

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 [Internet]. 2nd edition. Oxford: Oxford University Press; 2014. Available from: <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 [Internet]. Third edition. Oxford: Oxford University Press; 2017. Available from: <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 [Internet]. Available from: <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 [Internet]. 2nd edition. Oxford: Oxford University Press; 2014. Available from: <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Armour J. Legal Capital: an Outdated Concept?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) [Internet]. 2006 Mar;7(01). Available from: <http://ezproxy.lib.gla.ac.uk/login?url=https://link.springer.com/article/10.1017%2FS156675290600005X>

12.

Davies PL. Introduction to company law [Internet]. Third edition. Oxford: Oxford University Press; 2020. Available from: <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 [Internet]. Ninth edition. Oxford: Oxford University Press; 2020. Available from: <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* [Internet]. 1937 Nov;4(16). Available from: <https://ezproxy.lib.gla.ac.uk/login?url=https://www.jstor.org/stable/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 [Internet]. Second edition. London: Hart Publishing; 2015. Available from: <https://www.vlebooks.com/vleweb/product/openreader?id=GlasgowUni&isbn=9781782259596>

20.

Ferran E, Look CH, Oxford University Press. Principles of corporate finance law [Internet].

2nd edition. Oxford: Oxford University Press; 2014. Available from:
<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 [Internet]. Available from:
<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 Jun 18;63(2):331–345.

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 [Internet]. Available from: <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 [Internet]. Second edition. London: Hart Publishing; 2015. Available from: <https://www.vlebooks.com/vleweb/product/openreader?id=GlasgowUni&isbn=9781782259596>

36.

Ferran E, Look CH, Oxford University Press. Principles of corporate finance law [Internet]. 2nd edition. Oxford: Oxford University Press; 2014. Available from: <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 [Internet]. Third edition. Oxford: Oxford University Press; 2017. Available from: <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 May;63(3):355–378.

39.

PSL Corporate/Share Capital/Reduction of Capital/Share buybacks [Internet]. Available from: <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*. London: Graham & Trotman; 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 [Internet]. Second edition. London: Hart Publishing; 2015. Available from: <https://www.vlebooks.com/vleweb/product/openreader?id=GlasgowUni&isbn=9781782259596>

50.

Ferran E, Look CH, Oxford University Press. Principles of corporate finance law [Internet]. 2nd edition. Oxford: Oxford University Press; 2014. Available from: <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 [Internet]. Available from: <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 Mar;7(01).

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. 2008;

68.

BIS. SME Access to External Finance (BIS Economics Paper, No 16) [Internet]. Available from:
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 [Internet]. Available from:
<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 [Internet]. 2003;28(4):715–742. Available from:
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 [Internet]. Second edition. London: Hart Publishing; 2015. Available from:
<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. 2014;

74.

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

75.

PSL Financial Services/Markets/Listing, prospectus, disclosure and transparency [Internet]. Available from:
<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 [Internet]. 1984;70(4):717-754. Available from:
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 [Internet]. Third edition. Oxford: Oxford University Press; 2017. Available from:
<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**) [Internet]. Available from: <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. 2006;

80.

Armour J, Mayer C, Polo A. Regulatory Sanctions and Reputational Damage in Financial Markets. SSRN Electronic Journal. 2011;

81.

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

82.

Securities prospectus | European Commission [Internet]. Available from: 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 [Internet]. Available from: <https://www.handbook.fca.org.uk/handbook>

85.

Gullifer L, Payne J. Corporate finance law: principles and policy [Internet]. Second edition. London: Hart Publishing; 2015. Available from: <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 [Internet]. Available from: 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 [Internet]. Routledge; 2009;9(2). Available from: <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 Sep;41(3):416–445.

90.

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

91.

Transparency requirements for listed companies | European Commission [Internet]. Available from: 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 [Internet]. Available from: 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. 2002;

95.

SEC. Accessing the U.S. Capital Markets — A Brief Overview for Foreign Private Issuers [Internet]. Available from:
<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. 2001;

97.

Degeorge F, Maug EG. Corporate Finance in Europe: A Survey. SSRN Electronic Journal. 2006;

98.

Financial Services and Markets Act 2000.

99.

FCA Handbook - FCA Handbook [Internet]. Available from:
<https://www.handbook.fca.org.uk/handbook>

100.

Morrison v National Australia Bank, US Supreme Court decision [Internet]. Available from:

<https://www.law.cornell.edu/supct/html/08-1191.ZS.html>

101.

Gullifer L, Payne J. Corporate finance law: principles and policy [Internet]. Second edition. London: Hart Publishing; 2015. Available from: <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 [Internet]. 2011 Jul;5(4):253–255. Available from: <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 Sep 24;2(4):345–369.

105.

McVea H. What's wrong with insider dealing? Legal Studies. 1995 Nov;15(3):390–414.

106.

Conceicao C. The FSA's approach to taking action against market abuse. Company Lawyer [Internet]. 2007;28(2):43–45. Available from: <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* [Internet]. 2007;28(6):163–171. Available from: <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 [Internet]. Available from: 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). Available from: <https://www.legislation.gov.uk/ukpga/1993/36/part/V>

110.

FCA Handbook - FCA Handbook [Internet]. Available from: <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 [Internet]. Second edition. London: Hart Publishing; 2015. Available from: <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 [Internet]. 1991 Dec;105(2). Available from: <https://ezproxy.lib.gla.ac.uk/login?url=https://www.jstor.org/stable/1341697>

116.

Siems MM. The EU Market Abuse Directive: a case-based analysis. Law and Financial Markets Review [Internet]. Routledge; 2007;2(1). Available from: <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 [Internet]. Available from: 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 [Internet]. 1984 Jun;84(5). Available from: <https://ezproxy.lib.gla.ac.uk/login?url=https://www.jstor.org/stable/1122351>

120.

Roe MJ. Delaware's Competition. Harvard Law Review [Internet]. 2003 Dec;117(2). Available from: <https://ezproxy.lib.gla.ac.uk/login?url=https://www.jstor.org/stable/3651948>

121.

Ventoruzzo M. Europe's Thirteenth Directive and U.S. Takeover Regulation: Regulatory Means and Political and Economic Ends. Texas International Law Journal [Internet]. 2006;41(2):171-222. Available from: 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 [Internet]. Available from: <http://www.thetakeoverpanel.org.uk/wp-content/uploads/2008/11/code.pdf?v=12Sep2016>

124.

Directive 2004/25/EC on Takeover Bids [Internet]. Available from: <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 [Internet]. 2007;95(6):1727-1794. Available from: https://ezproxy.lib.gla.ac.uk/login?url=https://heinonline.org/HOL/Page?handle=hein.journals/tlj41&start_page=171&collection=journals&id=177

ls/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* [Internet]. Kluwer Law International; 22(5):559–622. Available from: <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* [Internet]. 1984 Jun;84(5). Available from: <https://ezproxy.lib.gla.ac.uk/login?url=https://www.jstor.org/stable/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 [Internet]. Available from:

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

135.

TOD - Takeover Code [Internet]. Available from:

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

136.

Directive 2004/25/EC on Takeover Bids [Internet]. Available from:

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