

Corporate Finance

[View Online](#)

1

Worthington S, Worthington S, Sealy LS. Sealy and Worthington's text, cases, and materials in company law. Eleventh edition. Oxford United Kingdom: : Oxford University Press 2016.

2

MacNeil I. An introduction to the law on financial investment. 2nd ed. Oxford: : Hart Publishing 2012.

3

Ferran E, Look CH, Oxford University Press. Principles of corporate finance law. 2nd edition. Oxford: : Oxford University Press 2014.
<http://ezproxy.lib.gla.ac.uk/login?url=http://dx.doi.org/10.1093/acprof:oso/9780199671342.001.0001>

4

Kraakman RH. The anatomy of corporate law: a comparative and functional approach. Third edition. Oxford: : Oxford University Press 2017.
<https://ezproxy.lib.gla.ac.uk/login?url=https://dx.doi.org/10.1093/acprof:oso/9780198739630.001.0001>

5

PSL /Corporate/ Company Incorporation/Forms of Business Vehicle.
<https://www.lexisnexis.com/uk/lexispsl/corporate/synopsis/94462:94463/Company-incorporation/Forms-of-business-vehicle/BCT>

6

Companies Act 2006.

7

Financial Services and Markets Act 2000 c. 8Arrangement of Act.

8

Salomon v A. Salomon & Co Ltd [1897] AC 22.

9

Russell v Northern Bank Development Corpn. [1992] 3 All ER. 1992.

10

Ferran E, Look CH, Oxford University Press. Principles of corporate finance law. 2nd edition. Oxford: : Oxford University Press 2014.
<http://ezproxy.lib.gla.ac.uk/login?url=http://dx.doi.org/10.1093/acprof:oso/9780199671342.001.0001>

11

Armour J. Legal Capital: an Outdated Concept? European Business Organization Law Review (EBOR) 2006;**7**
[.http://ezproxy.lib.gla.ac.uk/login?url=https://link.springer.com/article/10.1017%2FS156675290600005X](http://ezproxy.lib.gla.ac.uk/login?url=https://link.springer.com/article/10.1017%2FS156675290600005X)

12

Davies PL. Introduction to company law. Third edition. Oxford: : Oxford University Press 2020.
<https://ezproxy.lib.gla.ac.uk/login?url=https://dx.doi.org/10.1093/he/9780198854913.001.0001>

13

Morse G. Partnership and LLP law. Ninth edition. Oxford: : Oxford University Press 2020.
<https://ezproxy.lib.gla.ac.uk/login?url=https://dx.doi.org/10.1093/he/9780198832799.001.0001>

14

Coase RH. The Nature of the Firm. *Economica* 1937;**4**. doi:10.2307/2626876

15

Partnership Act 1890.

16

Limited Partnerships Act 1907.

17

Limited Liability Partnerships Act 2000.

18

Companies Act 2006.

19

Gullifer L, Payne J. Corporate finance law: principles and policy. Second edition. London: : Hart Publishing 2015.
<https://www.vlebooks.com/vleweb/product/openreader?id=GlasgowUni&isbn=9781782259596>

20

Ferran E, Look CH, Oxford University Press. Principles of corporate finance law. 2nd edition. Oxford: : Oxford University Press 2014.
<http://ezproxy.lib.gla.ac.uk/login?url=http://dx.doi.org/10.1093/acprof:oso/9780199671342>.

001.0001

21

PSL Corporate/Share Capital/Allotment Issue and Pre-emption.

<https://plus.lexis.com/api/permalink/6203376f-d87d-4ae2-b6d7-8ed9406fb2ee/?context=1001073&federationidp=8K7S4M60073>

22

Lowry J. Eliminating obstacles to freedom of establishment: the competitive edge of UK company law. *The Cambridge Law Journal* 2004;**63**:331-45.
doi:10.1017/S0008197304006609

23

Second EC Company Law Directive (77/91/EC, OJ L 26/1) article 29.

24

Companies Act 2006.

25

Companies Act 2006.

26

Lord Halsbury L.C., Lord Watson, Lord Herschell, Lord Macnaghten, Lord Morris 1892 March 14(c) Incorporated Council of Law Reporting for England & Wales. *Ooregum Gold Mining Co. of India Ltd v Roper* [1892] AC 125.

27

Re Wragg Ltd [1897] 1 Ch 796.

28

Hilder v Dexter [1902] AC 474.

29

Re Bradford Investments plc (no 2) 1991 BCLC 688.

30

Re Sunrise Radio Ltd (Kohli v Lit) [2009] EWHC 2893.

