

CURRICULUM VITAE

ELIZABETH JANE BOROS

GENERAL INFORMATION

PERSONAL

Date of birth: 21 May 1964
Place of birth: Adelaide, Australia
Citizenship: Australian

QUALIFICATIONS

Ph.D. (Cambridge) 1989-1992
LL.M. (Cambridge) 1988-1989
LL.B. (Hons) (Adelaide) (First Class) 1982-1985

DATE OF SIGNING BAR ROLL

19 November 2009

ADMISSIONS

Barrister and Solicitor, Supreme Court, SA 15 December 1986
Practitioner, High Court of Australia 16 April 1987
Solicitor, Supreme Court, England and Wales 2 April 1992
Barrister and Solicitor, Supreme Court, Victoria 7 April 1993

BOOKS

Corporate Law (with John Duns)
Oxford University Press, Melbourne, 2nd edn 2009
Minority Shareholders' Remedies
Clarendon Press, Oxford, 1995

IMMEDIATE PAST APPOINTMENTS

Sir Keith Aickin Chair of Company Law, Monash University	Consultant Blake Dawson Corporate Group
2000-2009	2007-2009

CURRENT EXTERNAL POSITIONS

- **Member, Legal Committee, Corporations and Markets Advisory Committee (CAMAC)** 8 October 2001 to present
- **Member, Corporations Committee, Business Law Section, Law Council of Australia** 1999 to present
- **Deputy Chair (Melbourne), E-Commerce Committee, Business Law Section, Law Council of Australia** 2009 (member since 2000)

SUBJECTS TAUGHT

- Corporations law
- Corporate governance and directors' duties
- Shareholders' remedies
- Equity
- Trusts

PREVIOUS ACADEMIC APPOINTMENTS

The University of Melbourne	1996-1999
Senior Lecturer in Law	
The University of Melbourne	1995 and 1993
Guest lecturer 1993, Visiting fellow 1995	
Christ's College, Clare College and New Hall, Cambridge	1990-1991
Supervisor	
University of Adelaide	1988
Tutor	

PREVIOUS PROFESSIONAL APPOINTMENTS

Blake Dawson, Melbourne	1992-1995
Solicitor in the Corporate and Commercial Group Appointed Senior Associate 1 July 1995 Principally involved in mergers and acquisitions, fundraising and corporate advice.	
Piper Alderman, Adelaide	1986-1988
Solicitor, principally involved in commercial and civil litigation.	

PREVIOUS EXTERNAL POSITIONS

- **External Expert, Law Department, London School of Economics**
October 2003-October 2006 and 2007/2008
- **Member, Executive, Corporate Law Teachers' Association** 2007
- **Director, ASX Supervisory Review Pty Ltd**
14 March 2001 to October 2006
- **Member, CAMAC** 11 December 2002 to 11 December 2005
- **Deputy Chair (Melbourne), E-commerce Committee, Business
Law Section, Law Council of Australia** 2004
- **Inaugural National Chair, E-commerce Committee, Business
Law Section, Law Council of Australia** Nov 2000 to December 2003
- **Rapporteur, 13th Commonwealth Law Conference** 2003
Convened sessions on corporate governance
- **Adviser to the Minister for Financial Services and regulation on
electronic voting at company meetings**
August - December 2001

SCHOLARSHIPS AND PRIZES

Overseas Research Award	1990-1992
Awarded by the Committee of Vice Chancellors and Principals of the University of the United Kingdom.	
Shell Postgraduate Scholarship in Arts	1988-1991
One scholarship was awarded annually. Selection was Australia-wide.	
W M Tapp Research Studentship in Law	1988
Awarded by Gonville & Caius College, Cambridge	
Adelaide Law Review Student Prize	1986
Awarded for the article, "Merger and Extinguishment of Interests in Land", which was based on my Honours dissertation.	
Justin Skipper Prize	1984
Awarded by the University of Adelaide.	

OTHER RESEARCH AND PUBLICATIONS

ARTICLES IN REFEREED JOURNALS

- Public and private enforcement of disclosure breaches in Australia**
(2009) 9 *Journal of Corporate Law Studies* 409-437
- How does the division of power between the board and the general meeting operate?**
(2009) 29 *Adelaide Law Review* (forthcoming).
- Shareholder litigation after *Sons of Gwalia Ltd v Margaretic***
(2008) 26 *Company and Securities Law Journal* 235-248
- Virtual Shareholder Meetings: Who Decides how Companies make Decisions?**
(2004) 28 *Melbourne University Law Review* 265-289
- Virtual Shareholder Meetings**
2004 *Duke Law and Technology Review* 0008
- Corporate Governance in Cyberspace – Who stands to gain what from the virtual meeting?**
[2003] *Journal of Corporate Law Studies* 149-180
- Corporations Online**
(2001) 19 *Company & Securities Law Journal* 492-505
- Compulsory acquisition of minority shareholdings – the way forward?**
(1998) 16 *Company & Securities Law Journal* 279-296
- Duties of Nominee and Multiple Directors Part 1**
(1989) 10 *Company Lawyer* 211-219
- Duties of Nominee and Multiple Directors Part 2**
(1989) 11 *Company Lawyer* 6-10

Merger and Extinguishment of Interests in Land

(1986) 10 *Adelaide Law Review* 427-472

CHAPTERS IN BOOKS

Equitable Compensation as a Remedy for Diversion of Opportunity: *Biala Pty Ltd v Mallina Holdings Limited (No 4)*

In Ramsay, I M (ed) *Key Developments in Corporate Law and Trusts Law: Essays in Honour of Professor Harold Ford* (Butterworths, Sydney 2002) pp 271-307

Altering the articles of association to acquire minority shareholdings

In Rider, B A K (ed) *The Realm of Company Law* (Kluwer Academic Publishers, Dordrecht, 1998) pp 279-296. A Festschrift for Professor LS Sealy.

