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Nota di contenuto	Cover; Title Page; Acknowledgement; Chapter I Introduction; 1.1 Controlling Shareholder Opportunism; 1.2 Standard-Based Strategies; 1.3 The Research Issue and Sub-Issues; 1.4 Individual Jurisdiction Study; 1.5 Structure of the Book; Chapter II Shareholder Dynamics and Agency Problem; 2.1 Shareholders' Control Rights; 2.1.1 Shareholder as Risk Capital Provider; 2.1.2 Legal Nature of the Company; 2.1.3 Shareholder Control; 2.1.3.1 Matters Subject to Shareholder Voting; 2.1.3.2 Implications of Shareholder Voting Rights; 2.1.4 Conflict of Interests within Shareholder Group 2.2 The Agency Theory 2.2.1 Agency Relationship; 2.2.2 Agency Problem; 2.2.2.1 An Utility Maximizing Agent; 2.2.2.2 Agency Cost; 2.2.3 The Strategies: An Overview; 2.3 Dealing with the Controlling v. Minority shareholders Conflict; 2.3.1 Affiliation Rights; 2.3.2 Reward Strategy; 2.3.3 Decision Rights Strategies; 2.3.4 Rules and Standards; Chapter III Fiduciary Duty: The Standard-based Strategy; 3.1 Director's Fiduciary Duty; 3.1.1 The Fiduciary Relationship; 3.1.2 Director as a Fiduciary; 3.1.3 The Standard-Based Strategy in Evolution: Director-Related Transaction Regulation as an Example

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Sommario/riassunto

Controlling shareholders have largely unbalanced power in the governance structure of corporations, which leaves the minority shareholders vulnerable to being exploited. One way to deal with the problem is to allow minority shareholders to sue a controlling shareholder when they think they have been treated unfairly by the said controlling shareholder, and the challenged conduct will be reviewed by court under certain standard pre-set by law. Legal practitioners and economists consider this kind of solution a standard-based strategy. This book discusses how to use these standard-based strategi
