularly interested in the legal relationship between shareholders and boards, the role of the board, corporate governance and the liability of company directors and professionals. She is currently part of a research project looking at the relationship between leadership and governance. Her own research is currently focused on the development of internal rules in companies.

Before joining the University, Susan worked as a staff solicitor and associate in two city law firms. Before joining the Law School she was Professor of Commercial Law in the Business School where she was Head of Department from 2008 to 2011 and Associate Dean Academic Faculty in 2011. She is currently Deputy Dean of the Law School and joint Director of the Research Centre for Business Law.