31

Centros Ltd v Ehvers og Selskabsstyrelsen (Case C-212/97) [1999] ECR I-1459, [2000] WLR 1048.

32

Centros Ltd v Ehrvervs- og Selskabsstyrelsen, [1999] B.C.C. 983.

33

Chamber of Commerce Amsterdam v Inspire Art (Case C-167/01) [2003] ECR I-10155.

34

Pre-emption Group, Statement of Principles on Pre-emption.

<http://www.pre-emptiongroup.org.uk/getmedia/655a6ec5-fecc-47e4-80a0-7aea04433421/Revised-PEG-Statement-of-Principles-2015.pdf.aspx>

35

Gullifer L, Payne J. Corporate finance law: principles and policy. Second edition. London: : Hart Publishing 2015.

<https://www.vlebooks.com/vleweb/product/openreader?id=GlasgowUni&isbn=9781782259596>

36

Ferran E, Look CH, Oxford University Press. Principles of corporate finance law. 2nd edition. Oxford: : Oxford University Press 2014.
<http://ezproxy.lib.gla.ac.uk/login?url=http://dx.doi.org/10.1093/acprof:oso/9780199671342.001.0001>

37

Kraakman RH. The anatomy of corporate law: a comparative and functional approach. Third edition. Oxford: : Oxford University Press 2017.
<https://ezproxy.lib.gla.ac.uk/login?url=https://dx.doi.org/10.1093/acprof:oso/9780198739630.001.0001>

38

Armour J. Share Capital and Creditor Protection: Efficient Rules for a Modern Company Law. Modern Law Review 2000;**63**:355–78. doi:10.1111/1468-2230.00268

39

PSL Corporate/Share Capital/Reduction of Capital/Share buybacks.
<https://plus.lexis.com/api/permalink/1e9f17b1-d51d-43e0-87f2-4f61e9af88b7/?context=1001073&federationidp=8K7S4M60073>

40

Rickford J. Reforming Capital, Report of the Interdisciplinary Group on Capital Maintenance. European business law review 2004;:921–1024.

41

Companies Act 2006.

42

Trevor v Whitworth [1887] 12 AC 409.

43

Re Halt Garage (1964) Ltd. [1982] 3 All ER 1016.

44

MacPherson v European Strategic Bureau Ltd [2000] 2 BCLC 683, CA.

45

Re Ransomes plc [1999] 1 BCLC 775.

46

Re Ransomes plc [1999] (affirmed [1999] 2 BCLC 591, CA).

47

Re Northern Engineering Industries plc [1994] BCC 618, CA.

48

Re Holders Investment Trust [1971] 1 WLR 583.

49

Gullifer L, Payne J. Corporate finance law: principles and policy. Second edition. London: : Hart Publishing 2015.

<https://www.vlebooks.com/vleweb/product/openreader?id=GlasgowUni&isbn=9781782259596>

50

Ferran E, Look CH, Oxford University Press. Principles of corporate finance law. 2nd edition. Oxford: : Oxford University Press 2014.

<http://ezproxy.lib.gla.ac.uk/login?url=http://dx.doi.org/10.1093/acprof:oso/9780199671342>.

001.0001

51

Worthington S, Worthington S, Sealy LS. Sealy and Worthington's text, cases, and materials in company law. Eleventh edition. Oxford United Kingdom: : Oxford University Press 2016.

52

PSL Corporate/Share Capital/Dividends and distributions.
<https://plus.lexis.com/uk/practicalguidanceroot?plid=37bff81a-0471-4f78-970c-8a19052d7828&federationidp=8K7S4M60073>

53

Rickford J. Legal Approaches to Restricting Distributions to Shareholders: Balance Sheet Tests and Solvency Tests. European Business Organization Law Review (EBOR) 2006;**7**. doi:10.1017/S1566752906001352

54

Companies Act 2006.

55

Re Exchange Banking Co, Flitcroft's Case (1882) 21 Ch D 519.

56

Re Halt Garage (1964) Ltd. [1982] 3 All ER 1016.

57

Precision Dippings Ltd v Precision Dippings Marketing Ltd [1986] Ch 447, CA.

58

Aveling Barford Ltd v Perion Ltd [1989] BCLC 626.

59

Progress Property v Moorgarth Group [2010] UKSC 55.

60

Bairstow v Queens Moat House plc [2001] 2 BCLC 531, CA.

61

It's a Wrap (UK) Ltd v Gula [2006] BCC 626.

62

Charterhouse Investment Trust v Tempest Diesels Ltd (1985) 1 BCC 99.

63

Selangor United Rubber Estates Ltd v Cradock [1968] 1 WLR 1555.

