Corporate Finance



1.

Worthington, S., Worthington, S. & Sealy, L. S. Sealy and Worthington's text, cases, and materials in company law. (Oxford University Press, 2016).

2.

MacNeil, I. An introduction to the law on financial investment. (Hart Publishing, 2012).

З.

Ferran, E., Look, C. H., & Oxford University Press. Principles of corporate finance law. (Oxford University Press, 2014).

4.

Kraakman, R. H. The anatomy of corporate law: a comparative and functional approach. (Oxford University Press, 2017).

5.

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

6.

Companies Act 2006.

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, C. H., & Oxford University Press. Principles of corporate finance law. (Oxford University Press, 2014).

11.

Armour, J. Legal Capital: an Outdated Concept? European Business Organization Law Review (EBOR) **7**, (2006).

12.

Davies, P. L. Introduction to company law. (Oxford University Press, 2020).

13.

Morse, G. Partnership and LLP law. (Oxford University Press, 2020).

14.

Coase, R. H. The Nature of the Firm. Economica 4, (1937).

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. (Hart Publishing, 2015).

20.

Ferran, E., Look, C. H., & Oxford University Press. Principles of corporate finance law. (Oxford University Press, 2014).

21.

PSL Corporate/Share Capital/Allotment Issue and Pre-emption. https://plus.lexis.com/api/permalink/6203376f-d87d-4ae2-b6d7-8ed9406fb2ee/?context=1 001073&federationidp=8K7S4M60073.

22.

Lowry, J. Eliminating obstacles to freedom of establishment: the competitive edge of UK company law. The Cambridge Law Journal **63**, 331–345 (2004).

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.

35.

Gullifer, L. & Payne, J. Corporate finance law: principles and policy. (Hart Publishing, 2015).

36.

Ferran, E., Look, C. H., & Oxford University Press. Principles of corporate finance law. (Oxford University Press, 2014).

37.

Kraakman, R. H. The anatomy of corporate law: a comparative and functional approach. (Oxford University Press, 2017).

38.

Armour, J. Share Capital and Creditor Protection: Efficient Rules for a Modern Company Law. Modern Law Review **63**, 355–378 (2000).

PSL Corporate/Share Capital/Reduction of Capital/Share buybacks. https://plus.lexis.com/api/permalink/1e9f17b1-d51d-43e0-87f2-4f61e9af88b7/?context=10 01073&federationidp=8K7S4M60073.

40.

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

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.

Re Holders Investment Trust [1971] 1 WLR 583.

49.

Gullifer, L. & Payne, J. Corporate finance law: principles and policy. (Hart Publishing, 2015).

50.

Ferran, E., Look, C. H., & Oxford University Press. Principles of corporate finance law. (Oxford University Press, 2014).

51.

Worthington, S., Worthington, S. & Sealy, L. S. Sealy and Worthington's text, cases, and materials in company law. (Oxford University Press, 2016).

52.

PSL Corporate/Share Capital/Dividends and distributions. https://plus.lexis.com/uk/practicalguidanceroot?plid=37bff81a-0471-4f78-970c-8a19052d7 828&federationidp=8K7S4M60073.

53.

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

54.

Companies Act 2006.

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.

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. (Hart Publishing, 2012).

67.

Siems, M. M. The Foundations of Securities Law. SSRN Electronic Journal (2008) doi:10.2139/ssrn.1089747.

68.

BIS. SME Access to External Finance (BIS Economics Paper, No 16).

69.

European Commission. Report of the chairman of the Expert group on the cross-border matching of innovative firms with suitable investors.

70.

Gilson, R. J.; Kraakman, R. The Mechanisms of Market Efficiency Twenty Years Later: The Hindsight Bias. Journal of Corporation Law **28**, 715–742 (2003).

71.

Gullifer, L. & Payne, J. Corporate finance law: principles and policy. (Hart Publishing, 2015).

MacNeil, I. An introduction to the law on financial investment. (Hart Publishing, 2012).

73.

Enriques, L. & Gilotta, S. Disclosure and Financial Market Regulation. SSRN Electronic Journal (2014) doi:10.2139/ssrn.2423768.

74.

PSL Corporate/Equity Capital Markets. https://plus.lexis.com/uk/practicalguidanceroot?plid=37bff81a-0471-4f78-970c-8a19052d7 828&federationidp=8K7S4M60073.

75.

PSL Financial Services/Markets/Listing, prospectus, disclosure and transparency. https://plus.lexis.com/uk/practicalguidanceroot?plid=75c954c8-05e0-4ddf-90f1-88d110164 5fd&federationidp=8K7S4M60073.

76.

