

DISTINGUISHED VISITOR LECTURE

THE NEW CORPORATE LAW OF CORPORATE GROUPS

WEDNESDAY, 15 JANUARY 2025 || 6:00PM TO 7:15PM || WEE CHONG JIN MOOT COURT, NUS LAW



PROFESSOR MARIANA PARGENDLER
BENEFICIAL PROFESSOR OF LAW
HARVARD LAW SCHOOL

ABOUT

"The New Corporate Law of Corporate Groups" explores how corporate law treats legal entity boundaries in groups of companies. This study reveals an overlooked global development that has accelerated in the 21st century. Corporate law rules of internal governance increasingly overcome entity boundaries and apply on a pass-through basis, such as by allowing shareholders of a parent company to sue subsidiary directors, inspect subsidiary books and records, and approve significant asset sales by subsidiaries. However, the adoption of entity transparency varies across jurisdictions, leading to unnoticed gaps in investor protection. Notably, there is little correlation between a jurisdiction's willingness to bypass entity boundaries for shareholder rights and imposing shareholder liability for the benefit of creditors. The lecture delves into the economic rationale for the distinct treatment of entity boundaries with respect to shareholders and creditors, as well as the broader theoretical and normative implications. It highlights the need to deconstruct various dimensions of corporate separateness and challenges the notion that overcoming such separateness invariably requires exceptional circumstances—conclusions that hold significance for other areas of law.

PROGRAMME

- 5.30PM** Registration
- 6.00PM** Lecture by Prof. Mariana Pargendler
- 7.00PM** Q&A session moderated by Prof. Tan Cheng Han, S.C.
- 7.15PM** Reception

REGISTRATION

Register at nus.edu/4emnNmO
or scan the QR code

Closing Date: 10 January 2025
Contact: ewbclb@nus.edu.sg



SPEAKER



PROFESSOR MARIANA PARGENDLER
BENEFICIAL PROFESSOR OF LAW
HARVARD LAW SCHOOL

Mariana Pargendler is the Beneficial Professor of Law at Harvard Law School. Her scholarship focuses on corporate law, corporate governance, and contract law from economic and comparative perspectives. She has published over 30 articles in various journals and edited volumes, including the Yale Law Journal, the Stanford Law Review, the University of Pennsylvania Law Review, and the American Journal of Comparative Law, among others. She is also a coauthor of *The Anatomy of Corporate Law: A Comparative and Functional Approach* (Oxford University Press, 2017), a leading academic treatise on comparative corporate law.

Before joining Harvard Law School, Professor Pargendler served as Professor of Law at FGV Law School in São Paulo, Brazil, where she also directed the Center for Law, Economics, and Governance. She has served as a Visiting Professor of Law at Columbia, Penn, Stanford, and Yale, and has taught as Global Professor of Law at NYU's Buenos Aires program.

Professor Pargendler holds LL.M. and J.S.D. degrees from Yale Law School, as well as LL.B. and PhD degrees from the Federal University of Rio Grande do Sul (Brazil). Prior to entering academia, she practiced in the areas of corporate governance and M&A in the New York office of Weil, Gotshal & Manges LLP.

CHAIRPERSON



PROFESSOR TAN CHENG HAN, S.C.
CHIEF STRATEGY OFFICER
NUS LAW

Professor Tan Cheng Han, S.C. was Dean of the NUS law school from 2001 to 2011, Chairman of the NUS EW Barker Centre for Law and Business from 2012 to 2019, and Dean of the City University of Hong Kong School of Law from 2019 to 2022. He is presently the Chief Strategy Officer of NUS Law. His other current roles include being a Senior Consultant at Wong Partnership LLP, Chairman of Singapore Exchange Regulation Pte Ltd, President of the Asian Law Schools Association, and a member of the Singapore Business Federation's Board of Trustees. He maintains an active practice as counsel and arbitrator and in 2024, the Law Society of Singapore conferred the C C Tan Award to Professor Tan. This Award recognizes an individual who exemplifies the highest ideals of the legal profession, namely honesty, integrity and fair play.

Professor Tan has been active in public service. These include being Chairman of the Public Accountants Oversight Committee and Caritas Singapore, Deputy Chairman of Sport Singapore, a member of the Securities Industry Council, and the boards of the Competition and Consumer Commission of Singapore and the Accounting and Corporate Regulatory Authority.

Recent publications include: "The Metaverse beyond the internet" (2023) *Law, Innovation and Technology*, DOI: 10.1080/17579961.2023.2245677 (with Daniel Seng); "Vicarious Liability in the Law of Agency" [2022] 2 *Journal of Business Law* 164; "Implied Terms in Undisclosed Agency" (2021) 84 *Modern Law Review* 532; "Mixed Ownership Reform and Corporate Governance in China's State-owned Enterprises" (2020) 53 *Vanderbilt Journal of Transnational Law* 1055 (with Wang Jianguyu); and a co-edited book, *Intermediaries in Commercial Law* (Hart, 2022) to which he contributed a chapter on "Agency, Artificial Intelligence and Algorithmic Agreements".