

# AUSTRALIAN BUSINESS LAW REVIEW

Volume 40, Number 1

February 2012

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<b>Theoretical justifications for restraining “unconscionable” demands under on-demand guarantees – <i>Thanuja Rodrigo</i></b>	
Whilst English courts have adopted “fraud” on the part of the beneficiary calling under the guarantee as the sole ground upon which the enforcement of on-demand guarantees can be restrained, the Australian courts have adopted “unconscionability” as a separate ground from that of “fraud” for restraining the enforcement of such guarantees. Drawing upon the doctrine of “freedom of contract” and principles of “cost-benefit” in economics this article provides theoretical justifications for the Australian court’s divergence from the English law principles in matters restraining demands under on-demand guarantees. ....	5
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The <i>Dodd-Frank Wall Street Reform and Consumer Protection Act</i> introduced into United States law new whistleblower reforms to encourage the reporting of breaches of the United States securities laws. The reforms controversially included monetary incentives or bounties to report illegal conduct to the Securities Exchange Commission. The article explains the <i>Dodd-Frank Act</i> whistleblower reforms and examines the concerns raised by public companies and directors that internal compliance mechanisms may be undermined by the bounty provisions. The article also explains how the whistleblower reforms may have extra-territorial operation and allow for the reporting of conduct in Australia so that American subsidiaries or Australian entities dealing with American public companies also need to consider how they should respond to the new laws. The first annual report on the whistleblower reforms which only covered seven weeks discloses that three tips (9.4% of overseas tips) have already come from Australia. Lastly, the article compares the <i>Dodd-Frank Act</i> whistleblower reforms with the Australian equivalent in Pt 9.4AAA of the <i>Corporations Act 2001</i> (Cth) to examine if there are any lessons for Australian corporate regulation. ....	26
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