

# COMPANY AND SECURITIES LAW JOURNAL

Volume 37, Number 8

2020

EDITORIAL – *Editor: Edmund Finnane* ..... 511

## ARTICLES

### **The Intersection of Deadlock and Oppression: A “No-fault Divorce” for the Members of Closely Held Corporations** – *Nikita Angelakis*

Deadlock between the members and directors of a closely held corporation is a classic ground for winding up, given that it is not just and equitable to permit a corporation to continue where its members and directors are unable to regain the trust and confidence lost. However, deadlock has never truly been considered an orthodox ground of shareholder oppression under Pt 2F.1 of the *Corporations Act 2001* (Cth) as it has historically been necessary to identify which side is at “fault” for the breakdown in the relationship. Recent authority has shifted from that position, holding that oppression may consist of a deadlock for which neither or both sides are responsible. This article identifies the conceptual foundation and limits for utilising Pt 2F.1 to resolve “no fault” deadlocks in closely held corporations, by analogy to the jurisprudence developed in winding-up applications on the just and equitable ground. .... 512

### **The Regulation of Short Sellers in Australia** – *Kin Pan*

Following the 2007–2008 global financial crisis, governments around the world introduced wholesale reform to the regulation of short selling, a practice which was believed to have catalysed the crisis. Since then, major criticisms have been levelled at the defectiveness of overseas short selling laws enacted after the crisis. Yet these criticisms remain largely unaddressed in Australia. Against the backdrop of the COVID-19 pandemic, which has triggered renewed dialogue internationally about the role of short sellers in financial markets, this article seeks to assess whether short selling regulation in Australia is fit for purpose. This is achieved by examining the negative and positive narratives about short sellers, which have important regulatory consequences, and the objectives of securities regulation. In doing so, this article criticises Australia’s regulatory approach to short sellers and offers proposals for reform. .... 540

### **COVID-19 Impacts on Financial Market Integration in the ASEAN: Regional Trends, Challenges and Future Outlook** – *Dr Alma Pekmezovic*

An important aspect of regional economic integration is the integration of financial markets. Prior to the outbreak of COVID-19, financial market integration in the Association of Southeast Asian Nations (ASEAN) region was expected to accelerate. ASEAN Member States along with other countries in the Asia-Pacific region, including Australia and New Zealand, took active steps to create an enabling environment for promoting the integration of financial markets and improving banking liberalisation. The launch of the ASEAN Economic Community represented a watershed moment in this process.

However, as countries respond to the current global economic slowdown, they are likely to re-evaluate region-level co-operation on matters of financial and economic policy. To date, ASEAN economic integration has not produced the supranational supervisory structures and centralised institutions associated with integration in other regional trading blocs such as the European Union. This remains a substantial impediment to continued financial market integration, especially in the context of the current COVID-19 crisis. .... 565

---

**VOLUME 37 – 2019–2020**

|                                   |     |
|-----------------------------------|-----|
| Table of Authors – Articles ..... | 577 |
| Table of Authors – Sections ..... | 579 |
| Table of Cases .....              | 581 |
| Index .....                       | 597 |