

Contents

<i>List of illustrations</i>	xv
<i>Other publications by this author</i>	xvi
<i>Acknowledgments</i>	xviii
 Prologue	 1
<i>Notes on limitations and usage of terms</i>	4
<i>Notes on style</i>	5
 1 Review of corporations and corporate law, contract law, property law, agency law, and trust law	 7
<i>Introduction</i>	7
<i>Corporations: creation, governance and operations, and ownership and control</i>	8
Creation of corporations	8
Governance and operations of corporations	9
Corporate governance in statutory law	9
Property and property rights	13
Ownership and control of corporations	13
Directors' duties	16
Shareholders' rights	21
<i>Corporations and contract law, property law, agency law, and trust law</i>	26
Corporations and contract law	26
Promises	27
Offer and acceptance—agreement	27
Consideration	27
Surrender of rights	28
Capacity/parties	28
Purpose	28

The Uniform Commercial Code	29
Complete and incomplete contracts	29
Corporations and property law	30
Shareholders as owners of corporate property	31
Shareholders as owners of the corporation	31
Shareholders as beneficial owners of the corporation	32
Shareholders as residual owners/residual claimants of the corporation	32
Shareholders as investors in the corporation	35
Corporations and agency law	37
Corporations and trust law	39
<i>Chapter summary</i>	40

PART I

Economic, finance, investment, and accounting considerations 45

2 Corporations and economic considerations 47

Introduction 47

Corporations and microeconomic considerations 47

Supply 48

Scarce resources and resources of production 48

Production functions and allocation of resources of production 50

Production costs and resources of production 51

Corporations and macroeconomic considerations 52

Gross domestic product and national income 52

Savings and investment 53

Chapter summary 53

3 Corporations and finance considerations 56

Introduction 56

Finance considerations: corporations 56

Corporations, financial capital, securities laws, and the securities market 57

Finance considerations: owners of shares and investors in shares 61

Owners of shares and investors in shares: financial capital and securities markets 61

Owners of shares and investors in shares: scarce resources 61

Chapter summary 62

4	Corporations and investment considerations: Corporations, owners of shares and investors in shares	64
---	--	----

Introduction 64

Investment considerations: corporations 64

Corporate investment and economics 65

Corporate investment and financial statements 66

Weighted average cost of financing 66

Investment considerations: owners of shares and investors in shares 67

Owners of shares and investors in shares 67

Financial Asset Pricing Model 67

Chapter summary 69

5	Corporations and accounting considerations: Corporations, owners of shares, and investors in shares	71
---	---	----

Introduction 71

Accounting considerations: corporations and financial reporting 72

Corporations, corporate financial statements, and the capital account 73

Corporations and the “capital account” 74

Accounting considerations: owners of shares and investors in shares 76

Owners of shares, investors in shares, and corporate financial statements 76

Owners of shares and investors in shares: the “capital account” revisited 77

Chapter summary 78

PART II

	The nature and theory of the firm	81
--	--	----

6	The nature of the firm	83
---	------------------------	----

Introduction 83

Multiple natures of the firm 84

Chapter summary 91

7	The theory of the firm	93
---	------------------------	----

Introduction 93

The theory of the firm 93

Agency theory, agency costs, and transaction costs 96

Property rights 104

Nexus of contracts 107

Incomplete contracts 109

Chapter summary 113

PART III

Capital, capitalism, and the Communist Manifesto

117

8 Capital

121

Introduction 121

Types of capital 123

Financial capital 124

Securities laws 125

Financial capital and the FASB Conceptual

Framework 127

Financial capital and the Financial Asset Pricing

Model 129

Weighted average cost of financing 131

Physical/productive/industrial capital: the resource of
production 132

The money-commodity/financial capital-physical capital cycle 134

The capitalist/entrepreneur cycle 134

The corporate cycle 136

Chapter summary 140

9 Capitalism

145

Six blind men and capitalism: a parody 145

Introduction 145

The origin and history of capitalism 147

Karl Marx 151

Werner Sombart 153

Max Weber 155

Types of capitalism 159

Financial capitalism 160

Productive/industrial capitalism 161

Corporate capitalism 161

Capitalism, corporations, and the theory of the firm 164

Chapter summary 164

10 Marx, capital, capitalists, and capitalism 168

Introduction 168

Marx and capital 169

Marx and private property 169

Marx and financial capital 170

Marx and productive capital 171

Marx and capitalists 171

Marx and capitalism 172

Marx and corporations 173

Marx and the Communist Manifesto 175

Chapter summary 175

PART IV

Economics and corporate law 177

11 **Review of the contradictions of corporate law 179**

Introduction 179

The contradictions of property law and corporate law 179

Shareholders are owners of corporations 179

Shareholders are beneficial owners of corporations 180

Shareholders are residual claimants/residual owners of corporations 181

Shareholders are investors in the corporation 182

The contradictions of agency law and corporate law, and the contradictions of trust law and corporate law 183

Directors are agents of shareholders 183

Directors are trustees of shareholders 184

Directors owe a fiduciary duty to shareholders 185

Chapter summary 187

12 The contradictions of corporate law, economics, finance, investment, accounting, and the theory of the firm 189

Introduction 189

The contradictions of corporate law and economics 190

The contradictions of corporate law, finance, investment, and accounting 192

The contradictions of corporate law and the theory of the firm 193

Chapter summary 194

Epilogue	195
<i>Summary of chapters</i>	196
<i>Summary</i>	199
<i>Index of Subjects</i>	202
<i>Index of Cases and Statutes</i>	204
<i>Index of Authors</i>	205