64

Chaston v SWP Group plc [2003] 1 BCLC 675, CA.

65

MT Realisations Ltd v Digital Equipment Co Ltd [2003] 2 BCLC 117, CA.

66

MacNeil I. An introduction to the law on financial investment. 2nd ed. Oxford: : Hart Publishing 2012.

67

Siems MM. The Foundations of Securities Law. SSRN Electronic Journal Published Online First: 2008. doi:10.2139/ssrn.1089747

68

BIS. SME Access to External Finance (BIS Economics Paper, No 16).
https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/32263/12-539-sme-access-external-finance.pdf

69

European Commission. Report of the chairman of the Expert group on the cross-border matching of innovative firms with suitable investors.
<http://ec.europa.eu/transparency/regexpert/index.cfm?do=groupDetail.groupDetailDoc&id=6008&no=1>

70

Gilson, R. J.; Kraakman, R. The Mechanisms of Market Efficiency Twenty Years Later: The Hindsight Bias. *Journal of Corporation Law* 2003;**28**:715-42.
https://ezproxy.lib.gla.ac.uk/login?url=https://www.heinonline.org/HOL/Page?handle=hein.journals/jcorl28&start_page=715&collection=journals&id=725

71

Gullifer L, Payne J. *Corporate finance law: principles and policy*. Second edition. London: : Hart Publishing 2015.
<https://www.vlebooks.com/vleweb/product/openreader?id=GlasgowUni&isbn=9781782259596>

72

MacNeil I. *An introduction to the law on financial investment*. 2nd ed. Oxford: : Hart Publishing 2012.

73

Enriques L, Gilotta S. Disclosure and Financial Market Regulation. SSRN Electronic Journal
Published Online First: 2014. doi:10.2139/ssrn.2423768

74

PSL Corporate/Equity Capital Markets.
<https://plus.lexis.com/uk/practicalguidanceroot?plid=37bff81a-0471-4f78-970c-8a19052d7828&federationidp=8K7S4M60073>

75

PSL Financial Services/Markets/Listing, prospectus, disclosure and transparency.
<https://plus.lexis.com/uk/practicalguidanceroot?plid=75c954c8-05e0-4ddf-90f1-88d1101645fd&federationidp=8K7S4M60073>

76

Coffee, J. Market Failure and the Economic Case for a Mandatory Disclosure System.
Virginia Law Review 1984;**70**
:717-54.https://ezproxy.lib.gla.ac.uk/login?url=https://www.heinonline.org/HOL/Page?handle=hein.journals/valr70&start_page=717&collection=journals&id=727

77

Kraakman RH. The anatomy of corporate law: a comparative and functional approach.
Third edition. Oxford: : Oxford University Press 2017.
<https://ezproxy.lib.gla.ac.uk/login?url=https://dx.doi.org/10.1093/acprof:oso/9780198739630.001.0001>

78

Financial Conduct Authority. Feedback on CP12/25: Enhancing the effectiveness of the Listing Regime and further consultation (Consultation paper, CP13/15**).
<https://www.fca.org.uk/publication/consultation/cp13-15.pdf>

79

Ferran E. Cross-Border Offers of Securities in the EU: The Standard Life Flotation. SSRN Electronic Journal Published Online First: 2006. doi:10.2139/ssrn.955252

80

Armour J, Mayer C, Polo A. Regulatory Sanctions and Reputational Damage in Financial Markets. SSRN Electronic Journal Published Online First: 2011. doi:10.2139/ssrn.1678028

81

ESMA. Comparison of liability regimes in Member States in relation to the Prospectus Directive. 2013. <https://www.esma.europa.eu/document/comparison-liability-regimes-in-member-states-in-relation-prospectus-directive>

82

Securities prospectus | European Commission. https://ec.europa.eu/info/business-economy-euro/banking-and-finance/financial-markets/securities-markets/securities-prospectus_en#prospectus-regulation

83

Financial Services and Markets Act 2000.

84

FCA Handbook - FCA Handbook. <https://www.handbook.fca.org.uk/handbook>

85

Gullifer L, Payne J. Corporate finance law: principles and policy. Second edition. London: : Hart Publishing 2015. <https://www.vlebooks.com/vleweb/product/openreader?id=GlasgowUni&isbn=9781782259596>

86

MacNeil I. An introduction to the law on financial investment. 2nd ed. Oxford: : Hart Publishing 2012.

