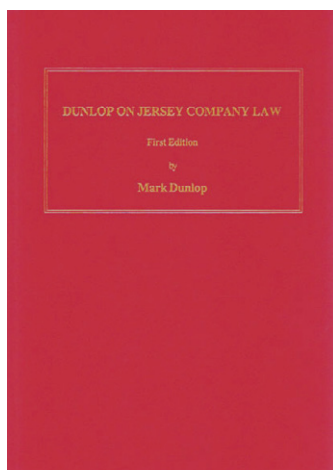


DUNLOP ON JERSEY COMPANY LAW

Steven Meiklejohn praises Mark Dunlop's comprehensive and authoritative commentary on a complex area of law



DUNLOP ON JERSEY COMPANY LAW (FIRST EDITION)

By Mark Dunlop

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D*unlop on Jersey Company Law*, published in early 2011 and commended by the Bailiff as a 'valuable work', is the first comprehensive textbook to deal with Jersey company law and is an important piece of literature for local practitioners and professionals alike. Its author, Mark Dunlop, a Jersey Advocate and Partner of Bedell Cristin, is already a respected expert in the corporate law field and can now be regarded as an authoritative commentator on the subject.

The book comprises 30 chapters addressing an impressive spectrum of topics ranging from the various types of Jersey company to their incorporation,

the takeover of companies, the issuing of prospectuses and the taxation of companies. Each chapter of the book is notable for its methodical dissection of its subject matter.

Chapters dealing with the more procedural areas of company law, such as the migration of companies and the winding up of companies, provide a clear and orderly progression through the required steps. The comprehensive nature of such chapters is illustrated by the author's reference to ancillary yet critical considerations which, in a procedural area of law, may sometimes be overlooked or not given due attention (for example, the importance of considering

'EACH CHAPTER IS NOTABLE FOR ITS METHODOLOGICAL DISSECTION OF ITS SUBJECT MATTER'

whether a company migrating into Jersey will require a regulatory licence to carry on its business).

The book also dedicates chapters to tackling pervasive themes of corporate law, such as directors' duties and the capacity and authority of individuals acting on behalf of companies. Other chapters are concerned with shareholders' meetings and the functions and operation of the board of directors. Directors and administrators of corporate structures should find these chapters of interest, particularly in applying them to the performance of directorship or corporate governance duties. The exploration of commercial benefit in the

context of guarantees and the ratification processes available where a company has exceeded its authority are equally valuable to client and practitioner alike.

As expected, the author comments on the state of corporate law at the time of writing. However, the author's narrative is not limited to the present and there are a number of helpful references to the old regime to put the current law into context, for example in relation to the taxation of Jersey companies and the maintenance of capital. In the latter case, the contrast between the prior and current law relating to the sources from which distributions to shareholders may be made are of particular use, not least because a number of Jersey companies will have articles drafted under the old regime and being aware of the advantages of the current distribution provisions is essential.

The book is a valuable tool for professionals and students. Jersey lawyers will consider the book a useful source for smoothing the edges of their corporate advice or to reference their established knowledge. Students of Jersey law will savour the comprehensive and authoritative nature of the book, particularly as the study of Jersey law has until recently been notable for its absence of core reference and commentary materials. For industry professionals the book should be useful for exploring the remit of their corporate duties and obligations or as a first port of call for queries arising from the performance of such duties.

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