The Implications of *Gambotto* for Minority Shareholders

In Ramsay, I M (ed) *Gambotto v WCP Ltd: Its Implications for Corporate Regulation* (Centre for Corporate Law and Securities Regulation, Melbourne 1996) pp 82-88.

NOTES

Disclosure of information on company websites

(1999) 17 *Company & Securities Law Journal* 522-527

BOOK REVIEW

Tomasic, Jackson and Woellner, Corporations Law: Principles, Policy and Process

(1997) 71 *Australian Law Journal* 1002

DISCUSSION PAPER & ISSUES PAPER

The Online Corporation: Electronic Corporate Communications

Discussion paper (28 pages plus a 5-page questionnaire), December 1999

Multimedia Prospectuses and Other Offer Documents

Issues Paper, by Elizabeth Boros & ASIC (10 pages)

Both papers were published on the Internet home pages of ASIC <www.asic.gov.au> and the Centre for Corporate Law & Securities Regulation <www.cclsr.unimelb.edu.au>, December 1999

CONFERENCE PAPERS AND SEMINARS

Enforcement of continuous disclosure breaches

Monash Law School Dean's Lecture, 8 April 2009 (forthcoming)

Public and private enforcement of continuous disclosure and misleading disclosure in Australia

Comparative Civil Enforcement in Securities Law, Centre for Corporate and Commercial Law, University of Cambridge, 19-20 March 2009. Also presented at Herbert Smith (London) 16 March 2009

The division of power between directors and shareholders: What is it? And is it working?

Corporations Law Workshop, Business Law Section, Law Council of Australia 20 September 2008

Continuous disclosure

Blake Dawson, 27 August 2008

Corporate governance and directors' duties

UBS, 26 May 2008

What is the "right" division of power between boards of directors and the general meeting of shareholders?

Lecture in Distinguished Speaker Series to celebrate 125th anniversary of the Law School, University of Adelaide, 20 May 2008

Increased disclosure of equity derivatives and short selling

Blake Dawson, 23 April 2008

Target directors' duties in the era of the Takeovers' Panel – when, how and by whom are they likely to be litigated?

Grant Samuel, 11 March 2008

Shareholder litigation after *Sons of Gwalia v Margaretic*

Corporate Law Teachers' Association Conference, 4 February 2008

Issues arising out of *Sons of Gwalia Ltd v Margaretic*

Deacons, 22 November 2008

Who decides how companies make decisions?

Staff seminar, Melbourne University Law School, 18 November 2003

Virtual Shareholder Meetings

Seminar sponsored by the Center for Global Capital Markets, Law School, Duke University, Durham, North Carolina, 27 October 2003

Virtual Shareholder Meetings

Faculty Workshop sponsored by the Center for Law and Business Regulation, Law School, Case Western Reserve University, Cleveland Ohio, 22 October 2003

Corporate Governance in Cyberspace – Who stands to gain what from the virtual meeting?

Prepared for "Using Law to Promote Competitiveness and Enterprise: Will Corporate

- Law Reform Deliver?" Centre for Corporate and Commercial Law, Cambridge, 4-5 July 2002
- Equitable Compensation as a Remedy for Diversion of Opportunity**
Conference in honour of Professor Harold Ford, The University of Melbourne, 16 March 2001
- Corporations in Cyberspace**
Corporate Law Teachers' Association Conference, Melbourne, 12 February 2001
- Electronic Prospectuses and electronic proxy voting**
Twilight Seminar organised by Monash University Law Faculty, 31 July 2000
- The Impact of Technology on Corporate Law**
"Update 2000" 14 June 2000.
Keynote Speaker, Conference organised by Company Secretaries Australia.
- Corporate Law in the Digital Age**
Staff Seminar, Monash University 9 November 1999.
- Minority Shareholders: The CLERP Bill and Recent Cases – commentary**
Corporate Law Workshop, Law Council of Australia, Leura, 29 August 1999
- The future of compulsory acquisitions in Australia**
Twilight Seminar, University of Sydney, 10 November 1997
- Biala v Mallina (No 4)* and compensation for diversion of corporate opportunity**
Corporate Law Seminar, Brisbane, 17 October 1997; and
Corporate Law Workshop, Surfers' Paradise, 19 October 1997
- Equitable compensation as a remedy for diversion of opportunities**
Corporate Law Teachers' Conference, Melbourne, 11 February 1997
- The implications of *Gambotto v WCP Ltd* for minority shareholders**
Centre for Corporate Law and Securities Regulation Seminar, Melbourne 29 June 1995

GRANTS

- Business Law Section, Law Council of Australia (December 2003)** **\$17,800**
Project title: *Boral Ltd's recent constitutional amendment and its implications for corporate governance*
- Monash small grant (December 2002)** **\$5305.30**
Project title: *In what circumstances can shareholders opt out of the legislative provisions governing company meetings?*

