Fall 2000
Final Examination
COMPARATIVE CORPORATE LAW

QUESTION 1
(suggested time 30 minutes; 30 points)

A partner at your firm has just come back from a conference in Berlin (which eh did not let you attend because it might be too ‘expensive’). He is effusive about everything he has learned. But he is confused – he was told at the conference that neither American courts nor American legislatures ever use comparative law methods in arriving at decisions about the interpretation of their state corporate laws and that comparative law is useful only to show that your system is better than others.

Write a memo to the partner analyzing, with appropriate examples, these statements.

QUESTION 2
(suggested time 30 minutes; 30 points)

You are a young lawyer looking to do some pro bono work in international law. The newly liberated state of Afghanistan has announced plans to join the global economy. Sadly, since the second to last liberation of this nation by the Soviets, the country has done without a corporate code of any kind.

A partner at the firm, knowing about your interest in comparative corporate law, has let it be known that he has been appointed to a committee to draft a new corporate statute for Afghanistan. He believes that the easiest way to solve Afghanistan’s problems, and bring it into the 21st century, is to have Afghanistan adopt the Revised Model Business Corporation Act verbatim.

The partner has asked you to comment on his suggestion. Write the partner a memo explaining in detail the benefits and pitfalls of adopting this approach as well as the probability of success.

QUESTION 3
(suggested time 30 minutes; 30 points)

Comment, with detailed explanation and examples, on the following statement:

The structure and politics of the People’s Republic of China has affected that country’s approach to corporate law; Chinese corporations have little in
common with corporations in Japan or the West.

QUESTION 4
(suggested time 30 minutes; 30 points)

Comment critically, with examples, on the following statement:

A corporation is a legal fiction, the creature of the state that created it. That theory of legal personality completely explains the approaches to judicial and legislative lawmaker with respect to corporations in the United States, Europe, and Japan.