87

Davies PL. Davies Review of Issuer Liability: Final Report.
http://webarchive.nationalarchives.gov.uk/20100407170721/http://www.hm-treasury.gov.uk/d/davies_review_finalreport_040607.pdf

88

Davies PL. Liability for Misstatements to the Market: Some Reflections. *Journal of Corporate Law Studies* 2009;**9**.
<https://ezproxy.lib.gla.ac.uk/login?url=https://www.tandfonline.com/doi/abs/10.1080/14735970.2009.11421543>

89

Moore MT, Walker-Arnott E. A Fresh Look at Stock Market Short-termism. *Journal of Law and Society* 2014;**41**:416–45. doi:10.1111/j.1467-6478.2014.00676.x

90

Transparency Directive (consolidated version).
<http://eur-lex.europa.eu/legal-content/EN/TXT/PDF/?uri=CELEX:02004L0109-20131126&from=IT>

91

Transparency requirements for listed companies | European Commission.
https://ec.europa.eu/info/business-economy-euro/company-reporting-and-auditing/company-reporting/transparency-requirements-listed-companies_en

92

Ensuring the integrity of securities markets | European Commission.
https://ec.europa.eu/info/business-economy-euro/banking-and-finance/financial-markets/securities-markets/ensuring-integrity-securities-markets_en

93

MacNeil I. An introduction to the law on financial investment. 2nd ed. Oxford: : Hart Publishing 2012.

94

Coffee Jr. JC. Racing Towards the Top?: The Impact of Cross-Listings and Stock Market Competition on International Corporate Governance. SSRN Electronic Journal Published Online First: 2002. doi:10.2139/ssrn.315840

95

SEC. Accessing the U.S. Capital Markets — A Brief Overview for Foreign Private Issuers. <https://www.sec.gov/divisions/corpfin/internatl/foreign-private-issuers-overview.shtml>

96

MacNeil I. Competition and Convergence in Corporate Regulation: The Case of Overseas Listed Companies. SSRN Electronic Journal Published Online First: 2001. doi:10.2139/ssrn.278508

97

DeGeorge F, Maug EG. Corporate Finance in Europe: A Survey. SSRN Electronic Journal Published Online First: 2006. doi:10.2139/ssrn.896518

98

Financial Services and Markets Act 2000.

99

FCA Handbook - FCA Handbook. <https://www.handbook.fca.org.uk/handbook>

100

Morrison v National Australia Bank, US Supreme Court decision. <https://www.law.cornell.edu/supct/html/08-1191.ZS.html>

101

Gullifer L, Payne J. Corporate finance law: principles and policy. Second edition. London: : Hart Publishing 2015.
<https://www.vlebooks.com/vleweb/product/openreader?id=GlasgowUni&isbn=9781782259596>

102

MacNeil I. An introduction to the law on financial investment. 2nd ed. Oxford: : Hart Publishing 2012.

103

MacNeil I. Editorial. Law and Financial Markets Review 2011;**5**:253–5.
<http://ezproxy.lib.gla.ac.uk/login?url=http://heinonline.org/HOL/Page?public=false&handle=hein.journals/lawfinancmr5&id=253>

104

MacNeil I. The evolution of regulatory enforcement action in the UK capital markets: a case of 'less is more'? Capital Markets Law Journal 2007;**2**:345–69. doi:10.1093/cmlj/kmm028

105

McVea H. What's wrong with insider dealing? Legal Studies 1995;**15**:390–414.
doi:10.1111/j.1748-121X.1995.tb00527.x

106

Conceicao C. The FSA's approach to taking action against market abuse. Company Lawyer 2007;**28**:43–5.
<https://signon.thomsonreuters.com/federation/UKF?entityID=https%3A%2F%2Fidp.gla.ac.uk%2Fshibboleth&returnto=https%3A%2F%2Fuk.practicallaw.thomsonreuters.com%2FDocument%2FI20830F319F7D11DB95EEAC25780548A8%2FView%2FFullText.html%3FskipAnonymous%3Dtrue>

107

Alcock A. Five years of market abuse. Company Lawyer 2007;**28**
:163–71.<https://signon.thomsonreuters.com/federation/UKF?entityID=https%3A%2F%2Fidp.gla.ac.uk%2Fshibboleth&returnto=https%3A%2F%2Fuk.practicallaw.thomsonreuters.com%2FDocument%2FI7230F0A1FF5311DB890AD2939FCE442A%2FView%2FFullText.html%3FskipAnonymous%3Dtrue>

108

Ensuring the integrity of securities markets | European Commission.
https://ec.europa.eu/info/business-economy-euro/banking-and-finance/financial-markets/securities-markets/ensuring-integrity-securities-markets_en

109

Criminal Justice Act 1993 Part V (Insider dealing).
<https://www.legislation.gov.uk/ukpga/1993/36/part/V>

110

FCA Handbook - FCA Handbook. <https://www.handbook.fca.org.uk/handbook>

111

R v SFA ex p Fleurose [2001] EWHC Admin 1085.

