



# Companies Act 1985

## 1985 CHAPTER 6

### [<sup>F1</sup>] PART III

#### CAPITAL ISSUES

#### CHAPTER I

#### ISSUES BY COMPANIES REGISTERED, OR TO BE REGISTERED, IN GREAT BRITAIN

#### [<sup>F1</sup>] *The prospectus*

#### Textual Amendments

- F1** Pt. III (ss. 56-79) repealed by [Financial Services Act 1986](#) (c. 60, SIF 69), ss. 211(1), 212(3), [Sch. 17 Pt. I](#) (the repeal coming into force as mentioned in [S.I. 1986/2246](#), [art. 5](#), [Sch. 4](#), [S.I. 1988/740](#), arts. 2-7, Sch. (as amended by [S.I. 1988/1960](#), arts. 2-4 and by [S.I. 1988/2285](#), [arts. 2-6](#)) and [S.I. 1995/1538](#), [art. 2](#) and otherwise prosp.)

#### **56 Matters to be stated, and reports to be set out, in prospectus.**

- (1) Every prospectus issued by or on behalf of a company, or by or on behalf of any person who is or has been engaged or interested in the formation of the company, must comply—
  - (a) with Part I of Schedule 3 to this Act, as respects the matters to be stated in the prospectus, and
  - (b) with Part II of that Schedule, as respects the reports to be set out.
- (2) It is unlawful to issue any form of application for shares in or debentures of a company unless the form is issued with a prospectus which complies with the requirements of this section.

*Status: Point in time view as at 01/04/2013.*

*Changes to legislation: There are currently no known outstanding effects for the Companies Act 1985, Cross Heading: The prospectus. (See end of Document for details)*

- (3) Subsection (2) does not apply if it is shown that the form of application was issued either—
  - (a) in connection with a bona fide invitation to a person to enter into an underwriting agreement with respect to the shares or debentures, or
  - (b) in relation to shares or debentures which were not offered to the public.
- (4) If a person acts in contravention of subsection (2), he is liable to a fine.
- (5) This section does not apply—
  - (a) to the issue to existing members or debenture holders of a company of a prospectus or form of application relating to shares in or debentures of the company, whether an applicant for shares or debentures will or will not have the right to renounce in favour of other persons, or
  - (b) to the issue of a prospectus or form of application relating to shares or debentures which are or are to be in all respects uniform with shares or debentures previously issued and for the time being listed on a prescribed stock exchange;
 but subject to this, it applies to a prospectus or a form of application whether issued on or with reference to the formation of a company or subsequently.

**Modifications etc. (not altering text)**  
 C1 S. 56(1) modified by S.I. 1991/823, reg. 2(1), Sch. 1.

**57 Attempted evasion of s. 56 to be void.**

A condition requiring or binding an applicant for shares in or debentures of a company to waive compliance with any requirement of section 56, or purporting to affect him with notice of any contract, document or matter not specifically referred to in the prospectus, is void.

**58 Document offering shares etc. for sale deemed a prospectus.**

F2 .....

**Textual Amendments**  
 F2 S. 58 repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, Sch. 16; S.I. 2007/3495, art. 8(a), Sch. 2 Pt. 1 (with arts. 7, 12)

F3 59 .....

**Textual Amendments**  
 F3 S. 59 repealed (1.12.2001) by S.I. 2001/3649, art. 5

F4 60 .....

*Status: Point in time view as at 01/04/2013.*

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**Textual Amendments**

**F4** S. 60 repealed (1.12.2001) by S.I. 2001/3649, art. 5

**61 Prospectus containing statement by expert.**

- (1) A prospectus inviting persons to subscribe for a company's shares or debentures and including a statement purporting to be made by an expert shall not be issued unless—
- (a) he (the expert) has given and has not, before delivery of a copy of the prospectus for registration, withdrawn his written consent to its issue with the statement included in the form and context in which it is in fact included; and
  - (b) a statement that he has given and not withdrawn that consent appears in the prospectus.
- (2) If a prospectus is issued in contravention of this section, the company and every person who is knowingly a party to the issue of the prospectus is liable to a fine.

**Modifications etc. (not altering text)**

**C2** S. 61(1)(b) modified by S.I. 1991/823, reg. 2(1), Sch.1.

**62 Meaning of “expert”.**

**F5** .....

**Textual Amendments**

**F5** S. 62 repealed (1.10.2009 so far as not previously repealed) by Companies Act 2006 (c. 46), ss. 1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch.))

**63 Prospectus to be dated.**

A prospectus issued by or on behalf of a company, or in relation to an intended company, shall be dated; and that date shall, unless the contrary is proved, be taken as its date of publication.]

**Modifications etc. (not altering text)**

**C3** S. 63 modified by S.I. 1991/823, reg. 2(1), Sch.1

**Status:**

Point in time view as at 01/04/2013.

**Changes to legislation:**

There are currently no known outstanding effects for the Companies Act 1985, Cross Heading:  
The prospectus.