Coffee, J. Market Failure and the Economic Case for a Mandatory Disclosure System. Virginia Law Review **70**, 717–754 (1984).

77.

Kraakman, R. H. The anatomy of corporate law: a comparative and functional approach. (Oxford University Press, 2017).

78.

Financial Conduct Authority. Feedback on CP12/25: Enhancing the effectiveness of the Listing Regime and further consultation (Consultation paper, CP13/15**).

79.

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

80.

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

81.

ESMA. Comparison of liability regimes in Member States in relation to the Prospectus Directive.

https://www.esma.europa.eu/document/comparison-liability-regimes-in-member-states-in-r elation-prospectus-directive (2013).

82.

Securities prospectus | European Commission.

https://ec.europa.eu/info/business-economy-euro/banking-and-finance/financial-markets/se curities-markets/securities-prospectus_en#prospectus-regulation.

83.

Financial Services and Markets Act 2000.

84.

FCA Handbook - FCA Handbook.

85.

Gullifer, L. & Payne, J. Corporate finance law: principles and policy. (Hart Publishing, 2015).

86.

MacNeil, I. An introduction to the law on financial investment. (Hart Publishing, 2012).

Davies, P. L. Davies Review of Issuer Liability: Final Report.

88.

Davies, P. L. Liability for Misstatements to the Market: Some Reflections. Journal of Corporate Law Studies **9**, (2009).

89.

Moore, M. T. & Walker-Arnott, E. A Fresh Look at Stock Market Short-termism. Journal of Law and Society **41**, 416–445 (2014).

90.

Transparency Directive (consolidated version).

91.

Transparency requirements for listed companies | European Commission. https://ec.europa.eu/info/business-economy-euro/company-reporting-and-auditing/compan y-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/se curities-markets/ensuring-integrity-securities-markets_en.

93.

MacNeil, I. An introduction to the law on financial investment. (Hart Publishing, 2012).

94.

Coffee Jr., J. C. Racing Towards the Top?: The Impact of Cross-Listings and Stock Market Competition on International Corporate Governance. SSRN Electronic Journal (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 (2001) doi:10.2139/ssrn.278508.

97.

Degeorge, F. & Maug, E. G. Corporate Finance in Europe: A Survey. SSRN Electronic Journal (2006) doi:10.2139/ssrn.896518.

98.

Financial Services and Markets Act 2000.

99.

FCA Handbook - FCA 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. (Hart Publishing, 2015).

MacNeil, I. An introduction to the law on financial investment. (Hart Publishing, 2012).

103.

MacNeil, I. Editorial. Law and Financial Markets Review 5, 253–255 (2011).

104.

MacNeil, I. The evolution of regulatory enforcement action in the UK capital markets: a case of 'less is more'? Capital Markets Law Journal 2, 345–369 (2007).

105.

McVea, H. What's wrong with insider dealing? Legal Studies 15, 390-414 (1995).

106.

Conceicao, C. The FSA's approach to taking action against market abuse. Company Lawyer **28**, 43–45 (2007).

107.

Alcock, A. Five years of market abuse. Company Lawyer 28, 163–171 (2007).

108.

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

109.

Criminal Justice Act 1993 Part V (Insider dealing).

FCA Handbook - FCA 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. (Hart Publishing, 2015).

115.

Fischel, D. R. & Ross, D. J. Should the Law Prohibit 'Manipulation' in Financial Markets? Harvard Law Review **105**, (1991).

116.

Siems, M. M. The EU Market Abuse Directive: a case-based analysis. Law and Financial Markets Review **2**, (2007).

117.

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

Kershaw, D. Company law in context: text and materials. (Oxford University Press, 2012).

119.

Coffee, J. C. Regulating the Market for Corporate Control: A Critical Assessment of the Tender Offer's Role in Corporate Governance. Columbia Law Review **84**, (1984).

120.

Roe, M. J. Delaware's Competition. Harvard Law Review 117, (2003).

121.

Ventoruzzo, M. Europe's Thirteenth Directive and U.S. Takeover Regulation: Regulatory Means and Political and Economic Ends. Texas International Law Journal **41**, 171–222 (2006).

122.

Companies Act 2006.

123.

The Panel on Takeovers and Mergers, The City Code on Takeovers and Mergers.

124.

Directive 2004/25/EC on Takeover Bids.

125.

Kershaw, D. Company law in context: text and materials. (Oxford University Press, 2012).

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 **95**, 1727–1794 (2007).

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.

128.

Coffee, J. C. Regulating the Market for Corporate Control: A Critical Assessment of the Tender Offer's Role in Corporate Governance. Columbia Law Review **84**, (1984).

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.

MBR - Takeover Code.

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.