112

FSA v Davidson and Tatham.

113

Spector Photo Group NV v Commissie Voor Het Bank-Financie-En Assurantiewezen (CBFA) (Case C-45/08) [2010] C.M.L.R. 30.

114

Gullifer L, Payne J. Corporate finance law: principles and policy. Second edition. London: : Hart Publishing 2015.
<https://www.vlebooks.com/vleweb/product/openreader?id=GlasgowUni&isbn=9781782259596>

115

Fischel DR, Ross DJ. Should the Law Prohibit 'Manipulation' in Financial Markets? Harvard Law Review 1991;**105**. doi:10.2307/1341697

116

Siems MM. The EU Market Abuse Directive: a case-based analysis. Law and Financial Markets Review 2007;**2**
<https://ezproxy.lib.gla.ac.uk/login?url=https://www.tandfonline.com/doi/abs/10.1080/17521440.2008.11427939>

117

Ensuring the integrity of securities markets | European Commission.
https://ec.europa.eu/info/business-economy-euro/banking-and-finance/financial-markets/securities-markets/ensuring-integrity-securities-markets_en

118

Kershaw D. Company law in context: text and materials. 2nd ed. Oxford: : Oxford University Press 2012.

119

Coffee JC. Regulating the Market for Corporate Control: A Critical Assessment of the Tender Offer's Role in Corporate Governance. Columbia Law Review 1984;**84**.
doi:10.2307/1122351

120

Roe MJ. Delaware's Competition. Harvard Law Review 2003;**117**. doi:10.2307/3651948

121

Ventoruzzo M. Europe's Thirteenth Directive and U.S. Takeover Regulation: Regulatory Means and Political and Economic Ends. Texas International Law Journal 2006;**41**:171-222.https://ezproxy.lib.gla.ac.uk/login?url=https://www.heinonline.org/HOL/Page?handle=hein.journals/tlj41&start_page=171&collection=journals&id=177

122

Companies Act 2006.

123

The Panel on Takeovers and Mergers, The City Code on Takeovers and Mergers.
<http://www.thetakeoverpanel.org.uk/wp-content/uploads/2008/11/code.pdf?v=12Sep2016>

124

Directive 2004/25/EC on Takeover Bids.
<http://eur-lex.europa.eu/LexUriServ/LexUriServ.do?uri=OJ:L:2004:142:0012:0023:EN:PDF>

125

Kershaw D. Company law in context: text and materials. 2nd ed. Oxford: : Oxford University Press 2012.

126

Armour J, Skeel D. Who Writes the Rules for Hostile Takeovers, and Why - The Peculiar Divergence of U.S. and U.K. Takeover Regulation. Georgetown Law Journal 2007;**95**:1727-94.https://ezproxy.lib.gla.ac.uk/login?url=https://heinonline.org/HOL/Page?handle=hein.journals/glj95&start_page=1727&collection=journals&id=1739

127

Gerner-Beuerle, Carsten; Kershaw, David; Solinas, Matteo. Is the Board Neutrality Rule Trivial? Amnesia about Corporate Law in European Takeover Regulation. European Business Law Review;**22**

:559-622.<https://ezproxy.lib.gla.ac.uk/login?url=https://www.kluwerlawonline.com/abstract.php?area=Journals&id=EULR2011030>

128

Coffee JC. Regulating the Market for Corporate Control: A Critical Assessment of the Tender Offer's Role in Corporate Governance. Columbia Law Review 1984;**84**.
doi:10.2307/1122351

129

Re Ransomes plc [1999] 1 BCLC 775 (affirmed [1999] 2 BCLC 591, CA).

130

Trevor v Whitworth [1887] 12 AC 409.

131

Charterhouse Investment Trust v Tempest Diesels Ltd (1985) 1 BCC 99.

132

Chaston v SWP Group plc [2003] 1 BCLC 675, CA.

133

MT Realisations Ltd v Digital Equipment Co Ltd [2003] 2 BCLC 117, CA.

134

MBR - Takeover Code.
<http://www.thetakeoverpanel.org.uk/wp-content/uploads/2008/11/code.pdf?v=20Jul2017>

135

TOD - Takeover Code.

<http://www.thetakeoverpanel.org.uk/wp-content/uploads/2008/11/code.pdf?v=20Jul2017>

136

Directive 2004/25/EC on Takeover Bids.

<http://eur-lex.europa.eu/LexUriServ/LexUriServ.do?uri=OJ:L:2004:142:0012:0023:EN:PDF>